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April 26, 2010

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

**Re: Waterfall Metropolitan Districts Nos. 1 & 2
Cancellation of the May 4, 2010 Election**

To Whom It May Concern:

Pursuant to § 1-5-208(1.5), C.R.S., at the close of business on the sixty-third (63rd) day before the election, to be conducted on May 4, 2010, there were no candidates for the offices of director. Enclosed please find the following: a Notice of Cancellation of Regular Special District Election by the Designated Election Official and the Resolution for Cancellation of Election.

To confirm for our records that you have received the election documents, please sign the enclosed acknowledgement and return it to our office in the enclosed, self-addressed, stamped envelope.

Please contact our office with any questions regarding this matter.

Sincerely,

ICENOGLE ♦ NORTON
SMITH ♦ GILIDA ♦ POGUE
A Professional Corporation


Stacie L. Pacheco
Paralegal

:SLP
Enclosures

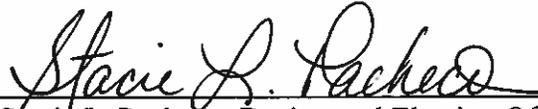
**NOTICE OF CANCELLATION OF REGULAR SPECIAL DISTRICT
ELECTION BY THE DESIGNATED ELECTION OFFICIAL**

§ 1-5-208(1.5), C.R.S.

WATERFALL METROPOLITAN DISTRICTS NOS. 1 & 2

NOTICE IS HEREBY GIVEN by Waterfall Metropolitan Districts Nos. 1 & 2 that at the close of business on the sixty-third (63rd) day before the election there were no candidates for the offices of director, including candidates filing affidavits of intent to be write-in candidates; therefore, the election to be held on May 4, 2010 is hereby cancelled pursuant to § 1-5-208, C.R.S.

WATERFALL METROPOLITAN DISTRICTS NOS. 1 & 2



Stacie L. Pacheco, Designated Election Official

Contact Person for the Districts:

Alan D. Pogue, Esq.

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**RESOLUTION FOR
CANCELLATION OF ELECTION**

§ 1-5-208(1.5), C.R.S.

**WATERFALL METROPOLITAN DISTRICTS NOS. 1 & 2
County of Larimer, State of Colorado**

WHEREAS, the Designated Election Official of the Districts has been duly authorized by the Boards of Directors of the Waterfall Metropolitan Districts Nos. 1 & 2 to declare, at the close of business on the sixty-third (63rd) day before the election to be conducted on May 4, 2010, that said election be cancelled.

NOW, THEREFORE, pursuant to § 1-5-208(1.5), C.R.S., the May 4, 2010 election is cancelled. There were no candidates for the offices of director. Therefore, no candidates are declared elected.

WATERFALL METROPOLITAN DISTRICTS NOS. 1 & 2



Stacie L. Pacheco, Designated Election Official

Contact Person for the Districts:

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