

# RECORD OF PROCEEDINGS

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

HELD  
June 26, 2024

The Special Meeting of Conestoga Metropolitan District Nos. 1 - 5 was held via Zoom and Teleconference on Wednesday, June 26, 2024, at 12:30 p.m.

### ATTENDANCE

#### Conestoga Metropolitan District Nos. 1, 3, 4, & 5 Directors in Attendance:

Zachery C. Cesar, President & Chairperson  
Jamie E. Baessler, Vice Chair & Asst. Secretary/Treasurer  
Andrew Gerck, Vice Chair & Asst. Secretary/Treasurer

#### Conestoga Metropolitan District Nos. 1, 3, 4, & 5 Directors Absent, but Excused:

Ryan Barnes, Vice Chair & Asst. Secretary/Treasurer

#### Conestoga Metropolitan District No. 2 Directors in Attendance:

Jacquelyn Grossnickle, President & Chairperson  
Tyler Bryan, Vice Chair & Asst. Secretary & Asst. Treasurer  
Bradley Blair, Vice Chair & Asst. Secretary & Asst. Treasurer  
Nicole Riley, Vice Chair & Asst. Secretary & Asst. Treasurer

#### Conestoga Metropolitan District No. 2 Directors Absent, but Excused:

Adam Ferrell, Secretary & Treasurer

#### Also in Attendance:

David O'Leary and Brenden Desmond, Spencer Fane LLP  
Cathy & Steve Fromm & Megan VanCamp, Fromm & Company LLC  
Melissa Wheeler, Baessler Homes

### ADMINISTRATIVE ITEMS

Call to Order: The Special 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 Mr. O'Leary at 12:38 p.m.

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

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Declaration of Quorum/Director Qualifications/Disclosure of Potential Conflicts of Interest: Mr. O'Leary noted that a quorum was present, with three out of four Directors in attendance for District Nos. 1, 3, 4, & 5 and four 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.

Discussion of Vacancies and Appointments to Boards: The Boards moved to table this item until the August meeting. Director Riley asked how members would be appointed. Mr. O'Leary noted that a Notice of Vacancies would need to be published. Qualified members of the public were welcome to transmit letters of interest to Mrs. VanCamp, who would work with Legal Counsel to confirm their qualification. A list of candidates will be provided to the Board at the next meeting.

Approval of Agenda: The Boards considered the approval of the Agenda with Mrs. VanCamp noting that there would be no claims for review at this meeting. Following review and discussion, upon a motion duly made by Director Gerk, seconded by Director Grossnickle, and upon vote, unanimously carried, it was

**RESOLVED** to approve the Agenda, as presented.

Public Comment: There was none.

Director Comment: There was none.

Approval of Minutes: The Boards considered the approval of the Minutes of the May 22, 2024 Regular Meeting. Following review and discussion, upon a motion duly made by Director Bryan, seconded by Director Blair, and upon vote, unanimously carried, it was

**RESOLVED** to approve the Minutes, as presented.

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### DISTRICT MANAGER ITEMS

District Manager's Report: Mr. Fromm confirmed that there was an irrigation system delay which had been causing some concerns and

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complaints from community members. He reported that Fromm & Company continues to meet with EDI and Miller on-site, to evaluate and explore the necessary solutions. Mr. Fromm noted that a complete irrigation map is needed to move forward, as none had yet been provided. Additionally, staff has discovered that 90% of the valves were wired to 1 clock which have been overloading the panel. For the time being, a wire has been run to split the zones and timers. Management is requesting to bore and install a sleeve underneath the road, in order to split the irrigation zones between the 2 timers, while still ensuring secure access. The projected cost has been reported to be in an amount of \$3,750. Various questions arose as to Town approval and permits needed. Director Gerk requested that no action be made on this item until the August meeting, when an updated irrigation map could be produced. Mr. Fromm agreed to transmit the necessary specifics over to Director Cesar. Mr. Fromm confirmed that the wire was being regularly inspected by Fromm & Company and EDI, and that there had not yet been any reported complaints by the Town.

Mrs. VanCamp reported that a summary had been prepared of all perceived enforcement issues within the community. Photos of the violations were presented and explanations were provided. Additional questions were raised pertaining to the secure storage of trash cans, the parking of RV's, commercial vehicles and campers within the community, the number of household pets, flags, statues and satellites within the community, noting that the Town Ordinance, Guidelines & Restrictions would prevail if a discrepancy is found. Additionally, it was noted that the Town owns and operates the streets. Residents of the District cannot obstruct or direct the parking and/or traffic in any way.

Discussion ensued pertaining to the ARB Review Fee. Upon motion duly made by Director Blair, seconded by Director Grossnickle and upon vote, unanimously carried, the Board moved to decrease the ARB review fee from \$90 to \$50 per submittal. Mrs. VanCamp was requested to transmit out a courtesy email to all residents, noting that enforcement was going to be increased, and that all property improvements require ARB approval before installing them. If it has been determined that residents have installed items without approval, they will be notified and given 10 days to submit an application and set of plans for review. Once a determination has been made by the ARB, the homeowner will have 90 days from the determination to either correct the issue, remove the item, and/or restore the property back to its original condition. Failure of the homeowner to respond to will result in subsequent notices and fines.

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Board members requested that Fromm & Company direct homeowners to attend regular quarterly meetings with questions, comments, and/or concerns that they have for the Board members.

FINANCIAL  
MATTERS

There were none.

LEGAL ITEMS

Mr. O'Leary noted that District Management and Legal Counsel would continue to work with the ARB Committee members on agreed upon updates to the Guidelines, Restrictions, and enforcement documents as necessary. Mr. O'Leary provided an explanation on the Covenants vs. the Guidelines & Restrictions, noting that approval by 67% of the property owners is needed to change the Covenants, but that the Board can update the Guidelines & Restrictions at any time, within reason. Current district documents are always available on the District's website at <https://conestogamd.specialdistrict.org>.

EXECUTIVE SESSION None was needed.

OTHER  
MATTERS


There were none.

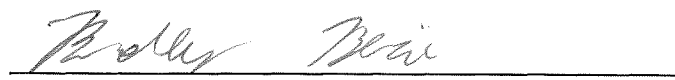
ADJOURNMENT

There being no further business to come before the Boards, upon motion duly made by Director Grossnickle, seconded by Director Gerk, and upon unanimous vote, the meeting was adjourned at 2:08 p.m.

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

Respectfully submitted,

  
Secretary for District Nos. 1, 3, 4 & 5

  
Secretary for District No. 2