

**LAKOTA POINTE METROPOLITAN DISTRICT
2023 ANNUAL ADMINISTRATIVE MATTERS RESOLUTION**

WHEREAS, the Lakota Pointe Metropolitan District's (the "District") Board of Directors (the "Board") is required to perform certain administrative obligations during each calendar year to comply with certain statutory requirements, as further described below, and to assure the efficient operations of the District; and

WHEREAS, the Board desires to set forth such obligations herein and to designate, where applicable, the appropriate person or person(s) to perform such obligations on behalf of the District; and

WHEREAS, the Board further desires to acknowledge and ratify herein certain actions and outstanding obligations of the District.

NOW, THEREFORE, THE BOARD OF DIRECTORS OF LAKOTA POINTE METROPOLITAN DISTRICT HEREBY RESOLVES AS FOLLOWS:

1. The Board directs legal counsel to prepare and file either an accurate map, as specified by the Colorado Division of Local Government (the "Division"), or a notice that the District's boundaries have not changed since the filing of the last District map, with the Division, the Grand County Clerk and Recorder and Grand County Assessor on or before January 1, 2023, as required by Section 32-1-306, C.R.S.

2. Pursuant to Section 24-32-116(3)(b), C.R.S, the Board directs legal counsel to update the Division with any of the following information previously provided to the Division, in the event such information changes: (i) the official name of the District; (ii) the principal address and mailing address of the District; (iii) the name of the District's agent; and (iv) the mailing address of the District's agent.

3. The Board directs legal counsel to prepare, no more than sixty (60) days prior to and not later than January 15, 2023, the District's annual transparency notice containing the information set forth in Section 32-1-809(1), C.R.S., and to provide such notice to the eligible electors of the District in one of the manners set forth in Section 32-1-809(2), C.R.S. In addition, legal counsel is directed to file a copy of the notice with the Grand County Board of County Commissioners, the Grand County Assessor, the Grand County Treasurer, the Grand County Clerk and Recorder's Office, the Winter Park Town Council, and the Division as set forth in Section 32-1-104(2), C.R.S. A copy of the notice shall be made available for public inspection at the principal business office of the District.

4. The Board directs the District's accountant to submit a proposed 2024 budget for the District to the Board by October 15, 2023, to schedule a public hearing on the proposed budget, prepare a final budget, and budget resolution, including certification of mill levies and amendments to the budget if necessary; to certify the mill levy to Grand County on or before December 15, 2023; and to file the approved budget and amendments thereto with the proper governmental

entities in accordance with the Local Government Budget Law of Colorado, Sections 29-1-101 to 29-1-115, C.R.S.

5. In the event additional real property is included into the boundaries of the District in the future, the District authorizes legal counsel to record the special district public disclosure document and a map of the new boundaries of the District concurrently with the recording of the order for inclusion in the Grand County Clerk and Recorder's office in accordance with Section 32-1-104.8(2), C.R.S.

6. The Board directs legal counsel to notify the Winter Park Town Council of any alteration or revision of the proposed schedule of debt issuance set forth in the financial plan attached to the District's Service Plan, as required by Section 32-1-202(2)(b), C.R.S.

7. For any nonrated public securities issued by the District, the Board directs the District accountant to prepare and file with the Division on or before March 1, 2023, an annual information report with respect to any of the District's nonrated public securities which are outstanding as of the end of the District's fiscal year in accordance with Section 11-58-105, C.R.S.

8. The Board hereby authorizes the District's accountant to prepare and file an Audit Exemption and Resolution for approval of Audit Exemption with the Colorado State Auditor by March 31, 2023, as required by Section 29-1-604, C.R.S.; or, if required by Section 29-1-603, C.R.S., the Board authorizes that an audit of the financial statements be prepared and submitted to the Board before June 30, 2023 and filed with the State Auditor by July 31, 2023. In addition, if the District has authorized but unissued general obligation debt as of the end of the fiscal year, the District's accountant shall cause to be submitted to the Board of County Commissioners or the governing body of the municipality that adopted a resolution of approval of the District, the District's audit report or a copy of its application for exemption from audit in accordance with Section 29-1-606(7), C.R.S.

9. The Board directs its staff to prepare the Unclaimed Property Act report and forward the report to the Colorado State Treasurer by November 1, 2023 if there is property presumed abandoned and subject to custody as unclaimed property, in accordance with Sections 38-13-401 *et seq.*, C.R.S.

10. The Board directs legal counsel to oversee the preparation of any continuing annual disclosure report required to be filed pursuant to a continuing disclosure agreement, in accordance with the Securities Exchange Commission Rule 15c2-12 and pursuant to any authorizing resolution, indenture, pledge agreement, loan document, and/or any other document related to the issuance of any general or special obligation bonds, revenue bonds, loans from financial institutions or other multiple fiscal year obligations by the District and any refundings thereof.

11. The Board designates the Secretary of the District as the official custodian of "public records," as such term is used in Section 24-72-202(2), C.R.S. Public records may also be maintained at the office of Icenogle Seaver Pogue, P.C.

12. The Board directs legal counsel to advise it on the requirements of the Fair Campaign Practices Act Section 1-45-101 *et seq.*, C.R.S., when applicable.

13. The Board directs that all legal notices shall be published in accordance with Section 32-1-103(15), C.R.S., in a paper of general circulation within the boundaries of the District, or in the vicinity of the District if none is circulated within the District including, but not limited to, *The Middle Park Times*.

14. The Board determines that directors shall receive compensation for services as directors in the amount of \$100 per meeting in accordance with Section 32-1-902(3)(a), C.R.S.

15. The Board hereby determines that each member of the Board shall execute an Affidavit of Qualification of Director at such time the member is either elected or appointed to the Board. Such forms shall be retained in the District's files. Section 32-1-103(5), C.R.S. sets forth the qualifications required. Pursuant to Section 32-1-901, C.R.S., the Board directs legal counsel to prepare, administer and file an oath of office and a certificate of appointment, if applicable, and procure a surety bond for each Director, and to file copies of each with the Clerk of the Court and with the Division. Pursuant to Section 24-12-101(3), C.R.S., the Board directs legal counsel to further file copies of each with the Grand County Clerk and Recorder.

16. The Board extends the current indemnification resolution, adopted by the Board on January 25, 2022, to allow the resolution to continue in effect as written.

17. Pursuant to Section 32-1-1101.5, C.R.S., the Board directs legal counsel to certify the results of special district ballot issue elections to incur general obligation indebtedness by certified mail to the Winter Park Town Council and to file a copy of the certification with the Colorado Division of Securities within forty-five (45) days after the election. Furthermore, whenever the District authorizes or incurs a general obligation debt, the Board authorizes legal counsel to record notice of such action and a description of such debt, in a form prescribed by the Division, in the Grand County Clerk and Recorder's office within thirty (30) days after authorizing or incurring the debt in accordance with Section 32-1-1604, C.R.S. Furthermore, whenever the District incurs general obligation debt, the Board directs legal counsel to submit a copy of the recorded notice to the Winter Park Town Council within thirty (30) days after incurring the debt in accordance with Section 32-1-1101.5(1), C.R.S.

18. The Board directs legal counsel to prepare and file an application for a quinquennial finding of reasonable diligence with the Winter Park Town Council, if requested, in accordance with Section 32-1-1101.5(1.5) & (2), C.R.S.

19. The Board directs legal counsel to prepare and file the special district annual report in accordance with the District's Service Plan and Section 32-1-207(3)(c), C.R.S.

20. The Board has determined that legal counsel will file conflicts of interest disclosures provided by board members with the Colorado Secretary of State seventy-two (72) hours prior to each meeting of the Board, in accordance with Sections 32-1-902(3)(b) and 18-8-308, C.R.S. Annually, legal counsel shall request that each Board member submit updated

information regarding actual or potential conflicts of interest. Additionally, at the beginning of every term, legal counsel shall request that each Board member submit information regarding actual or potential conflicts of interest.

21. The District is currently a member of the Special District Association (“SDA”) and insured through the Colorado Special Districts Property and Liability Pool. The Board directs the District Manager to pay the annual SDA membership dues and insurance premiums in a timely manner. The Board and District staff will biannually review all insurance policies and coverage in effect to determine appropriate insurance coverage is maintained.

22. The Board members have reviewed the minutes from the January 25, 2022 meeting of the Board, which minutes are attached hereto as Exhibit A. The Board, being fully advised of the premises, hereby ratifies and affirms each and every action of the Board taken at said meeting. The Board also designates legal counsel or its designee as the Recording Secretary for all meetings.

23. The Board directs District management to establish, maintain and update an official website of the District in compliance with Section 32-1-104.5(3)(a), C.R.S.

24. Pursuant to Section 24-6-402(2)(d.5)(II)(E), C.R.S., the Board hereby declares that all electronic recordings of executive sessions shall be retained for purposes of the Colorado Open Meetings Law for ninety (90) days after the date of the executive session. The Board further directs the custodian of the electronic recordings of the executive session to systematically delete all such recordings made for purposes of the Colorado Open Meetings Law at its earliest convenience after the ninetieth (90th) day after the date of the executive session.

25. The District hereby acknowledges, agrees and declares that the District’s policy for the deposit of public funds shall be made in accordance with the Public Deposit Protection Act (Sections 11-10.5-101 *et seq.*, C.R.S.). As provided therein, the District’s official custodian may deposit public funds in any bank which has been designated by the Colorado Banking Board as an eligible public depository. For purposes of this paragraph, “official custodian” means a designee with plenary authority including control over public funds of a public unit which the official custodian is appointed to serve. The District hereby designates the District’s accountant as its official custodian over public deposits.

26. The Board hereby authorizes the District’s Manager to execute, on behalf of the District, any and all easement agreements pursuant to which the District is accepting or acquiring easements in favor of the District.

27. To the extent the District adopted a Declaration of Local Emergency Resolution, such resolution is hereby terminated.

(Signatures Begin on Next Page)

ADOPTED AND APPROVED THIS 12th DAY OF DECEMBER 2022.

LAKOTA POINTE METROPOLITAN DISTRICT

DocuSigned by:
By: Jeff March
As: President

EXHIBIT A

**Minutes from the
January 25, 2022
Meetings of the Board**

RECORD OF PROCEEDINGS

MINUTES OF THE COORDINATED ORGANIZATIONAL MEETING OF LAKOTA POINTE METROPOLITAN DISTRICT

HELD
January 25, 2022

The Boards of Directors of Lakota Pointe Metropolitan District held a coordinated organizational meeting, open to the public, at 1:00 p.m., Tuesday, January 25, 2022. Notice of the meeting was posted in one public place within the boundaries of the District. **Due to the threat to health and safety posed by the COVID-19 pandemic, the meeting was held via Zoom.**

ATTENDANCE

Directors in Attendance via Teleconference:

Jeff Marck, President
Daniel Bragassa, Secretary
Nate Chapman, Treasurer

Also in Attendance via Teleconference:

Alan Pogue; Icenogle Seaver Pogue, P.C.
Bret Moore; Lakota Land Group, Ltd.
Keith Riesberg; Town of Winter Park

CALL MEETING TO ORDER

The meeting was called to order at 1:06 p.m. by Mr. Pogue, noting that a quorum was present. The Directors in attendance confirmed their qualifications to serve.

QUALIFICATION OF BOARD MEMBERS/ OATHS OF OFFICE AND BONDS/ CONFLICT OF INTEREST DISCLOSURE

Mr. Pogue discussed the process of qualifying Board members, affirmed that Oaths of Office had been administered and filed per Colorado law, and confirmed that Performance Bonds had been obtained for the Directors and Treasurer of each District, as required by law, and filed with the District Court and Division of Local Government.

Mr. Pogue further discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board of Directors to the Secretary of State. The members of the Boards were requested to disclose any potential conflicts of interest regarding any matters scheduled for discussion at this meeting and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with statute. It was noted by Mr. Pogue that disclosures of potential conflicts of interest were filed with the Secretary of State for all Directors.

RECORD OF PROCEEDINGS

APPROVAL OF
AGENDA/CONFIRM
MEETING
LOCATION/POSTING
OF NOTICES

The Board reviewed the agenda. Upon motion by Director Bragassa and seconded by Director Chapman, the Board unanimously approved the agenda as presented. Mr. Pogue noted that the meeting was being conducted via Zoom as indicated on the agenda and confirmed that notice providing the time, date and video link information was duly posted in advance of the meeting.

FILING OF OATHS OF
OFFICE AND
ORGANIZATIONAL
DOCUMENTS

Mr. Pogue affirmed that Oaths of Office and all documents pertaining to the organization of the District had been filed in accordance with Colorado law.

PUBLIC COMMENT ON
MATTERS NOT ON THE
AGENDA

Mr. Pogue opened the meeting for public comment and, noting that no members of the public were present, closed the public comment period.

APPOINTMENT OF
OFFICERS

Mr. Pogue discussed with the Board Members the duties of the Officers for the Districts, including the offices of President, Secretary and Treasurer. Upon motion duly made by Director Bragassa and seconded by Director Chapman, the Board unanimously selected and approved the Officers of the District as follows:

President & Chairman: Jeff Marck
Treasurer: Nate Chapman
Secretary: Daniel Bragassa

INDEMNIFICATION
RESOLUTION

Mr. Pogue reviewed the Resolution Providing for the Defense and Indemnification of Directors and Employees of the District. Upon motion duly made by Director Bragassa and seconded by Director Chapman, the Board unanimously approved the Resolution Providing for the Defense and Indemnification of Directors and Employees of the District.

DIRECTOR FEES

Mr. Pogue reviewed and discussed payment of Director's fees. Upon motion duly made by Director Bragassa and seconded by Director Chapman, the Board unanimously approved payment of Director's Fees.

ORGANIZATIONAL
MATTERS
RESOLUTION

Mr. Pogue reviewed the Organizational Matters Resolution with the Board. Upon motion duly made by Director Bragassa and seconded by Director Chapman, the Board unanimously approved the Organizational Matters Resolution.

RECORD OF PROCEEDINGS

MEETING RESOLUTION

Mr. Pogue reviewed the Resolution Establishing Regular Meeting Dates, Times and Locations, and Designating Locations for Posting of 24-Hour Notices. Upon motion duly made by Director Bragassa and seconded by Director Chapman, the Board unanimously approved the Resolution, noting that regular Board meetings will be held virtually and will be scheduled on the fourth Tuesday of January and October at 1:00 p.m.

ENGAGEMENT OF CONSULTANTS

The Board considered the engagement District Legal Counsel. Upon motion duly made by Director Bragassa, seconded by Director Chapman, the Board unanimously approved engagement of District Legal Counsel: Icenogle Seaver Pogue, P.C. The Board tabled the engagement of a District Manager and Accountant at this time.

INSURANCE COVERAGE

Mr. Pogue discussed the insurance requirements with the Board to obtain insurance coverage through the Colorado Special Districts Property and Liability Pool and join the Special District Association. Upon motion duly made by Director Bragassa and seconded by Director Chapman, the Board unanimously approved insurance coverage for Public Official's Liability, General Liability, Directors and Officers Liability, including Workers' Compensation, and membership to the Colorado Special District Association.

GOVERNMENTAL IMMUNITY MEMO

Mr. Pogue reviewed with the Board the Governmental Immunity Memorandum.

RATIFICATION OF PAST ACTIONS

Following review and discussion and upon motion duly made by Director Bragassa and seconded by Director Chapman, the Board unanimously ratified past actions.

WEBSITE ESTABLISHMENT

The Board gave direction to list the District on the Icenogle Seaver Pogue, P.C. website for public viewing.

FINANCIAL ITEMS

Mr. Pogue discussed with the Board the need to establish (1) Form SS-4 Application for Employer Identification Number; (2) Application for Sales Tax Exemption for Colorado Organizations; and (3) Application by Official Custodian for Assignment of PDPA Number for Public Funds Deposited in Banks. Following discussion, upon motion duly made by Director Bragassa and seconded by Director Chapman and unanimously approved the applications for (1) Form SS-4 Application for Employer Identification Number; (2) Application for Sales Tax Exemption for Colorado Organizations; and (3) Application by Official Custodian for Assignment of PDPA Number for Public Funds Deposited

RECORD OF PROCEEDINGS

in Banks for the District and directed legal counsel to cause these to be done immediately.

2021 PROPOSED BUDGET HEARING

Director Marck opened the District's 2021 Budget Hearing to the public. Mr. Pogue reported that notice of the budget hearing had been duly posted in accordance with state budget law. There being no public input, the public hearing portion of the budget hearing was closed. The Board reviewed the 2021 budget for the District:

General Fund Expenditures \$0
Capital Fund Expenditures \$0
Mill levy is 0 mills

Upon discussion, a motion was duly made by Director Bragassa and seconded by Director Chapman, and upon unanimous vote the Board approved the Resolution to Adopt the 2021 Budget.

2022 PROPOSED BUDGET HEARING

Director Marck opened the District's 2022 Budget Hearing to the public. Mr. Pogue reported that notice of the budget hearing had been duly posted in accordance with state budget law. There being no public input, the public hearing portion of the budget hearing was closed. The Board reviewed the 2022 budget for the District:

General Fund Expenditures \$50,000
Capital Fund Expenditures \$0
Mill levy is 0 mills

Upon discussion, a motion was duly made by Director Bragassa and seconded by Director Chapman, and upon unanimous vote the Board approved the Resolution to Adopt the 2022 Budget.

DISTRICT CHECKING ACCOUNT

The Boards determined not to establish a checking account at this time.

LEGAL ITEMS:

RESOLUTION APPROVING PUBLIC RECORDS POLICY

Mr. Pogue reviewed the Resolution Regarding a Public Records Policy Regarding the Inspection, Retention and Disposal of Public Records, Appointing an Official Custodian, and Adopting Policies and Fees Schedule for the Handling of Records Requests Under the Colorado Open Records Act. Upon motion duly made by Director Bragassa, seconded by Director Chapman, the Board unanimously approved the Resolution Regarding a Public Records Policy Regarding the Inspection,

RECORD OF PROCEEDINGS

Retention and Disposal of Public Records, Appointing an Official Custodian, and Adopting Policies and Fees Schedule for the Handling of Records Requests Under the Colorado Open Records Act.

RESOLUTION
APPROVING DATA
PROTECTION POLICY

Mr. Pogue presented the Resolution Adopting Procedures for Protecting and Destroying Customer Information Maintained by the District. Upon motion duly made by Director Bragassa, seconded by Director Chapman, the Board unanimously approved the Resolution Approving a Data Protection Policy.

RESOLUTION
ESTABLISHING
DISTRICT
INVESTMENT POLICY

Mr. Pogue reviewed the Resolution Establishing a District Investment Policy for the District. Upon motion duly made by Director Bragassa, seconded by Director Chapman, the Board unanimously approved the Resolution Establishing a District Investment Policy.

2022 ELECTION
RESOLUTION

Mr. Pogue reviewed the 2022 Regular Special District Election Resolution with the Board. Upon motion duly made by Director Bragassa, seconded by Director Chapman, the Board unanimously approved the 2022 Regular Special District Election Resolution.

INTERGOVERNMENTAL
AGREEMENT WITH
TOWN OF WINTER
PARK

Intergovernmental Agreement among the Town of Winter Park, Colorado and Lakota Pointe Metropolitan District: Mr. Pogue reviewed the agreement with the Board. Upon motion duly made by Director Bragassa, seconded by Director Chapman, the Board unanimously approved the Intergovernmental Agreement with the Town of Winter Park and Lakota Pointe Metropolitan District.

ADDITIONAL ITEMS
FROM LEGAL
COUNSEL

Improvement Acquisition, Advance and Reimbursement Agreement Lakota Land Group, LTD for Funding Capital Improvements and the issuance of a Subordinate Note evidencing District's Reimbursement Obligation: Mr. Pogue reviewed the agreement with the Board. Upon motion duly made by Director Bragassa and seconded by Director Chapman, the Board unanimously approved the Improvement Acquisition, Advance and Reimbursement Agreement.

2022 Funding and Reimbursement Agreement with Lakota Land Group, LTD for Funding Operations and Maintenance Expenses and the issuance of a Subordinate Promissory Note evidencing District's Reimbursement Obligation: Mr. Pogue reviewed the agreement with the Board. Upon motion duly made by Director Bragassa and seconded by Director Chapman, the Board unanimously approved the 2022 Funding and Reimbursement Agreement.

RECORD OF PROCEEDINGS

CAPITAL
INFRASTRUCTURE

No items to discuss.

ADJOURNMENT

There being no further business to come before the Boards and upon motion and second, the meeting was adjourned at 2:31 p.m.

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

Respectfully Submitted,



Alan D. Pogue, Secretary for the Meeting