

**RESOLUTION  
OF THE BOARD OF DIRECTORS OF  
PARK MEADOWS METROPOLITAN DISTRICT,  
DOUGLAS COUNTY, COLORADO**

**RESOLUTION APPROVING AMENDMENT OF DISTRICTS BYLAWS**

The Board of Directors (the "Board") of the Park Meadows Metropolitan District (the "District"), has determined that the use of a Consent Agenda for items which require Board action but do not require Board discussion would save Board meeting time for more substantive matters;

Section 5.3 of the District Bylaws identifies the components of the regular meeting agenda and the order in which the regular business of the Board is transacted;

Article 10 of the District Bylaws specifies that they can be altered or amended at any regular or special meeting of the Board called for that purpose following a presentation and discussion of the proposed amendment at a prior Board meeting;

The Board discussed a proposal to adopt the use of a Consent Agenda and amend Article 5 of the Bylaws accordingly at its meeting held on 12-20-10;

NOW, THEREFORE, be it resolved by the Board of Directors of the Park Meadows Metropolitan District that:

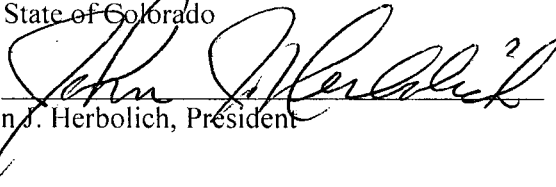
1. To implement the use of a Consent Agenda, the District Bylaws are amended by deleting Section 5.3 "Order of Business" in its entirety and replacing it with the text contained in Exhibit A, attached hereto and incorporated herein by reference.

2. The Consent Agenda shall contain items that require Board action but do not need discussion among the Board members before a vote. Before action on the Consent Agenda, the chair of the meeting will inquire whether there are any items to be removed from the Consent Agenda. If any Board member wishes to discuss a specific item on the Consent Agenda it shall be removed and placed on the Regular Agenda for discussion and/or action. Except for removal, no discussion with respect to the items on the Consent Agenda shall occur. Immediately following the opportunity to remove any items for separate discussion, all remaining items on the Consent Agenda shall be voted upon in one action.


3. The provisions of this resolution shall take effect 1-24-11.

ADOPTED AND APPROVED this 24<sup>th</sup> day of January, 2011 by a vote of 5 for and 0 against.

PARK MEADOWS METROPOLITAN DISTRICT,  
a quasi-municipal corporation and political subdivision of  
the State of Colorado

By:   
John J. Herbolich, President

ATTEST:

By:   
Roger P. Pearson, Secretary

## EXHIBIT A

### 5. CONDUCT OF BUSINESS

5.3 Order of Business. The regular business of the Board shall be transacted, as far as practicable, in the following general order, subject to modification by the chairman, including additions and deletions:

- a. Call to Order;
- b. Declaration of Quorum/Director Disclosure;
- c. Approve Agenda;
- d. Public Comments;
- e. Consent Agenda;
- f. Review and Approval of Minutes of the Previous Meeting or Meetings;
- g. Discussion Agenda;
- h. Construction Project Items;
- i. Landscape Maintenance/Construction Items;
- j. Financial Matters;
- k. Election Matters, if any, (and election of Board officers, at biennial meeting);
- l. Public Hearings, if any;
- m. Directors' Items;
- n. Manager's Report;
- o. Attorney's Report;
- p. Other Items and Announcements; and
- q. Adjournment.

**4.4 Notice of Special Meeting.** Any Director may call a special meeting by informing the other Directors of the date, time, and place of such meeting, and its purpose. Notice shall be posted as provided in Section 4.3 at least three (3) days prior to said meeting.

**4.5 Required Notice of Certain Agenda Items.** A meeting notice of a regular or a special meeting shall specifically set forth as an agenda item, the Board's intention to make a final determination as to any of the following: issuing or refunding general obligation debt, consolidating the District with another special district, dissolving the District, filing a plan for the adjustment of debt under federal bankruptcy law, not making a scheduled bond payment, or entering into any private contract with a Director.

**4.6 Notice under the Colorado Sunshine Law.** In addition to any other means of notice, notice of a meeting that is posted at the place annually designated by the Board pursuant to C.R.S. § 24-6-402 (2)(c), not less than twenty four (24) hours prior to said meeting, shall be deemed to be full and timely notice. This posting shall include specific agenda information where possible.

## **5. CONDUCT OF BUSINESS.**

**5.1 Quorum.** All official business of the Board shall be transacted at a regular or special meeting at which a quorum of the Directors (i.e., more than one-half of the number of Directors serving on the Board) shall be present. A Director may attend a Board meeting by telephone conference, as long as the Director is able to hear and be heard.

### **5.2 Actions of the Board.**

a. Actions of the Board for the management and control of business and affairs of the District, for the exercise of the power vested in the Board shall be by motion, resolution, or order. Any action of the Board shall require the affirmative vote of a majority of the Directors in attendance and voting.

b. Votes on all motions, resolutions, and orders shall be taken by the chairman stating "All in favor, say Aye" and "All opposed, say No" or, at the discretion of the chairman, other similar language which shall indicate the manner of responding to the question. Roll call votes may be taken at the request of any Director, or at the direction of the chairman.

**5.3 Order of Business.** The regular business of the Board shall be transacted, as far as practicable, in the following general order, subject to modification by the chairman, including additions and deletions:

- a. Call to Order;
- b. Declaration of Quorum/Director Disclosure;
- c. Approve Agenda;
- d. Public Comments;
- e. Consent Agenda;

- f. Review and Approval of Minutes of the Previous Meeting or Meetings;
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- h. Construction Project Items;
- i. Landscape Maintenance/Construction Items;
- j. Financial Matters;
- k. Election Matters, if any, (and election of Board officers, at biennial meeting);
- l. Public Hearings, if any;
- m. Directors' Items;
- n. Manager's Report;
- o. Attorney's Report;
- p. Other Items and Announcements; and
- q. Adjournment.

The Consent Agenda contains items that require Board action but do not need discussion among the Board members before a vote. Before action on the Consent Agenda, the chair of the meeting will inquire whether there are any items to be removed from the Consent Agenda. If any Board member wishes to discuss a specific item on the Consent Agenda it shall be removed and placed on the Regular Agenda for discussion and/or action. Except for removal, no discussion with respect to the items on the Consent Agenda shall occur. Immediately following the opportunity to remove any items for separate discussion, all remaining items on the Consent Agenda shall be voted upon in one action.

**6. DISTRICT ADMINISTRATION.** Administration of policies and procedures adopted by the Board may be implemented by a manager, attorney, and other consultants engaged by the Board.

**6.1 Manager.** The Board may retain a Manager upon such conditions, including compensation, as the Board may establish. The Manager shall implement the Board's policies and procedures. The Manager shall generally supervise the administration of the day to day affairs and business of the District. The Board may designate the Manager to serve as budget officer, who shall prepare an annual budget for the Board's consideration. The Manager shall perform such other duties as may be assigned by the Board. The Manager shall report directly to the Board and shall serve at the pleasure of the Board.

**6.2 Attorney.** The Board may retain an Attorney to provide legal services on behalf of the District. The Attorney shall provide legal advice and counsel on various matters which affect the Board and represent the District before the courts, agencies, and other tribunals of this state. The Attorney shall report directly to the Board and shall serve at the pleasure of the Board.

**6.3 Selection and Tenure of Consultants.** The selection of consultants, including engineers, architects, accountants and auditors, shall be made by the Board, and shall be based upon the relative qualifications and capabilities of the applicants, and shall not be based on political services or affiliations. Consultants shall serve at the pleasure of the Board. In the discretion of the Board, consultants may respond or may report directly to the Board, or to the Manager, Attorney, or such other consultant as the Board

BYLAWS OF PARK MEADOWS METROPOLITAN DISTRICT AS AMENDED  
THROUGH \_\_\_\_\_, 2011

CERTIFICATE

I hereby certify that the foregoing Bylaws, consisting of thirteen (13) pages, including this page, constitute the Bylaws of Park Meadows Metropolitan District, as amended through \_\_\_\_\_, 2011.

By: /s/ Roger P. Pearson, Secretary

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