

**RESOLUTION OF
THE BOARD OF DIRECTORS OF
WATERFALL METROPOLITAN DISTRICT NO. 1**

2023 MEETING RESOLUTION

WHEREAS, Waterfall Metropolitan District No. 1 (the “District”) was organized pursuant to Section 32-1-101 *et seq.*, C.R.S. of the Special District Act; and

WHEREAS, on September 10, 2021, the Board of Directors (the “Board”) of the District adopted a Second Amended and Restated Meeting Resolution to designate, among other things, the time and place of all regular meetings, and to set forth specific requirements for the Board to call emergency meetings when such meetings are deemed necessary for the immediate protection of the public health, safety, and welfare of the property owners and residents of the District (“Prior Meeting Resolution”); and

WHEREAS, pursuant to Section 32-1-903(1), C.R.S., the Board shall meet regularly at a time and in a “Location” to be designated by the Board; and

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

WHEREAS, Section 32-1-903(1.5), C.R.S., requires that all meetings of the Board that are held solely at physical locations must be held at physical locations that are within the boundaries of the District or that are within the boundaries of the county in which the District is located, in whole or in part, or in any county so long as the physical location does not exceed twenty miles from the district boundaries; and

WHEREAS, the provisions of Section 32-1-903(1.5), C.R.S. may be waived only if the following criteria are met: (a) The proposed change of the physical location of a meeting of the Board appears on the agenda of a meeting of the Board, and (b) A resolution is adopted by the Board stating the reason for which meetings of the Board are to be held in a physical location other than under the provisions of Section 32-1-903(1.5), C.R.S. and further stating the date, time, and physical location of such meeting; and

WHEREAS, pursuant to Section 32-1-903(2)(a), special meetings may be held as often as the needs of the District require, upon notice to each director, and may include study sessions at which a quorum of the Board is in attendance, and at which information is presented but no official action can be taken by the Board; and

WHEREAS, pursuant to Section 32-1-903(2)(a), C.R.S., notice of the time and location designated for all regular and special meetings of the Board shall be provided in accordance with Section 24-6-402, C.R.S.; and

WHEREAS, Section 24-6-402(2)(c)(I), C.R.S. requires the District to annually designate one public place within the boundaries of the District where notice of the Board’s meetings shall be posted no less than twenty-four (24) hours prior to the Board’s meetings; and

WHEREAS, pursuant to Section 24-6-402(2)(c)(III), C.R.S., the District shall be deemed to have given full and timely notice of a public meeting if the District posts the notice, with specific agenda information if available, no less than twenty-four (24) hours prior to the holding of the meeting on a public website of the District; and

WHEREAS, the meeting notice of all meetings of the Board that are held telephonically, electronically, or by other means not including physical presence must include the method or procedure, including the conference number or link, by which members of the public can attend the meeting in accordance with Section 32-1-903(2)(a), C.R.S.; and

WHEREAS, the Board desires to designate the time and place of all regular meetings, and to set forth specific requirements for the Board to call emergency meetings when such meetings are deemed necessary for the immediate protection of the public health, safety, and welfare of the property owners and residents of the District.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF WATERFALL METROPOLITAN DISTRICT NO. 1 THAT:

1. The Board hereby determines to hold regular meetings on the fourth Thursday in June and October at 3:00 P.M. The location of all regular and special meetings will be held virtually via MS Teams or other reliable virtual platform, and via telephone conference. The meeting notice of all meetings of the Board will include the method or procedure, including the conference number and link, by which members of the public can attend the meeting.

2. The Board hereby designates the District's public website, <https://www.waterfallmd.live/>, as the twenty-four (24) hour posting location for all meeting notices. The Board hereby designates the Northeast corner of Lot 4, Block 2 as the posting location for meeting notices if the District is unable to post notice online in exigent or emergency circumstances.

3. The designation set forth in Paragraph 2 is hereby deemed to be the Board's annual designation of the location where notices of meetings shall be posted twenty-four (24) hours in advance of said meetings and shall be effective until such time as the Board determines to designate a new posting location.

4. Emergency meetings may be called by the District without notice, if notice is not practicable, by the President or any two (2) Board members in the event of an emergency that requires the immediate action of the Board in order to protect the public health, safety, and welfare of the property owners and residents of the District. If possible, notice of such emergency meeting may be given to the members of the Board by telephone or whatever other means are reasonable to meet the circumstances of the emergency, and shall be provided to the public via any practicable means available, *if any*, including, but not limited to, posting notice of such emergency meeting on the District's website, if any. At such emergency meeting, any action within the power of the Board that is necessary for the immediate protection of the public health, safety and welfare may be taken; provided however, that any action taken at an emergency meeting shall be ratified at the first to occur: (a) the next regular meeting of the District's Board, or (b) the next special meeting of the District's Board.

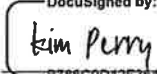
5. This Resolution shall repeal, supersede, and replace the Prior Meeting Resolution and any and all previous resolutions or provisions of previous resolutions adopted by the Board concerning meeting location, time, and posting of notices.

6. This Resolution shall take effect on the date and time of adoption and shall remain effective until otherwise supplemented or amended by the Board.

(Signatures Appear on Following Page.)

ADOPTED AND APPROVED THIS 11th DAY OF NOVEMBER, 2022.

WATERFALL METROPOLITAN DISTRICT NO. 1

DocuSigned by:

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By: Kim L. Perry, President