

**A RESOLUTION OF THE BUCKHORN VALLEY METROPOLITAN DISTRICT NO. 2  
APPROVING THE REQUISITION PROCESS OF CERTAIN DISTRICT FUNDS.**

WHEREAS, Buckhorn Valley Metropolitan District No. 2 (the "District"), in the Town of Gypsum, County of Eagle, Colorado is a duly organized and validly existing special district, quasi-municipal corporation and political subdivision of the State; and

WHEREAS, pursuant to Section 32-1-1101(1)(d), Colorado Revised Statutes; the District has the power to issue bonds in the manner provided in Part 4 of Article 35 of Title 31, Colorado Revised Statutes; and

WHEREAS, the District on May 25, 2010 issued its General Obligation Limited Tax Refunding and Improvement Bonds, Series 2010 (the "Bonds") in the aggregate principal amount of \$7,370,000 pursuant to a resolution of the District dated May 13, 2010 and amended, ratified on May 24, 2010 (the "Bond Resolution"); and

WHEREAS, as of the date hereof, the District has certain funds in the Project Account created under the Bond Resolution (the "Project Account") pursuant to the issuance of the Bonds.

THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE BUCKHORN VALLEY METROPOLITAN DISTRICT NO. 2:

**Section 1. Requisition Process.** So long as no Event of Default shall have occurred and be continuing, amounts in the Project Account shall be released by the District in accordance with requisitions, substantially in the form set forth in Exhibit A attached hereto, signed by the President or the Vice President of the District, certifying that all amounts drawn will be applied to the payment of costs of the Project pursuant to the Bond Resolution and the Subordination Agreement (as defined in the Bond Resolution). If such costs were pre-approved pursuant to Section 3 of the Subordination Agreement, the District shall certify to that fact in the requisition. If such costs are not pre-approved, then the District shall certify that such costs are designed to increase the assessed value of the District as set forth in Section 22(b) of the Bond Resolution and have the Series 2008 Bondholder (or his designee) consent in writing to such expenses.

**Section 2. Repealer.** All orders, bylaws and resolutions of the District, or parts thereof, inconsistent or in conflict with this Resolution, are hereby repealed to the extent only of such inconsistency or conflict. Nothing in this Resolution shall repeal the Bond Resolution.

**Section 3. Severability.** It is hereby expressly declared that all provisions hereof and their application are intended to be and are severable. In order to implement such intent, if any provision hereof or the application thereof is determined by a court or administrative body to be invalid or unenforceable, in whole or in part, such determination shall not affect, impair or invalidate any other provision hereof or the application of the provision in question to any other situation; and if any provision hereof or the application thereof is determined by a court or administrative body to be valid or enforceable only if its application is limited, its application shall be limited as required to most fully implement its purpose.

**Section 4. Effective Date.** This Resolution shall be in full force and effect immediately upon adoption by the Board.

ADOPTED AND APPROVED this 8<sup>th</sup> day of June, 2010.

[SEAL]

**BUCKHORN VALLEY METROPOLITAN  
DISTRICT NO. 2**

Attest: Gay A. Hill  
Secretary

By: Samantha Gale  
Samantha Gale, President

**EXHIBIT A**

Requisition No. \_\_\_\_\_

§ \_\_\_\_\_  
**Buckhorn Valley Metropolitan District No. 2**  
**(In the Town of Gypsum)**  
**Eagle County, Colorado**  
**Limited Tax General Obligation Refunding and Improvement Bonds**  
**Series 2010**

The undersigned certifies that he/she is an authorized officer of Buckhorn Valley Metropolitan District No. 2, in the Town of Gypsum, Eagle County, Colorado (the "District").

Unless otherwise noted, all capitalized terms used in this requisition ("Requisition") shall have the respective meanings assigned in the Bond Resolution dated May 13, 2010 as amended, supplemented and ratified on May 24, 2010 (the "Bond Resolution").

The undersigned District Representative hereby makes this Requisition from the Project Account held by the District under the Bond Resolution, and in support thereof states:

1. The amount requisitioned is \$ \_\_\_\_\_.
2. The name and address of the person, firm, or corporation to whom payment is due or has been made is as follows:

\_\_\_\_\_  
\_\_\_\_\_

3. Payment is due to the above person for (describe nature of the obligation):  
\_\_\_\_\_

4. The above payment obligations have been or will be properly incurred, are or will be a proper charge against the Project Account, and have not been the basis of any previous withdrawal. The disbursement requested herein will be used solely for the payment of Project Costs (as defined in the Subordination Agreement).

5. The Project Costs are designed to increase the assessed value of the District and are for:

\_\_\_\_\_ Project Costs pre-approved under Section 3 of the Subordination Agreement.

\_\_\_\_\_ Project Costs not pre-approved under Section 3 of the Subordination Agreement

6. The following is the written consent of 100% of Series 2008 Bondholders regarding Project Costs NOT pre-approved under Section 3 of Subordination Agreement:

\_\_\_\_\_  
Series 2008 Bondholder

7. Disbursement instructions are attached hereto.

**IN WITNESS WHEREOF**, I have hereunto set my hand this \_\_\_\_ day of \_\_\_\_\_,  
20\_\_.

\_\_\_\_\_  
Authorized Officer

APPROVED BY PROJECT ENGINEER:

\_\_\_\_\_