

**RESOLUTION  
OF THE  
BOARD OF DIRECTORS  
OF THE  
GATEWAY AT PROSPECT METROPOLITAN DISTRICT NO. 3  
  
DECLARING INACTIVE SPECIAL DISTRICT STATUS**

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WHEREAS, the Gateway at Prospect Metropolitan District No. 3 (the “**District**”) is a quasi-municipal corporation and political subdivision of the State of Colorado and is a duly organized and existing special district pursuant to §§ 32-1-101, *et seq.*, C.R.S.; and

WHEREAS, pursuant to § 32-1-104(3)(a), C.R.S., the board of directors of an “inactive special district,” as that term is defined in § 32-1-103(9.3), C.R.S., may adopt a resolution that declares and affirms its qualifications for inactive status; and

WHEREAS, the Board of Directors for the District (the “**Board**”) has determined that the District qualifies as an inactive special district; and

WHEREAS, the Board desires to declare and affirm the District’s qualifications for inactive status in this Resolution.

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

1. INACTIVE SPECIAL DISTRICT STATUS. The Board hereby declares and affirmatively states that the District meets the criteria for being an inactive special district as defined in § 32-1-103(9.3), C.R.S. The Board directs legal counsel to file a notice of inactive status with the agencies prescribed in § 32-1-104(3)(a), C.R.S., and, for each year thereafter in which the District qualifies as an inactive special district, to file a notice of continuing inactive status for the District pursuant to § 32-1-104(4), C.R.S.

2. AUTHORITY TO CONDUCT ELECTIONS. The Board hereby calls all regular elections of the District, until such time as the District returns to active status. The Secretary of the District, or in the absence of a Secretary, any other board member, or the DEO, as defined below (the “**Authorized Officer**”), shall be authorized and is hereby directed by the Board to cause such actions to be taken as may be necessary, including but not limited to, signing a resolution to conduct regular or special elections of the District (collectively, the “**Election**”), during the period of inactive status and to seek funding for such activities from the developer or owner(s) of property within the District’s boundaries, if necessary. The Board further hereby deems that the following shall apply to the Election:

2.1 The Election shall be conducted pursuant to §§ 32-1-101, *et seq.*, C.R.S. (the “**Special District Act**”); §§ 1-13.5-101, *et seq.*, C.R.S. (the “**Colorado Local Government**

**Election Code”**); and §§ 1-1-101 through 1-13-101, *et seq.*, C.R.S. (the “**Uniform Election Code of 1992**”), including any amendments thereto, and shall also comply with Article X, § 20 of the Colorado Constitution (“**TABOR**”), as necessary.

2.2 The Election shall be conducted as an independent mail ballot election unless otherwise deemed necessary and expressed in a separate election resolution adopted by the Board.

2.3 Pursuant to the authority set forth in § 1-1-111, C.R.S., the Board hereby appoints Ashley B. Frisbie, as the Designated Election Official (the “**DEO**”) of the District for the Election called by the Board, or called on behalf of the Board by the DEO, and hereby authorizes and directs the DEO to take all actions necessary for the proper conduct of the Election, including, if applicable, cancellation of the Election in accordance with § 1-13.5-513, C.R.S.

2.4 In the event the DEO is not available, the Authorized Officer shall be authorized to appoint a new DEO, who shall thereafter have all of the authority granted to the DEO by this Resolution, the Colorado Local Government Election Code and the Uniform Election Code of 1992.

3. COMPLIANCE MATTERS. The Board hereby directs legal counsel for the District to undertake to all action required of inactive special districts in accordance with law.

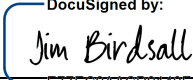
4. FULL FORCE AND EFFECT. This Resolution shall remain in full force and effect until repealed or superseded, in whole or part, by subsequent official action of the Board, including, but not limited to, a return to active status pursuant to § 32-1-104(3)(b), C.R.S.

*[Signature page follows.]*

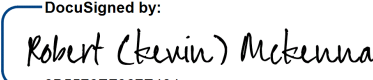
ADOPTED NOVEMBER 11, 2022.

**DISTRICT:**

**GATEWAY AT PROSPECT  
METROPOLITAN DISTRICT NO. 3**, a quasi-municipal corporation and political subdivision of the State of Colorado


By:  DocuSigned by:  
E77EC0AACD9140F...  
Officer of the District

Attest:

By:  DocuSigned by:  
9B5570EF907E404...

APPROVED AS TO FORM:

WHITE BEAR ANKELE TANAKA & WALDRON  
Attorneys at Law

 DocuSigned by:  
5582G036FFG44E4...  
General Counsel to the District

*[Signature Page to Resolution Declaring Inactive District Status.]*

**NOTICE OF CANCELLATION OF ELECTIONS  
and  
CERTIFIED STATEMENT OF RESULTS**

**GATEWAY AT PROSPECT METROPOLITAN DISTRICT NOS. 1-7**

NOTICE IS HEREBY GIVEN pursuant to § 1-13.5-513(6), C.R.S., that, at the close of business on March 4, 2025, there were not more candidates than offices to be filled, including candidates filing affidavits of intent to be write-in candidates, for each of the Gateway at Prospect Metropolitan District Nos. 1-7 (collectively, the “**Districts**”). Therefore, the elections for the Districts to be held on May 6, 2025 are hereby cancelled.

The following candidates for each of the Districts are declared elected by acclamation:

JAMES BIRDSALL	Until May 2029
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The following offices remain vacant for each District:

VACANT	Until May 2029
VACANT	Until May 2029

/s/ Ashley B. Frisbie  
Designated Election Official

Contact Person for DistrictS:

Robert G. Rogers, Esq.  
WHITE BEAR ANKELE TANAKA & WALDRON  
Attorneys at Law  
2154 E. Commons Avenue, Suite 2000  
Centennial, Colorado 80122  
(303) 858-1800

PUBLISHED IN: *Coloradoan*  
PUBLISHED ON: April 9, 2025

**RESOLUTION OF DESIGNATED ELECTION OFFICIAL OF  
CANCELLATION OF ELECTIONS  
AND DECLARATION OF CANDIDATES ELECTED**

**GATEWAY AT PROSPECT METROPOLITAN DISTRICT NOS. 1-7**

WHEREAS, the Boards of Directors of Gateway at Prospect Metropolitan District Nos. 1-7 (each a “**District**” and collectively, the “**Districts**”) have duly authorized the Designated Election Official to cancel the elections to be conducted on May 6, 2025, and to declare the candidates elected because the Designated Election Official has duly determined, at the close of business on the sixty-third (63<sup>rd</sup>) day before said elections or at any time thereafter, that there were not more candidates for director than offices to be filled, including candidates filing affidavits of intent to be write-in candidates.

NOW, THEREFORE, pursuant to § 1-13.5-513(1), C.R.S., the Designated Election Official hereby cancels the May 6, 2025, elections and declares the following candidate to be elected by acclamation for the following term of office for each District:

Name	Address	Term
JAMES BIRDSALL	2435 HERON LAKES PKWY, BERTHOUD, 80513	May 2029

The following offices remain vacant for each District:

VACANT	Until May 2029
VACANT	Until May 2029

/s/Ashley B. Frisbie  
Designated Election Official

Contact Person for the District:

Robert G. Rogers, Esq.  
WHITE BEAR ANKELE TANAKA & WALDRON  
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