

MINUTES OF AN ORGANIZATIONAL MEETING OF THE
BOARDS OF DIRECTORS

OF

VILLAGES AT JOHNSTOWN METROPOLITAN DISTRICT
NOS. 1-8

Held: Tuesday, October 16, 2018, at 11:30 A.M., at 748 Whalers
Way, Fort Collins, Colorado 80525

Attendance

The meeting was held in accordance with the laws of the State of
Colorado. The following directors were in attendance:

Mark Hunter

Also present were: Robert Rogers, Esq., and Casey Lekahal, Esq.,
White Bear Ankele Tanaka & Waldron, Attorneys at Law,
District General Counsel and Roy Bade and John Rosso, J-25
Land Holdings

Call to Order and
Declaration of Quorum

It was noted that a quorum of the Boards was present, and,
therefore, the meeting was called to order.

Conflict of Interest Disclosure

Mr. Lekahal noted that a quorum for the Boards was present and
that the directors had confirmed their qualification to serve.

Mr. Lekahal advised the Board that, pursuant to Colorado law,
certain disclosures might be required prior to taking official
action at the meeting. Mr. Lekahal reported that disclosures for
those directors with 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 Board.
Mr. Lekahal inquired into whether members of the Board 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 Board
determined that the participation of the members present was
necessary to obtain a quorum or to otherwise enable the Board to
act.

Approval of Agenda

Mr. Lekahal presented the Boards with the proposed agenda for
the meeting. Upon motion duly made and seconded the Boards
unanimously approved the agenda as presented.

Consider Appointment of
Officers

The Boards engaged in general discussion regarding appointment
of offices. Upon motion, duly made and seconded, the Boards

unanimously appointed Mr. Hunter as the President, Treasurer and Secretary.

Affidavits of Qualification Mr. Hunter completed his Affidavit of Qualification. No further action was taken.

Public Comment None.

Organizational Matters

Consider Adoption of 2019 Administrative Matters Resolution Mr. Lekahal presented the 2019 Administrative Matters Resolution to the Boards for consideration. Following discussion, upon motion duly made and seconded, the Boards approved the resolution.

Consider Adoption of Resolution Establishing Meeting Location and Dates, for 2018 and 2019 Mr. Lekahal presented the Resolution Establishing Meeting Location and Dates, for 2018 and 2019 to the Boards for consideration. Following discussion, upon motion duly made and seconded, the Boards approved the resolution.

Consider Adoption of Resolution Designating the 24-hour Notice Posting Place Mr. Lekahal presented the Resolution Designating the 24-hour Notice Posting Place to the Boards for consideration. Following discussion, upon motion duly made and seconded, the Boards approved the resolution.

Consider Adoption of Indemnification Resolution Mr. Lekahal presented the Indemnification Resolution to the Boards for consideration. Following discussion, upon motion duly made and seconded, the Boards approved the resolution.

Consider Adoption of Public Records Policy Mr. Lekahal presented the Public Records Policy to the Boards for consideration. Following discussion, upon motion duly made and seconded, the Boards approved the policy.

Consider Adoption of Records Retention Policy Mr. Lekahal presented the Records Retention Policy to the Boards for consideration. Following discussion, upon motion duly made and seconded, the Boards approved the policy.

Consider Approval of Special District Public Disclosures/Notices Mr. Lekahal presented the Boards with both the Special District Disclosures regarding Debt and Taxes pursuant to § 32-1-104.8, C.R.S. and the Special District Transparency Notices pursuant to § 32-1-809, C.R.S. for consideration. Following discussion, upon motion duly made and seconded, the Boards approved the disclosures/notices and their filing.

Insurance & Liability

Discuss Director Liability Memorandum Mr. Lekahal presented the Director Liability Memorandum to the board for review. No further action was taken.

Consider Adoption of Resolution Approving an IGA with SDA Property and Mr. Lekahal presents the Intergovernmental Agreement with the Colorado Special Districts Property and Liability Pool and noted

Liability Pool Insurance and SDA Membership

that, in order to obtain insurance through the Pool, a membership through the Special District Association is required. Following discussion, upon motion duly made and seconded, the Boards approved the Intergovernmental Agreement and the membership.

Consider Approval of Agency Services Agreement with T. Charles Wilson Insurance Services

Mr. Lekahal presented the Boards with an Agency Fee Agreement with T. Charles Wilson for Insurance Broker Services and noted that the annual agency fee for 2019 is \$495. Upon motion duly made and seconded, the Boards unanimously approved the Agency Fee Agreement.

Authorize Filing of Exclusion of Uncompensated Public Officials form for 2018 Policy Period

Mr. Lekahal presented the Boards with the Exclusion of Uncompensated Public Officials form to the Boards for consideration. He noted that because the Boards are excluding from Workers' Compensation, we must file these notices with the Colorado Division of Workers' Compensation Coverage Enforcement Unit. After discussion, upon motion duly made and seconded, the Boards authorized the filings.

Confirm Director Bonds

Mr. Lekahal confirmed that the Director Bonds for all eight Districts were in place.

Engagement of Consultant

Consider Approval of Engagement Letters with White Bear Ankele Tanaka & Waldron for Legal Services – Districts 1-3

Mr. Lekahal reviewed the Engagement Letter with White Bear Ankele Tanaka & Waldron with the Boards. Mr. Lekahal noted specifically that the arbitration provision had been revised to make it clear that arbitration applies to this engagement letter as well as any prior engagement with the District. Mr. Lekahal also noted and discussed the addition of the representative client list section. Mr. Lekahal stated that as he is not independent as to the engagement, the Boards is advised to have separate legal counsel review the engagement letter. The Boards declined to engage separate legal counsel to review the letter. After discussion, upon a motion duly made and seconded, the Boards approved the engagement letters with White Bear Ankele Tanaka & Waldron.

Discuss Engagement of District Accountant

The Boards engaged in general discussion regarding the engagement of a District accountant. The Boards directed Mr. Lekahal to provide name of accountants for the Boards to review. No further action was taken.

Discuss Engagement of CliftonLarsonAllen LLP to file 2018 Audit Exemption Applications

The Boards engaged in general discussion regarding the engagement of CliftonLarsonAllen LLP to file 2018 Audit Exemption Applications. Following discussion, upon motion duly made and seconded, the Boards approved the engagement.

Discuss Engagement of District Engineer and Bond

The Boards engaged in general discussion regarding the engagement of a District Engineer and Bond Counsel. The Boards

Counsel directed Mr. Lekahal to provide names of each for the Boards to review. No further action was taken.

Legal Matters

Consider Approval of Intergovernmental Agreement with the Town of Johnstown as required under the Service Plan

Mr. Lekahal presented the Intergovernmental Agreement with the Town of Johnstown to the Boards for consideration. Following discussion, upon motion duly made and seconded, the Boards approved the agreement.

Consider Approval of Indemnification Letter to the Town of Johnstown

Mr. Lekahal presented the Indemnification Letter to the Town of Johnstown for the Board to consider. Following discussion, upon motion duly made and seconded, the Boards approved the letters.

Consider Approval of Funding and Reimbursement Agreement

Mr. Lekahal presented the Funding and Reimbursement Agreement to the Boards for consideration. Following discussion, upon motion duly made and seconded, the Boards approved the agreement.

Consider Approval of Infrastructure Acquisition and Reimbursement Agreement

Mr. Lekahal presented the Infrastructure Acquisition and Reimbursement Agreement. Following discussion, upon motion duly made and seconded, the Boards approved the agreement.

Discuss Taking District(s) Inactive

The Boards engaged in general discussion regarding taking some of the Districts inactive. No further action was taken.

Financial Matters

Consider Approval of Execution of (1) Form SS-4 Application for Federal Employer Identification Number; (2) Application for Colorado Sales Tax Exemption Number; and (3) Application for Assignment of PDPA Numbers

The Boards engaged in general discussion regarding Federal Employer Identification Numbers, Colorado Sales Tax Exemption Numbers, and PDPA Numbers. Following discussion, upon a motion duly made and seconded, the Boards directed legal counsel to obtain Federal Employer Identification Numbers, Colorado Sales Tax Exemption Numbers, and PDPA Numbers.

Public Hearing on 2018 Budget and Consider Approval of Resolutions Adopting the 2018 Budgets

Mr. Lekahal noted that the public hearing was posted for in accordance with Colorado Law. The 2018 budget hearing was opened. There being no public comment, the hearing was closed.

Mr. Lekahal reviewed the proposed 2018 budgets with the Boards. The Boards considered adoption of the 2018 Budget Resolutions. Following discussion, upon motion duly made and seconded, the Boards adopted the resolution adopting the budget, appropriating funds therefor and certifying zero (0.00) mills for

the general fund, zero (0.00) mills for the debt service fund and zero (0.00) mills for the contractual obligations fund.

Public Hearing on 2019 Budget and Consider Approval of Resolutions Adopting the 2019 Budgets

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Mr. Lekahal reviewed the proposed 2019 budgets with the Boards. The Boards considered adoption of the 2019 Budget Resolutions. Following discussion, upon motion duly made and seconded, the Board adopted the resolution adopting the budget, appropriating funds therefor and certifying ten (10.00) mills for the general fund, forty (40.00) mills for the debt service fund and zero (0.00) mills for the contractual obligations fund.

Other Financial Matters

None.

Other Business

Next Meeting

The Boards engaged in general discussion regarding the next meeting. It was confirmed that the next regular scheduled meeting would be March 29, 2019.

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







2020-08-26 Villages at Johnstown Nos. 1-8 Execution Packet

Final Audit Report

2020-09-04

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