RESOLUTION NO. 2013-11-___

A RESOLUTION OF THE BOARD OF DIRECTORS OF BEEBE DRAW FARMS METROPOLITAN DISTRICT NO. 2 CALLING A REGULAR ELECTION FOR DIRECTORS MAY 6, 2014

WHEREAS, the terms of the offices of Directors Thomas Burk and Christine Hethcock shall expire upon the election of their successors at the regular election, to be held on May 6, 2014 ("Election"), and upon such successors taking office; and

WHEREAS, a vacancy currently exists on the Board of Directors of the District;

WHEREAS, in accordance with the provisions of the Special District Act ("Act") and the Uniform Election Code ("Code"), the Election must be conducted to elect three (3) Directors to serve until the second regular election, to occur May, 2018.

NOW, THEREFORE, be it resolved by the Board of Directors of the Beebe Draw Farms Metropolitan District No. 2 (the "District") of the County of Weld, State of Colorado, that:

1. Date and Time of Election. The Election shall be held on May 6, 2014, 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. At that time three (3) Directors shall be elected to serve until the second regular election, to occur May, 2018.

2. Precinct. The District shall consist of one (1) election precinct for the convenience of the eligible electors of the District.

3. Conduct of Election. The Election shall be conducted as a mail ballot election in accordance with all relevant provisions of the Code. The Secretary and/or Designated Election Official shall notify the Secretary of State of the District's decision and submit a plan for conducting the Election, which may be based on the standard plan adopted by the Secretary of State. All mail ballots shall be returned to the office of the Designated Election Official.

4. Designated Election Official. Lisa Johnson shall be the Designated Election Official and is hereby authorized and directed to proceed with any action necessary or appropriate to effectuate the provisions of this Resolution and of the Act, Code, or other applicable laws. The Election shall be conducted in accordance with the Act, Code, and other applicable laws. Among other matters, the Designated Election Official shall appoint election judges as necessary, arrange for the required notices of election (either by mail or publication) and printing of ballots, and direct that all other appropriate actions be accomplished.

5. Mail-in Ballot Applications. NOTICE IS FURTHER GIVEN pursuant to Section 1-8-104, C.R.S., that applications for and return of mail-in ballots may be filed with the Designated Election Official of the District, c/o Special District Management Services, Inc., 150 Union Boulevard, Suite 150, Lakewood, Colorado 80228, between the hours of 8:00 a.m. and 5:00 p.m., until the close of business on the Friday immediately preceding the Election (May 2, 2014), except that if the applicant wishes to receive the mail-in ballot by mail, the application

shall be filed no later than the close of business on the 7th day before the Election (April 29, 2014).

6. Self-Nomination and Acceptance Forms. Self-nomination and acceptance forms are available at the office of the Designated Election Official located at the above address. All candidates must file a self-nomination and acceptance form with the Designated Election Official no later than 3:00 P.M. on February 28, 2014.

7. Cancellation of Election. If the only matter before the electors is the election of Directors of the District and if, at 5:00 P.M. on March 4, 2014, there are not more candidates than offices to be filled at the Election, including candidates' timely filing affidavits of intent, the Designated Election Official shall cancel the Election and declare the candidates elected. Notice of such cancellation shall be published and posted in accordance with law.

8. Severability. If any part or provision of this Resolution is adjudged to be unenforceable or invalid, such judgment shall not affect, impair or invalidate the remaining provisions of this Resolution, it being the Board's intention that the various provisions hereof are severable.

9. Repealer. All acts, orders, and resolutions, or parts thereof of the Board which are inconsistent or in conflict with this Resolution are hereby repealed to the extent only of such inconsistency or conflict.

10. Effective Date. The provisions of this Resolution shall take effect as of the date adopted and approved by the Board of Directors of Beebe Draw Farms Metropolitan District No. 2.

[SIGNATURE PAGE FOLLOWS]

[SIGNATURE PAGE TO RESOLUTION CALLING REGULAR ELECTION FOR DIRECTORS]

ADOPTED AND APPROVED this ___ day of November, 2013.

BEEBE DRAW FARMS METROPOLITAN DISTRICT NO. 2

By: _____
President

Attest:

_____
Secretary