

**RESOLUTION CONCERNING INCREASING THE NUMBER OF BOARD MEMBERS
AND DIVIDING THE DISTRICT INTO DIRECTOR DISTRICTS**

INDEPENDENCE OVERLAY METROPOLITAN DISTRICT

At a Special Meeting of the Board of Directors of Independence Overlay Metropolitan District, (the “District”), County of Elbert, Colorado, held virtually at 6:00 P.M. on Thursday -- February 20, 2025, the following directors were present:

Timothy Craft, Jim Yates, Randall Roberts, Kevin Haughn, and Jim Bridgham.

Also present was Kurt Schlegel of Special District Solutions, Inc.

When the following proceedings, were had and done, to wit:

It was moved by Director Yates to adopt the following Resolution:

WHEREAS, the District Board of Directors (“District Board”) wishes to increase the number of board members from five to seven members and to establish seven director districts so that each Metropolitan District within the Independence development has representation on the Overlay Metropolitan District Board..

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

A. Legal Authority. A special district having a five-member board may increase the number of board members to seven by the adoption of a resolution by the board and the approval of the resolution at a public hearing pursuant to § 32-1-902.5, Colorado Revised Statutes, after notice and publication. A special district may divide a district into director districts by the adoption of a resolution of the board pursuant to § 32-1-902.7, Colorado Revised Statutes.

B. Background. In 2017, the Independence development was created with four residential Metropolitan Districts. Metropolitan districts typically have a board of five members, and the 2017 structure ensured that each Metropolitan District could have a board member representative on the Overlay Metropolitan District Board. In 2024, three additional metropolitan districts were created within Independence. In order to assure that the policy of representation from each Metropolitan District continues, the Independence Overlay Metropolitan District Board determines that increasing the board to seven members will result in fair and equitable representation of each of the metropolitan districts within Independence.

B. Increasing the Board to Seven Directors. The District Board acknowledges that the Independence Overlay Metropolitan District is intended to serve all of the seven Metropolitan Districts within the Independence Development. To ensure representation from all of the Metropolitan Districts, the District Board hereby increases the number of board member positions to seven, with the intent to also divide the District into seven director districts pursuant to Section C, below.

C. Establishment of Director Districts. There are hereby established seven director districts for the Independence Overlay Metropolitan District. Each director district shall encompass the boundaries of one of the seven Metropolitan Districts within Independence. For clarity, there shall be a director district for each of Independence Metropolitan District No. 1, Independence Metropolitan District No. 2, Independence

Metropolitan District No. 3, Independence Metropolitan District No. 4, Independence Metropolitan District No. 5, Independence Metropolitan District No. 6 and Independence Commercial Metropolitan District.

1. Election of Board Members. Board Members for the Independence Overlay Metropolitan District shall not be elected at large but shall be elected by the eligible electors within each director district. Board members shall meet all of the qualifications for board membership as established under § 32-1-103(5)(a), Colorado Revised Statutes.

D. Effective Date.

1. Paragraph B of this Resolution shall be effective upon the entry of an ex parte order of the Elbert County District Court establishing the number of board members, which order shall not occur sooner than 45 days after the filing of a certified copy of this resolution with the Elbert County Board of County Commissioners.

2. Paragraph C of this Resolution shall be effective upon the entry of the ex parte order of the Elbert County District Court establishing the number of board members as described in Paragraph D.1 above.

Whereupon, the motion was seconded by Director Roberts, and upon vote, the motion carried with 4 . Directors voting YES and 1 Director abstained from voting.

ADOPTED AND APPROVED this 20th day of February, 2025.

INDEPENDENCE OVERLAY METROPOLITAN DISTRICT

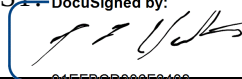
 Tim Craft

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Tim Craft, President

ATTEST:

DocuSigned by:



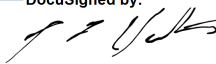
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Jim Yates, Secretary/Treasurer

STATE OF COLORADO
COUNTY OF ELBERT
INDEPENDENCE OVERLAY METROPOLITAN DISTRICT

I, Jim Yates, hereby certify that I am a director and the duly elected and qualified Secretary or Assistant Secretary of the Independence Overlay Metropolitan District (the "District"), and that the foregoing constitutes a true and correct copy of the record of proceedings of the Board of Directors of said District adopted at a meeting of the Board of Directors of the District held at 6:00 P.M. on Thursday, February 20, 2025, as recorded in the official record of the proceedings of the District, insofar as said proceedings relate to the resolution to increase the number of board members and to divide the district into director districts; that said proceedings were duly had and taken; that the meeting was duly held virtually; and that the persons were present at the meeting as therein shown.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 6th day of March, 2025.

DocuSigned by:

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Jim Yates

Secretary / Assistant Secretary