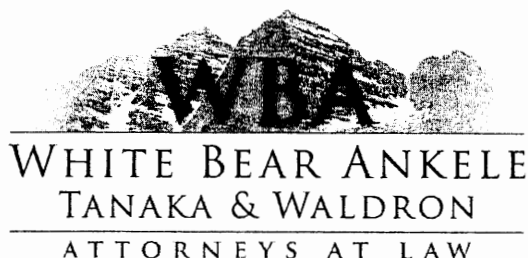


GARY R. WHITE
KRISTEN D. BEAR
WILLIAM P. ANKELE, JR.
JENNIFER GRUBER TANAKA
CLINT C. WALDRON
KRISTIN BOWERS TOMPKINS
ROBERT G. ROGERS



SEAN ALLEN
GEORGE M. ROWLEY
NEIL RUTLEDGE
ZACHARY P. WHITE
MEGAN L. TAGGART
MATTHEW T. ASHLEY
CASEY K. LEKAHAL
TRISHA K. HARRIS

January 14, 2016

VIA CERTIFIED MAIL

Town of Castle Rock
100 N. Wilcox Street
Castle Rock, CO 80104

Douglas County Assessor
301 Wilcox Street
Castle Rock, CO 80104

Douglas County Board of Commissioners
100 Third Street
Castle Rock, CO 80104

Division of Local Government
E-filed via www.dola.colorado.gov/e-filing

Douglas County Clerk and Recorder
301 Wilcox Street
Castle Rock, CO 80104

State of Colorado
Office of State Auditor
State Services Building
1525 Sherman Street, 7th Floor
Denver, CO 80203

Douglas County Treasurer
100 Third Street, #120
Castle Rock, CO 80104

Douglas County District Court
E-filed via ICCES

Re: AMENDED NOTICE: Notice of Inactive Status for Castle Oaks Metropolitan District No. 2 (the "District")

To Whom It May Concern:

Pursuant to § 32-1-104(3)(a), C.R.S., enclosed for your records please find a copy of the Amended Special District Notice of Inactive Status as well as a copy of the Resolution Declaring Inactive Special District Status for the above-referenced District. This Notice of Inactive Status is to replace the previous Notice sent via Certified Mail on December 15, 2015.

Should you have any questions or concerns, please do not hesitate to contact our office.

Sincerely,

WHITE BEAR ANKELE TANAKA & WALDRON
Attorneys at Law

Ashley B. Frisbie
Paralegal

Enclosures

STATE OF COLORADO

DEPARTMENT OF LOCAL AFFAIRS

Division of Local Government
 1313 Sherman Street, Suite 521
 Denver, Colorado 80203
 Phone: (303) 864-7720



Title 32, Article 1 Special District Notice of Inactive Status

NOTICE IS HEREBY GIVEN by the Board of Directors

of the Castle Oaks Metropolitan District No. 2 District (65591) (LGID)
 in Douglas County, Colorado

pursuant to subsection 32-1-104(3)(a) C.R.S., the District is an Inactive Special District having adopted a resolution (attached) describing and affirming the District's qualification for this status as defined by C.R.S. 32-1-103(9.3) and that said district is in compliance with each of the requirements specified in subsection 32-1-104(5) C.R.S. The Board of Directors adopted such resolution at a public meeting held: October 27, 20 15
 declaring the District Inactive beginning: January 1, 20 16

NOTICE IS FURTHER GIVEN, pursuant to subsection 32-1-104(4), during the period that the District is on inactive status, it shall not issue any debt, impose a mill levy, or conduct any other official business other than to conduct elections and to undertake procedures necessary to implement the district's intention to return to active status.

District Contact Person: Kristin Tompkins, Esq. Phone: (303) 858-1800
 Contact Signature: *Kristin Tompkins* Date: 01/14/2016
 Contact Email Address: ktompkins@wbapc.com
 District Address: 2154 E. Commons Avenue, Suite 2000
 Address (cont.): _____
 Address City/State/Zip: Centennial, Colorado 80122

Directors		Elected or Appointed	Term Exp. Yr.
1. Board Chair:	Christian Matt Janka	Elected	2016
2. Director:	Sandi Thomas	Appointed	2018
3. Director:			
4. Director:			
5. Director:			
6. Director:			
7. Director:			

- Generally, per C.R.S. 32-1-104(5), Inactive Special Districts shall be exempt from compliance with the provisions of:
- 32-1-104(2) - Annual January 15th Contact Filing;
 - Title 29, Art 1, Part 2 - List of Contracts
 - 32-1-306 - Annual January 1st Map Filing
 - Title 29, Art 1, Part 6 - Audit Law
 - 32-1-809 - Annual January 15th Notice to Electors
 - Title 39, Art 1, Part 1 - Notices of Boundary Change, Intent to Levy
 - 32-1-903 - Meetings
 - Title 39, Art 5, Part 1 - Annual Mill Levy Certification
 - Title 29, Art 1, Part 1 - Budget Law

PROCEDURAL INSTRUCTIONS

As directed in 32-1-104(3)(b) C.R.S., by *Certified Mail, Return Receipt Requested* except where electronic filing is required by the receiving entity, on or before December 15th file this Notice of Inactive Status and a copy of the resolution adopted pursuant to 32-1-104(3)(a) C.R.S. with:

- the Board of County Commissioners and the City Council/Town Board of each county and municipality that approved the District's service plan pursuant to section 32-1-204 or 32-1-204.5 C.R.S.;
- the Treasurer, Assessor, and the Clerk and Recorder of the county(ies) in which the District is located;
- the district court having jurisdiction over the formation of the special district;
- the Office of the State Auditor; and
- the Division of Local Government (ELECTRONIC FILING REQUIRED – www.dola.colorado.gov/e-filing –)

**RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
CASTLE OAKS METROPOLITAN DISTRICT NO. 2

DECLARING INACTIVE SPECIAL DISTRICT STATUS**

WHEREAS, the Castle Oaks Metropolitan District No. 2 (the "District") is a quasi-municipal corporation and political subdivision of the State of Colorado and is a duly organized and existing special district pursuant to §§ 32-1-101, *et seq.*, C.R.S.; and

WHEREAS, pursuant to § 32-1-104(3)(a), C.R.S., the board of directors of an "inactive special district," as that term is defined in § 32-1-103(9.3), C.R.S., may adopt a resolution that declares and affirms its qualifications for inactive status; and

WHEREAS, the Board of Directors for the District (the "Board") has determined that the District qualifies as an inactive special district; and

WHEREAS, the Board desires to declare and affirm the District's qualifications for inactive status in this Resolution.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF THE DISTRICT AS FOLLOWS:

1. INACTIVE SPECIAL DISTRICT STATUS. The Board hereby declares and affirmatively states that the District meets the criteria for being an inactive special district as defined in § 32-1-103(9.3), C.R.S. The Board directs legal counsel to file a notice of inactive status with the agencies prescribed in § 32-1-104(3)(a), C.R.S., and, for each year thereafter in which the District qualifies as an inactive special district, to file a notice of continuing inactive status for the District pursuant to § 32-1-104(4), C.R.S.

2. AUTHORITY TO CONDUCT ELECTIONS. The Secretary of the District (the "Authorized Officer") shall be authorized and is hereby directed by the Board to cause such actions to be taken as may be necessary, including but not limited to, the adoption of a resolution to conduct regular or special elections of the District (collectively, the "Election") during the period of inactive status and to seek funding for such activities from the developer or owner(s) of property within the District's boundaries, if necessary. The Boards further hereby deem that the following shall apply to the Election:

2.1 The Election shall be conducted pursuant to §§ 32-1-101, *et seq.*, C.R.S. (the "Special District Act"); §§ 1-13.5-101, *et seq.*, C.R.S. (the "Colorado Local Government Election Code"); and §§ 1-1-101 through 1-13-101, *et seq.*, C.R.S. (the "Uniform Election

Code of 1992”), including any amendments thereto, and shall also comply with Article X, § 20 of the Colorado Constitution (“TABOR”), as necessary.

2.2 The Election shall be conducted as an independent mail ballot election unless otherwise deemed necessary and expressed in a separate election resolution adopted by the Board.

2.3 Pursuant to the authority set forth in § 1-1-111, C.R.S., the Board hereby appoints George M. Rowley, Esq., of the law firm of WHITE BEAR ANKELE TANAKA & WALDRON, Attorneys at Law, as the Designated Election Official (the “DEO”) of the District for any elections called by the Board, or called on behalf of the Board by the DEO, and hereby authorizes and directs the DEO to take all actions necessary for the proper conduct of the Election, including, if applicable, cancellation of the Election in accordance with § 1-13.5-513, C.R.S.

2.4 In the event the DEO is not available, the Authorized Officer shall be authorized to appoint a new DEO, who shall thereafter have all of the authority granted to the DEO by this Resolution, the Colorado Local Government Election Code and the Uniform Election Code of 1992.

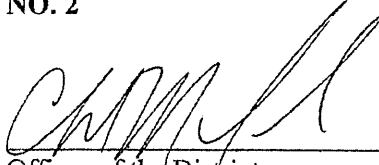
3. COMPLIANCE MATTERS. The Board hereby directs legal counsel for the District to undertake to all action required of inactive special districts in accordance with law.

4. FULL FORCE AND EFFECT. This Resolution shall remain in full force and effect until repealed or superseded, in whole or part, by subsequent official action of the Board, including, but not limited to, a return to active status pursuant to § 32-1-104(3)(b), C.R.S.

[Signature page follows.]

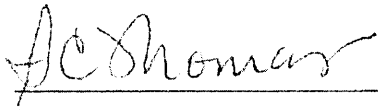
RESOLVED, APPROVED AND ADOPTED THIS 27TH DAY OF OCTOBER, 2015.

**CASTLE OAKS METROPOLITAN DISTRICT
NO. 2**



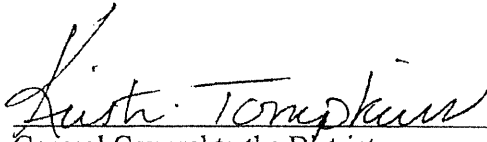
Officer of the District

ATTEST:



APPROVED AS TO FORM:

WHITE BEAR ANKELE TANAKA & WALDRON
Attorneys at Law



General Counsel to the District

[Signature Page to Resolution Declaring Inactive District Status.]