

**RATIFICATION OF RESOLUTION
OF THE BOARD OF DIRECTORS OF
WOODMEN HILLS METROPOLITAN DISTRICT
CONCERNING A CHANGE TO DISTRICT BY-LAWS AND RATIFICATION OF
ELECTION OF NEW OFFICERS
RESOLUTION NO. 2017-02-21**

WHEREAS, WOODMEN HILLS METROPOLITAN DISTRICT (the "District") is a quasi-municipal corporation and political subdivision of the State of Colorado, duly organized pursuant to C.R.S. §§ 32-1-101, *et seq.*, C.R.S.; and

WHEREAS, pursuant to C.R.S. § 32-1-1001(1) (h), the Board of Directors of the District (the "Board") is empowered with the management, control, and supervision of all business and affairs of the District; and

WHEREAS, pursuant to C.R.S. § 32-1-1001(1)(m), the Board is authorized to adopt, amend, and enforce the bylaws and rules and regulations not in conflict with the constitution and laws of Colorado for carrying on the business, objects, and affairs of the Board and the District; and

WHEREAS, pursuant to C.R.S. § 32-1-1001(1)(n), the Board is authorized to have and exercise all rights and powers necessary or incidental to or implied from the specific powers granted to special districts; and

WHEREAS, Section 3.15 of the District's bylaws state the bylaws may be amended "at any time by motion approved by a majority of the board;" and

WHEREAS, at its regular monthly meeting held on January 23, 2017, it was moved and seconded and approved by a vote of three in favor and two against to amend the agenda to consider whether to amend Section 3.6.4. of the District's By-the Board to delete therefrom "2/3" and replace it with "majority;" and

WHEREAS, at the same meeting and immediately following the successful motion to amend the agenda, the Board approved by a vote of three in favor and two against to amend Section 3.6.4. of the District's By-the Board to delete therefrom "2/3" and replace it with "majority;" and

WHEREAS, at the same meeting, it was moved and seconded and approved by a vote of three in favor and two against to entertain nominations and conduct an election at the same meeting for board officers; and

WHEREAS, at the same meeting Josh Killett was nominated for the Office of President and Anthony Pizzi for the Office of Secretary, and upon a vote of three in favor and two against, the foregoing board members were elected to the above-stated officer positions; and

WHEREAS, the Board desires to ratify all its actions taken at said meeting on January 23, 2017, which ratification shall include, but shall not be limited, to approval of Section 3.6.4 of the By-Laws and the nomination and election of new board officers.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE DISTRICT AS FOLLOWS:

1. Ratification. The Board hereby ratifies all its actions taken at its regular monthly meeting held on January 23, 2017, which ratification shall include, but shall not be limited, to approval of Section 3.6.4 of the By-Laws and the nomination and election of new board officers.

2. Ratification Amends Section 3.6.4 of the Bylaws as follows:

The Board shall elect from its membership a Chair and President, a Vice President, a Secretary and a Treasurer, who shall be the officers of the Board and of the District. The officers shall be elected by a majority of the Directors voting at the election. An election of the officers shall be conducted at the first regular meeting of the Board following the regular biennial election of the Directors held in May of even numbered years. Each officer so elected shall serve for a term of two years, unless a Board quorum determines by a majority vote to hold an election prior to the next ensuing regular biennial election of Directors.

3. Ratification Approves the Nomination and Election of New Officers as follows:

Josh Killett – President

Anthony Pizzi – Secretary

4. Identification of Board Officers and Members: Following the election the officer positions and board members are identified as –

Josh Killett – President

Frank Gonzales – Vice-President

Anthony Pizzi – Secretary

Walter Porter – Treasurer

Lynne Bliss - Member

5. Effective Date. The provisions of this resolution shall be deemed effective January 23, 2017.

6. Severability. If any term or provision of this resolution or if any rule or regulation is found to be invalid or unenforceable by a court of competent jurisdiction or by operation of any applicable law, such invalid or unenforceable term or provision shall not affect the validity of the remainder of the resolution or rules and regulations, as a whole, but shall be severed, leaving the remaining terms or provisions in full force and effect. In addition, in lieu of such void or unenforceable provision, there shall automatically be added a provision similar in terms to such

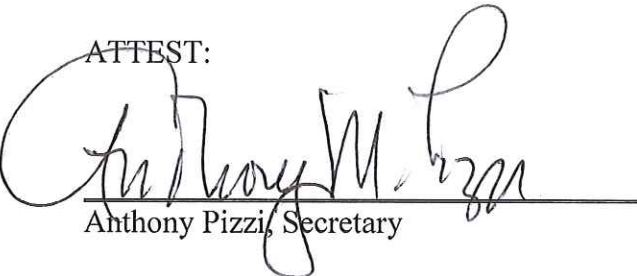
illegal, invalid or unenforceable provision so that the resulting reformed provision is legal, valid and enforceable.

RESOLVED, APPROVED AND RATIFIED FEBRUARY 21, 2017, *Nunc Pro Tunc*, January 23, 2017.

WOODMEN HILLS METROPOLITAN DISTRICT



Joshua Killett, President

ATTEST:


Anthony Pizzi, Secretary