

RECORD OF PROCEEDINGS

MINUTES OF THE COORDINATED SPECIAL MEETING OF

CONESTOGA METROPOLITAN DISTRICT NO. 1
 CONESTOGA METROPOLITAN DISTRICT NO. 2
 CONESTOGA METROPOLITAN DISTRICT NO. 3
 CONESTOGA METROPOLITAN DISTRICT NO. 4
 CONESTOGA METROPOLITAN DISTRICT NO. 5

HELD
 December 29, 2021

The Combined Special Meeting of the Boards of Directors (collectively, “Boards”) of Conestoga Metropolitan District No. 1, Conestoga Metropolitan District No. 2, Conestoga Metropolitan District No. 3, Conestoga Metropolitan District No. 4, and Conestoga Metropolitan District No. 5 (collectively, “Districts”) was held via videoconference, at 10:00 a.m. on Wednesday, December 29, 2021. Notice of the combined meeting was duly posted.

ATTENDANCE

Directors in Attendance:

Zachery C. Cesar
 Andrew Gerk
 David Paton

Directors Absent but Excused:

Ryan Barnes
 Jamie E. Baessler

Also in Attendance:

David O’Leary, Esq.; Spencer Fane, LLP
 Kammy Tinney, Brendan Campbell, Tracie Kaminski, Kirsten Starman
 and Andrew Kunkel; Pinnacle Consulting Group, Inc.
 Melissa Wheeler; Baessler Homes

CALL TO ORDER

The meeting was called to order at 10:02 a.m. by Director Gerk, noting that a quorum was present. The Directors in attendance confirmed their qualifications to serve.

COMBINED MEETING

The Districts are meeting in a combined Board meeting. Unless otherwise noted, the matters set forth below shall be deemed to be the actions of the Conestoga Metropolitan District No. 1, with concurrence by Conestoga Metropolitan District Nos. 2, 3, 4, and 5.

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CONFLICTS
OF
INTEREST
DISCLOSURE

Ms. Tinney 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.

AGENDA

The Boards reviewed the agenda. Upon motion duly made by Director Cesar, seconded by Director Gerk and, upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as presented.

MINUTES APPROVAL

The minutes of the November 5, 2021 Regular meeting were presented and reviewed. Upon motion duly made by Director Gerk, seconded by Director Paton and, upon vote, unanimously carried, it was

RESOLVED to approve the November 5, 2021 Regular meeting minutes, as presented.

PUBLIC COMMENT

There we no comments made by members of the public.

FINANCIAL ITEMS

Payment of Claims: Mr. Campbell reviewed with the Boards the payment of claims for the period October 29, 2021 through December 23, 2021 in the amount of \$49,172.29. Following review and discussion, upon motion duly made by Director Gerk, seconded by Director Paton and, upon vote, unanimously carried, it was

RESOLVED to ratify Payment of Claims for Period Ending December 23, 2021 in the amount of \$49,172.29, as presented.

LEGAL MATTERS

Acceptance of Phase 3C Public Infrastructure Capital Costs and Expenses: Mr. O’Leary presented the Phase 3C Public Infrastructure Capital Costs and Expenses in the amount of \$1,232,355.05 for the Boards consideration. Following review and discussion, upon motion duly made by Director Gerk, seconded by Director Paton and, upon vote, unanimously carried, it was

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RESOLVED to approve and accept the Phase 3C Public Infrastructure Capital Costs and Expenses in the amount of \$1,232,355.05.

Resolution of the Districts to Reimburse Capital Public Improvement Costs and Expenses and Updates to District Capital Notes: Mr. O’Leary presented the Resolution of the Districts to Reimburse Capital Public Improvement Costs and Expenses and Updates to District Capital Notes for the Boards’ consideration. Following review and discussion, upon motion duly made by Director Gerk, seconded by Director Paton and, upon vote, unanimously carried, it was

RESOLVED to approve the Resolution of the Districts to Reimburse Capital Public Improvement Costs and Expenses and Updates to District Capital Notes.

Project Fund Requisition No. 3: The Boards considered the Project Fund Requisition No. 3 in the amount of \$152,189.02. Following review and discussion, upon motion duly made by Director Gerk, seconded by Director Paton and, upon vote, unanimously carried, it was

RESOLVED to approve the Project Fund Requisition No. 3 in the amount of \$152,189.02 and authorized the Districts’ consultants to file the necessary requisition documents and information with the appropriate parties to facilitate fund transfers and payments.

MANAGEMENT
AND
OPERATIONS MATTERS

District Management Report: Ms. Tinney presented the Management Report to the Boards and answered questions.

Ratification of Contract Modifications: Ms. Starman presented to the Boards the Contract Modifications Report. Following review and discussion, upon motion duly made by Director Gerk, seconded by Director Paton and, upon vote, unanimously carried, it was

RESOLVED ratify the Contract Modifications report, as presented.

DIRECTOR’S ITEMS

There were no Director’s Items presented to the Boards.

OTHER ITEMS

There were no Other Items brought before the Boards for consideration.

ADJOURNMENT

There being no further business to come before the Boards, upon motion

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duly made by Director Paton, seconded by Director Gerk and, upon vote, unanimously carried, the meeting was adjourned at 10:19 a.m.

Respectfully submitted,



Andrew Kunkel

Recording Secretary for the Meeting