

RESOLUTION OF THE BOARD OF DIRECTORS OF
ALPENSEE WATER DISTRICT
RELATING TO THE QUORUM AT MEETINGS OF THE
BOARD OF DIRECTORS

WHEREAS, certain situations may arise wherein a member or members of the Board of Directors of the Alpensee Water District ("District") may desire to abstain from voting on an issue due to real or apparent conflicts of interest or for other reasons; and

WHEREAS, the Board of Directors is concerned that such abstentions may make it impossible for the Board to act, or that there may not be a sufficient number of directors who are qualified to vote on any given issue to ensure proper representation of the electors of the District during a vote on a matter of importance to the District; and

WHEREAS, the Board has found and does hereby find that this Resolution is proper under the authority granted by Section 31-25-1212(n), C.R.S., and is necessary and appropriate to carry on the business, objects and affairs of the Board;

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of the Alpensee Water District, Summit County, Colorado:

1. That a quorum at a meeting of the Board shall consist of at least one-half of the number of directors serving on the Board.
2. That if at any meeting at which a quorum is present, one or more members of the Board abstain or believe they should abstain from voting on an issue because of a potential conflict of interest, then the presence of the member or members shall be counted for purposes of determining whether there continues to be quorum at the meeting.
3. That any one director may bring the lack of a quorum to the attention of the Board.
4. That the Secretary shall cause this Resolution to be a part of the District's Bylaws (or Rules and Regulations) and a copy to be distributed to each member of the Board of Directors.

RESOLVED this 9th day of December, 1999.

(S E A L)

President

ATTEST:

Secretary