

RESOLUTION TO AMEND 2010 BUDGET

COMES NOW, John V. Hill, the President of the Buckhorn Valley Metropolitan District No. 2 (the "District"), and certifies that at a special meeting of the Board of Directors of the District held, Thursday, the 29th day of September, 2011, at 7:15 A.M., at 11 Bridger Drive, Gypsum, Colorado 81637, the following Resolution was adopted by affirmative vote of a majority of the Board of Directors, to-wit:

WHEREAS, the Board of Directors of the District appropriated funds for the fiscal year 2010 as follows:

Debt Service Fund	\$ 2,389,710
Capital Projects Fund	\$ 0

and;

WHEREAS, the necessity has arisen for additional expenditures and transfers by the District due to additional costs which could not have been reasonably anticipated at the time of adoption of the budget, requiring the expenditure of funds in excess of those appropriated for the fiscal year 2010; and

WHEREAS, funds are available for such an expenditure and transfer from surplus revenue funds of the District.

NOW THEREFORE, BE IT RESOLVED that the Board of Directors of the District shall and hereby does amend the budget for the fiscal year 2010 as follows:

Debt Service Fund	\$ 4,500,000
Capital Projects Fund	\$ 7,265,000

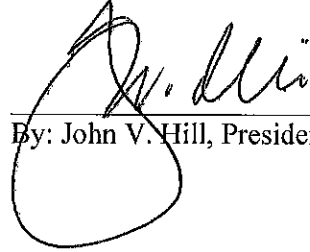
BE IT FURTHER RESOLVED, that such sums are hereby appropriated from the revenues of the District to the Debt Service Fund and Capital Projects Fund for the purpose stated, and that any ending fund balances shall be reserved for purposes of Article X, Section 20 of the Colorado Constitution.

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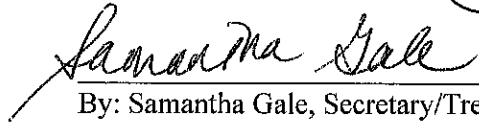
RESOLUTION APPROVED AND ADOPTED THIS 29TH DAY OF SEPTEMBER,
2011.

BUCKHORN VALLEY METROPOLITAN DISTRICT NO. 2



By: John V. Hill, President

ATTEST:



By: Samantha Gale, Secretary/Treasurer