

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE CONSOLIDATED BELL MOUNTAIN RANCH METROPOLITAN DISTRICT HELD MARCH 18, 2010

A special meeting of the Board of Directors of the Consolidated Bell Mountain Ranch Metropolitan District was held on Tuesday, March 18, 2010 at 6:00 p.m. at 1267 Stardust Circle, Castle Rock, Colorado 80104. The meeting was open to the public.

Attendance

In attendance were Directors:

Jeanne Dassel
Alan Cobb
Russell Grant
Bob Brabec

Kirk Fischer's absence was excused

Call to Order

Director Dassel called the meeting to order at 6:12 p.m. and declared a quorum present. Director Dassel also noted that the meeting had been posted and is being held in a location that meets statutory requirements.

Conflicts of Interest

All of the directors had previously filed Disclosure of Potential Conflict of Interest Statements with the Board and with the Secretary of State in accordance with statutory requirements. Such conflicts arise from each Director's respective directorship position with the BMR Metropolitan District, which provides water service to all of the residences within the District and has entered into and may from time to time enter into agreements with the District. In addition, Director Brabec disclosed that he is a member of the Bell Mountain Ranch Home Owners Association Board of Directors.

All Disclosure of Potential Conflict of Interest Statements, whether filed for this meeting or previously are deemed continuing in nature and are incorporated into the record of the meeting. Each Director summarily stated for the record the fact and nature of his or her respective private interests and further stated that the determination to participate in voting or take any other action on any contract or other matter in which he/she may have a private interest would be made in compliance with Section 24-18-201(1)(b), C.R.S., on an *ad hoc* basis. The Board then turned its attention to the agenda items.

Approval of Agenda

Following review, upon a motion duly made by Director Brabec, seconded by Director Cobb and, upon vote, unanimously carried, the Board

RECORD OF PROCEEDINGS

approved the agenda as presented and excused the absence of Director Fischer.

Selection of
Refinancing
Underwriter

Director Cobb reviewed the two proposals for refinancing the District's debt and noted that both presenters presented good ideas and plans but recommended that the District proceed with negotiations with D.A Davidson as underwriter due to their experience with special districts and their belief that they will be able to obtain a bond rating for the refinanced bonds.

Upon a motion duly made by Director Cobb, seconded by Director Brabec and, upon vote, unanimously carried, the Board decided to engage D.A. Davidson & Company to serve as underwriter for Investment Banking services subject to approval and acceptance of a formal representation agreement.

Adjournment

Upon a motion by Director Grant, seconded by Director Cobb and passed unanimously, the meeting adjourned at 6:27 p.m.

The foregoing minutes were approved by the Board of Directors on the 4 day of May, 2010.

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

Respectfully submitted,



Secretary for the Meeting