

**RESOLUTION 2022-13 OF THE
BOARD OF DIRECTORS OF
TRIVIEW METROPOLITAN DISTRICT**

WHEREAS, Triview Metropolitan District (the “**District**”) is a quasi-municipal corporation and political subdivision of the State of Colorado and a body corporate with the powers authorized by and in compliance with Section 32-1-101 et seq., C.R.S.; and

WHEREAS, in accordance with Section 32-1-1001(1)(m), C.R.S., the District is empowered to adopt, amend, and enforce rules and regulations governing the operation of the District; and

WHEREAS, the Board of Directors of the District (the “**Board**”) has determined that it is in the best interests of the District and the residents and property owners of the District to adopt a code of conduct for the Board, the District’s staff, the members of any committees appointed by the Board, and any volunteers acting on behalf of the District (the “**District Representatives**”); and

WHEREAS, the Board desires to (i) identify minimum standards of ethical conduct for District Representatives and reiterate the requirements in the Code of Ethics in Sections 24-18-101, et seq., C.R.S., as amended from time to time; (ii) inform the public of the minimum standards to which District Representatives are expected to adhere; and (iii) to encourage all District Representatives to act in the best interest of the District and the community as a whole.

NOW, THEREFORE, be it resolved by the Board of Directors of Triview Metropolitan District as follows:

1. Adoption of Policies and Procedures. The Board of Directors of Triview Metropolitan District hereby adopts the Code of Conduct, set forth in Exhibit A and the Code of Ethics found in Section 24-18-101 et seq., C.R.S., as amended from time to time, and attached hereto as Exhibit B (the Code of Conduct and the Code of Ethics shall be referred to collectively as the “**Code**”), which are incorporated herein by reference.

2. Amendment. The District reserves the right to amend the Code of Conduct adopted hereby in whole or in part, in order to further the purpose of carrying on the business, objects, and affairs of the District. The foregoing shall specifically include, but not be limited to, the right to adopt new policies and procedures as may be necessary, in the Board’s discretion. Additionally, any legislative changes to the sections of the Code of Ethics attached as Exhibit B, shall automatically be incorporated into this resolution.

Adopted and effective on October 20, 2022.

TRIVIEW METROPOLITAN DISTRICT, a
quasi-municipal corporation and political
subdivision of the State of Colorado

By:



Officer of the District

Attest:

By:

_____

EXHIBIT A

CODE OF CONDUCT TRIVIEW METROPOLITAN DISTRICT

District Representatives, including the Board, shall adhere to and conduct themselves in harmony with the following:

Section 1. General Provisions. District Representatives acknowledge that the purpose of their positions is to benefit the District and the community. Accordingly, they should perform their duties with honesty, diligence, professionalism, impartiality, and integrity. This includes finding common ground and seeking compromise with others in a way that benefits the community as a whole and striving at all times to serve the best interests of the District, regardless of personal interests.

Section 2. Public Meetings. District Representatives should practice civility, professionalism, and decorum in discussions and debate. District Representatives should arrive on time to all scheduled meetings unless they are excused and be prepared to address each item on the agenda. Meeting participants should keep comments relevant to the topic under discussion. District Representatives and individual Board members do not speak for the Board as a whole unless specifically authorized to do so at a board meeting. Board members should vote on all matters before the Board requiring a vote, except when recusal is required. Anyone abstaining from a vote will state for the record his or her reason(s). There is no place in any meetings related to District business for belligerent, personal, impertinent, slanderous, threatening, abusive, or disparaging comments. Shouting or physical actions that could be construed as threatening will not be tolerated.

Section 3. Interactions Outside of Board Meetings. The same level of respect and consideration of differing points of view that is deemed appropriate for public discussions should be maintained in private conversations. Representatives should be mindful of the things they say and avoid derogatory language. District Representatives should assume that others have the best intentions behind their actions and seek a private resolution if offended by the words or actions of another.

Section 4. Written Communication. District Representatives must obtain explicit consent before including another Board member's name on any writing or claiming to speak on that person's behalf. District Representatives should treat written notes, voicemail messages, and e-mail as communications subject to public disclosure, and inflammatory or defaming language against any person will not be tolerated.

Section 5. Enforcement and Sanctions. If a District Representative, other than a Board member, violates the Code of Conduct, then his or her actions should be referred to the district manager. They will then be subject to disciplinary proceedings at the discretion of the district manager in accordance with the District's employment policies.

If a Board member violates the Code of Conduct, then he or she may be privately reprimanded or publicly censured by the Board. The Board will determine, by majority vote, whether to privately reprimand or publicly censure a Board member that violates the Code.

If a District Representative violates the Code of Ethics, and thereby breaches their fiduciary duty to the District, they shall be subject to the provisions of Section 24-18-103 C.R.S. as amended from time to time.

EXHIBIT B

CODE OF ETHICS Section 24-18-101 et seq., C.R.S.

24-18-102. Definitions.

As used in this part 1, unless the context otherwise requires:

- (1) "Business" means any corporation, limited liability company, partnership, sole proprietorship, trust or foundation, or other individual or organization carrying on a business, whether or not operated for profit.
- (2) "Compensation" means any money, thing of value, or economic benefit conferred on or received by any person in return for services rendered or to be rendered by himself or another.
- (3) "Employee" means any temporary or permanent employee of a state agency or any local government, except a member of the general assembly and an employee under contract to the state.
- (4) "Financial interest" means a substantial interest held by an individual which is:
 - (a) An ownership interest in a business;
 - (b) A creditor interest in an insolvent business;
 - (c) An employment or a prospective employment for which negotiations have begun;
 - (d) An ownership interest in real or personal property;
 - (e) A loan or any other debtor interest; or
 - (f) A directorship or officership in a business.
- (5) "Local government" means the government of any county, city and county, city, town, special district, or school district.
- (6) "Local government official" means an elected or appointed official of a local government but does not include an employee of a local government.
- (7) "Official act" or "official action" means any vote, decision, recommendation, approval, disapproval, or other action, including inaction, which involves the use of discretionary authority.
- (8) "Public officer" means any elected officer, the head of a principal department of the executive branch, and any other state officer. "Public officer" does not include a member of the general assembly, a member of the judiciary, any local government official, or any member of a board, commission, council, or committee who receives no compensation other than a per diem allowance or necessary and reasonable expenses.
- (9) "State agency" means the state; the general assembly and its committees; every executive department, board, commission, committee, bureau, and office; every state institution of higher education, whether established by the state constitution or by law, and every governing board thereof; and every independent commission and other political subdivision of the state government except the courts.

24-18-103. Public trust - breach of fiduciary duty.

- (1) The holding of public office or employment is a public trust, created by the confidence which the electorate reposes in the integrity of public officers, members of the general assembly, local government officials, and employees. A public officer, member of the general assembly, local government official, or employee shall carry out his duties for the benefit of the people of the state.
- (2) A public officer, member of the general assembly, local government official, or employee whose conduct departs from his fiduciary duty is liable to the people of the state as a trustee of property and

shall suffer such other liabilities as a private fiduciary would suffer for abuse of his trust. The district attorney of the district where the trust is violated may bring appropriate judicial proceedings on behalf of the people. Any moneys collected in such actions shall be paid to the general fund of the state or local government. Judicial proceedings pursuant to this section shall be in addition to any criminal action which may be brought against such public officer, member of the general assembly, local government official, or employee.

24-18-104. Rules of conduct for all public officers, members of the general assembly, local government officials, and employees.

- (1) Proof beyond a reasonable doubt of commission of any act enumerated in this section is proof that the actor has breached his fiduciary duty and the public trust. A public officer, a member of the general assembly, a local government official, or an employee shall not:
- (a) Disclose or use confidential information acquired in the course of his official duties in order to further substantially his personal financial interests; or
 - (b) Accept a gift of substantial value or a substantial economic benefit tantamount to a gift of substantial value:
 - (I) Which would tend improperly to influence a reasonable person in his position to depart from the faithful and impartial discharge of his public duties; or
 - (II) Which he knows or which a reasonable person in his position should know under the circumstances is primarily for the purpose of rewarding him for official action he has taken.
- (2) An economic benefit tantamount to a gift of substantial value includes without limitation:
- (a) A loan at a rate of interest substantially lower than the commercial rate then currently prevalent for similar loans and compensation received for private services rendered at a rate substantially exceeding the fair market value of such services; or
 - (b) The acceptance by a public officer, a member of the general assembly, a local government official, or an employee of goods or services for his or her own personal benefit offered by a person who is at the same time providing goods or services to the state or a local government under a contract or other means by which the person receives payment or other compensation from the state or local government, as applicable, for which the officer, member, official, or employee serves, unless the totality of the circumstances attendant to the acceptance of the goods or services indicates that the transaction is legitimate, the terms are fair to both parties, the transaction is supported by full and adequate consideration, and the officer, member, official, or employee does not receive any substantial benefit resulting from his or her official or governmental status that is unavailable to members of the public generally.
- (3) The following are not gifts of substantial value or gifts of substantial economic benefit tantamount to gifts of substantial value for purposes of this section:
- (a) Campaign contributions and contributions in kind reported as required by section 1-45- 108, C.R.S.;
 - (b) An unsolicited item of trivial value;
 - (b.5) A gift with a fair market value of fifty-three dollars or less that is given to the public officer, member of the general assembly, local government official, or employee by a person other than a professional lobbyist.
 - (c) An unsolicited token or award of appreciation as described in section 3 (3)(c) of article XXIX of the state constitution;

- (c.5) Unsolicited informational material, publications, or subscriptions related to the performance of official duties on the part of the public officer, member of the general assembly, local government official, or employee;
 - (d) Payment of or reimbursement for reasonable expenses paid by a nonprofit organization or state and local government in connection with attendance at a convention, fact-finding mission or trip, or other meeting as permitted in accordance with the provisions of section 3 (3)(f) of article XXIX of the state constitution;
 - (e) Payment of or reimbursement for admission to, and the cost of food or beverages consumed at, a reception, meal, or meeting that may be accepted or received in accordance with the provisions of section 3 (3)(e) of article XXIX of the state constitution;
 - (f) A gift given by an individual who is a relative or personal friend of the public officer, member of the general assembly, local government official, or employee on a special occasion.
 - (g) Payment for speeches, appearances, or publications that may be accepted or received by the public officer, member of the general assembly, local government official, or employee in accordance with the provisions of section 3 of article XXIX of the state constitution that are reported pursuant to section 24-6-203 (3)(d);
 - (h) Payment of salary from employment, including other government employment, in addition to that earned from being a member of the general assembly or by reason of service in other public office;
 - (i) A component of the compensation paid or other incentive given to the public officer, member of the general assembly, local government official, or employee in the normal course of employment; and
 - (j) Any other gift or thing of value a public officer, member of the general assembly, local government official, or employee is permitted to solicit, accept, or receive in accordance with the provisions of section 3 of article XXIX of the state constitution, the acceptance of which is not otherwise prohibited by law.
- (4) The provisions of this section are distinct from and in addition to the reporting requirements of section 1-45-108, C.R.S., and section 24-6-203, and do not relieve an incumbent in or elected candidate to public office from reporting an item described in subsection (3) of this section, if such reporting provisions apply.
- (5) The amount of the gift limit specified in paragraph (b.5) of subsection (3) of this section, set at fifty-three dollars as of August 8, 2012, shall be identical to the amount of the gift limit under section 3 of article XXIX of the state constitution, and shall be adjusted for inflation contemporaneously with any adjustment of the constitutional gift limit pursuant to section 3(6) of article XXIX.

24-18-105. Ethical principles for public officers, local government officials, and employees.

- (1) The principles in this section are intended as guides to conduct and do not constitute violations as such of the public trust of office or employment in state or local government.
- (2) A public officer, a local government official, or an employee should not acquire or hold an interest in any business or undertaking which he has reason to believe may be directly and substantially affected to its economic benefit by official action to be taken by an agency over which he has substantive authority.
- (3) A public officer, a local government official, or an employee should not, within six months following the termination of his office or employment, obtain employment in which he will take direct advantage, unavailable to others, of matters with which he was directly involved during his term of employment. These matters include rules, other than rules of general application, which he actively

helped to formulate and applications, claims, or contested cases in the consideration of which he was an active participant.

(4) A public officer, a local government official, or an employee should not perform an official act directly and substantially affecting a business or other undertaking to its economic detriment when he has a substantial financial interest in a competing firm or undertaking.

(5) Public officers, local government officials, and employees are discouraged from assisting or enabling members of their immediate family in obtaining employment, a gift of substantial value, or an economic benefit tantamount to a gift of substantial value from a person whom the officer, official, or employee is in a position to reward with official action or has rewarded with official action in the past.

24-18-108. Rules of conduct for public officers and state employees.

(1) Proof beyond a reasonable doubt of commission of any act enumerated in this section is proof that the actor has breached his fiduciary duty.

(2) A public officer or a state employee shall not:

(a) Engage in a substantial financial transaction for his private business purposes with a person whom he inspects, regulates, or supervises in the course of his official duties;

(b) Assist any person for a fee or other compensation in obtaining any contract, claim, license, or other economic benefit from his agency;

(c) Assist any person for a contingent fee in obtaining any contract, claim, license, or other economic benefit from any state agency; or

(d) Perform an official act directly and substantially affecting to its economic benefit a business or other undertaking in which he either has a substantial financial interest or is engaged as counsel, consultant, representative, or agent.

(3) A head of a principal department or a member of a quasi-judicial or rule-making agency may perform an official act notwithstanding paragraph (d) of subsection (2) of this section if his participation is necessary to the administration of a statute and if he complies with the voluntary disclosure procedures under section 24-18-110.

24-18-108.5. Rules of conduct for members of boards and commissions.

(1) Proof beyond a reasonable doubt of commission of any act enumerated in this section is proof that the actor has breached his fiduciary duty.

(2) A member of a board, commission, council, or committee who receives no compensation other than a per diem allowance or necessary and reasonable expenses shall not perform an official act which may have a direct economic benefit on a business or other undertaking in which such member has a direct or substantial financial interest.

24-18-109. Rules of conduct for local government officials and employees.

(1) Proof beyond a reasonable doubt of commission of any act enumerated in this section is proof that the actor has breached his fiduciary duty and the public trust.

(2) A local government official or local government employee shall not:

(a) Engage in a substantial financial transaction for his private business purposes with a person whom he inspects or supervises in the course of his official duties;

(b) Perform an official act directly and substantially affecting to its economic benefit a business or other undertaking in which he either has a substantial financial interest or is engaged as counsel, consultant, representative, or agent; or

(c) Accept goods or services for his or her own personal benefit offered by a person who is at the same time providing goods or services to the local government for which the official or employee serves, under a contract or other means by which the person receives payment or other compensation from the local government, unless the totality of the circumstances attendant to the acceptance of the goods or services indicates that the transaction is legitimate, the terms are fair to both parties, the transaction is supported by full and adequate consideration, and the official or employee does not receive any substantial benefit resulting from his or her official or governmental status that is unavailable to members of the

24-18-110. Voluntary disclosure.

A member of a board, commission, council, or committee who receives no compensation other than a per diem allowance or necessary and reasonable expenses, a member of the general assembly, a public officer, a local government official, or an employee may, prior to acting in a manner which may impinge on his fiduciary duty and the public trust, disclose the nature of his private interest. Members of the general assembly shall make disclosure as provided in the rules of the house of representatives and the senate, and all others shall make the disclosure in writing to the secretary of state, listing the amount of his financial interest, if any, the purpose and duration of his services rendered, if any, and the compensation received for the services or such other information as is necessary to describe his interest. If he then performs the official act involved, he shall state for the record the fact and summary nature of the interest disclosed at the time of performing the act. Such disclosure shall constitute an affirmative defense to any civil or criminal action or any other sanction.