

MINUTES OF THE REGULAR MEETING OF
CONESTOGA METROPOLITAN DISTRICT NOS. 1-5

HELD
August 23, 2023

The Regular Meeting of Conestoga Metropolitan District Nos. 1-5 was held via Zoom and Teleconference on Wednesday, August 23, 2023, at 2:00 p.m.

ATTENDANCE

Directors in Attendance for District Nos 1, 3, 4, & 5:

Zachery C. Cesar, President & Chairperson
Andrew Gerk, Vice Chair & Asst. Secretary/Treasurer
Mitch Nelson, Secretary & Treasurer

Directors Absent, but Excused:

Jamie E. Baessler, Vice Chair & Asst. Secretary/Treasurer
Ryan Barnes, Vice Chair & Asst. Secretary/Treasurer

Directors in Attendance for District No. 2:

Tyler Bryan, Director
Bradley Blair, Director
Nicole Riley, Director
Jacquelyn Grossnickle, Director
Adam Ferrell, Director

Also in Attendance:

David O'Leary, Esq.; Spencer Fane, LLP
Shannon Randazzo, Christy McCutchen, Tracie Kaminski, Dillion Gamber, and Andrew Kunkel; Pinnacle Consulting Group, Inc.
Melissa Wheeler; Baessler Homes
Shannon Fuller; Haynie & Company
Lisa Scebbi; Member of the Public.

ADMINISTRATIVE
ITEMS

Call to Order: The Regular Meeting of the Boards of Directors (collectively, the "Boards") of the Conestoga Metropolitan District Nos. 1-5 (collectively, the "District") was called to order by Ms. Randazzo at 2:01 p.m.

Coordinated Meetings: The Districts are meeting in a coordinated Board meeting. Unless otherwise noted, the matters set forth below shall be

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deemed to be the actions of Conestoga Metropolitan District No. 1, with concurrence by Conestoga Metropolitan District Nos. 2, 3, 4, and 5.

Declaration of Quorum/Director Qualifications/Disclosure of Potential Conflicts of Interest: Ms. Randazzo noted that a quorum was present, with three out of five Directors in attendance for District Nos. 1, 3, 4, & 5 and five out of five Directors in attendance for District No. 2. All Board Members confirmed their qualifications to serve on the Boards. Mr. O’Leary discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Boards of Directors to the Secretary of State. The members of the Boards requested to disclose any potential conflicts of interest regarding any matters scheduled for discussion at this meeting and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with statute. It was noted by Mr. O’Leary that disclosures of potential conflicts of interest were filed with the Secretary of State for all Directors.

Approval of Agenda: The Boards considered the approval of the agenda. Following review and discussion, upon a motion duly made by Director Nelson, seconded by Director Cesar, and upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as presented.

Election of Officers for District No. 2: Ms. Randazzo discussed the Election of Officers with the Board of District No. 2. The Board determined to elect the slate of officers as noted below.

Jacquelyn Grossnickle – President
Adam Ferrell – Secretary & Treasurer
Tyler Bryan – Asst. Secretary & Asst. Treasurer
Bradley Blair – Asst. Secretary & Asst. Treasurer
Nicole Riley – Asst. Secretary & Asst. Treasurer

Public Comment: There were no Public Comments received.

Director Comment: There were no Director Comments received.

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CONSENT AGENDA

Ms. Randazzo reviewed the items on the consent agenda with the Boards. Ms. Randazzo 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 Nelson, seconded by Director Cesar for District Nos, 1, 3, 4, and 5, upon a motion duly made by Director Ferrell, seconded by Director Grossnickle for District No. 2 the following items on the consent agenda were unanimously approved, ratified and adopted:

- A. Approval of Minutes – February 22, 2023, Regular Meeting.
- B. Ratification of Payables. – February 14 through August 11, 2023 totaling \$83,275.72
- C. Ratification of Contract Modifications.

DISTRICT MANAGER ITEMS

District Manager's Report: Ms. Randazzo, Ms. McCutchen, and Mr. Gamber presented the District Manager's Report to the Boards and answered questions.

Architectural Review Board Members: Ms. McCutchen recommended the District No. 2 Board of Directors appoint members to the Architectural Review Board. Following review and discussion, upon a motion duly made by Director Grossnickle, seconded by Director Ferrell, and upon vote, unanimously carried, it was

RESOLVED to direct district staff to communicate with residents regarding the openings of the Architectural Review Board.

FINANCIAL ITEMS

2022 Audit: Ms. Fuller reviewed the 2022 Audit for District No. 2 with the Boards and answered questions. Ms. Fuller reported that the audit received a clean unmodified opinion. Following review and discussion, upon a motion duly made by Director Grossnickle, seconded by Director Ferrell, and upon vote, unanimously carried, it was

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RESOLVED to approve the 2022 Audit for District No. 2, as presented and authorized the consultants to coordinate any filings as necessary with the necessary state agencies.

2022 Audit Exemptions for District Nos. 1, 3, 4, & 5: Ms. Kaminski presented the 2022 Applications for Exemption from Financial Audit for District Nos. 1, 3, 4, & 5 to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Nelson, seconded by Director Gerk, and upon vote, unanimously carried, it was

RESOLVED to ratify the 2022 Applications for Exemption from Financial Audit for District Nos. 1, 3, 4, & 5, as presented.

Financial Report: Ms. Kaminski reviewed the unaudited Financial Statements for the period ending June 30, 2023, with the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Nelson, seconded by Director Gerk for District Nos. 1, 3, 4, & 5, upon a motion duly by Director Grossnickle, seconded by Director Blair for District No. 2, and upon vote, unanimously carried, it was

RESOLVED to accept the unaudited Financial Statements for the period ending June 30, 2023, as presented.

LEGAL ITEMS

Mr. O’Leary provided an update on the status of the District’s Director’s Parcel Map.

DEVELOPER
UPDATES

Director Gerk noted the completion of Ziggi’s Coffee within the District.

OTHER MATTERS

Ms. Riley asked if the Board of Directors could take a position regarding the usage of a trail located on the west side of the District. Director Gerk noted this was addressed early during the creation of the District.

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Ms. Grossnickle asked if District No. 1 would be dissolved. Mr. O'Leary noted consolidation of the districts would occur once construction was completed.

ADJOURNMENT

There being no further business to come before the Boards, upon motion duly made by Director Gerk, seconded by Director Nelson, and upon unanimous vote, the meeting was adjourned at 3:14 p.m.

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

Respectfully submitted,



Andrew Kunkel, Recording Secretary for the Meeting