

## **RECORD OF PROCEEDINGS**

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

Held: October 19, 2022 at 1:30 p.m., via Zoom teleconference.

#### **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  
Ryan Schafer  
B. Scot Smith

Also present were: Robert G. Rogers, Esq. and Eve G. Velasco, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law, District General Counsel; Alex Fink, CliftonLarsonAllen LLP, District Accountant; and Courtney Crump, J-25 Land Holdings.

#### **Administrative Matters**

##### **Call to Order and Declaration of Quorum**

It was noted that a quorum of the Boards was present, and the meeting was called 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, if any, were filed with the Secretary of State's Office and the Board 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 the member 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 member present was necessary to obtain a quorum or to otherwise enable the Boards to act.

##### **Approval of Agenda**

The Boards reviewed the agenda for the meeting. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the agenda as amended.

**Public Comment**

None.

**Consent Agenda**

The Boards reviewed the items on the consent agenda. Ms. Velasco advised the Boards that any item may be removed from the consent agenda to the regular agenda upon the request of any director. No items were requested to be removed from the consent agenda. Upon a motion duly made and seconded, the Boards unanimously took the following actions:

- a. Minutes for June 14, 2022 Special Meeting
- b. Minutes for July 25, 2022 Special Meeting
- c. Resolution of the Boards of Directors Calling Regular Election
- d. Proposal with Heatherly Creative for Website Maintenance in 2023
- e. Master Service Agreement with CliftonLarsonAllen LLP

**Legal Matters**

Adoption of 2023 Annual Administrative Resolution

Ms. Velasco reviewed the 2023 Annual Administrative Resolution with the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously adopted the resolution subject to discussed changes regarding 2023 regular meeting schedule being made.

Discuss and Review Proposal for Renewal of General Liability Schedule and Limits and Property Schedule and Consider Approval and Authorization to Bind Coverage

The Board reviewed the current general liability schedule and property schedule and limits. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the general liability schedule and property schedules and authorized legal counsel to bind coverage consistent with current coverage.

**Financial Matters**

Public Hearing on 2022 Budget Amendment and Consider Adoption of Resolution

Not needed.

Public Hearing on 2023 Budget and Consider Adoption of Resolution Adopting Budget, Certifying Mill Levy and

Director Hunter opened the public hearing on the proposed 2023 Budget for District No. 1. 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.

Appropriating Funds  
Therefor (District No. 1)

Mr. Fink reviewed the 2023 Budget Resolution with the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution adopting the 2023 Budget and appropriating funds therefor as shown in the 2023 Budget, subject to receipt of final assessed valuation and legal review.

Public Hearing on 2023  
Budget and Consider  
Adoption of Resolution  
Adopting Budget,  
Certifying Mill Levy and  
Appropriating Funds  
Therefor (District No. 2)

Director Hunter opened the public hearing on the proposed 2023 Budget for District No. 2. 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.

Mr. Fink reviewed the 2023 Budget Resolution with the Board of District No. 2. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution adopting the 2023 Budget and appropriating funds therefor as shown in the 2023 Budget, subject to receipt of final assessed valuation and legal review.

Public Hearing on 2023  
Budget and Consider  
Adoption of Resolution  
Adopting Budget,  
Certifying Mill Levy and  
Appropriating Funds  
Therefor (District No. 3)

Director Hunter opened the public hearing on the proposed 2023 Budget for District No. 3. 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.

Mr. Fink reviewed the 2023 Budget Resolution with the Board of District No. 3. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution adopting the 2023 Budget, appropriating funds therefor and certifying mills for the General Fund and mills for the Debt Service Fund as shown in the 2023 Budget, subject to receipt of final assessed valuation and legal review.

Public Hearing on 2023  
Budget and Consider  
Adoption of Resolution  
Adopting Budget,  
Certifying Mill Levy and  
Appropriating Funds  
Therefor (District No. 4)

Director Hunter opened the public hearing on the proposed 2023 Budget for District No. 4. 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.

Mr. Fink reviewed the 2023 Budget Resolution with the Board of District No. 4. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution adopting the 2023 Budget and appropriating funds therefor as shown in the 2023 Budget, subject to receipt of final assessed valuation and legal review.

Public Hearing on 2023 Budget and Consider Adoption of Resolution Adopting Budget, Certifying Mill Levy and Appropriating Funds Therefor (District No. 5)

Director Hunter opened the public hearing on the proposed 2023 Budget for District No. 5. 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.

Mr. Fink reviewed the 2023 Budget Resolution with the Board of District No. 5. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution adopting the 2023 Budget and appropriating funds therefor as shown in the 2023 Budget, subject to receipt of final assessed valuation and legal review.

Public Hearing on 2023 Budget and Consider Adoption of Resolution Adopting Budget, Certifying Mill Levy and Appropriating Funds Therefor (District No. 6)

Director Hunter opened the public hearing on the proposed 2023 Budget for District No. 6. 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.

Mr. Fink reviewed the 2023 Budget Resolution with the Board of District No. 6. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution adopting the 2023 Budget and appropriating funds therefor as shown in the 2023 Budget, subject to receipt of final assessed valuation and legal review.

Public Hearing on 2023 Budget and Consider Adoption of Resolution Adopting Budget, Certifying Mill Levy and Appropriating Funds Therefor (District No. 7)

Director Hunter opened the public hearing on the proposed 2023 Budget for District No. 7. 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.

Mr. Fink reviewed the 2023 Budget Resolution with the Board of District No. 7. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution adopting the 2023 Budget and appropriating funds therefor as shown in the 2023 Budget, subject to receipt of final assessed valuation and legal review.

Public Hearing on 2023 Budget and Consider Adoption of Resolution Adopting Budget, Certifying Mill Levy and

Director Hunter opened the public hearing on the proposed 2023 Budget for District No. 8. 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.

Appropriating Funds  
Therefor (District No. 8)

Mr. Fink reviewed the 2023 Budget Resolution with the Board of District No. 8. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution adopting the 2023 Budget and appropriating funds therefor as shown in the 2023 Budget, subject to receipt of final assessed valuation and legal review.

**Other Business**

Discuss Proposal for  
District Management  
Services

Director Hunter presented two proposals for management services to the Boards and recommended Public Alliance. Director Hunter and Mr. Rogers answered questions from the Directors regarding the proposed contracts. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the proposal from Public Alliance, subject to the execution of an Independent Contractor Agreement in form acceptable to Director Hunter and general counsel, with services to begin January 1, 2023.

Maintenance of  
Landscaping

Director Hunter noted they are expecting trails and landscaping in District No. 3 to come online and be turned over in 2023. He indicated that District No. 3 would be responsible for maintenance. The Boards discussed the structure where District No. 1 is the coordinating District but additional discussion may be needed.

Next Meeting

The next regular meeting is scheduled for March 25, 2023 at 1:00 P.M.

**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.

*B. Scot Smith*  
B. Scot Smith (Mar 25, 2023 12:43 MDT)

---

Secretary for the Meeting