

RECORD OF PROCEEDINGS

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

HELD
February 28, 2024

The Regular Meeting of Conestoga Metropolitan District Nos. 1 - 5 was held via Zoom and Teleconference on Wednesday, February 28, 2024, at 2:05 p.m.

ATTENDANCE

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

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

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

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

Conestoga Metropolitan District No. 2 Directors in Attendance:

Jacquelyn Grossnickle, President & Chairperson
Adam Ferrell, Secretary & Treasurer
Tyler Bryan, Vice Chair & Asst. Secretary & Asst. Treasurer
Bradley Blair, Vice Chair & Asst. Secretary & Asst. Treasurer
Nicole Riley, Vice Chair & Asst. Secretary & Asst. 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
Andy Weber, WD Designs & Associates (Poudre Valley Coop)
Several Members 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 Mr. O'Leary at 2:05 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 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 Gerk, and upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as presented, with Director Gerk expressing the Board’s gratitude for the participation of the residential board members and general public, noting that it really benefits the District to have residential input and first-hand experience in the operations of the District.

Public Comment: Public expressed concerns pertaining to the District Fees paid and issues with the snow removal so far within the 2024 year.

Director Comment: It was noted that the snow removal contract and services would be discussed within the agenda content, as a business item.

DISTRICT MANAGER
ITEMS

District Manager’s Report: Mrs. Fromm & Mrs. VanCamp presented the District Manager’s Report to the Boards and answered questions.

File Transfer & Administrative Items: Mrs. Fromm reported that the file transfer had been completed, 1st Quarter invoices had gone out, the eUnify system had been set-up, and Welcome letters had been transmitted out to the residents.

Website: Mrs. VanCamp reported that the Streamline website, approved by the Board back in November, had been completed. The new URL is <https://conestogamd.specialdistrict.org>.

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Snow Removal Contract w/Mountain West: Mr. Fromm reported that Mountain West did not call or show up for the snowstorm on January 14th. When reached after multiple communication attempts, they stated that they had forgotten. Mr. Fromm reported that it subsequently took almost 3 days for them to get out and perform the necessary snow removal services during the 2nd storm, on February 10th & 11th, noting that ongoing issues remain from that storm. Additionally, EDI had assisted with snow removal services on January 14th and a proposal for services had been received, which would be more cost-effective for the District than the Mountain West contract. Director Blair noted that EDI had done a good job. Director Cesar asked if EDI had a policy about using sand within the process as part of the ongoing issue is with the melting and re-freezing of the run-off. Discussion ensued pertaining to expectations for the current contract as well as consideration for the future contract. Mrs. Fromm noted that a large invoice had been received from Mountain West for the 2nd storm and asked the Board for direction on whether they wanted to pay the entire amount on the invoice. Following review and discussion, upon a motion duly made by Director Gerk, seconded by Director Nelson, and upon vote, unanimously carried, it was

RESOLVED to terminate snow removal services with Mountain West Grounds Maintenance, to have legal counsel prepare and transmit a letter to Mountain West, noting partial payment of 80% of the invoice total received for the second storm, due to non-performance. It was additionally resolved to approve a new contract with Environmental Designs Inc. (EDI) for the remainder of the 2024 Snow Removal Season, noting that further discussion would be had for an ongoing contract, at a subsequent meeting.

FINANCIAL MATTERS

Payment of Claims. Mrs. Fromm presented the claims to be ratified and approved in the amount of \$38,977.65, noting that check number 10004 would be voided. Discussion ensued. Upon a motion duly made by Director Gerk, seconded by Director Nelson, and upon vote, unanimously carried, it was

RESOLVED to approve the payment of claims as presented, voiding check number 10004. Mrs. Fromm noted that the GLH invoice for concrete work was received and is in-process, per Ms. Wheeler's request. Director Nelson elaborated that these charges were incurred from the ice slicer damages to the sidewalk from the melt/freeze the run-off. It was also reported that the District was sharing 1/3 of the total cost of the repairs with GLH and the Home Builder. Mr. Fromm was again asked to pursue the options to use sand within some these areas to hopefully assist

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with eliminating some of these issues & damages. He agreed to follow-up.

Financial Statements. Mrs. Fromm presented the financial statements dated December 31, 2023, noting that more current and accurate numbers would be provided to the Board at subsequent meetings, once all of the financial information had been imported from Pinnacle. Additionally, it was noted that District No. 2 would need an audit for the 2023 year, with all other districts requiring audit exemption applications, and that the format for the financial statements could be altered at any time, to include any additional information that the Board would like to see. Discussion ensued. Upon a motion duly made by Director Gerk, seconded by Director Nelson, and upon vote, unanimously carried, it was

RESOLVED to approve the financial statements, as presented.

LEGAL ITEMS

Amended Website & Posting Resolution. Mr. O’Leary requested that the Board consider approval of an Amended Posting Resolution and Website, noting the change from the conestogamd.live website to the <https://conestogamd.specialdistrict.org>. Mrs. VanCamp reported that the DOLA portals would also be updated with the new link, and that all subsequent meeting agendas and notices would be posted to the new website. Fromm & Company will terminate the current website and hosting and have the Fromm & Company website connect to the new Conestoga website, where residents can view pertinent district information, log-in to a Residential Portal, make payments, view transactions, review contact information, submit ARC requests and confirm status of requests. Upon a motion duly made by Director Gerk, seconded by Director Nelson, and upon vote, unanimously carried, it was

RESOLVED to approve the amended posting resolution and website, as presented. Mrs. VanCamp encouraged the Board and public to review the new website and provide feedback accordingly.

Referral Request from Town of Ault. Mr. O’Leary reported that a referral request had been received from the Town of Ault, pertaining to a Commercial Site Plan & Variance, from Poudre Valley Coop, requesting emergency access to the site and a drainage variance. Discussion ensued, with Director Ferrell reporting that he recommended that emergency access be approved for emergency vehicles only, to possibly include some type of barrier or gate, when not in use. Additionally, damages from the access site and/or drainage variance would be the sole responsibility of the applicant, and repairs and restoration would need to be made upon a pre-determined deadline, which would all be included in

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the potential Easement Agreement, which would need to be prepared by Mr. O'Leary's office. Further concerns were expressed by various members of the Board, pertaining to the legitimacy of the request to the actual scope of work. Andy Weber with WD Designs & Associates, the manager for the project, reported that the access point would be off of Apache, with the drainage to the South. He addressed concerns pertaining to pedestrian traffic, the speed on the road and sidewalk access. Mr. Weber requested to have a determination as soon as possible, as they hoped to complete the project by the Summer. Further discussion ensued. The Board agreed that further discussion would need to occur before any type of determination could be made.

Approval of Certification and Reimbursement of Developer Costs. Mr. O'Leary reported that a Cost Certification had been prepared by CivilWorx, LLC, to permit the District to reimburse costs through Reimbursement Resolution #8, to the Developer, and get them on the District books. Mr. O'Leary noted that some items seemed to be missing from the Cost Certification that was prepared and a supplemental Certification would need to be prepared before the reimbursement could be finalized. Upon a motion duly made by Director Gerk, seconded by Director Nelson, and upon vote, unanimously carried, it was

RESOLVED to approve the Certification and Reimbursement of Developer Costs, pending final review of the Engineers Certification.

EXECUTIVE SESSION Executive session, pursuant to § 24-6-402(4)(b), C.R.S., for the purpose of receiving legal advice from general counsel related to specific legal questions.

Mr. O'Leary advised the Boards that it was permitted, upon compliance with requisite statutory procedures under the Colorado Open Meetings Law, for the Boards to convene an executive session, pursuant to § 24-6-402(4)(b), C.R.S., to conference with an attorney for the purpose of receiving legal advice from general counsel related to specific legal questions. Upon a motion duly made by Director Ferrell, seconded by Director Gerk, and upon vote, unanimously carried, it was

RESOLVED to convene an Executive Session, pursuant to § 24-6-402(4)(b), C.R.S., to conference with an attorney for the purpose of receiving legal advice from general counsel related to specific legal questions, at 3:20 p.m.

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The Boards returned from Executive Session at 3:39 p.m. Mr. O’Leary was requested to prepare a legal response, citing concerns with the parameters of the Poudre Valley Coop project and scope of work.

DIRECTOR
MATTERS

Director Blair requested that Mr. O’Leary follow-up on the community concerns pertaining to the trash dumpsters and service, screen doors and landscaping. Mr. O’Leary agreed to review the Guidelines & Restrictions and will coordinate necessary revisions accordingly.

Director Ferrell requested that the meeting minutes be prepared and posted as soon as possible, following the meeting. Mrs. Fromm requested that the Board permit Fromm & Company LLC 30 days to prepare and post the minutes. Mr. O’Leary reported that the Board would need to review and provide an initial approval for the minutes, before they are posted to the website, and that the minutes may need to be noted as DRAFT, until the next meeting. Mrs. Fromm agreed that Fromm & Company would have the minutes prepared and out to Mr. O’Leary and the Board for review, within 30 days of the meeting.

Additionally, the Board requested to have the time for the November 27th, 2024 Annual & Business Meeting, moved from 2:00 pm. to 5:30 p.m., in order to encourage more public attendance. Mrs. Fromm agreed to update the website and meeting schedule accordingly.

OTHER
MATTERS

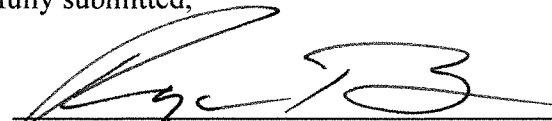
There were no Other Matters to come before the Boards.

ADJOURNMENT

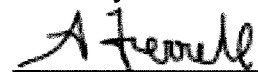
There being no further business to come before the Boards, upon motion duly made by Director Gerk, seconded by Director Nelson, and upon unanimous vote, the meeting was adjourned at 3:44 p.m.

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