

RECORD OF PROCEEDINGS

MINUTES OF A JOINT SPECIAL MEETING OF THE BOARDS OF DIRECTORS OF VILLAGES AT JOHNSTOWN NOS. 1-8 METROPOLITAN DISTRICT (“District”)

Held: Friday, December 6, 2019 at 1:00 p.m. at:

748 Whalers Way
Fort Collins, Colorado

- Attendance A Joint Special Meeting of the Boards of Directors of the Villages at Johnstown Metropolitan District Nos. 1-8, County of Larimer, Colorado (“**Boards**”), was called and held as shown above and in accordance with the applicable statutes of the State of Colorado, with the following Directors present and acting:
- Mark Hunter
- Also present were: Robert Rogers, Esq., and Eve Velasco, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law, District General Counsel; Roy Bade, J-25 Land Holdings; Christine Harwell, CliftonLarsonAllen, LLC., District Accounting
- Call to Order and Declaration of Quorum It was noted that a quorum of the Boards was present and called the meeting to order.
- Conflict Disclosure Ms. Velasco advised the Boards that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Velasco reported that disclosures for those directors that provided White Bear Ankele Tanaka & Waldron with notice of potential or existing conflicts of interest were filed with the Secretary of State’s Office and the Boards at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Boards. Ms. Velasco inquired into whether members of the Boards had any additional disclosures of potential or existing conflicts of interest with regard to any matters scheduled for discussion at the meeting. No additional disclosures were noted. The participation of the members present was necessary to obtain a quorum or to otherwise enable the Boards to act.
- Approval of Agenda The Agenda for the District’s December 6, 2019 meeting was distributed for the Boards’ review. Following discussion and upon motion duly made and unanimously carried, the Boards approved the Agenda.

Public Comment None.

Legal Matters

Annual Administrative
Matters

Consider Adoption of
2020 Administrative
Matters Resolution Ms. Velasco presented the 2020 Administrative Matters Resolution to the Boards for consideration. Following discussion, upon motion duly made and seconded, the Boards approved the resolution.

Consider Ratification of
2018 Annual Report Ms. Velasco presented the 2018 Annual Report to the Boards for consideration. Following discussion, upon motion duly made and seconded, the Boards ratified the report.

Insurance Matters

Consider Approval of
Property and Liability
Schedule and Limits Ms. Velasco presented the approval of Property and Liability Schedule to the Boards for review. Director Hunter discussed and raised the question as to why the premiums appeared to have increased 46-47% for each District. Director Hunter requested that legal counsel inquire with the insurance broker regarding the premium increase. Boards determined not to bind coverage for District Nos. 4-8 and to bind coverage for District Nos. 1-3. Following discussion, upon motion duly made and seconded, the Boards approved the schedule.

Consultant Contracts

Consider Ratification of
Engagement of
CliftonLarsonAllen for
Accounting Services Ms. Harwell presented the engagement letter for accounting services for ratification. Following discussion, upon motion duly made and seconded, the Boards ratified the engagement letter.

Consider Engagement
of Engineering Firm for
Engineering and Cost
Certification Services Director Hunter noted that he had received several quotes from engineering firm was would like to consider other. Director Hunter directed Mr. Rogers to re-circulate the list of recommended engineering firms to himself and Mr. Bade for consideration. No further action was taken.

Consider Engagement
of Stratagem for Audit
Services The Boards reviewed the Engagement Letter with Stratagem for Audit Services. After review the Boards decided that this service was not needed because 2019 expenditures would not reach the threshold for requiring an audit. No further action was taken.

Developer Agreements

Consider Approval of First Amendment to Funding and Reimbursement Agreement with J-25 Land Holdings, LLC

Ms. Velasco presented the First Amendment to Funding and Reimbursement Agreement with J-25 Land Holdings, LLC for consideration. Following the discussion, upon motion duly made and seconded, the Boards approved the agreement.

Discuss Reimbursable Costs and Infrastructure Acquisition Process

This discussion was moved to the 2019 Budget Amendment Discussion

Consider Approval of Resolution Regarding Electronic Posting of Meeting Notices

Ms. Velasco presented the Resolution Regarding Electronic Posting of Meeting Notices. Following the discussion, upon motion duly made and seconded, the Boards adopted the resolution.

Consider Approval of Eligible Government Entity with Statewide Internet Portal Authority

Ms. Velasco presented the Eligible Government Entity with Statewide Internet Portal Authority for review.

Consider Adoption of Resolution Calling the May 5, 2020 Election

Ms. Velasco presented the Resolution Calling the May 5, 2020 Election to the Boards for consideration. Following the discussion, upon motion duly made and seconded, the Boards adopted the resolution.

Consider Approval of District Coordinating Services Agreement

Ms. Velasco presented the District Coordinating Services Agreement to the Boards for consideration. Following the discussion, upon motion duly made and seconded, the Boards adopted the agreement subject to finalization by legal counsel and special counsel.

Discuss 2020 Bond Issuance

This discussion was moved to the 2020 Budget Discussion

Financial Matters

Public Hearing on
2019 Budget
Amendment

Director Hunter opened the public hearing on the 2019 Budget Amendment. Ms. Velasco noted that the notice of public hearing was provided in accordance with Colorado Law. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed.

Ms. Harwell reviewed the Resolution Amending the 2019 Budget with the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously adopted the resolution amending the General Fund to \$190,000.

Public Hearing on
2020 Budgets

Director Hunter opened the public hearing on the proposed 2020 Budgets. Ms. Velasco noted that the notice of public hearing was provided in accordance with Colorado law. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed.

Ms. Harwell reviewed the 2020 Budget Resolutions with the Boards of District Nos. 1-8. Following discussion, upon a motion duly made and seconded, the Boards unanimously adopted the 2020 Budgets, appropriating funds therefor and certifying mills.

The Boards engage in general discussion with consultants regarding the timeline for construction, the anticipated timing of a bond issuance in 2020, anticipated petitions for inclusion of additional property into the Districts, and the process for certifying costs and acquiring public infrastructure. Following discussion, the Boards directed Ms. Velasco to confirm mill levy caps for the Service Plan and to send the Boards and Mr. Bade a copy of the Infrastructure Acquisition and Reimbursement Agreement. No further action was taken.

Other Business

Next Meeting is October 22, 2020.

Adjourn

There being no further business to be conducted, the meeting was adjourned.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.

Mark F. Hunter
Mark F. Hunter (Sep 4, 2020 15:48 MDT)

Secretary for the Meeting