

**ELECTION RESOLUTION FOR
BASE VILLAGE METROPOLITAN DISTRICT NOS. 1 & 2**

WHEREAS, the proposed Base Village Metropolitan District Nos. 1 & 2 (the "Districts") are being organized as special districts pursuant to Article 1 of Title 32 and will be located entirely within the Town of Snowmass Village, Pitkin County; and

WHEREAS, the Organizers for the Districts, in anticipation of the entry of an order of the District Court in and for Pitkin County, Colorado, directing that the question of organizing the Districts be submitted at an election, desire to take all actions necessary and proper in anticipation of conducting such election on November 2, 2004; and

WHEREAS, the Organizers for the Districts have appointed the person whose signature appears on this Resolution, being an eligible elector of the District, as the authorized representative of the Organizers for purposes of executing this Resolution (the "Authorized Representative"); and

WHEREAS, the election must be conducted pursuant to the Special District Act and the Uniform Election Code of 1992 and must also comply with Article X, Section 20 of the Colorado constitution; and

WHEREAS, it is anticipated that the election will be held for the purpose of submitting the question of organizing the Districts, election of directors, as well as certain other ballot questions and/or issues concerning the imposition of tax and debt authorization to the Districts' eligible electors; and

WHEREAS, the proposed Districts may not be obligated for costs for which funds have not been appropriated; and

WHEREAS, the firm of White, Bear and Ankele Professional Corporation is general counsel to the Organizers for the organization of the Districts.

NOW, THEREFORE, for the purpose of giving notice of these preparations and of taking all action necessary and proper in anticipation of conducting the election, the Organizers state:

1. Pending entry of an appropriate District Court order, the Organizers for the Districts hereby direct that the Districts shall conduct a mail ballot election on November 2, 2004, for the purpose of (1) submitting the question of organizing the Districts and electing members of the Boards of Directors, and (2) submitting certain other ballot questions and/or issues concerning the imposition of taxes and debt authorization to the electorate.
2. In accordance with Section 1-1-111(2), C.R.S., which states that all powers and authority granted to the governing body of a political subdivision in connection with the conduct of elections, may be exercised by a Designated Election Official, the Organizers hereby designate David E. Bellack, an eligible elector of the Districts, as the Designated Election Official, and K. Sean Allen of White, Bear & Ankele Professional Corporation as the Assistant Designated Election

Official. The Assistant Designated Election Official will be the primary contact and undertake the performance of all Designated Election Official functions.

3. Without limiting the foregoing, the following specific determinations are also made:

- a. The Organizers hereby direct the Assistant Designated Election Official, as the least cost for conducting the election, to execute a Letter Agreement rather than an intergovernmental agreement, if deemed necessary, stating that that no election coordination with the County is necessary or desired.
- b. The Organizers hereby direct the general counsel to the Districts to approve the final form of the questions and/or ballot issues to be submitted to the electors of the Districts and authorize the Assistant Designated Election Official to certify those questions and/or issues to the County Clerk and Recorder if the election is coordinated with the County.
- c. The Organizers hereby direct the general counsel to the Districts to prepare the text of any notice, including the TABOR notice, required to be provided to the said eligible electors and authorize the Assistant Designated Election Official to transmit any such notice to the eligible electors, and to the County Clerk and Recorder as required by law.
- d. The Organizers hereby direct general counsel to oversee the general conduct of the election and authorize the Assistant Designated Election Official to take all other action necessary for the proper conduct thereof.

4. Organizers (or related entity), shall be responsible for the payment of any and all costs associated with the conduct of the election, which costs may be reimbursed as organizational costs associated with the subsequent issuance of bonds should the Districts in fact be organized.

5. Organizers for the proposed Districts, hereby ratify all actions taken to date by general counsel in connection with the November 2, 2004 organizational election.

EFFECTIVE THE 26th DAY OF AUGUST 2004.

ORGANIZERS OF THE PROPOSED
BASE VILLAGE METROPOLITAN DISTRICTS NOS. 1 & 2

By: 
Name: Donald M. Schuster
Eligible Elector of the Proposed Districts