

MINUTES OF A SPECIAL MEETING OF THE BOARD OF
DIRECTORS OF

WHEATLANDS METROPOLITAN DISTRICT

Held: December 16, 2013 at 2:00 p.m., at 6601 S. Wheatlands
Parkway, Aurora, Colorado

Attendance

A special meeting of the Board of Directors of Wheatlands Metropolitan District was called and held as shown above and in accordance with the applicable statutes of the State of Colorado. The following directors, having confirmed their qualification to serve, were in attendance:

Richard Tashma
Jack Lent
Mike Dempsey
Robert Jenkins

Also present were Clint C. Waldron, Esq., White, Bear & Ankele Professional Corporation, General Counsel; and Kimberly Armitage, YMCA.

Call to Order

Director Tashma noted that a quorum of the Board was present and called the meeting to order.

Disclosure Matters

Mr. Waldron advised the Board that pursuant to Colorado law, certain disclosures by the directors may be required prior to taking official action at the meeting. The Directors reviewed the agenda for the meeting, following which each Board member confirmed the contents of any written disclosures previously made stating the fact and summary nature of any matters as required under Colorado law to permit official action to be taken at the meeting. Additionally, the Board determined that the participation of the members present was necessary to obtain a quorum or otherwise enable the Board to act.

Written disclosures of conflicts of interest were filed with the Secretary of State at least 72 hours prior to the meeting.

Agenda

Mr. Waldron presented the proposed agenda to the Board for consideration. Following discussion, upon motion duly made and seconded, the Board unanimously approved the agenda.

Public Comment

None.

**Discuss Status of
Engineering, Planning and
Future Development of Lot
1, Block 5, Wheatlands
Subdivision Filing No. 6**

Ms. Armitage provided a general update to the Board regarding the status of the engineering, planning and future development of Lot 1, Block 5, Wheatlands Subdivision Filing No. 6. The Board directed legal counsel to prepare a draft of the Infrastructure Acquisition and Reimbursement Agreement.

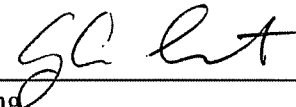
Other Business

None.

Adjournment

There being no further business to come before the Board, upon motion, second and unanimous vote, the meeting was adjourned.

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



Secretary for the Meeting

The foregoing minutes were approved on the 9th day of January, 2014.