

**WOODMEN HILLS METROPOLITAN DISTRICT RESOLUTION
NO. 2016 -01-28-6**

WHEREAS, the Woodmen Hills Metropolitan District (“District”) is a quasi-municipal corporation and political subdivision of the State of Colorado and a duly organized and existing special district authorized and operating pursuant to Title 32 of the Colorado Revised Statutes (“C.R.S.”); and,

WHEREAS, on or about June 18, 2009 a previously constituted Board of Directors of the Woodmen Hills Metropolitan District considered as part of an agenda item whether to approve a Resolution (“Resolution”) titled:

“A Resolution Accepting the Transfer of all District Infrastructure for Woodmen Hills, Filing Nos. 1 – 11 from the Developer, Accepting and Approving the District Accounting Records Prepared by Mr. Paul J. McAllister, Subject to Review and Approval of the District’s Auditor, Authorizing Mr. McAllister to Provide the District’s Accounting Records Prepared by Him to the District’s Auditor, and Otherwise Providing for Various Matters Relating Thereto;” and,

WHEREAS, a search of the District’s records did not locate a signed original or signed copy of the Resolution; and,

WHEREAS, the District’s official records of Board action are the Minutes of the Board; and,

WHEREAS, the Board’s approved Minutes for June 18, 2009 express that on said date in an open and public meeting the Board as constituted at the time approved the Resolution, a copy of which is attached hereto as Exhibit A; and,

WHEREAS, the currently constituted Board, finding that acceptance of the all District infrastructure from the above-referenced Filings Nos. 1 – 11 being reasonably and necessary for the District to carry out its operations and to provide services to its residents and customers for the current date just as on June 18, 2009, hereby affirms the action taken by the previous Board on June 18, 2009 as expressed in the approved Minutes from that date and as expressed in the Resolution attached hereto as Exhibit A.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE WOODMEN HILLS METROPOLITAN DISTRICT, EL PASO COUNTY, STATE OF COLORADO, THAT the Board hereby finds and determines the Board as constituted on June 18, 2009 approved in an open and public meeting the Resolution as reflected in the approved Minutes from June 18, 2009, a copy of which Resolution is attached hereto as Exhibit A.

BE IT FURTHER RESOLVED THAT the currently constituted Board, finding that acceptance of the all District infrastructure from the above-referenced Filings Nos. 1 – 11 being reasonably and necessary for the District to carry out its operations and to provide services to its residents and customers for the current date just as on June 18, 2009, hereby affirms the action

taken by the previous Board on June 18, 2009 as expressed in the approved Minutes from that date and as expressed in the Resolution attached hereto as Exhibit A.

FINALLY, BE IT FURTHER RESOLVED THAT this Resolution affirming the above-described actions of the Board as constituted on June 18, 2009 shall take effect immediately upon its adoption and approval.

PASSED, ADOPTED AND APPROVED by the Board of Directors of the Woodmen Hills Metropolitan District this 28th day of January, 2016, *nunc pro tunc* June 18, 2009.

WOODMEN HILLS METROPOLITAN DISTRICT

By  _____
President/Vice President

ATTEST:

By  _____
Secretary

WOODMEN HILLS METROPOLITAN DISTRICT

A RESOLUTION ACCEPTING THE TRANSFER OF ALL DISTRICT INFRASTRUCTURE FOR WOODMEN HILLS, FILING NOS. 1-11 FROM THE DEVELOPER, ACCEPTING AND APPROVING THE DISTRICT ACCOUNTING RECORDS PREPARED BY MR. PAUL J. MCCALLISTER, SUBJECT TO REVIEW AND APPROVAL OF THE DISTRICT'S AUDITOR, AUTHORIZING MR. MCCALLISTER TO PROVIDE THE DISTRICT'S ACCOUNTING RECORDS PREPARED BY HIM TO THE DISTRICT'S AUDITOR, AND OTHERWISE PROVIDING FOR VARIOUS MATTERS RELATING THERETO.

WHEREAS, the Woodmen Hills Metropolitan District (the "District") is a quasi-municipal corporation and political subdivision of the State of Colorado organized and existing under the laws of the state of Colorado, including, without limitation, the Special District Act, C.R.S. §32-1-101 *et seq.*, located in El Paso County, Colorado;

WHEREAS, on several occasions since its formation, the District has issued bonds and incurred debt in order to finance the construction of certain District facilities and infrastructure ("District Debt") and some of this District Debt is still outstanding;

WHEREAS, the District is in the process of renegotiating the outstanding District Debt and in connection with such renegotiation the District retained Paul J. McCallister of McCallister Consulting Group, Ltd. to revise and update the District's accounting records on the District's behalf for presentation to the District's auditor for the District auditor's review and approval;

WHEREAS, during the time that Mr. McCallister was preparing the District's accounting records, El Paso County accepted the final District infrastructure for Woodmen Hills, Filing Nos. 8, 9, 10, and 11 (collectively the "Final Filings") to be maintained by the County as well as the final District infrastructure for those filings to be maintained by the District, and released the developer from any remaining guarantees for warranty work related thereto as the warranty periods have expired and, therefore, it is time for such improvements to be finally and fully transferred to the District;

WHEREAS, the developer desires to finally transfer all such District infrastructure to the District;

WHEREAS, upon the transfer and acceptance of the District infrastructure for the Final Filings, all Woodmen Hills, Filing Nos. 1-11 not already shown on the District's books should be accounted for on the District's books and reflected in the accounting detail prepared by Mr. McCallister;

WHEREAS, subject to the District's acceptance of such District infrastructure, Mr. McCallister has finalized the requested District accounting and seeks the District's acceptance and approval of such accounting, subject to the District auditor's review and approval of such accounting;

WHEREAS, Mr. McCallister has appeared before the Board to provide the Board with summary background and information related to the accounting records prepared by him and to present the District with the detail to such accounting and to answer any questions the Board has related to such accounting;

WHEREAS, subject to the Board's acceptance and approval of the accounting records prepared by Mr. McCallister, it is necessary to authorize Mr. McCallister to forward such records to the District's auditor for review and analysis; and

WHEREAS, the Board has determined that it is the District's best interest to act upon the information presented to the District as more particularly described herein.

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

BE IT HEREBY RESOLVED THAT all the foregoing recitals are incorporated as if fully set forth herein;

BE IT FURTHER HEREBY RESOLVED THAT the District accepts the transfer of all District infrastructure for the Final Filings from the developer;

BE IT FURTHER HEREBY RESOLVED THAT the District accepts and approves the accounting records prepared by Mr. McCallister, subject to review and approval of the District's auditor;

BE IT FURTHER HEREBY RESOLVED THAT Mr. McCallister is authorized to provide the accounting records prepared by him to the District's auditor and to respond to the District's auditor as needed and as related thereto;

BE IT FURTHER HEREBY RESOLVED THAT if any section, paragraph, clause or provision of this 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 Resolution, the intent being that the same are severable; and

FINALLY, BE IT HEREBY RESOLVED THAT this Resolution shall take effect immediately upon its adoption and approval.

[Signature page follows]

PASSED, ADOPTED AND APPROVED by the Board of Directors of Woodmen Hills Metropolitan District this 18th day of June, 2009.

WOODMEN HILLS METROPOLITAN DISTRICT, EL PASO COUNTY, COLORADO

By: _____
_____, President

ATTEST:

Secretary