

**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 CUCHARS FAMILY**

RESOLUTION NO. 2004-4-22.1

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

WHEREAS, the Cuchares family (“Cuchares”) own property located near the District which Cuchares seeks to formally include within the District; and

WHEREAS, Cuchares through other counsel has requested legal assistance from Paul G. Anderson of Merrill, Anderson, King & Harris, LLC, as concerning water rights associated with the Cuchares property; and

WHEREAS, Mr. Anderson represents the District as general counsel; and

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

WHEREAS, Mr. Anderson has verbally disclosed to the Board of Directors of the District 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 based on that disclosure 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 Cuchares 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 Cuchares by Mr. Anderson, and shall execute a counterpart of subsequent waiver letter to confirm the District's waiver if and when the same is available.

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 22nd day of April, 2004.

On File

Michael Cantin, President

ATTEST:

On File

Jimmie Bridgewater, Secretary