

**RESOLUTION
OF THE BOARD OF DIRECTORS OF
SPRUCE MEADOWS METROPOLITAN DISTRICT**

**CONCERNING AUTHORIZATION FOR APPROVAL OF CONTRACTS
AND PAYMENT OF CLAIMS**

WHEREAS, Spruce Meadows Metropolitan District (the “District”) is a quasi-municipal corporation and political subdivision of the State of Colorado, duly organized pursuant to §§ 32-1-101, *et seq.*, C.R.S.; and

WHEREAS, pursuant to § 32-1-1001(1)(d), C.R.S., the Board of Directors of the District (the “Board”) is authorized to enter into contracts and agreements affecting the affairs of the District; and

WHEREAS, pursuant to § 32-1-1001(1)(h) C.R.S., the Board shall have the management, control and supervision of all the business and affairs of the District; and

WHEREAS, in order to implement the services, programs, and facilities of the District in a safe, timely, efficient, and effective manner, it is necessary on occasion for certain contracts, change orders, work orders and other agreements (“Contracts”) to be entered into, and invoices, pay applications and other claims (“Invoices”) to be paid, between regular and special meetings of the Board; and

WHEREAS, the Board desires to establish procedures by which certain Contracts may be executed and by which payments of Invoices may be made prior to a regular or special meeting of the Board, , subject to certain terms and conditions intended to ensure that such Contracts and payments of Invoices are consistent with the District’s adopted budget; and

WHEREAS, all Contracts approved or otherwise authorized in accordance with this Resolution shall be ratified at a subsequent regular or special meeting; and

WHEREAS, the Board desires to authorize the Authorized Directors (as defined below), the District Manager (as defined below), and Committee Members (as defined below) to review, approve and authorize, from time to time, Contracts affecting the affairs of the District, and make payment of Invoices due and owing by the District.

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

1. Director Authorization to Enter into Contracts. The Board hereby authorizes the president of the District (the “President”) and one additional officer of the District (the “Authorized Officer,” and together with the President, the “Authorized Directors”) to review, approve, execute, and enter into Contracts affecting the affairs of the District, so long as: (i) the Contract has been reviewed and approved by general counsel to the District, the District’s accountant and/or engineer, as appropriate, (ii) any payment required to be made under such Contract does not exceed the amounts appropriated under the line item for the category of expense set forth in the District’s approved budgets (e.g. Landscaping or Accounting), to which the Contract reasonably relates, (iii) the amount of the Contract does not exceed the amounts authorized to be approved by the Authorized Directors as set forth in Exhibit A, and (iv) the Authorized Directors comply with all procedural requirements as set forth in Exhibit A. The Contract shall then be ratified at a subsequent regular or special meeting of the District. If the President and Authorized Officer together constitute a quorum of the Board, the President shall be individually authorized to review, approve, execute, and enter into Contracts by the terms of this Section 1.

2. District Manager Authorization to Enter into Contracts. The Board hereby authorizes the person engaged by the District to manage the District (the “District Manager”), if any, to review, approve, execute and enter into Contracts affecting the affairs of the District so long as (i) the Contract has been reviewed and approved by general counsel to the District, the District’s accountant and/or engineer, as appropriate, (ii) any payment required to be made under such Contract does not exceed the amounts appropriated under the line item for the category of expense set forth in the District’s approved budgets (e.g. Landscaping or Accounting), to which the Contract reasonably relates, (iii) the amount of the Contract does not exceed the amounts authorized to be approved by the District Manager as set forth in Exhibit A, and (iv) the District Manager complies with all procedural requirements as set forth in Exhibit A. The Contract shall then be ratified at a subsequent regular or special meeting of the District.

3. Committee Member Authorization to Enter into Contracts. The Board hereby authorizes members of committees duly created by the District (“Committee Members”), if any, to review, approve, execute and enter into Contracts affecting the affairs of the District so long as (i) the Contract has been reviewed and approved by general counsel to the District, the District’s accountant and/or engineer, as appropriate, (ii) any payment required to be made under such Contract does not exceed the amounts appropriated under the line item for the category of expense set forth in the District’s approved budgets (e.g. Landscaping or Accounting), to which the Contract reasonably relates, (iii) the amount of the Contract does not exceed the amounts authorized to be approved by the Committee Members as set forth in Exhibit A, and (iv) the Committee Members comply with all procedural requirements as set forth in Exhibit A. The Contract shall then be ratified at a subsequent regular or special meeting of the District.

4. Payments of Invoices. The Board hereby authorizes the Authorized Directors, or, if the Authorized Directors together constitute a quorum of the Board, the President individually,

the District Manager, if any, and the Committee Members, if any, to make payment on Invoices related to Contracts, so long as (i) the Contract has been approved in accordance with Sections 1, 2 or 3 herein, or by the Board in a regular or special meeting, (ii) such payment does not result in exceeding the Contract amount, inclusive of any validly approved change orders, and (iii) such payment does not exceed the amounts appropriated under the line item for the category of expense set forth in the District's approved budgets (e.g. Landscaping or Accounting), to which the Contract reasonably relates.

5. Appropriation Required. Prior to executing any Contract or making payment of any Invoice, the Authorized Directors, or, if the Authorized Directors together constitute a quorum of the Board, the President individually, the District Manager, if any, and the Committee Members, if any, shall verify with the District's accountant that sufficient funds are available within the District's accounts and are budgeted appropriately to pay such sums. All Contracts approved pursuant to this Resolution are subject to appropriation and budget requirements in accordance with Colorado law.

6. Term. This Resolution shall supersede any previously adopted Resolution of the District Concerning Authorization for Approval of Contracts and Payment of Claims and shall remain in full force and effect until such time as it is repealed by the Board.

Signature page follows

APPROVED AND ADOPTED THIS 12th DAY OF NOVEMBER, 2019.

SPRUCE MEADOWS METROPOLITAN
DISTRICT, a quasi-municipal corporation and
political subdivision of the State of Colorado



Officer of the District


ATTEST:



Secretary

APPROVED AS TO FORM:

WHITE BEAR ANKELE TANAKA & WALDRON
Attorneys at Law



General Counsel to the District

Signature Page to Resolution Concerning Authorization for Approval of Contracts and Payment of Claims.

EXHIBIT A

General Contract Approval Amounts

Estimated Cost of Single Item (Goods or Services)	Purchasing Method to Use	Position with Oversight Authority
\$4999.00 or Less	Informal Purchases <i>Written quotes are not required</i>	District Manager, Authorized Directors or Committee Members
\$5,000-24,999	Informal Purchases <i>Minimum of 1 written quote</i>	Authorized Directors or Committee Members District Manager notifies Board of Expenditure approval
\$25,00 - \$49,999	* Informal Bids <i>Written specifications and up to 5 written quotes required; Contract required as appropriate</i>	Authorized Directors or Committee Members District Manager notifies Board of Expenditure approval
\$50,000 and over	*Formal Bids/Proposals <i>Written specifications and a minimum of 3 written quotes required; Formal contract required</i>	Board of Directors

*** Requirement for three bids does not apply to landscape maintenance work orders approved under a master Landscape Maintenance Contract.**

Notes:

All bids/quotes/proposals may be public information and may be released to the public following bid award. The District may determine to not release trade secrets or other confidential commercial, financial or personal information.

1. Retain all written bids/quotes/proposals for a minimum of three years or as required by retention schedule.
2. Any payments to be made under a bid/quote/proposal may not exceed amounts appropriated as set forth in the District's approved budgets.
3. A signed copy of any written bid/quote/proposal must be submitted to General Counsel.