**Notice Of Meeting**

**Castle Oaks Metropolitan District No. 3**

**Douglas County, Colorado**

**NOTICE IS HEREBY GIVEN** that the Board of Directors of Castle Oaks Metropolitan District No. 3, Douglas County, Colorado, will meet in special session at the offices of White Bear Ankele Tanaka & Waldron, P.C., 2154 E. Commons Avenue, Suite 2000, in Centennial, Colorado, on Thursday, the 5th day of March, 2015, at the hour of 9:00 a.m.

At this meeting, it is anticipated that the Board will make a final determination to issue or refund general obligation indebtedness. Specifically, the District will consider adoption of a resolution (i) authorizing the issuance of General Obligation Limited Tax Bonds, Series 2015, in the maximum aggregate principal amount of $19,500,000, (ii) authorizing the execution of a Debt Service Guaranty Agreement between the District and Starwood Land Ventures, L.L.C., as guarantor thereunder, pertaining to additional security for the payment of the foregoing Bonds and for the contingent repayment of the guarantor in the event the guaranty is drawn upon; and (iii) approving the form of the Indenture of Trust and other documents and agreements relating to the Bonds, including a limited offering memorandum and continuing disclosure undertaking, and authorizing such other acts, documents, agreements, and related matters as necessary or appropriate in connection with the foregoing.

The Board will also take up such other business as may be before the Board. The meeting is open to the public.

***Pursuant to the provisions of the Supplemental Public Securities Act, one or more members of the Board may participate in this meeting and may vote on the foregoing matters through the use of a conference telephone or other telecommunications device.***

This notice is given by order of the Board of Directors of the District.

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|  /s/  | **BOARD OF DIRECTORS** **CASTLE OAKS METROPOLITAN DISTRICT NO. 3,** **TOWN OF CASTLE ROCK,** **DOUGLAS COUNTY, COLORADO** |
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Posted at three public places within the District, and at the office of the Douglas County Clerk and Recorder, not less than 72 hours prior to the meeting.