

RESOLUTION TO AMEND 2012 BUDGET

COMES NOW, the **Base Village Metropolitan District No. 2** (the "District"), and certifies that at a regular meeting of the Board of Directors of the District held November 28, 2012, a public hearing was held regarding the 2012 amended budget, and, subsequent thereto, the following Resolution was adopted by affirmative vote of a majority of the Board of Directors, to-wit:

WHEREAS, the Board of Directors of the District appropriated funds for the fiscal year 2012 as follows:

Debt Service Fund	\$1,770,000
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WHEREAS, the necessity has arisen for additional expenditures by the District due to additional costs which could not have been reasonably anticipated at the time of adoption of the budget, requiring the expenditure of funds in excess of those appropriated for the fiscal year 2012; and

WHEREAS, funds are available for such an expenditure.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the District shall and hereby does amend the budget for the fiscal year 2012 as follows:

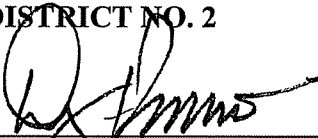
Debt Service Fund	\$4,800,000
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BE IT FURTHER RESOLVED, that such sums are hereby appropriated from the revenues of the District to the funds named above for the purpose stated, and that any ending fund balances shall be reserved for purposes of complying with Article X, Section 20 of the Colorado Constitution.

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ADOPTED THIS 28TH DAY OF NOVEMBER 2012.

**BASE VILLAGE METROPOLITAN
DISTRICT NO. 2**



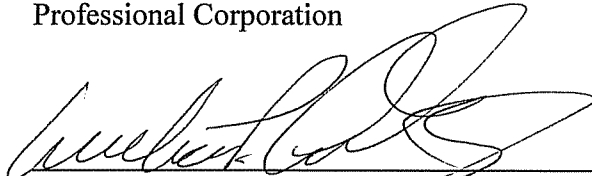
President

ATTEST:



Secretary

APPROVED AS TO FORM:
WHITE, BEAR & ANKELE,
Professional Corporation



General Counsel to the District