

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF PLUM CREEK METROPOLITAN DISTRICT HELD AUGUST 22, 2006

A regular meeting of the Board of Directors of the Plum Creek Metropolitan District was held on Tuesday, August 22, 2006 at 9:00 a.m., at the Plum Creek Golf & Country Club Clubhouse, 331 Players Club Drive, Castle Rock, Colorado. The meeting was open to the public.

Attendance

In Attendance were Directors:

Peter Rinehart
David Littler
Curtis Maddock Jr.
Larry A. Ashby

Absent was Director Ellington (excused).

Also in Attendance were:

David Peak; R.S. Wells LLC
James Folkestad; Folkestad Fazekas Barrick & Patoile, P.C.
Adriana Miller; Folkestad Fazekas Barrick & Patoile, P.C.
Josh Dudley; Clifton Gunderson LLP

Call to Order

The meeting was called to order by Director Rinehart. Upon a motion duly made by Director Littler, seconded by Director Maddock, Jr., upon a vote and unanimously carried, the Board excused the absence of Director Ellington, approved the agenda and appointed Director Rinehart to serve as acting chairman of the meeting.

Disclosure of Potential Conflicts of Interest

The Board discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board of Directors to the Secretary of State. The members of the Board were requested 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 statute.

Election of Officers

After discussion, upon a motion duly made by Director Ashby, seconded by Director Maddock Jr., upon a vote and unanimously carried, the Board approved the slate of officers as: Director Littler as President, Director

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Ashby as Vice President, and Director Rinehart as Treasurer. Upon a motion duly made by Director Rinehart, seconded by Director Ashby, upon a vote and unanimously carried, the Board appointed Director Ellington and Director Maddock, Jr. as Assistant Secretaries.

Minutes

The Board reviewed the regular meeting minutes held on May 23, 2006. After some discussion, upon a motion duly made by Director Rinehart, seconded by Director Maddock, Jr., upon a vote and unanimously carried, the Board approved the minutes as presented.

Financial Matters

A. Review and Accept the Financials as of June 30, 2006.

Mr. Dudley presented the financials as of June 30, 2006 to the Board. After discussion, upon a motion duly made by Director Rinehart, seconded by Director Ashby, upon a vote and unanimously carried, the Board approved the June 30, 2006 financials.

B. Review and Approval of Claims.

After a discussion of the claims, upon a motion duly made by Director Rinehart, seconded by Director Ashby, upon a vote and unanimously carried, the Board approved the claims as presented. Mr. Peak will be providing the Board with the R.S.Wells L.L.C. itemized billing for the last three months.

Administrative Matters

A. Appointing Kevin Collins to Prepare the 2007 Budget.

After discussion, upon a motion duly made by Director Rinehart, seconded by Director Ashby, upon a vote and unanimously carried, the Board of Directors appointed Kevin Collins to prepare the District's 2007 Budget.

Legal Matters

Mr. Folkestad reported that former City Council person of the Town of Castle Rock, Jay Richards, was appointed to monitor special districts. Mr. Folkestad reported that he was preparing the annual report for the District to be filed with the Town of Castle Rock in the coming week.

Directors' Items

Director Rinehart distributed the expenditure summary sheet and reviewed with the Board. Director Rinehart indicated that he anticipated all of the capital projects would be 100% complete by the end of September 2006.

Other Business

A. Confirm Next Board Meeting.

The Board canceled the September 26, 2006 meeting and will have the next Board meeting and public hearing on the 2007 Budget on October 24, 2006.

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Adjournment

There being no further business to come before the Board, upon a motion duly made by Director Ashby, seconded by Director Littler, upon a vote and unanimously carried, the Board adjourned the meeting at 10:10 a.m.

The foregoing Minutes were approved by the Board of Directors on the 24th day of October, 2006.

The foregoing record constitutes a true and correct copy of the Minutes of the above referenced meeting.



Secretary