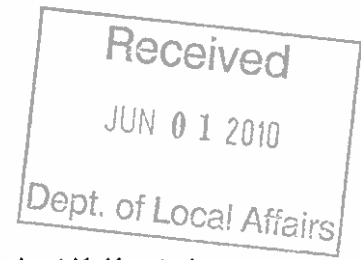


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SENN VISCIANO ROSENSTEIN P.C.

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Robert K. Karsted
Paralegal
RKarsted@SennLaw.com

SENT VIA CERTIFIED U.S. MAIL

May 27, 2010

Colorado Division of Local Government
1313 Sherman Street
Room 521
Denver, CO 80203

Re: The Gates Metropolitan District ("District")
Our File No. 3786-006a

Dear Sir or Madam:

Pursuant to C.R.S. § 1-5-208, enclosed please find the following May 4, 2010, regular special district election-related documents for The Gates Metropolitan District.

1. Notice of Cancellation of Election and Certified Statement of Results ("Notice");
2. Copy of the Notice that was published in the Eagle Valley Enterprise on March 4, 2010;
3. Resolution of the Board of Directors of The Gates Metropolitan District Appointing a Designated Election Official and Authorizing the Designated Election Official to Cancel Election.

Pursuant to C.R.S. § 32-1-901(1), enclosed please find:

1. Duly administered Oath of Office for Richard MacCutcheon.

The District is in the process of obtaining current Public Entity Liability Coverage pursuant to C.R.S. § 32-1-901(2), -902(2) (\$1000/director; \$5000/treasurer), and will submit proof of effective coverage upon binding the policy.

Pursuant to C.R.S. § 1-11-103 and § 32-1-104(1), the District's contact information and officer are as follows:

1. The Gates Metropolitan District
c/o Senn Visciano Rosenstein P.C.
1801 California Street, Suite 4300
Denver, Colorado 80202
Phone: 303/298.1122
Contact Person: Robert Karsted;

May 27, 2010
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2. Richard MacCutcheon (President of the District and Chairman of the Board of Directors).

Should you have any questions regarding the enclosed documents and information, please do not hesitate to call me at the above listed telephone number.

Very truly yours,



Robert K. Karsted
Paralegal

Enclosures

**NOTICE OF CANCELLATION OF ELECTION
AND
CERTIFIED STATEMENT OF RESULTS**

THE GATES METROPOLITAN DISTRICT,
Town of Avon, County of Eagle, State of Colorado

WHEREAS, pursuant to Section 1-1-111(2) of the Colorado Revised Statutes, the Board of Directors (the "Board") of The Gates Metropolitan District (the "District") has appointed and authorized the designated election official (the "Designated Election Official") to exercise authority of the Board in conducting an election.

WHEREAS, the Designated Election Official of the District has been duly authorized by the Board of Directors to cancel and declare candidates elected at the close of business on the sixth-third day before the election, Tuesday, March 2, 2010.


WHEREAS, there were not more candidates for director than offices to be filled, including candidates filing affidavits of intent to be write-in candidates.

NOW, THEREFORE, BE IT RESOLVED, pursuant to 1-5-208(1.5), C.R.S. the Designated Election Official **HEREBY** cancels the regular election to be conducted on **May 4, 2010**.

NOTICE IS HEREBY GIVEN, THE ELECTION IS CANCELED BY FORMAL RESOLUTION AND THE FOLLOWING CANDIDATE IS DECLARED ELECTED FOR THE FOLLOWING TERM OF OFFICE:

Richard D. MacCutcheon of 38390 U.S. Hwy. 6 #402, Avon, Colorado 81620 to a 4-year term

Effective the 2nd day of March, 2010.

Signed by: 
Robert Karsted
Designated Election Official
1801 California Street, Suite 4300
Denver, CO 80202
Telephone Number: 303/298.1122

**RESOLUTION OF THE BOARD OF DIRECTORS OF
THE GATES METROPOLITAN DISTRICT
AUTHORIZING A MAIL BALLOT ELECTION AND
APPOINTING A DESIGNATED ELECTION OFFICIAL**

The Gates Metropolitan District
Town of Avon, County of Eagle, State of Colorado

THE UNDERSIGNED, being all of the directors (the "Board" or "Board of Directors") of The Gates Metropolitan District (the "District") do hereby consent to, vote in favor of, adopt and ratify the following resolutions:

WHEREAS, the term of office of Director Richard MacCutcheon ("MacCutcheon") shall expire after his successor is elected at the regular special district election to be held on May 4, 2010 (the "Election") and take office; and

WHEREAS, in accordance with the provisions of the Special District Act ("Act") and the Uniform Election Code of 1992 ("Code"), the Election must be conducted to elect one (1) Director to serve for a term of four (4) years.

WHEREAS, pursuant to Section 1-7.5-101, et seq., of the Colorado Revised Statutes, the Board desires to authorize the Election to be conducted as a mail ballot election of the electors of the District. A plan for a mail ballot election will be submitted for approval by the Colorado Secretary of State (the "Secretary of State").

WHEREAS, pursuant to Sections 1-1-111(2) and 32-1-804(2) of the Colorado Revised Statutes, the Board of the District is authorized to designate an election official (the "Designated Election Official") to exercise the authority of the Board in conducting an election.

WHEREAS, pursuant to Section 1-5-208(1.5) of the Colorado Revised Statutes, the Board can authorize the Designated Election Official to cancel the election upon the occurrence of certain conditions.

WHEREAS, the Board acknowledges that Section 4(a) of the Bylaws, as amended, provides that "all official business of the Board shall be transacted at a regular or special meeting at which a quorum of Directors shall be present...For ordinary and routine matters, a quorum shall be met with one director present...Notwithstanding the forgoing, in order to obligate the District in terms of money, a quorum requires the presence of three directors." Furthermore, Section 4(b) of the Bylaws provides that "...any action of the Board shall require the affirmative vote of a majority of the Directors present and voting..."

WHEREAS, the presence of Director MacCutcheon at the District's meeting on February 9, 2010 (the "February Meeting") is sufficient to establish a quorum in accordance with the Bylaws.

NOW, THEREFORE, BE IT RESOLVED, the Board hereby authorizes, approves and acknowledges, as the case may be:
(1) that the regular election of eligible electors of the District shall be held on May 4, 2010 between the hours of 7:00 a.m. and 7:00 p.m. pursuant to and in accordance with the Act, Code and other applicable laws. At that time, one (1) Director will be elected to serve a four-year term, and

(2) that there is no public location available within the boundaries of the District for a walk-in voting place and that it is necessary to use a private location outside of the District's boundaries located at 1801 California Street, Suite 4300, Denver, CO 80202 as the walk-in voting place. The Secretary of State shall approve the walk-in voting place. The walk-in voting place shall also be the walk-in voting place for disabled electors and for eligible electors not residing within the District, and

(3) that Robert Karsted shall serve as the Designated Election Official for the regular district election scheduled for the May 4, 2010, and he is hereby authorized and directed to proceed with any action necessary or appropriate to effectuate the provisions of this resolution and of the Act, Code, or other applicable laws, and

(4) that Self-Nomination and Acceptance petitions are available at the Designated Election Official's office located at 1801 California Street, Suite 4300, Denver, CO 80202. All candidates must file a Self-Nomination and Acceptance petition with the Designated Election Official no later than 5:00 p.m. on February 26, 2010, and

(5) the Designated Election Official to cancel said election and declare the candidates elected if, at 5:00 p.m. on the sixty-third day before the election (March 2, 2010), there are not more candidates for director than offices to be filled, including candidates filing affidavits of intent to be write-in candidates. The Board further authorizes and directs the Designated Election Official to publish and post notice of the cancellation (as the case may be) in a newspaper of general circulation within The Gates Metropolitan District, at the walk-in voting (polling) place, at the offices of the Designated Election Official, at the three places in The Gates Metropolitan District where notices are usually posted, and with the Clerk and Recorder of El Paso County, and to file such notice of cancellation with the Division of Local Government and as may be otherwise required by law. The Designated Election Official shall also notify the candidates that the election was canceled and they were elected by acclamation, and shall take all other action, whether provided by statute or otherwise, to cause the cancellation of the election and to fulfill all duties of the Designated Election Official; and further

RESOLVED, that the Board acknowledges the presence of Director MacCutcheon at the February Meeting establishes a quorum pursuant to the Bylaws, thereby enabling the District to conduct official business at this February Meeting.

This resolution of the Board is approved, and shall be effective, as of February 9, 2010. This resolution may be executed in counterparts, in which case all such counterparts will constitute one and the same document. Telecopy or facsimile signature by a Director will be regarded as a valid and binding signature of that Director.

By: 
Richard MacCutcheon

OATH OF OFFICE


32-1-901, C.R.S.

STATE OF COLORADO

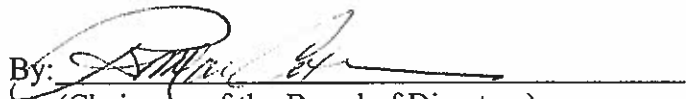
COUNTY OF EAGLE

THE GATES METROPOLITAN DISTRICT

I, Richard MacCutcheon, will faithfully support the Constitution of the United States and the Constitution of the state of Colorado, and the laws made pursuant to each, and will faithfully perform the duties of the office of Director of The Gates Metropolitan District upon which I am about to enter.


(signature)

Subscribed and sworn to before me this 14th day of APRIL, 2010.

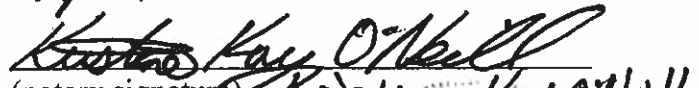
By: 
(Chairman of the Board of Directors)

IF SWORN OR AFFIRMED BEFORE A NOTARY THE FOLLOWING SHOULD BE COMPLETED.

STATE OF COLORADO)
) ss.
COUNTY OF Eagle)

Subscribed and sworn to before me this 14th day of April, 2010.

3-16-2013
(notary commission expiration)


(notary signature) Kristine Kay O'Neill

