

**CASTLE PINES NORTH FINANCE CORPORATION**  
**BOARD OF DIRECTORS**  
**SPECIAL MEETING AGENDA**  
**MAY 4, 2009 – 6:00 PM**

1. Call to Order a meeting of the Castle Pines North Finance Corporation
2. Roll Call/Announcement of Quorum
3. Approval of Agenda
4. Public Comment
5. Action Items
  - A. Approval of Minutes from the February 17, 2009 Castle Pines North Finance Corporation's Board Meeting
  - C. Consideration and approval of a Resolution of the Castle Pines Finance Corporation regarding issuance of Certificates of Participation, not to exceed \$17,000,000 and related financing documents in connection therewith, including but not limited to:
    - (i) Consideration and approval of the first supplemental of the 2008 Mortgage and Indenture of Trust between the Castle Pines North Finance Corporation and Wells Fargo Bank, N.A.
    - (ii) Consideration and approval of the first amendment to the 2008 lease agreement between the Castle Pines North Finance Corporation and the Castle Pines North Metropolitan District.
    - (iii) Consideration and approval of the Remarketing Agreement, dated as of May 1, 2009 with Stifel, Nicolaus & Company, Inc.
    - (iv) Consideration and approval of the Letter of Credit Reimbursement Agreement, dated as of May 1, 2009 between the Castle Pines North Finance Corporation and Wells Fargo Bank, N.A.
    - (v) Consideration and approval of the 2009 Preliminary Official Statement and Official Statement relative to the Certificates of Purchase.
    - (vi) Consideration and approval of the Certificate Purchase Agreement between the Castle Pines Finance Corporation and Stifel Nicolaus & Company.
6. Other Action Items
7. Discussion Items
8. Adjournment