

CONSOLIDATION RESOLUTION

WHEREAS, the Ebert Metropolitan District (“**Ebert**”) and the Town Center Metropolitan District (“**Town Center**”) and together with Ebert, the “**Districts**” each individually, a “**District**”) are Colorado special districts organized and operating pursuant to Article 1 of Title 32, C.R.S (the “**Act**”) and located in the City and County of Denver; are contiguous; operate and maintain certain public facilities and improvements within the Districts; and have discussed consolidating all administrative, operational and management functions of the Districts into a single consolidated district (the “**Consolidated District**”), which will thereafter operate and maintain certain public facilities and improvements to all users in the Districts pursuant to the terms of a consolidation agreement as described below; and

WHEREAS, in accordance with Part 6 of Article 1, Title 32, C.R.S (“**Part 6**”), the Districts may consolidate into a single consolidated district, which thereafter may exercise all of the rights, powers and authorities granted to metropolitan districts pursuant to the Act, except for fire services, and own, operate, maintain and manage the property, facilities, assets and liabilities of the consolidated district; and

WHEREAS, in accordance with Part 6, a consolidated district may be bound by a consolidation agreement entered into between the consolidating districts that establishes specific terms and conditions of consolidation; and

WHEREAS, the consolidation of the Districts into a single consolidated district, subject to the terms and conditions of a certain Consolidation Agreement will result in more efficient and economic operations and furnish the same services to users within the Districts, will serve a beneficial public purpose, and will be in the best interests of the inhabitants of each District; and

WHEREAS, consolidation of the Districts requires a Consolidation Resolution by one of the Districts under the controlling Colorado statutes, a concurring Consolidation Resolution by the other District within 30-days time of the first resolution; and

WHEREAS, Ebert passed a Consolidation Resolution at its Board meetings on October 15, 2024 and December 3, 2024, and upon the failure by Town Center to timely pass its concurring consolidation Resolution, Ebert must now consider and pass a Consolidation Resolution for a third time.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Ebert Metropolitan District that:

1. The Districts are so situated that the Districts can be managed and operated efficiently and economically as the Consolidated District, and the public health, safety, prosperity and general welfare of the inhabitants of each District will be better served by the consolidation of the Districts.
2. The name of the Consolidated District shall be Ebert Metropolitan District.
3. The boundaries of the Consolidated District shall include all areas included within the jurisdictional boundaries of each District as of the date of the court order consolidating the

Districts, and the Consolidated District shall provide all services and facilities and have all powers and authorities of or exercisable by the Districts, except as otherwise set forth in the Consolidation Agreement.

4. The Board of Directors of the Consolidated District (the “**Consolidated Board**”) shall have five (5) directors and be established and appointed in accordance with the terms and conditions set forth in the Consolidation Agreement.

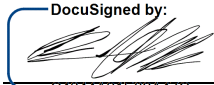
5. The consolidation of the Districts shall be governed, and the Consolidated District shall be bound, by the terms and conditions set forth in the Consolidation Agreement and as further required by the Consolidation Order ultimately issued by the Denver District Court.

6. As a prerequisite condition to the filing of this Consolidation Resolution with the Denver District Court and the continuation of these consolidation proceedings pursuant to Part 6, Town Center shall (i) approve and execute the Consolidation Agreement, and (ii) approve and execute a Concurring Resolution. Upon information and belief, Town Center has approved the Consolidation Agreement and will approve and execute a Concurring Resolution.


7. Upon Town Center’s submittal to Ebert of a duly executed Consolidation Agreement with all precedent conditions met and a duly executed Concurring Resolution, the officers of Ebert and its attorney are hereby authorized to submit this Consolidation Resolution and the Town Center Concurring Resolution to the Denver District Court and proceed with the consolidation of the Districts in accordance with the provisions of Part 6 and the terms of the Consolidation Agreement, and to take such other actions and to do all things necessary to complete the consolidation proceedings, including conducting an election as required by the Act.

ADOPTED this 15th day of January, 2025 by a vote of Five (5) in favor and Zero (0) opposed.

EBERT METROPOLITAN DISTRICT

By 
 Bruce N. Shibles, President

Attest:


 Cynthia Barclae, Secretary