

**FIRST AMENDMENT TO
WOODMEN HILLS METROPOLITAN DISTRICT
BOARD OF DIRECTOR BYLAWS**

This FIRST AMENDMENT TO THE WOODMEN HILLS METROPOLITAN DISTRICT BOARD OF DIRECTOR BYLAWS (this "First Amendment"), dated as of December 15, 2014 (the "Effective Date"), has been authorized and approved by the Board of Directors (the "Board") of the Woodmen Hills Metropolitan District (the "District").

RECITALS

WHEREAS, the Board duly adopted the Woodmen Hills Metropolitan District Board of Director Bylaws, on August 22, 2013 (the "Bylaws"); and

WHEREAS, pursuant to Section 3.15 of the Bylaws, the Bylaws may be amended at any time by motion approved by a majority of the Board; and

WHEREAS, the Board wishes to amend the Bylaws in order to ensure that the business of the District is performed in an cost effective and timely manner; and

NOW, THEREFORE, it is hereby resolved by the Board as follows:

Section 1. Bylaws Subject to First Amendment. The Bylaws shall now be subject to the terms and conditions of this First Amendment and capitalized terms used herein, but not otherwise defined, shall have the meanings ascribed to them in the Bylaws.

Section 2. Amendment to the Bylaws.

(a) Section 3.6.14 shall be amended and restated to read in its entirety as follows:

The selection of special consultants, engineers, accountants and attorneys of the District may be made by the Board. The selection of all employees, agents and consultants will be based on the relative qualifications and capabilities of the applications and shall not be based on nepotism or political services or affiliations. Before any person who is related by blood or marriage to another District employee is selected for permanent employment, such employment shall be approved by the Board. All agents, consultants and employees shall serve at the will of the Board.

Continued Effectiveness. Except as expressly amended hereby, the Bylaws shall continue in full force and effect. In the event of a conflict between the Bylaws and this First Amendment, the terms of this First Amendment shall control.

[Signature Page Follows]

ADOPTED AND APPROVED per Section 3.15 of the Bylaws as of the Effective Date stated above.

WOODMEN HILLS METROPOLITAN DISTRICT



Officer of the District

ATTEST:



Secretary for the District