

**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: March 9, 2023 at 10:00 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 Schaefer  
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; Roy Bade and Courtney Crump, J-25 Land Holdings. Barrett Marrocco, Independent District Engineering Services LLC (IDES).

**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

Mr. Rogers advised the Boards that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Mr. Rogers 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. Mr. Rogers 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. Mr. Rogers 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 by Director Hunter and seconded by Director Smith, the following items on the consent agenda were unanimously approved, ratified and adopted:

- a. Minutes for October 19, 2022 Special Meeting
- b. Ratification of Independent Contractor Agreement with Public Alliance LLC for District Management Services.

**Legal Matters**

**Joint Resolution Regarding Acceptance of District Eligible Costs** Mr. Rogers reviewed the Joint Resolution Regarding Acceptance of District Eligible Costs – Cost Certification Report #5, with the Board. Following discussion, upon a motion duly made by Director Schaefer and seconded by Director Hunter, the Boards of District Nos. 1 and 7 unanimously adopted the resolution Regarding Acceptance of District Eligible Costs Pursuant to Infrastructure Acquisition and Project Fund Disbursement Agreement to certify \$1,449,530.45 in district eligible costs.

**Other Business**

**Discussion Regarding Future O&M Fees** The Board discussed the need to impose a fee for District services. Mr. Rogers advised the Boards that approval from the Town is required before the Districts may impose a fee. Following discussion, the Boards directed the District Manager to work with the District Accountant to provide proposed Operations and Maintenance Fees.

**Next Meeting** The next regular meeting is scheduled for March 22, 2023 at 1:00 P.M. – This meeting is cancelled with no new business to discuss.

**Adjourn** There being no further business to be conducted, the meeting was adjourned at 10:24am.

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

DocuSigned by:

*Mark Hunter*

851165D16328431...  
Secretary for the Meeting