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Commissioner Phillips moved adoption of the following Resolution:

**BOARD OF COUNTY COMMISSIONERS
COUNTY OF EAGLE, STATE OF COLORADO**

RESOLUTION NO. 98 - 97

**RESOLUTION REGARDING SERVICE PLAN FOR
TWO RIVERS METROPOLITAN DISTRICT**

WHEREAS, the Board of County Commissioners of the County of Eagle, State of Colorado, is vested with administering the affairs of Eagle County, Colorado, pursuant to state statutes; and

WHEREAS, pursuant to the provisions of the "Special District Control Act", Part 2 of Article 1, Title 32, C.R.S., the Petitioners of the proposed District filed a Service Plan for the proposed Two Rivers Metropolitan District ("District") in Eagle County, Colorado on May 22, 1998; and

WHEREAS, pursuant to the provisions of Subsections 32-1-202(1) and 32-1-204(1), C.R.S., the Board of County Commissioners of Eagle County, Colorado, scheduled a public hearing on the Service Plan to be held at 2:00 p.m. on July 27, 1998; and

WHEREAS, notice of the date, time and location and purpose of said hearing was duly published in the Eagle Valley Enterprise, a newspaper of general circulation, on July 2, 1998; notice was provided to the Division of Local Government in the Department of Local Affairs of the name and type of the proposed District; notice of the date, time and location of the said hearing was provided to the Petitioners; to the governing body of each municipality and of each special district which had levied an ad valorem tax within the next preceding tax year and which had boundaries within a radius of three (3) miles of the District; and to said Division, as required by Subsections 32-1-202(1) and 32-1-204(1), C.R.S.; mailing of a letter notification to the property owners within the proposed District boundaries, pursuant to Subsection 32-1-204(1.5), C.R.S., was not required since the Petitioners represent 100% of such property owners; and

WHEREAS, the Eagle County Planning Commission studied and considered the Service Plan at its meeting of July 1, 1998, and at which time said Commission

recommended certain conditions to the Service Plan, which recommendations were subsequently presented to the Board of County Commissioners, as required by Subsection 32-1-204(2), C.R.S.; and

WHEREAS, this Board did on July 27, 1998, conduct a full public hearing on this matter, taking evidence establishing the jurisdiction of the Board to hear this matter, and further taking evidence regarding the substantive issues set forth in Section 32-1-203, C.R.S., at which hearing all interested parties were afforded an opportunity to be heard; and

WHEREAS, this Board has fully considered the Service Plan and all testimony and other evidence presented to it in this matter relating to the Service Plan, including the favorable recommendation of the Eagle County Planning Commission.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF THE COUNTY OF EAGLE, STATE OF COLORADO:

Section 1. The Board hereby determines that all of the jurisdictional and other requirements of Sections 32-1-202 and 32-1-204, C.R.S., have been fulfilled, including those relating to the filing and form of the Service Plan, the form and publication of the public notice of the hearing on the Service Plan and the type of public hearing held herein.

Section 2. Based upon the information contained within the Service Plan and evidence presented to the Board at the hearing, the Board hereby finds and determines as follows:

- A. There is sufficient existing and projected need for organized services of the nature proposed in the Service Plan in the area to be serviced by the proposed District;
- B. The existing services in the area to be served by the proposed District are inadequate for present and projected needs;
- C. The proposed District is capable of providing economical and sufficient services to the area within its proposed boundaries;
- D. The area to be included within the proposed District will have the financial ability to discharge the proposed indebtedness on a reasonable basis;

E. Adequate services are not and will not be available to the area through Eagle County, or other governmental organization, including special districts, within a reasonable time and on a comparable basis;

F. The facilities and service standards of the proposed District are or will be compatible with the facilities and service standards of Eagle County;

G. The Service Plan is in substantial compliance with the Eagle County Master Plan; and

H. The proposal is in compliance with the long-range water quality management plan for the area; and

I. The creation of the proposed District will be in the best interest of the area proposed to be served.

Section 3. The Service Plan of the proposed District shall be and is hereby approved upon the conditions outlined on Exhibit A attached hereto and incorporated herein by this reference.

Section 4. The Clerk to the Board is hereby directed to advise the Petitioners in writing of this action and to attach a certified copy of this Resolution for the purpose of filing the same with the District Court of Eagle County.

Section 5. All Resolutions, or parts thereof, in conflict with the provisions hereof, are hereby repealed to the extent of such conflict only.

Section 6. This Resolution, immediately upon its passage, shall be authenticated by the signatures of the Board of County Commissioners and the County Clerk and Recorder and sealed with the corporate seal of the County.

Section 7. This Resolution is necessary for the public health, safety and welfare of the citizenry of the County of Eagle, State of Colorado.

MOVED, READ AND ADOPTED by the Board of County Commissioners of the County of Eagle, State of Colorado, at its regular meeting held the 10th day of August, 1998.

ATTEST:



[Signature]
Clerk to the Board of
County Commissioners

COUNTY OF EAGLE, STATE OF
COLORADO, By and Through Its
BOARD OF COUNTY COMMISSIONERS

By: [Signature]
James E. Johnson, Jr.
Chairman

[Signature]
George A. Gates
Commissioner

[Signature]
Johnette Phillips
Commissioner

Commissioner Gates seconded adoption of the foregoing Resolution. The roll having been called, the vote was as follows:

| | |
|-----------------------|-----------|
| Commissioner Johnson | <u>ay</u> |
| Commissioner Gates | <u>ay</u> |
| Commissioner Phillips | <u>ay</u> |

This Resolution passed by 3-0 vote of the Board of County Commissioners of the County of Eagle, State of Colorado.

**EXHIBIT A
TO
TWO RIVERS METROPOLITAN DISTRICT SERVICE PLAN**

Service Plan approval is subject to the following conditions:

1. Delete subsection 3(c) [Page 9] of the Service Plan and replace it with the following:
"The District shall manage and maintain the flood control dike along the Colorado River, and shall at all times maintain general liability insurance covering liability arising from those activities."
2. Prior to final approval by the District Court, the Proponents shall receive a Consent Resolution from the Western Eagle County Metropolitan Recreation District.
3. The approval of the Service Plan ~~should~~ be rescinded if the property within the Service Plan is not granted an approval of a final plat by November 1, 1999.
4. The Developer or the District shall conclude the pending receipt of a Conditional Letter of Map Revision (CLOMR) regarding the 100-year flood plain.

ASSIGNMENT

In consideration of good and valuable consideration, receipt of which is acknowledged, the undersigned sells, transfers and assigns to HOLE IN THE SKY AT TWO RIVERS VILLAGE, L.L.C, a Colorado limited liability company, whose address is P.O. Box 897, Glenwood Springs, CO 81602, a one-third (1/3rd) membership interest, being all of its membership interest, in and to TWO RIVERS VILLAGE DEVELOPMENT CO., L.L.C, a Colorado Limited Liability Company.

Assignor further represents that the membership interest has been offered to the remaining members in accordance with the terms and provisions of Section 9 of the Operating Agreement of the Company on the same price and terms offered to Assignee and that none of the members elected to purchase the membership interest.

Dated this 6th day of January, 2000.

DOTSERO DEVELOPMENT GROUP, LLC

By *[Signature]*
Richard DeClark, Manager/Member

Ken Kriz as Manager/Member of HOLE IN THE SKY AT TWO RIVERS VILLAGE, L.L.C, a Colorado Limited Liability Company, hereby agrees that any subsequent transfers or assignments of the interest transferred herein shall be as set forth in the Operating Agreement of Two Rivers Village Development Co., LLC and further acknowledges that a copy of the Operating Agreement has heretofore been provided to him. HOLE IN THE SKY AT TWO RIVERS VILLAGE, LLC shall be bound by all of the terms of the Operating Agreement as if originally named in the Operating Agreement. HOLE IN THE SKY AT TWO RIVERS VILLAGE, LLC shall specifically assume all membership obligations for which Dotsero Development Group, LLC was previously responsible, with the exception of the lawsuit referenced in a certain Indemnification Agreement of even date herewith.

Dated this 6th day of January, 2000.

HOLE IN THE SKY AT TWO RIVERS VILLAGE, L.L.C

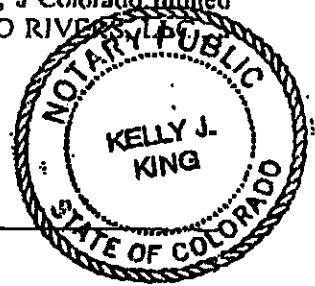
By *[Signature]*
Ken Kriz, Manager/Member

STATE OF COLORADO)
) ss.
COUNTY OF GARFIELD)

The above and foregoing instrument was acknowledged before me this 6th day of January, 2000, by Richard DeClark as Manager/Member of DOTSERO DEVELOPMENT GROUP, LLC, a Colorado limited liability company, and Ken Kriz as Manager/Member of HOLE IN THE SKY AT TWO RIVERS VILLAGE, L.L.C, a Colorado limited liability company.

Witness my hand and seal.
My commission expires: *February 4, 2002*

[Signature]
Notary Public



ASSIGNMENT

In consideration of good and valuable consideration, receipt of which is acknowledged, the undersigned sells, transfers and assigns to HOLE IN THE SKY AT TWO RIVERS VILLAGE, LLC, a Colorado limited liability company, whose address is P.O. Box 897, Glenwood Springs, CO 81602, a one-third (1/3rd) membership interest, being all of its membership interest, in and to TWO RIVERS VILLAGE DEVELOPMENT CO., LLC, a Colorado Limited Liability Company.

Assignor further represents that the membership interest has been offered to the remaining members in accordance with the terms and provisions of Section 9 of the Operating Agreement of the Company on the same price and terms offered to Assignee and that none of the members elected to purchase the membership interest.

Dated this 6th day of January, 2000.

COLORADO RIVER VALLEY DEVELOPMENT, LLC

By *Gerald Gallegos*
Gerald Gallegos, Manager/Member

Ken Kriz as Manager/Member of HOLE IN THE SKY AT TWO RIVERS VILLAGE, LLC, a Colorado Limited Liability Company, hereby agrees that any subsequent transfers or assignments of the interest transferred herein shall be as set forth in the Operating Agreement of Two Rivers Village Development Co., LLC and further acknowledges that a copy of the Operating Agreement has heretofore been provided to him. HOLE IN THE SKY AT TWO RIVERS VILLAGE, LLC shall be bound by all of the terms of the Operating Agreement as if originally named in the Operating Agreement. HOLE IN THE SKY AT TWO RIVERS VILLAGE, LLC shall specifically assume all membership obligations for which Colorado River Valley Development, LLC was previously responsible, with the exception of the lawsuit referenced in a certain Indemnification Agreement of even date herewith.

Dated this 6th day of January, 2000.

HOLE IN THE SKY AT TWO RIVERS VILLAGE, LLC

By *Ken Kriz*
Ken Kriz, Manager/Member

STATE OF COLORADO)
) ss.
COUNTY OF GARFIELD)

The above and foregoing instrument was acknowledged before me this 6th day of January, 2000, by Gerald Gallegos as Manager/Member of COLORADO RIVER VALLEY DEVELOPMENT, LLC, a Colorado limited liability company, and Ken Kriz as Manager/Member of HOLE IN THE SKY AT TWO RIVERS, LLC., a Colorado limited liability company.

Witness my hand and seal.
My commission expires: *February 4, 2002*

Kelly J. King
Notary Public

