

JANUARY 5, 2018

~~March~~, 2017

Buckhorn Valley Metropolitan District No. 2
Eagle County, Colorado

\$8,500,000
Buckhorn Valley Metropolitan District No. 2
Eagle County, Colorado
Subordinate General Obligation Limited Tax Bonds
Series 2008

Ladies and Gentlemen:

In connection with the dissolution of Roark Partners, LLC and my acquisition of the above-described bonds (the "Bonds"), I hereby certify as follows:

1. I understand that I will not receive from Buckhorn Valley Metropolitan District No. 2 (the "Issuer"), its governing body, its members or any of its officers, employees or agents, any information with respect to the Bonds, the provisions for payment thereof, the security therefor or the sufficiency of such security for payment thereof, except information that is contained in the Bond Resolution authorizing the issuance of the Bonds (the "Resolution") a copy of which has been provided to me and reviewed by me prior to my receipt of the Bonds.

2. The Issuer, counsel for the Issuer, its governing body, its members or any of its officers, employees or agents will not have any responsibility to me for the accuracy or completeness of information obtained by me from any source regarding the Issuer, or regarding the Bonds, the provisions of payment thereof, or the sufficiency of any security therefor, including, without limitation, any information specifically provided by any of such parties contained in the Bond Resolution. I acknowledge that I have assumed responsibility for obtaining such information and making such review as I have deemed necessary or desirable in connection with my decision to acquire the Bonds.

3. I have been offered copies of or full access to all documents relating to the Bonds and all records, reports, financial statements and other information concerning the Issuer and pertinent to the source of payment for the Bonds which I, as a reasonable investor, have requested and to which I, as a reasonable investor, would attach significance in making an investment decision. I have been afforded the opportunity to ask such questions of representatives of the Issuer as I have deemed necessary in making my investment decision; and I have based my decision to acquire the Bonds solely on my own investigation, including, without limitation, my review of such documents, records, reports, financial statements and other information concerning the Issuer and discussions with representatives of the Issuer.

4. I am an "accredited investor" as defined in Rule 501 of Regulation D of the United States Securities and Exchange Commission. As an accredited investor, I am either: (a) a bank, savings and loan association, investment company, plan established and maintained by a state, an employee benefit plan; (b) a private business development company as described in the Investment Advisors Act of 1940; (c) an organization, corporation or similar business trust or partnership, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of \$5,000,000; (d) a director, executive officer, or general partner of the issuer of the securities being offered or sold; (e) a natural person with a net worth, or joint net worth with a spouse, of at least \$1,000,000; (f) a natural person with an individual income in excess of \$200,000 in each of the two most recent years or joint income with a spouse in excess of \$300,000 in each of those years and have a reasonable expectation of reaching the same income level in the current year; (g) a trust, with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring the securities offered, whose purchase is directed by a sophisticated person; or (h) an entity, the equity owners of which are all accredited investors.

5. The Bonds have been acquired for my own account; however, I reserve the right to the transfer or resale thereof, and I recognize that the Bonds are subject to the restrictions on transfer imposed by the Bond Resolution.

6. I understand that the Bonds have not been registered with any federal or state securities agency or commission.

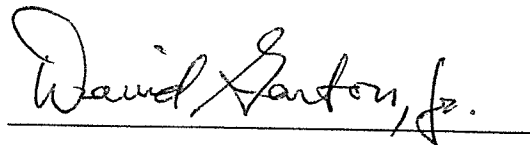
7. I have carefully read the Bond Resolution in its entirety and understand the risks described therein and understand and acknowledge that there exist risks with respect to the Bonds that are not described therein.

8. I acknowledge that no credit rating has been sought or obtained with respect to the Bonds, and I acknowledge that the Bonds are a speculative investment and that there is a high degree of risk in such investment. I acknowledge that the Bonds are subordinate obligations of the District and that the revenues pledged to payment of the Bonds may not be sufficient to fully repay the Bonds.

9. I acknowledge that I have read the form of approving opinion of Bond Counsel regarding the Bonds and that Bond Counsel has not provided to me any advice with regard to the tax implications to me of acquiring or owning the Bonds.

10. I acknowledge that the transfer of the Bonds will be restricted pursuant to the terms of the Bond Resolution.

The foregoing representations shall survive the execution and delivery to us of the Bonds and the instruments and documents contemplated thereby.



David Garton, Jr.

**PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION
OF ROARK PARTNERS, LLLP,
A COLORADO LIMITED LIABILITY LIMITED PARTNERSHIP**

JANUARY 5,
March 5 2017 2018

1. **Liquidation and Dissolution**. Roark Partners, LLLP, a Colorado limited liability limited partnership (the "**Partnership**"), shall be completely liquidated and dissolved in accordance with this Plan of Complete Liquidation and Dissolution (the "**Plan**") and the Colorado Uniform Limited Partnership Act of 1981 (the "**Act**"). Upon adoption of this Plan by the General Partner of the Partnership in accordance with the Act and the Limited Partnership Agreement of Roark Partners, LLLP dated December 5, 1996, as amended (the "**Partnership Agreement**"), the Partnership shall cease doing business as a going concern and shall continue its activities merely for the purpose of winding up its affairs.

It is intended that, for United States federal income tax purposes, the liquidation and dissolution will be treated as a complete liquidation of the Partnership under Section 731 of the Internal Revenue Code of 1986, as amended.

2. **Liabilities**. As of the date of this Plan, except for costs contemplated by Section 3(a) of this Plan: (a) there are no claims or obligations, including any contingent, conditional or unmatured contractual claims, known to the Partnership; (b) the Partnership is not a party to, or the subject of, any pending action, suit or proceeding; and (c) based on the facts known to the Partnership, there are no claims against the Partnership that are likely to arise or to become known to the Partnership after the date of this Plan or after the date of dissolution of the Partnership. Accordingly, the Partnership will not make provision for the payment of any such claims or obligations, and the assets of the Partnership will be distributed to the partners of the Partnership in accordance with Section 3 of this Plan.

3. **Liquidation and Distribution of Assets**. The Partnership shall promptly liquidate all of its assets in a businesslike manner as determined by the General Partner and shall apply the proceeds thereof as follows: (a) first, for the payment of all costs incurred by or on behalf of the Partnership in connection with the dissolution and winding up of the Partnership, and (b) all assets remaining after the payment of such costs shall be distributed, in cash or in kind, to the partners of the Partnership in proportion to and to the extent of the Partners' respective capital account balances pursuant to the Partnership Agreement.

4. **Filings and Tax Returns**. The Partnership shall execute and file a Statement of Dissolution of the Partnership's Certificate of Limited Partnership with the Secretary of State for the State of Colorado promptly upon adoption of this Plan by the General Partner in accordance with the Act and shall also complete and file, or cause to be completed and filed, all other forms and documents required by the State of Colorado, the federal government and applicable state governments as soon as possible after the filing of such Statement of Dissolution, including, without limitation, the Partnership's final tax return and final Forms K-1 reflecting the dissolution and liquidation of the Partnership.

5. **Transfer of Partnership Interests**. After the date of this Plan, the Partnership shall close its books against any transfer of interests in the Partnership. Upon filing of the Statement of Dissolution with the Colorado Secretary of State, all outstanding interests held by each Partner shall be considered to be cancelled and shall represent only

the right to receive the liquidating distributions provided in Section 3 of this Plan and of the Partnership Agreement.

6. **Effective Date.** The dissolution of the Partnership shall be effective on _____, 2017 at 11:59 p.m. Mountain Time.

7. **Further Actions.** The General Partner is empowered, authorized, and directed to carry out the provisions of this Plan, and to take such further action and execute such documents that the General Partner may deem necessary or desirable to completely liquidate and dissolve the Partnership.

8. **Service of Process.** The address to which service of process against the Partnership or any claims of creditors may be delivered shall be as follows:

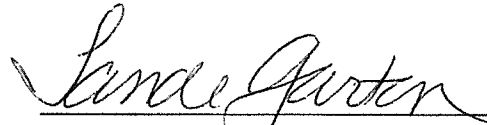
David Garton
0059 Indian Heights Way
PO Box 480
Gypsum, CO 81637



David Garton, General Partner



David Garton, Limited Partner



Sande Garton, Limited Partner

Buckhorn Valley Metro District No.2

Board of Directors

~~December 20, 2017~~ January 5, 2018

RESOLUTION

Be it hereby resolved that the Buckhorn Valley Metro District No. 2 Board of Directors approves the transfer of ownership of its \$8,500,000 Subordinate General Obligation Limited Tax Bonds Series 2008 from Roark Partners, LLLP to David Garton Jr.

Directors Present

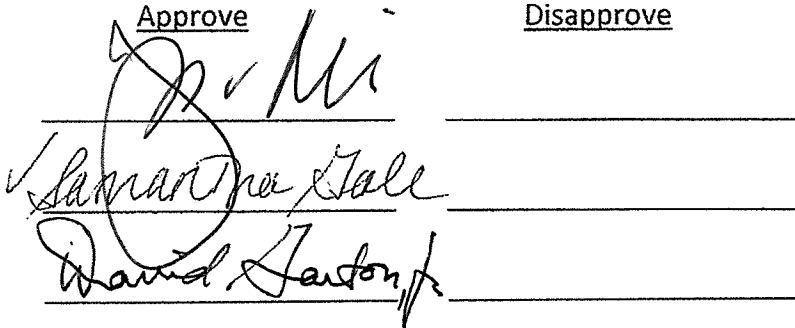
Approve

Disapprove

John Hill

Samantha Gale

David Garton Jr.

The image shows three handwritten signatures in cursive script, each written over a horizontal line. The first signature is 'John Hill', the second is 'Samantha Gale', and the third is 'David Garton Jr.'. The signatures are positioned under the 'Approve' column of the resolution table.

ASSIGNMENT

FOR VALUE RECEIVED, the undersigned sells, assigns, and transfers unto

Social Security Number of Assignee

398-38-5150

David Garton, Jr.
P.O. Box 480
Gypsum, CO 81637

the \$8,500,000 Buckhorn Valley Metropolitan District No. 2 Eagle County, Colorado Subordinate General Obligation Limited Tax Bonds Series 2008 and does hereby irrevocably constitute and appoint any director, officer or agent of the Buckhorn Valley Metropolitan District No. 2, as power of attorney, to transfer said Bond on the books kept for registration thereof with full power of substitution in the premises.

Dated: JANUARY 5 2017 2018

Signature of Registered Owner:

Roark Partners, LLLP

By: David Garton, Jr.
David Garton, Jr., General Partner