

**RESOLUTION OF
BASE VILLAGE METROPOLITAN DISTRICT NOS. 1 & 2
REGARDING THE MAY 6, 2008 REGULAR SPECIAL DISTRICT ELECTION
(§§32-1-804, 1-1-111(2) and 1-5-208(1.5), C.R.S.)**

WHEREAS, Base Village Metropolitan District Nos. 1 & 2 (the "District") was organized as a special district pursuant to Article 1 of Title 32, Colorado Revised Statutes (the "Special District Act"); and

WHEREAS, the District is located within Pitkin County, Colorado (the "County"); and

WHEREAS, pursuant to § 32-1-804, C.R.S., the District's Board of Directors (the "Board"), governs the conduct of regular and special elections for the District; and

WHEREAS, the Board anticipates holding an election for the purpose of submitting ballot issues and/or questions to eligible electors of the District and desires to take all actions necessary and proper in anticipation of conducting the regular special district election on May 6, 2008 (the "Election"); and

WHEREAS, the Election shall be conducted pursuant to the Special District Act and the Uniform Election Code of 1992 and shall also comply with Article X, § 20 of the Colorado Constitution as necessary; and

WHEREAS, pursuant to § 1-1-111(2), C.R.S., the Board is authorized to designate an election official (the "Designated Election Official") to exercise authority of the Board in conducting the Election; and

WHEREAS, pursuant to § 1-5-208, C.R.S., the Board can authorize the Designated Election Official to cancel the Election upon certain conditions;

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

1. The Board hereby calls the Election of May 6, 2008, for the purpose of presenting certain ballot issues and/or questions to the electorate. The Election shall be conducted as a mail ballot election unless otherwise determined at the Board discretion.

2. The Board names K. Sean Allen of the law firm of White, Bear & Ankele Professional Corporation as the Designated Election Official for the Election. The Designated Election Official shall act as the primary contact with the County and shall be primarily responsible for ensuring the proper conduct of the Election.

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

a. The Board hereby directs general counsel to the District to approve the final form of the questions and/or ballot issues to be submitted to the eligible electors of the District and authorizes the Designated Election Official to

certify those questions to the County Clerk and Recorder if the Election is coordinated therewith.

- b. The Board hereby directs general counsel to oversee the general conduct of the Election and authorizes the Designated Election Official to take all action necessary for the proper conduct thereof and exercise authority of the Board in conducting the Election.

4. The District shall be responsible for the payment of any and all costs associated with the conduct of the Election, including its cancellation, if necessary, including those costs incurred pursuant to the terms and conditions of an election agreement with the County, if any.

5. The Board ratifies any actions taken to date by general counsel and the Designated Election Official in connection with the Election.

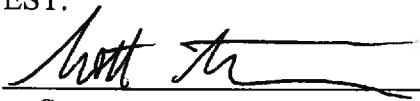
6. The Board hereby authorizes and directs the Designated Election Official to cancel the Election and declare the candidates elected if, at the close of business on the sixty-third (63) day before the Election (March 4, 2008), there are not more candidates for director than offices to be filled, including candidates filing affidavits of intent to be write-in candidates, and so long as the only ballot questions are for the election of candidates. The Board further authorizes and directs the Designated Election Official to publish and post notice of the cancellation as necessary and file such notice and cancellation resolutions with the County Clerk and Recorder and with the Division of Local Government as needed. The Designated Election Official also shall notify the candidates that the Election was canceled and they were elected by acclamation.

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

BASE VILLAGE METROPOLITAN DISTRICT NOS. 1 & 2

By: 
President

ATTEST:

By: 
Secretary