RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
ROCKINGHORSE METROPOLITAN DISTRICT NO. 1
Declaring Inactive Special District Status

WHEREAS, the Rockinghorse Metropolitan District No. 1 (the "District") is a quasi-municipal corporation and political subdivision of the State of Colorado and is a duly organized and existing special district pursuant to §§ 32-1-101, *et seq.*, C.R.S.; and

WHEREAS, pursuant to § 32-1-104(3)(a), C.R.S., the board of directors of an "inactive special district," as that term is defined in § 32-1-103(9.3), C.R.S., may adopt a resolution that declares and affirms its qualifications for inactive status; and

WHEREAS, the Board of Directors for the District (the "Board") has determined that the District qualifies as an inactive special district; and

WHEREAS, the Board desires to declare and affirm the District's qualifications for inactive status in this Resolution.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE DISTRICT AS FOLLOWS:

1.   INACTIVE SPECIAL DISTRICT STATUS.   The Board hereby declares and affirmatively states that the District meets the criteria for being an inactive special district as defined in § 32-1-103(9.3), C.R.S. The Board directs legal counsel to file a notice of inactive status with the agencies prescribed in § 32-1-104(3)(a), C.R.S., and, for each year thereafter in which the District qualifies as an inactive special district, to file a notice of continuing inactive status for the District. The Board hereby delegates to District's general counsel the authority to conduct all business necessary for elections held during the period of time that the District is inactive.

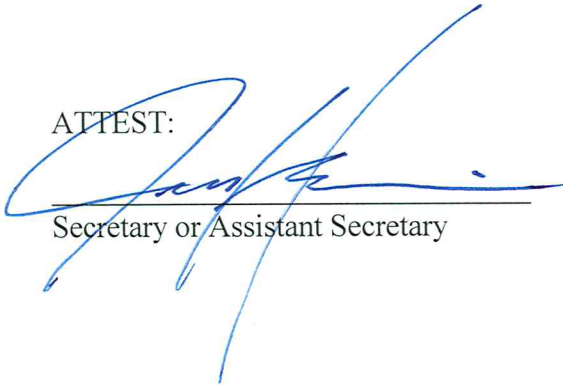*[Remainder of page intentionally left blank. Signature page follows].*

APPROVED AND ADOPTED THIS 4th Day of March, 2014.

ROCKINGHORSE METROPOLITAN DISTRICT NO. 1

_____
Officer of the District

ATTEST:

_____
Secretary or Assistant Secretary

APPROVED AS TO FORM:
WHITE, BEAR & ANKELE,
Professional Corporation

_____
General Counsel to the District (s)

[Signature page to Resolution Declaring Inactive Status].