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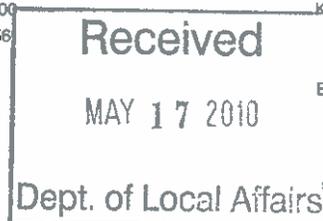
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May 14, 2010

Ms. Casey Laycock
Division of Local Government
1313 Sherman Street, Room 521
Denver, CO 80203

**Re: Village at Thorncreek Metropolitan District
May 4, 2010 Regular Election**

Dear Casey:

Pursuant to statutory requirements, enclosed on behalf of Village at Thorncreek Metropolitan District is a copy of the Canvass Board's Certificate of Official Abstract of Votes Cast for the special organizational election held May 4, 2010.

Please let me know of any questions. Thank you.

Sincerely,

A handwritten signature in blue ink that reads "Sharon Meath". The signature is fluid and cursive.

Sharon Meath
Paralegal

cc w/encl.: Dana Talarico

CANVASS BOARD'S
CERTIFICATE OF OFFICIAL ABSTRACT OF VOTES CAST
FOR THE SPECIAL ORGANIZATION ELECTION HELD MAY 4, 2010

VILLAGE AT THORNCREEK METROPOLITAN DISTRICT
COUNTY OF ADAMS, COLORADO

Each of the undersigned members of the Canvass Board of the Village at Thorncreek Metropolitan District certifies that the following is a true and correct abstract of the votes cast, including provisional ballots, if any, at the special organization election of the Village at Thorncreek Metropolitan District, at which time the eligible electors of the Village at Thorncreek Metropolitan District voted as indicated on the attached Judges' Certificate of Election Returns, and as a result of which the eligible electors elected to office the following Directors:

Antonio Corona	7877 E. Mississippi Ave., Ste. 1605 Denver, CO 80247	Term to Expire 2012
Randy Bryant	10122 Prestwick Trail Lone Tree, CO 80124	Term to Expire 2012
Dana Jo Talarico	4552 Longs Court Broomfield, CO 80023	Term to Expire 2014
Joseph A. Talarico	4000 W. 103 rd Ave. Westminster, CO 80031	Term to Expire 2014
Vacancy		Term to Expire 2014

The votes cast (including provisional ballots, if any) for and against each ballot issue and ballot question submitted were as follows:

VILLAGE AT THORNCREEK METROPOLITAN DISTRICT BALLOT QUESTION A

Shall Village at Thorncreek Metropolitan District be organized?

Number of YES votes cast: Three (3)

Number of NO votes cast: Zero (0)

VILLAGE AT THORNCREEK METROPOLITAN DISTRICT BALLOT ISSUE B
(Operations and Maintenance Tax Increase)

SHALL VILLAGE AT THORNCREEK METROPOLITAN DISTRICT TAXES BE INCREASED \$200,000 ANNUALLY OR BY SUCH LESSER AMOUNT, AS NECESSARY TO PAY THE DISTRICT'S OPERATIONS, MAINTENANCE AND OTHER EXPENSES, AND SHALL PROPERTY TAXES BE IMPOSED IN ANY YEAR AT A RATE OR IN AN AMOUNT NECESSARY TO RAISE THE NECESSARY REVENUES TO PAY SAID

EXPENSES UP TO THE VOTER AUTHORIZED AMOUNT OF \$200,000; AND SHALL THE PROCEEDS OF SUCH TAXES AND ANY INVESTMENT INCOME THEREON BE COLLECTED AND SPENT BY THE DISTRICT IN FISCAL YEAR 2010 AND IN EACH YEAR THEREAFTER FOR AS LONG AS THE DISTRICT CONTINUES IN EXISTENCE, WITHOUT LIMITATION BY THE REVENUE AND SPENDING LIMITS OF ARTICLE X, SECTION 20 OF THE COLORADO CONSTITUTION AND WITHOUT REGARD TO THE PROPERTY TAX REVENUE LIMITATION IN § 29-1-301, C.R.S. OR ANY OTHER STATUTORY OR CONSTITUTIONAL PROVISION?

Number of YES votes cast: Three (3)

Number of NO votes cast: Zero (0)

VILLAGE AT THORNCREEK METROPOLITAN DISTRICT BALLOT ISSUE C
(TABOR Exemption for Revenue)

SHALL VILLAGE AT THORNCREEK METROPOLITAN DISTRICT BE AUTHORIZED TO COLLECT, RETAIN AND SPEND ANY AND ALL AMOUNTS ANNUALLY FROM ANY REVENUE SOURCES WHATSOEVER OTHER THAN AD VALOREM TAXES, INCLUDING BUT NOT LIMITED TO TAP FEES, FACILITY FEES, SERVICE CHARGES, INSPECTION CHARGES, ADMINISTRATIVE CHARGES, GRANTS, OR ANY OTHER FEE, RATE, TOLL, PENALTY, INCOME OR CHARGE IMPOSED, COLLECTED OR AUTHORIZED BY LAW TO BE IMPOSED OR COLLECTED BY THE DISTRICT AND SHALL SUCH REVENUES BE COLLECTED AND SPENT BY THE DISTRICT AS A VOTER-APPROVED REVENUE CHANGE WITHOUT REGARD TO ANY SPENDING, REVENUE-RAISING OR OTHER LIMITATION CONTAINED WITHIN ARTICLE X, SECTION 20 OF THE COLORADO CONSTITUTION AND WITHOUT LIMITING IN ANY YEAR THE AMOUNT OF OTHER REVENUES THAT MAY BE COLLECTED AND SPENT BY THE DISTRICT?

Number of YES votes cast: Three (3)

Number of NO votes cast: Zero (0)

VILLAGE AT THORNCREEK METROPOLITAN DISTRICT BALLOT ISSUE D
(Streets Debt)

SHALL VILLAGE AT THORNCREEK METROPOLITAN DISTRICT'S DEBT BE INCREASED \$8,000,000 WITH A REPAYMENT COST OF \$19,000,000 OR BY SUCH LESSER AMOUNT AS MAY BE NECESSARY, AND SHALL VILLAGE AT THORNCREEK METROPOLITAN DISTRICT'S TAXES BE INCREASED \$1,500,000 ANNUALLY OR BY SUCH LESSER AMOUNT AS MAY BE NECESSARY FOR THE PAYMENT OF SUCH DEBT AND ANY REFUNDINGS THEREOF, SUCH DEBT TO BE GENERAL OBLIGATION BONDS OR OTHER OBLIGATIONS OF THE DISTRICT, INCLUDING CONTRACTS OR LEASES (THE "BONDS"), ALL FOR THE PURPOSE OF PAYING, FINANCING OR REIMBURSING ALL OR ANY PART OF THE COSTS OF ACQUIRING, DESIGNING, CONSTRUCTING, INSTALLING, COMPLETING AND

IMPROVING STREETS WITHIN OR WITHOUT THE BOUNDARIES OF THE DISTRICT THROUGH THE CONSTRUCTION AND INSTALLATION OF CURBS, GUTTERS, CULVERTS, AND OTHER DRAINAGE FACILITIES, SIDEWALKS, BRIDGES, PARKING FACILITIES, PAVEMENT, LIGHTING, GRADING, LANDSCAPING, TRAFFIC AND SAFETY CONTROLS AND DEVICES, AND OTHER STREET IMPROVEMENTS AND, AS NECESSARY OR CONVENIENT THEREFOR, THE ACQUISITION OF PROPERTY AND EASEMENTS THROUGH CONDEMNATION OR OTHERWISE, SUCH BONDS TO BEAR INTEREST AT A MAXIMUM NET EFFECTIVE INTEREST RATE NOT TO EXCEED 18%, AND TO MATURE NOT MORE THAN 40 YEARS FROM THE DATE OF ISSUANCE, BE SUBJECT TO REDEMPTION, WITH OR WITHOUT PREMIUM, AND BE ISSUED, DATED AND SOLD AT, ABOVE OR BELOW PAR, AT SUCH TIME OR TIMES AND IN SUCH MANNER AND CONTAINING SUCH TERMS, NOT INCONSISTENT HERewith, AS THE BOARD OF DIRECTORS MAY DETERMINE, AND BE REFINANCED AT A NET EFFECTIVE INTEREST RATE NOT IN EXCESS OF THE MAXIMUM NET EFFECTIVE INTEREST RATE WITHOUT ADDITIONAL VOTER APPROVAL; AND IN CONNECTION THEREWITH (I) TO INCREASE THE DISTRICT'S PROPERTY TAXES IN ANY YEAR, WITHOUT LIMITATION AS TO RATE OR AMOUNT, IN AN AMOUNT SUFFICIENT TO PAY THE PRINCIPAL OF, PREMIUM, IF ANY, AND INTEREST ON THE BONDS WHEN DUE, AND (II) TO AUTHORIZE THE COLLECTION AND SPENDING OF THE PROCEEDS OF THE BONDS, THE REVENUES FROM SUCH TAXES, ANY OTHER REVENUES USED TO PAY THE BONDS AND ANY EARNINGS FROM THE INVESTMENT OF SUCH PROCEEDS AND REVENUES AS VOTER-APPROVED REVENUE CHANGES, AND WITHOUT LIMITING IN ANY YEAR THE AMOUNT OF OTHER REVENUES THAT MAY BE COLLECTED AND SPENT BY THE DISTRICT?

Number of YES votes cast: Three (3)

Number of NO votes cast: Zero (0)

VILLAGE AT THORNCREEK METROPOLITAN DISTRICT BALLOT ISSUE E
(Parks and Recreation Debt)

SHALL VILLAGE AT THORNCREEK METROPOLITAN DISTRICT'S DEBT BE INCREASED \$8,000,000 WITH A REPAYMENT COST OF \$19,000,000 OR BY SUCH LESSER AMOUNT AS MAY BE NECESSARY, AND SHALL VILLAGE AT THORNCREEK METROPOLITAN DISTRICT'S TAXES BE INCREASED \$1,500,000 ANNUALLY OR BY SUCH LESSER AMOUNT AS MAY BE NECESSARY FOR THE PAYMENT OF SUCH DEBT AND ANY REFUNDINGS THEREOF, SUCH DEBT TO BE GENERAL OBLIGATION BONDS OR OTHER OBLIGATIONS OF THE DISTRICT, INCLUDING CONTRACTS OR LEASES (THE "BONDS"), ALL FOR THE PURPOSE OF PAYING, FINANCING OR REIMBURSING ALL OR ANY PART OF THE COSTS OF ACQUIRING, DESIGNING, CONSTRUCTING, RELOCATING, INSTALLING, COMPLETING, IMPROVING AND OTHERWISE PROVIDING PARKS AND RECREATION IMPROVEMENTS AND FACILITIES WITHIN AND WITHOUT THE BOUNDARIES OF THE DISTRICT; INCLUDING THE ACQUISITION OF PROPERTY AND EASEMENTS OR OTHER INTERESTS IN LAND, FOR THE PRESERVATION OR CONSERVATION OF SITES, SCENES, OPEN SPACE, AND VISTAS OF

RECREATIONAL, SCIENTIFIC, HISTORIC, AESTHETIC, OR OTHER PUBLIC INTEREST; THE CONSTRUCTION OR INSTALLATION OF PARK AND RECREATION FACILITIES, INCLUDING TRAILS, PARKS, A CLUBHOUSE AND MEETING AREAS AND ANY OTHER ACTIVE OR PASSIVE RECREATIONAL USE, WITH ALL NECESSARY, INCIDENTAL, AND APPURTENANT FACILITIES, FENCING, EQUIPMENT, MONUMENTATION, AND EXTENSIONS OR EXPANSIONS OF AND IMPROVEMENTS TO SUCH FACILITIES, SUCH BONDS TO BEAR INTEREST AT A MAXIMUM NET EFFECTIVE INTEREST RATE NOT TO EXCEED 18%, AND TO MATURE NOT MORE THAN 40 YEARS FROM THE DATE OF ISSUANCE, BE SUBJECT TO REDEMPTION, WITH OR WITHOUT PREMIUM, AND BE ISSUED, DATED AND SOLD AT, ABOVE OR BELOW PAR AT SUCH TIME OR TIMES AND IN SUCH MANNER AND CONTAINING SUCH TERMS, NOT INCONSISTENT HEREWITH, AS THE BOARD OF DIRECTORS MAY DETERMINE, AND BE REFINANCED AT A NET EFFECTIVE INTEREST RATE NOT IN EXCESS OF THE MAXIMUM NET EFFECTIVE INTEREST RATE WITHOUT ADDITIONAL VOTER APPROVAL; AND IN CONNECTION THEREWITH (I) TO INCREASE THE DISTRICT'S AD VALOREM PROPERTY TAXES IN ANY YEAR, WITHOUT LIMITATION AS TO RATE OR AMOUNT, IN AN AMOUNT SUFFICIENT TO PAY THE PRINCIPAL OF, PREMIUM, IF ANY, AND INTEREST ON THE BONDS WHEN DUE, AND (II) TO AUTHORIZE THE COLLECTION AND SPENDING OF THE PROCEEDS OF THE BONDS, THE REVENUES FROM SUCH TAXES, ANY OTHER REVENUES USED TO PAY THE BONDS AND ANY EARNINGS FROM THE INVESTMENT OF SUCH PROCEEDS AND REVENUES AS VOTER-APPROVED REVENUE CHANGES, AND WITHOUT LIMITING IN ANY YEAR THE AMOUNT OF OTHER REVENUES THAT MAY BE COLLECTED AND SPENT BY THE DISTRICT?

Number of YES votes cast: Three (3)

Number of NO votes cast: Zero (0)

VILLAGE AT THORNCREEK METROPOLITAN DISTRICT BALLOT ISSUE F
(Water Debt)

SHALL VILLAGE AT THORNCREEK METROPOLITAN DISTRICT'S DEBT BE INCREASED \$8,000,000 WITH A REPAYMENT COST OF \$19,000,000 OR BY SUCH LESSER AMOUNT AS MAY BE NECESSARY, AND SHALL VILLAGE AT THORNCREEK METROPOLITAN DISTRICT'S TAXES BE INCREASED \$1,500,000 ANNUALLY OR BY SUCH LESSER AMOUNT AS MAY BE NECESSARY FOR THE PAYMENT OF SUCH DEBT AND ANY REFUNDINGS THEREOF, SUCH DEBT TO BE GENERAL OBLIGATION BONDS OR OTHER OBLIGATIONS OF THE DISTRICT, INCLUDING CONTRACTS OR LEASES (THE "BONDS"), ALL FOR THE PURPOSE OF PAYING, REIMBURSING OR FINANCING ALL OR ANY PART OF THE COSTS OF ACQUIRING, CONSTRUCTING, RELOCATING, COMPLETING AND INSTALLING A COMPLETE POTABLE AND NON-POTABLE LOCAL WATER SUPPLY, STORAGE, TREATMENT, TRANSMISSION AND DISTRIBUTION SYSTEM, WHICH MAY INCLUDE, BUT SHALL NOT BE LIMITED TO, TRANSMISSION LINES, DISTRIBUTION MAINS AND LATERALS, IRRIGATION FACILITIES, WELLS, TREATMENT, STORAGE

FACILITIES, LAND AND EASEMENTS, AND ALL NECESSARY INCIDENTAL APPURTENANT FACILITIES, TOGETHER WITH EXTENSIONS OF AND IMPROVEMENTS TO SAID SYSTEM WITHIN AND WITHOUT THE BOUNDARIES OF THE DISTRICT, SUCH BONDS TO BEAR INTEREST AT A MAXIMUM NET EFFECTIVE INTEREST RATE NOT TO EXCEED 18%, AND TO MATURE NOT MORE THAN 40 YEARS FROM THE DATE OF ISSUANCE, BE SUBJECT TO REDEMPTION, WITH OR WITHOUT PREMIUM, AND BE ISSUED, DATED AND SOLD AT, ABOVE OR BELOW PAR, AT SUCH TIME OR TIMES AND IN SUCH MANNER AND CONTAINING SUCH TERMS, NOT INCONSISTENT HERewith, AS THE BOARD OF DIRECTORS MAY DETERMINE, AND BE REFINANCED AT A NET EFFECTIVE INTEREST RATE NOT IN EXCESS OF THE MAXIMUM NET EFFECTIVE INTEREST RATE WITHOUT ADDITIONAL VOTER APPROVAL; AND IN CONNECTION THEREWITH (I) TO INCREASE THE DISTRICT'S PROPERTY TAXES IN ANY YEAR, WITHOUT LIMITATION AS TO RATE OR AMOUNT, IN AN AMOUNT SUFFICIENT TO PAY THE PRINCIPAL OF, PREMIUM, IF ANY, AND INTEREST ON THE BONDS WHEN DUE, AND (II) TO AUTHORIZE THE COLLECTION AND SPENDING OF THE PROCEEDS OF THE BONDS, THE REVENUES FROM SUCH TAXES, ANY OTHER REVENUES USED TO PAY THE BONDS AND ANY EARNINGS FROM THE INVESTMENT OF SUCH PROCEEDS AND REVENUES AS VOTER-APPROVED REVENUE CHANGES, AND WITHOUT LIMITING IN ANY YEAR THE AMOUNT OF OTHER REVENUES THAT MAY BE COLLECTED AND SPENT BY THE DISTRICT?

Number of YES votes cast: Three (3)

Number of NO votes cast: Zero (0)

VILLAGE AT THORNCREEK METROPOLITAN DISTRICT BALLOT ISSUE G
(Sewer Debt)

SHALL VILLAGE AT THORNCREEK METROPOLITAN DISTRICT'S DEBT BE INCREASED \$8,000,000 WITH A REPAYMENT COST OF \$19,000,000 OR BY SUCH LESSER AMOUNT AS MAY BE NECESSARY, AND SHALL VILLAGE AT THORNCREEK METROPOLITAN DISTRICT'S TAXES BE INCREASED \$1,500,000 ANNUALLY OR BY SUCH LESSER AMOUNT AS MAY BE NECESSARY FOR THE PAYMENT OF SUCH DEBT AND ANY REFUNDINGS THEREOF SUCH DEBT TO BE GENERAL OBLIGATION BONDS OR OTHER GENERAL OBLIGATIONS OF THE DISTRICT, INCLUDING CONTRACTS OR LEASES (THE "BONDS"), ALL FOR THE PURPOSE OF PAYING, FINANCING OR REIMBURSING ALL OR ANY PART OF THE COSTS OF ACQUIRING, CONSTRUCTING, RELOCATING, COMPLETING AND INSTALLING OF A COMPLETE LOCAL SANITARY SEWAGE COLLECTION AND TRANSMISSION SYSTEM WHICH MAY INCLUDE, BUT SHALL NOT BE LIMITED TO COLLECTION MAINS AND LATERALS, TRANSMISSION LINES, LIFT STATIONS, INCLUDING DETENTION/RETENTION PONDS AND ASSOCIATED IRRIGATION FACILITIES, AND ALL NECESSARY INCIDENTAL APPURTENANT FACILITIES, TOGETHER WITH EXTENSIONS OF AND IMPROVEMENTS TO SAID SYSTEM WITHIN AND WITHOUT THE BOUNDARIES OF THE DISTRICT; SUCH BONDS TO BEAR INTEREST AT A MAXIMUM NET EFFECTIVE INTEREST RATE NOT TO EXCEED 18%,

AND TO MATURE NOT MORE THAN 40 YEARS FROM THE DATE OF ISSUANCE, BE SUBJECT TO REDEMPTION, WITH OR WITHOUT PREMIUM, AND BE ISSUED, DATED AND SOLD AT, ABOVE OR BELOW PAR AT SUCH TIME OR TIMES AND IN SUCH MANNER AND CONTAINING SUCH TERMS, NOT INCONSISTENT HEREWITH, AS THE BOARD OF DIRECTORS MAY DETERMINE, AND BE REFINANCED AT A NET EFFECTIVE INTEREST RATE NOT IN EXCESS OF THE MAXIMUM NET EFFECTIVE INTEREST RATE WITHOUT ADDITIONAL VOTER APPROVAL; AND IN CONNECTION THEREWITH (I) TO INCREASE THE DISTRICT'S PROPERTY TAXES IN ANY YEAR, WITHOUT LIMITATION AS TO RATE OR AMOUNT, IN AN AMOUNT SUFFICIENT TO PAY THE PRINCIPAL OF, PREMIUM, IF ANY, AND INTEREST ON THE BONDS WHEN DUE, AND (II) TO AUTHORIZE THE COLLECTION AND SPENDING OF THE PROCEEDS OF THE BONDS, THE REVENUES FROM SUCH TAXES, ANY OTHER REVENUES USED TO PAY THE BONDS AND ANY EARNINGS FROM THE INVESTMENT OF SUCH PROCEEDS AND REVENUES AS A VOTER-APPROVED REVENUE CHANGE, AND WITHOUT LIMITING IN ANY YEAR THE AMOUNT OF OTHER REVENUES THAT MAY BE COLLECTED AND SPENT BY THE DISTRICT?

Number of YES votes cast: Three (3)

Number of NO votes cast: Zero (0)

VILLAGE AT THORNCREEK METROPOLITAN DISTRICT BALLOT ISSUE H
(Developer Reimbursement Debt)

SHALL VILLAGE AT THORNCREEK METROPOLITAN DISTRICT'S DEBT BE INCREASED \$8,000,000 WITH A REPAYMENT COST OF \$19,000,000 OR BY SUCH LESSER AMOUNT AS MAY BE NECESSARY, AND SHALL VILLAGE AT THORNCREEK METROPOLITAN DISTRICT'S TAXES BE INCREASED \$1,500,000 ANNUALLY OR BY SUCH LESSER AMOUNT AS MAY BE NECESSARY FOR THE PAYMENT OF SUCH DEBT AND ANY REFUNDINGS THEREOF, SUCH DEBT OR MULTIPLE FISCAL YEAR OBLIGATION TO CONSIST OF GENERAL OBLIGATION BONDS OR OTHER OBLIGATIONS OF THE DISTRICT, INCLUDING CONTRACTS AND AGREEMENTS, ISSUED OR INCURRED FOR THE PURPOSE OF PAYING, REIMBURSING, FINANCING OR REFINANCING ALL OR ANY PART OF THE DISTRICT'S OPERATING EXPENSES, OR ADVANCES OF OPERATING EXPENSES MADE TO THE DISTRICT, SUCH DEBT OR MULTIPLE FISCAL YEAR OBLIGATION TO BEAR INTEREST AT A NET EFFECTIVE INTEREST RATE NOT IN EXCESS OF 18% PER ANNUM, SUCH INTEREST TO ACCRUE UNTIL PAID AND TO COMPOUND ANNUALLY OR SEMIANNUALLY AS MAY BE DETERMINED BY THE BOARD OF DIRECTORS, SUCH DEBT OR MULTIPLE FISCAL YEAR OBLIGATION TO BE INCURRED AT ONE TIME OR FROM TIME TO TIME AND TO MATURE NOT MORE THAN 40 YEARS FROM THE DATE OF ISSUANCE, BE SUBJECT TO REDEMPTION OR PREPAYMENT, WITH OR WITHOUT PREMIUM, AND TO CONTAIN SUCH TERMS, NOT INCONSISTENT HEREWITH AS THE BOARD OF DIRECTORS MAY DETERMINE, TO BE PAID FROM ANY LEGALLY AVAILABLE MONEYS OF THE DISTRICT, INCLUDING THE REVENUES DERIVED FROM INTEREST EARNINGS AND FROM THE OPERATION OF ANY OF THE DISTRICT'S FACILITIES OR PROPERTIES; AND IN

CONNECTION THEREWITH (I) TO INCREASE THE DISTRICT'S PROPERTY TAXES IN ANY YEAR, WITHOUT LIMITATION AS TO RATE OR AMOUNT, IN AN AMOUNT SUFFICIENT TO PAY THE PRINCIPAL OF, AND INTEREST ON THE DEBT OR MULTIPLE FISCAL YEAR OBLIGATION WHEN DUE, AND (II) TO AUTHORIZE THE COLLECTION AND SPENDING OF ANY PROCEEDS OF THE DEBT OR MULTIPLE FISCAL YEAR OBLIGATION, THE REVENUES FROM SUCH TAXES, ANY OTHER REVENUES USED TO PAY THE DEBT OR MULTIPLE FISCAL YEAR OBLIGATION AND ANY EARNINGS FROM THE INVESTMENT OF SUCH PROCEEDS AND REVENUES AS VOTER-APPROVED REVENUE CHANGES, AND WITHOUT LIMITING IN ANY YEAR THE AMOUNT OF OTHER REVENUES THAT MAY BE COLLECTED AND SPENT BY THE DISTRICT?

Number of YES votes cast: Three (3)

Number of NO votes cast: Zero (0)

VILLAGE AT THORNCREEK METROPOLITAN DISTRICT BALLOT ISSUE I
(Debt Refunding)

SHALL VILLAGE AT THORNCREEK METROPOLITAN DISTRICT'S DEBT BE INCREASED \$8,000,000 WITH A REPAYMENT COST OF \$19,000,000 OR BY SUCH LESSER AMOUNT AS MAY BE NECESSARY, AND SHALL VILLAGE AT THORNCREEK METROPOLITAN DISTRICT'S TAXES BE INCREASED \$1,500,000 ANNUALLY OR BY SUCH LESSER AMOUNT AS MAY BE NECESSARY FOR THE PAYMENT OF SUCH DEBT AND ANY REFUNDINGS THEREOF, SUCH DEBT TO BE GENERAL OBLIGATION BONDS OR OTHER OBLIGATIONS OF THE DISTRICT, INCLUDING CONTRACTS OR LEASES (THE "BONDS"), ALL FOR THE PURPOSE OF REFUNDING, REFINANCING OR DEFEASING ANY OR ALL OF THE DISTRICT'S DEBT OR OTHER OBLIGATIONS AT AN INTEREST RATE THAT IS EQUAL TO, LOWER OR HIGHER THAN THE INTEREST RATE ON THE REFUNDED BONDS, BUT IS NOT IN EXCESS OF THE MAXIMUM NET EFFECTIVE INTEREST RATE OF 18%, SUCH BONDS TO MATURE NOT MORE THAN 40 YEARS FROM THE DATE OF ISSUANCE, BE SUBJECT TO REDEMPTION, WITH OR WITHOUT PREMIUM, AND BE ISSUED, DATED AND SOLD AT, ABOVE OR BELOW PAR, AT SUCH TIME OR TIMES AND IN SUCH MANNER AND CONTAINING SUCH TERMS, NOT INCONSISTENT HEREWITH, AS THE BOARD OF DIRECTORS MAY DETERMINE, AND IN CONNECTION THEREWITH (I) TO INCREASE THE DISTRICT'S PROPERTY TAXES IN ANY YEAR, WITHOUT LIMITATION AS TO RATE OR AMOUNT, IN AN AMOUNT SUFFICIENT TO PAY THE PRINCIPAL OF, PREMIUM, IF ANY, AND INTEREST ON THE BONDS WHEN DUE, AND (II) TO AUTHORIZE THE COLLECTION AND SPENDING OF THE PROCEEDS OF THE BONDS, THE REVENUES FROM SUCH TAXES, ANY OTHER REVENUES USED TO PAY THE BONDS AND ANY EARNINGS FROM THE INVESTMENT OF SUCH PROCEEDS AND REVENUES AS VOTER-APPROVED REVENUE CHANGES, AND WITHOUT LIMITING IN ANY YEAR THE AMOUNT OF OTHER REVENUES THAT MAY BE COLLECTED AND SPENT BY THE DISTRICT, WHICH UTILIZATION OF SUCH DEBT AUTHORIZATION SHALL BE SUBJECT TO APPROVAL OF AN

AMENDMENT TO THE VILLAGE AT THORNCREEK METROPOLITAN DISTRICT SERVICE PLAN BY THE CITY OF THORNTON?

Number of YES votes cast: Three (3)

Number of NO votes cast: Zero (0)

VILLAGE AT THORNCREEK METROPOLITAN DISTRICT BALLOT QUESTION J
(Waiver of Term Limits)

Shall the limitations on terms of office of elected members of the Board of Directors of the Village at Thorncreek Metropolitan District be eliminated pursuant to Article XVIII, Section 11(2) of the Colorado Constitution?

Number of YES votes cast: Three (3)

Number of NO votes cast: Zero (0)

At such election, the total number of provisional ballots counted and rejected were as follows:

Total Provisional Ballots Cast Zero (0)

Provisional Ballots Counted N/A

Provisional Ballots Rejected:

Provisional Ballot Affidavit not signed	<u>N/A</u>
Unable to confirm elector's eligibility	<u>N/A</u>
Provisional ballot envelope is empty	<u>N/A</u>
Elector did not register by the deadline	<u>N/A</u>
Elector voted a mail-in ballot	<u>N/A</u>
Elector not registered in the State	<u>N/A</u>

TOTAL REJECTED N/A

CERTIFIED this 6th day of May, 2010.

Dana S. Talan
Designated Election Official

Elizabeth Talan
Canvasser

Joseph J. ...
Canvasser

Contact Person for District:

Robert G. Cole

Business Address:

**Collins Cockrel & Cole
390 Union Boulevard, Suite 400
Denver, Colorado 80228**

Telephone Number:

(303) 986-1551; (800) 354-5941

EXHIBIT A

(Attach Judges' Certificate of Election Returns)

**JUDGES' CERTIFICATE OF MAIL BALLOT ELECTION RETURNS
FOR VILLAGE AT THORNCREEK METROPOLITAN DISTRICT**

IT IS HEREBY CERTIFIED by the undersigned, who conducted the mail ballot election held in the Village at Thorncreek Metropolitan District, in Adams County, Colorado, on the 4th day of May, 2010, that after qualifying by swearing and subscribing to their Oaths of Office, they opened the polls at 7:00 a.m., and that they kept the polls open continuously until the hour of 7:00 p.m. on such date, after which they counted the ballots cast for and against organization of the Village at Thorncreek Metropolitan District, for Directors of the District and for and against any ballot questions or ballot issues submitted in accordance with the Uniform Election Code.

That the votes cast for Director of the District for a term to the first regular election in 2012 were as follows:

CANDIDATE FOR DIRECTOR	NUMBER OF VOTES CAST
Antonio Corona	<u>Three</u>
Randy Bryant	<u>Three</u>

That the votes cast for Director of the District for a term to the second regular election in 2014 were as follows:

CANDIDATE FOR DIRECTOR	NUMBER OF VOTES CAST
Dana Jo Talarico	<u>Three</u>
Joseph A. Talarico	<u>Three</u>
Vacancy	

That the votes cast for and against the ballot issue or ballot question submitted were as follows:

VILLAGE AT THORNCREEK METROPOLITAN DISTRICT BALLOT QUESTION A

Shall Village at Thorncreek Metropolitan District be organized?

YES	NO
<u>Three</u>	<u>Zero</u>

VILLAGE AT THORNCREEK METROPOLITAN DISTRICT BALLOT ISSUE B
(Operations and Maintenance Tax Increase)

SHALL VILLAGE AT THORNCREEK METROPOLITAN DISTRICT TAXES BE INCREASED \$200,000 ANNUALLY OR BY SUCH LESSER AMOUNT, AS NECESSARY TO PAY THE DISTRICT'S OPERATIONS, MAINTENANCE AND OTHER EXPENSES, AND SHALL

PROPERTY TAXES BE IMPOSED IN ANY YEAR AT A RATE OR IN AN AMOUNT NECESSARY TO RAISE THE NECESSARY REVENUES TO PAY SAID EXPENSES UP TO THE VOTER AUTHORIZED AMOUNT OF \$200,000; AND SHALL THE PROCEEDS OF SUCH TAXES AND ANY INVESTMENT INCOME THEREON BE COLLECTED AND SPENT BY THE DISTRICT IN FISCAL YEAR 2010 AND IN EACH YEAR THEREAFTER FOR AS LONG AS THE DISTRICT CONTINUES IN EXISTENCE, WITHOUT LIMITATION BY THE REVENUE AND SPENDING LIMITS OF ARTICLE X, SECTION 20 OF THE COLORADO CONSTITUTION AND WITHOUT REGARD TO THE PROPERTY TAX REVENUE LIMITATION IN § 29-1-301, C.R.S. OR ANY OTHER STATUTORY OR CONSTITUTIONAL PROVISION?

YES

Three

NO

Zero

VILLAGE AT THORNCREEK METROPOLITAN DISTRICT BALLOT ISSUE C
(TABOR Exemption for Revenue)

SHALL VILLAGE AT THORNCREEK METROPOLITAN DISTRICT BE AUTHORIZED TO COLLECT, RETAIN AND SPEND ANY AND ALL AMOUNTS ANNUALLY FROM ANY REVENUE SOURCES WHATSOEVER OTHER THAN AD VALOREM TAXES, INCLUDING BUT NOT LIMITED TO TAP FEES, FACILITY FEES, SERVICE CHARGES, INSPECTION CHARGES, ADMINISTRATIVE CHARGES, GRANTS, OR ANY OTHER FEE, RATE, TOLL, PENALTY, INCOME OR CHARGE IMPOSED, COLLECTED OR AUTHORIZED BY LAW TO BE IMPOSED OR COLLECTED BY THE DISTRICT AND SHALL SUCH REVENUES BE COLLECTED AND SPENT BY THE DISTRICT AS A VOTER-APPROVED REVENUE CHANGE WITHOUT REGARD TO ANY SPENDING, REVENUE-RAISING OR OTHER LIMITATION CONTAINED WITHIN ARTICLE X, SECTION 20 OF THE COLORADO CONSTITUTION AND WITHOUT LIMITING IN ANY YEAR THE AMOUNT OF OTHER REVENUES THAT MAY BE COLLECTED AND SPENT BY THE DISTRICT?

YES

Three

NO

Zero

VILLAGE AT THORNCREEK METROPOLITAN DISTRICT BALLOT ISSUE D
(Streets Debt)

SHALL VILLAGE AT THORNCREEK METROPOLITAN DISTRICT'S DEBT BE INCREASED \$8,000,000 WITH A REPAYMENT COST OF \$19,000,000 OR BY SUCH LESSER AMOUNT AS MAY BE NECESSARY, AND SHALL VILLAGE AT THORNCREEK METROPOLITAN DISTRICT'S TAXES BE INCREASED \$1,500,000 ANNUALLY OR BY SUCH LESSER AMOUNT AS MAY BE NECESSARY FOR THE PAYMENT OF SUCH DEBT AND ANY REFUNDINGS THEREOF, SUCH DEBT TO BE GENERAL OBLIGATION BONDS OR OTHER OBLIGATIONS OF THE DISTRICT, INCLUDING CONTRACTS OR LEASES (THE "BONDS"), ALL FOR THE PURPOSE OF PAYING, FINANCING OR REIMBURSING ALL OR ANY PART OF THE COSTS OF ACQUIRING, DESIGNING, CONSTRUCTING, INSTALLING, COMPLETING AND IMPROVING STREETS WITHIN OR WITHOUT THE BOUNDARIES OF THE DISTRICT THROUGH THE CONSTRUCTION AND INSTALLATION OF CURBS,

GUTTERS, CULVERTS, AND OTHER DRAINAGE FACILITIES, SIDEWALKS, BRIDGES, PARKING FACILITIES, PAVEMENT, LIGHTING, GRADING, LANDSCAPING, TRAFFIC AND SAFETY CONTROLS AND DEVICES, AND OTHER STREET IMPROVEMENTS AND, AS NECESSARY OR CONVENIENT THEREFOR, THE ACQUISITION OF PROPERTY AND EASEMENTS THROUGH CONDEMNATION OR OTHERWISE, SUCH BONDS TO BEAR INTEREST AT A MAXIMUM NET EFFECTIVE INTEREST RATE NOT TO EXCEED 18%, AND TO MATURE NOT MORE THAN 40 YEARS FROM THE DATE OF ISSUANCE, BE SUBJECT TO REDEMPTION, WITH OR WITHOUT PREMIUM, AND BE ISSUED, DATED AND SOLD AT, ABOVE OR BELOW PAR, AT SUCH TIME OR TIMES AND IN SUCH MANNER AND CONTAINING SUCH TERMS, NOT INCONSISTENT HERewith, AS THE BOARD OF DIRECTORS MAY DETERMINE, AND BE REFINANCED AT A NET EFFECTIVE INTEREST RATE NOT IN EXCESS OF THE MAXIMUM NET EFFECTIVE INTEREST RATE WITHOUT ADDITIONAL VOTER APPROVAL; AND IN CONNECTION THEREWITH (I) TO INCREASE THE DISTRICT'S PROPERTY TAXES IN ANY YEAR, WITHOUT LIMITATION AS TO RATE OR AMOUNT, IN AN AMOUNT SUFFICIENT TO PAY THE PRINCIPAL OF, PREMIUM, IF ANY, AND INTEREST ON THE BONDS WHEN DUE, AND (II) TO AUTHORIZE THE COLLECTION AND SPENDING OF THE PROCEEDS OF THE BONDS, THE REVENUES FROM SUCH TAXES, ANY OTHER REVENUES USED TO PAY THE BONDS AND ANY EARNINGS FROM THE INVESTMENT OF SUCH PROCEEDS AND REVENUES AS VOTER-APPROVED REVENUE CHANGES, AND WITHOUT LIMITING IN ANY YEAR THE AMOUNT OF OTHER REVENUES THAT MAY BE COLLECTED AND SPENT BY THE DISTRICT?

YES

NO

Three

Zero

VILLAGE AT THORNCREEK METROPOLITAN DISTRICT BALLOT ISSUE E
(Parks and Recreation Debt)

SHALL VILLAGE AT THORNCREEK METROPOLITAN DISTRICT'S DEBT BE INCREASED \$8,000,000 WITH A REPAYMENT COST OF \$19,000,000 OR BY SUCH LESSER AMOUNT AS MAY BE NECESSARY, AND SHALL VILLAGE AT THORNCREEK METROPOLITAN DISTRICT'S TAXES BE INCREASED \$1,500,000 ANNUALLY OR BY SUCH LESSER AMOUNT AS MAY BE NECESSARY FOR THE PAYMENT OF SUCH DEBT AND ANY REFUNDINGS THEREOF, SUCH DEBT TO BE GENERAL OBLIGATION BONDS OR OTHER OBLIGATIONS OF THE DISTRICT, INCLUDING CONTRACTS OR LEASES (THE "BONDS"), ALL FOR THE PURPOSE OF PAYING, FINANCING OR REIMBURSING ALL OR ANY PART OF THE COSTS OF ACQUIRING, DESIGNING, CONSTRUCTING, RELOCATING, INSTALLING, COMPLETING, IMPROVING AND OTHERWISE PROVIDING PARKS AND RECREATION IMPROVEMENTS AND FACILITIES WITHIN AND WITHOUT THE BOUNDARIES OF THE DISTRICT; INCLUDING THE ACQUISITION OF PROPERTY AND EASEMENTS OR OTHER INTERESTS IN LAND, FOR THE PRESERVATION OR CONSERVATION OF SITES, SCENES, OPEN SPACE, AND VISTAS OF RECREATIONAL, SCIENTIFIC, HISTORIC, AESTHETIC, OR OTHER PUBLIC INTEREST; THE CONSTRUCTION OR INSTALLATION OF PARK AND RECREATION FACILITIES, INCLUDING TRAILS, PARKS, A CLUBHOUSE AND MEETING AREAS AND ANY OTHER ACTIVE OR PASSIVE RECREATIONAL USE, WITH ALL NECESSARY, INCIDENTAL, AND APPURTENANT FACILITIES, FENCING, EQUIPMENT, MONUMENTATION, AND EXTENSIONS OR

EXPANSIONS OF AND IMPROVEMENTS TO SUCH FACILITIES, SUCH BONDS TO BEAR INTEREST AT A MAXIMUM NET EFFECTIVE INTEREST RATE NOT TO EXCEED 18%, AND TO MATURE NOT MORE THAN 40 YEARS FROM THE DATE OF ISSUANCE, BE SUBJECT TO REDEMPTION, WITH OR WITHOUT PREMIUM, AND BE ISSUED, DATED AND SOLD AT, ABOVE OR BELOW PAR AT SUCH TIME OR TIMES AND IN SUCH MANNER AND CONTAINING SUCH TERMS, NOT INCONSISTENT HEREWITH, AS THE BOARD OF DIRECTORS MAY DETERMINE, AND BE REFINANCED AT A NET EFFECTIVE INTEREST RATE NOT IN EXCESS OF THE MAXIMUM NET EFFECTIVE INTEREST RATE WITHOUT ADDITIONAL VOTER APPROVAL; AND IN CONNECTION THEREWITH (I) TO INCREASE THE DISTRICT'S AD VALOREM PROPERTY TAXES IN ANY YEAR, WITHOUT LIMITATION AS TO RATE OR AMOUNT, IN AN AMOUNT SUFFICIENT TO PAY THE PRINCIPAL OF, PREMIUM, IF ANY, AND INTEREST ON THE BONDS WHEN DUE, AND (II) TO AUTHORIZE THE COLLECTION AND SPENDING OF THE PROCEEDS OF THE BONDS, THE REVENUES FROM SUCH TAXES, ANY OTHER REVENUES USED TO PAY THE BONDS AND ANY EARNINGS FROM THE INVESTMENT OF SUCH PROCEEDS AND REVENUES AS VOTER-APPROVED REVENUE CHANGES, AND WITHOUT LIMITING IN ANY YEAR THE AMOUNT OF OTHER REVENUES THAT MAY BE COLLECTED AND SPENT BY THE DISTRICT?

YES

NO

Three

zero

VILLAGE AT THORNCREEK METROPOLITAN DISTRICT BALLOT ISSUE F
(Water Debt)

SHALL VILLAGE AT THORNCREEK METROPOLITAN DISTRICT'S DEBT BE INCREASED \$8,000,000 WITH A REPAYMENT COST OF \$19,000,000 OR BY SUCH LESSER AMOUNT AS MAY BE NECESSARY, AND SHALL VILLAGE AT THORNCREEK METROPOLITAN DISTRICT'S TAXES BE INCREASED \$1,500,000 ANNUALLY OR BY SUCH LESSER AMOUNT AS MAY BE NECESSARY FOR THE PAYMENT OF SUCH DEBT AND ANY REFUNDINGS THEREOF, SUCH DEBT TO BE GENERAL OBLIGATION BONDS OR OTHER OBLIGATIONS OF THE DISTRICT, INCLUDING CONTRACTS OR LEASES (THE "BONDS"), ALL FOR THE PURPOSE OF PAYING, REIMBURSING OR FINANCING ALL OR ANY PART OF THE COSTS OF ACQUIRING, CONSTRUCTING, RELOCATING, COMPLETING AND INSTALLING A COMPLETE POTABLE AND NON-POTABLE LOCAL WATER SUPPLY, STORAGE, TREATMENT, TRANSMISSION AND DISTRIBUTION SYSTEM, WHICH MAY INCLUDE, BUT SHALL NOT BE LIMITED TO, TRANSMISSION LINES, DISTRIBUTION MAINS AND LATERALS, IRRIGATION FACILITIES, WELLS, TREATMENT, STORAGE FACILITIES, LAND AND EASEMENTS, AND ALL NECESSARY INCIDENTAL APPURTENANT FACILITIES, TOGETHER WITH EXTENSIONS OF AND IMPROVEMENTS TO SAID SYSTEM WITHIN AND WITHOUT THE BOUNDARIES OF THE DISTRICT, SUCH BONDS TO BEAR INTEREST AT A MAXIMUM NET EFFECTIVE INTEREST RATE NOT TO EXCEED 18%, AND TO MATURE NOT MORE THAN 40 YEARS FROM THE DATE OF ISSUANCE, BE SUBJECT TO REDEMPTION, WITH OR WITHOUT PREMIUM, AND BE ISSUED, DATED AND SOLD AT, ABOVE OR BELOW PAR, AT SUCH TIME OR TIMES AND IN SUCH MANNER AND CONTAINING SUCH TERMS, NOT INCONSISTENT HEREWITH, AS THE BOARD OF DIRECTORS MAY DETERMINE, AND BE REFINANCED AT A NET EFFECTIVE INTEREST RATE NOT IN EXCESS OF THE MAXIMUM NET EFFECTIVE

INTEREST RATE WITHOUT ADDITIONAL VOTER APPROVAL; AND IN CONNECTION THEREWITH (I) TO INCREASE THE DISTRICT'S PROPERTY TAXES IN ANY YEAR, WITHOUT LIMITATION AS TO RATE OR AMOUNT, IN AN AMOUNT SUFFICIENT TO PAY THE PRINCIPAL OF, PREMIUM, IF ANY, AND INTEREST ON THE BONDS WHEN DUE, AND (II) TO AUTHORIZE THE COLLECTION AND SPENDING OF THE PROCEEDS OF THE BONDS, THE REVENUES FROM SUCH TAXES, ANY OTHER REVENUES USED TO PAY THE BONDS AND ANY EARNINGS FROM THE INVESTMENT OF SUCH PROCEEDS AND REVENUES AS VOTER-APPROVED REVENUE CHANGES, AND WITHOUT LIMITING IN ANY YEAR THE AMOUNT OF OTHER REVENUES THAT MAY BE COLLECTED AND SPENT BY THE DISTRICT?

YES

NO

Three

Zero

VILLAGE AT THORNCREEK METROPOLITAN DISTRICT BALLOT ISSUE G
(Sewer Debt)

SHALL VILLAGE AT THORNCREEK METROPOLITAN DISTRICT'S DEBT BE INCREASED \$8,000,000 WITH A REPAYMENT COST OF \$19,000,000 OR BY SUCH LESSER AMOUNT AS MAY BE NECESSARY, AND SHALL VILLAGE AT THORNCREEK METROPOLITAN DISTRICT'S TAXES BE INCREASED \$1,500,000 ANNUALLY OR BY SUCH LESSER AMOUNT AS MAY BE NECESSARY FOR THE PAYMENT OF SUCH DEBT AND ANY REFUNDINGS THEREOF SUCH DEBT TO BE GENERAL OBLIGATION BONDS OR OTHER GENERAL OBLIGATIONS OF THE DISTRICT, INCLUDING CONTRACTS OR LEASES (THE "BONDS"), ALL FOR THE PURPOSE OF PAYING, FINANCING OR REIMBURSING ALL OR ANY PART OF THE COSTS OF ACQUIRING, CONSTRUCTING, RELOCATING, COMPLETING AND INSTALLING OF A COMPLETE LOCAL SANITARY SEWAGE COLLECTION AND TRANSMISSION SYSTEM WHICH MAY INCLUDE, BUT SHALL NOT BE LIMITED TO COLLECTION MAINS AND LATERALS, TRANSMISSION LINES, LIFT STATIONS, INCLUDING DETENTION/RETENTION PONDS AND ASSOCIATED IRRIGATION FACILITIES, AND ALL NECESSARY INCIDENTAL APPURTENANT FACILITIES, TOGETHER WITH EXTENSIONS OF AND IMPROVEMENTS TO SAID SYSTEM WITHIN AND WITHOUT THE BOUNDARIES OF THE DISTRICT; SUCH BONDS TO BEAR INTEREST AT A MAXIMUM NET EFFECTIVE INTEREST RATE NOT TO EXCEED 18%, AND TO MATURE NOT MORE THAN 40 YEARS FROM THE DATE OF ISSUANCE, BE SUBJECT TO REDEMPTION, WITH OR WITHOUT PREMIUM, AND BE ISSUED, DATED AND SOLD AT, ABOVE OR BELOW PAR AT SUCH TIME OR TIMES AND IN SUCH MANNER AND CONTAINING SUCH TERMS, NOT INCONSISTENT HERewith, AS THE BOARD OF DIRECTORS MAY DETERMINE, AND BE REFINANCED AT A NET EFFECTIVE INTEREST RATE NOT IN EXCESS OF THE MAXIMUM NET EFFECTIVE INTEREST RATE WITHOUT ADDITIONAL VOTER APPROVAL; AND IN CONNECTION THEREWITH (I) TO INCREASE THE DISTRICT'S PROPERTY TAXES IN ANY YEAR, WITHOUT LIMITATION AS TO RATE OR AMOUNT, IN AN AMOUNT SUFFICIENT TO PAY THE PRINCIPAL OF, PREMIUM, IF ANY, AND INTEREST ON THE BONDS WHEN DUE, AND (II) TO AUTHORIZE THE COLLECTION AND SPENDING OF THE PROCEEDS OF THE BONDS, THE REVENUES FROM SUCH TAXES, ANY OTHER REVENUES USED TO PAY THE BONDS AND ANY EARNINGS

FROM THE INVESTMENT OF SUCH PROCEEDS AND REVENUES AS A VOTER-APPROVED REVENUE CHANGE, AND WITHOUT LIMITING IN ANY YEAR THE AMOUNT OF OTHER REVENUES THAT MAY BE COLLECTED AND SPENT BY THE DISTRICT?

YES

Three

NO

Zero

VILLAGE AT THORNCREEK METROPOLITAN DISTRICT BALLOT ISSUE H
(Developer Reimbursement Debt)

SHALL VILLAGE AT THORNCREEK METROPOLITAN DISTRICT'S DEBT BE INCREASED \$8,000,000 WITH A REPAYMENT COST OF \$19,000,000 OR BY SUCH LESSER AMOUNT AS MAY BE NECESSARY, AND SHALL VILLAGE AT THORNCREEK METROPOLITAN DISTRICT'S TAXES BE INCREASED \$1,500,000 ANNUALLY OR BY SUCH LESSER AMOUNT AS MAY BE NECESSARY FOR THE PAYMENT OF SUCH DEBT AND ANY REFUNDINGS THEREOF, SUCH DEBT OR MULTIPLE FISCAL YEAR OBLIGATION TO CONSIST OF GENERAL OBLIGATION BONDS OR OTHER OBLIGATIONS OF THE DISTRICT, INCLUDING CONTRACTS AND AGREEMENTS, ISSUED OR INCURRED FOR THE PURPOSE OF PAYING, REIMBURSING, FINANCING OR REFINANCING ALL OR ANY PART OF THE DISTRICT'S OPERATING EXPENSES, OR ADVANCES OF OPERATING EXPENSES MADE TO THE DISTRICT, SUCH DEBT OR MULTIPLE FISCAL YEAR OBLIGATION TO BEAR INTEREST AT A NET EFFECTIVE INTEREST RATE NOT IN EXCESS OF 18% PER ANNUM, SUCH INTEREST TO ACCRUE UNTIL PAID AND TO COMPOUND ANNUALLY OR SEMIANNUALLY AS MAY BE DETERMINED BY THE BOARD OF DIRECTORS, SUCH DEBT OR MULTIPLE FISCAL YEAR OBLIGATION TO BE INCURRED AT ONE TIME OR FROM TIME TO TIME AND TO MATURE NOT MORE THAN 40 YEARS FROM THE DATE OF ISSUANCE, BE SUBJECT TO REDEMPTION OR PREPAYMENT, WITH OR WITHOUT PREMIUM, AND TO CONTAIN SUCH TERMS, NOT INCONSISTENT HERewith AS THE BOARD OF DIRECTORS MAY DETERMINE, TO BE PAID FROM ANY LEGALLY AVAILABLE MONEYS OF THE DISTRICT, INCLUDING THE REVENUES DERIVED FROM INTEREST EARNINGS AND FROM THE OPERATION OF ANY OF THE DISTRICT'S FACILITIES OR PROPERTIES; AND IN CONNECTION THEREWITH (I) TO INCREASE THE DISTRICT'S PROPERTY TAXES IN ANY YEAR, WITHOUT LIMITATION AS TO RATE OR AMOUNT, IN AN AMOUNT SUFFICIENT TO PAY THE PRINCIPAL OF, AND INTEREST ON THE DEBT OR MULTIPLE FISCAL YEAR OBLIGATION WHEN DUE, AND (II) TO AUTHORIZE THE COLLECTION AND SPENDING OF ANY PROCEEDS OF THE DEBT OR MULTIPLE FISCAL YEAR OBLIGATION, THE REVENUES FROM SUCH TAXES, ANY OTHER REVENUES USED TO PAY THE DEBT OR MULTIPLE FISCAL YEAR OBLIGATION AND ANY EARNINGS FROM THE INVESTMENT OF SUCH PROCEEDS AND REVENUES AS VOTER-APPROVED REVENUE CHANGES, AND WITHOUT LIMITING IN ANY YEAR THE AMOUNT OF OTHER REVENUES THAT MAY BE COLLECTED AND SPENT BY THE DISTRICT?

YES

Three

NO

Zero

VILLAGE AT THORNCREEK METROPOLITAN DISTRICT BALLOT ISSUE I
(Debt Refunding)

SHALL VILLAGE AT THORNCREEK METROPOLITAN DISTRICT'S DEBT BE INCREASED \$8,000,000 WITH A REPAYMENT COST OF \$19,000,000 OR BY SUCH LESSER AMOUNT AS MAY BE NECESSARY, AND SHALL VILLAGE AT THORNCREEK METROPOLITAN DISTRICT'S TAXES BE INCREASED \$1,500,000 ANNUALLY OR BY SUCH LESSER AMOUNT AS MAY BE NECESSARY FOR THE PAYMENT OF SUCH DEBT AND ANY REFUNDINGS THEREOF, SUCH DEBT TO BE GENERAL OBLIGATION BONDS OR OTHER OBLIGATIONS OF THE DISTRICT, INCLUDING CONTRACTS OR LEASES (THE "BONDS"), ALL FOR THE PURPOSE OF REFUNDING, REFINANCING OR DEFEASING ANY OR ALL OF THE DISTRICT'S DEBT OR OTHER OBLIGATIONS AT AN INTEREST RATE THAT IS EQUAL TO, LOWER OR HIGHER THAN THE INTEREST RATE ON THE REFUNDED BONDS, BUT IS NOT IN EXCESS OF THE MAXIMUM NET EFFECTIVE INTEREST RATE OF 18%, SUCH BONDS TO MATURE NOT MORE THAN 40 YEARS FROM THE DATE OF ISSUANCE, BE SUBJECT TO REDEMPTION, WITH OR WITHOUT PREMIUM, AND BE ISSUED, DATED AND SOLD AT, ABOVE OR BELOW PAR, AT SUCH TIME OR TIMES AND IN SUCH MANNER AND CONTAINING SUCH TERMS, NOT INCONSISTENT HERewith, AS THE BOARD OF DIRECTORS MAY DETERMINE, AND IN CONNECTION THEREWITH (I) TO INCREASE THE DISTRICT'S PROPERTY TAXES IN ANY YEAR, WITHOUT LIMITATION AS TO RATE OR AMOUNT, IN AN AMOUNT SUFFICIENT TO PAY THE PRINCIPAL OF, PREMIUM, IF ANY, AND INTEREST ON THE BONDS WHEN DUE, AND (II) TO AUTHORIZE THE COLLECTION AND SPENDING OF THE PROCEEDS OF THE BONDS, THE REVENUES FROM SUCH TAXES, ANY OTHER REVENUES USED TO PAY THE BONDS AND ANY EARNINGS FROM THE INVESTMENT OF SUCH PROCEEDS AND REVENUES AS VOTER-APPROVED REVENUE CHANGES, AND WITHOUT LIMITING IN ANY YEAR THE AMOUNT OF OTHER REVENUES THAT MAY BE COLLECTED AND SPENT BY THE DISTRICT, WHICH UTILIZATION OF SUCH DEBT AUTHORIZATION SHALL BE SUBJECT TO APPROVAL OF AN AMENDMENT TO THE VILLAGE AT THORNCREEK METROPOLITAN DISTRICT SERVICE PLAN BY THE CITY OF THORNTON?

YES

NO

Three

zero

VILLAGE AT THORNCREEK METROPOLITAN DISTRICT BALLOT QUESTION J
(Waiver of Term Limits)

Shall the limitations on terms of office of elected members of the Board of Directors of the Village at Thorncreek Metropolitan District be eliminated pursuant to Article XVIII, Section 11(2) of the Colorado Constitution?

YES

NO

Three

zero

It is hereby identified and specified that:

	NUMERIC
Total Number of Ballots Issued to Electors	<u>Five</u>
Total Number of Ballots Voted:	<u>Three</u>
Ballots Returned Undelivered:	<u>Zero</u>
Spoiled Ballots:	<u>Zero</u>
Rejected Ballots:	<u>Zero</u>
Defective Ballots:	<u>Zero</u>
Challenged Ballots:	<u>Zero</u>
Provisional Ballots:	<u>Zero</u>

Dated this 4th day of May, 2010.

Crystal Delench
Election Judge

James Meath
Election Judge