A RESOLUTION AUTHORIZING THE ISSUANCE BY BASE VILLAGE METROPOLITAN DISTRICT NO. 2 OF ITS LIMITED TAX VARIABLE RATE SENIOR BONDS, SERIES 2008A AND LIMITED TAX VARIABLE RATE JUNIOR BONDS, SERIES 2008B, AND APPROVING THE FORMS OF AN INDENTURE, REIMBURSEMENT AGREEMENTS, A REMARKETING AGREEMENT, A BOND PURCHASE AGREEMENT, AN INTEREST RATE EXCHANGE AGREEMENT, AN INTEREST RATE CAP AGREEMENT, AN OFFICIAL STATEMENT, A CAPITAL PLEDGE AGREEMENT AND OTHER DOCUMENTS RELATING TO THE BONDS.

WHEREAS, the District (as defined herein) is a duly organized and validly existing special district, quasi-municipal corporation and political subdivision of the State of Colorado, located within Pitkin County, Colorado (all capitalized terms used and not otherwise defined in the preambles hereof are defined in Section 1 herein); and

WHEREAS, pursuant to that certain Intergovernmental Agreement dated September 30, 2006, by and among the District, Base Village Metropolitan District No. 1 ("District No. 1"), the Snowmass Village General Improvement District No. 1 and the Town (the "IGA"), the parties to said agreement have agreed to, among other things, the limitations on the imposition of property taxes and the issuance of debt by the Districts to facilitate the development, construction and/or acquisition of certain improvements; and

WHEREAS, at elections, duly called and held on November 2, 2004, on November 7, 2006 and on November 6, 2007 (collectively, the "Election") in accordance with law and pursuant to due notice, a majority of the qualified electors of the District voting at said Election voted to approve the issuance of general or special obligation bonds, revenue bonds or other multiple fiscal year financial obligations for the purposes, among other things, of acquiring, constructing, relocating, installing, completing and otherwise providing, improvements and facilities as set forth in the Indenture (defined herein), and the returns of the Election were duly canvassed and the results thereof declared; and

WHEREAS, pursuant to Section 32-1-1101.5, C.R.S., the results of the Election were certified by the District by certified mail, to the governing body of the Town and with the division of securities created by Section 11-51-701, C.R.S., within forty five days after the election or not less than thirty days prior to the issuance of such debt; and

WHEREAS, the Bonds will be issued pursuant to the provisions of Title 32, Article 1, Colorado Revised Statutes, as amended ("C.R.S.") (the "Special District Act"), Title 11, Article 57, Part 2, C.R.S. (the "Supplemental Public Securities Act"), and all other laws thereunto enabling; and

WHEREAS, it has been determined by the Board of Directors of the District that it is necessary to acquire, construct, relocate, install, complete and otherwise provide for improvements and facilities as contemplated in the Town/District IGA, the debt for which was approved at the Election, and that for the initial financing for such purposes the District should authorize, issue, and sell its Limited Tax Variable Rate Senior Bonds, Series 2008A (the "Series

2008A Bonds") in the aggregate principal amount of $15,200,000 and its Limited Tax Variable Rate Junior Bonds, Series 2008B Limited Tax Variable Rate Junior Bonds, Series 2008B (the "Series 2008B Bonds" and collectively with the Series 2008A Bonds, the "Bonds") in the aggregate principal amount of $32,550,000; and

WHEREAS, District No. 1 intends to enter into a Capital Pledge Agreement with the District (the "Capital Pledge Agreement") whereby District No. 1 will impose and pledge ad valorem property taxes to the repayment of the Bonds under certain circumstances; and

WHEREAS, pursuant to two Reimbursement Agreements by and between U.S. Bank National Association (the "Bank") and the District (collectively, the "Reimbursement Agreement"), has agreed to issue two irrevocable, direct-pay Letters of Credit (collectively, the "Letters of Credit") in connection with the Bonds; and

WHEREAS, the Board has received information as to the costs, risks and benefits of an interest rate exchange agreement (the "Interest Rate Exchange Agreement") pursuant to which the District is to pay a fixed rate of interest on a notional amount equal to the par amount of the Series 2008A Bonds for receipt from the Bank of a floating rate on said notional amount and the District will purchase a cap that will limit its interest rate exposure to 6% per annum on the Series 2008B Bonds (the "Interest Rate Cap") and finds that execution of an Interest Rate Exchange Agreement and the Interest Rate Cap are in the best interests of the District; and

WHEREAS, there has been presented to the Board the prepared forms of the Bond Purchase Agreement, the Official Statement, the Indenture, the Reimbursement Agreement, the Interest Rate Exchange Agreement, the Interest Rate Cap, the Official Statement, the Capital Pledge Agreement and the Remarketing Agreement; and

WHEREAS, pursuant to Section 32-1-902(3), C.R.S., and Section 18-8-308, C.R.S., all known potential conflicting interests of the members of the Board who took official action at this meeting (the "Directors") were disclosed to the Colorado Secretary of State and to the Board in writing at least 72 hours in advance of this meeting; additionally, in accordance with Section 24-18-110, C.R.S., the appropriate Directors have made disclosure of their personal and private interests relating to the issuance of the Bonds in writing to the Secretary of State and the Board; finally, all such Directors have stated for the record immediately prior to the adoption of this Resolution the fact that they have said interests and the summary nature of such interests and the participation of the Directors is necessary to obtain a quorum or otherwise enable the Board to act; and

WHEREAS, the Board desires to authorize the issuance and sale of the Bonds in accordance with the provisions of this Resolution and the Indenture.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF BASE VILLAGE METROPOLITAN DISTRICT NO. 2, PITKIN COUNTY, COLORADO:

Section 1. Definitions. The following terms shall have the following meanings as used in this Resolution:

"*Acts*" means the Special District Act and the Supplemental Public Securities Act.

"*Bank*" means U.S. Bank National Association.

"*Board*" means the Board of Directors of the District, and any successor body.

"*Bond Purchase Agreement*" means the agreement to purchase the Bonds by and between the District and the Underwriter.

"*Bonds*" means, the Limited Tax Variable Rate Senior Bonds in the aggregate principal amount of $15,200,000 and Limited Tax Variable Rate Junior Bonds in the aggregate principal amount of $32,550,000 to be issued pursuant to this Resolution.

"*Business Day*" means any day other than (i) a Saturday or Sunday or (ii) a day on which banking institutions in the State are authorized or obligated by law or executive order to be closed for business.

"*Code*" means the Internal Revenue Code of 1986, as amended. Each reference to a section of the Code herein shall be deemed to include the United States Treasury Regulations proposed or in effect thereunder and applicable to the Bonds or the use of proceeds thereof, unless the context clearly requires otherwise.

"*Dated Date*" means the date on which the Bonds are issued as established in the Sale Certificate.

"*District*" means Base Village Metropolitan District No. 2, in the Town of Snowmass Village, Pitkin County, Colorado, and any successor thereto.

"*DTC*" means The Depository Trust Company ("DTC"), New York, New York, and its successors and assigns.

"DTC Letter of Representations" means the Blanket Letter of Representations between the District and DTC dated as of the date hereof with respect to the book-entry registration system for the Bonds.

"*Indenture*" means the Indenture of Trust dated as of July 1, 2008 by and between the District and the Trustee.

"*Interest Rate Exchange Agreement*" means the Interest Rate Exchange Agreement by and between the District and the Bank.

"*Interest Rate Cap Agreement*" means the Interest Rate Cap Agreement by and between the District and the Bank.

"*Official Statement*" means the final Official Statement relating to the Bonds.

"*Owner*" means the Person or Persons in whose name or names a Bond is registered on the registration books maintained by the Paying Agent pursuant hereto.

"Paying Agent" means U.S. Bank National Association, a national banking corporation duly incorporated and existing under and by virtue of the laws of the United States of America, acting through its principal office in Denver, Colorado, and its successors in interest or assigns approved by the District.

"Permitted Investments" means any investment in which funds of the District may be invested under the laws of the State at the time of such investment.

"Person" means a corporation, firm, other body corporate, partnership, association or individual and also includes an executor, administrator, trustee, receiver or other representative appointed according to law.

"Record Date" shall have the meaning set forth in the Indenture.

"Reimbursement Agreement" means those certain Reimbursement Agreements described in the eighth WHEREAS clause of this Resolution.

"Remarketing Agreement" means that certain Remarketing Agreement by and between the District and the Underwriter.

"Resolution" means this Resolution, including any amendments or supplements hereto.

"Sale Certificate" means the certificate executed by the Sale Delegate under the authority delegated pursuant to this Resolution which sets forth, among other things, the total aggregate principal amount of the Bonds, the initial interest rate for the Bonds, the prices at which the Bonds will be sold, the Dated Date, the dates on which the Bonds may be redeemed and the interest rate of the Interest Rate Exchange Agreement.

"Sale Delegate" means the President of the Board.

"State" means the State of Colorado.

"Supplemental Public Securities Act" means Part 2 of Article 57 of Title 11, Colorado Revised Statutes, as amended.

"Town" means the Town of Snowmass Village, Colorado.

"Trustee" means American National Bank, or any other commercial bank or trust company, which may be substituted in its place as provided in Section 8.09 of the Indenture.

"Underwriter" means D.A. Davidson & Co.

Section 2. Authorization and Purpose of Bonds. Pursuant to and in accordance with the Acts, the Board hereby authorizes, and directs that there shall be issued, the "Base Village Metropolitan District No. 2 Limited Tax Revenue Variable Rate Senior Bonds, Series 2008A and Limited Tax Variable Rate Junior Bonds, Series 2008B," for the purposes approved by the Election.

Section 3. Bond Details.

(a) ***Registered Form, Denominations, Original Dated Date and Numbering.*** The Bonds shall be issued as fully registered bonds, shall be dated as of the Dated Date, and shall be registered in the names of the Persons identified in the registration books maintained by the Paying Agent pursuant hereto. The Bonds shall be issued in denominations of $100,000 in principal amount or any integral multiple in excess thereof. The Bonds shall be consecutively numbered, beginning with the number one, preceded by the letter "R."

(b) ***Maturity Dates and Principal Amounts.*** The Bonds shall mature on December 1 of the years and in the principal amounts set forth in the Sale Certificate pursuant to the Section hereof entitled "Delegation and Parameters."

(c) ***Accrual and Dates of Payment of Interest.*** Interest on the Bonds shall accrue at the variable rates set forth in the Indenture, initially in a Weekly Mode, from the later of the Dated Date or the latest Interest Payment Date (or in the case of defaulted interest, the latest date) to which interest has been paid in full and shall be payable on each Interest Payment Date.

(d) ***Manner and Form of Payment.*** Principal of each Bond shall be payable to the Owner thereof upon presentation and surrender of such Bond at the principal office of the Paying Agent in the city identified pursuant to the definition of Paying Agent in the Section hereof entitled "Definitions" or at such other office of the Paying Agent designated by the Paying Agent for such purpose. Interest on each Bond shall be payable by check or draft of the Paying Agent mailed on each Interest Payment Date to the Owner thereof as of the close of business on the corresponding Record Date; provided that interest payable to any Owner may be paid by any other means agreed to by such Owner and the Paying Agent that does not require the District to make moneys available to the Paying Agent earlier than otherwise required hereunder or increase the costs borne by the District hereunder. All payments of the principal of and interest on the Bonds shall be made in lawful money of the United States of America.

(e) ***Book-Entry Registration.*** Notwithstanding any other provision hereof, the Bonds shall be delivered only in book-entry form registered in the name of Cede & Co., as nominee of DTC, acting as securities depository of the Bonds and principal of and interest on the Bonds shall be paid by wire transfer to DTC; provided, however, if at any time the Paying Agent determines, and notifies the District of its determination, that DTC is no longer able to act as, or is no longer satisfactorily performing its duties as, securities depository for the Bonds, the Paying Agent may, at its discretion, either (i) designate a substitute securities depository for DTC and reregister the Bonds as directed by such substitute securities depository or (ii) terminate the book-entry registration system and reregister the Bonds in the names of the beneficial owners thereof provided to it by DTC. Neither the District nor the Paying Agent shall have any liability to DTC, Cede & Co., any substitute securities depository, any Person in whose name the Bonds are reregistered at the direction of any substitute securities depository, any beneficial owner of the Bonds or any other Person for (A) any determination made by the Paying Agent pursuant to the proviso at the end of the immediately preceding sentence or (B) any action taken to implement such determination and the procedures related thereto that is taken pursuant to any direction of or in reliance on any information provided by DTC, Cede & Co., any substitute securities depository or any Person in whose name the Bonds are reregistered. The President is hereby authorized to execute the DTC Letter of Representations.

Section 4. Official Statement. The Board hereby authorizes and ratifies the preparation and distribution of an Official Statement in conjunction with an offer of the Bonds to the public. The Official Statement shall contain such corrections and additional or updated information so that it will not contain any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements made therein, in light of the circumstances under which they were made, not misleading. The President of the District is hereby authorized to execute copies of the Official Statement on behalf of the District.

Section 5. Approval of Related Documents. Subject to the delegation set forth in Section 6, the President of the Board, the Secretary of the Board and all other appropriate officers of the Board are also hereby authorized and directed to execute the Bond Purchase Agreement, the Indenture, the Reimbursement Agreement, the Interest Rate Exchange Agreement, the Interest Rate Cap Agreement, the Remarketing Agreement, the Capital Pledge Agreement, a "Tax Compliance Certificate" or similar certificate describing the District's expectations regarding the use and investment of proceeds of the Bonds and other moneys and the use of the Project, an Internal Revenue Service Form 8038-G with respect to the Bonds and all other documents and certificates necessary or desirable to effectuate the issuance or administration of the Bonds, the investment of proceeds of the Bonds, the execution of the Interest Rate Exchange Agreement, Interest Rate Cap Agreement and the transactions contemplated hereby.

Section 6. Delegation and Parameters.

(a) Pursuant to Section 11-57-205 C.R.S., the Board hereby delegates to the Sale Delegate the authority to determine and set forth in the Sale Certificate: (i) the matters set forth in subsection (b) of this Section, subject to the applicable parameters set forth in subsection (c) of this Section; and (ii) any other matters that, in the judgment of the Sale Delegate, are necessary or convenient to be set forth in the Sale Certificate and are not inconsistent with the Acts or the parameters set forth in subsection (c) of this Section. The Board hereby authorizes and directs the Sale Delegate to prepare and execute the Sale Certificate. Upon the execution of the Sale Certificate, the matters set forth in the Sale Certificate shall be incorporated into this Resolution with the same force and effect as if they had been set forth herein when this Resolution was adopted.

(b) The Sale Certificate shall set forth the following matters and other matters permitted to be set forth therein pursuant to subsection (a) of this Section, but each such matter must fall within the applicable parameters set forth in subsection (c) of this Section:

(i) the date on which the Bonds will be issued; provided that, the Sale Certificate may include a range of dates on which the Bonds will be issued, in which case the Sale Delegate may select the actual date on which the Bonds will be issued from such range after the execution of the Sale Certificate;

(ii) the Dated Date of the Bonds;

(iii) the aggregate principal amount of the Bonds;

(iv) the principal amount of the Bonds maturing in each year;

(v) the initial interest rate borne by the Series 2008A Bonds and the final terms of the Interest Rate Exchange Agreement;

(vi) the initial interest rate borne by the Series 2008B Bonds and the final terms of the Interest Rate Cap Agreement;

(vii) the prices at which the Bonds will be sold pursuant to the Bond Purchase Agreement; and

(viii) the principal amounts, if any, of Bonds subject to mandatory sinking fund redemption, and the years in which such Bonds will be subject to such redemption.

(c) The authority delegated to the Sale Delegate by this Section shall be subject to the following parameters:

(i) in no event shall the Sale Delegate be authorized to execute the Sale Certificate after the date that is 60 days after the date of adoption of this Resolution and in no event may the Bonds be issued after such date, absent further authorization by the Board;

(ii) the final maturity date of the Bonds shall not exceed December 1, 2038;

(iii) the aggregate principal amount of the Bonds shall not exceed $48,000,000;

(iv) the redemption premium on the Bonds shall not exceed one percent of the par amount of the Bonds being redeemed;

(v) the fixed rate on the Interest Rate Exchange Agreement shall not exceed 6.0% per annum; and

(vi) the maximum rate in the Interest Rate Cap Agreement shall not exceed 6.0% per annum.

Section 7. Permitted Amendments to Bond Resolution. The District may amend this Bond Resolution in the same manner, and subject to the same terms and conditions, as apply to an amendment or supplement to the Indenture.

Section 8. Authorization to Execute Documents. The officers of the District are hereby authorized and directed to take all actions necessary or appropriate to effectuate the provisions of this Bond Resolution, and the execution of such certificates and affidavits as may be reasonably required by the Underwriter.

Section 9. Disposition and Investment of Proceeds; Tax Covenants. The Bonds shall be issued and sold for the purposes aforesaid. Neither the Underwriter nor any subsequent Owners of the Bonds shall be responsible for the application or disposal by the District or any of its officers of the funds derived from the sale thereof.

All or any portion of the Bond proceeds may be temporarily invested or reinvested, pending such use, in securities or obligations which are both lawful investments and which are Permitted Investments (as defined in the Indenture). It is hereby covenanted and agreed by the District that it will not make, or permit to be made, any use of the original proceeds of the Bonds, or of any moneys treated as proceeds of the Bonds within the meaning of the Code and applicable regulations, rulings, and decisions, or take, permit to be taken, or fail to take any action, which would adversely affect the exclusion from gross income of the interest on the Bonds under Section 103 of the Code and applicable regulations, rulings, and decisions.

Section 10. Costs and Expenses. All costs and expenses incurred in connection with the issuance and payment of the Bonds shall be paid either from the proceeds of the Bonds or from legally available moneys of the District, or from a combination thereof, and such moneys are hereby appropriated for that purpose.

Section 11. No Recourse Against Officers and Agents. Pursuant to Section 11-57-209 of the Supplemental Public Securities Act, if a member of the Board, or any officer or agent of the District acts in good faith, no civil recourse shall be available against such member, officer, or agent for payment of the principal, interest or prior redemption premiums on the Bonds. Such recourse shall not be available either directly or indirectly through the Board or the District, or otherwise, whether by virtue of any constitution, statute, rule of law, enforcement of penalty, or otherwise. By the acceptance of the Bonds and as a part of the consideration of their sale or purchase, any person purchasing or selling such Bond specifically waives any such recourse.

Section 12. Conclusive Recital. Pursuant to Section 11-57-210 of the Supplemental Public Securities Act, the Bonds shall contain a recital that they are issued pursuant to certain provisions of the Supplemental Public Securities Act. Such recital shall be conclusive evidence of the validity and the regularity of the issuance of the Bonds after their delivery for value.

Section 13. Limitation of Actions. Pursuant to Section 11-57-212, C.R.S., no legal or equitable action brought with respect to any legislative acts or proceedings in connection with the authorization of issuance of the Bonds shall be commenced more than thirty days after the adoption of this Resolution.

Section 14. Ratification and Approval of Prior Actions. All actions heretofore taken by the officers of the District and the members of the Board, not inconsistent with the provisions of this Bond Resolution, relating to the authorization, sale, issuance, and delivery of the Bonds, are hereby ratified, approved, and confirmed.

Section 15. Bond Resolution Irrepealable. After any of the Bonds have been issued, this Bond Resolution shall constitute a contract between the Owners and the District, and shall be and remain irrepealable until the Bonds and the interest accruing thereon shall have been fully paid, satisfied and discharged, as herein and therein provided.

Section 16. Repealer. All orders, bylaws, and resolutions of the District, or parts thereof, inconsistent or in conflict with this Bond Resolution, are hereby repealed to the extent only of such inconsistency or conflict.

Section 17. Severability. If any section, paragraph, clause or provision of this Bond Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Bond Resolution, the intent being that the same are severable.

Section 18. Effective Date. This Bond Resolution shall take effect immediately upon its adoption and approval.

[Remainder of page intentionally left blank]

ADOPTED AND APPROVED this 25th day of June, 2008.

[DISTRICT SEAL]

Attest:

By ______________________________
Secretary B. Joseph Krabacher

BASE VILLAGE METROPOLITAN DISTRICT NO. 2, PITKIN COUNTY, COLORADO

By ______________________________
President

[Signature page to Bond Resolution]

Thereupon, Director Krabacher moved the adoption of the foregoing resolution. The motion to adopt the resolution was duly seconded by Director Stenman put to a vote, and carried on the following recorded vote:

Those voting AYE:

Shawn S. Gleason, President
B. Joseph Krabacher, Secretary
Michael A. Keeling
Scott William Stenman
Joseph Ray Barlow, III

Those voting NAY:

None

Those abstaining:

None

Thereupon the President, as Chairman of the meeting, declared the Resolution duly adopted and the Assistant Secretary was directed to enter the foregoing proceedings and resolution upon the minutes of the Board.

Thereupon, after consideration of other business before the Board, the meeting was adjourned.

STATE OF COLORADO)
COUNTY OF EAGLE) ss.
BASE VILLAGE METROPOLITAN DISTRICT NO. 2)

I, B. Joseph Krabacher, Secretary of Base Village Metropolitan District No. 2, Pitkin County, Colorado (the "District"), do hereby certify that the foregoing pages numbered (i) through (iv) and 1 through 10 inclusive, constitute a true and correct copy of that portion of the record of proceedings of the Board of Directors of the District (the "Board") relating to the adoption of a resolution authorizing the issuance of the Limited Tax Variable Rate Senior Bonds in the aggregate principal amount of $15,200,000 and the Limited Tax Variable Rate Junior Bonds in the aggregate principal amount of $32,550,000, and other matters relating thereto, adopted at a regular meeting of the Board on the 25th day of June, 2008, at the hour of 2:00 p.m., as recorded in the official record of proceedings of the District kept by the official custodian of District records; that the proceedings were duly had and taken; that the meeting was duly held; that the persons therein named were present at the meeting and voted as shown therein; and that a notice of meeting, in the form herein set forth at page (i), was posted in accordance with law.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the District, this 25th day of June, 2008.

Secretary B. Joseph Krabacher