

Resolution No. 2021-11-01

**CONIFER METROPOLITAN DISTRICT
ANNUAL ADMINISTRATIVE RESOLUTION
(2022)**

WHEREAS, Conifer Metropolitan District (the “**District**”), was organized as a special district pursuant to an Order and Decree of the District Court in and for the County of Jefferson, Colorado (the “**County**”); and

WHEREAS, on January 5, 2016, the District Court in and for Jefferson County, Colorado, entered an order for case 2015CV32176 (the “**Receiver Order**”) appointing Edward B. Cordes as the operating receiver for the District; and

WHEREAS, on August 22, 2019, the District Court in and for Jefferson County, Colorado granted the Motion for Substitution of Receiver and Custodian for the District (the “**Amended Receiver Order**”) appointing Michael L. Staheli as the Receiver (the “**Receiver**”) for the District and removing and releasing Edward B. Cordes from his duties; and

WHEREAS, pursuant to the Receiver Order and Amended Receiver Order, the Receiver is responsible for the management, operation and protection of the District and its assets during the pendency of the receivership action; and

WHEREAS, the Receiver Order grants to the Receiver, *inter alia*, the right to exercise all of the powers of the District, through or in place of its Board of Directors, to the extent necessary to manage the affairs of the receivership estate, including, but not limited to, the authority to adopt resolutions regarding the administration of the District; and

WHEREAS, the Receiver has a duty to perform certain obligations in order to assure the efficient operation of the District and hereby directs its consultants to take the following actions.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD AS FOLLOWS:

1. The Receiver directs legal counsel to cause an accurate map of the District’s boundaries to be prepared in accordance with the standards specified by the Division of Local Government (“**Division**”) and to be filed in accordance with § 32-1-306, C.R.S.

2. The Receiver directs legal counsel to notify the Board of County Commissioners, the County Assessor, the County Treasurer, the County Clerk and Recorder, the governing body of any municipality in which the District is located, and the Division of the name of the chairman of the Receiver, the contact person, telephone number and business address of the District, as required by § 32-1-104(2), C.R.S.

3. The Receiver directs legal counsel to prepare and file with the Division, within thirty (30) days of a written request from the Division, an informational listing of all contracts in effect with other political subdivisions, in accordance with § 29-1-205, C.R.S.

4. The Receiver directs the District's accountant to cause the preparation of and to file with the Department of Local Affairs the annual public securities report for nonrated public securities issued by the District within sixty (60) days of the close of the fiscal year, as required by §§ 11-58-101, *et seq.*, C.R.S.

5. The Receiver directs the District's accountant to: 1) obtain proposals for auditors to be presented to the Receiver; 2) to cause an audit of the annual financial statements of the District to be prepared and submitted to the Receiver on or before June 30; and 3) to cause the audit to be filed with the State Auditor by July 31st, or by the filing deadline permitted under any extension thereof, all in accordance with §§ 29-1-603(1) and 29-1-606, C.R.S. Alternatively, if warranted by § 29-1-604, C.R.S., the Receiver directs the District's accountant to apply for and obtain an audit exemption from the State Auditor on or before March 31st in accordance with § 29-1-604, C.R.S.

6. The Receiver directs legal counsel, if the District has authorized but unissued general obligation debt as of the end of the fiscal year, to cause to be submitted to the Board of County Commissioners or the governing body of the municipality that adopted a resolution of approval of the District, the District's audit report or a copy of its application for exemption from audit in accordance with § 29-1-606(7), C.R.S.

7. The Receiver directs the District's accountant to submit a proposed budget to the Receiver by October 15th, to prepare the final budget and budget message, including any amendments thereto, if necessary, and directs legal counsel to schedule a public hearing on the proposed budget and/or amendments, and to post or publish notices thereof, and directs legal counsel to prepare all budget resolutions and to file the budget, budget resolution and budget message with the Division on or before January 30th, all in accordance with §§ 29-1-101, *et seq.*, C.R.S.

8. The Receiver directs the District's accountant to monitor expenditures and contracted expenditures and, if necessary, to notify legal counsel and the Receiver when expenditures or contracted expenditures are expected to exceed appropriated amounts, and directs legal counsel to prepare all budget amendment resolutions and directs legal counsel to schedule a public hearing on a proposed budget amendment and to post or publish notices thereof and to file the amended budget with the Division on or before the date of making such expenditure or contracting for such expenditure, all in accordance with §§ 29-1-101, *et seq.*, C.R.S.

9. The Receiver directs legal counsel to cause the preparation of the Unclaimed Property Act report and submission of the same to the State Treasurer by November 1st if there is property presumed abandoned and subject to custody as unclaimed property, in accordance with § 38-13-110, C.R.S.

10. The Receiver directs the District's accountant to prepare the mill levy certification form and directs legal counsel to file the mill levy certification form with the Board of County Commissioners on or before December 15th, in accordance with § 39-5-128, C.R.S.

11. The Receiver directs that all legal notices shall be published in accordance with § 32-1-103(15), C.R.S.

12. The Receiver determines that each director shall not receive compensation for their services as directors subject to the limitations set forth in §§ 32-1-902(3)(a)(I) & (II), C.R.S.

13. The District hereby acknowledges, in accordance with § 32-1-902, C.R.S., the following officers for the District:

Recording Secretary: Legal Counsel
Receiver Acting on
Behalf of the Board Mike Staheli
of Directors:

14. The Receiver hereby determines that he shall, for any potential or actual conflicts of interest, complete conflicts of interest disclosures and directs legal counsel to file the conflicts of interest disclosures with the Receiver and with the Colorado Secretary of State at least seventy-two (72) hours prior to every regular and special meeting of the District, in accordance with §§ 32-1-902(3)(b) and 18-8-308, C.R.S. Written disclosures provided by the Receiver required to be filed with the governing body in accordance with § 18-8-308, C.R.S. shall be deemed filed with the Receiver when filed with the Secretary of State. Additionally, at the beginning of each year, the Receiver shall submit information to legal counsel regarding any actual or potential conflicts of interest and, throughout the year, each the Receiver shall provide legal counsel with any revisions, additions, corrections or deletions to said conflicts of interest disclosures.

15. The Receiver confirms its obligations under § 24-10-110(1), C.R.S., with regards to the defense and indemnification of its public employees, which, by definition, includes elected and appointed officers.

16. The Receiver hereby appoints the legal counsel as the official custodian for the maintenance, care and keeping of all public records of the District, in accordance with §§ 24-72-202, *et seq.*, C.R.S. The Receiver hereby directs its legal counsel, accountant, manager and all other consultants to adhere to the Colorado Special District Records Retention Schedule as adopted by the District.

17. The Receiver agrees to post notice of all regular and special meetings in accordance with § 32-1-903(2) and § 24-6-402(2)(c), C.R.S. The Receiver hereby designates the door of the water treatment plant located on the northeast corner of the intersection of Main Street and Conifer Town Center Drive as the location where the District will post physical notice of meetings. If possible, the physical posting shall include specific agenda information.

18. The Board determines to hold regular meetings on July 27, 2022, and November 15, 2022, at 1:00 p.m. by telephone, electronic, or other means not including physical presence.

All notices of meetings shall designate whether such meeting will be held by electronic means, at a physical location, or both, and shall designate how members of the public may attend such meeting, including the conference number or link by which members of the public can attend the meeting electronically, if applicable.

19. In the event of an emergency, the Receiver may conduct a meeting outside of the limitations prescribed in § 24-6-402(2)(c), C.R.S., provided that any actions taken at such emergency meeting are ratified at the next regular meeting of the Receiver or at a special meeting conducted after proper notice has been given to the public.

20. For the convenience of the electors of the District, and pursuant to its authority set forth in § 1-13.5-1101, C.R.S., the Receiver hereby deems that all regular and special elections of the District shall be conducted as independent mail ballot elections in accordance with §§ 1-13.5-1101, *et seq.*, C.R.S., unless otherwise deemed necessary and expressed in a separate election resolution adopted by the Receiver.

21. Pursuant to the authority set forth in § 1-1-111, C.R.S., the Receiver hereby appoints Ashley B. Frisbie, of the law firm of WHITE BEAR ANKELE TANAKA & WALDRON, Attorneys at Law, as the Designated Election Official (the “DEO”) of the District for any elections called by the Receiver, or called on behalf of the Receiver by the DEO, and hereby authorizes and directs the DEO to take all actions necessary for the proper conduct of the election, including, if applicable, cancellation of the election in accordance with § 1-13.5-513, C.R.S.

22. In accordance with § 1-11-103(3), C.R.S., the Receiver hereby directs the DEO to certify to the Division the results of any elections held by the District and, pursuant to § 32-1-1101.5(1), C.R.S., to certify results of any ballot issue election to incur general obligation indebtedness to the Board of County Commissioners or the governing body of the municipality that adopted a resolution of approval of the district and file a copy of such certification with the Division of Securities.

23. The Receiver directs legal counsel to cause a notice of authorization of or notice to incur general obligation debt to be recorded with the County Clerk and Recorder within thirty (30) days of authorizing or incurring any indebtedness, in accordance with § 32-1-1604, C.R.S.

24. Pursuant to the authority set forth in § 24-12-103, C.R.S., the Receiver hereby designates, in addition to any officer of the District, Ashley B. Frisbie of the law firm of WHITE BEAR ANKELE TANAKA & WALDRON, Attorneys at Law as a person with the power to administer all oaths or affirmations of office and other oaths or affirmations required to be taken by any person upon any lawful occasion.

25. The Receiver directs legal counsel to cause the preparation of and filing with the Board of County Commissioners or the governing body of the municipality that adopted a resolution of approval of the District, if requested, the application for quinquennial finding of reasonable diligence in accordance with §§ 32-1-1101.5(1.5) and (2), C.R.S.

26. The Receiver directs legal counsel to cause the preparation of and the filing with the Board of County Commissioners or the governing body of any municipality in which the District is located, the Division, the State Auditor, the County Clerk and Recorder and any interested parties entitled to notice pursuant to § 32-1-204(1), C.R.S., an annual report, if requested, in accordance with § 32-1-207(3)(c), C.R.S.

27. The Receiver directs legal counsel to obtain proposals and/or renewals for insurance, as applicable, to insure the District against all or any part of the District’s liability, in

accordance with §§ 24-10-115, *et seq.*, C.R.S. The Board directs the District's accountant to pay the annual SDA membership dues, agency fees and insurance premiums, as applicable, in a timely manner. The Board appoints legal counsel as its proxy for the SDA Annual meeting for voting and quorum purposes.

28. The Receiver hereby opts to exclude elected or appointed officials as employees within the meaning of § 8-40-202(1)(a)(I)(A), C.R.S., and hereby directs legal counsel to file a statement with the Division of Workers' Compensation in the Department of Labor and Employment not less than forty-five (45) days before the start of the policy year for which the option is to be exercised, in accordance with § 8-40-202(1)(a)(I)(B), C.R.S.

29. The Receiver hereby directs legal counsel to prepare the disclosure notice required by § 32-1-809, C.R.S., and to disseminate the information to the electors of the District accordingly.

30. The Receiver hereby directs legal counsel to prepare and record with the County Clerk and Recorder updates to the disclosure statement notice and map required by § 32-1-104.8, C.R.S., if additional property is included within the District's boundaries.

31. In accordance with § 38-35-109.5(2), C.R.S, the District hereby designates the Receiver as the official who shall record any instrument conveying title of real property to the District within 30 days of any such conveyance.


32. The Receiver directs the District's accountant to prepare and submit the documentation required by any continuing disclosure obligation signed in conjunction with the issuance of debt by the District.

33. The Receiver directs legal counsel to monitor, and inform the Receiver of, any legislative changes that may occur throughout the year.

[Remainder of page intentionally left blank, signature page follows.]

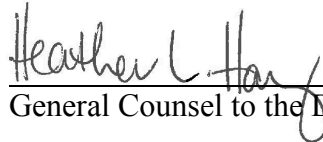
ADOPTED this 16th day of November, 2021.

CONIFER METROPOLITAN DISTRICT

By: 
Receiver on behalf of the District

APPROVED AS TO FORM:

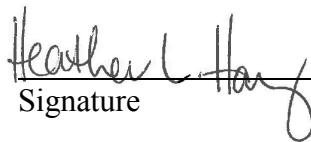
WHITE BEAR ANKELE TANAKA & WALDRON
Attorneys at Law


General Counsel to the District

CERTIFICATION OF RESOLUTION

I hereby certify that the foregoing constitutes a true and correct copy of the resolution of the Receiver on behalf of the District adopted at a meeting held on November 16, 2021, via teleconference.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 16th day of November, 2021.


Signature

Heather Hartung
Printed Name