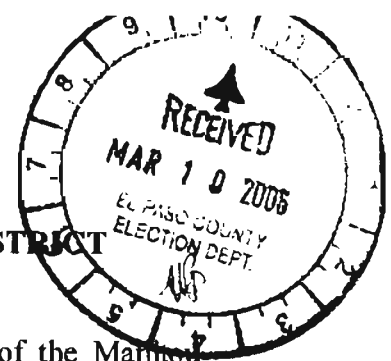


**A RESOLUTION OF
THE MANITOU SPRINGS BUSINESS IMPROVEMENT DISTRICT**



WHEREAS, pursuant to 1-1-111 (2) C.R.S., the Board of Directors of the Manitou Springs Business Improvement District is authorized to designate an election official to exercise authority of the Board in conducting an election, and

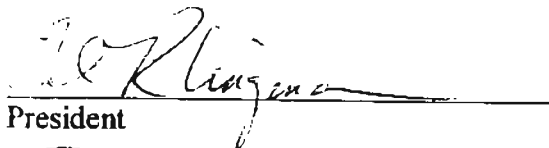
WHEREAS, pursuant to 1-5-208, C.R.S., the Board can authorize the Designated Election Official to cancel the election upon certain conditions:

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS FOR THE MANITOU SPRINGS BUSINESS IMPROVEMENT DISTRICT THAT:

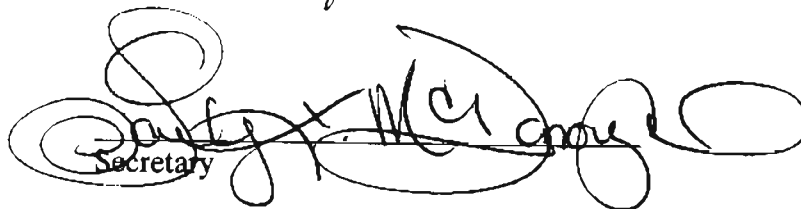
SECTION 1: The Board hereby names Carol Lawson as the Designated Election Official for the regular district election scheduled for the 2nd day of May, 2006 and

SECTION 2: the Board hereby authorizes and directs the Designated Election Official to cancel said election and declare the candidates elected if at the close of business on the sixty-third day before the election there were not more candidates for director than offices to be filled, including candidates filing affidavits of intent to be write-in candidates. The Board further authorizes and directs the Designated Election Official to publish and post notice of the cancellation at each polling place and in the offices of the Designated Election Official, Clerk and Recorder of each county in which the district is located, and file with the Division of Local Government. The Designated election Official shall also notify the candidates that the election was canceled and they were elected by acclamation.

Adopted this 19 day of January, 2006, by the Board of Directors of the Manitou Springs Business Improvement District.



President



Secretary