

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

NOTICE IS HEREBY GIVEN by the Sterling Ranch Colorado Metropolitan District Nos. 1-7, Douglas County, Colorado, that at the close of business on the sixty-third day before the election there were not more candidates for director than offices to be filled, including candidates filing affidavits of intent to be write-in candidates; therefore, the election to be held on May 3, 2016, is hereby canceled pursuant to Section 1-13.5-513, C.R.S.

The following candidates are declared elected for each of the 7 Districts:

Vacancy	until the next regular election (May 8, 2018)
Vacancy	until the second regular election (May 5, 2020)
Harold R. Smethills, Jr.	until the second regular election (May 5, 2020)
James L. Yates	until the second regular election (May 5, 2020)

DATED: April 4, 2016

/s/ Denise Denslow

Designated Election Official for
Sterling Ranch Colorado Metropolitan District Nos. 1-7
c/o CliftonLarsonAllen LLP
8390 E. Crescent Parkway, Suite 500
Greenwood Village, Colorado 80111
Telephone No: (303) 779-4525

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**RESOLUTION OF DESIGNATED ELECTION OFFICIAL
REGARDING CANCELLATION OF ELECTION AND
DECLARATION DEEMING CANDIDATES ELECTED**

STERLING RANCH COLORADO METROPOLITAN DISTRICT NO. 5
Douglas County, Colorado

A. The Designated Election Official of the Sterling Ranch Colorado Metropolitan District No. 5 (“**District**”) has been duly authorized by the Board of Directors of the District to cancel the election and declare candidates elected at the close of business on the sixty-third (63rd) day before the election to be conducted on May 3, 2016, pursuant to that certain Resolution Calling Election attached hereto as **Exhibit A**.

B. On the sixty-third (63rd) day before the election, 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 by the Designated Election Official of the District that:

1. The regular election to be conducted on May 3, 2016, is hereby cancelled pursuant to Section 1-13.5-513, C.R.S.
2. The following candidates are declared elected for the following terms of office:

<u>Name</u>	<u>Term</u>
Harold R. Smethills, Jr.	Second Regular Election, May 2020
James L. Yates	Second Regular Election, May 2020
VACANCY	Second Regular Election, May 2020
VACANCY	Next Regular Election, May 2018

DATED this 4th day of April, 2016.

STERLING RANCH COLORADO
METROPOLITAN DISTRICT NO. 5

By: _____

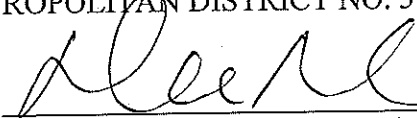

Denise Denslow, Designated Election
Official
CliftonLarsonAllen LLP
8390 E. Crescent Parkway, Suite 500
Greenwood Village, CO 80111
Phone: (303) 779-4525

EXHIBIT A
Resolution Calling Election

RESOLUTION NO. 2015-11-01

A RESOLUTION OF THE BOARD OF DIRECTORS OF
THE STERLING RANCH COLORADO METROPOLITAN DISTRICT NO. 5
CALLING A REGULAR ELECTION FOR DIRECTORS
ON MAY 3, 2016 (THE "ELECTION")

A. The terms of the offices of Directors Harold R. Smethills, Jr. and James Yates shall expire upon the election of their successors at the regular election, to be held on May 3, 2016, and upon such successors taking office.

B. Two vacancies currently exist on the Board of Directors of the District.

C. In accordance with the provisions of the Special District Act ("Act") and the Uniform Election Code ("Code"), the Election must be conducted to elect one (1) Director to serve until the next regular election, to occur May, 2018, and three (3) Directors to serve until the second regular election, to occur May, 2020.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Sterling Ranch Colorado Metropolitan District No. 5 (the "District") of the County of Douglas, Colorado:

1. Date and Time of Election. The Election shall be held on May 3, 2016, 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 shall be elected to serve until the next regular election, to occur May, 2018, and three (3) Directors shall be elected to serve until the second regular election, to occur May, 2020.

2. Precinct. The District shall consist of one (1) election precinct for the convenience of the eligible electors of the District.

3. Conduct of Election. The Election shall be conducted as an independent mail ballot election in accordance with all relevant provisions of the Code. The Designated Election Official shall have on file, no later than fifty-five (55) days prior to the Election, a plan for conducting the independent mail ballot Election.

4. Designated Election Official. Denise Denslow shall be the Designated Election Official and 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. The Election shall be conducted in accordance with the Act, Code and other applicable laws. Among other matters, the Designated Election Official shall appoint election judges as necessary, arrange for the required notices of election (either by mail or publication) and printing of ballots, and direct that all other appropriate actions be accomplished.

5. Mail-in Ballot Applications. NOTICE IS FURTHER GIVEN, pursuant to Section 1-13.5-1002, C.R.S., that applications for and return of mail-in ballots may be filed with the Designated Election Official of the District, c/o CliftonLarsonAllen LLP, 8390 E. Crescent

Pkwy., Suite 500, Greenwood Village, CO 80111, between the hours of 8:00 a.m. and 5:00 p.m., until the close of business on the Friday immediately preceding the Election (April 29, 2016).

6. Self-Nomination and Acceptance Forms. Self-nomination and acceptance forms are available at the office of the Designated Election Official located at the above address. All candidates must file a self-nomination and acceptance form with the Designated Election Official no later than 3:00 P.M. on February 26, 2016.

7. Cancellation of Election. If the only matter before the electors is the election of Directors of the District and if, at close of business (5:00 P.M.) on March 1, 2016, there are not more candidates than offices to be filled at the Election, including candidates timely filing affidavits of intent, the Designated Election Official shall cancel the Election and declare the candidates elected. Notice of such cancellation shall be published and posted in accordance with law.

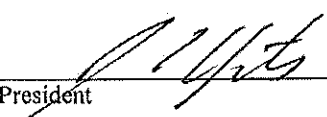
8. Severability. If any part or provision of this Resolution is adjudged to be unenforceable or invalid, such judgment shall not affect, impair or invalidate the remaining provisions of this Resolution, it being the Board of Director's intention that the various provisions hereof are severable.

9. Repealer. All acts, orders and resolutions, or parts thereof, of the Board of Directors which are inconsistent or in conflict with this Resolution are hereby repealed to the extent only of such inconsistency or conflict.

10. Effective Date. The provisions of this Resolution shall take effect as of the date adopted and approved by the Board of Directors of the District.

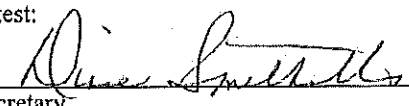
RESOLUTION APPROVED AND ADOPTED on November 20, 2015.

STERLING RANCH COLORADO
METROPOLITAN DISTRICT NO. 5

By: 

President

Attest:



Secretary