JOINT RESOLUTION OF THE BOARDS OF DIRECTORS OF THE WARD TOD METROPOLITAN DISTRICT NOS. 1-3 CONCERNING ANNUAL ADMINISTRATIVE MATTERS 2014

WHEREAS, the Boards of Directors of the Ward TOD Metropolitan District Nos. 1-3 (the "District") is to perform certain tasks on a recurring basis in the operation of the District;

NOW, THEREFORE, BE IT RESOLVED by the Ward TOD Metropolitan District Nos. 1-3 within Jefferson County, Colorado, as follows:

1. Contact Person. The Board directs Legal Counsel to notify the Board of County Commissioners, the County Assessor, the County Treasurer, the County Clerk and Recorder, the governing body of the municipality in which the District is located, if applicable, and the Division of Local Government of the name of the Chairman of the Board, the contact person located within the District, if available, telephone number and business address of the District on or before January 15, as required by Section 32-1-104(2), C.R.S. The Board hereby names Russell W. Dykstra as the contact person within the District. The contact person is authorized, under C.R.S. 24-10-109(3)(b) to accept notices of claims against the District and, if any such claim is received must promptly notify the President of the Board and the attorney for the District of such receipt.

2. Map. The Board directs Legal Counsel to prepare an accurate map as specified by the Division of Local Government for filing with the Division, the County Assessor, and the County Clerk and Recorder on or before January 1, as required by Section 32-1-306, C.R.S.

3. Budget. The Board directs its Accountant and Legal Counsel to submit a proposed budget to the Board by October 15, to schedule a public hearing on the proposed budget, prepare a final budget, and budget resolution, including certification of mill levies; amendment(s) to the budget if necessary; to certify the mill levies on or before December 15; and to file the approved budget and amendment(s) 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.

4. Intergovernmental Agreements. If the District receives a written request from the Division of Local Government, the Board directs Legal Counsel to prepare and file within thirty days of such request, an informational listing of all contracts in effect with other political subdivisions, in compliance with Section 29-1-205, C.R.S.

5. Notice to Electors (Transparency Notice). The Board directs that no more than sixty days prior to and not later than January 15, Legal Counsel will prepare and distribute the Notice to Electors pursuant to and in a matter prescribed by Section 32-1-809, C.R.S. The Board further directs that the Notice will be filed with the Division of Local Government and the County Clerk and Recorder and a copy made available for public inspection at the District's business office.

6. Annual Securities Report. If required, the Board directs the District's Legal Counsel to prepare and file the annual public securities report for nonrated public securities issued by the District (if any), with the Department of Local Affairs on or before March 1, in accordance with Section 11-58-101 to 11-58-107, C.R.S.

7. Audit/Audit Exemption. The Board directs that an audit of the financial statements be prepared and submitted to the Board before June 30 and further directs that the Audit be filed with the State Auditor by July 31, as required by Section 29-1-603, C.R.S. In the event that the timetable will not be met, the auditor and Legal Counsel are directed to request extensions of time to file the audit as needed. If neither the revenues nor the expenditures for the past year exceed $500,000 than the Board directs that an application for exemption from audit be prepared and submitted to the Board and then filed with the State Auditor by March 31, as required by Section 29-1-604, C.R.S.

8. Unclaimed Property. The Board directs Legal Counsel to prepare the Unclaimed Property Act report and forward to the State Treasurer by November 1 if there is property presumed abandoned and subject to custody as unclaimed property, in accordance with Section 38-13-110, C.R.S.

9. Public Records. The Board designates Spencer Fane as Legal Counsel as the official custodian of public records as such term is used in Section 24-72-202, C.R.S. The custodian is authorized to develop such procedures as may be reasonably required for the protection of such records. On behalf of the District, the custodian may charge the maximum fees allowed by law for copies, research and retrieval, development of privilege log, and such other services as are authorized by law.

10. Fair Campaign Practices Act – Gifts and Honoraria. The Board is reminded that in accordance with the Fair Campaign Practices Act, each Board member is required to report to and in a manner prescribed by the Secretary of State certain items received in connection with their service, such report to be filed on or before January 15 of the year following receipt of the items, as required by Sections 1-45-109 and 24-6-203, C.R.S. Further, the Board is reminded that in accordance with C.R.S. Section 24-6-203, if a Board member receives annual compensation from the District of not less than $1,600, then the Board member is required to file a quarterly report in the prescribed manner with the Secretary of State and that no report needs to be filed unless a director receives $25 or more in cash or loans, or real or personal property having a value of $50 or more.

11. Newspaper. The Board designates the Wheat Ridge 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 the afore named newspaper, in accordance with Section 32-1-103(15), C.R.S. If publication in such newspaper is impossible or impracticable, then any legal newspaper published in the county may be used as an alternative.

12. Director Compensation. The Board of Directors of the District determines that each director shall not receive compensation for services as directors.

13. Director Qualification. Pursuant to Section 32-1-901 C.R.S., the District determines that each present and future member of the Board shall have in the District files, with annual confirmation thereof by the District's custodian of public records, a complete and executed Certificate of Appointment (if Board member is appointed), current Oath of Office and applicable Surety Bond, and that copies of each be submitted to the Division of Local Government and the District Court as necessary and as may be requested.

14. Officers. The District has elected, in accordance with Section 32-1-902, C.R.S., the following officers for the District:

President:	Brian C. Mott
Secretary:	Jeffrey B. Dean
Treasurer:	Karen A. Mott
Assistant Secretary:	Karen A. Mott

Unless the District acts to elect new officers, or an officer resigns his office, such officers shall serve indefinitely.

15. Director Indemnification. The Board of Directors of the District extends the current indemnification resolution to allow the resolution to continue in effect as written. In the event an indemnification resolution is not in effect then the approval of this administrative matters resolution shall be deemed to authorize indemnification of the Directors of the District when acting in good faith within the scope of their duties and in the best interests of the District, to the fullest extent allowed by law.

16. Designated Posting Location. The Board of Directors of the District designates the following location as the designated posting place for the posting of meeting notices and the posting location for meeting agendas, if available, in accordance with Section 24-6-402(2)(c), C.R.S.: the post located in the southwest corner of the property and Ward Road.

17. Meetings. The Board determines to hold regular meetings on the third Friday of each month at 10:00 a.m. The location of the meetings will be at 1101 West 48th Avenue, Suite 100, Denver, Colorado. In addition, regular and special meeting notices shall be posted at the designated posting location as identified above; and at the Clerk and Recorder's office, all in accordance with Section 32-1-903, C.R.S. The Board directs Legal Counsel to prepare notices for posting at three public locations within the boundaries of the District one of which is the designated posting location and at the Clerk and Recorder's offices. Legal Counsel shall revise the notices when the Board intends to make a final determination to issue or refund general obligation indebtedness, to consolidate the District, to dissolve the District, to file a plan for adjustment of debt under federal bankruptcy law, or to enter into a private contract with a director, or not to make a scheduled bond payment.

18. Elections. Susan J. Schledorn of Spencer Fane & Grimshaw LLP is hereby appointed as the "Designated Election Official" of the Board for any elections to be held by the District. In accordance with C.R.S. Section 1-1-111(2) or applicable law, the Board hereby grants all powers and authority for the proper conduct of the election to the Designated Election Official and that the election shall be held and conducted in accordance with the uniform

Election Code of 1992, particularly including the applicable portions of Article 8 thereof, as amended and supplemented by Const. Colo. Art. X, Sec 20, the Current Rules and Regulations Governing Election Procedures of the Secretary of State of the state of Colorado, and Title 32, Article 1, Part 8, Colorado Revised Statutes, and other relevant Colorado and federal law. Further, the Board directs the Designated Election Official to notify the Division of Local Government of the results of any election held by the District, including business address, telephone number and the contact person; and to certify the results of any election to incur general obligation indebtedness to the Board of County Commissioners or the governing body of a municipality, in accordance with Sections 1-11-103, 32-1-104(1), and 32-1-1101.5, C.R.S.

19. Notice of Indebtedness. In accordance with C.R.S. Sections 32-1-1604 and 1101.5(1), the Board directs Legal Counsel to issue notice of indebtedness to the Board of County Commissioners and to record such notice with the County Clerk and Recorder within 30 days of incurring or authorizing of any indebtedness.

20. Quinquennial Findings. If requested, the Board directs Legal Counsel to prepare and file with the Board of County Commissioners, the quinquennial finding of reasonable diligence, in accordance with Section 32-1-1101.5(1.5)&(2), C.R.S.

21. Annual Report. If requested or required, the Board directs Legal Counsel to prepare and file the special district annual report, in accordance with Sections 32-1-207(3)(c), C.R.S.

22. Disclosure of Potential Conflict of Interest. The Board has determined that Legal Counsel will file general conflict of interest disclosure forms provided by board members with the Secretary of State by January 31 of each year, which forms will be updated on an annual basis through information given to Legal Counsel by board members. If a specific conflict arises regarding a certain transaction of the Board, the Board member is required to notify Legal Counsel at least five days prior to the date of the meeting so that the transactional form may be filed in a timely manner, in accordance with Sections 32-1-902(3) and 18-8-308, C.R.S. Additionally, at the beginning of every term, Legal Counsel shall request that each board member submit information regarding actual or potential conflicts of interest.

23. Special District Association. The District is currently a member of the Special District Association ("SDA") and the Board directs its Legal Counsel to pay the annual SDA membership dues in a timely manner.

24. Insurance. The Board directs Legal Counsel to at least biannually review all insurance policies and coverage in effect to determine appropriate insurance coverage is maintained.

25. Promissory Notes. The District has no outstanding promissory note(s).

26. Outstanding General Obligation Indebtedness. The District has no outstanding general obligation bonds or multiple fiscal year financial obligations.

27. Workers' Compensation. Pursuant to Section 8-40-202(1)(a)(I)(B), C.R.S., the appointed officials of the District shall not be deemed to be an employee within the meaning of Section 8-40-202(1)(a), C.R.S. Such exclusion shall apply for all policy years until such time as the exclusion may be repealed by the Board of Directors of the District or unless Legal Counsel at the direction of the Board acquires coverage.

28. PDPA. Pursuant to the provisions of the Colorado Public Deposit Protection Act §11-10.5-101, et seq., C.R.S., the Board appoints the position of Treasurer as the official custodian of public deposits.

29. Public Disclosure Statement. Pursuant to C.R.S. Section 32-1-104.8, the Board directs Legal Counsel to prepare and record a special district public disclosure document and a map showing the boundaries of the District with the County Clerk and Recorder. Such recording shall be made on or before December 31, 2014. The recording is also made at the same time as an order or decree approving an inclusion of property into the District is recorded with the County Clerk and Recorder.

30. Water or Sewer Rates. The Board directs that any Board action to fix or increase fees, rates, tolls, penalties or charges for domestic water or sanitary sewer service rates will be taken after consideration at a public meeting. Such public meeting will be held at least thirty days after providing notice to the customers receiving the water or sewer services from the District. Notice will be made pursuant to and in a matter prescribed by in Section 32-1-1001(2)(a), C.R.S.

Adopted and approved this 9th day of December, 2013.

WARD TOD METROPOLITAN DISTRICT NOS. 1-3

(S E A L)

By: _____
President

ATTEST:

By: _____
Secretary