

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

THE CANYONS METROPOLITAN DISTRICT NO. 6

Held: Friday, October 12, 2016 at 11:00 a.m. at 2154 E. Commons Ave., Suite 2000, Centennial, 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.

Mark Nickless
Carl Nelson
Jeff Handlin
Amber Sands

Director Matt Deibel was absent. All director absences are deemed excused unless a contrary notation is recorded in these minutes.

Also present were Clint C. Waldron, Esq., White Bear Ankele Tanaka & Waldron, District General Counsel; Sarah Hunsche, CliftonLarsonAllen, District Accountants; Kimberly Casey-Reed, Kutak Rock; and Brooke Hutchens, D.A. Davidson.

Call to Order

Director Mark Nickless called the meeting to order.

Declaration
Quorum/Director
Qualifications/Reaffirmation
of Disclosures

of Director Mark Nickless noted that a quorum of the Board was present and that the directors had confirm 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 Disclosure certificates were reviewed by the

directors and were ordered to be made part of the official minutes of the meeting.

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.

**Consider Approval
Minutes from the May
2016 Board meeting**

of Mr. Waldron presented the May 27, 2016 Minutes to the Board for review. Following discussion, upon motion duly made and seconded, the Board unanimously approved the May 27, 2016 Minutes.

Legal Matters

**Consider Approval
Resolution Declaring Return
to Active Status**

of Mr. Waldron reviewed the Resolution Declaring Return to Active Status to the Board for consideration. Following discussion, upon motion duly made and seconded, the Board unanimously approved the Resolution Declaring Return to Active Status.

**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 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 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. Casey-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

Ms. Hunsche 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 Legal Matters

None.

Financial Matters

None

Other Financial Matters


None.

Next Board meeting to be held November 2, 2016 at 9:00 a.m.

Adjourn

There being no further business to come before the Board, 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 2nd day of
November, 2016.