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DISTRICT COURT, WELD COUNTY, COLORADO		<div style="border: 1px solid black; padding: 5px; text-align: center;"> FILED IN DISTRICT COURT JUL 10 '02 WELD COUNTY, COLO. </div>
Court Address: 901 Ninth Avenue, Greeley, Colorado, 80632		
IN RE THE ORGANIZATION OF SWEETGRASS METROPOLITAN DISTRICT NO. 1, CITY OF DACONO, WELD COUNTY, COLORADO		▲ COURT USE ONLY ▲
Attorney Name : K. Sean Allen Address: WHITE AND ASSOCIATES Professional Corporation 8005 S. Chester Street, Suite 125 Englewood, CO 80112 Phone Number: (303) 858-1800 Fax Number: (303) 858-1801 Atty. Reg. #: 030955		Case No.: 01 CV 992 Div: Ctrm:

ORDER AND DECREE ORGANIZING DISTRICT, ISSUING CERTIFICATES OF ELECTION AND RELEASING BOND

THIS MATTER comes before the Court on the Motion for Order and Decree Organizing District, for Issuance of Certificates of Election and for Release of Bonds, filed by the Petitioners in regard to the organization of Sweetgrass Metropolitan District No. 1 (the "District"). This Court, being fully advised in the premises, hereby FINDS AND ORDERS:

- 1) On September 24, 2001, a Resolution of Approval of the Consolidated Service Plan for the District was issued by the Dacono City Council (the "Resolution"). The Resolution allowed the District to conduct its November 6, 2001 organizational election, but required that prior to the point at which the District could obtain this Order and Decree Organizing the District, it must first obtain written consent from the service districts whose boundaries overlap with that of the District's boundaries.
- 2) By June 20, 2002, the District had received written overlap consent from all overlapping service districts. Attached hereto as Exhibit A are copies of the written overlap consents.
- 3) That a majority of the votes cast at the election held on November 6, 2001, in which the question of organization of the District was submitted to eligible electors, were in favor of organization, tax and debt authorization, and election of the initial board of directors were submitted to eligible electors,

and that the election was held in accordance with Articles 1 to 13 of Title 1, C.R.S.

- 4) That the District shall be and is hereby duly and regularly organized in accordance with the requirements of Article 1 of Title 32, C.R.S.
- 5) That the District shall be known as "Sweetgrass Metropolitan District No. 1," the corporate name as designated in the Petition filed with this Court.
- 6) That the District is located in Weld County, Colorado, as more particularly described in Exhibit B, attached hereto and made a part hereof.
- 7) That the District shall be a quasi-municipal corporation and a political subdivision of the State of Colorado with all the powers thereof.
- 8) That the following persons were duly elected as members of the District's first Board of Directors for the indicated terms which have yet to expire. Furthermore, the following persons are the only Directors that have maintained their eligible elector status and have initial elected terms that have not otherwise expired as further shown on the Certificates of Election, issued by this Court in accordance with Section 32-1-305.5(5), C.R.S., which Certificates are attached hereto:

<u>Name</u>	<u>Term</u>
Mike Burns	to May 2004
Lewis Holtsclaw	to May 2004

At the November 6, 2001 election Mr. Jon Lee and Mr. Charles Bellock were also elected to the District's first Board of Directors for initial terms expiring in May 2002. However, since the District had yet at that time to secure the overlap consents, Mr. Lee and Mr. Bellock's terms naturally expired, and therefore vacancies exist. Mr. Tom Metzger was also elected to the initial Board of Directors at the November 6, 2001 election, but has since vacated his directorship and is no longer an eligible elector of the District. Mr. Burns and Mr. Holtsclaw, as the remaining Directors, will appoint willing and eligible electors to the Board of Directors to fill such vacancies at the District's organizational meeting pursuant to Title 32.

- 9) That the Clerk of this Court shall release to Petitioners the Bond in the amount of \$500 submitted in connection with the organization of Sweetgrass Metropolitan District No. 1.
- 8) That in accordance with Section 32-1-205(2), C.R.S., a copy of the approved Service Plan and the Dacono City Council Resolution of Approval shall be

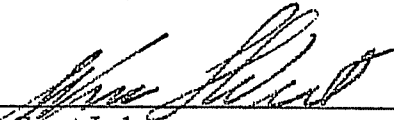


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incorporated by reference in and appended to this Order establishing the District after all other legal procedures have been complied with.

DONE IN COURT this 10 day of July, 2002.

BY THE COURT:



District Court Judge

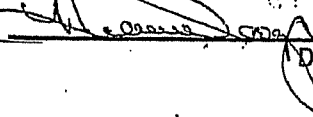
SWEETGRASS.ORG\KSA1012062402
0587.0002

Certified to be a full, true and correct copy of the original in my custody.

Dated JUL 24 2002

MARY M. BOHLENDER

Clerk of the District Court
Weld County, Colorado

By  Deputy

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EXHIBIT A

Proof of Written Overlap Consents



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District Court, Weld County, State of Colorado Court Address: 901 Ninth Avenue Greeley, CO 80634	
IN RE THE ORGANIZATION OF: Sweetgrass Metropolitan Districts Nos. 1-3	
▲ COURT USE ONLY ▲	
Case Numbers: 01 CV 992 01 CV 993 01 CV 994	
Div.:	Ctrm:
STIPULATION AND AGREEMENT	

Petitioners for Sweetgrass Metropolitan District Nos. 1, 2 and 3 (the "Districts"), by and through their attorneys, White and Associates Professional Corporation, and Central Weld County Water District (the "Water District"), by and through its attorneys, Randolph W. Starr, P.C. (collectively referred to as the "Parties"), hereby enter the following Stipulation and Agreement (the "Agreement").

The Parties acknowledge that the Water District and City of Dacono (the "City") have entered into a contract whereby the Water District provides potable water to the City for delivery to the City water user, and that the Districts' residents are and will be such users.

The parties acknowledge that financing for and construction of certain water improvements and facilities within the Districts' boundaries is necessary to allow water services to be provided to the Districts' residents.

The Parties acknowledge that the Districts' September 24, 2001, Consolidated Service Plan ("Service Plan") limits the nature of the Districts' water power to design, finance, construction, acquisition and installation of City water improvements (on-site improvements), which is necessary for service to areas within the Districts. The Districts may also provide for the financing of Water District water system improvements and facilities (off-site improvements). The Water District shall design, construct, acquire and install all Water District Facilities. However, the Districts cannot purchase, own, manage, adjudicate, or develop any



water rights or water resources. Furthermore, the Districts must dedicate all of the water improvements and facilities to either the City or Water District as appropriate.

The Service Plan shall not be modified to expand the Districts' authority to provide the currently authorized, but limited water powers and services without the prior written consent of the Water District.

The Districts must deliver written notice of any public hearing involving the inclusion of new property that is not already within any of the Districts to the Water District on or before the date such notice is delivered to the *Farmer and Miner* or other newspaper, for publication. No new property shall be included within the Districts without the prior written consent of the Water District.

Nothing in the Service Plan or any amendment thereto shall affect, amend or modify any current or future agreement between the City and the Water District unless agreed to by the City and Water District.

The Districts will acknowledge this Agreement and the agreement between the City and Water District described herein in a separate intergovernmental agreement to be entered into between the City and the Districts upon the Districts' formal organization.

Subject to the terms and conditions of this Agreement, the Water District hereby consents to the organization of the Districts and thereby consents to the Districts' exercise of the limited water authority granted it by the Service Plan.

This Agreement shall be made a part of the orders organizing the Districts.

DATED THIS 20th day of June, 2002.

Randolph W. Starr, P.C.
Attorney for Water District

Randolph W. Starr, A.R. 3183
150 East 29th Street, Suite 285
P.O. Box 642
Loveland, CO 80539-0642
Telephone: 970-667-1029
Facsimile: 970-669-3841
Email: rstarr8553@aol.com

White and Associates Professional Corporation
Attorney for Sweetgrass Metropolitan Districts
Nos. 1, 2 and 3

K. Sean Allen, A.R. 30955
8005 S. Chester Street, Suite 125
Englewood, CO 80112-3524
Telephone: 303-858-1800
Facsimile: 303-858-1801
Email: sallen@gwhiteandassociates.com

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WHITE AND ASSOCIATES

GARY R. WHITE
KRISTEN D. BEAR
GEORGE M. ROWLEY
TODD W. WALLACE
K. SEAN ALLEN
ALYSSE A. EMERY
DANA K. NOTTINGHAM

PROFESSIONAL CORPORATION
ATTORNEYS AT LAW

8005 S. CHESTER STREET, SUITE 125
ENGLEWOOD, COLORADO 80112-3524
TELEPHONE (303) 858-1800
FACSIMILE (303) 858-1801
FIRM@GWHITEANDASSOCIATES.COM

EMPHASIZING SPECIAL
DISTRICT REPRESENTATION,
MUNICIPAL, LAND USE AND
ANNEXATION LAW, AND
DEVELOPMENT FINANCING

November 13, 2001

RECEIVED
NOV 14 2001

VIA FACSIMILE AND U.S. MAIL

Ms. Paula Fagre
Executive Assistant
St. Vrain Sanitation District
P.O. Box 908
Longmont, Colorado 80502-0908

Re: Sweetgrass Metropolitan District Nos. 1, 2 and 3

Dear Ms. Fagre:

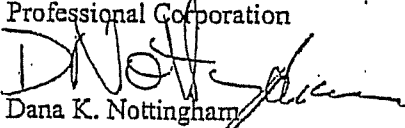
This law firm serves as general counsel to Sweetgrass Metropolitan District Nos. 1-3 (the "Districts"). On September 24, 2001, the City of Dacono approved a Consolidated Service Plan (the "Service Plan") for the Districts. As you may be aware, the Service Plan authorizes the Districts to construct a sanitary sewer collection system within its boundaries. The Districts will not, however, be providing such services beyond the scope of the construction and dedication to the appropriate governmental entity, as provided for in the Service Plan. Notwithstanding the above, because the boundaries of the Districts overlap with the boundaries of the St. Vrain Sanitation District, Colorado law requires that the Districts obtain the consent of the board of directors of the district.

Please acknowledge your consent to the proposed Districts by returning this letter to me as soon as possible, signed below by an authorized representative of the board of directors. If possible, we would appreciate having the letter executed and returned to our office in the enclosed self-addressed stamped envelope before November 30, 2001.

Please call either Mike Burns of Community Development Group at (303) 442-2299, or myself, if you have any questions. Thank you for your prompt attention to this matter.

Very Truly Yours,

WHITE AND ASSOCIATES
Professional Corporation


Dana K. Nottingham

DKN:tmk



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By signing below, St. Vrain Sanitation District hereby consents to the overlap of the Sweetgrass Metropolitan Districts Nos. 1-3, subject to the provisions above and those contained in the approved Consolidated Service Plan dated September 24, 2001, and pursuant to Section 32-1-107(3), C.R.S. This consent shall be null and void in the event of any material modification to such approved plan without further St. Vrain sanitation District consent.

By: JAMES STEVEN BECK

Its: DISTRICT CONTROLLER

PAUL C. RUFLEN, P.C.

ATTORNEY AT LAW

4600 South Ulster Street
Suite 1111
Denver, Colorado 80237-2875

Telephone 303.779.0200
Facsimile 303.779.3662.
PaulRufen@aol.com

May 20, 2002

K. Sean Allen
White and Associates, P.C.
8005 South Chester Street, Suite 125
Englewood, Colorado 80112-3524

Re: Carbon Valley Park and Recreation District

Dear Sean:

This letter constitutes the formal written consent of the Carbon Valley Park and Recreation District to the formation of the Sweetgrass Metropolitan Districts Nos. 1-3. It is understood that the Sweetgrass District will have overlapping boundaries with the Carbon Valley District, and the Sweetgrass Districts are authorized by their Service Plans to provide park and recreation services. This consent is provided under Section 32-1-107(3)(a)(IV), C.R.S.

The consent of the Carbon Valley Park and Recreation District is expressly conditioned on the following:

1. All property within the Sweetgrass Districts shall be included within the Carbon Valley Park and Recreation District;
2. All recreation facilities constructed by the Sweetgrass Districts shall be dedicated to the Carbon Valley Park and Recreation District as the sole governmental provider of park and recreation services.

If you have any questions, please feel free to contact me.

Sincerely,



Paul C. Rufen

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cc: Renee Witty, Operations Manager
Carbon Valley Park & Recreation District

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EXHIBIT B
Legal Description

[To District Court Order and Decree Organizing District
and Issuing Certificates of Election]

Sweetgrass Metro No. 1



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LEGAL DESCRIPTION

DISTRICT 1 AND DIRECTOR PARCEL

A PARCEL OF LAND LOCATED IN THE NORTHEAST QUARTER OF SECTION 14,
TOWNSHIP 1 NORTH, RANGE 68 WEST OF THE 6TH PRINCIPAL MERIDIAN DESCRIBED
AS FOLLOWS:

COMMENCING AT THE NORTHEAST CORNER OF SAID SECTION 14 FROM WHENCE THE
EAST QUARTER CORNER OF SECTION LIES S00°05'11"E, 2608.77 FEET;

THENCE ALONG THE EAST LINE OF THE NORTHEAST QUARTER OF SECTION 14
S00°05'11"E, 1352.85 FEET;

THENCE S89°54'49"W, 1314.43 FEET TO A POINT, SAID POINT BEING THE CENTER OF A
CIRCULAR PARCEL WITH A RADIUS OF 150 FEET, CONTAINING 70,686 SQUARE FEET
(1.63 ACRES).

LEGAL DESCRIPTION PREPARED BY:
HURST & ASSOCIATES, INC.
4999 PEARL EAST CIRCLE, SUITE 106
BOULDER CO 80301 303-449-9105
08/14/01 BO
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