

**LANDIS CREEK METROPOLITAN DISTRICT NO. 2**

**COMPLIANCE RESOLUTION  
(Effective as of January 1, 2022)**

**CERTIFIED COPY OF RESOLUTION**

STATE OF COLORADO )  
 ) ss.  
COUNTY OF GARFIELD )

At a regular meeting of the Board of Directors of Landis Creek Metropolitan District No. 2, (the “District”), County of Garfield, Colorado, held:

<https://us02web.zoom.us/j/84900477800?pwd=enVYMW5CZkVlelFPazFlakJTVFl6Zz09>  
Meeting ID: 849 0047 7800; Passcode: 036886; Telephone: 1 346 248 7799 US

Also present was Dianne Miller, Rhoda Bilek and Sonja Steele of Miller & Associates Law Offices, LLC; Martin van Ardenne, COO and Steve Adams of The Seligman Group

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

It was moved by Director Doreen Herriott to adopt the following Resolution:

WHEREAS, the District was organized under the provisions of Title 32, Colorado Revised Statutes, as a special district and is located entirely within the boundaries of County of Garfield (the “Approving Jurisdiction”); and

WHEREAS, the Board of Directors of the District (the “Board”) has a duty to perform certain obligations to assure the efficient operation of the District; 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 “Division”), the County Assessor and County Clerk and Recorder on or before January 1 of each year; and

WHEREAS, § 32-1-104(2), C.R.S., requires that a District, on or before January 15, file a copy of the notice required pursuant to § 32-1-809(1), C.R.S., with 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; and

WHEREAS, the Local Government Budget Law of Colorado, §§ 32-1-101, *et seq.*, C.R.S., requires every 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 with the Division; and

WHEREAS, § 39-5-128, C.R.S., requires every District to certify its mill levy with the Board of County Commissioners on or before December 15; and

WHEREAS, § 29-1-205, C.R.S., requires every District to prepare an informational listing of all contracts in effect with other political subdivisions and submit said list to the Division within thirty (30) days after receiving a written request; and within ten (10) days after execution of a contract establishing a separate governmental entity pursuant to Section 29-1-204, C.R.S., or an amendment or modification thereof, every District must file a copy of such contract, amendment or modification with the Division, pursuant to Section 29-1-204, C.R.S.; 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 within sixty (60) days of the close of the fiscal year; and

WHEREAS, pursuant to § 29-1-604(1), C.R.S., any local government where neither revenues nor expenditures exceed One Hundred Thousand Dollars (\$100,000) in any fiscal year commencing on or after January 1, 1998, may, with the approval of the State Auditor, be exempt from the provisions of the Colorado Local Government Audit Law, §§ 29-1-601, *et seq.*, C.R.S.; and

WHEREAS, pursuant to § 29-1-604(2)(b), C.R.S., any local government where revenues or expenditures for any fiscal year commencing on or after January 1, 2015, are least One Hundred Thousand Dollars (\$100,000) but not more than Seven Hundred and Fifty Thousand Dollars (\$750,000), may, with the approval of the State Auditor, be exempt from the provisions of the Colorado Local Government Audit Law, §§ 29-1-601, *et seq.*, C.R.S.; and

WHEREAS, pursuant to § 29-1-606(7), C.R.S., if a District has authorized but unissued general obligation debt as of the end of the fiscal year, such District shall submit its audit report or a copy of its application for exemption from audit to the Board of County Commissioners or the governing body of the municipality that adopted a resolution of approval of the District (“Approving Jurisdiction”); and

WHEREAS, pursuant to § 32-1-202(2)(b), C.R.S., every Board shall notify the Approving Jurisdiction of any alteration or revision of the proposed schedule of debt issuance set forth in the financial plan included in that District’s service plan; and

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

WHEREAS, elections may be held pursuant to the Colorado Local Government Election Code, §§ 1-13.5-101, *et seq.*, C.R.S., Special District Act, §§ 32-1-101, *et seq.*, C.R.S., and the Uniform Election Code of 1992, §§ 1-1-101, *et seq.*, C.R.S., for the purpose of: (1) electing members of each Board; (2) presenting certain ballot issues to the eligible electors of the District as required by Article X Section 20 of the Colorado Constitution; and (3) presenting certain ballot issues and questions to the eligible electors of the District; and

WHEREAS, § 1-5-102, C.R.S., specifies that every Board shall designate polling places for nonpartisan elections, other than coordinated elections, no later than twenty-five (25) days prior to an election; and

WHEREAS, § 1-11-103(3) and § 32-1-1101.5, C.R.S., requires every District to notify the Division of the results of any elections held by that District within thirty (30) days after the election and to certify results of any election to incur general obligation indebtedness via certified mail to the Approving Jurisdiction within forty-five (45) days after the election; and

WHEREAS, the Directors of each Board are governed by § 32-1-902(3)(b), C.R.S., which requires a Director to disqualify himself or herself from voting on an issue in which s/he has a conflict of interest, unless the Director has properly disclosed such conflict in compliance with law and files said conflict disclosure statements at least seventy-two (72) hours prior to any regular or special meeting of the District ; and

WHEREAS, §§ 32-1-1604, C.R.S., requires every Board to record a notice of authorization of or notice to incur general obligation debt with the County Clerk and Recorder within thirty (30) days of authorizing or incurring said indebtedness; and

WHEREAS, in accordance with §§ 32-1-1101.5(1.5) and (2), C.R.S., the Approving Jurisdiction or the governing body of the municipality that adopted a resolution of approval of a District may require that District to file an application for quinquennial finding of reasonable diligence; and

WHEREAS, pursuant to § 32-1-207(3)(c), C.R.S., every District, if requested, may be required to file an annual report with the Approving Jurisdiction, the State Auditor, the County Clerk and Recorder and any interested parties entitled to notice pursuant to § 32-1-204(1), C.R.S.; and

WHEREAS, in accordance with the Colorado Governmental Immunity Act, §§ 24-10-101, *et seq.*, C.R.S., each Board is given authority to obtain insurance; and

WHEREAS, in accordance with C.R.S. § 32-1-809(1), not more than sixty (60) days prior to and not later than January 15 of each year, a District shall provide notice to the District's eligible electors in the manner set forth in C.R.S. § 32-1-809(2); and

WHEREAS, pursuant to C.R.S. § 32-1-104.8(1), a District is required to record a public disclosure document and map of the boundaries of that District with the County Clerk and Recorder, such public disclosure document shall contain certain information pertaining to the District as further described in C.R.S. § 32-1-104.8(1), and, pursuant to C.R.S. § 32-1-104.8(2), such public disclosure document and map shall be recorded with the County Clerk and Recorder and such public disclosure document(s) and map(s) shall be recorded with the County Clerk and Recorder at the same time of any decree or order confirming the inclusion of any real property into the boundaries of the District is recorded pursuant to C.R.S. § 32-1-105; and

WHEREAS, in accordance with C.R.S. § 24-71.3-117, a District has the power, in relation to the administration of the affairs of that District, or any of its instrumentalities, to determine the extent to which it will create and retain electronic records and electronic signatures.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE LANDIS CREEK METROPOLITAN DISTRICT NO. 2 AS FOLLOWS:

1. The Board directs the District's engineer to keep accurate maps and the District's legal counsel to file such maps with the Division, County Assessor and County Clerk and Recorder and submit any changes to the maps on or before January 1.
2. The Board directs legal counsel or the District's manager to file a copy of the notice otherwise required by § 32-1-809(1), C.R.S., with the Approving Jurisdiction, the County Assessor, the County Treasurer, the County Clerk and Recorder, and the Division on or before January 15.
3. The Board directs the District's accountant to submit proposed budgets to the Board by October 15, to prepare final budgets, including any amendments thereto, if necessary, and directs legal counsel to schedule a public hearing on the proposed budgets, to prepare all budget resolutions and for the District's accountant to file the budget resolutions with the Division on or before January 30.
4. The Board directs the District's accountant, manager, or legal counsel to certify the mill levies with the County on or before December 15.
5. The Board directs the District's manager or legal counsel to provide the Division a current list of all contracts in effect with other political subdivisions within thirty (30) days after receiving a written request, pursuant to Section 29-1-205, C.R.S. Within ten (10) days after execution of a contract establishing a separate governmental entity pursuant to Section 29-1-204, C.R.S., or an amendment or modification thereof, the Board directs legal counsel to file a copy of such contract, amendment or modification with the Division, pursuant to Section 29-1-204, C.R.S.
6. The Board directs legal counsel to prepare and 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.
7. The Board directs the District's auditor to prepare an audit of the financial statements and submit such draft audit to the Board before June 30; further, the Board directs that the auditor to file the final audit with the State Auditor by July 31. If a District is eligible for an audit exemption under applicable law, then the Board directs that the District's accountant apply for and obtain such audit exemption from the State Auditor on or before March 31.
8. The Board directs the District's accountant and auditor, if a District has authorized but unissued general obligation debt as of the end of the fiscal year, as follows: (1)

if the District is eligible for an audit exemption pursuant to §§ 29-1-604(1) or (2), C.R.S., then, pursuant to § 29-1-606(7), C.R.S., the District's accountant shall submit a copy of the District's application for exemption to the Approving Jurisdiction; and (2) if the District is required to submit an annual audit pursuant to §§ 29-1-601, *et seq.*, C.R.S., then, pursuant to § 29-1-606(7), C.R.S., the District's auditor shall submit its audit report to the Approving Jurisdiction.

9. The Board directs the District's manager or legal counsel to include in any annual report to be submitted to the Approving Jurisdiction, any alteration of or revisions to the proposed schedule of debt issuance set forth in a District's service plan, pursuant to § 32-1-202(2)(b), C.R.S. If an annual report is not required to be filed, then the District's manager shall provide any such notice of debt issuance alteration or revision at the time the District's certified budget is filed with the Division.
10. The Board directs the District's manager or legal counsel to prepare the Unclaimed Property Act reports, as needed, and submit the same to the State Treasurer.
11. The District hereby determines that each present and future member of the Board shall complete conflict disclosure forms and direct legal counsel to file the conflict disclosure forms with the Secretary of State at least seventy-two (72) hours prior to every regular and special meeting of each Board.
12. Dianne Miller, of the law firm of Miller & Associates Law Offices, LLC, is hereby appointed as the "Designated Election Official" of the Board for any election(s) to be held during 2022 and any subsequent year. The Board hereby grants all powers and authority for the proper conduct of the election(s) to the Designated Election Official, including, but not limited to, appointing election judges, appointing a canvass board(s) and cancellation, if applicable, of the election(s).
13. The Board deems it expedient for the convenience of the electors that it shall establish a polling place for all regular and special elections of each District. There shall be one (1) polling place for the elections. This polling place shall be used for any regular or special elections to be held in 2022, and in each fiscal year thereafter until such polling place is changed by duly adopted resolution of a Board. Such polling place shall be located at the offices of Miller & Associates Law Offices, LLC, 1641 California Street, Suite 300, Denver, CO 80202. All voters for the District shall vote at the designated polling place. Handicapped and nonresident voters shall vote at the same polling place. A map showing the District's boundaries is on file at the offices of the District's general counsel, Miller & Associates Law Offices, LLC, 1641 California Street, Suite 300, Denver, CO 80202, and is available for examination by all interested persons.
14. In accordance with § 1-11-103(3) and § 32-1-1101.5, C.R.S., the District directs legal counsel and the Designated Election Official to notify the Division of the results of any elections held by the District within thirty (30) days after the election

and to certify results of any election to incur general obligation indebtedness to the County within forty-five (45) days after the election.

15. In accordance with § 32-1-1604, C.R.S., the Board directs legal counsel to record a notice of authorization of or notice to incur general obligation debt with the County Clerk and Recorder within thirty (30) days of authorizing or incurring any indebtedness.
16. The Board directs the District's manager or legal counsel to prepare and file with the Approving Jurisdiction, if requested, the quinquennial finding of reasonable diligence in accordance with §§ 32-1-1101.5(1.5) and (2), C.R.S.
17. The Board directs the District's manager or legal counsel to prepare and file, if requested, the special district annual report.
18. The Board requests that the District's manager or legal counsel obtain proposals for insurance to insure the District against all or any part of the District's liability for injury; 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. The Board will annually review the proposals for insurance and will determine whether to approve and accept the insurance proposals.
19. In accordance with C.R.S. § 32-1-809(1), the Board hereby directs the District's manager or legal counsel, not more than sixty (60) days prior to and not later than January 15 of each year, to provide notice to the District's eligible electors in the manner set forth in C.R.S. § 32-1-809(2).
20. Pursuant to C.R.S. § 32-1-104.8(1), the Board hereby directs the District's manager or legal counsel to prepare and record any amended public disclosure document(s) and map(s) with the County Clerk and Recorder pursuant to C.R.S. § 32-1-105 should any property be included into the boundaries of any of the Districts.
21. In accordance with C.R.S. § 24-71.3-117, the Board hereby determines, in relation to the administration of the affairs of the District, or any of its instrumentalities, that the transactions of the District may be conducted, and related documents may be stored, by electronic means, and that copies, telecopies, facsimiles, electronic files, and other reproductions of original executed documents shall be deemed authentic and valid counterparts of such original documents for all purposes, including without limitation the filing of any claim, action, or suit in the appropriate court of law.
22. This Compliance Resolution shall become effective as of January 1, 2022 and shall remain in effect until or unless modified, amended or rescinded. This Compliance Resolution may be amended in whole or in part.

Whereupon the motion was seconded by Director Michael Gamba, and upon vote, unanimously carried.

ADOPTED AND APPROVED ON NOVEMBER 4, 2021.

LANDIS CREEK METROPOLITAN  
DISTRICT NO. 2

DocuSigned by:  
*Michael Gamba*  
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Michael Gamba, President

ATTEST:

DocuSigned by:  
*Doreen Herriott*  
2A53379748E64CD...

Doreen Herriott, Secretary/Treasurer

**CERTIFICATION**

I, Doreen Herriott, Secretary/Treasurer of the Landis Creek Metropolitan District No. 2, do hereby certify that the annexed and foregoing resolution is a true copy from the records of the proceedings of the Board of said District on file with Miller & Associates Law Offices, LLC, general counsel to the District.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the District  
on November 4, 2021 .

DocuSigned by:  
*Doreen Herriott*  
2A53379748E64CD...

Doreen Herriott, Secretary/Treasurer