

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE CROWFOOT VALLEY RANCH METROPOLITAN DISTRICT NO. 2 HELD DECEMBER 2, 2011

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 2nd day of December, 2011, at 9:00 a.m., at the offices of Lowe Enterprises Real Estate Group, 6312 S. Fiddlers Green Circle, Suite 250E, Greenwood Village, Colorado 80111. The meeting was open to the public.

ATTENDANCE

Appointment of Board of Directors: Attorney Dalton confirmed the appointment of John Waggoner, J. Eric Eckberg, Tim Bertoch and Becky Medina to the Board of Directors by the Board of County Commissioners.

Directors In Attendance Were:

John R. Waggoner
J. Eric Eckberg
Becky Medina

Following discussion, upon motion duly made by Director Eckberg, seconded by Director Waggoner and, upon vote, unanimously carried, the absence of Tim Bertoch was excused.

Also In Attendance Were:

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

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

Jason Carroll; Clifton Gunderson, LLP

ADMINISTRATIVE MATTERS

Appointment of Officers: Following discussion, upon motion duly made by Director Eckberg, seconded by Director Waggoner and, upon vote, unanimously carried, the following slate of officers was appointed:

President	John R. Waggoner
Treasurer	Becky medina
Assistant Secretary	J. Eric Eckberg
Secretary	Ann E. Finn

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Disclosures 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. Director Medina noted that she is an employee of the developer of the project and Directors Waggoner and Eckberg noted that they have a contractual relationship with the developer to develop the project.

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 Medina, 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 Medina, 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.

Minutes: The Board reviewed the Minutes of the December 3, 2010 regular meeting.

Following discussion, upon motion duly made by Director Eckberg, seconded by Director Waggoner and, upon vote, unanimously carried, the Minutes of the December 3, 2010 regular meeting were approved.

Resolution No. 2011-12-01 regarding 24-hour posting place: The Board considered Resolution No. 2011-12-01 designating the place at which notice will be posted at least 24 hours prior to each meeting.

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Following review, upon motion duly made by Director Eckberg, seconded by Director Medina and, upon vote, unanimously carried, the Board adopted Resolution 2011-12-01 regarding 24 hour posting place. A copy of the Resolution is attached hereto, and incorporated herein, by this reference.

2012 Meeting Dates: Ms. Finn reviewed the business to be conducted in 2012 to meet the statutory compliance requirements.

Following discussion, upon motion duly made by Director Eckberg, seconded by Director Medina and, upon vote, unanimously carried, the Board determined to meet on December 6, 2012 at 9:00 a.m., at the offices of Consolidated Investment Group, 18 Inverness Place East, Englewood, Colorado.

32-1-809, C.R.S. reporting requirements, mode of eligible elector notification: Attorney Dalton discussed with the Board §32-1-809, C.R.S. reporting requirements and mode of eligible elector notification.

Following discussion, upon motion duly made by Director Waggoner, seconded by Director Eckberg and, upon vote, unanimously carried, the Board determined to post the required transparency notice on the SDA Website.

FINANCIAL MATTERS

2010 Application for Exemption from Audit: The Board reviewed the 2010 Application for Exemption from Audit.

Following review and discussion, upon motion duly made by Director Waggoner, seconded by Director Eckberg and, upon vote, unanimously carried, the Board ratified approval of execution and filing of the Application for Exemption from Audit for 2010.

Preparation of 2011 Application for Exemption from Audit: The Board discussed the requirements for an audit.

Following discussion, upon motion duly made by Director Waggoner, seconded by Director Eckberg and, upon vote, unanimously carried, the Board appointed the District Accountant to prepare and file the 2010 Application for Exemption from Audit with the State Auditor.

Professional Services Agreement for Accounting Services: The Board reviewed the Professional Services Agreement with Clifton Gunderson LLP to provide accounting services for 2012.

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Following discussion, upon motion duly made by Director Medina, seconded by Director Eckberg and, upon vote, unanimously carried, the Board approved the Professional Services Agreement with Clifton Gunderson LLP to provide accounting services for the District for 2012.

2011 Budget Amendment Hearing: The Chairman opened the public hearing to consider the Resolution to Amend the 2011 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider adoption of a Resolution to Amend the 2011 Budget and the date, time, and place of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to this public hearing. There were no comments from the public in attendance and the public hearing was closed.

Following review, it was determined that an amendment was not needed and no action was taken by the Board.

2012 Budget: The President opened the public hearing to consider the proposed 2012 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider adoption of the Budget and the date, time and place of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to this public hearing.

No public comments were received and the public hearing was closed.

Mr. Carroll reviewed the estimated 2011 expenditures and proposed 2012 expenditures.

Following discussion, the Board considered the adoption of the Resolutions to Adopt the 2012 Budget, Set Mill Levies, for the General Fund at 70.000 mills, the Debt Service Fund at 0.000 mills and the Fire Protection and Emergency Response Intergovernmental Agreement at 6.750 mills, for a total mill levy of 76.750 mills and Appropriate Sums of Money. Upon motion duly made by Director Waggoner, seconded by Director Eckberg and, upon vote, unanimously carried, the Resolutions were adopted, as discussed, and execution of the Certification of Budget and Certification of Mill Levies was authorized, subject to receipt of final Certification of Assessed Valuation from the County on or before December 10, 2011. Ms. Finn was authorized to transmit the Certification of Mill Levies to the Board of County Commissioners of Douglas County and the Division of Local Government, not later than December 15, 2011. Ms. Finn was also authorized to

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transmit the Certification of Budget to the Division of Local Government not later than January 30, 2012. Copies of the adopted Resolutions are attached to these minutes and incorporated herein by this reference .

DLG-70 Mill Levy Certification: Ms. Finn discussed with the Board the DLG-70 Mill Levy Certification form. Following discussion, upon motion duly made by Director Waggoner, seconded by Director Eckberg and, upon vote, unanimously carried, the Board authorized the District Accountant to prepare and sign the DLG-70 mill levy certification form, for certification to the Board of County Commissioners and other interested parties.

2013 Budget: The Board discussed preparation of the 2013 Budget.

Following discussion, upon motion duly made by Director Waggoner, seconded by Director Medina and, upon vote, unanimously carried, the Board appointed the District Accountant to prepare the 2013 Budget under the existing Accounting Services Agreement with Clifton Gunderson LLC and to hold the public hearing to consider adoption of the 2013 Budget on Friday, December 6, 2012 at 9:00 p.m. at the regular meeting location.

LEGAL MATTERS

Resolution to Call the May 8, 2012 Regular Election: The Board discussed the upcoming election and the Resolution to Call the May 8, 2012 Election.

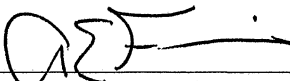
Following discussion, upon motion duly made by Director Eckberg, seconded by Director Medina and, upon vote, unanimously carried, the Board adopted the Resolution to Call the May 8, 2012 Election and appointed Leslie A. Larsen as the Designated Election Official and authorized her to perform all tasks required for the May 8, 2012 Regular Election of the Board of Directors for the conduct of a polling place/mail ballot election. A copy of the adopted Resolution is attached hereto and incorporated herein by this reference.

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 DECEMBER 2, 2011
MINUTES OF THE CROWFOOT VALLEY RANCH METROPOLITAN
DISTRICT NO. 2 BY THE BOARD OF DIRECTORS SIGNING BELOW:

John R. Waggoner



Becky Medina



J. Eric Eckberg



Tim Bertoch

RESOLUTION NO. 2011-12-01
RESOLUTION OF THE BOARD OF DIRECTORS
OF CROWFOOT VALLEY RANCH METROPOLITAN DISTRICT NO. 2
REGARDING POSTING FOR MEETINGS

WHEREAS, Special Districts are required by Subsection 24-6-402(2)(c), C.R.S., to designate annually at the District Board's first regular meeting of each calendar year, the place at which notice will be posted at least 24 hours prior to each meeting.

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF CROWFOOT VALLEY RANCH METROPOLITAN DISTRICT NO. 2 AS FOLLOWS:

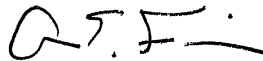
1. Notices of meetings of the District Board required pursuant to Section 24-6-401, et seq., C.R.S., shall be posted within the boundaries of the District at least 24 hours prior to each meeting at the following location:

The Green Castle Gate entrance at 4688 Crowfoot Valley Ranch Road

2. Notices of regular or special meetings required to be posted at three public places within the District and at the office of the County Clerk and Recorder at least 72 hours prior to said meeting shall continue to be made pursuant to Section 32-01-903(2), C.R.S.

ADOPTED this ~~2nd~~ day of December, 2011.

CROWFOOT VALLEY RANCH METROPOLITAN
DISTRICT NO. 2



Secretary

**RESOLUTION
TO ADOPT 2012 BUDGET, APPROPRIATE SUMS OF MONEY,
AND AUTHORIZE THE CERTIFICATION OF THE TAX LEVY
CROWFOOT VALLEY RANCH METROPOLITAN DISTRICT NO. 2**

A RESOLUTION SUMMARIZING REVENUES AND EXPENDITURES FOR EACH FUND, ADOPTING A BUDGET, LEVYING GENERAL PROPERTY TAXES FOR THE YEAR 2012 TO HELP DEFRAY THE COSTS OF GOVERNMENT, AND APPROPRIATING SUMS OF MONEY TO THE VARIOUS FUNDS IN THE AMOUNTS AND FOR THE PURPOSES SET FORTH HEREIN FOR THE CROWFOOT VALLEY RANCH METROPOLITAN DISTRICT NO. 2, DOUGLAS COUNTY, COLORADO, FOR THE CALENDAR YEAR BEGINNING ON THE FIRST DAY OF JANUARY, 2012, AND ENDING ON THE LAST DAY OF DECEMBER, 2012,

WHEREAS, the Board of Directors of the Crowfoot Valley Ranch Metropolitan District No. 2 has authorized its consultants to prepare and submit a proposed budget to said governing body at the proper time; and

WHEREAS, the proposed budget has been submitted to the Board of Directors of the District for its consideration; and

WHEREAS, upon due and proper notice, published or posted in accordance with the law, said proposed budget was available for inspection by the public at a designated public office, a public hearing was held on December 2, 2011, and interested electors were given the opportunity to file or register any objections to said proposed budget; and

WHEREAS, whatever increases may have been made in the expenditures, like increases were added to the revenues or planned to be expended from reserves or fund balances so that the budget remains in balance, as required by law; and

WHEREAS, the amount of money necessary to balance the budget for general operating purposes from property tax revenue is \$23,510; and

WHEREAS, the Board of Directors finds that it is required to temporarily lower the operating mill levy to render a refund for \$0; and

WHEREAS, the amount of money necessary to balance the budget for voter-approved bonds and interest is \$0; and

WHEREAS, the amount of money necessary to balance the budget for contractual obligation purposes from property tax revenue as approved by voters is \$2,267; and

WHEREAS, the amount of money necessary to balance the budget for refunds/abatements is \$0; and

WHEREAS, the amount of money necessary to balance the budget for capital expenditure purposes from property tax revenue approved by voters or at public hearing is \$0; and

WHEREAS, the 2011 valuation for assessment for the District as certified by the County Assessor of Douglas County is \$335,850; and

WHEREAS, at an election held on November 5, 2002, the District has eliminated the revenue and expenditure limitations imposed on governmental entities by Article X, Section 20 of the Colorado Constitution and Section 29-1-301, C.R.S., as amended.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE CROWFOOT VALLEY RANCH METROPOLITAN DISTRICT NO. 2 OF DOUGLAS COUNTY, COLORADO:

Section 1. Adoption of Budget. That the budget as submitted, and attached hereto and incorporated herein by this reference, and if amended, then as amended, is hereby approved and adopted as the budget of the Crowfoot Valley Ranch Metropolitan District No. 1 for calendar year 2012.

Section 2. Budget Revenues. That the estimated revenues for each fund as more specifically set out in the budget attached hereto are accepted and approved.

Section 3. 2012 Budget Expenditures. That the estimated expenditures for each fund as more specifically set out in the budget attached hereto are accepted and approved.

Section 4. Levy of General Property Taxes. That the Board of Directors does hereby certify the levy of general property taxes for collection in 2012 as follows:

A. Levy for General Operating and Other Expenses. That for the purposes of meeting all general operating expense of the District during the 2012 budget year, there is hereby levied a tax of 70.000 mills upon each dollar of the total valuation of assessment of all taxable property within the District for the year 2011.

B. Temporary Tax Credit or Rate Reduction. That pursuant to Section 39-1-111.5, C.R.S. for the purposes of effect of a refund for the purposes set forth in Section 20 of Article X of the Colorado Constitution, there is hereby certified a temporary property tax credit or temporary mill levy rate reduction of 0.000 mills upon each dollar of the total valuation of assessment of all taxable property within the boundaries of the District for the year 2011.

C. Levy for General Obligation Bonds and Interest. That for the purposes of meeting all debt retirement expense of the District during the 2012 budget year, as the funding requirements of the current outstanding general obligation indebtedness is detailed in the following "Certification of Tax Levies," there is hereby levied a tax of 0.000 mills upon each dollar of the total valuation for assessment of all taxable property within the District for the year 2011.

D. Levy for Contractual Obligations. That for the purposes of meeting the contractual obligation expense of the District during the 2012 budget year, as detailed in the following "Certification of Tax Levies," there is hereby levied a tax of 6.750 mills upon each dollar of the total valuation for assessment of all taxable property within the District for the year 2011.

E. Levy for Capital Expenditures. That for the purposes of meeting all capital expenditures of the District during the 2012 budget year pursuant to Section 29-1-301(1.2) or 29-1-302(1.5), C.R.S., there is hereby levied a tax of 0.000 mills upon each dollar of the total valuation of assessment of all taxable property within the boundaries of the District for the year 2011.

F. Levy for Refunds/Abatement. That for the purposes of recoument of the refund/abatement of taxes pursuant to Section 39-10-114(1)(a)(l)(B), C.R.S., there is hereby levied a tax of 0.000 mills upon each dollar of the total valuation of assessment of all taxable property within the boundaries of the District for the year 2011.

Section 5. Property Tax and Fiscal Year Spending Limits. That, being fully informed, the Board finds that the foregoing budget and mill levies do not result in a violation of any applicable property tax or fiscal year spending limitation.

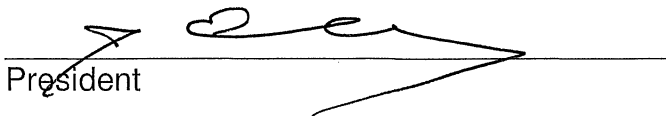
Section 6. Certification. That the Secretary of the District is hereby authorized and directed to certify by December 15, 2011, to the Board of County Commissioners of Douglas County, Colorado, the mill levies for the District herein above determined and set, or be authorized and directed to certify to the Board of County Commissioners of Douglas County, Colorado, as herein above determined and set, but as recalculated as needed upon receipt of the final certification of valuation from the County Assessor on or about December 10, 2011, in order to comply with any applicable revenue and other budgetary limits or to implement the intent of the District. That said certification shall be in substantially the form set out and attached hereto and incorporated herein by this reference.

Section 7. Appropriations. That the amounts set forth as expenditures and balances remaining, as specifically allocated in the budget attached hereto, are hereby appropriated from the revenue of each fund, to each fund, for the purposes stated and no other.

ADOPTED this 2nd day of December, 2011.

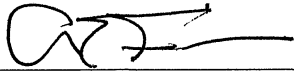
CROWFOOT VALLEY RANCH
METROPOLITAN DISTRICT NO. 2

(S E A L)



President

ATTEST:



Secretary

RESOLUTION OF THE BOARD OF DIRECTORS
OF CROWFOOT VALLEY RANCH METROPOLITAN DISTRICT NO. 2
CONCERNING REGULAR ELECTION TO BE HELD MAY 8, 2012
(MAIL BALLOT ELECTION)

WHEREAS, regular elections are to be held on the Tuesday succeeding the first Monday of May in every even-numbered year, for the purpose of electing members to the Board of Directors of the Crowfoot Valley Ranch Metropolitan District No. 2 ("District"); and

WHEREAS, two (2) four-year terms and three (3) two-year terms for Directors shall be open at the regular election held on May 8, 2012, by the District; and

WHEREAS, a designated election official shall be appointed by the Board of Directors to be responsible for conducting the election;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of Crowfoot Valley Ranch Metropolitan District No. 2 of Douglas County, Colorado:

1. That a regular election to be conducted by mail ballot be called and held within the District on Tuesday, the 8th day of May 2012, at which election the electors shall vote for five Directors;
2. That the terms of office for John R. Waggoner, J. Eric Eckberg, Tim Bertoch and Becky N. Medina shall expire following the regular election to be held on the 8th day of May 2012. There is one vacancy on the Board;
3. That Leslie H. Larsen is hereby appointed to serve as the Designated Election Official for the conduct of the election and is directed by the Board of Directors to certify the ballot content not later than March 9, 2012, and file with the Colorado Secretary of State no later than March 14, 2012, a written plan for the conduct of the election;
4. That pursuant to the provisions of Section 1-5-208, C.R.S., as amended, if the only matter before the eligible electors is the election of persons to office and if, at the close of business on the sixty-third day before the election, there are not more candidates than offices to be filled at the election, including candidates filing affidavits of intent, the Designated Election Official is authorized to cancel the election and by resolution declare the candidates elected. If the election is canceled, the Board of Directors shall: (a) provide notice by publication of the cancellation of the election; (b) post a copy of the published notice at the polling place, in the office of the Designated Election Official, and in the office of the clerk and recorder for each county in which the District is located; (c) file a copy of the published notice with the Division of Local Government. The Board of Directors shall notify the candidates that the election was canceled and that they were elected by acclamation. If the election is canceled, the canvass board will not meet, and the Designated Election Official shall note the cancellation on the certified statement of results and shall indicate which candidates were elected by acclamation;
5. That the election shall be held and conducted in accordance with the uniform Election Code of 1992, as amended and supplemented by Const. Colo. Art. X, Sec 20, the Current Rules and Regulations Governing Election Procedures of the Secretary of State of the state of Colorado, and Title 32, Article 1, Part 8, Colorado Revised Statutes, and other relevant

Colorado and federal law (collectively, hereafter all such law and rules shall be referred to as the "Relevant Law");

6. That the ballot depository and walk-in voting location shall be the offices of Grimshaw & Haring, P.C., 1700 Lincoln Street, Suite 3800, Denver, Colorado 80203, which walk-in voting location is not within the boundaries of the District. It is hereby determined that there is no public location available within the boundaries of the District for a walk-in voting place and that it is necessary to use the private location outside of the District's boundaries as designated above. The walk-in voting location shall also be the walk-in voting place for disabled electors and for eligible electors not residing within the District;

7. That the walk-in voting location shall be open during regular business hours no sooner than 22 days before the election day nor later than 7:00 p.m. on election day for the purpose of handling replacement ballots and receiving ballots;

8. That a nomination for Director to serve for any designated vacancy shall be made by written self-nomination and acceptance form or letter and filed with the Designated Election Official not less than sixty-seven (67) days prior to the date of said election and that an affidavit of intent to be a write-in candidate for Director to serve for any designated vacancy shall be filed with the Designated Election Official not less than sixty-four (64) days prior to the date of said election;

9. That pursuant to Section 32-1-804.1, C.R.S., as amended, the Designated Election Official shall provide notice by publication in the Douglas County News-Press, a newspaper published in the county which has general circulation within the District, of a call for nominations for the election. The notice shall contain all the information required by Section 32-1-804.1, C.R.S., as amended, and appear at least once in the newspaper not less than seventy-five (75) days nor more than ninety (90) days before the regular special district election;

10. That pursuant to Section 1-6-105, C.R.S., as amended, the Designated Election Official shall appoint election judges no later than forty-five (45) days before the election. The election judges shall be eligible electors of the District or registered electors of the State of Colorado, shall attend a school of instruction conducted by the Designated Election Official not more than thirty-two (32) days prior to the election date, and each shall receive \$100.00 for his/her services;

11. That pursuant to Section 1-5-303(1), C.R.S., no later than the 40th day preceding the date of the election, the Designated Election Official shall order from the County Clerk and Recorder in Douglas County, a complete copy of the list of the registered electors of each general election precinct which is located within the county and is involved in the election, to be certified by the Clerk and Recorder and provided to the Designated Election Official no later than the 30th day preceding the election, and shall request that a supplemental list of the eligible electors who have become eligible since the earlier list be certified by the Clerk and Recorder and provided to the Designated Election Official no later than the 20th day preceding the election. Such request to the Clerk shall include notice that the election is being conducted by mail ballot;

12. That pursuant to Section 1-5-304(1), C.R.S., no later than the 40th day preceding the date of the election, the Designated Election Official shall order from the County Assessor in Douglas County, a complete copy of the list of all recorded owners of real and personal property within the special district, to be certified by the Assessor and provided to the Designated

Election Official no later than the 30th day preceding the election, and shall request that a supplemental list of all recorded owners of real and personal property who have become eligible since the earlier list be certified by the Assessor and provided to the Designated Election Official no later than the 20th day preceding the election. Such request to the Assessor shall include notice that the election is being conducted by mail ballot;

13. That no person will receive a ballot in this election unless the person is an eligible elector of the District in which such person desires to vote, as defined in Section 32-1-103(5), Colorado Revised Statutes. Any person who qualifies as an eligible elector pursuant to Section 32-1-103(5)(a)(II) shall be mailed a packet containing a ballot, secrecy sleeve, instructions for voting, and a return envelope as provided in Section 1-7.5-107(3)(a), C.R.S. The Designated Election Official is responsible for the mailing of the ballot packets and the election judges shall allow eligible electors the right to vote, and endeavor to prevent persons who are not eligible electors from voting, as provided by the Relevant Law;

14. That the return envelope for the mail ballot shall contain the substance of the forms provided in Sections 32-1-806(2), 1-7-103, 1-7-104, and 1-7-110, C.R.S. Each eligible elector shall be required to complete and execute the affidavit on the return envelope as to his or her qualifications for voting before the ballot is counted;

15. That the poll book is the master list of all eligible electors to whom ballots are sent and reflects all activity for each eligible elector (it tracks walk-in, replacement, and absent voter balloting). The poll book shall be kept by the Designated Election Official and election judges. The poll book is created by combining the list of registered voters with the list of verified property owners, and adding to that a list of the walk-in voters (including name, address, birth date, ballot number, and a notation that voter registration and property ownership/residency was verified) whose qualifications were verified at the time that they walked in and voted;

16. That pursuant to Section 1-10-201, C.R.S., as amended, the Designated Election Official shall appoint no later than fifteen (15) days prior to the election, at least one member of the Board of Directors of the District and at least one eligible elector of the District who is not a member of the Board to assist the Designated Election Official in the survey of returns. The persons so appointed and the Designated Election Official shall constitute the Board of Canvassers for the election.

17. That pursuant to Section 1-5-205, C.R.S., as amended, the Designated Election Official shall provide notice of the election by publication in the Douglas County News-Press, a newspaper published in the county which has general circulation within the District. The notice shall appear once with the publication not less than twenty (20) days prior to the election date. A copy of the notice shall be posted at least ten (10) days prior to the election and until two (2) days after the election in a conspicuous place in the office of the Designated Election Official and in the office designated in the written plan for the conduct of the election. At the time that the notice by publication is made, the Designated Election Official shall also mail a copy of the notice of the election to the office of the Clerk and Recorder of Douglas County, in which the District is located;

18. That if an eligible elector wishes the ballot mailed to a place other than his or her address of record, a request for an application for a mail-in ballot may be made to the Designated Election Official. An application for a mail-in ballot may be made in writing or by telefax, using the application form furnished by the Designated Election Official, or in the form of a letter which includes the applicant's name, signature, residence address, address other than

residence address where ballot will be mailed, and date of birth. Applications for a mail-in ballot shall be made to the Designated Election Official for Crowfoot Valley Ranch Metropolitan District No. 2, c/o Grimshaw & Haring, P.C., 1700 Lincoln Street, Denver, Colorado 80203, telephone (303) 839-3800 not earlier than January 1, 2012, nor later than 4:00 p.m. on the Friday immediately preceding the election. Pursuant to Section 32-1-805, C.R.S., if the District is a metropolitan district and meets the stated criteria in Section 32-1-805(5)(c), C.R.S., the Designated Election Official shall mail a mail-in ballot to each eligible elector on the voter registration list as supplied by the county clerk and recorder for the election who has applied for permanent mail-in voter status. Pursuant to Section 32-1-805(5)(b.5), C.R.S., if the District is a metropolitan district with ten thousand or more registered electors, the Board hereby instructs the Designated Election Official to mail a mail-in ballot to each eligible elector on the list provided pursuant to Section 32-1-805(5)(a), C.R.S. Mail-in ballots shall be in the hands of the Designated Election Official not later than the hour of 7:00 p.m. on the day of the election;

19. That requests for replacement ballots may be made in writing or by mail. Requests for replacement ballots may also be by telefax or by telephone followed by an original, written request, and no replacement ballot shall be assigned until the original, written request is received by the Designated Election Official. A sworn statement specifying the reason for requesting the replacement ballot must be signed by the eligible elector and presented to the election judge no later than 7:00 p.m. on election day. The replacement mail ballot package shall not be transmitted unless the sworn statement requesting the replacement ballot is received on or before election day. A replacement ballot may be transmitted directly to the applicant at the Designated Election Official's office or the office designated in the written plan for conduct of the election, or may be mailed to the eligible elector at the address provided in the application. If the ballot is returned by mail, the sworn statement must be included in the return envelope with the marked ballot;

20. That immediately after the closing of the polls, the Judges shall complete the process of verifying the information on the return envelopes, open all return envelopes found to be in compliance and deposit each ballot in the ballot box, open the ballot box, count the ballots cast, and promptly thereafter, certify the returns. The returns of said election shall be canvassed by the canvass board no later than seven days after the election and the results declared at said meeting of the canvass board. The meeting to canvass and declare the results shall be held at a time and place as determined by the Designated Election Official;

21. That the Designated Election Official shall file within 30 days after the election, the results of election, including the business address, the telephone number, and the name of the contact person of the District, with the Division of Local Government.

22. That the formal written plan for conduct of the election on May 8, 2012, to be conducted by mail ballot, is approved by the Board of Directors.

23. That should any part or provision of this Resolution be adjudged unenforceable or invalid, such judgment shall not affect, impair, or invalidate the remaining provisions of this Resolution, it being the intention that the various provisions hereof are severable;

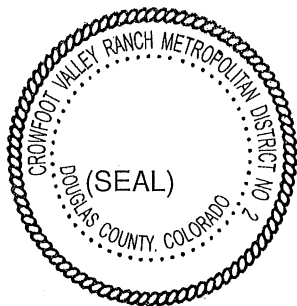
24. That all acts, orders, resolutions, or parts thereof, of the District that are inconsistent or in conflict with this Resolution are hereby repealed to the extent only of such inconsistency or conflict;

25. That the provisions of this Resolution shall take effect immediately;

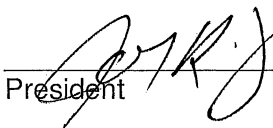
26. That all past actions taken by the District, its Board members individually and collectively, officers, agents, attorneys, and consultants directed toward the lawful conduct of the election were done in the best interests of the District and said actions are hereby ratified and confirmed as if originally taken with full authority.

27. That in the event of a conflict between this Resolution and Relevant Law, the Relevant Law shall control.

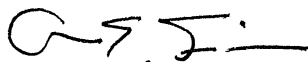
ADOPTED AND APPROVED this 2nd day of December, 2011.



CROWFOOT VALLEY RANCH METROPOLITAN
DISTRICT NO. 2

By: 
President

ATTESTED:


Secretary