

## **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: July 17, 2024 at 9:00 a.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

Also present were: Geol Scheirman, Public Alliance, District Manager; Robert G. Rogers, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law, District General Counsel; Deb Reeves and Nancy Bach, CliftonLarsonAllen, Roy Bade, Amanda Baker and Al Schlosser, Caliber Co.; and Andrew Gailten, 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. All directors in attendance affirmed their qualification to serve on the Boards.

**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 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 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 by

Director Hunter, and seconded by Director Schaefer, the Boards unanimously approved the agenda, as presented.

**Public Comment**

None.

**Appointment of Directors**

**Appointments to fill Vacancies on the Board:** Following discussion, upon motion duly made by Director Schaefer, seconded by Director Hunter and, upon vote carried, the Board appointed Amanda Baker, Al Schlosser and Jesse Jenner to fill the vacant positions on the Board.

**Election of Officers**

**Election of Officers:** Following discussion, upon motion duly made by Director Hunter, seconded by Director Schaefer and, upon vote carried, the Board elected the following Officers:

Mark Hunter	President
Jesse Jenner	Treasurer
Ryan Schaefer	Secretary
Amanda Baker	Assistant Secretary
Al Schlosser	Assistant Secretary

**Consent Agenda**

Mr. Rogers reviewed the items on the consent agenda with the Boards. 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. Following discussion, upon a motion duly made by Director Hunter, and seconded by Director Schaefer, the following items on the consent agenda were unanimously approved, ratified and adopted:

- a. Minutes for March 27, 2024 Joint Special Meeting and the March 27, 2024 Annual Meeting.
- b. Ratification of Ditch Realignment Agreement Southridge Subdivision (Harry Lateral).
- c. Ratification of Ditch Easement Agreement (Harry Lateral).
- d. Ratification of Ditch Maintenance Agreement Southridge Subdivision (Harry Lateral).
- e. Adoption of Resolution Regarding Changing the Name of Villages at Johnstown Metropolitan District No. 4 to Ridge at Johnstown Metropolitan District No. 4.

**Financial Matters**

**Unaudited Financial Statements:** Ms. Reeves noted that the financials were not completed by the time of the meeting.

**Public Hearing on 2023 Budget Amendments:** Director Hunter opened the public hearing on the amended 2023 Budgets. Mr. Rogers noted that the notice of public hearing was provided in accordance with Colorado law. No written objections were received prior to the meeting. There being no comment from the public, the hearing was closed.

Ms. Reeves reviewed the 2023 Budgeted expenditures with the Board and answered questions. Following discussion, upon a motion duly made by Director Hunter, seconded by Director Schaefer and, upon vote unanimously carried, the Board adopted the Resolution to Amend the 2023 Budgets for District Nos. 1, 3 and 7.

**2023 Audit:** Ms. Reeves reported to the Board that an audit extension will need to be filed for District Nos. 1, 3 and 7. Following discussion, upon a motion duly made by Director Hunter, seconded by Director Schaefer and, upon vote unanimously carried, the Board ratified approval of the request for extension of time to file 2023 Audits for District Nos. 1, 3 and 7.

**Legal Matters**

**Timeline of Inclusion of West Ridge and Blue Spruce Parcels:** Mr. Rogers noted that the District had secured an agreement with the Town of Johnstown (“the Town”) for inclusion of the West Ridge and Blue Spruce parcels. There will not be any additional consent required from the Town. Blue Spruce will be included in current districts, whereas West Ridge would be its own district.

**Intergovernmental Agreement Regarding Use of Special Improvement Districts:** Mr. Rogers presented the Intergovernmental Agreement Regarding Use of Special Improvement Districts to the Board. Following discussion, upon a motion duly made by Director Hunter, seconded by Director Schaefer and, upon vote unanimously carried, the Board authorized Director Hunter to approve the Intergovernmental Agreement Regarding Use of Special Improvement Districts with the Town, subject to final approval by Bond Counsel and General Counsel.

**Management Matters**

**Tract Turnover Over Process and Timeline:** Mr. Scheirman presented the operations fee to the Board. After discussion, Mr. Scheirman noted that he will work with Counsel to finalize the proposal for the Town of Johnstown. The Board then discussed the tract turnover process. It was noted that IDES is working with the developer to resolve punch list items and will report to the

Board regarding the condition for potential turnover to the District for ownership and maintenance.

Following the conclusions of this portion of the meeting, Director Schaefer excused himself at 10:21 a.m.

**Other Business**

**Developer Updates:** Mr. Bade updated the Board. He noted that IDES will prepare cost verification reports for review and consideration at the next meeting.

**Next Meeting**

The next regular meeting is scheduled for October 23, 2024 at 11:30 a.m.

**Adjourn**

There being no further business to be conducted, the meeting was adjourned at 10:25 a.m.

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

DocuSigned by:

*Ryan Schaefer*

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Secretary for the Meeting