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RECEIVED

FEB 18 2015

Dept of Local Affairs

STACIE L. PACHECO
Paralegal
spacheco@ISP-law.com
Direct: 303.867.3000

February 17, 2015

VIA FEDERAL EXPRESS

Mr. Jarrod Biggs
Division of Local Government
1313 Sherman Street, Room 521
Denver, Colorado 80203

Re: Sunset Metropolitan District

Dear Mr. Biggs:

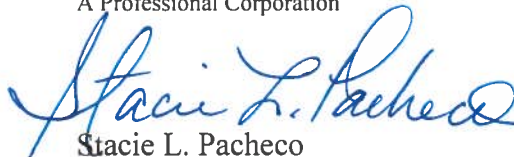
Pursuant to your letter dated February 6, 2015, enclosed is a copy of the letter and Notice of Inactive Status previously filed for Sunset Metropolitan District. Pursuant to Section 32-1-104(3)-(5), C.R.S., Special Districts are exempt from filing a budget when "Inactive."

Should you have further questions or need additional information, please contact our office.

Sincerely,

ICENOGLER | SEAVER | POGUE

A Professional Corporation



Stacie L. Pacheco
Paralegal

:SLP

Enclosures

ICENOGL | SEAVER | POGUE

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STACIE L. PACHECO
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December 12, 2014

VIA CERTIFIED MAIL

El Paso County Board of County
Commissioners
200 South Cascade Avenue, Suite 100
Colorado Springs, CO 80903-2202

El Paso County Treasurer
1675 W Garden of the Gods Rd.
Colorado Springs, Colorado 80907

El Paso County Assessor
1675 W Garden of the Gods Rd., Ste. 2300
Colorado Springs, Colorado 80907

El Paso County Clerk and Recorder
1675 W Garden of the Gods Rd.
Colorado Springs, Colorado 80907

Division of Local Government
1313 Sherman Street
Suite 521
Denver, Colorado 80203

Office of the State Auditor
1525 Sherman Street, 7th Floor
Denver, Colorado 80203

Re: Sunset Metropolitan District: Notice of Inactive Status

To Whom It May Concern:

Enclosed for your records please find a Notice of Inactive Status and Resolution Concerning Inactive Status pursuant to Sections 32-1-103(9.3) and 32-1-104(3)-(5), C.R.S., for the Sunset Metropolitan District in satisfaction of the December 15, 2014 deadline. If you have any questions or require further information, please do not hesitate to contact our office.

/SLP
Enclosure

SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY
<ul style="list-style-type: none">Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.Print your name and address on the reverse so that we can return the card to you.Attach this card to the back of the mailpiece, or on the front if space permits.	A. Signature X <input type="checkbox"/> Agent <input type="checkbox"/> Addressee
	B. Received by (Printed Name) <i>Stacie L. Pacheco</i>
	C. Date of Delivery DEC 15 2014
1. Article Addressed to: <i>Division of Local Gov. 1313 Sherman St. Ste. 521 DENVER, CO 80203</i>	D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No
2. Article Number (Transfer from s)	3. Service Type <input checked="" type="checkbox"/> Certified Mail [®] <input type="checkbox"/> Priority Mail Express [™] <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> Collect on Delivery
	4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes
	7011 3500 0001 4577 7042

**RESOLUTION OF
THE BOARD OF DIRECTORS OF
SUNSET METROPOLITAN DISTRICT
CONCERNING INACTIVE STATUS**

At a regular meeting of the Board of Directors of Sunset Metropolitan District, El Paso County, Colorado, held at 10:00 A.M., on Friday, the 14th day of November, 2014, at 421 South Tejon Street, Suite 250, Colorado Springs, Colorado, a quorum was present, via teleconference, and the following resolution was adopted by the Board of Directors (the "Board") for Sunset Metropolitan District (the "District"):

WHEREAS, the District was organized as a special district by order of the District Court for El Paso County, Colorado, dated March 31, 1986; and

WHEREAS, the Board has a duty to perform certain statutory obligations in order to assure the efficient operation of the District; and

WHEREAS, Section 32-1-104(3)(a), C.R.S. provides that a special district qualifying as an "inactive special district" as hereinafter defined pursuant to Section 32-1-103(9.3), C.R.S., may adopt a resolution describing and affirming its qualification for inactive status and further describing its current compliance with each of the requirements specified in Section 32-1-104(5), C.R.S.; and

WHEREAS, pursuant to Section 32-1-104(5), C.R.S., inactive special districts are exempt from compliance with the provisions of Section 29-1-101 *et seq.*, C.R.S. (Budget Law); Section 39-5-101 *et seq.*, C.R.S. (Certification of Mill Levy); Section 32-1-306, C.R.S. (Map); Section 32-1-809, C.R.S. (Notice to Electors); Section 32-1-104(2), C.R.S. (Annual Contact Notification); Section 32-1-903, C.R.S. (Meetings); Section 29-1-201 *et seq.*, C.R.S. (List of Intergovernmental Contracts); Section 29-1-601 *et seq.*, C.R.S. (Local Government Audit Law); and Section 39-1-101 *et seq.*, C.R.S. (Notice of Boundary Changes/Intent to Levy); and

WHEREAS, pursuant to Section 104.8(3), C.R.S., the recording of a public disclosure statement is not required while any special district is on inactive status; and

WHEREAS, pursuant to Section 32-1-103(9.3), C.R.S., a special district qualifies as an "inactive special district" if the district:

- (i) Is in a predevelopment stage that has no residents other than those who lived within the district's boundaries prior to the formation of the district;
- (ii) Does not have any business or commercial ventures or facilities within its boundaries;
- (iii) Has not issued any general obligation or revenue debt and does not have any financial obligations outstanding or contracts in effect that require performance by the district during the time the district is inactive;
- (iv) Has not imposed a mill levy for tax collection in that fiscal year;

- (v) Anticipates no receipt of revenue and has no planned expenditures, except for statutory compliance in that fiscal year;
- (vi) Has no operation or maintenance responsibility for any facilities, and
- (vii) Files "Notice of Inactive Status" pursuant to Section 32-1-104(3), C.R.S.; and

WHEREAS, the Board has determined that the District qualifies for inactive status and has concluded that it would be in the best interest of the District to become an inactive special district.

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

1. The Board hereby asserts that the District qualifies as an "inactive special district" as defined by Section 32-1-103(9.3), C.R.S. and affirms the following:
 - a. The District is in a predevelopment stage and has no residents other than those who lived within the district's boundaries prior to the formation of the district, if any.
 - b. The District does not have any business or commercial ventures or facilities within its boundaries.
 - c. The District has not issued any general obligation or revenue debt and does not have any financial obligations outstanding or contracts in effect that require performance by the District during the time the District is inactive.
 - d. The District has not imposed a mill levy for tax collection in fiscal years 2014 and 2015.
 - e. The District anticipates it will receive no revenue and has no planned expenditures, except for statutory compliance in fiscal year 2014 and 2015.
 - f. The District has no operation or maintenance responsibility for any facilities.
 - g. The District is in compliance with each of the requirements specified in Section 32-1-104(5), C.R.S.
2. The Board hereby declares the District to be an inactive special district, subject to the requirements of Sections 32-1-104(3)-(5), C.R.S. during inactive status, effective upon filing of a Notice of Inactive Status with the applicable entities set forth in Paragraph 3 herein.

3. The Board directs legal counsel to file a Notice of Inactive Status, on behalf of the District, with the El Paso County Board of County Commissioners; the El Paso County Treasurer, Assessor, and Clerk and Recorder; the District Court in and for the County of El Paso, Colorado; the State Auditor; and the Colorado Division of Local Government, on or before December 15, 2014.
4. Commencing with the filing of the Notice of Inactive Status and until such time as otherwise directed by the Board, the Board hereby directs legal counsel and any other appropriate persons(s) as may be selected by Two Rivers Water & Farming Company, TR El Paso Land LLC, or their assigns and successors, to perform, on behalf of the District, all statutory and service plan requirements that the District is not otherwise exempt from performing pursuant to Section 32-1-104(5), C.R.S. including, but not limited to, filing Notice of Continuing Inactive Status with the State Auditor and the Division, conducting elections, and filing annual reports.
5. This Resolution shall take effect on the date and at the time of its adoption.

[The remainder of this page is intentionally left blank.]


ADOPTED AND APPROVED THIS 14th DAY OF NOVEMBER, 2014.

SUNSET METROPOLITAN DISTRICT


By: John R. McKowen

Its: President

ATTEST:


By: Wayne E. Harding

Its: Secretary

I, Wayne E. Harding Secretary of the Board of Directors of Sunset Metropolitan District, do hereby certify that the annexed and foregoing Resolution is a true copy from the Records of the proceedings of the Board of said District, on file with the law firm of Icenogle Seaver Pogue, P.C., general counsel to the District.

IN WITNESS WHEREOF, I have hereunto set my hand at El Paso County, Colorado, this 14th day of November, 2014.


By: Wayne E. Harding

Its: Secretary

STATE OF COLORADO

DEPARTMENT OF LOCAL AFFAIRS

Division of Local Government
 1313 Sherman Street, Suite 521
 Denver, Colorado 80203
 Phone: (303) 864-7720



Title 32, Article 1 Special District Notice of Inactive Status

NOTICE IS HEREBY GIVEN by the Board of Directors

of the SUNSET METROPOLITAN DISTRICT District (21066) (LGID)
 in EL PASO County, Colorado

pursuant to subsection 32-1-104(3)(a) C.R.S., the District is an Inactive Special District having adopted a resolution (attached) describing and affirming the District's qualification for this status as defined by C.R.S. 32-1-103(9.3) and that said district is in compliance with each of the requirements specified in subsection 32-1-104(5) C.R.S. The Board of Directors adopted such resolution at a public meeting held: NOVEMBER 14, 2014 declaring the District Inactive beginning: NOVEMBER 14, 2014

NOTICE IS FURTHER GIVEN, pursuant to subsection 32-1-104(4), during the period that the District is on inactive status, it shall not issue any debt, impose a mill levy, or conduct any other official business other than to conduct elections and to undertake procedures necessary to implement the district's intention to return to active status.

District Contact Person: ALAN D. POGUE Phone: 303-292-9100

Contact Signature: *Alan D. Pogue* Date: 19 NOV 2014
 Contact Email Address: APogue@SP-Law.com
 District Address: Icenogle Seaver Pogue, P.C.
 Address (cont.): 4725 S. Monaco St., Suite 225
 Address City/State/Zip: Denver, CO 80237

Directors		Elected or Appointed	Term Exp. Yr.
1. Board Chair:	Kirsiy Cameron	5/7/2013	2016
2. Director:	John R. McKowen	5/6/2014	2018
3. Director:	Wayne Harding	5/7/2013	2016
4. Director:	Russell L. Dionisio, Jr.	5/6/2014	2018
5. Director:			
6. Director:			
7. Director:			

- Generally, per C.R.S. 32-1-104(5), Inactive Special Districts shall be exempt from compliance with the provisions of:
- 32-1-104(2) - Annual January 15th Contact Filing;
 - 32-1-306 - Annual January 1st Map Filing
 - 32-1-809 - Annual January 15th Notice to Electors
 - 32-1-903 - Meetings
 - Title 29, Art 1, Part 1 - Budget Law
 - Title 29, Art 1, Part 2 - List of Contracts
 - Title 29, Art 1, Part 6 - Audit Law
 - Title 39, Art 1, Part 1 - Notices of Boundary Change, Intent to Levy
 - Title 39, Art 5, Part 1 - Annual Mill Levy Certification

PROCEDURAL INSTRUCTIONS

As directed in 32-1-104(3)(b) C.R.S., by *Certified Mail, Return Receipt Requested* except where electronic filing is required by the receiving entity, on or before December 15th file this Notice of Inactive Status and a copy of the resolution adopted pursuant to 32-1-104(3)(a) C.R.S. with:

- the Board of County Commissioners and the City Council/Town Board of each county and municipality that approved the District's service plan pursuant to section 32-1-204 or 32-1-204.5 C.R.S.;
- the Treasurer, Assessor, and the Clerk and Recorder of the county(ies) in which the District is located;
- the district court having jurisdiction over the formation of the special district;
- the Office of the State Auditor; and
- the Division of Local Government (ELECTRONIC FILING REQUIRED – www.dola.colorado.gov/e-filing –)