

**CERTIFIED COPY OF RESOLUTION
WOODMEN HEIGHTS METROPOLITAN DISTRICT NOS. 1, 2 AND 3
JOINT ANNUAL ADMINISTRATIVE MATTERS - 2007**

STATE OF COLORADO)
) ss.
COUNTY OF EL PASO)

A regular meeting of the Board of Directors of Woodmen Heights Metropolitan District Nos. 1, 2 and 3 (collectively the “District”), of El Paso County, Colorado, held at 9:00 o’clock a.m., on Wednesday, the 7th day of February, 2007, at 102 E. Pikes Peak Avenue, Suite 200, Colorado Springs, Colorado. The Boards of Directors consists of (collectively the “board”):

Lindsay J. Case, President
Les Krohnfeldt, II, Vice-President
James Morley, Treasurer/Secretary
Randle W. Case II, Assistant Secretary
Paul Howard, Assistant Secretary

The following proceedings, were had and done, to wit:

It was moved by Director _____ to adopt the following Resolution:

WHEREAS, the board has a duty to perform certain obligations on a recurring basis in order to assure the efficient operation of the District;

NOW, THEREFORE, BE IT RESOLVED by the District as follows:

1. The board directs its general legal counsel (“legal counsel”) and district manager to coordinate and prepare an accurate map as specified by the Division for filing with the Division and the El Paso County Assessor on or before January 1, as required by Section 32-1-306, C.R.S.

2. The board directs legal counsel to notify the El Paso County Board of County Commissioners, Assessor, Treasurer, Clerk and Recorder, and the Division of Local Government of the name of the chairman of the board, the contact person located within the District, if available, telephone number and business address of the District on or before January 15, as required by Section 32-1-104(2).

3. The board directs its accountant to submit proposed budgets to the board by October 15, to schedule a public hearing on the proposed budgets, prepare final budgets and amendments to the budgets if necessary. The accountant is directed to supply mill levy certification information to the District's legal counsel. Legal counsel is directed to certify the mill levies on or before December 15. Legal counsel is further directed to prepare the budget resolutions and to file the approved budgets and amendments thereto with the proper governmental entities in accordance with the Local Government Budget Law of Colorado, Sections 29-1-101 to 29-1-115, C.R.S., if applicable.

4. The board directs legal counsel to notify the El Paso County Board of County Commissioners of any alteration or revision of the proposed schedule of debt issuance set forth in the financial plan, as required by Section 32-1-202(2)(b), C.R.S.

5. The board directs legal counsel to prepare an informational listing of all District contracts in effect with other political subdivisions and file such list with the Division of Local Government on or before February 1, as required by Section 29-1-205, C.R.S. The listing shall include names of the contracting parties, nature of the contracts and expiration date. The intergovernmental agreements are as follows:

- a. District Facilities Construction and Service Agreement between Woodmen Heights Metropolitan District No. 1, Woodmen Heights Metropolitan District No.2 and Woodmen Heights Metropolitan District No. 3.
- b. Joint Funding Agreement between Woodmen Heights Metropolitan District Nos. 1, 2 and 3 and American National Bank.

6. The board directs legal counsel to prepare and file the annual public securities report for nonrated public securities issued by the District, with the Department of Local Affairs on or before March 1, in accordance with Section 11-58-101 to 11-58-107, if required.

7. The board directs the accountant to prepare an Audit Exemption and Resolution for approval of Audit Exemption to file with the State Auditor by March 31, as required by Section 29-1-604, C.R.S.; or the board directs that an audit of the financial statements be prepared and submitted to the board before June 30; further, the board directs that the Audit be filed with the State Auditor by July 31, as required by Section 29-1-603, C.R.S., or by the filing deadline permitted under any extension thereof.

8. The board directs its district manager to prepare the Unclaimed Property Act report and forward to the State Treasurer by November 1 if there is property presumed abandoned and subject to custody as unclaimed property, in accordance with Section 38-13-110, C.R.S.

9. The board directs the district manager to oversee the preparation of the continuing annual disclosure report, in accordance with the Securities Exchange Commission Rule 15c2-12, as required.

10. The board designates White, Bear & Ankele, Professional Corporation as the official custodian of public records; as such term is used in Section 24-72-202, C.R.S.

11. The board acknowledges that in accordance with the Fair Campaign Practices Act, enacted in November 1996, each board member is required to report to the El Paso County Clerk and Recorder on a form prescribed by the Secretary of State, certain items received in connection with their service, such report to be filed on or before January 15 of the year following receipt of the items, as required by Sections 1-45-109 and 24-6-203, C.R.S. The board directs legal counsel to advise it on the requirements of said Act as necessary.

12. The board designates *Colorado Springs Advertiser and News* as the newspaper for publishing notices as it is one of general circulation within the boundaries of the District in accordance with Section 32-1-103(15), C.R.S. The *Gazette* shall be used in the alternative.

13. The board determines that each director shall receive compensation for services as directors in accordance with 32-1-902(3)(a)(I) & (II), C.R.S.

14. The District hereby determines that each present and future member of the board shall execute an Affidavit of Qualification of Director and that these forms will be retained by the district manager with a copy given to legal counsel. Section 32-1-103(5) sets out the qualifications required. Pursuant to Section 32-1-901 C.R.S., the District determines that each present and future board member shall have in its files, with annual confirmation thereof by the district manager, a complete and executed Certificate of Appointment (if Board member is appointed), current Oath of Office and applicable Surety Bond or acceptable substitute, and that copies of each be submitted to the Division of Local Government as necessary and as may be requested.

15. The District hereby elects, in accordance with Section 32-1-902, C.R.S., the following officers for the District:

President – Lindsay J. Case
Vice President – Les Krohnfeldt
Secretary/Treasurer – James Morley
Assistant Secretary – Randle W. Case II
Assistant Secretary – Paul Howard

16. The board extends the current indemnification resolution to allow the resolution to continue in effect as may be amended, and hereby appropriates sufficient funds for such purpose.

17. The board designates the following locations within the District boundaries as identified on Exhibit A, attached hereto, as the posting place for notices of informal meetings, in accordance with Section 24-6-402(2)(c), C.R.S. District manager is directed to be responsible for all notice posting requirements.

18. The board determines to hold regular meetings on the first Wednesday of every month at 9:00 o'clock a.m as necessary. The location of the meeting will be at 102 E. Pikes Peak Avenue, Suite 200, in Colorado Springs, Colorado, which is in the same county as the District. In addition, Regular and Special Meeting notices shall be posted at the locations identified on Exhibit A, attached hereto; and at the Clerk and Recorder's office, all in accordance with Section 32-1-903,

C.R.S. The board directs the district manager to revise notices when the District intends to make a final determination to issue or refund general obligation indebtedness, to consolidate the District, to dissolve the District, to file a plan for adjustment of debt under federal bankruptcy law, or to enter into a private contract with a director, or not to make a scheduled bond payment.

19. K. Sean Allen, Esq., of the law firm, White, Bear & Ankele, Professional Corporation, is hereby appointed as the "Designated Election Official" of the District. In accordance with Section 1-1-111(2), C.R.S., the board hereby grants all powers and authority for the proper conduct of the election to the Designated Election Official, including but not limited to: calling an election on behalf of the District; approving the final form of ballot issues and questions; preparation of the TABOR notice; appointing election judges, appointing a canvass board and cancellation, if applicable, of the election.

20. The board deems it expedient for the convenience of the electors that it shall conduct all regular and special elections of the District via a mail ballot election unless a polling place election is deemed necessary and expressed in a separate election resolution.

21. In accordance with Sections 1-11-103, 32-1-104(1), and 32-1-1101.5, C.R.S., the District directs legal counsel and the Designated Election Official to notify the Division of Local Government, and the El Paso County Board of County Commissioners of the results of any elections held by the District, including business address, telephone number and the contact person; and to certify results of any election to incur general obligation indebtedness to the El Paso County Board of County Commissioners.

22. In accordance with Section 32-1-1604 and 1101.5(1), C.R.S., the board directs legal counsel to issue notice of indebtedness to the El Paso County Board of County Commissioners and to record such notice with the El Paso County Clerk and Recorder within 30 days of incurring or authorizing of any indebtedness.

23. The board directs legal counsel to prepare and file with the El Paso County Board of County Commissioners, if requested, the quinquennial finding of reasonable, in accordance with Section 32-1-1101.5(1.5)&(2), C.R.S.

24. The board directs legal counsel to prepare and file, if requested and if required by the Service Plan, the special district annual report, in accordance with Sections 32-1-207(3)(c), C.R.S.

25. The board has determined that the district manager will file conflict of interest disclosures provided by board members with the Secretary of State 72 hours prior to each meeting of the board, in accordance with Sections 32-1-902(3) and 18-8-308, C.R.S. Annually, each board member submit updated information regarding actual or potential conflicts of interest. Additionally, at the beginning of every term, district manager shall request that each board member shall submit information regarding actual or potential conflicts of interest.

26. The District is currently a member of the Special District Association ("SDA"), and is insured under the Colorado Special Districts Property and Liability Pool. The board directs its accountant to pay the annual District's SDA membership dues and insurance premiums in a timely

manner. The board, district manager and legal counsel will biannually review all insurance policies and coverage in effect to determine appropriate insurance coverage is maintained.

27. The following agreements with non-governmental entities are subject to annual appropriation during the budget process and are hereby so appropriated:

- a. District manager and accounting services
- b. General legal counsel services

28. The District has the following outstanding bonded obligations:

		12-01-2020 and	6.75% and
<u>2005 /10-01-2005 /\$29,820,000 /</u>	<u>12-01-2030</u>	<u>/</u>	<u>7.00%</u>
Series/Issue Date	/Par Amount/	Maturity Date	/ Interest Rate

Whereupon, the motion was seconded by Director _____, and upon vote, unanimously carried. The Chairman declared the motion carried and so ordered.

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ADOPTED AND APPROVED THIS 6TH DAY OF FEBRUARY, 2007.

WOODMEN HEIGHTS METROPOLITAN DISTRICT NO. 1
WOODMEN HEIGHTS METROPOLITAN DISTRICT NO. 2
WOODMEN HEIGHTS METROPOLITAN DISTRICT NO. 3

By: _____
Director

ATTEST:

By: _____
Director

I, _____, a Director of the Woodmen Heights Metropolitan District Nos. 1, 2 and 3, do hereby certify that the foregoing Resolution is a true copy from the Records of the proceedings of the board of said District.

IN WITNESS WHEREOF, I have hereunto set my hand.

Director

EXHIBIT A
Regular, Special and Informal Meeting Notice
Posting Locations

1.

2.

3.
