

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
CROWFOOT VALLEY RANCH METROPOLITAN DISTRICT NO. 2
HELD
MAY 9, 2007

A special meeting of the Board of Directors of the Crowfoot Valley Ranch Metropolitan District No. 2 (referred to hereafter as "Board") was convened on Wednesday, the 9th day of May, 2007, at 3:00 p.m., at the offices of Lowe Enterprises Real Estate Group, 6312 S. Fiddlers Green Circle, Suite 100E, Greenwood Village, Colorado 80111. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

John R. Waggoner, President
J. Eric Eckberg
Timothy J. Hedrick
Liliana M. Mendes

Following discussion, upon motion duly made by Director Mendes, seconded by Director Waggoner and, upon vote, unanimously carried, the absence of Donald E. Hunt was excused.

Also In Attendance Were:

Ann E. Finn; Special District Management Services, Inc.

Matthew R. Dalton, Esq.; Grimshaw & Harring, P.C.

Josh Dudley; Clifton Gunderson, LLP

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

The Board discussed the requirements pursuant to the Colorado Revised Statutes to disclose any potential conflicts of interest or potential breaches of fiduciary duty to the Board of Directors and to the Secretary of State.

Attorney Dalton noted that a quorum was present and requested members of the Board to disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting, and incorporated for the record those applicable disclosures

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made by the Board members prior to this meeting in accordance with the statute. It was noted that all Directors' Disclosure Statements have been filed.

ADMINISTRATIVE MATTERS

Agenda: Ms. Finn distributed for the Board's review and approval a proposed Agenda for the District's special meeting. Following discussion, upon motion duly made by Director Mendes, seconded by Director Waggoner and, upon vote, unanimously carried, the Agenda was approved.

Approval of Meeting Location: The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District's Board meeting. Following discussion, and upon motion duly made by Director Mendes, seconded by Director Waggoner and, upon vote, unanimously carried, the Board determined that because there was not a suitable or convenient location within its boundaries to conduct this meeting, it was determined to conduct the meeting at the above-stated location. The Board further noted that notice of this location was duly posted and that they have not received any objections to the location or any requests that the meeting place be changed by taxpaying electors within its boundaries.

Change of Regular Meeting Location: The Board considered approval of a change of regular meeting location to the new offices of Lowe Enterprise Real Estate Group, 6312 S. Fiddlers Green Circle, Suite 100E, Greenwood Village, Colorado 80111.

Following discussion, upon motion duly made by Director Waggoner, seconded by Director Hedrick and, upon vote, unanimously carried, the Board determined to change its regular meeting location to 6312 S. Fiddlers Green Circle, Suite 100E, Greenwood Village, Colorado 80111.

Minutes: The Board reviewed the minutes of the March 2, 2007 regular meeting. Following discussion, upon motion duly made by Director Waggoner, seconded by Director Hedrick and, upon vote, unanimously carried, the minutes of the March 2, 2007 regular meeting were approved.

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FINANCIAL MATTERS

Status of Proposed 2007 Bond Issue: Director Eckberg reported to the Board on the status of the proposed 2007 bond issue and noted that a July closing date is expected.

LEGAL MATTERS

Amendment to the District's Service Plan: Attorney Dalton discussed with the Board the need to amend the District's Service Plan and the timing for obtaining approval of the Amendment from the Town of Castle Rock. No action was taken by the Board.

Adoption of a Joint Resolution Imposing Facilities Fees: Attorney Dalton discussed with the Board the imposition of facilities fees within the boundaries of the District.

Following discussion, upon motion duly made by Director Waggoner, seconded by Director Hedrick and, upon vote, unanimously carried, the Board adopted a Joint Resolution Imposing Facilities Fees in the amount of \$3,000.00 per single family dwelling unit to be paid on or before the date of issuance of a building permit by the Town of Castle Rock.

Adoption of Water Regulations Pursuant to Water Service Agreement with the Town of Castle Rock: Attorney Dalton discussed with the Board the necessity to adopt the current water regulations established by the Town of Castle Rock pursuant to Section 4.02 of the Water Service IGA.

Following review, upon motion duly made by Director Waggoner, seconded by Director Hunt and, upon vote, unanimously carried, the Board acknowledges, reaffirms and certifies that the District has adopted the Town's current water regulations and is in full compliance with the Water Service Agreement, effective January 15, 2007.


November 2007 Election: Ms. Finn addressed the Board regarding the necessity for an election in November. Following discussion, the Board determined that a November election might be necessary.

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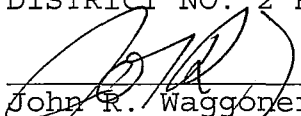
ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made by Director Waggoner, seconded by Director Eckberg and, upon vote, unanimously carried, the meeting was adjourned

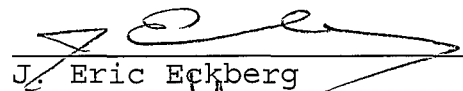
Respectfully submitted,

By 
Secretary for the Meeting

THESE MINUTES APPROVED AS THE OFFICIAL MAY 9, 2007
MINUTES OF THE CROWFOOT VALLEY RANCH METROPOLITAN
DISTRICT NO. 2 BY THE BOARD OF DIRECTORS SIGNING BELOW:


John R. Waggoner


Donald E. Hunt


J. Eric Eckberg


Timothy J. Hedrick


Liliana M. Mendes