

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE OLD RANCH METROPOLITAN DISTRICT HELD DECEMBER 3, 2008

A special meeting of the Board of Directors of the Old Ranch Metropolitan District was held on December 3, 2008 at 8:30 a.m., at the offices of Nor'Wood Limited, Inc., Plaza of the Rockies, 111 S. Tejon St., North Tower, Suite 222, Colorado Springs, Colorado. This meeting was open to the public.

Attendance

In attendance were Directors:

Ralph A. Braden
David Jenkins
Kent Petre
Christopher Jenkins

Absent and excused was Director Carolyn Jenkins.

Also in attendance were:

David Peak; R. S. Wells L.L.C.
Brenda Quinones; R.S. Wells L.L.C.
Marcus McAskin; Grimshaw & Haring, P.C.
Carrie Bartow; Clifton Gunderson LLP
Sarah Billing; Nor'Wood Development Group
Delroy Johnson; Nor'Wood Development Group

Call to Order

Director Braden called the meeting to order.

Disclosure of Potential Conflicts of Interest

The Directors present noted for the record that they have financial interests in entities active in developing property within the boundaries of the District, or are employed by such entities, and that such interests may be affected from time to time by actions of the District's Board of Directors. In accordance with state law, the Directors have filed written disclosures describing such potential conflicts of interest with the Secretary of State, and the directors present verbally reaffirmed such disclosures on the record of this meeting.

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Approval of Agenda

Upon a motion duly made by Director Braden, seconded by Director David Petre and, upon vote, unanimously carried, the Board approved the agenda as presented and excused Director Carolyn Jenkins.

Community Comments

No community present for comments.

Approval of Minutes

The Board reviewed the minutes of the regular board meeting held on September 24, 2008. Upon a motion duly made by Director Braden, seconded by Director Petre and, upon vote, unanimously carried, the Board approved the minutes as presented.

Administrative Matters

Nothing to report at this time.

Financial Matters

A. Ratify Approval of Claims for October 2008

Upon a motion duly made by Director Braden, seconded by Director Petre and, upon vote, unanimously carried, the Board ratified approval of claims for October 2008 totaling \$60,854.89, represented by check numbers 1249 through 1262.

B. Review and Approve Claims for November 2008

Upon a motion duly made by Director Braden, seconded by Director Petre and, upon vote, unanimously carried, the Board approved claims for November 2008 totaling \$5,401.88 represented by check numbers 1263 through 1266.

C. Review and Consider Approval of Financial Statements as of October 31, 2008

The financial statements as of October 31, 2008 was reviewed with the 2009 budget.

D. Conduct Public Hearing to Consider Adoption of 2009 Budget, Appropriate Expenditures and Adopt the Resolution

Mr. Peak indicated that the public hearing notice had been published in a local newspaper having general circulation within the District for the 2009 budget. Upon a motion duly made by Director Braden, seconded by Director Petre and, upon vote, unanimously carried, the Board opened the public hearing. There being no public comments, upon a motion duly made by Director Braden, seconded by Director Petre and, upon vote,

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unanimously carried, the Board closed the public hearing.

After discussion, upon a motion duly made by Director Braden, seconded by Director Petre and, upon vote, unanimously carried, the Board adopted the 2009 budget and resolution, and appropriated the 2009 expenditures.

E. Review and Consider Approving 2008 Audit Proposal

Ms. Bartow presented the bids that were received for the 2008 audit to the Board. Following discussion, upon a motion duly made by Director Braden, seconded by Director Petre and, upon vote, unanimously carried, the Board approved the bid with Biggs Kofford and Company for an amount not to exceed \$2,500.

F. Review and Consider Approval of Engagement Letter with Clifton Gunderson LLP for 2009 Accounting Services

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

Legal Matters

Nothing to report at this time.

Other Items

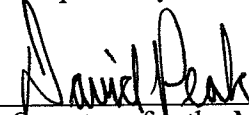
A. Discuss Next Meeting Date and Meeting Dates for 2009

The next board meeting will probably not be until the 2nd quarter of 2009.

Adjournment

There being no further business to come before the Board, upon a motion duly made by Director Braden, seconded by Director Petre and, upon vote, unanimously carried, the Board adjourned the meeting.

Respectfully submitted,



Secretary for the Meeting