

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

THE CANYONS METROPOLITAN DISTRICT NO. 5

Held: Friday, October 7, 2016 at 1:30 a.m. at 3033 East 1st Avenue, Suite 725, Denver, Colorado 80206

Attendance

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

Jonathan Alpert
Scott Alpert
Darren Everett
Mark Nickless

Also present were Clint C. Waldron, Esq., White Bear Ankele Tanaka & Waldron, District General Counsel; Amanda Groneman, Alpert Companies; John Wood, Alpert Companies; Kevin Collins, CliftonLarsonAllen, District Accountants; Lee Alpert, Alpert Companies; Kimberly Casey Reed, Kutak Rock; and Brooke Hutchens, D.A. Davidson (via phone).

Call to Order

Director Jonathan Alpert called the meeting to order.

Declaration
Quorum/Director
Qualifications/Reaffirmation
of Disclosures

of Director Jonathan Alpert noted that a quorum of the Board was present and that the directors had confirmed their continuing qualification to serve.

Mr. Waldron advised the Board that, pursuant to Colorado law, individual directors are required to disclose any potential conflicts with the Secretary of State at least 72 hours in advance of the meetings of the Board. The Board reviewed the agenda for the meeting, following which directors confirmed that nothing appeared on the agenda for which disclosure certificates had not been filed.

The Board determined that participations by the Directors with

potential conflicts of interest was necessary to obtain a quorum or otherwise enable lawful action to occur.

Approval of 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 as amended.

Public Comment

None.

Financial Matters

Review and Consider
Approval of Term Sheet and
Financing Plan for Series
2016 Limited Tax General
Obligation Cash Flow Bonds
(Developer “Draw Down”
Note)

Ms. Hutchens reviewed the Term Sheet and Financing Plan for the Series 2016 Limited Tax General Obligation Cash Flow Bonds with the Board. Following discussion, upon motion duly made and seconded, the Board unanimously approved the Term Sheet and Financing Plan for the Series 2016 Limited Tax General Obligation Cash Flow Bonds.

Review and Consider
Approval of Proposal for
Professional Planning and
Economic Services from
King & Associates to Prepare
Market Study

Ms. Hutchens reviewed the Proposal for Professional Planning and Economic Services from King & Associates with the Board. Following discussion, upon motion duly made and seconded, the Board unanimously approved the Proposal for Professional Planning and Economic Services from King & Associates.

Review and Consider
Proposal from North Slope
Capital Advisors as External
Financial Advisor

Ms. Hutchens reviewed the Proposal from North Slope Capital Advisors as External Financial Advisor with the Board. Following discussion, upon motion duly made and seconded, the Board unanimously approved the Proposal from North Slope Capital Advisors as External Financial Advisor.

Review and Consider
Approval of Letter
Agreement for Investment
Banking Services with D.A.
Davidson & Co. Fixed
Income Capital Markets

Ms. Hutchens reviewed the Letter Agreement for Investment Banking Services with D.A. Davidson & Co. Fixed Income Capital Markets with the Board. Following discussion, upon motion duly made and seconded, the Board unanimously approved the Letter Agreement for Investment Banking Services with D.A. Davidson & Co. Fixed Income Capital Markets.

Review and Consider
Approval of Special
Disclosure of Costs for Legal
Services in Connection with
Bonds from White Bear
Ankele Tanaka & Waldron

Mr. Waldron reviewed the Special Disclosure of Costs for Legal Services in Connection with Bonds from White Bear Ankele Tanaka & Waldron with the Board. Mr. Waldron advised the Board that as he is not independent with respect to the Special Disclosure, the Board consider engaging separate counsel to review the Special Disclosure. Following discussion, upon motion

duly made and seconded, the Board unanimously approved the Special Disclosure of Costs for Legal Services in Connection with Bonds from White Bear Ankele Tanaka & Waldron.

Review and Consider
Approval of Engagement of
Kutak Rock as Bond Counsel

Ms. Reed reviewed the Engagement Letter from Kutak Rock as Bond Counsel with the Board. Following discussion, upon motion duly made and seconded, the Board unanimously approved the Engagement Letter from Kutak Rock as Bond Counsel.

Review and Consider
Approval of Engagement of
CliftonLarsonAllen to
Prepare Cash Flow Analysis

Mr. Collins reviewed the Engagement Letter from CliftonLarsonAllen to Prepare Cash Flow Analysis with the Board. Following discussion, upon motion duly made and seconded, the Board unanimously approved the Engagement Letter from CliftonLarsonAllen to Prepare Cash Flow Analysis.

Other Financial Matters

The Board discussed the need to open a checking account. After discussion, upon motion duly made and seconded, the Board unanimously approved opening a checking account at First Bank with all Directors as authorized signatories on the account.

Legal Matters

None

Other Legal Matters

None.

Directors' Items

None.

Next Meeting

Next Board meeting to be held October 26, 2016 at 3:00 p.m.

Adjourn

There being no further business to come before the Boards, and following discussion and upon motion duly made, seconded and unanimously carried, the Board determined to adjourn the meeting.

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 26th day of October, 2016.