

**CERTIFIED COPY OF ANNUAL ADMINISTRATIVE MATTERS RESOLUTION FOR GRANBY RANCH METROPOLITAN DISTRICT (2017)**

STATE OF COLORADO )  
 ) ss.  
COUNTY OF GRAND )

At a regular meeting of the Board of Directors of the Granby Ranch Metropolitan District, Grand County, Colorado, held at 2:00 p.m., on Friday, October 14, 2016, at the Granby Town Hall, Zero Jasper Avenue, Granby, Colorado 80446, there were present:

Natasha Wall  
Dale Floren  
Terry Walker  
Lance Badger  
Julie Krueger

Also present: Jeffrey E. Erb and Kim J. Seter, Seter & Vander Wall, P.C.; Bob Blodgett and Jason Carroll, CliftonLarsonAllen LLP.

When the following proceedings were had and done, to wit:

It was moved by Director Krueger to adopt the following Resolution and ratify actions taken in connection herewith:

WHEREAS, the Granby Ranch Metropolitan District (the "District") was organized as a special district pursuant to an Order of the District Court in and for Grand County, Colorado, and is located within said county; and

WHEREAS, the Board of Directors of the District has a duty to perform certain obligations in order to assure the efficient operation of the District; and

WHEREAS, the Directors may receive compensation for their services subject to the limitations imposed by §§ 32-1-902(3)(a)(I) & (II), C.R.S.; and

WHEREAS, § 32-1-103(15), C.R.S., requires the Board of Directors to publish certain legal notices in a newspaper of general circulation in the District; and

WHEREAS, § 24-6-402(2)(c), C.R.S., specifies the duty of the Board of Directors at its first regular meeting of the calendar year to designate a public posting place within the boundaries of the District for notices of meetings, in addition to any other means of notice; and

WHEREAS, § 32-1-903(1), C.R.S., requires that the Board of Directors shall meet regularly at a time and in a place to be designated by the Board; and

WHEREAS, § 32-1-903(2), C.R.S., requires that notice of the time and place designated for all regular meetings shall be posted in at least three public places within the limits of the Special District at least 72 hours prior to said meeting; and

WHEREAS, § 32-1-1001(2)(a), C.R.S., requires that at least thirty (30) days' notice be provided to customers within or outside the District receiving domestic water or sanitary sewer services directly from the District, prior to the District considering at a public meeting the fixing or increasing of any fees, rates, tolls, penalties, or charges for domestic water or sanitary sewer services; and

WHEREAS, in accordance with the Colorado Governmental Immunity Act, the Board is given authority to obtain insurance against liability for injuries for which the District may be liable under the Governmental Immunity Act, pursuant to § 24-10-115, C.R.S.; and

WHEREAS, §§ 32-1-901(2) and 32-1-902(2), C.R.S., requires the District to obtain an individual, schedule or blanket surety bond in an amount of no less than \$1,000 per director and \$5,000 for the Board Treasurer, and to file such bond with the District Court and the Division of Local Government; and

WHEREAS, § 32-1-104.8, C.R.S., requires the District to record a special district public disclosure document and a map of the boundaries of the District with the County Clerk and Recorder of each county in which the District is located by December 31, 2014, and at any time thereafter that an order confirming the inclusion of property into the District is recorded; and

WHEREAS, § 32-1-306, C.R.S. requires the District to file a current, accurate map of its boundaries with the Division of Local Government and the Douglas County Assessor on or before January 1 of each year; and

WHEREAS, § 32-1-104(2), C.R.S., requires that the District, on or before January 15 of each year, file a copy of the notice required by § 32-1-809, C.R.S with the Board of County Commissioners, Assessor, Treasurer, Clerk and Recorder of any county in which the District is located, the governing body of any municipality in which the District is located, and the Division of Local Government; and

WHEREAS, § 32-1-809, C.R.S., requires that on or before January 15 of each year the District will provide notice to the District's eligible electors of certain specified District information; said notice to be provided as statutorily required with copies to the Division; and

WHEREAS, the Local Government Budget Law of Colorado, §§ 29-1-101, *et seq.*, C.R.S., requires the Board to hold a public hearing on proposed budgets and amendments thereto, to adopt budgets, and to file copies of the budgets and amendments thereto; and

WHEREAS, in accordance with the Public Securities Information Reporting Act, §§ 11-58-101, *et seq.*, C.R.S., issuers of non-rated public securities must file an annual report with the Department of Local Affairs; and

WHEREAS, in accordance with § 29-1-604(1), C.R.S., if expenditures and revenues of the District are not in excess of \$100,000, the District may file an exemption from audit with the State auditor; or, in accordance with § 29-1-604(2), C.R.S., if expenditures and revenues of the District are at least \$100,000 but not more than \$750,000 the District may, with the approval of the State Auditor, file an exemption from audit with the State Auditor, or in accordance with § 29-1-603, C.R.S., the governing body of the District shall cause to be made an annual audit of the financial statements for each fiscal year; and

WHEREAS, the Unclaimed Property Act, §§ 38-13-101, *et seq.*, C.R.S., requires that governmental subdivisions, if applicable, file an annual report listing unclaimed property with the State Treasurer; and

WHEREAS, elections may be held pursuant to the Special District Act and the Uniform Election Code of 1992 and/or the Colorado Local Government Election Code for the purpose of 1) electing members of the District's Board of Directors, 2) to present certain ballot issues to the eligible electors of the District as required by Article X, § 20 of the Colorado Constitution, and 3) to present certain ballot questions to the eligible electors of the District; and

WHEREAS, §§ 1-1-111(2), and 1-13.5-108, C.R.S., state that all powers and authority granted to the governing body of a political subdivision may be exercised by the appointed Designated Election Official; and

WHEREAS, §§ 1-11-103, 1-13.5-1305 and 32-1-104(1), C.R.S., require the District to notify the Division of Local Government of the results of any elections held by the District, including business address, telephone number and the contact person; and

WHEREAS, § 32-1-1101.5, C.R.S., requires the District to certify results of any election to incur general obligation indebtedness to the board of county commissioners of each county in which the special district is located or to the governing body of the municipality that has adopted a resolution of approval of the District; and

WHEREAS, § 32-1-1604, C.R.S., requires within 30 days of incurring or authorizing general obligation debt that the District shall record a notice of such debt with the County Clerk and Recorder, on a form prescribed by the Division of Local Government; and

WHEREAS, in accordance with §§ 32-1-1101.5(1.5) and (2), C.R.S., either the board of county commissioners of each county in which the special district is located, or the governing body of the municipality that has adopted a resolution of approval of the District, may require the District to file an application for quinquennial finding of reasonable diligence; and

WHEREAS, special district directors are governed by § 32-1-902(3), C.R.S., which requires such director to disqualify himself or herself from voting on an issue in which he or she has a conflict of interest unless the director has properly disclosed such conflict in compliance with law, and by the provisions of the Colorado Code of Ethics, §§ 24-18-101, *et seq.*, C.R.S., which provide rules of conduct concerning public officials and their fiduciary duties; and

WHEREAS, § 32-1-902, C.R.S., requires the Board to elect officers, including a Chair of the Board and President of the District, a Treasurer of the Board and District, and a Secretary, who may be a member of the Board; and

WHEREAS, the Board of Directors desires to appoint legal counsel for the District to assist with providing legal services and to assist with the operation of the District; and

WHEREAS, the Board of Directors desires to appoint an accountant for the District to assist with providing financial services and to assist with the financial operations of the District, and who shall also be designated as the budget officer required to prepare and submit to the Board a proposed District budget by October 15, pursuant to §§ 29-1-104 and 29-1-103(3)(d), C.R.S.; and

WHEREAS, the Board of Directors desires to appoint a management company to provide administrative services to the District; and

WHEREAS, pursuant to § 24-71.3-101, *et seq.* C.R.S., The Uniform Electronic Transaction Act, parties may agree to conduct transactions by electronic means relating to business, commercial and governmental affairs, and that for all documents covered by the Act, if a law requires a record to be in writing, an electronic record satisfies the law; and

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF GRANBY RANCH METROPOLITAN DISTRICT, TOWN OF GRANBY, GRAND COUNTY, COLORADO AS FOLLOWS:

1. The Board of Directors of the District determines that each shall receive, as compensation for service as director, the sum of \$100 per meeting in an amount not to exceed \$1,600 per annum, subject to availability of funds.
2. The Board designates the *Middle Park Times* as the newspaper of general circulation within the boundaries of the District, or in the vicinity of the District if none is circulated within the District, and directs that all legal notices shall be published in accordance with applicable statutes.
3. The Board designates the kiosk at the intersection of County Road 894 and Ten Mile Road, which is within the boundaries of the District, as the 24-hour posting place for meeting notices that were not otherwise posted under Title 32, C.R.S.
4. The Board determines to hold regular meetings at 2:00 p.m. on the second Friday of February, May, August, and November at Granby Town Hall, Zero Jasper Avenue, Granby, Colorado 80446. In addition, regular and special meeting notices shall be posted at a total of three locations within the boundaries of the District.
5. The Board directs management to obtain and maintain insurance for the District, to insure the Directors acting within the scope of employment by the Board against all or any part of such liability for an injury; to insure against the expense of defending a claim for injury against the District or its Board. Additionally, the Board directs management to obtain bonds or

equivalent insurance coverage as required by §§ 32-1-901(2) and 32-1-902(2), C.R.S., in an amount of no less than \$1,000 per director and \$5,000 for the Board Treasurer; and to file the bond or certificate of insurance with the District Court and the Division of Local Government.

6. The Board designates Bob Blogett as the District's "Primary Representative" and designates Sandy Brandenburger as the District's "Alternate Representative" to the SDA Insurance Pool so that District insurance coverage may be timely renewed annually and updated as necessary.

7. The Board directs management to file the Special District Public Disclosure Document and map with Grand County Clerk and Recorder by December 31, 2014, and any time thereafter that the District records an Order of Inclusion with the County Clerk and Recorder.

8. The Board directs management to file an accurate boundary map with the Division of Local Government and the Grand County Assessor, as may be required by statute.

9. The Board directs management to provide to the Grand County Board of County Commissioners, Assessor, Treasurer, Clerk and Recorder, and the Division of Local Government, the transparency notice as described in § 32-1-809, C.R.S.

10. The Board directs management to notify the registered electors in the District of certain specified District information by completing the Special District Transparency Notice and causing it to be posted to the Special District Association website and providing a copy to the Division of Local Government.

11. The Board designates the District's accountant to serve as the budget officer, and to submit a proposed budget to the Board by October 15 for the following year, and to schedule a public hearing on the proposed budget; to prepare a final budget, budget resolutions and amendments to the budget, if necessary; to certify the mill levies on or before December 15; and to file the approved budgets and amendments thereto with the proper governmental entities in accordance with the Local Government Budget Law of Colorado.

12. The Board directs management to prepare and file the annual public securities report for non-rated public securities issued by the District, with the Department of Local Affairs on or before March 1.

13. The Board directs the accountant to prepare for filing with the State Auditor either an Audit Exemption and Resolution for approval of Audit Exemption for the prior fiscal year by March 31; or an audit of the financial statements by June 30; further, the Board directs that the Audit be filed with the State Auditor by July 31.

14. The Board directs management to prepare the Unclaimed Property Act report and forward the report to the State Treasurer by November 1.

15. The Board hereby appoints Sarah Ewan, of Seter & Vander Wall, P.C., as the "Designated Election Official" of the District for any elections to be held during 2017 and any

subsequent year. The Board hereby grants all powers and authority for the proper conduct of the election to the Designated Election Official, including but not limited to appointing election judges, appointing a canvass board and cancellation, if applicable, of the election.

16. The District directs the Designated Election Official to notify the Division of Local Government of the results of any elections held by the District, including business address, telephone number and the contact person.

17. The District directs the Designated Election Official to certify results of any election to incur general obligation indebtedness to the Grand County Board of Commissioners.

18. Whenever the District authorizes or incurs general obligation debt, the Board directs the Designated Election Official to record a notice of such debt with the Grand County Clerk and Recorder, within 30 days of authorizing or incurring the debt, on a form prescribed by the Division of Local Government.

19. The Board directs legal counsel to prepare and file with the Board of County Commissioners of each County in which the special district is located, or to the governing body of the municipality that has adopted a resolution of approval of the District, if requested, the quinquennial finding of reasonable diligence in accordance with §§ 32-1-1101.5(1.5) and (2), C.R.S.

20. The District hereby directs each present and future member of the Board to execute an Affidavit of Qualification of Director, to be retained in the District's files.

21. The District hereby elects the following officers for the District:

Natasha Wall; President  
Dale Floren; Vice President  
Terry Walker; Secretary/Treasurer  
Lance Badger; Assistant Secretary  
Julie Krueger; Assistant Secretary

22. The Board directs legal counsel to file conflict of interest disclosures provided by Board members with the Secretary of State 72 hours prior to the first meeting of the Board and, thereafter, as directed by the board member(s). In addition, written disclosures provided by Board members required to be filed with the governing body in accordance with § 18-8-308, C.R.S., shall be deemed filed with the Board of Directors of the District when filed with the Secretary of State.

23. The Board extends the current indemnification resolution to allow the resolution to continue in effect as written.

24. The Board of Directors appoints the law firm of Seter & Vander Wall, P.C. as legal counsel for the District.

25. The Board of Directors appoints the firm of CliftonLarsonAllen LLP, to serve as

the District's accountant and to provide accounting services for the District.

26. The Board of Directors appoints the firm of CliftonLarsonAllen LLP to provide management services to the District.

27. The Board authorizes its consultants to conduct transactions by electronic means to the extent allowed by the Uniform Electronic Transactions Act.

Whereupon, the motion was seconded by Director Badger and upon vote, unanimously carried. The Chair declared the motion carried and so ordered.

*[Remainder of Page Intentionally Left Blank]*

ADOPTED AND APPROVED THIS 14<sup>th</sup> DAY OF OCTOBER, 2016.

GRANBY RANCH METROPOLITAN DISTRICT

By:

  
\_\_\_\_\_  
President / Chair

ATTEST:

By:

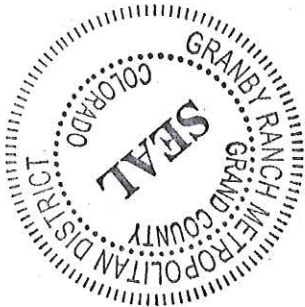
  
\_\_\_\_\_  
Secretary / Assistant Secretary



CERTIFICATION

I, TERRY WALKER, Secretary/Assistant Secretary of the Board of the Granby Ranch Metropolitan District, do hereby certify that the attached and foregoing Resolution is a true copy from the records of the proceedings of the Board of said District, on file with Seter & Vander Wall, P.C., legal counsel to the District.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the District, Grand County, Colorado, this 14<sup>th</sup> day of October, 2016.



*Terry Walker*

Secretary / Assistant Secretary

[SEAL]