

CERTIFIED COPY OF ANNUAL ADMINISTRATIVE RESOLUTION OF HERITAGE TODD CREEK METROPOLITAN DISTRICT (2023)

STATE OF COLORADO)
) ss.
COUNTY OF ADAMS)

At the regular meeting of the Board of Directors of the Heritage Todd Creek Metropolitan District, Adams County, Colorado, held at 1:00 p.m., on January 23, 2023, at 8455 Heritage Drive, in Thornton, County of Adams, there were in attendance:

President – Rod Stone
Vice President – Phil Anderson
Treasurer – Paul Ozanich
Secretary – Karl Wilmes
Asst. Secretary – Robert Tade

Absent: None.

Also in attendance were: Barbara T. Vander Wall of Seter & Vander Wall, P.C.; Diane Wheeler, Simmons & Wheeler; and James Schulze of CCMC, District Manager.

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

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

WHEREAS, the Heritage Todd Creek Metropolitan District (the “District”) was organized as a special district pursuant to an Order of the District Court in and for Adams County, Colorado, and is located within said County, Colorado; 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) and (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, C.R.S., states that the Board shall meet regularly at a time and in a location to be designated by the Board; and special meetings shall be held as often as the needs to the special district require, and such meetings may be held (A) (1) telephonically; (2) electronically; or (3) by other means not including physical presence but must provide a method for members of the public to attend the meeting: or (B) at a physical location within the boundaries of the District or which are within the boundaries of any county in which the District is located, or, in any county so long as the meeting location does not exceed twenty miles from the District boundaries, unless an appropriate resolution to hold the meeting in another location is adopted by the Board and notice appears on the meeting agenda; and

WHEREAS, § 32-1-903(2), C.R.S., requires that notice of the time and place designated for all regular and special meetings shall be in accordance with § 24-6-402, C.R.S., on a website or other online presence of the District which complies with the statutory criteria, or at a physical posting location as designated by the Board and within the limits of the special district at least 24 hours prior to said meeting; and

WHEREAS, § 32-1-1001(2)(a), C.R.S., requires that a district may fix or increase fees, rates, tolls, penalties, or charges for domestic water or sanitary sewer services only after consideration of the action at a public meeting held at least thirty days after providing notice stating that the action is being considered and stating the date, time, and place of the meeting at which the action is being considered; 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 at the time of filing of Board members' oaths of office; 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, the County Clerk and Recorder and the County Assessor on or before January 1 of each year; and

WHEREAS, § 32-1-104(2), C.R.S., requires the District, on or before January 15, to 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, the governing body of any municipality in which the District is located, and the Division of Local Government, the notice as required by § 32-1-809, C.R.S.; and

WHEREAS, § 32-1-809, C.R.S., requires that on or before January 15 of each year the District will provide a notice to the eligible electors of the District containing the information required by § 32-1-809(1), C.R.S. in the manner set forth in § 32-1-809(2), C.R.S.; 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, the Uniform Election Code of 1992 and the Colorado Local Government Election Code, Title 1, Article 13.5, C.R.S. 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), C.R.S., states 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 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 District Manager to perform certain services in connection with the purposes for which the District was organized; 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 HERITAGE TODD CREEK METROPOLITAN DISTRICT, ADAMS COUNTY, COLORADO AS FOLLOWS:

1. The Board of Directors of the District determines that each director serving a term of office shall not receive compensation for services as director.
2. The Board designates the *Northglenn-Thornton Sentinel* 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. Meeting notices will be posted on the District's website located at: <https://www.htcmetro.com/home/> at least 24-hours prior to the meetings. The Board designates

the clubhouse at 8455 Heritage Drive in Thornton, Colorado, which is within the boundaries of the District, as the 24-hour posting place for meeting notices.

4. The Board determines to hold regular meetings at 1:00 p.m. the fourth Monday of the odd numbered months starting in January at the clubhouse located at 8455 Heritage Drive, Thornton, CO 80602. Accommodations may be made to allow the public and/or directors to attend the meetings telephonically or electronically due to COVID-19 health and safety protocols.

5. The Board directs legal counsel 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 legal counsel 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 Catherine T. Bright as the District's "Primary Representative" and designates Barbara T. Vander Wall 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 legal counsel to file the Special District Public Disclosure Document and map with Adams County Clerk and Recorder any time that the District records an Order of Inclusion with the County Clerk and Recorder.

8. The Board directs legal counsel to file an accurate boundary map with the Division of Local Government, the Adams Clerk and Recorder and County Assessor, as may be required by statute.

9. The Board directs legal counsel to file a copy of the transparency notice as described in § 32-1-809, C.R.S., with the Adams County Board of County Commissioners, Assessor, Treasurer, Clerk and Recorder, and Division of Local Government.

10. The Board directs legal counsel to notify the registered electors in the District of certain specified District information by completing the Special District Transparency Notice as detailed in § 32-1-809, C.R.S. and causing it to be posted to the Special District Association website.

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, in cooperation with legal counsel, 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 legal counsel to prepare and file the annual public securities report for nonrated 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 or cause to be prepared 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 legal counsel to prepare the Unclaimed Property Act report as needed and forward the report to the State Treasurer by November 1.

15. The Board hereby appoints Catherine T. Bright as the “Designated Election Official” of the District for any elections to be held during 2023 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 Adams 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 Adams 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:

President – Rod Stone
Vice President – Philip Anderson
Secretary – Karl Wilmes
Treasurer – Paul Ozanich
Assistant Secretary – Robert Tade

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 first meeting of the Board and

thereafter as directed by 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 extends the current disposal of personal identifying information resolution to continue in effect as written.

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

26. The Board of Directors appoints the firm of Simmons & Wheeler to serve as the District's accountant and to provide accounting services for the District.

27. The Board appoints Capital Consultants Management Corp. (CCMC) to provide management services to the District.

28. The Board of Directors appoints the engineer firm of Independent District Engineer Services (IDES) to provide engineering services to the District.

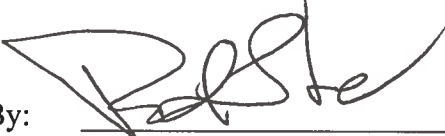
29. The Board authorizes its consultants to conduct transactions by electronic means to the extent allowed by the Uniform Electronic Transactions Act.

Whereupon, the motion was seconded by Director Ozanich, and unanimously carried, the resolution was adopted as presented.

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ADOPTED AND APPROVED THIS 23RD DAY OF JANUARY, 2023.

HERITAGE TODD CREEK METROPOLITAN
DISTRICT

By:  PRESIDENT
Rod Stone, President / Chair of the Board


ATTEST:

By: 
Karl Wilmes, Secretary

CERTIFICATION

I, Karl Wilmes, Secretary of the Board of the Heritage Todd Creek 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, at Adams County, Colorado, this 23rd day of January, 2023.



Karl Wilmes, Secretary

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