

**RESOLUTION OF BOARD OF DIRECTORS
REGARDING ELECTION**

EAGLE BEND METROPOLITAN DISTRICT NO. 2

§§ 32-1-804, 1-1-111(2), 1-13.5-1103(1), 1-13.5-513(1), and 32-1-1102(2), C.R.S.

At a meeting of the Board of Directors (the "Board") of the Eagle Bend Metropolitan District No. 2 (the "District"), it was moved to adopt the following Resolution:

WHEREAS, the District was organized as a special district pursuant to §§ 32-1-101, *et seq.*, C.R.S. (the "Special District Act"); and

WHEREAS, the District is located entirely within Arapahoe County, Colorado (the "County"); and

WHEREAS, pursuant to § 32-1-804, C.R.S., the Board governs the conduct of regular and special elections for the District; and

WHEREAS, the Board anticipates holding a regular election on May 3, 2016, for the purpose of electing directors and submitting ballot issues and questions to eligible electors of the District, and desires to take all actions necessary and proper for the conduct thereof (the "Election"); and

WHEREAS, the Election shall be conducted pursuant to the Special District Act, the Colorado Local Government Election Code and the Uniform Election Code of 1992, to the extent not in conflict with the Colorado Local Government Election Code, including any amendments thereto, and shall also comply with Article X, § 20 of the Colorado Constitution ("TABOR"), as necessary; and

WHEREAS, pursuant to § 1-1-111(2), C.R.S., the Board is authorized to designate an election official (the "Designated Election Official") to exercise authority of the Board in conducting the Election; and

WHEREAS, pursuant to § 1-13.5-513(1), C.R.S., the Board can authorize the Designated Election Official to cancel the Election upon certain conditions.

NOW, THEREFORE, BE IT RESOLVED by the Board as follows:

1. The Board hereby calls the Election for the purpose of electing directors and presenting certain ballot issues and/or questions to the electorate. The Election shall be conducted as an independent mail ballot election in accordance with § 1-13.5-1101, *et seq.*, C.R.S., unless otherwise determined at the Board's discretion.

2. That, in accordance with § 32-1-1101(2), C.R.S., the Board hereby determines that the interests of the District and the public interest or necessity in carrying out the District's objects and purposes call for the Elections and for there to be submitted to the District's eligible electors the proposition of authorizing use of revenues currently in the general fund or through imposition of a mill levy to finance certain capital projects or any question or questions necessary to implement Article X, § 20 of the Colorado Constitution as applied to the District. Furthermore, in accordance with §§ 32-1-803.5 and 32-1-1101(2) and (3)(a), C.R.S., the Board further finds, determines and declares the following:

a. The objects and purposes for which the indebtedness is proposed to be incurred are for the acquisition, construction, installation and completion by the District of water and traffic safety improvements and facilities.

b. The estimated cost of the proposed water and traffic safety improvements and facilities to be funded by the District is approximately \$1,850,000.

c. No part of the estimated costs of the proposed facilities and improvements is expected to be defrayed out of any state or federal grant.

3. The Board names AJ Beckman of Special District Management Service, Inc. as the Designated Election Official for the Election. The Designated Election Official shall act as the primary contact with the County and shall be primarily responsible for ensuring the proper conduct of the Election.

4. Without limiting the foregoing, the following specific determinations also are made:

a. The Board hereby directs general counsel to the District to approve the final form of the ballot to be submitted to the eligible electors of the District and authorizes the Designated Election Official to certify those questions and take any required action therewith.

b. The Board hereby directs general counsel to the District to oversee the general conduct of the Election and authorizes the Designated Election Official to take all action necessary for the proper conduct thereof and to exercise the authority of the Board in conducting the Election, including, but not limited to, causing the call for nominations; appointment, training and setting compensation of election judges and a board of canvassers, as necessary; all required notices of election, including notices required pursuant to TABOR; printing of ballots; supervision of the counting of ballots and certification of election results; and all other appropriate actions.

5. The District shall be responsible for the payment of any and all costs associated with the conduct of the Election, including its cancellation, if permitted.

6. The Board hereby ratifies any and all actions taken to date by general counsel and the Designated Election Official in connection with the Election.

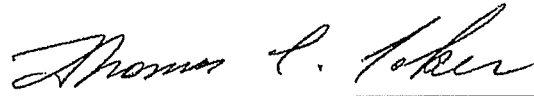
7. The Board hereby authorizes and directs the Designated Election Official to cancel the Election and to declare the candidates elected if, at the close of business on the sixty-third day before the Election, or at any time thereafter, there are not more candidates for director than offices to be filled, including candidates filing affidavits of intent to be write-in candidates, and so long as the only ballot questions are for the election of candidates. The Board further authorizes and directs the Designated Election Official to publish and post notice of the cancellation as necessary and file such notice and cancellation resolutions with the County Clerk and Recorder and with the Division of Local Government, as required. The Designated Election Official shall also notify the candidates that the Election was canceled and that they were elected by acclamation.

8. This Resolution shall remain in full force and effect until repealed or superseded by subsequent official action of the Board.

Remainder of Page Intentionally Left Blank

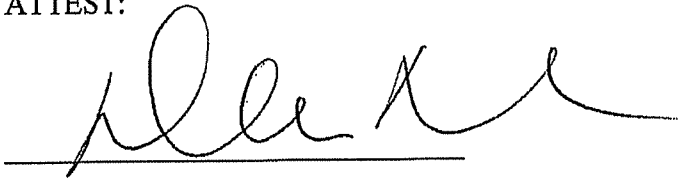
ADOPTED THIS 21st DAY OF JANUARY, 2016.

EAGLE BEND METROPOLITAN DISTRICT NO. 2



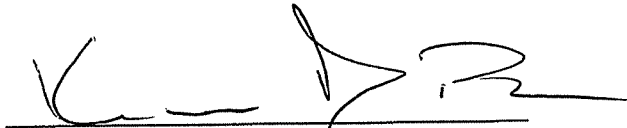
Officer of the District

ATTEST:



APPROVED AS TO FORM:

WHITE BEAR ANKELE TANAKA & WALDRON
Attorneys at Law



General Counsel to the District