

**RESOLUTION OF
THE BOARD OF DIRECTORS OF
WATERFALL METROPOLITAN DISTRICT NO. 1
2025 REGULAR SPECIAL DISTRICT ELECTION RESOLUTION**

WHEREAS, Waterfall Metropolitan District No. 1 (the “District”) was organized pursuant to the Special District Act, Article 1 of Title 32, C.R.S. (the “Act”); and

WHEREAS, District elections to elect members to the Board of Directors (the “Board,”) of the District and/or to present certain ballot questions and/or ballot issues to the eligible electors of the District are governed by the Act; the Uniform Election Code of 1992, Articles 1 to 13 of Title 1, C.R.S. (the “Uniform Code”); and the Colorado Local Government Election Code, Article 13.5 of Title 1, C.R.S. (the “Local Government Election Code”) (the Act, Uniform Code, and Local Government Election Code are collectively referred to herein as the “Election Laws”); and

WHEREAS, pursuant to Section 32-1-305.5(3)(a), C.R.S., the term of office of members of the Board of Directors for the District (the “Board”) elected in a regular special district election is four (4) years; and

WHEREAS, pursuant to Section 32-1-905(2)(a), C.R.S., any director appointed to the Board to fill a vacancy on the Board will serve until the next regular special district election, at which time, the vacancy shall be filled by election for any remaining unexpired portion of the term; and

WHEREAS, pursuant to Section 1-13.5-111(1), C.R.S., the next regular special district election for the District to elect members to the Board is scheduled to be held on the Tuesday succeeding the first Monday of May, which is May 6, 2025 (the “Election”); and

WHEREAS, the Board currently includes four (4) members elected to serve on the Board and one (1) member appointed to fill a vacancy on the Board; and

WHEREAS, the term of office for two (2) elected members of the Board shall expire after their successors are elected at the Election in accordance with Section 1-13.5-111(1), C.R.S.; and

WHEREAS, the term of office for one (1) appointed member of the Board shall expire after his successor is elected at the Election to serve the remaining unexpired portion of the term, which is two years; and

WHEREAS, the number of Directors to be elected to the Board may increase following the adoption of this Resolution should a Director’s office be deemed vacant in accordance with Section 32-1-905, C.R.S. prior to the Election; and

WHEREAS, pursuant to Section 32-1-804(1), C.R.S., the Board shall govern the conduct of the election and shall render all interpretations and make all decisions as to controversies or other matters arising in the conduct of the election; and

WHEREAS, Sections 1-1-111(2), 1-13.5-108, and 32-1-804(2), C.R.S. provide that all powers and authority granted to the Board for the conduct of regular and special elections, including making all initial decisions as to controversies or other matters arising in the operation of the Local Government Election Code, may be exercised in the absence of the Board by the secretary or by an assistant secretary appointed by the Board, and the person named by the Board who is responsible for the conducting of the election shall be the “Designated Election Official;” and

WHEREAS, for purposes of the Election, the Board desires to appoint an assistant secretary, who shall be the Designated Election Official for the Election and exercise all powers granted by the Board for the conduct of the Election; and

WHEREAS, Sections 1-13.5-501(1) & -(1.7), C.R.S., require that, between seventy-five (75) and one hundred (100) days before a regular election, the Designated Election Official shall provide public notice of a call for nominations for the election by two methods: (1) by emailing the notice to each active registered elector of the District as specified in the registration list provided by the Larimer County Clerk and Recorder as of the date that is one hundred fifty (150) days prior to the election or, if no email address is on file, by mail as provided in Section 1-13.5-501(1.7), C.R.S., and (2) by any one of the following means: publication, as defined in Section 1-13.5-501(2), C.R.S.; including the notice as a prominent part of an informational mailing sent by the District to the eligible electors of the District; posting the information on the official website of the District; or, if permitted under Section 1-13.5-501(1.7)(b)(IV), C.R.S., posting the notice in at least three public places within the boundaries of the District and, in addition, in the office of the Clerk and Recorder of Larimer County; and

WHEREAS, Section 1-13.5-1104(2), C.R.S. requires the Designated Election Official to supervise the distributing, handling, and counting of ballots and the survey of returns, and to take the necessary steps to protect the confidentiality of the ballots cast and the integrity of the election; and

WHEREAS, Section 1-13.5-1004(1), C.R.S. provides that the Designated Election Official shall keep a list of names of eligible electors who have applied for absentee voters’ ballots and those permanent absentee voters placed on the list pursuant to Section 1-13.5-1003(2), C.R.S., which list must contain certain other information as set out by statute; and

WHEREAS, Section 1-13.5-513(1), C.R.S. provides that if the only matter before the electors in an election is the election of persons to office and if, at the close of business day on the sixty-third (63rd) day before the election or at any time thereafter, there are not more candidates than offices to be filled at the election, the Designated Election Official shall cancel the election and declare the candidates elected if so instructed by resolution of the governing body; and

WHEREAS, Section 1-11-103(3), C.R.S. provides that if an election is cancelled pursuant to Section 1-13.5-513(1), C.R.S., the District shall file notice and a copy of the resolution of such cancellation with the Colorado Division of Local Government (the “Division”); and

WHEREAS, Sections 1-11-103(3) & 32-1-104(1), C.R.S. require the District to certify to the Division the results of any election held by the District and include the District's business address, telephone number, and contact person; and

WHEREAS, the Board desires to call the Election and set forth herein the procedures for conducting the Election as authorized by the Election Laws.

NOW, THEREFORE, THE BOARD OF DIRECTORS OF THE WATERFALL METROPOLITAN DISTRICT NO. 1 HEREBY RESOLVES AS FOLLOWS:

1. The Board hereby calls the regular election of the eligible electors of the District to be held on May 6, 2025 (as previously defined, the "Election") between the hours of 7:00 A.M. and 7:00 P.M. pursuant to and in accordance with the Election Laws, for the purpose of electing two (2) Directors to serve a four-year term and one (1) Director to serve a two-year term on the Board, as such numbers may change due to one or more vacancies arising on the Board after the adoption of this Resolution and prior to the Election. The Election shall be conducted as an independent mail ballot election, pursuant to Part 11 of the Local Government Election Code.

2. Pursuant to Section 32-1-804(2), C.R.S., the Board hereby names Stacie L. Pacheco of Icenogle Seaver Pogue, P.C. as Assistant Secretary to the District for purposes of the Election, who shall be the Designated Election Official for the Election. The Board hereby directs the District's General Counsel to oversee the general conduct of the Election and authorizes the Designated Election Official to take all other action necessary for the proper conduct thereof. The Designated Election Official shall act as the primary contact with the Clerk and Recorder of Larimer County, Colorado and shall be primarily responsible for ensuring the proper conduct of the Election, including, but not limited to, distributing, handling, and counting of ballots and the survey of returns, taking the necessary steps to protect the confidentiality of the ballots cast and the integrity of the Election, appointing election judges as necessary, appointing the board of canvassers, arranging for the required notices of the Election and printing of ballots, maintaining a permanent absentee voter list, and directing that all other appropriate actions be accomplished.

3. The Board hereby directs the Designated Election Official to provide public notice of a call for nominations for the Election in accordance with the requirements of Section 1-13.5-501, C.R.S., which shall include information regarding the director offices to be voted upon at the Election, where a self-nomination and acceptance form or letter may be obtained, the deadline for submitting the self-nomination and acceptance form or letter to the Designated Election Official, and information on obtaining an absentee ballot. The notice shall be emailed to each active registered elector of the District as specified in the registration list provided by the Larimer County Clerk and Recorder as of the date that is one hundred fifty (150) days prior to the date of the Election or, if no email address is on file, by mail as provided in Section 1-13.5-501(1.7), C.R.S. In addition, public notice shall be provided by posting the information on the official website of the District.

4. Pursuant to Section 1-13.5-1002(1)(b), C.R.S., applications for absentee voter's ballots may be filed at the Designated Election Official's office (at such address noted in Paragraph

5 below), between the hours of 8:00 a.m. and 5:00 p.m., until the close of business on the Tuesday immediately preceding the Election (April 29, 2025).

5. Pursuant to Section 1-13.5-303, C.R.S., any person who desires to be a candidate for the office of director must file a self-nomination and acceptance form or letter, signed by the candidate and by an eligible elector of the State as a witness to the signature of the candidate, with the Designated Election Official no later than 5:00 P.M. on the day that is sixty-seven (67) days prior to the Election (February 28, 2025). On the date of signing the self-nomination and acceptance form or letter, a candidate for director shall be an eligible elector of the District pursuant to Section 32-1-103(5), C.R.S. Self-nomination and acceptance forms are available at the Designated Election Official's office located at 4725 S. Monaco St., Suite 360, Denver, Colorado 80237.

6. Pursuant to Sections 1-13.5-513(1)&(6), C.R.S., the Board hereby authorizes and directs the Designated Election Official to cancel the Election and declare the candidates elected if, at the close of business on the sixty-third (63rd) day before the Election (March 4, 2025), there are not more candidates for director than offices to be filled, including candidates filing affidavits of intent to be write-in candidates, and so long as the only ballot questions are for the election of candidates. The Board further authorizes and directs the Designated Election Official to file cancellation notices with the Larimer County Clerk and Recorder's Office and with the Division, to post notice of the cancellation in the office of the Designated Election Official, and to provide notice by publication of the cancellation of the Election. The Designated Election Official also shall notify the candidates that the Election was cancelled and that they were elected by acclamation.

7. In accordance with Sections 1-11-103(3) & 32-1-104(1), C.R.S., the District directs the Designated Election Official to notify the Division of the results of any elections held by the District, including the District's business address, telephone number, and contact person within thirty (30) days after the Election (June 5, 2025).

8. The Designated Election Official and the officers, agents, consultants, and employees, if any, of the District are hereby authorized and directed to take all action necessary or appropriate to effectuate the provisions of this Resolution.

9. All actions not inconsistent with the provisions of this Resolution heretofore taken by the members of the Board, the Designated Election Official, and the officers, agents, consultants, and employees, if any, of the District, and directed toward holding the Election for the purposes stated herein are hereby ratified, approved, and confirmed.

10. All prior acts, orders, or resolutions, or parts thereof, by the District in conflict with this Resolution are hereby repealed, except that this repealer shall not be construed to revive any act, order, or resolution, or part thereof, heretofore repealed.

11. If any section, paragraph, clause, or provision of this Resolution shall be adjudged to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause,

or provision shall not affect any of the remaining sections, paragraphs, clauses or provisions of this Resolution, it being the intention that the various parts hereof are severable.

12. The District shall be responsible for the payment of any and all costs associated with the conduct of the Election, including its cancellation.

13. This Resolution shall take effect on the date and at the time of its adoption.

(Signature Page Follows.)

Whereupon, a motion was made and seconded, and upon a majority vote, this Resolution was approved by the Board.

ADOPTED AND APPROVED THIS 24TH DAY OF OCTOBER, 2024.

**WATERFALL METROPOLITAN
DISTRICT NO. 1**

Signed by:

Kim Perry

Kim L. Perry, President