

MINUTES OF THE SPECIAL MEETING OF THE BOARDS OF  
DIRECTORS

OF

ROCKINGHORSE METROPOLITAN DISTRICT NOS. 1 & 2

Held: September 11, 2013 at 8:30 a.m. at  
9781 S. Meridian Blvd. #120 Englewood, Colorado.

Attendance

The meeting referenced above was called to order and held in accordance with the applicable statutes of the State of Colorado. The following directors, having confirmed their qualification to serve on the Boards, were in attendance:

Marc Thomas  
Matt Samuels  
Todd Thomas  
Kristi Balken  
Andy Trietley

All director absences are deemed excused unless a contrary notation is recorded in these minutes.

Also present: George M. Rowley, Esq., White, Bear & Ankele Professional Corporation, general counsel; Mark Eames, PCMS, district manager; Diane Wheeler, Simmons & Wheeler, P.C., district accountant; and residents.

Director Qualification

The directors in attendance confirmed their qualification to serve.

Call to Order

Director Balken noted that a quorum of the Boards was present and the directors confirmed their qualification to serve, and therefore the meeting was called to order.

Combined Meetings

The Districts are meeting in a combined meeting. Unless otherwise noted below, the matters set forth below shall be deemed to be the action of both Rockinghorse Metropolitan District No. 1 and Rockinghorse Metropolitan District No. 2.

Disclosure Matters

Mr. Rowley advised the Board that, pursuant to Colorado law, certain disclosures by Board members might be required prior to taking official action at the meeting. The Board reviewed the agenda for the meeting, following which each Board

member reaffirmed, and incorporated for the record, the contents of any written disclosure previously made which state the fact and summary nature of any matters as required under Colorado law to permit official action to be taken at the meeting. Additionally, the Board determined that the participation of the members present was necessary to obtain a quorum or otherwise enable the Board to act.

**Approval of Agenda**

Mr. Rowley presented the proposed agenda to the Boards for consideration. Following discussion, upon motion duly made and seconded, the Boards unanimously approved the agenda.

**Approval of Board Meeting Minutes from the October 19, 2012 Board Meeting**

Mr. Rowley presented the minutes from the October 19, 2012 meeting to the Boards for consideration. Following discussion, upon motion duly made and seconded, the Boards unanimously approved the minutes.

**Public Comment**

Public comment was made regarding golf carts, dogs, neighborhood watch, annual meetings and morning meetings.

Public comment was also made regarding who will cover the maintenance of the light poles and landscape improvements.

Public comment was made regarding who will maintain the proposed clubhouse and pool and the increase in monthly dues.

**Manager's Report**

Mr. Eames presented the trash service proposal from Republic to the Boards for consideration. Following discussion, upon motion duly made and seconded, the Boards unanimously approved the proposal.

Mr. Eames presented the Cox Landscape Contract to the Boards for consideration. Following discussion, upon motion duly made and seconded, the Boards unanimously approved the contract.

**Legal Matters**

**Board Appointment**

Mr. Rowley noted that a Notice of Vacancy was published according to law. Following discussion, upon motion duly made and seconded, the Boards unanimously appointed Andy Trietley to the position of Assistant Secretary.

**Public Records Request Policy**

Mr. Rowley presented the Public Records Request Policy to the Boards for consideration. Following discussion, upon motion duly made and seconded, the Boards unanimously approved the policy.

Resolution Designating the District's 24-hour Posting Location	Mr. Rowley presented the Resolution Designating the District's 24-hour Posting Location to the Boards for consideration. Following discussion, upon motion duly made and seconded, the Boards unanimously approved the resolution.
Resolution Adopting Post Issuance Tax Compliance Procedures	Mr. Rowley presented the Resolution Adopting Post Issuance Tax Compliance Procedures to the Boards for consideration. Following discussion, upon motion duly made and seconded, the Boards unanimously approved the resolution.
Resolution Concerning Authorization for Payment of Claims	Mr. Rowley presented the Resolution Concerning Authorization for Payment of Claims to the Boards for consideration. Following discussion, upon motion duly made and seconded, the Boards unanimously approved the resolution.
Tract D, Filing 1 Transfer	The Boards engaged in general discussion regarding the Tract D, Filing 1 transfer. Following discussion, upon motion duly made and seconded, the Boards unanimously approved the transfer.
Bond Refinancing	The Boards engaged in general discussion regarding the Bond Refinancing. No action was taken.
Engagement of Bond Counsel	Mr. Rowley presented the Engagement of Kutak Rock, LLP as Bond Counsel to the Boards for consideration. Following discussion, upon motion duly made and seconded, the Boards unanimously approved the engagement.

**Financial Matters**

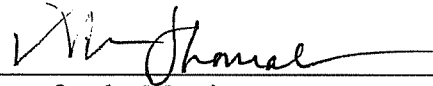
Payables/Financials	Ms. Wheeler presented the payables to the Boards for consideration. Following discussion, upon motion duly made and seconded, the Boards unanimously approved the payables.  Ms. Wheeler presented the financials to the Boards for consideration. Following discussion, upon motion duly made and seconded, the Boards unanimously accepted the financials.
2012 Audit	Ms. Wheeler presented the 2012 Audit to the boards for consideration. Following discussion, upon motion duly made and seconded, the Boards unanimously approved the audit.
Set Budget Hearing Date	Following discussion, upon motion duly made and seconded, the Boards determined to set the budget hearing date for mid-November.

Adjournment

There being no other matters to come before the Boards, the meeting was adjourned.

The foregoing minutes were approved by the Boards of directors on the 23rd day of October, 2013.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.

A handwritten signature in cursive script, appearing to read "W. Thomas", is written above a horizontal line.

Secretary for the Meeting