

**BASE VILLAGE METROPOLITAN DISTRICT NO. 2
SECOND AMENDMENT TO 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 June 19, 2013, 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 arose for additional expenditures by the District, requiring the expenditure of funds in excess of those appropriated for fiscal year 2012; and

WHEREAS, on November 28, 2012, the Board of Directors of the District resolved to amend the adopted budget for fiscal year 2012 as follows:

Debt Service Fund	\$4,800,000
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WHEREAS, the necessity has since 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 or at the time of the first resolution to amend the 2012 budget, requiring the expenditure of funds in excess of those appropriated for fiscal year 2012; and

WHEREAS, funds are available for such additional expenditure;

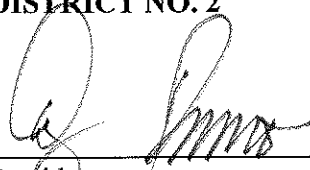
NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the District shall and hereby does further amend the adopted budget for fiscal year 2012 as follows:

Debt Service Fund	\$5,100,000
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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.

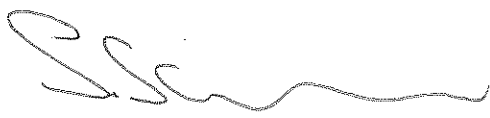
ADOPTED the 19th day of June, 2013.

**BASE VILLAGE METROPOLITAN
DISTRICT NO. 2**



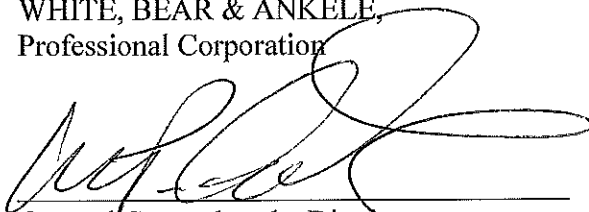
President

ATTEST:



Secretary

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



General Counsel to the District