

**RESOLUTION OF THE BOARD OF DIRECTORS OF
THE COLORADO CENTRE METROPOLITAN DISTRICT
WAIVING ANY ACTUAL OR POTENTIAL CONFLICT OF INTEREST PRESENTED
BY DUAL LEGAL REPRESENTATION OF THE DISTRICT AND OF THE LOWER
FOUNTAIN METROPOLITAN SEWAGE DISPOSAL DISTRICT**

RESOLUTION NO. 2003-11-20.5

WHEREAS, the Colorado Centre Metropolitan District (“the District”) is organized pursuant to COLO. REV. STAT. § 32-1-101 *et seq.*; and

WHEREAS, the District was formally included within the Lower Fountain Metropolitan Sewage Disposal District (“Lower Fountain”) on April 15, 2003 and holds a seat on the Lower Fountain Board of Directors; and

WHEREAS, the Board of Directors of the District has requested counsel for Lower Fountain, Paul G. Anderson of Merrill, Anderson, King & Harris, LLC, to serve as its general counsel; and

WHEREAS, pursuant to the Rules of Professional Conduct, Rule 1.7, dual representation of both the District and Lower Fountain in this capacity may be considered an actual or potential conflict of interest for Mr. Anderson; and

WHEREAS, by letter dated November 18, 2003, Mr. Anderson provided the District a disclosure of the actual or potential conflicts of interest presented by such dual representation and requested the District to waive any actual or potential conflict of interest that may exist; and

WHEREAS, the District has considered the disclosure and waiver letter dated November 18, 2003, and based on that letter the District has sought the advice of a disinterested lawyer concerning the actual or potential conflicts of interest presented by such dual representation to the extent the District deems necessary and appropriate; and

WHEREAS, based upon its consideration of the actual or potential conflicts of interest presented by such dual representation, and the advice of a disinterested lawyer as appropriate, the District is satisfied that Mr. Anderson can engage in the dual representation of the District and Lower Fountain without compromising the District’s interests;

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

The Board of Directors of the District hereby formally waives any actual or potential conflicts of interest presented by the dual representation of the District and Lower Fountain by Mr. Anderson, and hereby executes a counterpart of the November 18, 2003 disclosure and waiver letter to confirm the District's waiver.

The foregoing is a true copy of a resolution duly adopted by the Board of Directors of the Colorado Centre Metropolitan District by unanimous vote at a public meeting on the 20th day of November, 2003.

On File

Michael Cantin, Vice President/Acting President

ATTEST:

On File

Matt Grant, Secretary