

Will-O-Wisp Metropolitan District

956 Wisp Creek Drive

Bailey, Colorado 80421

Special Meeting of the Board of Directors

November 24, 2010

The Special Meeting was called to Order by President R. Angelica at 6:32 PM. In addition to Mr. Angelica, both Director Prater and Director Howell were in attendance. Counsel, R. Toussaint was also present.

The President noted that a quorum was present.

The single item on the agenda was consideration for approval of the Memorandum of Understanding (“MOU”) as amended. It was noted that the amendments were circulated to the Board. No comments were received from the two missing Board members.

The Board discussed the MOU and the terms of the settlement. The Board discussed the possibility of future actions by the Church.

On a Motion made by J. Howell and seconded by M. Prater the Board adopted Resolution 11/10-1 approving the MOU.

By consensus, the meeting was adjourned at 7:09.