

**JOINT RESOLUTION
OF THE BOARDS OF DIRECTORS OF
BASE VILLAGE METROPOLITAN DISTRICT NOS. 1 & 2**

**CONCERNING AUTHORIZATION FOR APPROVAL OF CONTRACTS
AND PAYMENT OF CLAIMS
(2013)**

WHEREAS, Base Village Metropolitan District Nos. 1 & 2 (each, a "District") are quasi-municipal corporations and political subdivisions of the State of Colorado, duly organized pursuant to §§ 32-1-101, *et seq.*, C.R.S.; and

WHEREAS, pursuant to § 32-1-1001(1)(d), C.R.S., the Boards of Directors (each Board of Directors of a District, a "Board") of the District are authorized to enter into contracts and agreements affecting the affairs of the District; and

WHEREAS, pursuant to § 32-1-1001(1)(h) C.R.S., each Board shall have the management, control and supervision of all the business and affairs of the District; and

WHEREAS, in order to implement the services, programs, and facilities of each District in a timely, efficient, and effective manner, it is necessary for certain contracts and agreements to be entered into, and claims to be paid, between the regularly scheduled meetings of the Board; and

WHEREAS, each Board desires to authorize the Authorized Directors (as defined below) or, if the Authorized Directors together constitute a quorum of the Board, the President (as defined below) individually, to review, approve and authorize, from time to time, agreements and contracts affecting the affairs of the District, and make payment of claims due and owing by the District; and

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF EACH DISTRICT AS FOLLOWS:

1. Authorization to Enter into Contracts. The Board hereby authorizes the president of the District (the "President") and one additional officer of the District (the "Authorized Officer," and together with the President, the "Authorized Directors") to review, approve, execute, enter into, and make payment on agreements, work orders and contracts (collectively, "Contracts") affecting the affairs of the District, so long as (i) the Contract has been reviewed and approved by general counsel to the District, the District's accountant and/or engineer, as appropriate, and (ii) any payment required to be made under such Contract does not exceed the amounts appropriated as set forth in the District's approved budgets. If the President and Authorized Officer together constitute a quorum of the Board, the President shall be individually

authorized to review, approve, execute, enter into, and make payment on Contracts by the terms of this Section.

2. Payments for Services. The Board hereby authorizes the Authorized Directors, or, if the Authorized Directors together constitute a quorum of the Board, the President individually, to make payment for services rendered to the District so long as any payment made does not exceed the amounts appropriated for said services as set forth in the District's approved budgets.

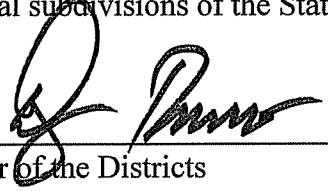
3. Appropriation Required. Prior to executing any Contract or making payment for services rendered, the Authorized Directors, or, if the Authorized Directors together constitute a quorum of the Board, the President individually, shall verify with the District's accountant that sufficient funds are available within the District's accounts and are budgeted appropriately to pay such sums. All Contracts approved pursuant to this Resolution are subject to appropriation and budget requirements in accordance with Colorado law.

4. Term. This Resolution shall remain in full force and effect until such time as it is repealed by the Board.

Signature page follows

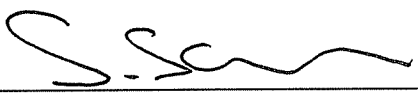
APPROVED AND ADOPTED THIS 13TH DAY OF NOVEMBER, 2013.

BASE VILLAGE METROPOLITAN DISTRICT
NOS. 1 & 2, quasi-municipal corporations and
political subdivisions of the State of Colorado



Officer of the Districts

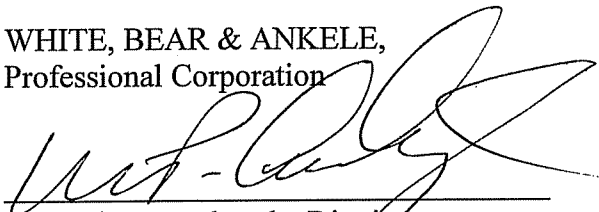
ATTEST:



Secretary or Officer

APPROVED AS TO FORM:

WHITE, BEAR & ANKELE,
Professional Corporation



General Counsel to the Districts

Signature page to Resolution Concerning Authorization for Approval of Contracts and Payment of Claims.