

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS

OF

WESTERLY CREEK METROPOLITAN DISTRICT

Held: Wednesday, May 17, 2017, at 8:00 A.M. at 7350 East 29th Avenue, Suite 200, Denver, Colorado.

Attendance

The meeting referenced above was called and held in accordance with the applicable laws of the State of Colorado. The following directors, having confirmed their qualification to serve, were in attendance:

Katie Dell
Tom Downey
Tim Thornton
David Ungemah

Director Justin Ross's absence was excused. All directors' absences are deemed excused unless otherwise noted.

Also present were:

- Jennifer Gruber Tanaka, Esq., and Megan J. Murphy, Esq., WHITE BEAR ANKELE TANAKA & WALDRON, Attorneys at Law, District General Counsel;
- John Simmons, Simmons & Wheeler, P.C., District Accountant;
- Janis Bevier, Stapleton Development Corporation;
- Andrew Johnston, City and County of Denver Finance Department;
- John Fernandez, Reporter with Front Porch Stapleton; and
- Tammi Holloway, President of Stapleton Development Corporation.

Director Qualification

The directors in attendance confirmed their qualification to serve.

Call to Order

Mr. Downey noted that a quorum of the Board was present and that the directors had confirmed their qualification to serve, and, therefore, called the meeting to order.

Declaration of Quorum/Disclosure of Conflicts of Interest

Ms. Tanaka advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Tanaka reported that disclosures for

those directors with potential or existing conflicts of interest were filed with the Secretary of State's Office and the Board at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Board. Ms. Tanaka noted that a quorum was present and inquired into whether members of the Board had any additional disclosures of potential or existing conflicts of interest with regard to any matters scheduled for discussion at the meeting. No additional disclosures were noted. The Board determined that the participation of the members present was necessary to obtain a quorum or to otherwise enable the Board to act.

Public Comment

None.

Approval of Minutes from April 19, 2017 Regular Meeting

Ms. Tanaka presented the minutes from the April 19, 2017 Regular Meeting to the Board for consideration. Ms. Holloway and Mr. Downey requested two changes to the minutes. Following discussion, upon a motion duly made by Mr. Thornton seconded by Ms. Dell, the Board unanimously approved the minutes as amended.

Treasurer's Report

Ms. Bevier presented the Board with the Monthly Financial Report as of March 31, 2017.

Ms. Bevier informed the Board that the bill to the District from Collins Cockrel & Cole for the months of January and February 2017 have been withdrawn from the District's claims payable and will be paid by Park Creek Metropolitan District ("Park Creek"). Mr. Downey objected to these legal fees being paid by either the District or Park Creek since they were for unauthorized services for Westerly Creek not Park Creek.

Following discussion, upon a motion duly made by Mr. Ungemah, and seconded by Mr. Thornton, the Board unanimously accepted the Monthly Financial Report as of March 31, 2017.

Consider Acceptance of 2016 Audit and Execution of District Representation Letter

Mr. Simmons presented the Board with the draft 2016 Audit and noted the auditor will be providing a clean, unqualified opinion. Mr. Simmons also noted that Note 2 was expanded to better explain the relationship between the District and Park Creek.

Mr. Fennelly requested language on page 3 be changed from "bonds" to "obligations."

Following discussion, upon a motion duly made by Ms. Dell, and seconded by Mr. Ungemah, the Board unanimously accepted the draft 2016 audit as amended.

Development Updates

Mr. Fennelly presented an update on the development in Section 10. Forest City is working with the City and County of Denver (the “City”), Denver Urban Renewal Authority (the “URA”), and Denver Public Schools (“DPS”) to finance trunk infrastructure in Section 10. Forest City will donate land to DPS for two school sites and contribute \$12.5 million to the City for parks. In exchange, DPS will issue debt and provide funds to the URA to build a fire station at East 51st Avenue and Central Park Blvd. and fund trunk infrastructure north of East 56th Avenue. As part of the deal, the City will provide \$9 million for the second deck of RTD tracks over East 56th Avenue. Mr. Fennelly noted that over \$40 million in projects have been funded through the URA. Mr. Fennelly stated construction on these projects is set to begin in November 2017.

Mr. Ungemah asked if the construction on Interstate 70 would affect the revenue of the District. Mr. Fennelly stated this is not a concern. Mr. Johnston stated the construction will place stress on the entire City and it may encourage people to move into the City to avoid the traffic.

Discuss Matters Related to Park Creek Metropolitan District

Mr. Downey stated that Park Creek accepted the District’s attorneys’ fees but did not approve the District expending money to hire a financial advisor. Mr. Downey believes the District still needs a financial advisor to educate the Board on the financial dealings of the City and Park Creek.

Mr. Ungemah stated the presentation by the Park Creek financial advisor at the April 19, 2017 meeting was valuable and working with the City’s financial advisor might alleviate the need for an independent financial advisor.

Mr. Thornton asked how much a third party financial advisor would cost. Ms. Tanaka replied, generally financial advisors are paid when the transaction closes, here the financial advisor could advise the District on the transaction and be paid at closing.

Mr. Fennelly stated D. A. Davidson & Co. was paid \$3,500 for consultation on the most recent Park Creek financing. Mr. Johnston offered to bring the City’s financial advisor, North Slope Capital Advisors, to the next meeting to present to the

Board.

Mr. Downey stated there was no discussion of dissolution at the Park Creek meeting. Mr. Downey is pursuing meetings with Stapleton Development Corporation (“SDC”) and Park Creek regarding dissolution of Park Creek and/or SDC and affordable housing within the District.

Ms. Tanaka stated a meeting of all the groups would be helpful to establish long term goals and address the outstanding debt. Ms. Holloway stated that SDC continues to work on developing a plan for dissolution with the City and Forest City. Mr. Fennelly requested the Stapleton MCA (“MCA”) be included in the conversation because MCA provides maintenance through the District.

Ms. Dell suggested SDC draft and send a letter to all the groups offering to begin a discussion of the long term goals for all of Stapleton. Ms. Holloway agreed and will look to being this process in August 2017.

Discuss Volunteers for
Attendance at Next Park
Creek Metropolitan District
Meeting
Other Business

The Board discussed the next Park Creek meeting will be May 25, 2017 at 9:00 a.m. After discussion, Mr. Downey and Mr. Ross will attend the Park Creek meeting.

Ms. Tanaka discussed Board members attending the Special District Association (“SDA”) conference in September 2017.

Next Meeting

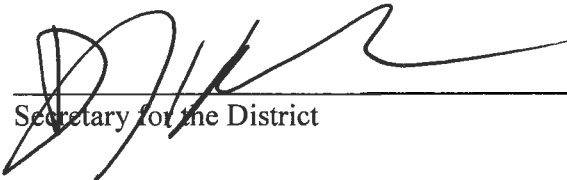
Following discussion, the Board unanimously agreed to cancel the June 21, 2017 meeting.

The next regular meeting of the District is scheduled for July 19, 2017.

Adjournment

There being no further business to come before the Board, the meeting was adjourned.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting


Secretary for the District