

**RESOLUTION OF
THE BOARD OF DIRECTORS OF
HEATHER GARDENS METROPOLITAN DISTRICT
2016 REGULAR SPECIAL DISTRICT ELECTION RESOLUTION**

At a regular meeting of the Board of Directors of the Heather Gardens Metropolitan District, Arapahoe County, Colorado, held at 1:00 P.M., on 14th day, January, 2016, at 2888 S. Heather Gardens Way, Aurora, Colorado 80014, at which a quorum was present, the following resolution was adopted:

WHEREAS, Heather Gardens Metropolitan District (the “District”) was organized pursuant to the Special District Act, Article 1 of Title 32, C.R.S. (the “Act”), after approval of the eligible electors of the District, by order of the District Court in and for Arapahoe County, Colorado, dated January 17, 1983; and

WHEREAS, elections may be held pursuant to 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 Code”) (the Act, Uniform Code, and Local Government Code are collectively referred to herein as the “Election Laws”) for the purpose of 1) electing members of the Board and 2) presenting certain ballot questions to the eligible electors of the District; and

WHEREAS, the members of the Board of Directors for the District (the “Board”) are elected to staggered four year terms; and

WHEREAS, the Board of the District currently includes five (5) members elected to serve on the Board, zero (0) member appointed to fill a vacancy on the Board and zero (0) vacancies; and

WHEREAS, the term of office for two (2) members of the Board for the District shall expire after their successors are elected at the next regular election for the District scheduled to be held on the Tuesday succeeding the first Monday of May in every even-numbered year or May 3, 2016 (the “Election”); 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, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE Heather Gardens Metropolitan DISTRICT THAT:

1. The Board hereby calls a regular election of the eligible electors of the District to be held on the Tuesday succeeding the first Monday of May in every even-numbered year (May 3, 2016) between the hours of 7:00 A.M. and 7:00 P.M. pursuant to and in accordance with the Election Laws and other applicable laws, for the purpose of electing two (2) Director to serve a four-year term. Such Election shall be conducted as an independent mail ballot election, pursuant to Part 11 of the Local Government Election Code.

2. Pursuant to § 32-1-804(2), C.R.S., the Board hereby names Calvin Eddy-White of Heather Gardens Association, as 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 Arapahoe County, Colorado (the "County") 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 deems it expedient for the convenience of the electors that it shall establish a polling place & drop-off location for all regular and special elections of the District. There shall be one (1) polling place & drop-off location for the elections. This polling place & drop-off location shall be used for any regular or special elections to be held in 2016 and in each year thereafter until such polling place & drop-off location is changed by duly adopted resolution of the Board. Such polling place & drop-off location shall be located at 2888 S. Heather Gardens Way, Aurora, Colorado 80014. All voters for the District, including handicapped and nonresident voters, shall return their ballots to the designated polling place & drop-off location by mail or delivery. All eligible electors may also obtain a replacement ballot from the polling place & drop-off location until 7:00 P.M. on Election day in accordance with § 1-13.5-1105(4), C.R.S. A map showing the District's boundaries is on file at the offices of Heather Gardens Management Office and is available for examination by all interested persons.

4. Applications for an absentee voter's ballot or for permanent absentee voter status may be filed with the Designated Election Official, 2888 S. Heather Gardens Way, Aurora, Colorado 80014, between the hours of 8:00 a.m. and 5:00 p.m., until the close of business on the Friday immediately preceding the Election (April 29, 2016).

5. Pursuant to § 1-13.5-303, C.R.S., all candidates must file a self-nomination and acceptance form or letter signed by the candidate and by an eligible elector of the special district 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 26, 2016). Self-nomination and acceptance forms are available at the Designated Election Official's office located at the above address.

6. Pursuant to § 1-13.5-513, 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 1, 2016), 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 matter before the electors is the election of persons to office. Under these circumstances, the Board further authorizes and directs the Designated Election Official to provide notice of the cancellation by publication in accordance with § 1-13.5-501, C.R.S.

and to post notice of the cancellation at each polling location, the office of the Designated Election Official, the Arapahoe County Clerk and Recorder's Office and with the Division. The Designated Election Official shall also file a copy of this Resolution authorizing the cancellation of the Election with the Division pursuant to § 1-11-103(3), C.R.S. The Designated Election Official shall also notify the candidates that the Election was canceled and they were elected by acclamation.

7. In accordance with §§ 1-11-103(3) & 32-1-104(1), 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 2, 2016).

8. The Designated Election Official and the officers, agents and employees 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 and employees 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.

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,

1. 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.

2. The District shall be responsible for the payment of any and all costs associated with the conduct of the Election, including its cancellation, if necessary, and those costs incurred pursuant to the terms and conditions of an election agreement with the county, if any.

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

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

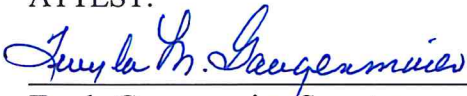
ADOPTED AND APPROVED THIS 14 DAY OF JANUARY, 2016.

HEATHER GARDENS METROPOLITAN DISTRICT



Heather Gardens Metropolitan District, President

ATTEST:



Twyla Gaugenmaier, Secretary