

**RESOLUTION OF
THE BOARD OF DIRECTORS OF
WOODMOOR WATER AND SANITATION DISTRICT NO. 1
CALLING FOR THE 2012 REGULAR SPECIAL DISTRICT ELECTION, APPROVING
THE FORM AND RELATED MATTERS**

WHEREAS, Woodmoor Water and Sanitation District No. 1 (the "District") was organized pursuant to § 32-1-101 *et seq.*, C.R.S. by order of the District Court in and for El Paso County, Colorado, dated August 5, 1964; and

WHEREAS, the members of the Board of Directors for the District (the "Board") are elected to staggered four year terms; and

WHEREAS, the terms of office of Directors Wyss, and Town, and the vacancy terms of office of Directors Taylor and Courrau shall expire after their successors are elected at the next regular election for the District scheduled to be held on May 8, 2012 (the "Election"); and

WHEREAS, in accordance with the provisions of the Special District Act (the "Act") and the Uniform Election Code of 1992 (the "Code"), a the Election there shall be elected two directors to serve for a term of four (4) years and two directors to serve for a term of two (2) years; and

WHEREAS, pursuant to § 32-1-804(1), C.R.S., the Board shall govern the conduct of the Election and shall render all interpretations and make all decisions as to controversies or other matters arising in conducting the Election; and

WHEREAS, the Board desires to call the Election and set forth herein the procedures for conducting the Election as authorized by the Act and the Code.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE WOODMOOR WATER AND SANITATION DISTRICT NO. 1 THAT:

1. The Board hereby calls a regular election of the eligible electors of the District to be held on May 8, 2012 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, for the purpose of electing two directors to serve for a term of four (4) years and two directors to serve for a term of two (2) years.

2. The Election shall be conducted as a mail ballot election.

3. Pursuant to Section 32-1-804(2), C.R.S., and Board Resolution 12-01, the Board hereby reaffirms its designation of Nicolle Brewer of the law firm of Norton Smith & Keane, P.C. ("General Counsel"), as the Designated Election Official for the Election. The Board further designates Marsha Howland, Erin Smith and Wynter Wells to assist the Designated Election Official in performance of the Designated Election Official duties as requested by the Designated Election Official, including but not limited to providing Self Nomination and Acceptance Forms. The Board hereby directs General Counsel to oversee the general conduct of the Election and authorizes the Designated Election Official to take all other action necessary for the proper conduct

thereof. The Designated Election Official shall act as the primary contact with the Clerk and Recorder of El Paso County, Colorado (the "County") and shall be primarily responsible for ensuring the proper conduct of the Election including, but not limited to, submitting a mail ballot plan, publishing the call for nominations, appointing election judges as necessary, appointing the Board of Canvassers, arranging for the required notices of the election and printing of ballots, and directing that all other appropriate actions be accomplished.

4. Applications for mail-in ballots must be filed with Nicolle Brewer, the Designated Election Official of the District, c/o Norton Smith & Keane, P.C., 1331 Seventeenth Street, Suite 500, Denver, Colorado 80202, (303) 292-6400 not later than the close of business (5:00 P.M.) on the 7th day prior to the election (Tuesday, May 1, 2012) if the mail-in ballot is to be mailed to the elector, or not later than the close of business (5:00 P.M.) on the Friday immediately preceding the election (Friday, May 4, 2012) if the mail-in ballot will not be mailed to the elector.

5. Pursuant to § 1-5-208, C.R.S., the Board hereby authorizes and directs the Designated Election Official to cancel the Election and declare the candidates elected if, at the close of business on the sixty-third day before the Election (March 6, 2012), there are not more candidates for director than offices to be filled, including candidates filing affidavits of intent to be write-in candidates, and so long as the only ballot questions are for the election of candidates. The Board further authorizes and directs the Designated Election Official to file cancellation notices and cancellation resolutions with the El Paso County Clerk and Recorder's Office and with the Colorado Division of Local Government as needed. The Designated Election Official also shall notify the candidates that the Election was canceled and they were elected by acclamation.

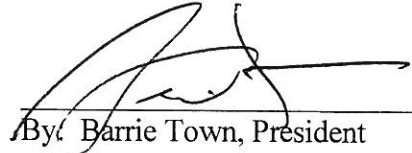
6. The District shall be responsible for the payment of any and all costs associated with the conduct of the Election, including its cancellation, if necessary, and those costs incurred pursuant to the terms and conditions of an election agreement with the County, if any.

7. This Resolution shall take effect on the date and at the time of its adoption.

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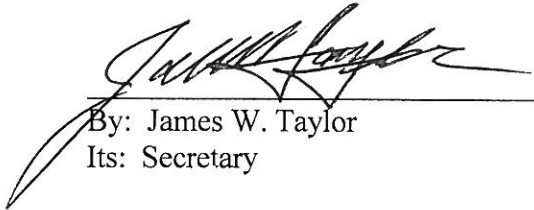
ADOPTED AND APPROVED THIS 9TH DAY OF FEBRUARY, 2012.

**WOODMOOR WATER AND
SANITATION DISTRICT NO. 1**



By: Barrie Town, President

ATTEST:



By: James W. Taylor
Its: Secretary