

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF THE
CROWFOOT VALLEY RANCH METROPOLITAN DISTRICT NO. 2
HELD
SEPTEMBER 7, 2007

A regular meeting of the Board of Directors of the Crowfoot Valley Ranch Metropolitan District No. 2 (referred to hereafter as "Board") was convened on Friday, the 7th day of September, 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 & Harring, P.C.
Josh Dudley; Clifton Gunderson, LLP
Guy Ford; Independent District Engineering Services, LLC

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

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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 regular meeting. Following discussion, upon motion duly made by Director Waggoner, seconded by Director Hedrick 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 Hedrick 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 July 6, 2007 regular meeting. Following discussion, upon motion duly made by Director Hunt, seconded by Director Mendes and, upon vote, unanimously carried, the minutes of the July 6, 2007 regular meeting were approved.

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 the bond closing is expected to occur the end of November or beginning of December.

Financial Forecast. The Board reviewed a draft Financial Forecast. No action was taken by the Board.

2008 Budget: The Board considered setting a date for the public hearing to consider adoption of the 2008 budget.

Following discussion, upon motion duly made by Director Mendes, seconded by Director Hedrick and, upon vote, unanimously carried, the Board determined to schedule

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the public hearing to consider adoption of the 2008 budget on Friday, December 7, 2007 at 9:00 a.m. at the regular meeting place.

LEGAL MATTERS

Amendment to the District's Service Plan: Attorney Dalton reported to the Board on the status of the Amendment to the District's Service Plan and noted that financial projections are needed prior to final submittal to the County. No action was taken by the Board.

November 2007 Election: Attorney Dalton addressed the Board regarding the necessity for an election in November.

The Board considered approval of the Resolution Calling Election and Appointing the Designated Election Official for the November 6, 2007 election.

Following discussion, upon motion duly made by Director Waggoner, seconded by Director Eckberg and, upon vote, unanimously carried, the Board approved the Resolution Calling Election and Appointing the Designated Election Official for the November 2007 election.

November 2007 Election for Sub-District. Attorney Dalton addressed the Board regarding the necessity for an election in November for the formation of a sub-District.

The Board considered approval of the Resolution Calling Election and Appointing the Designated Election Official for the sub-District's November 6, 2007 election.

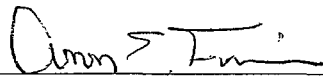
Following discussion, upon motion duly made by Director Waggoner, seconded by Director Eckberg and, upon vote, unanimously carried, the Board approved the Resolution Calling Election and Appointing the Designated Election Official for the Sub-District's November 6, 2007 election.

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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 Hunt and, upon vote, unanimously carried, the meeting was adjourned


Respectfully submitted,

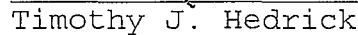
By 
Secretary for the Meeting

THESE MINUTES APPROVED AS THE OFFICIAL SEPTEMBER 7, 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