

Resolution No. 2023-04-01

RESOLUTION OF THE
BOARDS OF DIRECTORS OF THE
DAWSON RIDGE METROPOLITAN DISTRICT NOS. 1-7

RATIFYING PRIOR ACTIONS OF THE BOARDS OF DIRECTORS

WHEREAS, the Dawson Ridge Metropolitan District Nos. 1-7 (each a “**District**”) were organized as quasi-municipal corporations and political subdivisions of the State of Colorado under Title 32 of the Colorado Revised Statutes, and pursuant to Orders of the District Court in and for Douglas County, Colorado; and

WHEREAS, the electors of the District Nos. 1 & 5 duly and validly elected directors to the Districts’ governing boards of directors (collectively, the “Boards”) at the February 7, 2023 special election (“Special Election”) and, subsequent thereto, the Boards duly and validly elected directors to the Boards to fill vacancies that existed; and

WHEREAS, the Districts’ Boards of Directors conducted a meeting on February 22, 2023, the minutes of which are attached hereto as **Exhibit A** and incorporated herein by reference (the “**Minutes**”); and

WHEREAS, subsequent to the actions, approvals, appointments or other actions taken by the Districts, as described in the Minutes, it was determined that the Oaths of Office from the Special Election were not filed with the Division of Local Government, Clerk and Recorder, and Douglas County Courts prior to the meeting; and

WHEREAS, prior to the Special Election, the Board members were *de facto* directors and, as such, their acts are immune from collateral attack for purposes of public policy; and

WHEREAS, although there is no reason to question the validity of the acts taken by the *de facto* directors of the Boards, the current *de jure* directors of the Boards feel it appropriate to review, ratify and affirm the previous actions, approvals, appointments, or other actions whatsoever taken; and

WHEREAS, pursuant to Colorado law, the Boards are authorized to ratify and affirm actions taken by the Districts, from time to time, in its discretion; and

WHEREAS, each member of the Boards has had a chance to fully review the Minutes and all actions, approvals, appointments or other actions whatsoever taken by the Districts as noted in the Minutes; and

WHEREAS, each member of the Boards now desires to ratify and affirm all actions, approvals, appointments, or other actions whatsoever taken by the Districts as noted in the Minutes.

NOW, THEREFORE, the Board hereby RESOLVES as follows:

1. All approvals, appointments or other actions whatsoever taken by the Districts as described in the Minutes (collectively, the “**Actions**”) are hereby affirmed, ratified and made effective as official actions of the Districts as of the date of the meetings at which such Actions occurred.

2. All actions taken in furtherance of the Districts’ business by each member of the Boards within the scope of his or her duties on February 22, 2023, inclusive of Districts checks signed, continuing disclosure matters and securities filings with Electronic Municipal Market Access, and other matters addressed or actions are hereby affirmed, ratified and made effective as official actions of the Districts as of the date they were conducted.

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APPROVED AND ADOPTED this 24th day of April, 2023.

DAWSON RIDGE METROPOLITAN DISTRICT
NOS. 1 - 7, quasi-municipal corporations and political
subdivisions of the State of Colorado

DocuSigned by:

Lawrence P Jacobson

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Officer of the Districts

ATTEST:

DocuSigned by:

Jake Schroeder

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APPROVED AS TO FORM:

WHITE BEAR ANKELE TANAKA & WALDRON
Attorneys at Law

DocuSigned by:

Jennifer Gruber Tanaka

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General Counsel to the Districts

Signature Page for Resolution Ratifying Actions of the Boards of Directors.

EXHIBIT A
Minutes