

MINUTES OF A MEETING OF THE BOARDS OF DIRECTORS

OF

ROCKINGHORSE METROPOLITAN DISTRICT NO. 1  
ROCKINGHORSE METROPOLITAN DISTRICT NO. 2

Held: February 3, 2005 at 10:00 a.m., at 1805 Shea Center Drive, Suite 100, Highlands Ranch, Colorado.

Attendance

A combined meeting of the boards of directors of Rockinghorse Metropolitan District No. 1 and Rockinghorse Metropolitan District No. 2 was called and held as shown above and 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:

Matt Samuels  
Charles King  
Joy Samuels

Directors Diana Rael and Suzanne King were absent. All absences are excused.

Also present: K. Sean Allen, Esq., White, Bear and Ankele Professional Corporation, District General Counsel.

Director Qualification

The directors in attendance confirmed their qualification to serve on the boards of directors.

Call to Order

Director Matt Samuels noted that a quorum of each of the boards was present and that the directors had confirmed their continuing qualification to serve, and called the combined meeting of the boards of directors of Rockinghorse Metropolitan Districts Nos. 1 and 2 to order.

Combined Meetings

The districts are meeting in a combined board meeting. Unless otherwise noted below, the matters set forth below shall be deemed to be the action of Rockinghorse Metropolitan District No. 1 ("District No. 1") with concurrence by Rockinghorse Metropolitan District No. 2 ("District No. 2").

Disclosure Matters

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

member confirmed the contents of any written disclosure previously made stating 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 boards determined that the participation of the members present was necessary to obtain a quorum or otherwise enable the boards to act.

Agenda	Mr. Allen added "Director Resignation and Appointment" to the agenda to account for the potential land sale and resulting board turn over if the sale goes forward.
Minutes	The minutes of the January 20, 2005, were submitted to the boards for approval. Action on the minutes was tabled.
Master IGA	The directors determined to delay taking action on the agreement, and tabled the matter.
District Engineer	Director Matt Samuels indicated engineering proposals are still being reviewed and selection of an engineer is expected to take place, but no definite timetable has been established.
Developer Loan and Funding and Reimbursement Agreements and Promissory Notes	Mr. Allen mentioned that prior to formal approval and adoption, additional revisions to the agreements and notes are needed to comply with Service Plan, City and security requirements, filings and exemptions. Mr. Allen informed the boards that Mrs. Kim Casey of his firm is attempting to secure the services of the required independent financial advisor and will be assisting with the determination as to any securities filings and exemptions that may be necessary prior to formal approval, adoption and issuance of the privately placed debt.
Land Sale/Director Qualification/Resignation and Appointment	With the land sale pending, Mr. Allen discussed with the boards that at the time of the closing, new directors will need to be qualified, and the current directors will need to perform a rolling resignation and appoint. Mr. Allen suggested that the closing take place at a District meeting such that the director turnover events can all happen simultaneously thereby preserving that a board of directors remains in place at all times.
Continuation	There being no further business to come before the boards, the meeting was continued to February 11 <sup>th</sup> , 15 <sup>th</sup> , 17 <sup>th</sup> , 24 <sup>th</sup> , 25 <sup>th</sup> and 28 <sup>th</sup> , 2005, as may be and if needed.

The foregoing minutes were approved by the boards of directors on the 3<sup>rd</sup> day of March 2005. The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting

*Suzanne E King*  
Secretary for the Meeting