

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF THE
CROWFOOT VALLEY RANCH METROPOLITAN DISTRICT NO. 1
HELD
JULY 6, 2007

A regular meeting of the Board of Directors of the Crowfoot Valley Ranch Metropolitan District No. 1 (referred to hereafter as "Board") was convened on Friday, the 6th day of July, 2007, at 9:00 a.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
Donald E. Hunt
J. Eric Eckberg
Timothy J. Hedrick
Liliana M. Mendes

Also In Attendance Were:

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

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

Bill Petri; 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 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.

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ADMINISTRATIVE MATTERS

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

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 Waggoner, seconded by Director Hunt 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.

Minutes: The Board reviewed the minutes of the May 9, 2007 special meeting. Following discussion, upon motion duly made by Director Waggoner, seconded by Director Eckberg and, upon vote, unanimously carried, the minutes of the May 9, 2007 special meeting were approved.

FINANCIAL MATTERS

Claims: The Board considered ratifying the approval of the payment of claims for the period ending June 27, 2007, totaling \$11,329.98.

Following discussion, upon motion duly made by Director Mendes, seconded by Director Hunt and, upon vote, unanimously carried, the Board ratified approval of the payment of claims for the period ending June 27, 2007, as presented.

The Board then considered approval of the payment of claims for the period ending July 6, 2007, totaling \$3,919.69.

Following discussion, upon motion duly made by Director Waggoner, seconded by Director Hunt and, upon vote,

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unanimously carried, the Board approved the payment of claims for the period ending July 6, 2007, as presented.

Schedule of Cash Position: Mr. Petri presented for the Board's review the schedule of cash position as of May 31, 2007, updated as of June 29, 2007.

Following discussion, upon motion duly made by Director Waggoner, seconded by Director Hedrick and, upon vote, unanimously carried, the Board accepted the schedule of cash position statement as presented.

2008 Budget: The Board discussed the 2008 budget. Following discussion, upon motion duly made by Director Waggoner, seconded by Director Hedrick and, upon vote, unanimously carried, the Board appointed Clifton Gunderson, LLP to prepare the 2008 budget.

LEGAL MATTERS

Adoption of a Resolution Imposing Facilities Fees: The Board entered into discussion regarding the imposition of facilities fees within the boundaries of the District and reviewed the Facilities Fee Resolution.

Following discussion, upon motion duly made by Director Hunt, seconded by Director Hedrick and, upon vote, unanimously carried, the Board ratified approval of the Facilities Fee Resolution, as amended.

Amendment to the District's Service Plan: Attorney Dalton discussed with the Board the status of the Amendment to the District's Service Plan. No action was taken by the Board.

Amendment to the Regional Facilities Construction Agreement: Attorney Dalton discussed with the Board the status of the Amendment to the Regional Facilities Construction Agreement. No action was taken by the Board

November 2007 Election: Attorney Dalton addressed the Board regarding the necessity for an election in November. Following discussion, the Board determined to hold an election in November 2007.

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CAPITAL IMPROVEMENTS

Engagement of Engineer for the District: Ms. Finn reported to the Board that she had received a copy of the Agreement for General Engineering Consulting Services from Independent District Engineering Services, LLC (IDES, LLC). No action was taken by the Board.

Status of Construction: Director Eckberg reported to the Board that he is in the process of obtaining final permits for the Grading Project. Director Eckberg noted that the Concrete & Asphalt and Wet Utilities Projects are on hold.

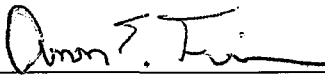
Director Eckberg also reported to the Board that the plat has been approved for the Filing 1, Phase I Improvements by the Town of Castle Rock.

Following discussion, upon motion duly made by Director Waggoner, seconded by Director Hunt and, upon vote, unanimously carried, the Board approved and accepted the conveyance of property and easements for public improvements for ownership and/or maintenance responsibilities and obligations.

ADJORNMENT

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

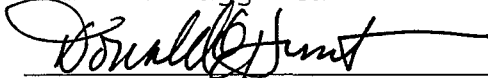
Respectfully submitted,

By 
Secretary for the Meeting

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THESE MINUTES APPROVED AS THE OFFICIAL JULY 6, 2007
MINUTES OF THE CROWFOOT VALLEY RANCH METROPOLITAN
DISTRICT NO. 1 BY THE BOARD OF DIRECTORS SIGNING BELOW:

John R. Waggoner



Donald E. Hunt



J. Eric Eckberg



Timothy J. Hedrick



Liliana M. Mendes