

**RESOLUTION OF THE BOARD OF DIRECTORS OF THE
INTERLOCKEN CONSOLIDATED METROPOLITAN DISTRICT
AUTHORIZING A MAIL BALLOT ELECTION AND
APPOINTING A DESIGNATED ELECTION OFFICIAL**

Interlocken Consolidated Metropolitan District
City and County of Broomfield, State of Colorado

THE UNDERSIGNED, being all of the directors (the "Board" or "Board of Directors") of the Interlocken Consolidated Metropolitan District (the "District") do hereby consent to, vote in favor of, adopt and ratify the following resolutions:

WHEREAS, the term of office of Director David Ditz ("Ditz") shall expire after his successor is elected at the regular special district election to be held on May 4, 2010 (the "Election") and take office; and

WHEREAS, in accordance with the provisions of the Special District Act ("Act") and the Uniform Election Code of 1992 ("Code"), the Election must be conducted to elect one (1) Director to serve a term of four (4) years.

WHEREAS, pursuant to Section 1-7.5-101, et seq., of the Colorado Revised Statutes, the Board desires to authorize the Election to be conducted as a mail ballot election of the electors of the District. A plan for a mail ballot election will be submitted for approval by the Colorado Secretary of State (the "Secretary of State").

WHEREAS, pursuant to Sections 1-1-111(2) and 32-1-804(2) of the Colorado Revised Statutes, the Board of the District is authorized to designate an election official (the "Designated Election Official") to exercise the authority of the Board in conducting an election.

WHEREAS, pursuant to Section 1-5-208(1.5) of the Colorado Revised Statutes, the Board can authorize the Designated Election Official to cancel the election upon the occurrence of certain conditions.

WHEREAS, the Board acknowledges that Section 4(a) of the By-Laws (sic) Interlocken Metropolitan District, dated June 6, 1984, as amended, (collectively, "Bylaws"), provides that "all official business of the Board shall be transacted at a regular or special meeting at which a quorum (i.e., three) of Directors shall be present." Furthermore, Section 4(b) of the Bylaws provides that "any action of the Board shall require the affirmative vote of a majority of the Directors present and voting."

WHEREAS, the presence of Directors Ditz, Stephen Schwab ("Schwab"), Joel Rosenstein ("Rosenstein") and Mark Senn ("Senn") at the District's meeting on February 4, 2010 (the "February Meeting") is sufficient to establish a quorum in accordance with the Bylaws.

NOW, THEREFORE, BE IT RESOLVED, the Board hereby authorizes, approves and acknowledges, as the case may be:

(1) that the regular election of eligible electors of the District shall be held on May 4, 2010 between the hours of 7:00 a.m. and 7:00 p.m. pursuant to and in accordance with the Act, Code and other applicable laws. At that time, one (1) Director will be elected to serve a four-year term, and

(2) that there is no public location available within the boundaries of the District for a walk-in voting place and that it is necessary to use a private location outside of the District's boundaries located at 1801 California Street, Suite 4300, Denver, CO 80202 as the walk-in voting place. The Secretary of State shall approve the walk-in voting place. The walk-in voting place shall also be the walk-in voting place for disabled electors and for eligible electors not residing within the District, and

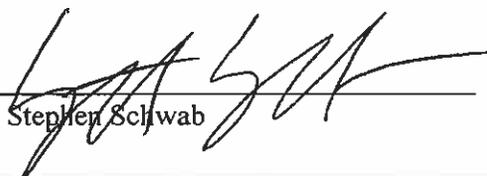
(3) that Robert Karsted shall serve as the Designated Election Official for the regular district election scheduled for the May 4, 2010, and he is hereby authorized and directed to proceed with any action necessary or appropriate to effectuate the provisions of this resolution and of the Act, Code, or other applicable laws, and

(4) that Self-Nomination and Acceptance petitions are available at the Designated Election Official's office located at 1801 California Street, Suite 4300, Denver, CO 80202. All candidates must file a Self-Nomination and Acceptance petition with the Designated Election Official no later than 5:00 p.m. on February 26, 2010, and

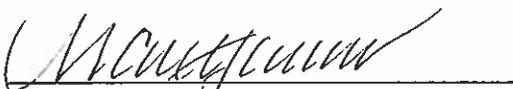
(5) the Designated Election Official to cancel said election and declare the candidates elected if, at 5:00 p.m. on the sixty-third day before the election (March 2, 2010), there are not more candidates for director than offices to be filled, including candidates filing affidavits of intent to be write-in candidates. The Board further authorizes and directs the Designated Election Official to publish and post notice of the cancellation (as the case may be) in a newspaper of general circulation within the Interlocken Consolidated Metropolitan District, at the walk-in voting (polling) place, at the office of the Designated Election Official, at the three places in the Interlocken Consolidated Metropolitan District where notices are usually posted, and with the Clerk and Recorder of Broomfield County, and to file such notice of cancellation with the Division of Local Government and as may be otherwise required by law. The Designated Election Official shall also notify the candidates that the election was canceled and they were elected by acclamation, and shall take all other action, whether provided by statute or otherwise, to cause the cancellation of the election and to fulfill all duties of the Designated Election Official; and further

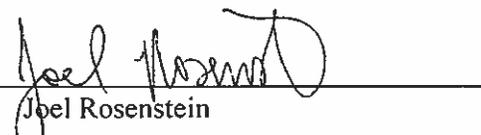
RESOLVED, that the Board acknowledges the presence of Directors Ditz, Schwab, Rosenstein and Senn at the February Meeting establishes a quorum pursuant to the Bylaws, thereby enabling the District to conduct official business at this February Meeting.

This resolution of the Board is approved, and shall be effective, as of February 4, 2010. This resolution may be executed in counterparts, in which case all such counterparts will constitute one and the same document. Telecopy or facsimile signature by a Director will be regarded as a valid and binding signature of that Director.

By: 
Stephen Schwab

By: _____
David Ditz

By: 
Mark Senn

By: 
Joel Rosenstein

This resolution of the Board is approved, and shall be effective, as of February 4, 2010. This resolution may be executed in counterparts, in which case all such counterparts will constitute one and the same document. Telecopy or facsimile signature by a Director will be regarded as a valid and binding signature of that Director.

By: _____
Stephen Schwab

By:  _____
David Ditz

Digitally signed by David Ditz
DN: cn=David Ditz, o=DMA, Inc., ou,
email=dditz@developmentmanagement.com, c=US
Reason: I am approving this document
Location: Bend, OR
Date: 2010.02.04 10:35:37 -0800

By: _____
Mark Senn

By: _____
Joel Rosenstein

EXHIBIT B

Certificate of Appointment of DEO

(See Attached)

CERTIFICATE OF APPOINTMENT OF DESIGNATED ELECTION OFFICIAL

THIS IS TO CERTIFY, that we have this day appointed, and do hereby appoint Robert Karsted as designated election official for the purposes of conducting our special district regular biennial election on May 4, 2010. The appointment includes the authority to act on behalf of the board of directors in planning and implementing the duties required in the success of an election. The designated election official will, with integrity and transparency, and according to law, conduct an election for the Interlocken Consolidated Metropolitan District, City and County of Broomfield, State of Colorado. The designated election official has full power and authority to act in an official capacity prior to, during, and until the results of the May 4, 2010 regular biennial election results are certified, unless this appointment should be sooner extended or revoked by resolution.

WITNESS our hand and seal this 4th day of February, 2010.

Stephen Schwab, President


Digitally signed by David Ditz
DN: cn=David Ditz, o=DMA, inc. ca,
email=ditz@developmentmanagement.com, c=US
Reason: I am approving this document
Location: Bend, OR
Date: 2010.02.04 10:26:16 -0800

David Ditz

Joel Rosenstein, Secretary

Mark Senn

OATH OF DESIGNATED ELECTION OFFICIAL

I, Robert Karsted, do solemnly swear or affirm, that I will perform the duties of designated election official according to law; that I will studiously endeavor to prevent fraud, deceit, and abuse in conducting the same; that I will not try to ascertain how any elector voted, nor will I disclose how any elector voted if in the discharge of my duties as designated election official such knowledge shall come to me, unless called upon to disclose the same before some court of justice; that I have never been convicted of any election fraud, any other election offense or fraud, and that I will not disclose the results of votes until the polls have closed. I will support the Constitution of the United States and the Constitution of the State of Colorado; I will implement the rules established by the Colorado Secretary of State as they pertain to the conduct of this election, and I will faithfully perform the duties of the office of designated election official as steward of the people of this district. I will act in good faith, and without bias, for the duration of my employment as designated election official for the May 4, 2010 regular biennial election in and for the Interlocken Consolidated Metropolitan District, City and County of Broomfield, State of Colorado, to the best of my skill and ability.

Designated Election Official's Signature

State of Colorado }
 } ss.
County of _____ }

Subscribed and sworn to before me this _____ day of _____, 20_____.

NOTARY SIGNATURE

My commission expires: _____

(SEAL)

OATH OF OFFICE

32-1-901, C.R.S.

STATE OF COLORADO

COUNTY OF BROOMFIELD

INTERLOCKEN CONSOLIDATED METROPOLITAN DISTRICT

I, David Ditz, will faithfully support the Constitution of the United States and the Constitution of the state of Colorado, and the laws made pursuant to each, and will faithfully perform the duties of the office of Director of the Interlocken Consolidated Metropolitan District upon which I am about to enter.

DDITZ

(signature)

Subscribed and sworn to before me this 15th day of March, 2010.

By: _____
(Chairman of the Board of Directors)

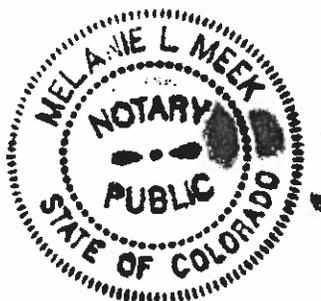
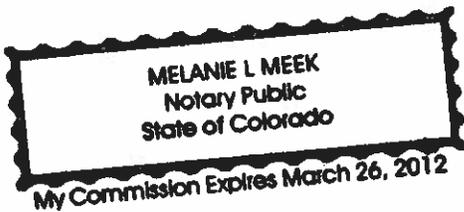
IF SWORN OR AFFIRMED BEFORE A NOTARY THE FOLLOWING SHOULD BE COMPLETED.

STATE OF COLORADO)
) ss.
COUNTY OF El Paso)

Subscribed and sworn to before me this 15th day of March, 2010.

03-26-2012
(notary commission expiration)

Melanie L. Meek
(notary signature)





**Colorado Special Districts Property and Liability Pool
Public Entity Liability Certificate Holder Declarations**

Certificate Number: 23C60696-1318

Coverage Period: 1/1/2010 to 1/1/2011

Named Member:

Agent of Record:

Interlocken Consolidated Metropolitan District
c/o Senn Visciano Kirschenbaum P.C.
1801 California St., Suite 4300
Denver, CO 80202

Coverage is provided for only those coverages indicated below for which a contribution is shown.

| Coverage | Per Occurrence Limit | Annual Aggregate | Deductible / SIR | Contribution |
|--|----------------------|------------------|------------------|--------------|
| Public Entity Liability Coverage including: | \$1,000,000 | None | None | \$953.66 |
| General Liability | Included | None | None | Included |
| Medical Payments - Premises | \$10,000 | \$10,000 | N/A | Included |
| Employee Benefits Admin. Liability | Included | None | None | Included |
| Public Officials Liability | Included | None | \$1,000 | \$468.00 |
| Employment Practices Liability | Included | None | * See Below | Included |
| Pre Loss Legal Assistance | \$2,000 | \$4,000 | None | Included |
| No-Fault Water & Sewer Backup | \$10,000 | \$30,000 | \$500 | Included |
| Cyber Liability | \$200,000 | **\$1,000,000 | None | Included |
| Fiduciary Liability | \$200,000 | **\$1,000,000 | None | Included |
| Excess Liability | \$3,000,000 | None | N/A | \$810.00 |
| Auto Liability | No Coverage | No Coverage | None | No Coverage |
| Medical Payments - Auto | No Coverage | No Coverage | N/A | No Coverage |
| Non-Owned/Hired Auto Liability | Included | None | None | \$132.00 |
| Uninsured Motorist | No Coverage | No Coverage | None | No Coverage |
| Auto Physical Damage | No Coverage | No Coverage | N/A | No Coverage |
| Hired Auto Physical Damage | \$50,000 | N/A | \$500/\$500 | \$65.00 |
| Auto Physical Damage - Employee Deductible Reimbursement | \$2,500 | N/A | N/A | Included |
| Total Contribution: | | | | \$2,428.66 |

* Employment Practices Liability Deductible: 50% of loss, subject to a maximum deductible of \$100,000 each occurrence, unless a lower deductible limit is shown.

**Cyber Liability and Fiduciary Liability each have a \$1,000,000 Program Aggregate Limit.

Additional forms that may be applicable to Member:

Public Entity Liability Coverage Document
Liability Deductible Endorsement

These Certificate Holder Declarations are made and are mutually accepted by the Pool and the Named Member subject to all terms which are made a part of the Public Entity Liability Coverage Document. These Declarations represent only a brief summary of coverages. Please refer to the Master Coverage Document for actual coverage terms that may apply to any specific situation.

Countersigned by: _____


Authorized Representative

Thursday, December 10, 2009

Entity ID#: 60696