

**CERTIFIED COPY OF ANNUAL ADMINISTRATIVE RESOLUTION OF  
CHIMNEY ROCK METROPOLITAN DISTRICT (2023)**

STATE OF COLORADO     )  
  ) ss.  
COUNTY OF JEFFERSON    )

At a regular meeting of the Board of Directors of the Chimney Rock Metropolitan District, Jefferson County, Colorado, held at 10:00 a.m., on October 17, 2022, held via teleconference, there were present:

President, May 2023	Telfer “Woody” Norman
Treasurer, May 2025	Charles Hansen
Asst. Secretary, May 2023	Charles Haase
Asst. Secretary, May 2025	John “Marc” Rinehart
Asst. Secretary, May 2025	Kenneth “Delmar” Rumph

Also present were: Steve Beck, Special District Management Services, Inc.; Darcy Beard, District Accountant; Jeffrey E. Erb, Erb Law, LLC.

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

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

A. The Chimney Rock Metropolitan District (the “**District**”) was organized as a special district pursuant to an Order of the District Court in and for Jefferson County and is located within Jefferson County, Colorado; and

B. The Board of Directors of the District has a duty to perform certain obligations in order to ensure the efficient operation of the District; and

C. 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

D. Section 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

E. Section 24-6-402, 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

F. Section 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

G. Section 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(2)(c), C.R.S., on a website or other online presence of the District which complies with the statutory criteria, or on 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

H. 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, and to provide for defense and payment of judgements or settlements against public employees, pursuant to §§ 24-10-110 and 24-10-115, C.R.S.; and

I. Sections 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; and

J. Section 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

K. Section 32-1-306, C.R.S. requires the District to file a current, accurate map of its boundaries with the Division of Local Government and the Jefferson County Clerk and Recorder and the County Assessor on or before January 1 of each year; and

L. Section 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; and

M. Section 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

N. 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

O. 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

P. 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

Q. 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

R. Elections may be held pursuant to the Special District Act, the Uniform Election Code of 1992, and the Colorado Local Government Election Code 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

S. Section 1-1-111, C.R.S., states that all powers and authority granted to the governing body of a political subdivision to call and conduct an election may be exercised by the appointed Designated Election Official; and

T. Sections 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 the name and address of all members and officers of the board of directors, and a business address, telephone number and name of the contact person for the District; and

U. Section 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

V. Section 32-1-1604, C.R.S., requires within 30 days of incurring or authorizing general obligation debt that the District record a notice of such debt with the County Clerk and Recorder, on a form prescribed by the Division of Local Government; and

W. 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

X. Special district directors are governed by §§ 32-1-902(3) and 32-1-902(4), 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

Y. Section 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

Z. The Board of Directors desires to appoint legal counsel for the District to provide legal services and to assist with the operation of the District; and

AA. The Board of Directors desires to appoint an accountant for the District to provide 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 29-1-105 C.R.S.; and

BB. The Board of Directors desires to appoint a District Manager to provide management services in connection with the purposes for which the District was organized; and

CC. 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.

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

1. The Board of Directors of the District determines that each director serving a term of office shall receive, as compensation for services as director, the sum of \$100 per meeting attended in an amount not to exceed \$2,400 per annum, subject to availability of funds.

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 designates the District website; <https://chimneyrockmd.colorado.gov/> as the 24-hour posting place, for meeting notices and the Maintenance Facility at Golf Course, 5500 Willow Wood Drive, Morrison, Colorado 80465 which is within the boundaries of the District, as the physical 24-hour posting location pursuant to § 32-1-903(2) and § 24-6-402(2)(c), C.R.S.

4. The Board determines to hold regular meetings on the June 9, 2023 and October 16, 2023 at 10:00 a.m., via Zoom.

5. The Board directs Special District Management Services, Inc. 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 management, with the assistance of 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 Steve Beck as the District's "Primary Representative" and designates Karen Steggs 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 Erb Law, LLC to update the Special District Public Disclosure Document and map with Jefferson County Clerk and Recorder after the initial filing deadline of December 31, 2014, if the District includes additional property and records an Order of Inclusion with the County Clerk and Recorder.

8. The Board directs Special District Management Services, Inc. to file a copy of the transparency notice as described in § 32-1-809, C.R.S. with the Jefferson County Board of County Commissioners, Assessor, Treasurer, Clerk and Recorder, and the Division of Local Government.

9. The Board directs Special District Management Services, Inc. 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.

10. The Board designates the District's accountant 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 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.

11. The Board directs the 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 1st.

12. 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.

13. The Board directs legal counsel to prepare, if necessary, the Unclaimed Property Act report and forward the report to the State Treasurer by November 1.

14. The Board hereby appoints Natalie M. Fleming, Erb Law, LLC, 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.

15. 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 the name and address of all members and officers of the board of directors.

16. The District directs the Designated Election Official to certify results of any election to incur general obligation indebtedness to the Jefferson County Commissioners.

17. Whenever the District authorizes or incurs general obligation debt, the Board directs the Designated Election Official or legal counsel to record a notice of such debt with the Jefferson County Clerk and Recorder, within 30 days of authorizing or incurring the debt, on a form prescribed by the Division of Local Government.

18. 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.

19. 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.

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

President/Chair of the Board – Telfer “Woody” Norman

Treasurer – Charles Hansen

Asst. Secretary – John “Marc” Rinehart

Asst. Secretary – Kenneth “Delmar” Rumph

Asst. Secretary – Charles Haase

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

22. The Board extends the current resolution providing for the defense of directors and employees of the District to allow the resolution to continue in effect as written.

23. The Board extends the current disposal of personal identifying information resolution to allow the resolution to continue in effect as written.

24. The Board of Directors appoints the law firm of Erb Law, LLC as legal counsel for the District.

25. The Board of Directors appoints Darcy Beard, CPA to serve as the District's accountant and to provide accounting services for the District.

26. The Board of Directors appoints Steve Beck, Special District Management Services, Inc. to serve as the District's Manager.

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

Wherefore, the motion was seconded by Director Norman, and upon vote, unanimously carried. The Chair declared the motion carried and so ordered.

ADOPTED AND APPROVED THIS 17TH DAY OF OCTOBER 2022.

CHIMNEY ROCK METROPOLITAN DISTRICT

*T. W. Norman*

\_\_\_\_\_  
Name: Telfer "Woody" W. Norman  
\_\_\_\_\_  
President, Board of Directors

ATTEST

*Steve Beck*


\_\_\_\_\_  
Name : Steve Beck  
\_\_\_\_\_  
Secretary/Assistant Secretary, Board of Directors



**CERTIFICATION**

I Steve Beck, Secretary/Asst. Secretary of the Board of Directors of the Chimney Rock Metropolitan District, do hereby certify that the attached and foregoing Resolution is a true and correct copy of the proceedings of the Board of said District.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the District, at Jefferson County, Colorado, this 17th day of October, 2022.

By:   
Secretary / Asst. Secretary

[ S E A L ]