

**RESOLUTION RESTRICTING THE IMPOSITION OF FEES, RATES TOLLS
CHARGES AND PENALTIES BY THE EBERT METROPOLITAN DISTRICT AS AN
INCENTIVE TO THE CITY AND COUNTY OF DENVER AND THE DENVER PUBLIC
SCHOOL DISTRICT'S ESTABLISHMENT OF A PUBLIC SCHOOL**

RECITALS

WHEREAS, the EBERT METROPOLITAN DISTRICT, (the "District") is a quasi-municipal corporation and political subdivision of the State of Colorado with the authority to provide for public use of real estate and other properties; and

WHEREAS, pursuant to C.R.S. Section 32-1-1001(j) the District has the authority to fix and from time to time to increase or decrease fees, rates, tolls, penalties, or charges for services, programs, or facilities furnished by the District; and

WHEREAS, the District contains within its borders the property described in Exhibit A attached hereto and incorporated herein by this reference (collectively, the "Property") the owner of which is the City and County of Denver (the "City"), which has agreed to provide for the enhancement and creation of a site for the establishment of a public school; and

WHEREAS, the City, as a condition of such establishment has requested that the District waive and forever forbear from collecting any and all fees, rates, tolls, penalties, or charges for services, programs, or facilities furnished by the District to be paid by the City at the time dictated in the District's rules and regulations; and

WHEREAS, the District has the authority to take actions and enter into agreements with other political subdivisions of the State of Colorado, including the City, for the purpose of accomplishing goals and objectives that are common to each; and

WHEREAS, the Board of Directors of the District (the "Board") have determined, being fully informed and through careful review of the circumstances, that (1) the City is a tax exempt entity and therefore exempt from the ad valorem taxes of the District, (2) there will be no services, programs, or facilities furnished by the District to the City so long as the Property is held by the City, and (3) there is no basis upon which to levy fees, rates, tolls, penalties, or charges against the Property; and

WHEREAS, the Board have found, and hereby declare, that significant facilities and services are being provided to the Property by the City or its designees to the benefit of all of the taxpayers and residents of the District; and

NOW, THEREFORE, it being in the best interests of the District, and in furtherance of the health, safety, welfare, and convenience of the District, its inhabitants and taxpayers, the

Board of Directors of the Ebert Metropolitan District, City and County of Denver, Colorado, hereby resolves as follows:

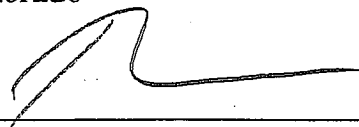
1. In recognition of the fact that the District is under no obligation to provide services, facilities and programs to or for the benefit of the Property, in consideration for the Conveyance, and for so long as the Property is owned by the City or another public entity designated by the City, the District hereby waives the collection of fees, rates, tolls, penalties, charges or other impositions, against the Property, and the District shall not, at any time in the future assess any fee, rate, toll, charge or other imposition against the Property, and shall have no right to enforce the payment of any of the same against the Property.

2. The District Manager shall take such actions as may be necessary to document this waiver in the District's records and to provide such documentation to the City as the City may reasonably request.

RESOLVED THIS 8TH DAY OF NOVEMBER, 2006.

EBERT METROPOLITAN DISTRICT, a quasi-municipal corporation and political subdivision of the State of Colorado

BY: _____


Thomas Mussallem - President

ATTEST: _____

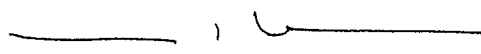

Charles Leder- Secretary

EXHIBIT A: Description of Property