

WHEREAS, pursuant to and in accordance with § 29-1-603(1), C.R.S., the Boards shall cause to be made an annual audit of the financial statements of the Districts and, in accordance with § 29-1-606, C.R.S., the audit report shall be completed within six (6) months after the close of the Districts' fiscal year, unless otherwise extended in accordance with the provisions thereof;

or, when an exemption is warranted by § 29-1-604, C.R.S., the Boards may direct that an application for exemption from audit be filed with the State Auditor by no later than March 31; and

WHEREAS, the Local Government Budget Law of Colorado, §§ 29-1-101, *et seq.*, C.R.S., requires the Boards to hold public hearings on proposed budgets and amendments thereto, to adopt budget resolutions and to file copies of the budgets and budget messages, and amendments thereto, with the Division; and

WHEREAS, the Unclaimed Property Act, § 38-13-110, C.R.S., requires that political subdivisions file an annual report listing unclaimed property with the State Treasurer by November 1, if applicable; and

WHEREAS, § 39-5-128, C.R.S., requires the Districts to certify their mill levy with the Board of County Commissioners on or before December 15; and

WHEREAS, § 32-1-103(15), C.R.S., requires the Districts to publish certain legal notices in a newspaper of general circulation in the Districts; and

WHEREAS, pursuant to §§ 32-1-902(3)(a)(I) & (II), C.R.S., directors may receive compensation for their services subject to the limitations set forth therein; and

WHEREAS, pursuant to § 32-1-902(1), C.R.S., the Boards shall elect one of its members as chairman of the Boards and president of the Districts, one of its members as treasurer of the Boards and of the Districts and a secretary who may be a member of the Boards; and

WHEREAS, § 32-1-902(3)(b), C.R.S., requires a director to disqualify himself or herself from voting on any issue in which s/he has a conflict of interest, unless the director has properly disclosed such conflict in compliance with § 18-8-308, C.R.S., and files said conflict disclosure statement with the Boards and the Colorado Secretary of State's Office at least seventy-two (72) hours prior to any regular or special meeting of the Districts; and

WHEREAS, pursuant to § 24-10-110(1), C.R.S., the Districts shall defend and indemnify its public employees, which, by definition, includes elected and appointed officers; and

WHEREAS, pursuant to §§ 24-72-202, *et seq.*, C.R.S., the Districts may designate an official custodian for the maintenance, care and keeping of public records; and

WHEREAS, pursuant to § 24-6-402(2)(c), C.R.S., the Boards shall designate a posting place for notices of meetings which are not otherwise posted under Title 32, C.R.S.; and

WHEREAS, § 32-1-903, C.R.S., requires that the Boards meet regularly at a time and in a place to be designated by the Boards and requires that notice of such meetings be posted in at least three (3) public places within the boundaries of each of the Districts and in the County Clerk and Recorder's Office at least three (3) days prior to said meeting; and

WHEREAS, elections may be held pursuant to the Special Districts Act, §§ 32-1-101, *et seq.*, C.R.S., and the Uniform Election Code of 1992, §§ 1-1-101, *et seq.*, C.R.S., for the purpose of: 1) electing members of the Districts' Boards; 2) presenting certain ballot issues to the eligible electors of the Districts as required by Article X Section 20 of the Colorado Constitution; and 3) presenting certain ballot issues and questions to the eligible electors of the Districts; and

WHEREAS, § 1-7.5-104, C.R.S., permits the Boards to determine to conduct elections by mail ballot; and

WHEREAS, § 1-1-111, C.R.S., empowers the Boards to supervise the conduct of regular and special elections which they are authorized or required to call and all powers and authority granted to the Boards may be exercised by an election official designated by the Boards; and

WHEREAS, § 1-11-103(3), C.R.S., requires the Districts to certify the results of elections to the Division within thirty (30) days after an election and § 32-1-1101.5(1), C.R.S., requires the Districts to certify results of any ballot issue election to incur general obligation indebtedness to the Board of County Commissioners; and

WHEREAS, §§ 32-1-1604, C.R.S., requires the Districts to record a notice of authorization of or notice to incur general obligation debt with the County Clerk and Recorder within thirty (30) days of authorizing or incurring said indebtedness; and

WHEREAS, in accordance with §§ 32-1-1101.5(1.5) and (2), C.R.S., the Board of County Commissioners may require the Districts to file an application for quinquennial finding of reasonable diligence; and

WHEREAS, pursuant to § 32-1-207(3)(c), C.R.S. and/or the Districts' Service Plan, the Districts, if requested by the Board of County Commissioners, may be required to file an annual report with the Board of County Commissioners, the Division, the State Auditor, the County Clerk and Recorder and any interested parties entitled to notice pursuant to § 32-1-204(1), C.R.S.; and

WHEREAS, pursuant to §§ 24-10-115, *et seq.*, C.R.S., the Boards are authorized to obtain insurance; and

WHEREAS, pursuant to § 8-40-202, C.R.S., the Districts are required to obtain and maintain workers' compensation coverage unless such coverage is waived pursuant to § 8-40-202(1)(a)(I)(B), C.R.S.

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

1. Each Board directs legal counsel to cause an accurate map of the Districts' boundaries to be prepared in accordance with the standards specified by the Division and to be filed with the Division, as required by § 32-1-306, C.R.S.

2. Each Board directs legal counsel to notify the Board of County Commissioners, the County Assessor, the County Treasurer, the County Clerk and Recorder and the Division of the name of the chairman of the Boards, the contact person, telephone number and business address of the Districts, as required by § 32-1-104(2), C.R.S.
3. Each Board directs legal counsel to prepare and file with the Division an informational listing of all contracts in effect with other political subdivisions on or before February 1, in accordance with § 29-1-205, C.R.S., for each District. Such list shall contain the names of the contracting political subdivisions, the nature of the contract and the expiration date thereof.
4. Each Board directs the Districts' accountant to cause the preparation of and to file with the Department of Local Affairs the annual public securities report for nonrated public securities issued by the Districts within sixty (60) days of the close of the fiscal year, as required by §§ 11-58-101, *et seq.*, C.R.S.
5. Each Board directs the Districts' accountant to: 1) obtain proposals for auditors to be presented to the Boards; 2) to cause an audit of the annual financial statements of the Districts to be prepared and submitted to the Boards on or before June 30; and 3) to cause the audit to be filed with the State Auditor by July 31, or by the filing deadline permitted under any extension thereof, all in accordance with §§ 29-1-603(1) and 29-1-606, C.R.S. Alternatively, if warranted by § 29-1-604, C.R.S., each Board directs the Districts' accountant to apply for and obtain an audit exemption from the State Auditor on or before March 31 in accordance with § 29-1-604, C.R.S.
6. Each Board directs the Districts' accountant to submit proposed budgets to the Boards by October 15, to prepare final budgets and budget messages, including any amendments thereto, if necessary, and directs legal counsel to schedule public hearings on the proposed budgets and/or amendments, and to post or publish notices thereof, to prepare all budget resolutions and to file the budgets and budget messages with the Division on or before January 30, all in accordance with §§ 29-1-101, *et seq.*, C.R.S.
7. Each Board directs the Districts' legal counsel to cause the preparation of the Unclaimed Property Act report and submission the same to the State Treasurer by November 1, in accordance with § 38-13-110, C.R.S.
8. Each Board directs the Districts' accountant to prepare the mill levy certification forms and directs the Districts' legal counsel to file the mill levy certification forms with the Board of County Commissioners on or before December 15, in accordance with § 39-5-128, C.R.S.
9. Each Board designates the *Snowmass Sun* as a newspaper of general circulation within the boundaries of the Districts and directs that all legal notices shall be

published in accordance with § 32-1-103(15), C.R.S., in the *Snowmass Sun* unless otherwise designated by the Boards or the Districts' legal counsel.

10. Each Board determines that each director may not receive compensation for their services as directors subject to the limitations set forth in §§ 32-1-902(3)(a)(I) & (II), C.R.S.
11. The Districts hereby elect the following officers for the Districts:

Chairman/President: Shawn Gleason
Secretary: B. Joseph Krabacher
Treasurer: Steven Louis Farmer
Recording Secretary: Legal counsel
12. Each Board hereby determines that each member of the Boards shall, for any potential or actual conflicts of interest, complete conflicts of interest disclosures and directs legal counsel to file the conflicts of interest disclosures with the Boards and with the Colorado Secretary of State at least seventy-two (72) hours prior to every regular and special meeting of the Boards, in accordance with §§ 32-1-902(3)(b) and 18-8-308, C.R.S. Additionally, at the beginning of each year, each Board member shall submit information to the Districts' legal counsel regarding any actual or potential conflicts of interest and, throughout the year, each Board member shall provide the Districts' legal counsel with any revisions, additions, corrections or deletions to said conflicts of interest disclosures.
13. Each Board confirms its obligations under § 24-10-110(1), C.R.S., with regards to the defense and indemnification of its public employees, which, by definition, includes elected and appointed officers.
14. Each Board hereby appoints the Districts' legal counsel as the official custodian for the maintenance, care and keeping of all public records of the Districts, in accordance with § 24-72-202, *et seq.*, C.R.S.
15. Pursuant to § 24-6-402(2)(c), C.R.S., each Board hereby designates Building Site #12 – Weitz Construction trailer as the Districts' 24-hour posting place for notices of meetings which were not otherwise posted under §§ 32-1-101, *et seq.*, C.R.S.
16. Each Board determines to hold regular meetings on the fourth Wednesday of each month at 2:00 P.M. at 132 West Main Street, Suite A, Aspen, Colorado. In addition, regular and special meeting notices shall be posted in three (3) locations within each of the District's boundaries and at the County Clerk and Recorder's Office at least three (3) days prior to said meeting, in accordance with § 32-1-903, C.R.S.
17. For the convenience of the electors of the Districts, and pursuant to its authority set forth in § 1-7.5-104, C.R.S., each Board hereby deems that all regular and special

elections of the Districts be conducted by mail ballot unless a polling place election is deemed necessary and expressed in a separate election resolution adopted by the Boards.

18. Pursuant to its authority set forth in § 1-1-111, C.R.S., each Board hereby appoints K. Sean Allen, of the law firm of White, Bear & Ankele Professional Corporation, as the "Designated Election Official" of the Districts for any elections to be held. Each Board hereby grants all powers and authority for the proper conduct of the election to the Designated Election Official, including, but not limited to, the power to call an election on behalf of the Districts, to approve the final form of ballot issues and questions, to prepare the TABOR notice, to appoint election judges and a canvass board and to cancel, if applicable, the election.
19. In accordance with § 1-11-103(3), C.R.S., each Board hereby directs the Designated Election Official to certify to the Division the results of any elections held by the Districts and, pursuant to § 32-1-1101.5(1), C.R.S., to certify results of any ballot issue election to incur general obligation indebtedness to the Board of County Commissioners.
20. Each Board directs legal counsel to cause a notice of authorization of or notice to incur general obligation debt to be recorded with the County Clerk and Recorder within thirty (30) days of authorizing or incurring any indebtedness, in accordance with § 32-1-1604, C.R.S.
21. Each Board directs legal counsel to cause the preparation of and filing with the Board of County Commissioners, if requested, the application for quinquennial finding of reasonable diligence in accordance with §§ 32-1-1101.5(1.5) and (2), C.R.S.
22. Each Board directs legal counsel to cause the preparation of and the filing with the Board of County Commissioners, the Division, the State Auditor, the County Clerk and Recorder and any interested parties entitled to notice pursuant to § 32-1-204(1), C.R.S., an annual report, if requested, in accordance with § 32-1-207(3)(c), C.R.S.
23. Each Board directs legal counsel to obtain proposals and/or renewals for insurance, as applicable, to insure the Districts against all or any part of the Districts' liability, in accordance with §§ 24-10-115, *et seq.*, C.R.S. Each Board directs the Districts' accountant to pay the annual SDA membership dues, agency fees and insurance premiums in a timely manner, as applicable. Each Board and legal counsel will review all insurance policies and coverage in effect to determine appropriate insurance coverage is maintained.
24. Each Board hereby opts to exclude elected or appointed officials as employees within the meaning of § 8-40-202(1)(a)(I)(A), C.R.S., and hereby directs legal

counsel to file a statement with the Division of Workers' Compensation in the Department of Labor and Employment not less than forty-five (45) days before the start of the policy year for which the option is to be exercised, in accordance with § 8-40-202(1)(a)(I)(B), C.R.S.

25. The following agreements and instruments 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, 2008:
 - a. Assignment and Assumption of Funding and Reimbursement Agreement for Capital and O&M Costs made and entered into as of March 1, 2007 by and between Intrawest/Brush Creek Development Company LLC, Base Village Owner, LLC and Base Village Metropolitan District No. 1

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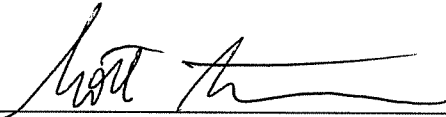
RESOLUTION APPROVED AND ADOPTED THIS 28th DAY OF NOVEMBER 2007.

BASE VILLAGE METROPOLITAN DISTRICT NOS. 1 & 2



President

ATTEST:



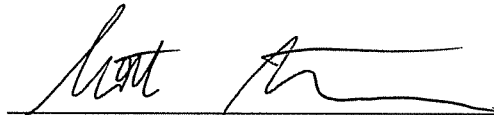
Secretary

CERTIFICATION OF RESOLUTION

STATE OF COLORADO
COUNTY OF PITKIN
BASE VILLAGE METROPOLITAN DISTRICT NOS. 1 & 2

I hereby certify that the foregoing resolution constitutes a true and correct copy of the record of proceedings of the Boards adopted at a joint meeting of the Districts held on Wednesday, November 28, 2007, at 132 West Main Street, Suite A, Aspen, Colorado, as recorded in the official record of the proceedings of the Districts.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 28th day of November 2007.



Secretary