

RECORD OF PROCEEDINGS

**MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF
PLUM CREEK METROPOLITAN DISTRICT
HELD
April 28, 2009**

A regular meeting of the Board of Directors of the Plum Creek Metropolitan District was held on Tuesday, April 28, 2009 at 9:00 a.m., in the office of Folkestad Fazekas Barrick & Patoile, P.C., located at 18 S. Wilcox St., Suite 200, Castle Rock, Colorado. The meeting was open to the public.

Attendance

In Attendance were Directors:

David Littler
James Ellington
Curtis Maddock
Peter Rinehart

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.
Kevin Collins; Clifton Gunderson, LLP

Call to Order

The meeting was called to order by Director Littler and a quorum was declared. Upon a motion duly made by Director Ellington, seconded by Director Maddock and, upon vote, unanimously carried, the Board approved the agenda as presented.

Disclosure of
Potential Conflicts
of Interest

The Board noted that disclosures of potential conflict of interest statements for all Directors required to file such disclosures, pursuant to law, are on file and that the statements were filed at least 72 hours prior to the meeting in accordance with Colorado statutes.

Minutes

The Board reviewed the minutes of the January 27, 2009 special meeting. Following discussion, upon a motion duly made by Director Maddock, seconded by Director Ellington and, upon vote, unanimously carried, the Board approved the minutes as presented.

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Financial Matters

A. Review and Accept Financial Statements as of March 31, 2009

Mr. Collins reviewed the financial statements as of March 31, 2009 with the Board. Director Littler asked Mr. Collins to consider First Bank as the bank for the District's account and report back to the Board. Mr. Littler stated that First Bank offers a higher interest for savings accounts compared to Wells Fargo. Following review and discussion, upon a motion duly made by Director Maddock, seconded by Director Ellington and, upon vote, unanimously carried, the Board accepted the financial statements as of March 31, 2009 as presented.

B. Ratify Approval of Claims for February 2009 Totaling \$ 9,077.53, Represented by Check Numbers 1004 through 1009

Following review, upon a motion duly made by Director Ellington, seconded by Director Maddock and, upon vote, unanimously carried, the Board ratified approval of claims for February 2009 totaling \$ 9,077.53, represented by check numbers 1004 through 1009 as presented.

C. Ratify Approval of Claims for March 2009 Totaling \$ 2,084.20, Represented by Check Numbers 1010 through 1012

Following review, upon a motion duly made by Director Ellington, seconded by Director Maddock and, upon vote, unanimously carried, the Board ratified approval of claims for March 2009 totaling \$2,084.20, represented by check numbers 1010 through 1012 as presented.

D. Review and Consider Approval of Claims for April 2009 Totaling \$5,352.45 Represented by Check Numbers 1013 through 1015

Following review, upon a motion duly made by Director Littler, seconded by Director Rinehart and, upon vote, unanimously carried, the Board corrected the agenda regarding the April 2009 claims totaling \$3,268.25 instead of \$5,352.45, represented by check numbers 1013 through 1015 and approved the checks as presented.

E. Review and Consider Approval of Draft Audit

Mr. Collins reviewed a draft of the 2008 audit with the Board. Following review and discussion, upon a motion duly made by Director Maddock, seconded by Director Ellington and, upon vote, unanimously carried, the Board accepted the audit as presented. Mr. Peak will complete the filing with the state auditor.

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F. Ratify Approval of Engagement Letter for Accounting Services
with Clifton Gunderson LLP

Following review and discussion, upon a motion duly made by Director Ellington, seconded by Director Maddock and, upon vote, unanimously carried, the Board approved the engagement letter for 2009 accounting services with Clifton Gunderson LLP as presented.

Administrative
Matters

Nothing to report at this time.

Legal Matters

Nothing to report at this time.

Directors' Items

The Board set the next meeting dates for September 22, 2009 and October 27, 2009.

Other Business

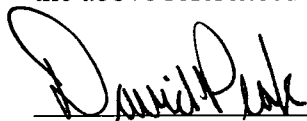
Nothing to report at this time.

Adjournment

There being no further business to come before the Board, upon a motion duly made by Director Maddock, seconded by Director Ellington and, upon vote, unanimously carried, the Board adjourned the meeting at 9:50 a.m.

The foregoing minutes were approved by the Board of Directors on the 29th day of Sept., 2009.

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



Secretary