

**RESOLUTION AND ORDER FOR EXCLUSION OF PROPERTY
BY THE
BOARD OF DIRECTORS
OF THE
WOODMEN HEIGHTS METROPOLITAN DISTRICT NO. 3**

**(COLA, LLC– Shiloh Mesa Filing No. 1 and The Center for Strategic
Ministry – Shiloh Mesa)**

WHEREAS, COLA, LLC, a Colorado limited liability company, whose address is 6240 Lake Shore Court, #D, Colorado Springs, Colorado, and The Center for Strategic Ministry, whose address is 8292 Woodmen Valley View, Colorado Springs, Colorado (the “**Petitioners**”), filed with the Woodmen Heights Metropolitan District No. 3 (the “**District**”) Petitions for Exclusion of Real Property (the “**Petitions**”), copies of which are attached hereto as **Exhibit A** and incorporated herein by this reference; and

WHEREAS, the Petitioners represent that they are one hundred percent (100%) fee owner of the real property described in the Petitions (the “**Properties**”); and

WHEREAS, the Petitions request that the Board of Directors of the District (the “**Board**”) exclude the Properties from the District, in accordance with § 32-1-501(1), C.R.S.; and

WHEREAS, pursuant to the provisions of § 32-1-501(2), C.R.S., publication of notice of the filing of the Petitions and the place, time and date of the meeting at which the Petitions would be considered, the name and address of the Petitioners, a general description of the area proposed for exclusion, and notice that all persons interested shall appear at the time and place and show cause in writing why the Petitions should not be granted, was made in *The Gazette* on Tuesday, February 2, 2016. The Affidavit of Publication is attached hereto as **Exhibit B** and incorporated herein by this reference (the “**Affidavit of Publication**”); and

WHEREAS, no written objection to the exclusion was filed by any person; and

WHEREAS, the Petitions were heard at a continued public meeting of the Board the District held on Wednesday, February 10, 2016, at the hour of 1:00 p.m.; and

WHEREAS, the Board has reviewed the Petitions and all relevant information related thereto; and

WHEREAS, subject to the conditions set forth herein, the Board desires to approve the exclusion of the Properties from the District.

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

1. Findings. Pursuant to and in accordance with § 32-1-501(3),

C.R.S., the Board hereby makes the following findings:

a. Exclusion of the Properties is in the best interests of the Properties, the District, the City, and the County in that it implements the District's Consolidated Service Plan approved by the City of Colorado Springs on July 29, 2004 (the "**Service Plan**"), allows for the Properties to be developed as planned by the Petitioners, ensures that the Properties will not be unduly burdened by unnecessary or overlapping tax burdens, and ensures that public improvements will be provided to the Properties at the time when they are needed and not sooner, based on planned development phasing, and allows the Properties to be included in the Woodmen Heights Metropolitan District No. 2.

b. The extraordinary benefits to the Properties explained above outweigh the negligible cost of the exclusion.

c. The District's ability to provide economical and sufficient service to the Properties and all of the properties within the District's boundaries will not be diminished following exclusion of the Properties.

d. After exclusion, economical and sufficient services will still be available to the Properties.

e. After exclusion from the District, the Petitioners intend to include the Properties within the boundaries of the Woodmen Heights Metropolitan District No. 2 as it develops, which other special district will provide similar services to the Properties at a reasonable cost and will be able to pace the development of public improvements and services, and financing of the same, based on the needs of the community.

f. The denial of the Petitions will result in the inability of the Petitioners to proceed with its development plans, which will result in the inability to create construction jobs and will have a negative economic impact on the region, the District, the surrounding area, and the State as a whole.

g. There is economically feasible alternative service available to the Properties from one of the Woodmen Heights Metropolitan District Nos. 1-3.

h. There will be no additional costs levied on other property within the District if the exclusion is granted.

2. Grant of Exclusion. The Board hereby grants the Petitions and orders the exclusion of the Properties from the District.

3. Debt. Pursuant to § 32-1-503(1), C.R.S., once excluded, the Properties shall remain liable for its proportionate share of the principal and interest on any outstanding bonded indebtedness of the District existing immediately prior to the effective date of the exclusion order.

4. Certified Resolution. This Resolution shall be certified and filed with the Clerk of the District Court of El Paso County, Colorado in accordance with § 32-1-501(4)(b), C.R.S.

5. Motion and Order for Exclusion. The Board hereby directs its legal counsel to file motions with the District Court seeking Orders for Exclusion.

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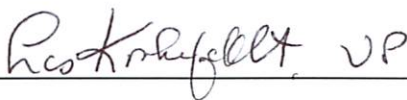
ADOPTED this 10th day of February, 2016.

WOODMEN HEIGHTS METROPOLITAN
DISTRICT NO. 3



Officer of the District

ATTEST:



VP

APPROVED AS TO FORM:

WHITE BEAR ANKELE TANAKA & WALDRON
Attorneys at Law

General Counsel to the District

CERTIFICATION OF RESOLUTION

I hereby certify that the foregoing constitutes a true and correct copy of the Resolution and Order for Exclusion of Real Property adopted by the Board at a meeting held on Wednesday, February 10, 2016, at 102 E. Pikes Peak Avenue, Suite 200, Colorado Springs, Colorado.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 10th day of February, 2016.

Signature

Printed Name

EXHIBIT A
TO RESOLUTION AND ORDER FOR EXCLUSION OF PROPERTY
(Petitions for Exclusion)

EXHIBIT B
TO RESOLUTION AND ORDER FOR EXCLUSION OF PROPERTY
(Affidavit of Publication)