

# RECORD OF PROCEEDINGS

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

HELD  
November 29, 2023

The Special Meeting of Conestoga Metropolitan District Nos. 1-5 was held via Zoom and Teleconference on Wednesday, November 29, 2023, at 2:00 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.  
Shannon McEvoy, Shannon Randazzo, Kieyesia Conaway, Jenna Pettit,  
Tracie Kaminski, Wendy McFarland, Doug Campbell, Adam Brix, and  
Dillon Gamber; Pinnacle Consulting Group, Inc.  
Melissa Wheeler; Baessler Homes  
Several Members of the Public.

### 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 Ms. Randazzo at 2:00 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,

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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 Grossnickle, and upon vote, unanimously carried, it was

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

Public Comment: There were no Public Comments received.

Director Comment: There were no Director Comments received.

### 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 Grossnickle, Seconded by Director Cesar, the following items on the consent agenda were unanimously approved, ratified and adopted:

- A. Minutes – August 23, 2023, Regular Meeting.
  - B. Payment of Claims.
  - C. Contract Modifications.
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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.

Ms. Randazzo 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 Gerk, seconded by Director Grossnickle, 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.

The Boards returned from Executive Session at 2:17 p.m. No decisions or actions were taken in the Executive Session.

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

Landscape Maintenance Contractor: Mr. Gamber presented the options for the Landscape Maintenance Contractor to the Boards and answered questions. 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 Environmental Designs, Inc. as the Landscape Maintenance Contractor.

Snow Removal Service Contractor: Mr. Gamber presented the options for the Snow Removal Service Contractor to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Blair, seconded by Director Gerk, and upon vote, unanimously carried, it was

**RESOLVED** to approve Mountain West Grounds Maintenance as the Snow Removal Service Contractor.

2024 Master Service Agreements with Operations and Maintenance Service Contractors: Ms. Randazzo presented the 2024 Master Service

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Agreements with Operations and Maintenance Service Contractors to the Boards and answered questions.

- i. Environmental Designs Inc.
- ii. Mountain West Grounds Maintenance
- iii. SWPPP Colorado

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

**RESOLVED** to approve the 2024 Master Service Agreements with Operations and Maintenance Service Contractors within the Approved 2024 Budget, as presented.

Authorization of District Manager to Execute 2024 Work Orders with Approved Operations and Maintenance Service Contractors within the Approved 2024 Budget: Ms. Randazzo requested the Boards consider delegating authority to the District Manager to Execute 2024 Work Orders with Approved Operations and Maintenance Service Contractors within the Approved 2024 Budget. 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 authorize the District Manager to Execute 2024 Work Orders with Approved Operations and Maintenance Service Contractors within the Approved 2024 budget, as presented.

2023  
AMENDED  
BUDGET HEARING

Ms. Kaminski opened the 2023 Amended Budget Hearing for Conestoga Metropolitan District Nos. 1 - 5. Ms. Randazzo reported that notice of the budget hearing was published on November 15, 2023, in the Greeley Tribune, in accordance with state budget law. There being no public input, the public portion of the budget hearing was closed. Ms. Kaminski reviewed the amended budgets in detail and answered questions. The budgets for the District are as follows:

District No. 1  
Townhome Fund: \$141,629

District No. 2  
Debt Service Fund: \$332,531.31

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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 approve the Resolutions to Adopt the 2023 Amended Budgets and appropriate funds for Conestoga Metropolitan District No. 1 and No. 2 and authorize such further actions of the officers and consultants necessary to sign related documents and submit and file such documents required to finalize the amended budgets.

2024  
BUDGET HEARING

Ms. Kaminski opened the 2024 Budget Hearing for Conestoga Metropolitan District Nos. 1-5. Ms. Randazzo reported that notice of the budget hearing was published on November 15, 2023, in the Greeley Tribune, in accordance with state budget law. Ms. Kaminski reviewed the mill levies, estimated revenues, and expenditures in detail and answered questions. The budgets for the District are as follows:

District No. 1  
General Fund: \$192,906  
Townhome Fund: \$147,360  
Capital Projects Fund: \$600

District No. 2  
Mill Levy: 58.508 mills  
General Fund: \$64,439  
Debt Service Fund: \$ 491,607

District No. 3  
Mill Levy: 58.508 mills  
General Fund: \$204,081

District No. 4  
Mill Levy: 58.508 mills  
General Fund: \$77,844

District No. 5  
Mill Levy: 23.904  
General Fund: \$3,016

There being no public input, the public portion of the budget hearing was closed. After further review and discussion, upon a motion duly made by Director Gerk, seconded by Director Nelson, and upon vote, unanimously carried, it was

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**RESOLVED** to approve the Resolutions to Adopt the 2024 Budgets for Conestoga Metropolitan District Nos. 1-5, set the mill levies, and appropriate budgeted funds upon final certification of values being received by the County of Weld on or before December 15, 2023, and approve all other documents related to the 2024 budgets. The District Manager is authorized to make minor modifications that may be necessary following receipt of final assessed values.

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### FINANCIAL ITEMS CONTINUED

Engagement of Haynie & Company for 2023 Audit Services: Ms. Kaminski recommended the Boards engage Haynie & Company for 2023 Audit Services and answered questions. Following review and discussion, upon a motion duly made by Director Grossnickle, seconded by Director Blair, and upon vote, unanimously carried, it was

**RESOLVED** to engage Haynie & Company for 2023 Audit Services.

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### LEGAL ITEMS

2024 Annual Administrative Matters Resolution: Mr. O'Leary presented the 2024 Annual Administrative Matters Resolution 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 approve the 2024 Annual Administrative Matters Resolution.

2022 Annual Report: Mr. O'Leary presented the 2022 Annual Report 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 approve the 2022 Annual Report.

Worker's Compensation Exclusion Resolution: Mr. O'Leary presented the Worker's Compensation Exclusion Resolution 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 approve the Worker's Compensation Exclusion Resolution.

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Updates and Authorization to Prepare and File District Transparency Notice: Mr. O’Leary presented the Updates and Authorization to Prepare and File District Transparency Notice 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 approve Updates and Authorization to Prepare and File District Transparency Notice.

Annual Engagement of District Consultants: Mr. O’Leary presented the Annual Engagement of District Consultants 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 engage the following District Consultants:

Spencer Fane; Legal Services

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

**RESOLVED** to terminate services with Pinnacle Consulting Group, Inc. effective in 30 days.

### DIRECTOR MATTERS

Director Ferrell noted that the Covenants needed to be changed in regards to Sheds and ARC approval for residents having sheds, Campers being allowed to be in the street for 72 hours, allowing residents time before and after a camping trip to load and unload campers. Allowing Work vehicles to be parked at houses, especially during nights and weekends/time off. Trash containers need to meet town codes and allowed to be stored no more than 24 hours after trash pickup and then stored neatly, noting this would limit and reduce enforcement costs. Director Ferrell also requested decreased enforcement for resident yard weed violations.

Director Blair noted that he worked with Director Ferrell and agrees with all of his statements except for the townhomes in regards to the trash cans, townhomes have nowhere to place the trash cans other than the garages and the Covenants should stay as written to store in the garages as wind can easily take them away. Director Blair noted he is open to other suggestions for single-family homes though. Director Ferrell noted he

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would like this to be fair to all residents and suggested the possibility of having dumpsters at the end of each alleyway for the townhomes, noting that the District would have to pay for the dumpsters.

Mr. O'Leary noted he would put these issues in front of the Board at the next Board Meeting, noting it may be a better route to do supplemental guideline changes instead of changing the covenants.

Director Riley noted that at what point would it be too messy to have guidelines going against covenants and asked when actual Covenant Changes would be submitted. Mr. O'Leary noted that you need 60% of votes from every property owner to change the Covenants.

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OTHER  
MATTERS

There were no Other Matters to come before the Boards.

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ADJOURNMENT

There being no further business to come before the Boards, upon motion duly made by Director Ferrell, seconded by Director Nelson, and upon unanimous vote, the meeting was adjourned at 3:30 p.m.

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

Respectfully submitted,



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



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Secretary for District No. 2