

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
November 10, 2022

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 2:00 p.m. on Thursday, November 10, 2022. Notice of the combined meeting was duly posted.

ATTENDANCE

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

Zachery C. Cesar, President and Chairman
Andrew Gerk, Vice Chair & Assistant Secretary/Treasurer
Ryan Barnes, Vice Chair & Assistant Secretary/Treasurer

Directors in Attendance for District No. 2:

Zachery C. Cesar, President and Chairman
Andrew Gerk, Vice Chair & Assistant Secretary/Treasurer
Jacquelyn Grossnickle, Director
Adam Ferrell, Director

Directors Absent but Excused:

Jamie E. Baessler, Vice Chair & Assistant Secretary/Treasurer

Also in Attendance:

David O'Leary, Esq.; Spencer Fane, LLP
Andrew Kunkel, Tiffany Skoglund, Jordan Wood, Tracie Kaminski,
Ettie Arnold, Christy McCutchen, Dillon Gamber, Doug Campbell, and
Brendan Campbell; Pinnacle Consulting Group, Inc.
Melissa Wheeler and Mitch Nelson; Baessler Homes
Brad Blair; Resident

CALL TO ORDER

The meeting was called to order at 2:01 p.m. by Director Gerk, noting that a quorum was present. The Directors in attendance confirmed their qualifications to serve.

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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.

CONFLICTS OF INTEREST DISCLOSURE

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.

AGENDA

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

RESOLVED to approve the agenda, as presented.

MINUTES APPROVAL

The minutes of the May 25, 2022 Regular Meeting were presented and reviewed. Upon motion duly made by Director Ferrell, seconded by Director Grossnickle and, upon vote, unanimously carried, it was

RESOLVED to approve the May 25, 2022 Regular Meeting, as presented.

PUBLIC COMMENT

The Boards opened the public comments portion of the meeting. There were no comments made by members of the public, so this portion of the meeting was closed.

FINANCIAL ITEMS

Payment of Claims: Ms. Kaminski reviewed with the Boards the payment of claims for the period ending November 2, 2022 in the amount of \$95,093.07. Following review and discussion, upon motion duly made by Director Gerck, seconded by Director Cesar and, upon vote, unanimously carried, it was

RESOLVED to ratify Payment of Claims for Period Ending November 2, 2022 in the amount of \$95,093.07, as presented.

2021 Audited Financials for District Nos. 1 & 2: Ms. Kaminski reviewed

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the 2021 Audit for Conestoga Metropolitan District Nos. 1 and 2 with the Board and answered questions. Ms. Kaminski noted the audit received a clean and unmodified opinion. Following review and discussion, upon motion duly made by Director Gerk, seconded by Director Cesar, and, upon vote, unanimously carried, it was

RESOLVED to ratify the 2021 Audit for Conestoga Metropolitan District Nos. 1 and 2.

2022 Audit Engagement: Ms. Kaminski proposed the engagement of Haynie and Company for the 2022 audit and answered questions. Following review and discussion, upon motion duly made by Director Gerk, seconded by Director Barnes, and, upon vote, unanimously carried, it was

RESOLVED to engage Haynie and Company to perform the 2022 Audit.

2023
BUDGET HEARING

Director Gerk opened the 2023 Budget Hearings for Conestoga Metropolitan District Nos. 1, 2, 3, 4 and 5. Mr. Kunkel reported that notice of the budget hearing was published on October 26, 2022 in accordance with state budget law. There being no public input, upon motion duly made by Director Barnes, seconded by Director Gerk and, upon vote, unanimously carried, the public portion of the budget hearing was closed. Ms. Kaminski reviewed the general fund budgets in detail and answered questions from the Board and the public. Mr. Gamber reviewed the operations and maintenance budget in detail and answered questions from the Board and public. The budgets by District and fund are as follows:

District No. 1
Mill levy is 0 mills.
General Fund Expenditures: \$343,847.00
Capital Projects Fund Expenditures: \$365,000.00

District No. 2
Mill levy is 56.952 mills.
General Fund Expenditures: \$53,085.00
Debt Service Fund Expenditures: \$323,800.00

District No. 3
Mill levy is 56.952 mills.
General Fund Expenditures: \$112,713.00

District No. 4

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Mill levy is 56.952 mills.
General Fund Expenditures: \$26,233.00

District No. 5
Mill levy is 23.000 mills.
General Fund Expenditures: \$931.00

Following review and discussion, upon motion duly made by Director Ferrell, seconded by Director Gerk and, upon vote, unanimously carried, it was

RESOLVED to approve the Resolution to Adopt the 2023 budgets for Conestoga Metropolitan Districts Nos. 1-5, set the mill levies, appropriate budgeted funds upon final certification of value being received by the County of Weld on or before December 15, 2022 and approve all other documents related to the 2023 budgets. The District Manager and/or Accountant is authorized to make minor modifications that may be necessary following receipt of final assessed values and file the necessary documents with the state and the county regarding the approval of the final budgets.

LEGAL MATTERS

Consider Appointments to Vacancies on Boards of Directors: Mr. O’Leary addressed the Board and members of the public and provided an overview of the process for appointing interested candidates to the Board noting there was one interested candidate to fill the vacancy on the Board of District Nos. 1, 3, 4, and 5. The Boards reviewed the letters of interest submitted. Following discussion, upon motion duly made by Director Gerk, seconded by Director Cesar and, upon vote, unanimously carried, it was

RESOLVED to appoint Mr. Mitch Nelson to the Board of Directors for the Conestoga Metropolitan District Nos. 1, 3, 4, and 5.

Consider Approval of Supplemental Declaration for Town Home Insurance Requirements: Mr. O’Leary presented the Supplemental Declaration for Town Home Insurance Requirements with the Board and answered questions. Following review and discussion, upon motion duly made by Director Ferrell, seconded by Director Cesar and, upon vote, unanimously carried, it was

RESOLVED to approve the Supplemental Declaration for Town Home Insurance Requirements.

2023 Annual Administrative Matters Resolution: Mr. O’Leary presented the 2023 Annual Administrative Matters Resolution to the Boards and

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answered questions. Following review and discussion, upon motion duly made by Director Nelson, seconded by Director Gerk and, upon vote, unanimously carried, it was

RESOLVED to approve the 2023 Annual Administrative Matters Resolution.

Resolution Calling May 2023 Regular Election: Mr. O’Leary presented the Resolution Calling May 2023 Regular Election to the Boards. Following review and discussion, upon motion duly made by Director Gerk, seconded by Director Barnes and, upon vote, unanimously carried, it was

RESOLVED to approve the Resolution Calling May 2023 Regular Election for District Nos. 1, 3, 4, and 5.

Resolution Calling May 2023 Regular Election: Mr. O’Leary presented the Resolution Calling May 2023 Regular Election to the Boards. Following review and discussion, upon motion duly made by Director Ferrell, seconded by Director Grossnickle and, upon vote, unanimously carried, it was

RESOLVED to approve the Resolution Calling May 2023 Regular Election for District No. 2.

Resolution to Exclude from Workers Compensation Coverage: Mr. O’Leary presented the Resolution to Exclude from Workers Compensation Coverage to the Boards. Following review and discussion, upon motion duly made by Director Gerk, seconded by Director Cesar and, upon vote, unanimously carried, it was

RESOLVED to approve the Resolution to Exclude from Workers Compensation Coverage.

2023 Transparency Notices: Mr. O’Leary presented to the Boards the annual transparency notices. Following review and discussion, upon motion duly made by Director Gerk, seconded by Director Barnes and, upon vote, unanimously carried, it was

RESOLVED to approve the 2023 Transparency Notices with the discussed updates to the addresses.

MANAGEMENT
AND
OPERATIONS MATTERS

District Management Report: Mr. Kunkel presented the Management Report to the Boards and answered questions.

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2023 Master Service Agreements with Operations and Maintenance Service Contractors: Mr. Gamber reviewed the 2023 Facilities Operations and Maintenance Independent Contractor Agreements and answered questions. Following review and discussion, upon motion duly made by Director Barnes, seconded by Director Gerk, and, upon vote, unanimously carried, it was

RESOLVED to approve the following 2023 Facilities Operations and Maintenance Independent Contractor Agreements:

1. Miller Landscape and Lawn Maintenance
2. SWPPP Colorado (Storm Water Pollution Prevention Plan)

Authorization to Execute 2023 Work Orders with Approved Operations and Maintenance Service Contractors within the Approved 2023 Budget: Mr. Gamber recommended to the Board to allow management to sign off on work orders within the approved 2023 Budget. Following review and discussion, upon motion duly made by Director Gerk, seconded by Director Barnes and, upon vote, unanimously carried, it was

RESOLVED to continue with the process in place for Work Orders by having a Board member sign off.

DIRECTOR'S ITEMS

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

DEVELOPER UPDATE

Director Gerk provided an update on current developments within the Districts.

OTHER ITEMS

Director Ferrell discussed allowing zero scaping for front and back yards for residents in the town homes and discussed including zero scaping in the Covenants.

ADJOURNMENT

There being no further business to come before the Boards, upon motion duly made by Director Barnes, seconded by Director Gerk and, upon vote, unanimously carried, the meeting was adjourned at 3:38 p.m.

Respectfully submitted,



Jordan Wood, Recording Secretary for the Meeting