CERTIFIED COPY OF RESOLUTION
BASE VILLAGE METROPOLITAN DISTRICTS NOS. 1 & 2
2007 ANNUAL ADMINISTRATIVE MATTERS

STATE OF COLORADO)
) ss.
COUNTY OF PITKIN)

At a continued joint meeting of the Boards of Directors of Base Village Metropolitan Districts Nos. 1 & 2, Pitkin County, Colorado, held at 10:30 a.m., on Thursday, the 1st day of February, 2007, at Aspen Skiing Company, 117 Aspen Business Center (ABC), Aspen, Colorado 81611, there were present:

Michael H. O'Connor
David Corbin

Absent: None.

Also in attendance were:

William P. Ankele, Jr., Esq., White, Bear & Ankele, Professional Corporation, General Counsel (via telephone)

when the following proceedings, were had and done, to wit:

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

WHEREAS, each district was organized as a special district pursuant to an order of the District Court in and for Pitkin County, Colorado, and is located within said county; and

WHEREAS, the Board of Directors of each district has a duty to perform certain obligations on a recurring basis in order to assure the efficient operation of each district;

NOW, THEREFORE, BE IT RESOLVED by Base Village Metropolitan Districts Nos. 1 & 2, of Pitkin County, Colorado, as follows:

1. Each board directs the consultants for the districts to prepare accurate maps as specified by the Division of Local Government for filing with the Division of Local Government and the County Assessor on or before January 1, as required by Section 32-1-306, C.R.S.

2. Each board directs legal counsel to notify the Board of County Commissioners, Assessor, Treasurer, Clerk and Recorder, the governing body of the municipality in which each district is located, and the Division of Local Government of the name of the chairman of each board, the contact person located within the district, if available, telephone number and business address of each district on or before January 15, as required by Section 32-1-104(2).

3. Each board directs its staff to submit a proposed budget to the board by October 15, to schedule a public hearing on the proposed budget, prepare a final budget, and budget resolutions, including certification of mill levies; amendments to the budget if necessary; to certify the mill levies on or before December 15; 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.

4. Each board directs legal counsel to notify the Board of County Commissioners or the governing body of the municipality, 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(b), C.R.S.

5. Each board directs legal counsel to prepare and file an informational listing of all contracts in effect with other political subdivisions with the Division of Local Government on or before February 1, as required by Section 29-1-205, C.R.S. As of the date hereof, said listing includes the following agreements with notations as to which agreements are subject to annual appropriation:

a. District Facilities and Construction Agreement dated July 27, 2005 between Base Village Metropolitan District No. 1 and Base Village Metropolitan District No. 2 Purpose: Provides for the operation, maintenance, construction and funding of improvements with in the Districts and the administration of the daily affairs of the Districts. Term: Indefinite

b. Intergovernmental Improvement Agreement dated May 4, 2005 by and between the Town of Snowmass Village, Colorado and Base Village Metropolitan District Nos. 1& 2. Purpose: To set forth the understandings and agreements of the Parties with respect to the approval, provision, ownership and maintenance of Improvements needed for the Development. Term:

6. Each board directs legal counsel to prepare and file the annual public securities report for nonrated public securities issued by the districts, 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. Each 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 each board directs that an audit of the financial statements be prepared and submitted to each board before June 30; further, each board directs that the audit be filed with the State Auditor by July 31, as required by Section 29-1-603, C.R.S.

8. Each board directs its staff 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., if required.

9. The board directs legal counsel to oversee the preparation of the continuing annual disclosure report required to be filed not later than the date required by the applicable continuing

disclosure agreement, in accordance with the Securities Exchange Commission Rule 15c2-12, if required.

10. Each 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 designates *Snowmass Sun* and/or the *Denver Post* as the newspapers of general circulation within the boundaries of each District, or in the vicinity of each District if none is circulated within the District, and directs that all legal notices shall be published in accordance with Section 32-1-103(15), C.R.S., in the *Snowmass Sun* and/or the *Denver Post*.

12. The Board of Directors of each district determines that each director shall not receive compensation for services as directors in accordance with 32-1-902(3)(a)(I) & (II), C.R.S.

13. Each 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 in the District's files. 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 member of the Board shall have in its files, with annual confirmation thereof by the public custodian, a complete and executed Certificate of Appointment (if Board member is appointed), current Oath of Office and applicable Surety Bond, and that copies of each be submitted to the Department of Local Government as necessary and as may be requested.

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

President - Michael O'Connor
Secretary/Treasurer - David Corbin

Unless the District acts to elect new officers, or an officer resigns his office, such officers shall serve indefinitely.

15. The Board of Directors of each District extends the current indemnification resolution of each District to allow the resolutions to continue in effect as written, and hereby specifically appropriates sufficient funds for such purpose.

16. The Board of Directors 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.

17. Each board determines to hold regular joint meetings on the fourth Wednesday of every month at 2:00 p.m. The location of the meetings will be at 117 Aspen Business Center (ABC), Aspen, Colorado which is either within the boundaries of the Districts or the same county as the Districts or within 20 miles of the boundaries of the Districts. In addition, Regular and Special Meeting notices shall be posted at the locations identified in Paragraph 17 hereof; and at the Clerk and Recorder's office, all in accordance with Section 32-1-903, C.R.S. Each board directs

legal counsel to prepare notices for posting at the specified locations and at the Clerk and Recorder's office, and to revise the notices when the board 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.

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

19. In accordance with the Colorado "Mail Ballot Election Act," Section 1-7.5-101, et seq., C.R.S., each Board deems it expedient for the convenience of the electors that it shall conduct all regular and special elections of the Districts via mail ballot election unless a polling place election is deemed necessary and expressed in a separate election resolution.

20. In accordance with Sections 1-11-103, 32-1-104(1), and 32-1-1101.5, C.R.S., each District directs legal counsel and the Designated Election Official to notify the Division of Local Government and the Board of County Commissioners or governing body of the municipality that has approved organization of the District of the results of any elections held by each District, including business address, telephone number and the contact person; and to certify results of any election to incur general obligation indebtedness to the Board of County Commissioners or the governing body of a municipality.

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

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

23. Each board directs legal counsel to prepare and file, if requested, the special district annual report, in accordance with Section 32-1-207(3)(c), C.R.S.

24. Each board has determined that legal counsel 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, but no later than August, legal counsel shall request that each board member submit updated information regarding actual or potential conflicts of interest. Additionally, at the beginning of every term, legal counsel shall

request that each board member submit information regarding actual or potential conflicts of interest.

25. The Districts are currently a member of the Special District Association ("SDA"), and insured under the Colorado Special Districts Property and Liability Pool. The boards direct its accountant to pay the annual SDA membership dues and insurance premiums in a timely manner. The boards and legal counsel will biannually review all insurance policies and coverage in effect to determine appropriate insurance coverage is maintained. The Board of Directors of the District determines that worker's compensation insurance will be waived.

26. The following agreements and instruments with non-governmental entities are subject to annual renewal and budget appropriation each fiscal year and the boards hereby agree to extend each agreement and instrument until December 31, 2007:

> Funding and Reimbursement Agreement for Capital and O&M Costs dated July 27, 2005 by and between Base Village Metropolitan District No. 1 and Intrawest/Brush Creek Development Company LLC

Such agreements and instruments are hereby renewed with a term effective from January 1, 2007 to December 31, 2007.

27. In accordance with the Fair Campaign Practices Act, enacted in November 1996, each Board member is required to report to the 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 Boards direct legal counsel to advise it on the requirements of the Fair Campaign Practices Act §1-45-101, et seq., C.R.S., as deemed necessary from time to time.

29. The districts do not have any outstanding promissory note(s):

30. The districts do not have any outstanding bonds.

31. The Board members have reviewed the minutes of every meeting of the Board of conducted in 2006, which minutes are attached hereto as Exhibit A. The Board, being fully advised of the premises, hereby ratifies and affirms each and every action of the Board taken in 2006.

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

ADOPTED AND APPROVED THIS 1st DAY OF FEBRUARY, 2007.

BASE VILLAGE METROPOLITAN DISTRICTS NOS. 1&2

By: ____________________
President

ATTEST:

By: ____________________
Secretary

I, David Corbin, Secretary of the boards of Base Village Metropolitan Districts Nos. 1&2, do hereby certify that the annexed and foregoing Resolution is a true copy from the Records of the proceedings of the boards of said Districts, on file with White, Bear & Ankele Professional Corporation, general counsel to the Districts.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seals of the Districts, at Pitkin County, Colorado, this 1st day of February, 2007.

____
Secretary

(S E A L S)

BVMD/RESO/JVE1644012007
0711.0007/MINUTEBOOK

EXHIBIT A

Minutes of 2006 Board Meetings

January 25, 2006
April 26, 2006
May 24, 2006
June 28, 2006
July 26, 2006
August 23, 2006
September 1, 2006
November 30, 2006

MINUTES OF THE JOINT REGULAR MEETING OF THE BOARDS OF DIRECTORS

OF

BASE VILLAGE METROPOLITAN DISTRICT NO. 1 and
BASE VILLAGE METROPOLITAN DISTRICT NO. 2

Held: Wednesday, the 25th day of January, 2006, at 2:00 p.m.
at 117 Aspen Business Center (ABC),
Aspen, Colorado

Attendance

A joint regular meeting of the Boards of Directors of Base Village Metropolitan District No. 1 and Base Village Metropolitan District No. 2 was called and held as shown above and in accordance with the applicable statutes of the State of Colorado. The following directors, having confirmed their qualification to serve on the boards, were in attendance:

Michael H. O'Connor
David E. Bellack
Robert Matthew Jones
Donald M. Schuster
David Corbin

Also present was William P. Ankele, Jr., Esq., White, Bear & Ankele, Professional Corporation.

Joint Meetings

The Boards of Directors of the Districts determined to hold joint meetings of the Districts and to prepare joint minutes of action taken by the Districts in such meetings. Unless otherwise noted herein, all official action reflected in these minutes shall be deemed to be the action of all Districts. Where necessary, action taken by an individual District will be so reflected in these minutes.

Call to Order	Director Bellack noted that a quorum of each of the Boards was present and called the regular meetings of the Boards of Directors of Base Village Metropolitan District Nos. 1&2 to order.
Conflict of Interest Disclosure Matters	Mr. Ankele advised the Board that pursuant to Colorado law, certain disclosures by the Board members may be required prior to taking official action at the meeting. The Board reviewed the agenda for the meeting, following which each Board member confirmed the contents of written disclosures previously made, stating the fact and summary nature of any matters, as required under Colorado law, to permit official action to be taken at the meeting. The boards determined that participation by the directors with potential conflicts of interest was necessary to obtain a quorum or otherwise enable lawful action to occur. The Board noted that general conflict statements had been filed with the Secretary of State prior to the meeting, per the advice of legal counsel.
Approval of Minutes	The minutes of the special meetings of November 30, 2005 and continued meeting of December 13, 2005 were read and discussed. Upon motion duly made and seconded, the minutes of November 30, 2005 and December 13, 2005 were unanimously approved as presented.
Review and Approval of Annual Administrative Matters Resolution	Mr. Ankele presented to the Board a draft 2006 Annual Administrative Resolution. Discussion was had regarding the use of a map for the designation of meeting notice posting locations. The Boards also discussed the status of the Town signature on the IGA. Mr. Ankele will contact the Town Clerk, Ms. Coxon, regarding the status of this. Upon motion duly made and seconded, the 2006 Annual Administrative Resolution was approved, pending completion of these two items.
Financials	Financials were presented to the Board. After discussion and upon motion made and seconded, the financials were unanimously approved.
Developer Update	Pending receipt of 404 permit approval, ground breaking on the project is scheduled for April 18.

Bond Financing

The Boards discussed the Letter of Credit bids from US Bank and Vectra Bank. A final determination is expected by the end of the week. The Boards discussed various other terms under which the Bonds could be issued. The timeline for issuance of the bonds calls for issuance by the end of March.

Adjournment

There being no further business to come before the Boards, and following discussion and upon motion duly made, seconded and unanimously carried, the Boards determined to adjourn the meeting.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.

Secretary for the Meeting

BVMD/MINS/2006/JVE1152021406 0711.0006

MINUTES OF THE JOINT REGULAR MEETING OF THE BOARDS OF DIRECTORS

OF

BASE VILLAGE METROPOLITAN DISTRICT NO. 1 and
BASE VILLAGE METROPOLITAN DISTRICT NO. 2

Held: Wednesday, the 26th day of April, 2006, at 2:00 p.m.
at 117 Aspen Business Center (ABC),
Aspen, Colorado

Attendance

A joint regular meeting of the Boards of Directors of Base Village Metropolitan District No. 1 and Base Village Metropolitan District No. 2 was called and held as shown above and in accordance with the applicable statutes of the State of Colorado. The following directors, having confirmed their qualification to serve on the boards, were in attendance:

Michael H. O'Connor
Robert Matthew Jones
Donald M. Schuster
David Corbin
David E. Bellack

Also present were Rob Schultz and Andy Kane, D.A. Davidson & Co. (via telephone); Kevin Collins, Clifton Gunderson, Inc. (via telephone), and William P. Ankele, Jr., Esq., White, Bear & Ankele, Professional Corporation.

Joint Meetings

The Boards of Directors of the Districts determined to hold joint meetings of the Districts and to prepare joint minutes of action taken by the Districts in such meetings. Unless otherwise noted herein, all official action reflected in these minutes shall be deemed to be the action of all Districts. Where necessary, action taken by an individual District will be so reflected in these minutes.

Call to Order

Director Bellack noted that a quorum of each of the Boards was present and called the regular meetings of the Boards of Directors of Base Village Metropolitan District Nos. 1&2 to order.

Conflict of Interest Disclosure Matters

Mr. Ankele advised the Board that pursuant to Colorado law, certain disclosures by the Board members may be required prior to taking official action at the meeting. The Board reviewed the agenda for the meeting, following which each Board member confirmed the contents of written disclosures previously made, stating the fact and summary nature of any matters, as required under Colorado law, to permit official action to be taken at the meeting.

The boards determined that participation by the directors with potential conflicts of interest was necessary to obtain a quorum or otherwise enable lawful action to occur.

The Board noted that general conflict statements had been filed with the Secretary of State prior to the meeting, per the advice of legal counsel.

Approval of Minutes

The minutes of the regular meetings of January 25, 2006 were read and discussed. Upon motion duly made and seconded, the minutes of January 25, 2006 were unanimously approved as presented.

Financials

Financials were presented to the Boards by Mr. Collins. After discussion and upon motion made and seconded, the financials were unanimously approved and the payables were approved and ratified.

Construction/Public Improvements Status

Mr. O'Connor provided a status report on construction work. Project construction has commenced with initial excavation occurring, along with utilities staking. Meetings with Town staff with respect to the project are ongoing.

Discussion was had regarding documentation of the bid process that the contractor had engaged in for various elements of the project, including public infrastructure components. Mr. Ankele indicated this would be useful in connection with the documentation required under the Infrastructure Acquisition Agreement. Mr. O'Connor and Mr. Ankele will confer further on this item.

Bond Issue	Mr. Kane presented information concerning the issuance of bonds by the Districts. The Boards discussed the advantages and disadvantageous of issuing the bonds all at once or in stages. It was determined that it was essentially neutral economically as between the two driven substantially by assumed interest rate and letter of credit compared with ability to earn money on construction funds. The Boards concluded that it was appropriate to proceed with a single issue, and that this should be coordinated with an issuance by the Town of Snowmass Village General Improvement District No. 1.
GID Financing	The Board noted that certain construction expected to occur over the summer, along with the cabriolet which had already been completed, would occur in advance of funding from the GID, and thus would be initially funded by the project developer. It was noted that a form of reimbursement agreement between the project developer and the GID would likely be required to document future reimbursement.
Infrastructure Acquisition Agreement	Mr. Ankele presented a form of Infrastructure Acquisition Agreement that included provisions for the incremental acquisition of works in progress. The terms of the Agreement were reviewed by the Boards. Mr. Ankele and Mr. O'Connor will work to implement the terms of the Agreement once it is approved.
Development Fees	Mr. Ankele reminded the Boards that the financing plan for the bond issue called for development fees to be adopted and pledged to the bond issue.
Annual Report	Mr. Ankele presented to the Boards the annual report. Upon review and discussion, a motion was duly made and seconded, approving the annual report for filing with the appropriate agencies.
Directors' Parcel Boundaries	The Boards discussed repositioning the Director's parcel for District No. 2. Mr. Ankele will work to complete this item.

Adjournment

There being no further business to come before the Boards, and following discussion and upon motion duly made, seconded and unanimously carried, the Boards determined to adjourn the meeting.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.

Secretary for the Meeting

BVMD/MINS/2006/JVE1335050406 0711.0006

MINUTES OF THE JOINT REGULAR MEETING OF THE BOARDS OF DIRECTORS

OF

BASE VILLAGE METROPOLITAN DISTRICT NO. 1 and
BASE VILLAGE METROPOLITAN DISTRICT NO. 2

Held: Wednesday, the 24th day of May, 2006, at 2:00 p.m.
at 117 Aspen Business Center (ABC),
Aspen, Colorado

Attendance

A joint regular meeting of the Boards of Directors of Base Village Metropolitan District No. 1 and Base Village Metropolitan District No. 2 was called and held as shown above and in accordance with the applicable statutes of the State of Colorado. The following directors, having confirmed their qualification to serve on the boards, were in attendance:

Michael H. O'Connor
Robert Matthew Jones
Donald M. Schuster
David Corbin

Absent: David E. Bellack (absence excused)

Also present were Tom Peltz, D.A. Davidson & Co.; Kevin Collins, Clifton Gunderson, Inc. (via telephone), and William P. Ankele, Jr., Esq., White, Bear & Ankele, Professional Corporation.

Joint Meetings

The Boards of Directors of the Districts determined to hold joint meetings of the Districts and to prepare joint minutes of action taken by the Districts in such meetings. Unless otherwise noted herein, all official action reflected in these minutes shall be deemed to be the action of all Districts. Where necessary, action taken by an individual District will be so reflected in these minutes.

Call to Order	Director Schuster, Acting Chairman, noted that a quorum of each of the Boards was present and called the regular meetings of the Boards of Directors of Base Village Metropolitan District Nos. 1&2 to order.
Conflict of Interest Disclosure Matters	Mr. Ankele advised the Boards that pursuant to Colorado law, certain disclosures by the Board members may be required prior to taking official action at the meeting. The Boards reviewed the agenda for the meeting, following which each Board member confirmed the contents of written disclosures previously made, stating the fact and summary nature of any matters, as required under Colorado law, to permit official action to be taken at the meeting. The Boards determined that participation by the directors with potential conflicts of interest was necessary to obtain a quorum or otherwise enable lawful action to occur. The Boards noted that general conflict statements had been filed with the Secretary of State prior to the meeting, per the advice of legal counsel.
Approval of Minutes	The minutes of the regular meeting of April 26, 2006 were read and a change noted that Kirkpatrick Pettis is now D.A. Davidson & Co. Upon motion duly made and seconded, the minutes of April 26, 2006 were unanimously approved as revised.
Financials	Financials were presented to the Boards by Mr. Collins. Mr. Collins reported on the receipt of taxes. After discussion and upon motion made and seconded, the financials were unanimously approved and the payables were approved and ratified.
Construction/Public Improvements Status	A status report on construction work being conducted by the Developer was made. Lower Carriage Way, Wood Road and Storm Drainage improvements are in progress. The Cabriolet has been completed. The Board compared the in-progress infrastructure work with the schedule contained in the most recent financing plan from Stan Bernstein & Associates, and noted a general correspondence with same. There have been some design revisions to the appearance of the Funnel Bridge per Town comments. Director Schuster stated that he believed that the commercial spaces cost in the parking structure were not included in the cost estimate for the parking

structure.

Infrastructure Acquisition Agreement

The Board discussed the proposed Infrastructure Acquisition Agreement, in particular the nature of the bidding process used by the Developer and Weitz Construction resulting in contract costs. Mr. O'Connor will provide a narrative describing the extensive competitive bidding process that was used to generate construction costs for the Weitz contract. Mr. Shuster noted that Intrawest/Brush Creek Development Company, LLC should be the developer party to the Agreement. The Board then engaged in a detailed discussion of the terms of the Agreement, and Mr. Ankele was requested to make revisions concerning the materials that the developer would present to the District to support project costs, revisions to certain of the exhibits to the document, and other matters relating to the practical aspects of conveying improvements in process to the District. It was noted that costs of improvements as summarized in the Stan Bernstein and Associates financing plans may not include design costs, furniture fixtures and equipment. Mr. Ankele indicated these were eligible costs; however, the Board noted that sufficient debt capacity might not exist to include these items.

Mr. O'Connor is to send sample Weitz invoices to Mr. Collins to evaluate suitability to the task of confirming District costs.

District/GID IGA

Mr. Peltz discussed the essential elements of this IGA which would reflect the combined maximum mill levy of 49.5 mills between the GID (20 mills) and the Districts (29.5). Discussion ensued regarding the manner in which operations and maintenance costs could be controlled, and the priority in which excess revenues not otherwise required for debt service or operations and maintenance would be applied. It was noted that GID operation and maintenance costs would be for Wood Road, the Roundabout, Snowmelt systems under these improvements, the Fire Truck, Cabriolet and Roundabout/ Bridge. The Boards noted that the GID is only funding a portion of the Roundabout/Bridge and that any operations and maintenance costs associated with this (including snowmelt systems) should be limited to the same percentage of actual GID funding for the infrastructure component.

Bond Issue/Timing

The Boards discussed the manner in which bond issues by both the GID and the Districts are being coordinated. Mr. Bernstein's numbers may require adjustment as new information about operations and maintenance costs (especially for the GID) are identified and subscribed to by the Town.

The Boards discussed role of Kutak Rock in regard to the Bond issue, noting that Kutak was serving as District bond counsel, District disclosure counsel (due to the recent relocation of the disclosure attorney to Kutak Rock offices), and also Letter of Credit Bank counsel. Mr. Ankele advised that it is very common for bond counsel and disclosure counsel services to be provided by the same firm, since both are engaged directly by the Districts. Representation of the Letter of Credit Bank potentially involves competing interests between the District and the Bank/Developer; however, Mr. Ankele's office is representing the District in regard to Letter of Credit matters that affect it. Accordingly, appropriate division of responsibility appears to exist to avoid any adverse impacts to the network of representations involved in the transaction.

GID Matters

The Board noted that an agreement between the developer and the GID will be necessary providing for the acquisition by the GID of completed GID improvements from the developer. This agreement will involve similar terms to that being proposed between the Districts and the developer for District-related improvements.

The Boards discussed issues concerning the acquisition of a fire truck in order to have fire service available during construction. The fire truck purchase is part of the GID financing, but initially the developer will execute the purchase contract, subject to negotiation of a tri-party agreement where the purchase contract could be assigned to the Wildcat Fire Protection District, subject to funding from the GID.

Adjournment

There being no further business to come before the Boards, and following discussion and upon motion duly made, seconded and unanimously carried, the Boards determined to adjourn the meeting.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.

Secretary for the Meeting

BVMD/MJNS/2006/JVE1514061206 0711.0006

MINUTES OF THE JOINT REGULAR MEETING OF THE BOARDS OF DIRECTORS

OF

BASE VILLAGE METROPOLITAN DISTRICT NO. 1 and
BASE VILLAGE METROPOLITAN DISTRICT NO. 2

Held: Wednesday, the 28th day of June, 2006, at 2:00 p.m.
at 117 Aspen Business Center (ABC),
Aspen, Colorado

Attendance

A joint regular meeting of the Boards of Directors of Base Village Metropolitan District No. 1 and Base Village Metropolitan District No. 2 was called and held as shown above and in accordance with the applicable statutes of the State of Colorado. The following directors, having confirmed their qualification to serve on the boards, were in attendance:

David E. Bellack
Michael H. O'Connor (via telephone)
Robert Matthew Jones
David Corbin

Absent: Donald M. Schuster (absence excused)

Also present were Tom Peltz, D.A. Davidson & Co. (via telephone); Kevin Collins, Clifton Gunderson, Inc. (via telephone), Kevin H. Kelley, Esq., Jacobs, Chase, Frick, Kleinkopf & Kelley, LLC (via telephone) and William P. Ankele, Jr., Esq., White, Bear & Ankele, Professional Corporation.

Joint Meetings

The Boards of Directors of the Districts determined to hold joint meetings of the Districts and to prepare joint minutes of action taken by the Districts in such meetings. Unless otherwise noted herein, all official action reflected in these minutes shall be deemed to be the action of all Districts. Where necessary, action taken by an individual District will be so reflected in these minutes.

Call to Order

Director Bellack, Chairman, noted that a quorum of each of the Boards was present and called the regular meetings of the Boards of Directors of Base Village Metropolitan District Nos. 1&2 to order.

Conflict of Interest Disclosure Matters

Mr. Ankele advised the Boards that pursuant to Colorado law, certain disclosures by the Board members may be required prior to taking official action at the meeting. The Boards reviewed the agenda for the meeting, following which each Board member confirmed the contents of written disclosures previously made, stating the fact and summary nature of any matters, as required under Colorado law, to permit official action to be taken at the meeting.

The Boards determined that participation by the directors with potential conflicts of interest was necessary to obtain a quorum or otherwise enable lawful action to occur.

The Boards noted that general conflict statements had been filed with the Secretary of State prior to the meeting, per the advice of legal counsel.

Approval of Minutes

The minutes of the regular meeting of May 24, 2006 were reviewed and discussed. Regarding Weitz contract invoicing, the Boards discussed various options to identify District-eligible costs. Mr. Ankele and Mr. Collins noted the standards that would have to be met in this regard, including considerations relating to IRS requirements to maintain tax-exemption for bonds issued to fund such costs. The Boards discussed hiring an accountant to track these items and proposed a meeting with Director O'Connor, Mr. Peltz, Mr. Ankele and Mr. Collins. Upon motion duly made and seconded, the minutes of May 24, 2006 were unanimously approved.

Financials

Financials were presented to the Boards by Mr. Collins. After discussion and upon motion made and seconded, the financials were unanimously approved and the payables were approved and ratified.

Construction/Public Improvements Status

The Boards were advised that the skier bridges will be completed this year, except for trim features representing approximately 15-20% of the total costs, which would not be installed until next year. Mr. Ankele indicated that costs incurred this year could be reimbursed separately from the trim features.

Infrastructure Acquisition Agreement

The Boards continued discussions concerning the Infrastructure Acquisition Agreement. Discussion was had regarding the sales and use tax exemption enjoyed by the Districts, and whether this exemption could be preserved under this funding approach. Mr. Ankele indicated that this might be questionable. Mr. Kelley inquired whether the tax savings warranted the District taking over (subject to public bidding) portions of the project in light of the cost savings involved. This was left undecided. The Boards requested that Mr. Ankele provide a redlined draft of the Infrastructure Acquisition to Mr. Corbin for review.

GID/District IGA for Bond Issue/Mill Levy Allocation

Mr. Peltz summarized the terms of a draft IGA between the Town of Snowmass Village, the Town of Snowmass Village GID, and the Districts that would allocate mill levies and establish other relationships among the entities. Extended discussion ensued regarding operations and maintenance costs, mill levy caps for the GID and revenue sharing between the GID and the metro districts occurred.

In regard to issues concerning GID operations costs in excess of revenues, it was noted that there is an agreement between the Town and the Developer that anticipates a reduction in operating hours of the Cabriolet if funds are not sufficient. Mr. Bellack will provide Mr. Ankele with a copy of this agreement.

Bond Issue/Timing

There was no bond issue report at this time.

GID Matters

Mr. Ankele reported to the Boards on two GID Acquisition Agreements, one for general infrastructure and one for fire truck acquisition.

Adjournment

There being no further business to come before the Boards, and following discussion and upon motion duly made, seconded and unanimously carried, the Boards determined to adjourn the meeting.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.

Secretary for the Meeting

BVMD/MINS/2006/JVE1514061206 0711.0006

MINUTES OF THE JOINT REGULAR MEETING OF THE BOARDS OF DIRECTORS

OF

BASE VILLAGE METROPOLITAN DISTRICT NO. 1 and
BASE VILLAGE METROPOLITAN DISTRICT NO. 2

Held: Wednesday, the 26th day of July, 2006, at 2:00 p.m.
at 117 Aspen Business Center (ABC),
Aspen, Colorado

Attendance

A joint regular meeting of the Boards of Directors of Base Village Metropolitan District No. 1 and Base Village Metropolitan District No. 2 was called and held as shown above and in accordance with the applicable statutes of the State of Colorado. The following directors, having confirmed their qualification to serve on the boards, were in attendance:

David E. Bellack
Michael H. O'Connor
Robert Matthew Jones
David Corbin
Donald M. Schuster

Also present were Tom Peltz, D.A. Davidson & Co. (via telephone); Sarah Hunsche, Clifton Gunderson, Inc. (via telephone), and William P. Ankele, Jr., Esq., White, Bear & Ankele, Professional Corporation.

Joint Meetings

The Boards of Directors of the Districts determined to hold joint meetings of the Districts and to prepare joint minutes of action taken by the Districts in such meetings. Unless otherwise noted herein, all official action reflected in these minutes shall be deemed to be the action of all Districts. Where necessary, action taken by an individual District will be so reflected in these minutes.

Call to Order	Director Bellack, Chairman, noted that a quorum of each of the Boards was present and called the regular meetings of the Boards of Directors of Base Village Metropolitan District Nos. 1&2 to order.
Conflict of Interest Disclosure Matters	Mr. Ankele advised the Boards that pursuant to Colorado law, certain disclosures by the Board members may be required prior to taking official action at the meeting. The Boards reviewed the agenda for the meeting, following which each Board member confirmed the contents of written disclosures previously made, stating the fact and summary nature of any matters, as required under Colorado law, to permit official action to be taken at the meeting. The Boards determined that participation by the directors with potential conflicts of interest was necessary to obtain a quorum or otherwise enable lawful action to occur. The Boards noted that general conflict statements had been filed with the Secretary of State prior to the meeting, per the advice of legal counsel.
Approval of Minutes	The minutes of the regular meeting of June 28, 2006 were reviewed and discussed by the Board. Upon motion duly made and seconded, the minutes of June 28, 2006 were unanimously approved.
Financials	Financials were presented to the Boards by Ms. Hunsche. Discussion ensued regarding the pace of receipt of tax revenues and the possibility of a Budget Amendment should the bond issue proceed as planned. After discussion and upon motion made and seconded, the financials were unanimously approved.
Construction/Public Improvements Status	Mr. O'Connor reported on the status of construction within the project, including progress on excavation, storm drainage, and other utilities. He noted that issues concerning the unstable soils in the area where construction of the bridge at Wood Road was occurring had been resolved. It appears that unstable fill material had been placed at this location in connection with old construction activities. This material had been removed and replaced with appropriate fill. He generally concluded that construction has been progressing normally with typical construction contingencies.
GID/District IGA for Bond	Mr. Peltz reviewed the status of drafting of an

Issue/Mill Levy Allocation	intergovernmental agreement between the Town of Snowmass Village General Improvement District No. 1 and the Districts concerning allocation of mill levies, bond funding allocations, and operations and maintenance responsibilities. Extended discussion ensued concerning open issues. No action was take at this time.
Adjournment	There being no further business to come before the Boards, and following discussion and upon motion duly made, seconded and unanimously carried, the Boards determined to adjourn the meeting.
	The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.
	Secretary for the Meeting

BVMD/MINS/2006/JVE1600081706 0711.0006

MINUTES OF THE JOINT REGULAR MEETING OF THE BOARDS OF DIRECTORS

OF

BASE VILLAGE METROPOLITAN DISTRICT NO. 1 and
BASE VILLAGE METROPOLITAN DISTRICT NO. 2

Held: Wednesday, the 23rd day of August, 2006, at 2:00 p.m.
at 117 Aspen Business Center (ABC),
Aspen, Colorado

Attendance

A joint regular meeting of the Boards of Directors of Base Village Metropolitan District No. 1 and Base Village Metropolitan District No. 2 was called and held as shown above and in accordance with the applicable statutes of the State of Colorado. The following directors, having confirmed their qualification to serve on the boards, were in attendance:

David E. Bellack
Michael H. O'Connor
Robert Matthew Jones
David Corbin
Donald M. Schuster

Also present were Tom Peltz, Kutak Rock (via telephone); Sarah Hunsche, Clifton Gunderson, Inc. (via telephone), and Sean Allen, Esq. and William P. Ankele, Jr., Esq., White, Bear & Ankele, Professional Corporation (via telephone).

Joint Meetings

The Boards of Directors of the Districts determined to hold joint meetings of the Districts and to prepare joint minutes of action taken by the Districts in such meetings. Unless otherwise noted herein, all official action reflected in these minutes shall be deemed to be the action of all Districts. Where necessary, action taken by an individual District will be so reflected in these minutes.

Call to Order

Director Bellack, Chairman, noted that a quorum of each of the Boards was present and called the regular meetings of the Boards of Directors of Base Village Metropolitan District Nos. 1&2 to order.

Conflict of Interest Disclosure Matters

Mr. Ankele advised the Boards that pursuant to Colorado law, certain disclosures by the Board members may be required prior to taking official action at the meeting. The Boards reviewed the agenda for the meeting, following which each Board member confirmed the contents of written disclosures previously made, stating the fact and summary nature of any matters, as required under Colorado law, to permit official action to be taken at the meeting.

The Boards determined that participation by the directors with potential conflicts of interest was necessary to obtain a quorum or otherwise enable lawful action to occur.

The Boards noted that general conflict statements had been filed with the Secretary of State prior to the meeting, per the advice of legal counsel.

Approval of Minutes

The minutes of the regular meeting of July 26, 2006 were deferred.

Financials

Financials were presented to the Boards by Ms. Hunsche. After discussion and upon motion made and seconded, the financials were unanimously approved.

Bond Issue

Mr. Ankele provided the Boards with an updated as to the status of the anticipated bond issue, service plan amendment, and TABOR election matters.

Construction/Public Improvements Status

No report was given on this item.

GID/District IGA for Bond Issue/Mill Levy Allocation

Mr. Peltz and the Boards discussed various open items relative to: IGA approval timing by the Town, GID and Districts; senior and subordinate debt issues; and mill levy allocation for operation and maintenance in light of the shift to have the Districts finance the GID infrastructure. Mr. Peltz indicated that he would have a draft of the IGA distributed for review by August 25, 2006.

D.A. Davidson & Co. Investment Banking Engagement

Director Jones informed the Boards that he received an engagement letter from Mr. Andy Kane at D.A. Davidson & Co. for investment/underwriter banking services connected with the anticipated general obligation bond issue. Action on this matter was tabled until the next meeting to allow time to review the estimated fees from Mr. Kane.

Adjournment/Continuation

There being no further business to come before the Boards, and following discussion and upon motion duly made, seconded and unanimously carried, the Boards determined to continue the meeting until September 1, 2006 at 2:00 p.m.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.

Secretary for the Meeting

BVMD/MINS/2006/KSA1600082306

MINUTES OF THE JOINT CONTINUED REGULAR MEETING OF THE BOARDS OF DIRECTORS

OF

BASE VILLAGE METROPOLITAN DISTRICT NO. 1 and BASE VILLAGE METROPOLITAN DISTRICT NO. 2

Held: Friday, the 1st day of September, 2006, at 2:00 p.m. at 117 Aspen Business Center (ABC), Aspen, Colorado

Attendance

A joint continued regular meeting of the Boards of Directors of Base Village Metropolitan District No. 1 and Base Village Metropolitan District No. 2 was called and held as shown above and in accordance with the applicable statutes of the State of Colorado. The following directors, having confirmed their qualification to serve on the boards, were in attendance:

David E. Bellack
Michael H. O'Connor
David Corbin
Donald M. Schuster

Absent: Robert Matthew Jones (Absence excused)

Also present was William P. Ankele, Jr., Esq., White, Bear & Ankele, Professional Corporation (via telephone).

Joint Meetings

The Boards of Directors of the Districts determined to hold joint meetings of the Districts and to prepare joint minutes of action taken by the Districts in such meetings. Unless otherwise noted herein, all official action reflected in these minutes shall be deemed to be the action of all Districts. Where necessary, action taken by an individual District will be so reflected in these minutes.

Call to Order

Director Bellack, Chairman, noted that a quorum of each of the Boards was present and called the continued regular meetings of the Boards of Directors of Base Village Metropolitan District Nos. 1&2 to order.

Conflict of Interest Disclosure Matters

Mr. Ankele had previously advised the Boards at the regular meeting of August 23, 2006 that pursuant to Colorado law, certain disclosures by the Board members may be required prior to taking official action at the meeting. The Boards previously reviewed the agenda for the August 23, 2006 meeting, following which each Board member confirmed the contents of written disclosures previously made, stating the fact and summary nature of any matters, as required under Colorado law, to permit official action to be taken at the meeting. The Board members reaffirmed disclosures previously made at the August 23, 2006 meeting.

The Boards determined that participation by the directors with potential conflicts of interest was necessary to obtain a quorum or otherwise enable lawful action to occur.

The Boards noted that general conflict statements had been filed with the Secretary of State prior to the August 23, 2006 regular meeting, per the advice of legal counsel.

Base Village Intergovernmental Agreement

Mr. Ankele reviewed the status of the proposed Base Village Intergovernmental Agreement between the Districts and the Town of Snowmass Village General Improvement District No. 1. It was noted that the Town of Snowmass Village had received a redlined copy of a draft for consideration at its meeting scheduled for September 5, 2006. The Board members discussed the various changes to the agreement, and noted that it conformed to the terms that had been discussed in recent joint meetings with the Town. Accordingly, upon motion duly made, seconded and unanimously carried, the Boards approved the agreement in substantially the form presented, subject to the potential for additional changes emerging from the Town meeting requiring subsequent ratification by the Boards. Mr. Ankele was directed to communicate this approval to the Town Manager prior to the September 5, 2006 Town Council meeting.

November, 2006 Election

Mr. Ankele noted that in order to implement the terms of the Base Village Intergovernmental Agreement, the Districts would need to increase the existing voter authorization for various categories of debt, as well as for operations and maintenance purposes. He noted that drafts of the election questions had been jointly prepared by White, Bear and Ankele, and Kutak Rock. Mr. Ankele reviewed the basis for the changes to the election questions with the Board. Upon motion duly made, seconded and unanimously carried, the Board approved the certification of the election questions as submitted.

Adjournment/Continuation

There being no further business to come before the Boards, and following discussion and upon motion duly made, seconded and unanimously carried, the Boards determined to adjourn the meeting.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.

Secretary for the Meeting

BVMD/MINS/2006/JVE1535092106

MINUTES OF THE JOINT SPECIAL MEETING OF THE BOARDS OF DIRECTORS

OF

BASE VILLAGE METROPOLITAN DISTRICT NO. 1 and
BASE VILLAGE METROPOLITAN DISTRICT NO. 2

Held: Thursday, the 30th day of November, 2006, at 2:00 p.m.
at 117 Aspen Business Center (ABC),
Aspen, Colorado

Attendance

A joint special meeting of the Boards of Directors of Base Village Metropolitan District No. 1 and Base Village Metropolitan District No. 2 was called and held as shown above and in accordance with the applicable statutes of the State of Colorado. The following directors, having confirmed their qualification to serve on the boards, were in attendance:

Robert Matthew Jones
Michael H. O'Connor
David Corbin
Donald M. Schuster

Absent: David E. Bellack (absence excused)

Also present were Kevin Collins, Clifton Gunderson, Inc. (via telephone), and Victor J. Munteanu, Esq., White, Bear & Ankele, Professional Corporation (via telephone).

Joint Meetings

The Boards of Directors of the Districts determined to hold joint meetings of the Districts and to prepare joint minutes of action taken by the Districts in such meetings. Unless otherwise noted herein, all official action reflected in these minutes shall be deemed to be the action of all Districts. Where necessary, action taken by an individual District will be so reflected in these minutes.

Call to Order

Director Jones, Acting Chairman, noted that a quorum of each of the Boards was present and called the special meetings of the Boards of Directors of Base Village Metropolitan District Nos. 1&2 to order.

Conflict of Interest Disclosure Matters

Mr. Munteanu advised the Boards that pursuant to Colorado law, certain disclosures by the Board members may be required prior to taking official action at the meeting. The Boards reviewed the agenda for the meeting, following which each Board member confirmed the contents of written disclosures previously made, stating the fact and summary nature of any matters, as required under Colorado law, to permit official action to be taken at the meeting.

The Boards determined that participation by the directors with potential conflicts of interest was necessary to obtain a quorum or otherwise enable lawful action to occur.

The Boards noted that general conflict statements had been filed with the Secretary of State prior to the meeting, per the advice of legal counsel.

Approval of Minutes

The minutes of the regular meetings of September 27, 2006 were reviewed and discussed by the Board. Upon motion duly made by Director Jones and seconded by Director Corbin, the minutes of the regular meetings of September 27, 2006 were unanimously approved.

Financials

The Board was notified that a developer advance was sent in for processing by the account.

Financials were presented to the Boards by Mr. Collins. After discussion and upon motion made by Director Jones and seconded by Director Corbin, the financials and accounts payable were unanimously approved.

Public Hearing on 2006 Budget Amendment

Director Jones noted that the meeting had been published as a budget hearing on 2006 budget amendment for District No. 1 and opened the budget hearing. There being no members of the public present, the hearing was closed. The Boards discussed the 2006 budget amendment. Upon motion by Director Jones and seconded by Director Corbin the 2006 budget amendment was unanimously approved.

Public Hearing on 2007 Budget	Director Jones noted that the meeting had been published as a budget hearing and opened the budget hearing for fiscal year 2007. There being no members of the public present, the hearings were closed. The Boards discussed the 2007 proposed budgets for District Nos. 1 & 2. The Boards accepted the two budgets, set the appropriations and set mill levy at 29.5 mills for District No. 2. White, Bear and Ankele and Mr. Collins firms to make any adjustments required. Upon motion by Director Jones and seconded by Director Corbin the 2007 budgets were unanimously approved, funds appropriated, and mill levies certified as presented in the budgets.
Legal Matters Election Results	Mr. Munteanu reported election results to the Boards.
Acquisition of Improvements/Weitz Cost Allocations	Director O'Connor reported to the Boards that he has a meeting with Weitz next week and will get back to the Boards after that meeting.
Bond Issue	Director Jones reports that the Boards that the bond issue will be take place sometime around March, 2007.
Other Business Fortress Group Commercial Closing Discussion	Fortress Group acquisition of Intrawest closing to occur around January 31, 2007.
Adjournment	There being no further business to come before the Boards, and following discussion and upon motion duly made, seconded and unanimously carried, the Boards determined to adjourn the meeting.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.

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Secretary for the Meeting

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