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DISTRICT COURT, CITY AND COUNTY OF DENVER, STATE OF COLORADO Court Address: 1437 Bannock Street, Room 108 Denver, Colorado 80202 Phone Number: (720) 865-7870	
IN RE THE ORGANIZATION OF DENVER GATEWAY MEADOWS METROPOLITAN DISTRICT	***COURT USE ONLY***
Attorney: Paul R. Cockrel Collins Cockrel & Cole, a Professional Corporation 390 Union Boulevard, Suite 400 Denver, Colorado 80228 Phone Number: (303) 986-1551 Fax Number: (303) 986-1755 E-mail: pcockrel@cccfirm.com Attorney No. 1964	Case No: 04CV7539 Div: Ctrm: 8

DISTRICT COURT, City & County of Denver, Colorado
I certified to be full, true and correct Copy of the original in my custody.
DEC 02 2004
CLERK OF THE DISTRICT COURT
Deputy Clerk

FINDINGS, ORDER AND DECREE CREATING THE DENVER GATEWAY MEADOWS METROPOLITAN DISTRICT

This matter coming before the Court upon the filing of the Canvass Board's Certificate of Official Abstract of Votes Cast, which document relates to an election held on November 2, 2004, pursuant to the Order for Organizational Election entered by this Court on October 22, 2004, at which election there was submitted to the eligible electors the question of the organization of Denver Gateway Meadows Metropolitan District ("District"); the election of Directors thereof; ballot issues as required by Article X, Section 20 of the Colorado Constitution requesting authorization to increase debt and taxes, and to collect, retain and spend all revenues generated therefrom; and a ballot question requesting the elimination of Director term limitations imposed by Article XVIII, Section 11 of the Colorado Constitution. Now this Court, having considered the documentary evidence and being fully advised in the premises, does hereby FIND:

1. That the question of the organization of the District, the election of Directors thereof, and appropriate ballot issues and ballot question were duly submitted to the eligible electors at an election duly held at the time and place specified in the Order for Organizational Election.

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2. That the required Notice of Election was duly published in compliance with the Order of Organizational Election and in accordance with all statutory requirements.

3. That all ballots were cast at the election by eligible electors of the District and the Canvass Board has duly certified its election returns to this Court as required by law, which returns show the election results to be as follows:

BALLOT QUESTION NO. 5A

FOR the Organization of Denver Gateway Meadows Metropolitan District	Four (4)
AGAINST the Organization of Denver Gateway Meadows Metropolitan District	Zero (0)

BALLOT ISSUE NO. 5B (Operating Levy)

FOR an increase in taxes of $500,000 annually	Four (4)
AGAINST an increase in taxes of $500,000 annually	Zero (0)

BALLOT ISSUE NO. 5C (Streets)

FOR an increase in debt of $5,000,000	Four (4)
AGAINST an increase in debt of $5,000,000	Zero (0)

BALLOT ISSUE NO. 5D (Water)

FOR an increase in debt of $5,000,000	Four (4)
AGAINST an increase in debt of $5,000,000	Zero (0)

BALLOT ISSUE NO. 5E (Sanitation)

FOR an increase in debt of $5,000,000	Four (4)
AGAINST an increase in debt of $5,000,000	Zero (0)

BALLOT ISSUE NO. 5F (Parks and Recreation)

FOR an increase in debt of $5,000,000	Four (4)
AGAINST an increase in debt of $5,000,000	Zero (0)

BALLOT ISSUE NO. 5G (Safety Protection)

FOR an increase in debt of $5,000,000	Four (4)
AGAINST an increase in debt of $5,000,000	Zero (0)

BALLOT ISSUE NO. 5H (Refunding)

FOR an increase in debt of $5,000,000	Four (4)
AGAINST an increase in debt of $5,000,000	Zero (0)

BALLOT ISSUE NO. 5I (Operating)

FOR an increase in debt of $500,000	Four (4)
AGAINST an increase in debt of $500,000	Zero (0)

BALLOT ISSUE NO. 5J (Multi-Fiscal Year Obligations)

FOR an increase in debt of $5,000,000	Four (4)
AGAINST an increase in debt of $5,000,000	Zero (0)

BALLOT ISSUE NO. 5K (De-Brucing)

FOR authorization to collect, retain and spend all revenue generated	Four (4)
AGAINST authorization to collect, retain and spend all revenue generated	Zero (0)

BALLOT QUESTION NO. 5L

FOR the elimination of Board member term limits	Four (4)
AGAINST the elimination of Board member term limits	Zero (0)

4. That a majority of the votes cast at such election were in favor of the organization of the District and all ballot issues and the ballot question submitted.

5. That the results of the election of Directors of the District for the terms to expire May, 2006, were as follows:

Candidates	Votes
Robyn Davis	4
John G. Fair	4

6. That the results of the election of Directors of the District for the terms to expire May, 2008, were as follows:

Candidates	Votes
William R. Jordan III	4
Stephen M. O'Shaughnessy	4
Russell N. Watterson	4

7. That the legal description of the boundaries of the District as set forth in Exhibit A attached hereto and incorporated herein by this reference is legally sufficient to give notice to all persons of the District's boundaries for all purposes relating to this organization and relating to all other functions or activities of the District.

8. That such election was held in accordance with the provisions of Articles 1 through 13, Title 1, C.R.S., Article 1, Title 32, C.R.S., and all other applicable provisions of law. All of the requirements of Article 1, Title 32, C.R.S., have been complied with, met, and performed for the organization of the District.

The Court being fully advised in this matter, it is therefore ORDERED, ADJUDGED, AND DECREED:

9. That this Court has jurisdiction in all matters pertaining to this action as provided by law.

10. That the Canvass Board's Certificate of Official Abstract of Votes Cast filed herein hereby is, in all respects, approved and confirmed.

11. That the District has been, and is hereby declared to be, duly organized and is hereby named, and shall be known as "Denver Gateway Meadows Metropolitan District."

12. That the District is located within the City and County of Denver, Colorado, and a description of the boundaries of the District, and the territory to be included therein, is attached hereto as Exhibit A. Further, a map of the District, Ordinance of the City Council of the City and County of Denver, Colorado, approving the Service Plan, and a copy of the approved Service Plan are all on file with the Court and are incorporated into this Order and Decree by this reference.

13. That the following are the names of the electors of the District who were elected and are therefore designated to serve on the first Board of Directors of the District:

Terms to expire May, 2006:	Robyn Davis John G. Fair
Terms to expire May, 2008:	William R. Jordan III Stephen M. O'Shaughnessy Russell N. Watterson

14. That the District shall be a quasi-municipal corporation and a political subdivision of the State of Colorado with all the powers of a metropolitan district as provided by law, and the facilities, services, and financial arrangements of the District shall conform as far as practicable to the approved Service Plan and Ordinance of Approval of the District Service Plan adopted by the City Council for the City and County of Denver, Colorado.

15. That within thirty (30) days after the date hereof, the District shall transmit to the Denver County Clerk and Recorder a certified copy of this Findings, Order and Decree. The same shall be recorded by the Denver County Clerk and Recorder and shall be filed with the Division of Local Government, and a map of the District shall be filed with the Denver County Assessor and Division of Local Government.

16. That the above-named duly elected and designated Board of Directors of the District shall qualify for office and organize such Board in the manner prescribed by law and shall file with the Clerk of this Court their Oaths of Office and individual, schedule, or blanket corporate surety bonds, at the expense of the District, in the amounts and form specified by law.

17. That the members of the Board of Directors of the District and their lawful successors shall hereafter take such actions and proceedings as are necessary for the governance of the District.

18. That the District shall have and exercise, through its duly elected Board of Directors and officers, all of the powers and authorities conferred upon metropolitan districts under and by virtue of the provisions of Article 1, Title 32, C.R.S., and all other laws relating thereto, and all powers and authorities as may hereafter be conferred by law.

DONE this 24th day of November, 2004.

BY THE COURT:

District Court Judge

EXHIBIT A

A parcel of land situate in the northwest one-quarter of Section 10, Township 3 South, Range 66 West of the 6th P.M., City and County of Denver, State of Colorado, being more particularly described as follows: Commencing at the southwest corner of said northwest one-quarter of Section 10; thence N89°00'38"E along the south line of said northwest one-quarter, a distance of 30.00 feet to a point on the east right-of-way line of Tower Road, said right-of-way being 60 feet in width; thence N00 °29'58"W along a line 30.00 feet east and parallel with the west line of said northwest one-quarter, a distance of 819.32 feet; thence N89°30'02"E a distance of 40.00 feet; thence N00°29'58"W along a line 70.00 east and parallel with said west line a distance of 249.99 feet; thence N88°57'02"E a distance of 2584.62 feet to a point on the east line of said northwest one-quarter; thence S00°21'50"E a distance of 1071.70 feet to the southeast corner of said northwest one-quarter; thence S89°00'38"W along the south line of said northwest one-quarter a distance of 2622.06 feet to the point of beginning, containing 64.23 acres more or less.