

RECORD OF PROCEEDINGS

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS

OF THE LEWIS POINTE METROPOLITAN DISTRICT

Held: Monday, November 2, 2009 at 11:00 A.M. at 12460 1st
Street, Eastlake, Colorado.

Attendance

The regular meeting of the Board of Directors (the "Board") of the Lewis Pointe Metropolitan District (the "District") was called and held, as shown, in accordance with Colorado law. The following Directors confirmed their qualification to serve on the Board:

Scott Carlson
Blake Carlson
Ryan Young
Clarke Carlson

Also present was Dianne D. Miller, Esq., Miller Rosenbluth, LLC.

Director Clay Carlson was absent and his absence was excused by the Board.

Call to Order

At 11:00 A.M. Director Scott Carlson noted that a quorum of the Board was present and the Directors confirmed their qualifications to serve.

Disclosure Matters

Ms. Miller advised the Board that pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. The Board reviewed the agenda for the meeting, following which each Director confirmed the contents of written disclosures 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 Board determined that the participation of the Directors present was necessary to obtain a quorum or otherwise enable the Board to act.

Director Scott Carlson disclosed his interests as an owner of property in the District. This disclosure is associated with approval of items on the agenda that may affect his interests.

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Director Blake Carlson disclosed his interests as an owner of property in the District. This disclosure is associated with approval of items on the agenda that may affect his interests.

Director Ryan Carlson disclosed his interests as an owner of property in the District. This disclosure is associated with approval of items on the agenda that may affect his interests.

Director Clarke Carlson disclosed his interests as an owner of property in the District. This disclosure is associated with approval of items on the agenda that may affect his interests.

Written disclosures of the interests of all of the Directors were filed with the Secretary of State at least seventy-two hours prior to the meeting.

Approval of Minutes

The Board members reviewed the minutes of the March 16, 2009 meeting, and upon a motion by Director Clarke Carlson and a second by Director Blake Carlson, voted unanimously to accept and approve the minutes.

Public Hearing on 2010 Budget

Ms. Miller presented the proposed budget for 2010. Ms. Miller noted that notice of the public hearing for the budget was published and additionally posted in three locations within the boundaries of the District, in accordance with Colorado law. Director Scott Carlson opened the public hearing and, no one appearing to be heard, closed the hearing.

Approval of 2010 Budget

Upon review and discussion and upon the motion of Director Clarke Carlson and second of Director Blake Carlson, the Board unanimously approved the proposed budget for 2010, and appropriated the funds therefor. Pursuant to Colorado law, no mill levy will be certified for collection in 2010. The Board also authorized the execution of its budget resolution containing details of the Board action.

2010 Annual Administrative Resolution

The Directors discussed various administrative matters to be determined by the Board on an annual basis in order to comply with Colorado law. Ms. Miller presented the Board with a resolution designating officers for the District and establishing director compensation, regular meeting dates, notice provisions and other administrative matters. Upon motion of Director Blake Carlson, seconded by Director Ryan Carlson, the Board unanimously approved the 2010 Annual Administrative

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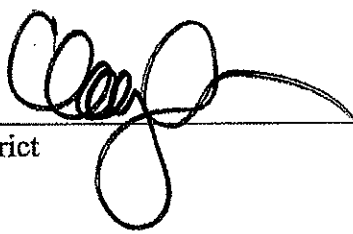
resolution.

2009 Audit Exemption Resolution

Ms. Miller explained the statutory requirements for filing an audit and requesting an audit exemption and noted that because the District's revenues and expenditures did not exceed \$500,000 in 2009, it could request an exemption from the State Auditor. Upon review and consideration, Director Clarke Carlson moved that the resolution be approved. Director Blake Carlson seconded the motion, and, upon vote, the Board unanimously approved the resolution.

Adjournment

There being no further business to come before the Board, upon motion, second and unanimous vote, the meeting was adjourned. The next regular meeting of the Board is scheduled for February 1, 2010 at 11:00 A.M.



Secretary for the District