

**CERTIFIED COPY OF ANNUAL ADMINISTRATIVE RESOLUTION OF  
WOODMEN HILLS METROPOLITAN DISTRICT (2011)  
RESOLUTION NUMBER 11-02**

STATE OF COLORADO    )  
                                  ) ss.  
COUNTY OF EL PASO    )

At the regular meeting of the Board of Directors of the Woodmen Hills Metropolitan District, El Paso County, Colorado, held at 6:30 p.m., on Thursday, January 27, 2011, at 11720 Woodmen Hills Drive, Falcon, Colorado there were present:

President:	Janice Pizzi
Vice President:	Keith Moulton
Treasurer:	Marge Vaga
Secretary:	Al Kreps
Director:	Robert Lovato

Also present was Evan Ela, Collins, Cockrel & Cole a Professional Corporation.

When the following proceedings were had and done, to wit:

It was moved by Director Kreps to adopt the following Resolution and ratify actions taken in connection herewith:

WHEREAS, the Woodmen Hills Metropolitan District (the "District") was organized as a special district pursuant to an Order of the District Court in and for El Paso County, Colorado, and is located within El Paso County, Colorado; and

WHEREAS, the Board of Directors of the District has a duty to perform certain obligations in order to assure the efficient operation of the District; and

WHEREAS, the directors may receive compensation for their services subject to the limitations imposed by § 32-1-902(3)(a)(I) and (II), C.R.S.; and

WHEREAS, § 32-1-103(15), C.R.S., requires the Board of Directors to publish certain legal notices in a newspaper of general circulation in the District; and

WHEREAS, § 24-6-402(2)(c), C.R.S., specifies the duty of the Board of Directors at its first regular meeting of the calendar year to designate a public posting place within the boundaries of the District for notices of meetings, in addition to any other means of notice; and

WHEREAS, § 32-1-903(1), C.R.S., requires that the Board of Directors shall meet regularly at a time and in a place to be designated by the Board; and

WHEREAS, in accordance with the Colorado Governmental Immunity Act, the Board is given authority to obtain insurance against liability for injuries for which the District may be liable under the Governmental Immunity Act, pursuant to § 24-10-115, C.R.S.; and

WHEREAS, §§ 32-1-901(2) and 32-1-902(2), C.R.S., requires the District to obtain an individual, schedule or blanket surety bond in an amount of no less than \$1,000 per director and \$5,000 for the Board Treasurer, and to file such bond with the District Court and the Division of Local Government; and

WHEREAS, § 32-1-306, C.R.S. requires the District to file a current, accurate map of its boundaries with the Division of Local Government and the El Paso County Assessor on or before January 1 of each year; and

WHEREAS, § 32-1-104(2), C.R.S., requires that the District, on or before January 15, notify the Board of County Commissioners, Assessor, Treasurer, Clerk and Recorder, the governing body of any municipality in which the District is located, and the Division of Local Government, of the name of the Chairman of the Board, the contact person, the telephone number and the business address of the District; and

WHEREAS, the Local Government Budget Law of Colorado, §§ 29-1-101, *et seq.*, C.R.S., requires the Board to hold a public hearing on proposed budgets and amendments thereto, to adopt budgets, and to file copies of the budgets and amendments thereto; and

WHEREAS, § 29-1-205, C.R.S. requires the District to prepare an informational listing on an annual basis of all contracts in effect with other political subdivisions; and

WHEREAS, in accordance with the Public Securities Information Reporting Act, §§ 11-58-101, *et seq.*, C.R.S., issuers of non-rated public securities must file an annual report with the Department of Local Affairs; and

WHEREAS, in accordance with § 29-1-604(1), C.R.S., if expenditures and revenues of the District are not in excess of \$100,000, the District may file an exemption from audit with the State auditor; or, in accordance with § 29-1-604(2), C.R.S., if expenditures and revenues of the District are at least \$100,000 but not more than \$500,000 the District may, with the approval of the State Auditor, file an exemption from audit with the State Auditor, or in accordance with § 29-1-603, C.R.S., the governing body of the District shall cause to be made an annual audit of the financial statements for each fiscal year; and

WHEREAS, the Unclaimed Property Act, §§ 38-13-101, *et seq.*, C.R.S., requires that governmental subdivisions, if applicable, file an annual report listing unclaimed property with the State Treasurer; and

WHEREAS, elections may be held pursuant to the Special District Act and the Uniform Election Code of 1992 for the purpose of 1) electing members of the District's Board of Directors, 2) to present certain ballot issues to the eligible electors of the District as required by Article X, § 20 of the Colorado Constitution, and 3) to present certain ballot questions to the eligible electors of the District; and

WHEREAS, § 1-1-111(2), C.R.S., states that all powers and authority granted to the governing body of a political subdivision may be exercised by the appointed Designated Election Official; and

WHEREAS, § 1-5-102, C.R.S., specifies that the Board shall designate polling places for nonpartisan elections, other than coordinated elections, no later than 25 days prior to an election; and

WHEREAS, §§ 1-11-103 and 32-1-104(1), C.R.S., require the District to notify the Division of Local Government of the results of any elections held by the District, including business address, telephone number and the contact person; and

WHEREAS, § 32-1-1101.5, C.R.S., requires the District to certify results of any election to incur general obligation indebtedness to the board of county commissioners of each county in which the special district is located or to the governing body of the municipality that has adopted a resolution of approval of the District; and

WHEREAS, § 32-1-1604, C.R.S., requires within 30 days of incurring or authorizing general obligation debt that the District shall record a notice of such debt with the County Clerk and Recorder, on a form prescribed by the Division of Local Government; and

WHEREAS, in accordance with §§ 32-1-1101.5(1.5) and (2), C.R.S., either the board of county commissioners of each county in which the special district is located, or the governing body of the municipality that has adopted a resolution of approval of the District, may require the District to file an application for quinquennial finding of reasonable diligence; and

WHEREAS, special district directors are governed by § 32-1-902(3), C.R.S., which requires such director to disqualify himself or herself from voting on an issue in which he or she has a conflict of interest unless the director has properly disclosed such conflict in compliance with law; and

WHEREAS, § 32-1-902, C.R.S., requires the Board to elect officers, including a Chairman of the Board and President of the District, a Treasurer of the Board and District, and a Secretary, who may be a member of the Board; and

WHEREAS, concerning the public records of the District, § 24-72-202(2), C.R.S. defines "Official Custodian" to mean and include any officer or employee of any political subdivision of the state who is responsible for the maintenance, care, and keeping of public records, regardless of whether the records are in his or her actual personal custody and control.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF WOODMEN HILLS METROPOLITAN DISTRICT, EL PASO COUNTY, COLORADO AS FOLLOWS:

1. The Board of Directors of the District determines that each director serving a term of office commencing on or after July 1, 2005 shall receive, as compensation for services as director, the sum of \$100 per meeting in an amount not to exceed \$1,600 per annum, subject to availability of funds.

2. The Board designates the *Daily Transcript* as the newspaper of general circulation within the boundaries of the District, or in the vicinity of the District if none is circulated within the District, and directs that all legal notices shall be published in accordance with applicable statutes.

3. The Board designates 8046 Eastonville Road, Falcon, Colorado, which is within the boundaries of the District, as the 24-hour posting place for meeting notices that were not otherwise posted under Title 32, C.R.S.

4. The Board determines to hold regular meetings at 6:30 p.m. on the fourth Thursday of every month, except the month of November which will be the third Thursday, at 11720 Woodmen Hills Drive, in Falcon, Colorado. In addition, regular and special meeting notices shall be posted at three separate places, 8046 Eastonville Road, 9025 Meridian Ranch Boulevard and 11720 Woodmen Hills Drive, all in Falcon, Colorado and the County Clerk of El Paso County.

5. The Board directs management to obtain and maintain insurance for the District, to insure the Directors acting within the scope of employment by the Board against all or any part of such liability for an injury; to insure against the expense of defending a claim for injury against the District or its Board. Additionally, the Board directs management to obtain bonds or equivalent insurance coverage as required by §§ 32-1-901(2) and 32-1-902(2), C.R.S., in an amount of no less than \$1,000 per director and \$5,000 for the Board Treasurer, and to file the bond or certificate of insurance with the District Court and the Division of Local Government.

6. The Board directs the District's engineer to prepare an accurate boundary map as specified by the Division for filing with the Division and El Paso County Assessor as required by statute.

7. The Board directs legal counsel to notify the El Paso County Board of Commissioners, Assessor, Treasurer, Clerk and Recorder, and the Division of Local Government, of the name of the Chairman of the Board/President of the District, the contact person, telephone number and business address of the District.

8. The Board designates the District's manager to serve as the budget officer, and to submit a proposed budget to the Board by October 15<sup>th</sup> for the following year, and, in cooperation with legal counsel, to schedule a public hearing on the proposed budget; to prepare a final budget, budget resolutions and amendments to the budget, if necessary; to certify the mill

levies on or before December 15; and to file the approved budgets and amendments thereto with the proper governmental entities in accordance with the Local Government Budget Law of Colorado.

9. The Board directs legal counsel to prepare and file an informational listing of all contracts in effect with other political subdivisions with the Division of Local Government on or before February 1st.

10. The Board directs legal counsel to prepare and file the annual public securities report for nonrated public securities issued by the District, with the Department of Local Affairs on or before March 1st.

11. The Board directs the district accountant to prepare for filing with the State Auditor either an Audit Exemption and Resolution for approval of Audit Exemption for the prior fiscal year by March 31; or an audit of the financial statements by June 30; further, the Board directs that the Audit be filed with the State Auditor by July 31.

12. The Board directs management and/or legal counsel to prepare the Unclaimed Property Act report and forward the report to the State Treasurer by November 1.

13. The Board hereby appoints Connie Goodwin, as the "Designated Election Official" of the District for any elections to be held during 2011 and any subsequent year. The Board hereby grants all powers and authority for the proper conduct of the election to the Designated Election Official, including but not limited to appointing election judges, appointing a canvass board and cancellation, if applicable, of the election.

14. The Board hereby establishes one polling place for all regular and special elections of the District to be held in 2011, and in each fiscal year thereafter, for all voters including handicapped and non-resident voters. Such polling place shall be located at 11720 Woodmen Hills Drive in Falcon, Colorado, subject to approval by the Secretary of State.

15. The District directs the Designated Election Official to notify the Division of Local Government of the results of any elections held by the District, including business address, telephone number and the contact person.

16. The District directs the Designated Election Official to certify results of any election to incur general obligation indebtedness to El Paso County Board of Commissioners.

17. Whenever the District authorizes or incurs general obligation debt, the Board directs the Designated Election Official to record a notice of such debt with the El Paso County Clerk and Recorder, within 30 days of authorizing or incurring the debt, on a form prescribed by the Division of Local Government.

18. The Board directs legal counsel to prepare and file with the Board of County Commissioners of each County in which the special district is located, or to the governing body of the municipality that has adopted a resolution of approval of the District, if requested, the

quinquennial finding of reasonable diligence in accordance with §§ 32-1-1101.5(1.5) and (2), C.R.S.

19. The District hereby directs each present and future member of the Board to execute an Affidavit of Qualification of Director, to be retained in the District's files.

20. The District hereby elects the following officers for the District:

President/Chairman of the Board – Janice Pizzi  
Vice President of the Board – Keith Moulton  
Treasurer – Marge Vaga  
Secretary – Al Kreps

21. The Board directs legal counsel to file conflict of interest disclosures provided by Board members with the Secretary of State 72 hours prior to each meeting of the Board. In addition, written disclosures provided by Board members required to be filed with the governing body in accordance with § 18-8-308, C.R.S., shall be deemed filed with the Board of Directors of the District when filed with the Secretary of State.

22. The Board extends the current indemnification resolution to allow the resolution to continue in effect as written.

23. The Board designates, Woodmen Hills Metropolitan District, to serve as the official custodian of public records.

Whereupon, the motion was seconded by Director Vaga, and upon vote, unanimously carried, the Chairman declared the motion carried and so ordered.

ADOPTED AND APPROVED THIS 27<sup>th</sup> DAY OF JANUARY, 2011.

WOODMEN HILLS METROPOLITAN  
DISTRICT

By:   
Chairman

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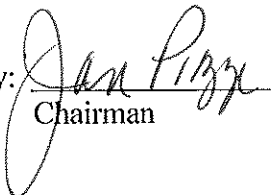
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WOODMEN HILLS METROPOLITAN  
DISTRICT

By:  \_\_\_\_\_  
Chairman

ATTEST:

By: Al Kress  
Secretary



ATTEST:

By: Al Krups  
Secretary

CERTIFICATION

I, ALFRED L. KREPS Secretary of the Board of the Woodmen Hills Metropolitan District, do hereby certify that the attached and foregoing Resolution is a true copy from the records of the proceedings of the Board of said District, on file with Woodmen Hills Metropolitan District.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the District, at El Paso County, Colorado, this 21<sup>ST</sup> day of January, 2010.

  
  
Secretary

[SEAL]