

**CHERRY CREEK SOUTH METROPOLITAN DISTRICT NOS. 7-11
JOINT SPECIAL MEETING**

via Teleconference

Wednesday, December 8, 2021 at 11:00 A.M.

<https://cherrycreekmetrodistrict.com/>

Kurt Wolter, President/Treasurer	Term to May 2022
Kim Jensen, Secretary	Term to May 2022
VACANT	Term to May 2023
VACANT	Term to May 2023
VACANT	Term to May 2023

This meeting will be held via teleconferencing and can be joined through the directions below:

Link: <https://us06web.zoom.us/j/85691533538?pwd=eGJWZFBsSFQ5NEExamRLd3o2Z0FXdz09>

Meeting ID: 856 9153 3538

Passcode: 942130

Call-In Number: 1-720-707-2699

NOTICE OF SPECIAL MEETING & AGENDA

1. Call to Order/Declaration of Quorum
2. Director Conflict of Interest Disclosures
3. Approval of Agenda
4. Public Comment – Members of the public may express their views to the Board on matters that affect the District that are not otherwise on the agenda. Comments will be limited to three (3) minutes per person. Comments will be taken in the order reflected on the sign in sheet.
5. Financial Matters
 - a. Consider Adoption of Resolution Regarding Acceptance of District Eligible Costs for Public Improvements pursuant to the Infrastructure Acquisition and Reimbursement Agreement with North Parker Investments, LLC (District No. 11) **(enclosure)**
6. Consent Agenda
 - a. Approval of Minutes from November 9, 2021 Special Meeting **(enclosure)**
 - b. Approval of Amended and Restated Public Records Policy **(enclosure)**
7. Legal Matters
 - a. Consider Adoption of Resolutions Declaring Inactive Status (District Nos. 7-10) **(enclosure)**
8. Other Business
9. Adjourn

**CHERRY CREEK SOUTH METROPOLITAN DISTRICT NO. 11
ACCEPTANCE RESOLUTION PURSUANT TO INFRASTRUCTURE ACQUISITION
AND REIMBURSEMENT DISBURSEMENT AGREEMENT
(December 8, 2021)**

WHEREAS, Cherry Creek South Metropolitan District No. 11, in the Town of Parker, Douglas County, State of Colorado (the “**District**”), is a quasi-municipal corporation and political subdivision of the State of Colorado, duly organized and existing as a metropolitan district under §§ 32-1-101, et seq., C.R.S. (the “**Special District Act**”); and

WHEREAS, the District has the power to provide certain public infrastructure, improvements, facilities and services (collectively, the “**Public Infrastructure**”), as described in the Special District Act, and as authorized in the Amended and Restated Service Plan for the District approved by the Town Council of the Town of Parker June 15, 2020 (the “**Service Plan**”); and

WHEREAS, the District was organized for the purpose of providing for the acquisition, financing, construction, and installation of the Public Infrastructure serving the property located within and without the District’s boundaries; and

WHEREAS, the District and North Parker Investments, LLC (the “**Developer**”) are parties to an Infrastructure Acquisition and Reimbursement Agreement dated November 9, 2021 (the “**Agreement**”); and

WHEREAS, capitalized terms used herein without definition shall have the meanings assigned to them in the Agreement; and

WHEREAS, the Agreement establishes the terms and conditions for the acquisition of certain Public Infrastructure financed and constructed or caused to be constructed by the Developer that is to be owned by the District or such other applicable governmental entity, and the reimbursement of Certified District Eligible Costs incurred by the Developer; and

WHEREAS, pursuant to the Agreement, the Board has received a satisfactory Accountant’s Cost Certification declaring District Eligible Costs; and

WHEREAS, the Board desires to adopt this resolution declaring satisfaction of the conditions to acceptance as set forth in the Agreement, subject to any variances or waivers which the Board may allow in its sole and absolute discretion, and with any reasonable conditions the Board may specify (hereinafter, the “**Acceptance Resolution**”).

NOW, THEREFORE BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE DISTRICT:

1. Incorporation of Recitals. The above recitals are hereby incorporated into and made a part of this Acceptance Resolution.

2. Acknowledgment of Documents Received. With respect to Public Infrastructure that is being dedicated to other governmental entities, Public Infrastructure to be acquired by the Districts, and Funds Advanced, the Board makes the following findings.

- a. CliftonLarsonAllen LLP has reviewed the invoices and other material presented to substantiate the District Eligible Costs for Funds Advanced and has issued an Accountant Cost Certification, attached hereto as **Exhibit A**, declaring an additional **\$1,851,983.85** in District Eligible Costs associated with the Public Infrastructure proposed for acquisition/and or reimbursement.

3. Acceptance of Certified District Eligible Costs. The Board, having reviewed the Accountant's Cost Certification, and all other information as deemed necessary and appropriate, finds and determines that the Certified District Eligible Costs to be acceptance pursuant to this Acceptance Resolution is **\$1,851,983.85**. Based on the documentation received, the Board further finds that the applicable requirements set forth in the Agreement has been satisfied, and that the Certified District Eligible Costs are hereby accepted and approved for reimbursement by the District subject to the terms of the Agreement.

4. Subject to Annual Appropriations. The obligations of the District pursuant to this Acceptance Resolution are subject to annual appropriation and shall not be deemed to be multiple fiscal year obligations for the purposes of Article X, Section 20 of the Colorado Constitution, and may not exceed amounts permitted by the District's electoral authorization and Service Plan.

[Signature Page Follows.]

ADOPTED this 8th day of December, 2021.

DISTRICT:

**CHERRY CREEK SOUTH METROPOLITAN
DISTRICT NO. 11**, a quasi-municipal corporation
and political subdivision of the State of Colorado

By: _____
Officer of the District

Attest:

By: _____
Secretary

APPROVED AS TO FORM:

WHITE BEAR ANKELE TANAKA & WALDRON

General Counsel to the District

Exhibit A

Accountant Cost Certification



CliftonLarsonAllen LLP
8390 East Crescent Pkwy., Suite 300
Greenwood Village, CO 80111
phone 303-779-5710 fax 303-779-0348
CLAconnect.com

November 17, 2021

Board of Directors
Cherry Creek South Metropolitan District Nos. 11
Douglas County, Colorado

Re: Cost of Public Improvements Paid By North Parker Investments, LLC

We were requested to read documentation supporting a payment made by North Parker Investments, LLC (the Developer) to the Town of Parker, Colorado (the Town) in connection with certain agreement entered into by the Developer, the Town and other parties on May 5, 2014. The agreement specified and required the following payments to the Town: (i) \$1,000,000, without interest, for the design, full arterial road grading, and the north one-half of the full arterial road construction for Hess Road between Great Plain Way and Western Boundary, which Douglas County completed, and (ii) \$772,847, together with interest, for the design, full arterial road grading and the north one-half of the full arterial road construction for Hess Road between Motsenbocker Road and Jordan Road, which the Town has completed.

The documentation we received shows that the Developer remitted the amount of \$1,851,983.85 to the Town on January 2, 2015 to satisfy the payments described above, including interest. We did not review construction contracts and did not evaluate quantity and quality measurements of the public improvements constructed and installed.

We were not engaged to, and did not, conduct an examination in accordance with generally accepted auditing standards in the United States of America, the objective of which would be the expression of an opinion on the financial statements of Cherry Creek South Metropolitan District No. 11 (District). Accordingly, we do not express such an opinion. Further, our report should not be considered as final authorization for reimbursement. We performed our engagement as a consulting service under the American Institute of Certified Public Accountants' ("AICPA") Statement of Standards for Consulting Services. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

We are not independent with respect to the District.

CliftonLarsonAllen LLP

CliftonLarsonAllen LLP
Greenwood Village, Colorado



CLA is an independent member of Nexia International, a leading, global network of independent accounting and consulting firms. See nexia.com/member-firm-disclaimer for details.

MINUTES OF A JOINT SPECIAL MEETING OF THE BOARD
OF DIRECTORS

OF

CHERRY CREEK SOUTH METROPOLITAN DISTRICT NOS.
4-11

Held: Tuesday, November 9th, 2021 at 10:00 A.M. via
teleconference and at 2154 E. Commons Avenue, Suite
2000, Centennial, CO 80122

Attendance

The Joint Special meeting of the Board of Directors of Cherry Creek South Metropolitan District Nos. 4-11 was called and held in accordance with the applicable laws of the State of Colorado. The following Directors, have confirmed their qualifications to serve, were in attendance:

Kurt Wolter (District Nos. 4-11)
Kim Jensen (District Nos. 4-11)
Brian Trybus (District Nos. 4-6)
Christopher Elliott (District Nos. 4-6)
Sarah Hunsche (District Nos. 4-6)

Also present were Kristin Bowers Tompkins, Esq. and Megan J. Murphy, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law; Matthew Chorske, Piper Sandler & Co.; Jennifer P. Brooks, Esq., Ballard Spahr LLP; and Nancy Bach, CliftonLarsonAllen LLP, District Accountants.

**Call to Order/Declaration
of Quorum**

It was noted that a quorum of the Boards was present and the meeting was called to order.

**Conflict of Interest
Disclosures**

Ms. Murphy advised the Boards that the disclosures for the October 25, 2021 were not filed at least 72 hours prior to the meeting, therefore all agenda items will be represented at the November 9, 2021 meeting. Ms. Murphy advised the Boards that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Murphy reported that disclosures for those directors that provided White Bear Ankele Tanaka & Waldron with notice of potential or existing conflicts of interest were filed with the Secretary of State's Office and the Boards at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Boards. Ms. Murphy inquired into whether members of the Boards had any additional

disclosures of potential or existing conflicts of interest with regard to any matters scheduled for discussion at the meeting. Director Jensen disclosed her conflict of interest by stating that she is providing consulting services to Seldin Real Estate which is affiliated with North Parker Investment, LLC. The participation of the members present was necessary to obtain a quorum or to otherwise enable the Boards to act.

Approval of Agenda

Ms. Murphy presented the proposed agenda to the Boards for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the agenda, as amended.

Public Comment

None.

Consider Appointment of Directors to the Boards (District Nos. 4-6)

The Boards of District Nos. 4-6 discussed the appointment of officers. Following discussion, upon a motion duly made and seconded, the Boards of District Nos. 4-6 unanimously appointed the following officers:

- Sarah Hunsche as Treasurer;
- Brian Trybus as Assistant Secretary; and
- Christopher Elliott as Assistant Secretary.

Financial Matters

2021 Bond Issuance

Consider and make a final determination concerning the issuance of general obligation indebtedness consisting of a Capital Pledge Agreement, pursuant to which District No. 6 will be obligated to impose ad valorem property taxes for the payment of obligations issued by Cherry Creek South Metropolitan District No. 5, Town of Parker, Douglas County, Colorado, including its Limited Tax General Obligation Bonds, Series 2021⁽³⁾ in an approximate aggregate

Ms. Brooks presented the Board of District No. 6 with A Resolution Authorizing a Capital Pledge Agreement, pursuant to which the District No. 6 will be obligated to impose ad valorem property taxes for the payment of obligations issued by Cherry Creek South Metropolitan District No. 5, Town of Parker, Douglas County, Colorado, including its Limited Tax General Obligation Bonds, Series 2021⁽³⁾, in an approximate principal amount of \$85,000,000. Following discussion, upon a motion duly made and seconded, the Board of District No. 6 adopted the resolution approving, ratifying and confirming the execution of certain documents including the Capital Pledge Agreement and Continuing Disclosure Agreement; making determinations and findings as to other matters related to such financing transaction; authorizing incidental action; and repealing prior inconsistent actions. Ms. Tompkins noted that special counsel, Mr. Pogue, had reviewed the Capital Pledge Agreement on behalf of District No. 6.

principal amount of \$85,000,000 which amount is subject to increase or decrease as determined by the Board of District No. 6, or as otherwise permitted by any resolution adopted by the Board of District No. 6 at such meeting, and, in connection therewith, the Board of District No. 6 will consider a resolution: approving, ratifying and confirming the execution of certain documents including the Capital Pledge Agreement and Continuing Disclosure Agreement; making determinations and findings as to other matters related to such financing transaction; authorizing incidental action; and repealing prior inconsistent actions. (District No. 6)

Consider and make a final determination concerning the issuance of general obligation indebtedness consisting of its Limited Tax General Obligation Bonds, Series 2021⁽³⁾ in an approximate aggregate principal amount of \$85,000,000, which amount is subject to increase or decrease as determined by the Board of District No. 5, or as otherwise permitted by any resolution adopted by the Board of District No. 5 and in connection therewith the Board of District No. 5 will consider

Ms. Brooks presented the Board of District No. 5 with the Resolution Authorizing the Limited Tax General Obligation Bonds, Series 2021⁽³⁾, in an approximate principal amount of \$85,000,000. Following discussion, upon a motion duly made and seconded, the Board of District No. 5 unanimously adopted the Bond Resolution authorizing the issuance of such indebtedness; authorizing an Indenture of Trust, a Capital Pledge Agreement, a Bond Purchase Agreement, a Continuing Disclosure Agreement, the form of Limited Offering Memorandum, and other related documents; approving, ratifying and confirming the execution of certain documents; making determinations and findings as to other matters related to such financing transaction; authorizing incidental action; and repealing prior inconsistent actions.

a resolution: authorizing the issuance of such indebtedness; authorizing an Indenture of Trust, a Capital Pledge Agreement, a Bond Purchase Agreement, a Continuing Disclosure Agreement, the form of Limited Offering Memorandum, and other related documents; approving, ratifying and confirming the execution of certain documents; making determinations and findings as to other matters related to such financing transaction; authorizing incidental action; and repealing prior inconsistent actions (District No. 5)

Conduct 2021 Budget Amendment Hearing and Consider Adoption of Resolutions to Amend 2021 Budget

Director Wolter opened the public hearing on the 2021 Budget Amendment for District No. 5. Ms. Murphy noted that the notice of the public hearing was published in accordance with Colorado law in the *Denver Daily Journal*. No written objections were received prior to the meeting. There being no public comment, the hearing was closed.

Ms. Pangindian reviewed the 2021 Budget Amendment with the Board of District No. 5. Following discussion, upon a motion duly made and seconded, the Board of District No. 5 unanimously adopted the resolution amending the Capital Project Fund to \$5,500,000.

The Board of District No. 5 directed legal counsel and the District's accountant to file the 2021 Budget Amendment.

Director Wolter opened the public hearing on the 2021 Budget Amendment for District No. 11. Ms. Murphy noted that the notice of public hearing was published in accordance with Colorado law in the *Denver Daily Journal*. No written objections were received prior to the meeting. There being no public comment, the hearing was closed.

Ms. Pangindian reviewed the 2021 Budget Amendment with the Board of District No. 11. Following discussion, upon a motion duly made and seconded, the Board of District No. 11 unanimously

adopted resolution amending the Debt Service Fund to \$700,000.

The Board of District No. 11 directed legal counsel and the District's accountant to file the 2021 Budget Amendment.

Conduct 2022 Budget Hearing and Consider Adoption of Resolutions to Adopt 2022 Budget and Set Mill Levies

Director Wolter opened the public hearing on the proposed 2022 Budgets. Ms. Murphy noted that the notice of public hearing was published in accordance with Colorado law in the *Denver Daily Journal* and/or posted as required by Colorado law. No written objections were received prior to the meeting. There being no public comment, the hearing was closed.

Ms. Pangindian reviewed the 2022 Budget Resolutions with the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously adopted the resolution adopting the 2022 Budgets as discussed, appropriating funds therefore and certifying the following mill levies:

District No. 4: 10.069 mills for the general fund;

District No. 5: 57.398 mills for the Debt Service Fund, 5.034 mills for the Contractual Obligations – Infrastructure Capital Fund, and 5.034 mills for the Contractual Obligations – Town Capital and Maintenance Fund, contingent upon closing on the District No. 5 Bonds;

District No. 6: 57.398 mills for the Debt Service Fund, 5.034 mills for the Contractual Obligations – Infrastructure Capital Fund, and 5.034 mills for the Contractual Obligations – Town Capital and Maintenance Fund, contingent upon closing on the District No. 5 Bonds;

District No. 7-10: 5.034 mills for the general fund and 5.034 for the debt service fund; and

District No. 11: 5.034 mills for the general fund and 5.034 mills for the debt service fund.

The Boards directed legal counsel and the District's accountant to certify the mill levies by December 15, 2021 and file the 2022 Budget by January 30, 2022.

Approval of Claims

Ms. Bach presented the Board of District No. 11 with the claims payable for ratification. Following discussion, upon a motion duly made and seconded, the Board of District No. 11 unanimously ratified the claims from July 2, 2020 through October 25, 2021,

totaling \$127,713.84.

Approval of Master Service Agreement, Special Districts Preparation Scope of Work, and Payroll Services Scope of Work with Clifton Larson Allen LLP for District Accounting Services

Ms. Bach presented the Master Service Agreement, Special Districts Preparation Scope of Work, and Payroll Services Scope of Work with Clifton Larson Allen LLP for District Accounting Services for consideration to the Boards of District Nos. 4-6. Following discussion, upon a motion duly made and seconded, the Boards of District Nos. 4-6 unanimously approved the agreement subject to final review by legal counsel and Director Hunsche.

Ms. Bach presented the Master Service Agreement, Special Districts Preparation Scope of Work, and Payroll Services Scope of Work with Clifton Larson Allen LLP for District Accounting Services for consideration to the Boards of District Nos. 7-11. Following discussion, upon a motion duly made and seconded, the Boards of District Nos. 7-11 unanimously approved the agreement subject to final review by legal counsel and Director Wolter.

Consent Agenda

Ms. Murphy provided the items on the consent agenda to the Boards. Ms. Murphy advised that any item can be removed from the consent agenda to the regular agenda upon a request from any Director. No items were requested to be moved from the consent agenda. Upon a motion duly made, seconded and unanimously carried, the Boards approved, ratified and/or adopted the following items:

- Minutes from October 25, 2021 Special Meeting;
- Minutes from August 26, 2021 Special Meeting;
- Engagement Letter with CliftonLarsonAllen LLP to Prepare Financial Forecast;
- Engagement Letter with Piper Sandler for Underwriter Services (District Nos. 4-6);
- Engagement Letter with Icenogle Seaver Pogue for Legal Services (District Nos. 5-6);
- Property and Liability Coverage and Workers Compensation Coverage and SDA Membership;
- Engagement of Haynie & Company to Prepare 2021 Audit (District No. 5) – subject to final legal review;
- Intergovernmental Agreement for the Colorado Special Districts Property and Liability Pool;
- Engagement Letter with King & Associates to Prepare Residential Appreciation Analysis (District No. 5) – subject to final legal review and an amount not to exceed \$6,000;
- Joint 2022 Annual Administrative Resolution (District Nos. 4-6) –to be revised to reflect Director Jensen will receive from compensation from District Nos. 4-6 for attendance at meetings and the 2022 meeting dates to the fourth Thursday

of every month at 3:00 p.m.;

- Joint 2022 Annual Administrative Resolution (District Nos. 7-11) – to be revised to reflect Director Jensen will receive from compensation from District Nos. 7-11 for attendance at meetings and the 2022 meeting dates to be the fourth Thursday of July and October, 2022 at 3:00 p.m.;
- Designation of Website as Second Method for Providing Notice of Call for Nominations; and
- Engagement Letter with Ranger Engineering for District Engineering and Cost Certification Services (District No. 5).

Legal Matters

Consider Approval of Funding and Reimbursement Agreement with Tanterra Development, LLC (District No. 4)

Ms. Murphy presented the Board of District No. 4 with the Funding and Reimbursement Agreement with Tanterra Development, LLC. Following discussion and upon motion duly made, seconded and unanimously carried, the Board of District No. 4 approved the agreement.

Consider Approval of Infrastructure Acquisition and Project Fund Disbursement Agreement with Tanterra Development, LLC (District Nos. 4-6)

Ms. Murphy presented the Boards of District Nos. 4-6 with the Infrastructure Acquisition and Project Fund Disbursement Agreement with Tanterra Development, LLC. Following discussion and upon motion duly made, seconded and unanimously carried, the Boards of District Nos. 4-6 approved the agreement.

Consider Approval of Termination of Advance and Reimbursement Agreement with North Parker Investments, LLC (District Nos. 4-10)

Ms. Murphy presented the Boards of District Nos. 4-10 with the Termination of Advance and Reimbursement Agreement with North Parker Investments, LLC. Following discussion and upon motion duly made, seconded and unanimously carried, the Boards of District Nos. 4-10 approved the termination.

Consider Approval of Funding and Reimbursement Agreement with North Parker Investments, LLC (District No. 11)

Ms. Murphy presented the Board of District No. 11 with the Funding and Reimbursement Agreement with North Parker Investments, LLC. Following discussion and upon motion duly made, seconded and unanimously carried, the Board of District No. 11 approved the agreement.

Consider Approval of Infrastructure Acquisition and Reimbursement Agreement with North

Ms. Murphy presented the Board of District No. 11 with the Infrastructure Acquisition and Reimbursement Agreement with North Parker Investments, LLC. Following discussion and upon motion duly made, seconded and unanimously carried, the Board of District

Parker Investments, LLC
(District No. 11)

No. 11 approved the agreement.

Consider Approval of
Transaction-Based
Informed Consent to
Representation for
Intergovernmental
Agreement Among the
Districts (District Nos. 4-6)

Ms. Murphy presented the Boards of District Nos. 4-6 with the Transaction-Based Informed Consent to Representation for Intergovernmental Agreement Among the Districts. Following discussion and upon motion duly made, seconded and unanimously carried, the Board of District Nos. 4-6 approved the informed consent. It was noted that Icenogle Seaver & Pogue was engaged by District Nos. 5 and 6 as special counsel.

Consider Approval of
Intergovernmental
Agreement Among the
Districts

Ms. Murphy presented the Boards of District Nos. 4-6 with the Intergovernmental Agreement Among the Districts. Following discussion and upon motion duly made, seconded and unanimously carried, the Boards of District Nos. 4-6 approved the agreement. It was noted that Icenogle Seaver & Pogue was engaged by District Nos. 5 and 6 as special counsel.

Consider Approval of
Resolution Accepting
District Eligible Costs
pursuant to the
Infrastructure Acquisition
and Reimbursement
Agreement with North
Parker Investments, LLC
(District No. 11)

Deferred.

Conduct Public Hearing on
Inclusion and Consider
Adoption of Resolution and
Order for Inclusion of
Property owned by North
Parker Investments, LLC
(District No. 4)

Ms. Murphy presented the Petition for Inclusion of Property from owned by North Parker Investments, LLC for proposed boundary adjustments to the Board of District No. 4. Ms. Murphy noted this parcel is outside the District's Service Area and the Town of Parker is required to consent to inclusion. The Board of District No. 4 reviewed and discussed the proposed boundary changes. Director Wolter opened the public hearing on the Petition for Inclusion of Property. Ms. Murphy noted that notice of the public hearing was published in accordance with Colorado law and no written objections or comments have been received. There being no public comment, the hearing was closed.

Ms. Murphy presented the Resolution and Order for Inclusion of Property (School Site), to the Board of District No. 4. Following discussion, upon a motion duly made and seconded, the Board of District No. 4 unanimously adopted the resolution and the Board directed legal counsel to make the necessary filings with the District Court.

Conduct Public Hearing on Inclusion and Consider Adoption of Resolution and Order for Inclusion of Property owned by North Parker Investments, LLC (District No. 6)

Ms. Murphy presented the Petition for Inclusion of Property from owned by North Parker Investments, LLC for proposed boundary adjustments to the Board of District No. 6. Ms. Murphy noted this parcel is outside the District's Service Area and the Town of Parker is required to consent to inclusion. The Board of District No. 6 reviewed and discussed the proposed boundary changes. Director Wolter opened the public hearing on the Petition for Inclusion of Property. Ms. Murphy noted that notice of the public hearing was published in accordance with Colorado law and no written objections or comments have been received. There being no public comment, the hearing was closed.

Ms. Murphy presented the Resolution and Order for Inclusion of Property (School Site), to the Board of District No. 6. Following discussion, upon a motion duly made and seconded, the Board of District No. 6 unanimously adopted the resolution and the Board directed legal counsel to make the necessary filings with the District Court.

Other Business

Next Board Meeting

The Boards of District 7-11 discussed having another meeting to accept the CliftonLarsonAllen, LLP Cost Certification Report for District No. 11. No action taken.

Adjourn

There being no further business to come before the Boards, and following discussion and upon a motion duly made, seconded and unanimously carried, the Boards determined to adjourn the meeting.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.

The foregoing minutes were approved by District Nos. 7-11 on the 8th day of December, 2021.

Secretary for the Meeting

The foregoing minutes were approved by District Nos. 4-6 on ____ day of _____, 2022.

Secretary for the Meeting

CHERRY CREEK SOUTH METROPOLITAN DISTRICT NOS. 7 - 11
JOINT AMENDED AND RESTATED PUBLIC RECORDS REQUEST POLICY
Adopted December 8, 2021

I. Purposes of the District’s Public Records Request Policy

This Public Records Request Policy of the Cherry Creek South Metropolitan District 7-11 (each reference to a “**District**” herein shall mean a reference to each of the Districts individually and each reference to a “**Board**” herein shall mean a reference to each of the Boards individually) shall be applied and interpreted with the following purposes in mind:

- a. To adopt a Public Records Request Policy pursuant to § 24-72-203(1), C.R.S.;
- b. To provide access to and the protection and integrity of Public Records in the custody of the District;
- c. To prevent unnecessary interference with the regular discharge of the duties of the District and its manager in compliance with the Colorado Open Records Act, §§ 24-72-200.1 to 24-72-206, C.R.S. (“**CORA**”);
- d. To establish reasonable and standardized fees for producing copies of and information from records maintained by the District as authorized by CORA; and
- e. To set forth a general procedure for providing consistent, prompt and equitable service to those requesting access to Public Records.

II. Public Records Requests

A. Applicability

This Public Records Request Policy applies to requests submitted to the District for the inspection of Public Records pursuant to CORA, and shall supersede any previously adopted CORA policies of the District.

B. Definitions

1. “**Custodian**”: Except as otherwise provided in this policy, the term “Custodian” shall mean legal counsel, or any successor that has been designated by the Board of the District to oversee the collection, retention, and retrieval of Public Records of the District.

2. “**Public Records**”: As defined in § 24-72-202(6), C.R.S.

C. Submission of Requests

1. Requests for inspection of Public Records are to be submitted in writing on an official request form to the Custodian and must be sufficiently specific as to enable the Custodian to locate the information requested with reasonable effort. The official request form is attached hereto as **Exhibit A** and incorporated herein by this reference, as may be modified from

time to time by the District. The District has determined that the use of an official request form is necessary for the efficient handling of Public Records requests.

2. Requests may be submitted by mail, fax, e-mail or hand-delivery.
3. A request shall be considered made when the request is actually received by the Custodian:
 - a. A letter is received when it is opened in the usual course of business by the recipient or a person authorized to open the recipient's mail;
 - b. A fax is received when it is printed during regular business hours, or, if received after hours, at 8:30 a.m. on the following business day; and
 - c. An e-mail is received when it is received and opened during regular business hours, or, if received after hours, at 8:30 a.m. on the following business day.
4. If a deposit is required, the request is not considered received until the deposit is paid.

D. Inspection

1. The Custodian or the Custodian's designee shall make the requested Public Records available for inspection during regular business hours, deemed to be from 8:30 a.m. to 4:30 p.m., Monday through Friday, except for times the Custodian's office is closed. During the inspection of Public Records, the Custodian may ask that the requestor follow certain procedures to protect the integrity of the Public Records.

2. If a Public Record is not immediately or readily available for inspection, the Custodian or the Custodian's designee shall make an appointment or other arrangements with the applicant concerning the time at which the requested record will be available. The Public Records shall be made available for inspection within a reasonable time, which is presumed to be three (3) working days or less from the date of receipt of the request. Such three (3) day period may be extended by an additional seven (7) working days if extenuating circumstances, as described in § 24-72-203(3)(b), C.R.S., exist. Responding to applications for inspection of Public Records need not take priority over the previously scheduled work activities of the Custodian or the Custodian's designee.

3. All Public Records to which the request applies shall be preserved from the date of the request until such time as set forth in the District's records maintenance, retention, or deletion policy or practices utilized by the Custodian.

4. No one shall remove a Public Record from the Custodian's offices without the permission of the Custodian. Public Records may be removed from file folders or places of storage for photocopying by the Custodian or the Custodian's designee. The Custodian may allow a person to use his or her own portable electronic equipment to make copies of Public Records.

5. As a general practice, in response to a Public Records request:

a. Public Records will be made available for inspection in the format in which they are stored. If the Custodian is unable to produce the Public Record in its stored format for any reason set forth in § 24-72-203(3.5)(b) C.R.S., an alternate format may be produced or a denial issued under § 24-72-204, C.R.S.

b. The person making the request shall not be allowed to access the Custodian's computer or any other computer for purposes of inspecting any Public Records;

c. Any portion of a Public Record containing non-public information that is not subject to inspection may be redacted by the Custodian prior to making the record available for inspection. The Custodian is not required to redact information from a writing that is not a Public Record in order to make the writing available for inspection. *Denver Publishing Co. v. Bd. of County Comm'rs of the County of Arapahoe*, 121 P.3d 190 (Colo. 2005); *Colorado Republican Party v. Benefield, et al.*, Court of Appeals No. 07CA1216, Oct. 23, 2008 (Unpublished).

d. The Custodian, in consultation with the District's general counsel, will determine which information is no longer considered "work-in-progress" subject to the deliberative process or work product privilege and therefore eligible for release.

e. Altering an existing Public Record, or excising fields of information that the Custodian is either required or permitted to withhold does not constitute the creation of a new Public Record. § 24-72-203(3.5)(d), C.R.S.

f. A document will not ordinarily be created in order to respond to a request.

6. Where a request seeks in excess of 25 electronically-stored Public Records, the following procedure shall apply in responding to such a request:

a. The Custodian shall solicit the comments of the requestor regarding any search terms to be used to locate and extract such records, and, in doing so, will seek to have the request refined so that it does not result in an inordinate number of irrelevant or duplicative documents, it being understood that the Custodian will make the final determination regarding search terms;

b. The Custodian shall designate an employee or another person with experience in performing electronic searches to locate and extract responsive records;

c. The person who is designated to perform the searches shall consult, as appropriate, with legal counsel to identify privileged records that should not be produced; and

d. Where appropriate, legal counsel shall conduct a final review to identify and withhold privileged records.

7. The Custodian or the Custodian's designee shall deny the inspection of the records if such inspection would be contrary to federal or state law or regulation or would violate a court order. In special circumstances, a Custodian shall deny inspection of the Public Records if such inspection would cause substantial injury to the public interest. Such a denial shall be made in writing by the Custodian to the person making the request and shall set forth with specificity the grounds of the denial. It is not necessary to state a ground for denial of access for each document if a specific ground is applicable to a group of documents.

8. If the Public Records requested are not in the custody or control of the Custodian, the Custodian shall notify the requestor of this fact in writing. In such notification, the Custodian shall state in detail to the best of his/her knowledge and belief the reason for the absence of the Public Records, the location of the Public Records, and what person then has custody or control of the Public Records.

9. All Public Records, regardless of storage format, will be administered in accordance with approved retention schedules. The District reserves the right to adopt the records retention policy that has been promulgated by the Custodian.

E. Fees for All Record Requests

1. **Fees for standard reproductions.** The Custodian or the Custodian's designee shall charge a fee not to exceed twenty-five cents per page for any photocopies or printed copies of electronic records that are required to make a Public Record available. Other reproductions of Public Records shall be provided at a cost not to exceed the actual cost of the reproduction. Such fees shall be paid by the applicant prior to the receipt of copies of any Public Records. Requests expected to exceed a total charge of \$10.00 or more must be accompanied by a deposit equal to the reasonably-estimated reproduction costs. This deposit will be credited toward the total fee, and the total fee shall be paid prior to release of the requested records. In the event the deposit amount exceeds the actual costs, the balance will be refunded.

2. **Transmission fees.** No fees related to transmission shall be charged for transmitting public records via electronic mail. Within the period specified in § 24-72-203, C.R.S., the Custodian shall notify the record requester that a copy of the record is available but will only be sent to the requester once the custodian receives payment for postage if the copy is transmitted by United States mail, or payment for the cost of delivery if the copy is transmitted other than by United States mail, and payment for any other supplies used in the mailing, delivery, or transmission of the record and for all other costs associated with producing the record. Upon receiving such payment, the custodian shall send the record to the requester as soon as practicable but no more than three business days after receipt of such payment.

3. **Fees for search, retrieval and legal review:**

a. In the case of any request requiring more than one hour of time for search, retrieval, supervision of inspection, copying, manipulation, redaction or legal counsel review to identify and withhold privileged records, the Custodian or the Custodian's designee may charge an hourly fee not to exceed \$33.58 per hour for such time pursuant to § 24-72-205(6)(a), C.R.S. Prior to performing any services necessary to respond to a request, the Custodian or the Custodian's designee shall require the applicant to pay a deposit equal to the reasonably estimated fees that will be charged by the

Custodian for such staff time. Before receiving any records, the applicant shall also pay the amount by which the cost of any open records services exceeds the deposit. The District shall promptly refund the amount by which the deposit exceeds the cost of any open records services.

b. To the extent possible, the Custodian shall utilize administrative or clerical staff for search and retrieval of Public Records who are ordinarily responsible for such duties to ensure that the fees charged for staff time in connection with the request represent costs incurred in the ordinary course of business and not extraordinary charges, but in any case, such charges shall be consistent with § 24-72-205(6), C.R.S.

Remainder of Page Intentionally Left Blank. Signature page follows.

ADOPTED THIS 8th DAY OF DECEMBER, 2021.

CHERRY CREEK SOUTH METROPOLITAN
DISTRICT NOS. 7-11

Officer of Districts

ATTEST:

APPROVED AS TO FORM:

WHITE BEAR ANKELE TANAKA & WALDRON
Attorneys at Law

General Counsel to the Districts

Signature Page to Joint Amended and Restated Public Records Request Policy

EXHIBIT A
OFFICIAL REQUEST FORM

CHERRY CREEK SOUTH METROPOLITAN DISTRICT NOS. 7-11

Request for Inspection/Copy of Public Records

For Internal Use Only

Date of Request: _____

Time of Request: _____ AM/PM

Applicant Name: _____

Applicant Address: _____

City/State: _____ **Zip:** _____

Daytime Phone #:() _____ **Alt./Cell:** () _____

Email: _____

Detailed description of the records requested: (Please use additional sheets if necessary)

Select a preferred format for the materials: Hard Copies _____ Electronic _____ View Hard Copy Only _____

I request the records described and agree to pay all charges incurred in processing this request at or before the time the records are made available. If over \$10, I understand I must provide a deposit to pay for the cost incurred to obtain the records. I understand that the Estimated Charges are estimates only, and that the actual cost may vary. This request will be considered received when this form is complete and received by the Custodian and any required deposit is paid.

Signature: _____ **Date:** _____

Submit Request Form To:
 White Bear Ankele Tanaka & Waldron
 2154 East Commons Avenue, Suite 2000
 Centennial, Colorado 80122

If the records are available pursuant to §§ 24-72-201, *et seq.*, C.R.S., the records shall be made available for viewing within three (3) working days. The date of receipt is not included in calculating the response date. If extenuating circumstances exist so that the Custodian cannot reasonably gather the records within the three (3)-day period, the Custodian may extend the period by up to seven (7) working days. The requestor shall be notified of the extension within the three (3)-day period. Public records shall be viewed at the District's offices during regular business days at prearranged times.

For Internal Use Only	
Estimated Charges	
Number of Pages _____ at \$0.25/page _____	Research & Retrieval _____ Hours at \$33.58 /Hr. <small>See § 24-72-205(6), C.R.S. for hourly fee</small>
Postage/Delivery Costs: \$ _____	Research & Retrieval Total: \$ _____
Deposit Required: \$ _____	Total Estimate Cost: \$ _____
Note: Non-standard and special requests will be billed at cost and charged in addition to any other fees	
Administrative Matters	
Date Request Completed: _____	Amount Prepaid: \$ _____
Approved: _____ Denied: _____	Balance Due Before Release: \$ _____
If Denied, Provide Reason(s): _____	Total Amount Paid: \$ _____

**RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
CHERRY CREEK SOUTH METROPOLITAN DISTRICT NO. 7

DECLARING INACTIVE SPECIAL DISTRICT STATUS**

WHEREAS, the Cherry Creek South Metropolitan District No. 7 (the “**District**”) is a quasi-municipal corporation and political subdivision of the State of Colorado and is a duly organized and existing special district pursuant to §§ 32-1-101, *et seq.*, C.R.S.; and

WHEREAS, pursuant to § 32-1-104(3)(a), C.R.S., the board of directors of an “inactive special district,” as that term is defined in § 32-1-103(9.3), C.R.S., may adopt a resolution that declares and affirms its qualifications for inactive status; and

WHEREAS, the Board of Directors for the District (the “**Board**”) has determined that the District qualifies as an inactive special district; and

WHEREAS, the Board desires to declare and affirm the District’s qualifications for inactive status in this Resolution.

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

1. INACTIVE SPECIAL DISTRICT STATUS. The Board hereby declares and affirmatively states that the District meets the criteria for being an inactive special district as defined in § 32-1-103(9.3), C.R.S. The Board directs legal counsel to file a notice of inactive status with the agencies prescribed in § 32-1-104(3)(a), C.R.S., and, for each year thereafter in which the District qualifies as an inactive special district, to file a notice of continuing inactive status for the District pursuant to § 32-1-104(4), C.R.S.

2. AUTHORITY TO CONDUCT ELECTIONS. The Secretary of the District (the “**Authorized Officer**”) shall be authorized and is hereby directed by the Board to cause such actions to be taken as may be necessary, including but not limited to, the adoption of a resolution to conduct regular or special elections of the District (collectively, the “**Election**”) during the period of inactive status and to seek funding for such activities from the developer or owner(s) of property within the District’s boundaries, if necessary. The Board further hereby deems that the following shall apply to the Election:

2.1 The Election shall be conducted pursuant to §§ 32-1-101, *et seq.*, C.R.S. (the “**Special District Act**”); §§ 1-13.5-101, *et seq.*, C.R.S. (the “**Colorado Local Government Election Code**”); and §§ 1-1-101 through 1-13-101, *et seq.*, C.R.S. (the “**Uniform Election**”)

Code of 1992”), including any amendments thereto, and shall also comply with Article X, § 20 of the Colorado Constitution (“**TABOR**”), as necessary.

2.2 The Election shall be conducted as an independent mail ballot election unless otherwise deemed necessary and expressed in a separate election resolution adopted by the Board.

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

2.4 In the event the DEO is not available, the Authorized Officer shall be authorized to appoint a new DEO, who shall thereafter have all of the authority granted to the DEO by this Resolution, the Colorado Local Government Election Code and the Uniform Election Code of 1992.

3. COMPLIANCE MATTERS. The Board hereby directs legal counsel for the District to undertake to all action required of inactive special districts in accordance with law.

4. FULL FORCE AND EFFECT. This Resolution shall remain in full force and effect until repealed or superseded, in whole or part, by subsequent official action of the Board, including, but not limited to, a return to active status pursuant to § 32-1-104(3)(b), C.R.S.

[Signature page follows]

RESOLVED, APPROVED AND ADOPTED THIS 8th DAY OF DECEMBER, 2021

**CHERRY CREEK SOUTH METROPOLITAN
DISTRICT NO. 7**

Officer of the District

ATTEST:

APPROVED AS TO FORM:

WHITE BEAR ANKELE TANAKA & WALDRON
Attorneys at Law

General Counsel to the District

[Signature Page to Resolution Declaring Inactive District Status]

**RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
CHERRY CREEK SOUTH METROPOLITAN DISTRICT NO. 8

DECLARING INACTIVE SPECIAL DISTRICT STATUS**

WHEREAS, the Cherry Creek South Metropolitan District No. 8 (the “**District**”) is a quasi-municipal corporation and political subdivision of the State of Colorado and is a duly organized and existing special district pursuant to §§ 32-1-101, *et seq.*, C.R.S.; and

WHEREAS, pursuant to § 32-1-104(3)(a), C.R.S., the board of directors of an “inactive special district,” as that term is defined in § 32-1-103(9.3), C.R.S., may adopt a resolution that declares and affirms its qualifications for inactive status; and

WHEREAS, the Board of Directors for the District (the “**Board**”) has determined that the District qualifies as an inactive special district; and

WHEREAS, the Board desires to declare and affirm the District’s qualifications for inactive status in this Resolution.

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

1. INACTIVE SPECIAL DISTRICT STATUS. The Board hereby declares and affirmatively states that the District meets the criteria for being an inactive special district as defined in § 32-1-103(9.3), C.R.S. The Board directs legal counsel to file a notice of inactive status with the agencies prescribed in § 32-1-104(3)(a), C.R.S., and, for each year thereafter in which the District qualifies as an inactive special district, to file a notice of continuing inactive status for the District pursuant to § 32-1-104(4), C.R.S.

2. AUTHORITY TO CONDUCT ELECTIONS. The Secretary of the District (the “**Authorized Officer**”) shall be authorized and is hereby directed by the Board to cause such actions to be taken as may be necessary, including but not limited to, the adoption of a resolution to conduct regular or special elections of the District (collectively, the “**Election**”) during the period of inactive status and to seek funding for such activities from the developer or owner(s) of property within the District’s boundaries, if necessary. The Board further hereby deems that the following shall apply to the Election:

2.1 The Election shall be conducted pursuant to §§ 32-1-101, *et seq.*, C.R.S. (the “**Special District Act**”); §§ 1-13.5-101, *et seq.*, C.R.S. (the “**Colorado Local Government Election Code**”); and §§ 1-1-101 through 1-13-101, *et seq.*, C.R.S. (the “**Uniform Election**”)

Code of 1992”), including any amendments thereto, and shall also comply with Article X, § 20 of the Colorado Constitution (“**TABOR**”), as necessary.

2.2 The Election shall be conducted as an independent mail ballot election unless otherwise deemed necessary and expressed in a separate election resolution adopted by the Board.

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

2.4 In the event the DEO is not available, the Authorized Officer shall be authorized to appoint a new DEO, who shall thereafter have all of the authority granted to the DEO by this Resolution, the Colorado Local Government Election Code and the Uniform Election Code of 1992.

3. COMPLIANCE MATTERS. The Board hereby directs legal counsel for the District to undertake to all action required of inactive special districts in accordance with law.

4. FULL FORCE AND EFFECT. This Resolution shall remain in full force and effect until repealed or superseded, in whole or part, by subsequent official action of the Board, including, but not limited to, a return to active status pursuant to § 32-1-104(3)(b), C.R.S.

[Signature page follows]

RESOLVED, APPROVED AND ADOPTED THIS 8th DAY OF DECEMBER, 2021

**CHERRY CREEK SOUTH METROPOLITAN
DISTRICT NO. 8**

Officer of the District

ATTEST:

APPROVED AS TO FORM:

WHITE BEAR ANKELE TANAKA & WALDRON
Attorneys at Law

General Counsel to the District

[Signature Page to Resolution Declaring Inactive District Status]

**RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
CHERRY CREEK SOUTH METROPOLITAN DISTRICT NO. 9

DECLARING INACTIVE SPECIAL DISTRICT STATUS**

WHEREAS, the Cherry Creek South Metropolitan District No. 9 (the “**District**”) is a quasi-municipal corporation and political subdivision of the State of Colorado and is a duly organized and existing special district pursuant to §§ 32-1-101, *et seq.*, C.R.S.; and

WHEREAS, pursuant to § 32-1-104(3)(a), C.R.S., the board of directors of an “inactive special district,” as that term is defined in § 32-1-103(9.3), C.R.S., may adopt a resolution that declares and affirms its qualifications for inactive status; and

WHEREAS, the Board of Directors for the District (the “**Board**”) has determined that the District qualifies as an inactive special district; and

WHEREAS, the Board desires to declare and affirm the District’s qualifications for inactive status in this Resolution.

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

1. INACTIVE SPECIAL DISTRICT STATUS. The Board hereby declares and affirmatively states that the District meets the criteria for being an inactive special district as defined in § 32-1-103(9.3), C.R.S. The Board directs legal counsel to file a notice of inactive status with the agencies prescribed in § 32-1-104(3)(a), C.R.S., and, for each year thereafter in which the District qualifies as an inactive special district, to file a notice of continuing inactive status for the District pursuant to § 32-1-104(4), C.R.S.

2. AUTHORITY TO CONDUCT ELECTIONS. The Secretary of the District (the “**Authorized Officer**”) shall be authorized and is hereby directed by the Board to cause such actions to be taken as may be necessary, including but not limited to, the adoption of a resolution to conduct regular or special elections of the District (collectively, the “**Election**”) during the period of inactive status and to seek funding for such activities from the developer or owner(s) of property within the District’s boundaries, if necessary. The Board further hereby deems that the following shall apply to the Election:

2.1 The Election shall be conducted pursuant to §§ 32-1-101, *et seq.*, C.R.S. (the “**Special District Act**”); §§ 1-13.5-101, *et seq.*, C.R.S. (the “**Colorado Local Government Election Code**”); and §§ 1-1-101 through 1-13-101, *et seq.*, C.R.S. (the “**Uniform Election**”)

Code of 1992”), including any amendments thereto, and shall also comply with Article X, § 20 of the Colorado Constitution (“**TABOR**”), as necessary.

2.2 The Election shall be conducted as an independent mail ballot election unless otherwise deemed necessary and expressed in a separate election resolution adopted by the Board.

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

2.4 In the event the DEO is not available, the Authorized Officer shall be authorized to appoint a new DEO, who shall thereafter have all of the authority granted to the DEO by this Resolution, the Colorado Local Government Election Code and the Uniform Election Code of 1992.

3. COMPLIANCE MATTERS. The Board hereby directs legal counsel for the District to undertake to all action required of inactive special districts in accordance with law.

4. FULL FORCE AND EFFECT. This Resolution shall remain in full force and effect until repealed or superseded, in whole or part, by subsequent official action of the Board, including, but not limited to, a return to active status pursuant to § 32-1-104(3)(b), C.R.S.

[Signature page follows]

RESOLVED, APPROVED AND ADOPTED THIS 8th DAY OF DECEMBER, 2021

**CHERRY CREEK SOUTH METROPOLITAN
DISTRICT NO. 9**

Officer of the District

ATTEST:

APPROVED AS TO FORM:

WHITE BEAR ANKELE TANAKA & WALDRON
Attorneys at Law

General Counsel to the District

[Signature Page to Resolution Declaring Inactive District Status]

**RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
CHERRY CREEK SOUTH METROPOLITAN DISTRICT NO. 10

DECLARING INACTIVE SPECIAL DISTRICT STATUS**

WHEREAS, the Cherry Creek South Metropolitan District No. 10 (the “**District**”) is a quasi-municipal corporation and political subdivision of the State of Colorado and is a duly organized and existing special district pursuant to §§ 32-1-101, *et seq.*, C.R.S.; and

WHEREAS, pursuant to § 32-1-104(3)(a), C.R.S., the board of directors of an “inactive special district,” as that term is defined in § 32-1-103(9.3), C.R.S., may adopt a resolution that declares and affirms its qualifications for inactive status; and

WHEREAS, the Board of Directors for the District (the “**Board**”) has determined that the District qualifies as an inactive special district; and

WHEREAS, the Board desires to declare and affirm the District’s qualifications for inactive status in this Resolution.

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

1. INACTIVE SPECIAL DISTRICT STATUS. The Board hereby declares and affirmatively states that the District meets the criteria for being an inactive special district as defined in § 32-1-103(9.3), C.R.S. The Board directs legal counsel to file a notice of inactive status with the agencies prescribed in § 32-1-104(3)(a), C.R.S., and, for each year thereafter in which the District qualifies as an inactive special district, to file a notice of continuing inactive status for the District pursuant to § 32-1-104(4), C.R.S.

2. AUTHORITY TO CONDUCT ELECTIONS. The Secretary of the District (the “**Authorized Officer**”) shall be authorized and is hereby directed by the Board to cause such actions to be taken as may be necessary, including but not limited to, the adoption of a resolution to conduct regular or special elections of the District (collectively, the “**Election**”) during the period of inactive status and to seek funding for such activities from the developer or owner(s) of property within the District’s boundaries, if necessary. The Board further hereby deems that the following shall apply to the Election:

2.1 The Election shall be conducted pursuant to §§ 32-1-101, *et seq.*, C.R.S. (the “**Special District Act**”); §§ 1-13.5-101, *et seq.*, C.R.S. (the “**Colorado Local Government Election Code**”); and §§ 1-1-101 through 1-13-101, *et seq.*, C.R.S. (the “**Uniform Election**”)

Code of 1992”), including any amendments thereto, and shall also comply with Article X, § 20 of the Colorado Constitution (“**TABOR**”), as necessary.

2.2 The Election shall be conducted as an independent mail ballot election unless otherwise deemed necessary and expressed in a separate election resolution adopted by the Board.

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

2.4 In the event the DEO is not available, the Authorized Officer shall be authorized to appoint a new DEO, who shall thereafter have all of the authority granted to the DEO by this Resolution, the Colorado Local Government Election Code and the Uniform Election Code of 1992.

3. COMPLIANCE MATTERS. The Board hereby directs legal counsel for the District to undertake to all action required of inactive special districts in accordance with law.

4. FULL FORCE AND EFFECT. This Resolution shall remain in full force and effect until repealed or superseded, in whole or part, by subsequent official action of the Board, including, but not limited to, a return to active status pursuant to § 32-1-104(3)(b), C.R.S.

[Signature page follows]

RESOLVED, APPROVED AND ADOPTED THIS 8th DAY OF DECEMBER, 2021

**CHERRY CREEK SOUTH METROPOLITAN
DISTRICT NO. 10**

Officer of the District

ATTEST:

APPROVED AS TO FORM:

WHITE BEAR ANKELE TANAKA & WALDRON
Attorneys at Law

General Counsel to the District

[Signature Page to Resolution Declaring Inactive District Status]