

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF THE

GOLDEN OVERLOOK METROPOLITAN DISTRICT

Held: Wednesday, November 10, 2021, at 3:00 p.m., by
telephone conference call.

Attendance

The special meeting of the Board of Directors (the "Board") of the Golden Overlook Metropolitan District (the "District") was called and held as shown in accordance with the Colorado law. The following directors confirmed their qualification to serve on the Board:

James R. Blumenthal II

James R. Blumenthal

Reatha Blumenthal

Also present was Matt Ruhland, Collins Cockrel & Cole, P.C.

Call to Order

Director J. Blumenthal II noted that a quorum of the Board was present and the directors confirmed their qualifications to serve.

Disclosure Matters

Mr. Ruhland advised the Board that, pursuant to Colorado law, certain disclosures may be required prior to taking official action at the meeting. The Board reviewed the agenda for the meeting, following which each director confirmed the contents of written disclosures previously made, stating the fact and summary nature of any matters, as required by Colorado law, to permit official action to be taken at the meeting. Additionally, the Board determined that the participation of the members present was necessary to obtain a quorum or otherwise enable the Board to act.

Written disclosures of the interests of all of the directors were filed with the Secretary of State prior to the meeting.

Approval of Minutes

The Board members reviewed the minutes from the meeting which was held on November 11, 2020. Upon a motion of Director J. Blumenthal II and a second by Director J. Blumenthal, the minutes of the meeting were unanimously approved.

RECORD OF PROCEEDINGS

Public Hearing on 2022 Budget	Mr. Ruhland presented the proposed budget for 2022. Director J. Blumenthal II opened the public hearing and, no one appearing to be heard, closed the hearing.
Approval of 2022 Budget	Upon review and discussion of the budget and related assessment issues and upon the motion of Director R. Blumenthal and second of Director J. Blumenthal II, the Board unanimously approved the proposed budget for 2022, and appropriated the funds therefor. Pursuant to Colorado law, the Board will ask the County Assessor to certify a mill levy of 0.000 mills for the year 2022. The Board also authorized the execution of its budget resolution containing details of the Board's action.
2022 Annual Administrative Resolution	The Board members discussed various administrative matters to be determined by the District. Mr. Ruhland discussed a proposed 2022 annual administrative resolution designating officers for the District and establishing director compensation, regular meeting dates, notice provisions and other matters. Upon motion of Director J. Blumenthal II and second of Director J. Blumenthal, the Board unanimously approved the resolution.
Waiver of Workers' Compensation Coverage	Mr. Ruhland advised the Board that the Colorado Department of Labor & Employment, Division of Workers' Compensation (the "Division"), has requested that the Board annually adopt a formal resolution and file Form WC44 to acknowledge the Board's decision not to provide workers' compensation insurance to its uncompensated elected officials. Upon motion duly made by Director R. Blumenthal and second of Director J. Blumenthal, and unanimously carried, the Board adopted a resolution waiving Workers' Compensation coverage for the Directors for 2022.
Resolution Designating Posting Location	Mr. Ruhland reminded the Board of requirements for posting meeting notices and the option to transition to online posting. After discussion, the Board determined that a website is not necessary and notices will continue to be posted at the front gate at the end of 4 th Avenue in Golden. Upon motion by Director J. Blumenthal II and second by Director R. Blumenthal, the Board unanimously approved the Resolution Designating the Location to Post Notice.

RECORD OF PROCEEDINGS

Resolution
Designating the
Location of
Regular and
Special Meetings
of the Board

Mr. Ruhland summarized the new enacted in 2021 clarifying what qualifies as a meeting location for purposes of District Board meetings, which now includes telephonic, electronic or other virtual locations in addition to physical locations. Mr. Ruhland reviewed the Resolution Designating the Location of Regular and Special Meetings of the Board of Directors to allow for virtual and telephonic meetings. Upon motion by Director J. Blumenthal and second by Director J. Blumenthal II, the Board unanimously approved the Resolution Designating the Location of Regular and Special Meetings of the Board of Directors.

May 2022 Election
Resolution

Mr. Ruhland presented and reviewed the Resolution Calling for the 2022 Regular District Election and Appointing a Designated Election Official. Upon motion by Director J. Blumenthal and second by Director R. Blumenthal, the Board unanimously approved the Resolution Calling for the 2022 Regular District Election and Appointing a Designated Election Official.

Possible Future
Dissolution

The Board discussed possible dissolution of the District and determined to take no action at this time.

Engagement of
Legal Counsel

Upon discussion and motion duly made by Director J. Blumenthal II and second by Director J. Blumenthal, the Board approved the transition of legal services and engagement letter from Collins Cockrel & Cole, P.C. to Cockrel Ela Glesne Greher & Ruhland, P.C.

Adjournment

There being no further business to come before the Board the meeting was adjourned.



Secretary for the Meeting

**GOLDEN OVERLOOK METROPOLITAN DISTRICT
NOTICE OF SPECIAL MEETING
NOTICE AS TO PROPOSED 2022 BUDGET**

NOTICE IS HEREBY GIVEN that a special meeting of the Board of Directors (the "Board") of the Golden Overlook Metropolitan District (the "District"), Jefferson County, Colorado, will be held on Wednesday, the 10th day of November, 2021 at 3:00 p.m., at 1-800-853-9595; Access Code: 303497, for the purpose of addressing those matters set forth below, and conducting such other business as may properly come before the Board.

FURTHER, NOTICE IS HEREBY GIVEN that proposed budget for the ensuing year of 2022 has been submitted to the District. A copy of the proposed budget for the ensuing year of 2022 has been filed in the office of Collins Cockrel Cole, P.C., 390 Union Boulevard, Suite 400, Denver, Colorado 80228, where the same is open for public inspection. Such proposed budget will be considered at the special meeting of the District to be held on Wednesday, the 10th day of November, 2021 at 3:00 p.m. Any interested elector within the District may inspect the proposed budget and file or register any objections at any time prior to the final adoption of the 2022 budget.

This meeting is open to the public.

AGENDA

1. Call to Order
2. Declaration of Quorum
3. Disclosures of Conflicts of Interest
4. Approval of Minutes
 - (a) November 11, 2020
5. Public Hearing to Consider 2022 Budget
 - (a) Adopt 2022 Budget, Certify Mill Levy, Appropriate 2022 Expenditures
6. Consider 2022 Annual Administrative Resolution
7. Consider Resolution Determining Not to Provide Workers' Compensation Insurance Coverage for Uncompensated Members of the Board of Directors
8. Consider Resolution Designating Location to Post Notice
9. Consider Adoption of Resolution Designating Location of Regular and Special Meetings.
10. Consider Resolution Calling for the 2022 Regular District Election and Appointing Designated Election Official
11. Other Business
12. Discussion regarding Engagement of Legal Counsel.
13. Adjourn

**CERTIFIED COPY OF ANNUAL ADMINISTRATIVE RESOLUTION OF
GOLDEN OVERLOOK METROPOLITAN DISTRICT (2022)**

STATE OF COLORADO)
) ss.
COUNTY OF JEFFERSON)

At a special meeting of the Board of Directors (the “**Board**”) of the Golden Overlook Metropolitan District (the “**District**”), Jefferson County, Colorado, held at 3:00 p.m., on November 10, 2021, via telephone conference call, there were present:

James R. Blumenthal, II, Chair
James R. Blumenthal
Reatha Blumenthal

Also present were: Matthew P. Ruhland, Collins Cockrel & Cole

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

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

WHEREAS, the District was organized as a special district pursuant to an Order of the District Court in and for Jefferson County (the “**County**”), Colorado, and is located entirely within said County and within the City of Golden (the “**City**”); and

WHEREAS, the Board 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) (II), C.R.S.; and

WHEREAS, § 32-1-101, *et seq.* C.R.S., requires the Board to publish certain legal notices in a newspaper of general circulation in the District; and

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

WHEREAS, in accordance with § 24-10-115, C.R.S., the Board is given the authority to obtain insurance to insure the District against all or any part of the District’s liability; and

WHEREAS, § 32-1-306, C.R.S. requires the District to maintain a current, accurate map of its boundaries and shall provide for such map to be on file with the County Assessor, County Clerk and Recorder and the Division on or before January 1st of each year; and

WHEREAS, § 32-1-809, C.R.S., requires that the District, between November 16th and January 15th of the subsequent year, provide notice to the eligible electors of the District (the “**Transparency Notice**”), which notice shall contain the following information:

- The address and telephone number of the principal business office;
- The name and business telephone number of the manager or other primary contact person;
- The names of and contact information for members of the board, the name of the board chair, and the name of each member whose office will be on the ballot at the next regular special district election;
- The times and places designated for regularly scheduled meetings of the board during the year, and the place where notice of board meetings is posted pursuant to § 24-6-402(2)(c) C.R.S.;
- The current mill levy, and total ad valorem tax revenue received during the last year;
- The date of the next regular special district election of board members;
- The procedure and time to submit a self-nomination form for election to the board;
- Information on the procedures to request permanent absentee voter status; and
- The address of any web site on which the special district’s election results will be posted.

The Transparency Notice shall be filed with the Division, Board of County Commissioners, County Assessor, County Treasurer and County Clerk and Recorder of each county in which the special district is located, and with the governing body of any municipality in which the special district is located, and shall be provided to electors in one or more of the following ways:

- Mailing the notice separately to each household where one or more eligible electors of the special district resides;
- Including the notice as a prominent part of a newsletter, annual report, billing statement, letter, voter information card or other notice sent by the special district to the eligible electors;
- Posting the information on the official web site of the special district if there is a link to the district's web site on the official web site of the Division;
- For any district that is a member of the Special District Association, by mailing or electronically transmitting the notice to the Special District Association, which shall post the notice on its website.

WHEREAS, § 29-1-205, C.R.S. requires that within 30 days after receiving a written request from the Division, the District shall provide the Division with a current list of all contracts in effect with other political subdivisions; 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 § 39-5-1125, C.R.S. the District shall certify its mill levy with the Board of County Commissioners on or before December 15th; 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 issued to the public must file an annual report with the Department of Local Affairs; and

WHEREAS, § 32-1-104.8, C.R.S., requires the District to record a Special District Disclosure Document and a map of the boundaries of the District with the County Clerk and Recorder at the time of recording any decree or order organizing a special district or including additional property in a special district; 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 application for 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 file an application for 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 by November 1st; and

WHEREAS, in accordance with § 24-12-103, C.R.S., a person designated by the District shall have 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; 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 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 directors to disqualify himself/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

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, in accordance with the Workers' Compensation Act of Colorado, §§ 8-40-101 – 8-47-101, et seq., C.R.S., the District is required to carry workers' compensation coverage for its employees, but the Board members may opt out of such coverage by the methods prescribed in the Workers' Compensation Act of Colorado; and

WHEREAS, the Board desires to determine the engagement of general counsel for the District to assist with providing legal services and to assist with the operation of the District; and

WHEREAS, concerning the public records of the District, § 24-72-202(2), C.R.S. defines "Official Custodian" to mean and include any officer or employee of any political subdivision of the state who is responsible for the maintenance, care, and keeping of public records, regardless of whether the records are in his or her actual personal custody and control. The maintenance, care and keeping of public records shall be in accordance with the Colorado Special District Records Management Manual; and

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF GOLDEN OVERLOOK METROPOLITAN DISTRICT, JEFFERSON COUNTY, COLORADO AS FOLLOWS:

1. The Board determines that each director shall not receive compensation for services as directors.
2. The Board designates the *Golden Transcript* 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 determines to hold regular meetings on the second Wednesday of May and November at 3:00 p.m. via telephone conference call.

4. The Board directs the District's general counsel to obtain proposals and/or renewals for insurance, as applicable, 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's general 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.

5. The Board directs the District's general 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 general counsel to cause to be paid the annual SDA membership dues, agency fees and insurance premiums, as applicable, in a timely manner.

6. The Board directs the District's general counsel to maintain a current, accurate boundary map and shall provide for such map to be on file with the Division, with the County Assessor, and with the County Clerk and Recorder on or before January 1st.

7. The Board directs the District's general counsel to provide the Transparency Notice to the eligible electors of the District, the Board of County Commissioners of the County, County Assessor, County Treasurer, County Clerk and Recorder, the Division, and the City, between November 16th and January 15th of the subsequent year.

8. The Board directs the District's general counsel to prepare and file with the Division, within 30 days after receiving a written request from the Division, a current list of all contracts in effect with other political subdivisions.

9. The Board designates the District's general counsel to serve as the budget officer, and to submit a proposed budget to the Board by October 15th for the following year, and, in cooperation with general 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 15th; and to file the approved budgets and amendments thereto with the proper governmental entities in accordance with the Local Government Budget Law of Colorado.

10. The Board directs the District's general 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 1st, if applicable.

11. The Board directs the District's general counsel to provide the Special District Disclosure Document and a map of the District's boundaries to the County Clerk and Recorder, for recording, at the same time an inclusion order is recorded.

12. The Board directs the District's general counsel to: (i) obtain proposals for auditors to be presented to the Board, (ii) to cause an audit of the annual financial statements of the District to be prepared and submitted to the Board on or before June 30; and (iii) 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 Board directs general counsel to engage an 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.

13. The Board directs the District's general counsel to prepare the mill levy certification form and directs the District's general counsel to file the mill levy certification form with the Board of County Commissioners on or before December 15th.

14. The Board directs the District's general counsel to prepare the Unclaimed Property Act report and forward the report 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.

15. The Board hereby designates, in addition to any officer of the District, Micki Mills, 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.

16. The Board directs the District's general counsel to prepare and file with the City Council of the City, 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 general counsel to prepare and file the special district annual report with the Board of County Commissioners of the County, the City Council of the City, the Division, and the State Auditor, County Clerk and Recorder per § 32-1-207(3)(c), C.R.S.; if required.

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

President/Chair of the Board – James R. Blumenthal, II
Secretary/Treasurer – Reatha B. Blumenthal
Assistant Secretary – James R. Blumenthal

19. The Board directs the District's general counsel to file conflict of interest disclosure forms provided by Board members with the Secretary of State annually. At the discretion of general counsel, transactional conflict of interest disclosures shall be filed 72 hours prior to regular and special meetings of the Board, when applicable, or at a Board member's request. In addition, written disclosures required to be filed with the governing body in accordance with § 18-8-308, C.R.S., shall be deemed filed with the Board when filed with the Secretary of State.

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

21. In accordance with § 8-40-202(1)(a)(I)(B), C.R.S., the Board hereby waives workers' compensation coverage for individual Board members by opting that the individual Board members not be deemed employees as that term is defined in the Workers' Compensation Act of Colorado, and directs legal counsel to file a statement with the Division of Workers' Compensation in the Department of Labor and Employment for the State of Colorado at least forty-five (45) days before the start of the policy year in order to effect such waiver of coverage.


22. The Board determines to engage Cockrel Ela Glesne Greher & Ruhland, P.C. as general counsel for the District beginning as of January 1, 2022.

23. The Board designates Micki Mills to serve as the official custodian of public records and to follow the Colorado Special District Records Retention Schedule, as adopted by the District.

WHEREUPON, the motion was seconded by Director J. Blumenthal and upon vote, unanimously carried. The Chair declared the motion carried and so ordered.


ADOPTED AND APPROVED THIS 10th DAY OF NOVEMBER, 2021.

GOLDEN OVERLOOK METROPOLITAN
DISTRICT



James R. Blumenthal II
Chairman

ATTEST:



Reatha Blumenthal, Secretary

CERTIFICATION

I, Reatha Blumenthal, Secretary of the Board of Directors of the Golden Overlook Metropolitan District, Jefferson County, Colorado do hereby certify that the attached and foregoing Resolution is a true copy from the records of the proceedings of the Board of Directors of the Golden Overlook Metropolitan District.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Golden Overlook Metropolitan District, at Jefferson County, Colorado, this 10th day of November, 2021.


Reatha Blumenthal, Secretary

[S E A L]

GOLDEN OVERLOOK METROPOLITAN DISTRICT

A RESOLUTION DETERMINING NOT TO PROVIDE WORKERS' COMPENSATION INSURANCE COVERAGE FOR UNCOMPENSATED MEMBERS OF THE BOARD OF DIRECTORS

WHEREAS, the Golden Overlook Metropolitan District (the “**District**”) is a quasi-municipal corporation and political subdivision of the State of Colorado duly organized and existing pursuant to Article 1 of Title 32, C.R.S.; and

WHEREAS, the members of the Board of Directors (the “**Board**”) of the District are not compensated for their service on the Board, except for reimbursement of actual out-of-pocket expenses related to Board service; and

WHEREAS, pursuant to Section 8-40-202(1)(a)(I)(B), C.R.S., the Board may annually determine that it is in the best interest of the District not to provide workers' compensation insurance coverage to its uncompensated elected officials; and

WHEREAS, the Board has determined that its policy period for purposes of this election shall commence on March 1 and end on the last day of February of every year; and

WHEREAS, pursuant to Section 8-40-202(1)(a)(I)(B), C.R.S., the District must notify the Colorado Department of Labor & Employment, Division of Workers' Compensation (the “**Division**”), in writing of the decision not to provide workers' compensation coverage and such notification must be filed with the Division not less than 45 days before the start of the policy period; and

WHEREAS, the Division has requested that the Board annually adopt a formal Resolution and complete Division Form WC44 to acknowledge its decision not to provide workers' compensation insurance; and

WHEREAS, the Board hereby finds and determines that it is in the public interest and is an appropriate fiscal policy to exercise the option not to provide workers' compensation insurance coverage for its uncompensated elected officials.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Golden Overlook Metropolitan District as follows:

1. **No Workers' Compensation Insurance Coverage.** Because members of the Board are not compensated for their service, except for reimbursement of actual expenses incurred on behalf of the District, the Board finds and determines that its members shall not be regarded as “employees” of the District for purposes of the Workers' Compensation Act of Colorado (Section 8-40-101, C.R.S., *et seq.*), and that the

District shall not purchase workers' compensation insurance coverage for members of the Board for the policy year commencing on March 1, 2022.


2. **Direction to File with the Division.** In addition to a copy of this Resolution, legal counsel to the District is directed and authorized to file Form WC44, "Exclusion of Uncompensated Public Officials," with the Division no later than 45 days prior to March 1.

3. **Severability.** If any part, section, subsection, sentence, clause or phrase of this Resolution is for any reason held to be invalid, such invalidity shall not affect the validity of the remaining provisions.

4. **Effective Date.** Notwithstanding the application of this Resolution to a certain specified plan year, this Resolution shall take effect and be enforced immediately upon its approval by the District Board.

ADOPTED this 10th day of November, 2021.

GOLDEN OVERLOOK METROPOLITAN
DISTRICT



James R. Blumenthal II
Chairman

ATTEST:



Reatha Blumenthal, Secretary

GOLDEN OVERLOOK METROPOLITAN DISTRICT

RESOLUTION DESIGNATING LOCATION TO POST NOTICE

WHEREAS, pursuant to §§24-6-402(2)(c) and 32-1-903(2) C.R.S., notice and, where possible, the agenda of the Golden Overlook Metropolitan District (the “**District**”) Board of Directors (the “**Board**”) meetings at which the adoption of any formal action is to occur or at which a majority or quorum of the body is in attendance, or is expected to be in attendance, shall be posted within the boundaries of the District at least 24 hours prior to each meeting at a location designated at the first regular meeting of each year.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Golden Overlook Metropolitan District as follows:

Notices of meetings (regular, special and work/study session) of the Board required pursuant to §24-6-401, *et seq.*, C.R.S., shall be posted at least 24 hours prior to each meeting at the front gate at the end of 4th Avenue in Golden, Colorado.

ADOPTED this 10th day of November, 2021.

GOLDEN OVERLOOK METROPOLITAN
DISTRICT



James R. Blumenthal II
Chairman

ATTEST:



Reatha Blumenthal, Secretary

GOLDEN OVERLOOK METROPOLITAN DISTRICT

RESOLUTION DESIGNATING THE LOCATION OF REGULAR AND SPECIAL MEETINGS OF THE BOARD OF DIRECTORS

WHEREAS, the Golden Overlook Metropolitan District (the “**District**”) is a quasi-municipal corporation and political subdivision of the State of Colorado (the “**State**”) organized to serve a public use and promote the health, safety, prosperity, security and general welfare of the residents of the Authority and the State of Colorado.

WHEREAS, pursuant to §32-1-903(1), C.R.S., the District’s Board of Directors (the “**Board**”) shall meet regularly at a time and in a location to be designated by the Board; and

WHEREAS, the Colorado Legislature enacted House Bill 21-1278 amending §32-1-903, C.R.S., to clarify what qualifies as a meeting location for purposes of special district board meetings; and

WHEREAS, pursuant to § 32-1-903(5)(a), C.R.S., “location” means the physical, telephonic, electronic, or other virtual place, or combination of such means where a meeting can be attended; and

WHEREAS, §32-1-903(4), C.R.S., provides that the method of conducting any meeting held prior to the effective date of this section, as amended, by telephonic, electronic, or other virtual means is validated, ratified, confirmed, and may not be challenged; and

WHEREAS, the Board desires to designate the location for regular meetings of the Board.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Hudson Hills Metropolitan District as follows:

1. **Ratification of Prior Actions.** The Board hereby finds and determines that, pursuant to §32-1-903(4), C.R.S., actions taken by the Board before July 7, 2021, are automatically validated, ratified and confirmed and cannot be challenged. All actions taken by the Board in meetings on or after July 7, 2021, and prior to the date of this resolution, are hereby ratified by the Board.

2. **Designation of Regular and Special Meeting Location.** As of the date hereof, all regular and special meetings of the Board will be held at the following locations:

By telephonic, electronic, or other virtual means, and notice of all meetings of the Board shall include the method or procedure, including the conference number or link, by which members of the public can attend the meeting.

AND/OR


Physical Meeting Location: 390 Union Boulevard, Suite 400
Denver, Colorado 80228

3. **Notice of Meetings Location.** All notices of meetings shall designate whether such meeting will be held by electronic means, at a physical location, or both, and notices of electronic meetings shall include the method or procedure, including the conference number or link, by which members of the public can attend the meeting.

4. **Effect of Resolution.** The above location shall remain in effect until contrary action is taken by the Board, which action must comply with §32-1-903(1), C.R.S., or §§ 32-1-903(1)(a) - 32-1-903(1)(b), C.R.S

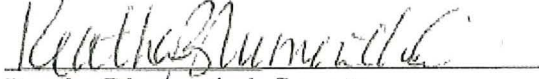
Adopted this 10th day of November, 2021.

GOLDEN OVERLOOK METROPOLITAN
DISTRICT



James R. Blumenthal II
Chairman

ATTEST:



Reatha Blumenthal, Secretary

GOLDEN OVERLOOK METROPOLITAN DISTRICT

A RESOLUTION CALLING FOR THE 2022 REGULAR DISTRICT ELECTION AND APPOINTING A DESIGNATED ELECTION OFFICIAL

WHEREAS, the Golden Overlook Metropolitan District (the “**District**”) is a quasi-municipal corporation and political subdivision of the State of Colorado and a duly organized and existing special district pursuant to Title 32, Article 1, C.R.S.; and

WHEREAS, the terms of office of Directors James R. Blumenthal, Reatha A. Blumenthal, James R. Blumenthal, II and two (2) vacancies shall expire after their successors are elected at the regular special district election to be held on May 3, 2022 (“**Election**”) and have taken office; and

WHEREAS, in accordance with the provisions of the Special District Act (the “**Act**”) and the Colorado Local Government Election Code (the “**Code**”) (the Act and the Code being referred to jointly as the “**Election Laws**”), the Election must be conducted to elect three (3) Directors to serve for a term of three (3) years and two (2) Directors to serve for a term of one (1) year pursuant to Section 1-13.5-111, C.R.S., which moves the regular special district elections to May of each odd-numbered years commencing in May, 2023 and, in connection therewith, adjusts the length of terms served by Directors elected in 2020 and 2022 in order to implement the new election schedule.

NOW, THEREFORE, be it resolved by the Board of Directors of the Golden Overlook Metropolitan District in the County of Jefferson, State of Colorado that:

1. The regular election of the eligible electors of the District shall be held on May 3, 2022, between the hours of 7:00 a.m. and 7:00 p.m. pursuant to and in accordance with the Election Laws, and other applicable laws. At that time, three (3) Directors may be elected to serve a three-year term and two (2) Directors to serve a one-year term.

2. The Election shall be conducted as a mail ballot election in accordance with all relevant provisions of the Election Laws. The Designated Election Official shall prepare the Plan for conducting the mail ballot Election. There shall be no election precinct or polling place. All mail ballots shall be returned to the Designated Election Official at 6038 West Colorado Lane, Lakewood, Colorado 80232.

3. The Board of Directors hereby designates Micki L. Mills as the Designated Election Official for the conduct of the Election on behalf of the District and she is hereby authorized and directed to proceed with any action necessary or appropriate to effectuate the provisions of this Resolution and of the Election Laws or other applicable laws. Among other matters, the Designated Election Official shall publish the call for nominations, appoint election judges as necessary, appoint the Canvass Board, arrange

for the required notices of election, printing of ballots, and direct that all other appropriate actions be accomplished.

4. Self-Nomination and Acceptance forms are available at the Designated Election Official at mmills@cccfirm.com. All candidates must file a Self-Nomination and Acceptance form with the Designated Election Official no earlier than January 1, 2022, nor later than the close of business on Friday, February 25, 2022.

5. If the only matter before the electors is the election of Directors of the District and if, at the close of business on March 1, 2022, there are not more candidates than offices to be filled at the Election, including candidates timely filing affidavits of intent no later than February 28, 2022, the Designated Election Official shall cancel the Election and declare the candidates elected. Notice of such cancellation shall be published and posted in accordance with the Code.

6. If any part or provision of this Resolution is adjudged to be unenforceable or invalid, such judgment shall not affect, impair or invalidate the remaining provisions of this Resolution, it being the Board's intention that the various provisions hereof are severable.


7. Any and all actions previously taken by the Designated Election Official, the Secretary of the Board of Directors, or any other persons acting on their behalf pursuant to the Election Laws or other applicable laws, are hereby ratified and confirmed.

8. All acts, orders, and resolutions, or parts thereof, of the Board which are inconsistent or in conflict with this Resolution are hereby repealed to the extent only of such inconsistency or conflict.

9. The provisions of this Resolution shall take effect immediately.


ADOPTED this 10th day of November, 2021.

GOLDEN OVERLOOK METROPOLITAN
DISTRICT



James R. Blumenthal II
Chairman

ATTEST:



Reatha Blumenthal, Secretary