

CERTIFIED COPY OF ANNUAL ADMINISTRATIVE RESOLUTION
GVR METROPOLITAN DISTRICT (2015)

STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

At the regular meeting of the Board of Directors of the GVR Metropolitan District, City and County of Denver, Colorado, held at 6:30 p.m., on January 21, 2015, at 18650 East 45th Avenue, Denver, Colorado, there were present:

Fenna Tanner – Vice President
Anthony Noble – Treasurer
Mary Schumer – Secretary
Tim Camarillo – Director
Matthew Stallman – Director

Also present were: Micaela Duffy, District Manager, GVR Metropolitan District; and Barbara T. Vander Wall, Seter & Vander Wall, P.C., legal counsel.

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

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

WHEREAS, the GVR Metropolitan District (the “District”) was organized as a special district pursuant to an Order of the District Court in and for the City and County of Denver, 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(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, 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 Denver County Clerk and Recorder, and the Denver 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, notify 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, of the name of the Chairman of the Board, the contact person, the telephone number and the business address of the District; 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 the County Clerk and Recorder; 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 \$500,000 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, 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., the governing body of the City and County of Denver may require the District to file an application for quinquennial finding of reasonable diligence; and

WHEREAS, in accordance with § 32-1-207(3)(c), C.R.S. and the Denver Department of Revenue Rules and Regulations, an annual report shall be submitted to Denver Manager of Revenue within the time period required by the City; 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, § 32-1-905(1), C.R.S., requires a director's office to be declared vacant upon the occurrence of any one of certain events prior to the expiration of the term of office; and

WHEREAS, § 32-1-902, C.R.S., requires the Board to elect officers after each regular special district election, including a Chairman 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 currently employs staff member Micaela Duffy, who serves as the District's Manager and assists in the management of the operations of the District; and

WHEREAS, the Board of Directors currently employs staff member Karen Jordan, who assists with providing financial services and 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 29-1-105(3)(d), C.R.S.; 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 GVR METROPOLITAN DISTRICT, CITY AND COUNTY OF DENVER, COLORADO AS FOLLOWS:

1. The Board of Directors of the District determines that each director shall receive, as compensation for services as director, the sum of \$100 per meeting attended in an amount not to exceed \$1,600 per annum, subject to availability of funds.

2. The Board designates the *Denver Business Journal* 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 GVR Metropolitan District Administrative Offices, 18650 East 45th Avenue, Denver, Colorado, 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 6:30 p.m. on the third Wednesday of each month except the months of September and December, which will be held on the second Wednesday of the month. In addition, regular and special meeting notices shall be posted at a total of three locations within the boundaries of the District and shall be posted at the office of the City and County of Denver Clerk and Recorder.

5. The Board directs the District Manager 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 the District Manager 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 Micaela Duffy as the District's "Primary Representative" and designates Karen Jordan 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 Seter & Vander Wall, P.C. to file the Special District Public Disclosure Document and map with Denver 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 the District Manager to file an accurate boundary map with the Division of Local Government, Denver County Clerk and Recorder, and the Denver County Assessor, as may be required by statute.

9. The Board directs the District Manager to notify the Denver County Board of Commissioners, Assessor, Treasurer, Clerk and Recorder, City Council, and the Division of Local Government, of the name of the Chairman of the Board/President of the District, the contact person, telephone number and business address of the District.

10. The Board directs the District Manager 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 on the District's website and to provide copies to the Division and the County Clerk and Recorder.

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 the District's accountant 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 District's accountant to prepare or cause to be prepared for filing with the State Auditor 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 the District Manager to prepare the Unclaimed Property Act report and forward the report to the State Treasurer by November 1, when applicable.

15. The Board hereby appoints Sandy Thomas as the "Designated Election Official" of the District and Micaela Duffy as the "Assistant Designated Election Official" in the event of any elections to be held during 2015 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 Denver City Council.

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 Denver 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 City and County of Denver, if requested, the quinquennial finding of reasonable diligence in accordance with §§ 32-1-1101.5(1.5) and (2), C.R.S.

20. The Board directs legal counsel to work with the District Manager in the preparation and filing of the special district annual report with the Denver Manager of Revenue, the Division of Local Government, the State Auditor and shall further deposit a copy of such report with the County Clerk and Recorder per § 32-1-207(3)(c), C.R.S.

21. 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.

22. The District hereby directs the District Manager to annually perform an eligibility background check on all sitting Board members as well as any candidates for Board membership consistent with District policy.

23. The District hereby acknowledges the following officers for the District for the year 2015:

President/Chairman of the Board – Roger Rohr

Vice President – Fenna Tanner
Secretary – Mary Schumer
Treasurer – Anthony Noble

23. The Board directs legal counsel to file conflict of interest disclosures provided by Board members with the Secretary of State annually. 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.

24. The Board extends the current indemnification resolution to allow the 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 authorizes its consultants to conduct transactions by electronic means to the extent allowed by the Uniform Electronic Transactions Act.

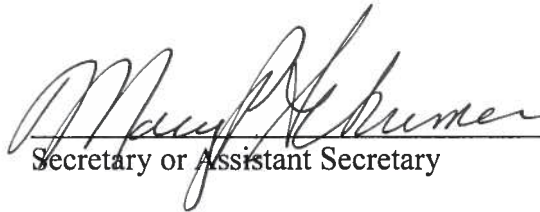
Whereupon, the motion was seconded by Director Schumer, and upon vote, unanimously carried. The Chairman declared the motion carried and so ordered.

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CERTIFICATION

I, as Secretary or Assistant Secretary of the Board of the GVR 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 the City and County of Denver, Colorado, this 21st day of January, 2015.


Secretary or Assistant Secretary

[S E A L]