

# RECORD OF PROCEEDINGS

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## MINUTES OF THE COORDINATED SPECIAL MEETING OF JOHNSTOWN NORTH METROPOLITAN DISTRICT NOS. 1-3

HELD  
October 10, 2022

The Boards of Directors of the Johnstown North Metropolitan District Nos. 1-3 held a special meeting, open to the public, via MS Teams at 12:00 p.m., Monday, October 10, 2022.

### ATTENDANCE

Directors in Attendance: (Via Teleconference)  
Kim Perry, President & Chairperson  
Abby Kirkbride, Vice President/Assistant Secretary  
Josh Kane, Treasurer/Secretary  
Sam Salazar, Assistant Secretary/Assistant Treasurer  
Tim DePeder, Assistant Secretary/Assistant Treasurer

Also, in Attendance Were: (Via Teleconference)  
Alan Pogue; Icenogle Seaver Pogue, P.C.  
Andrew Kunkel, Irene Buenavista, Brendan Campbell and Kevin Mitts;  
Pinnacle Consulting Group, Inc.  
Tom Wynne, Ryan Poulsen, and Trung Luc; Wells Fargo  
Jonathan Heroux and Akio Ohtake-Gordon; Piper Sandler  
Kimberly Reed; Ballard Spahr

### CALL TO ORDER

The meeting was called to order at 12:00 p.m. by Director Perry, President of the Boards, 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 Johnstown North Metropolitan District No. 1, with concurrence by the Johnstown North Metropolitan District Nos. 2 and 3.

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### CONFLICT OF INTEREST DISCLOSURE

Mr. Pogue noted that notices of potential conflicts of interest for all Board Members were filed with the Colorado Secretary of State at least 72 hours in advance of the meeting, disclosing that potential conflicts of interest may exist, as all Board Members are employees of McWhinney Real Estate Services, Inc. which is associated with the primary landowner and developer of land within the District. Mr. Pogue advised the Boards that pursuant to

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Colorado law, certain disclosures by the Board Members might be required prior to taking official action at a meeting. The Boards reviewed the agenda for the meeting, following which each Board Member present confirmed the contents of the written disclosures previously made stating the fact and summary nature of any matters as required under Colorado law to permit official action to be taken at the meeting. Additionally, the Boards determined that the participation of the members present was necessary to obtain a quorum or otherwise enable the Boards to act.

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APPROVAL OF  
AGENDA

The Boards considered the agenda. Upon motion duly made by Director DePeder, seconded by Director Kane and, upon vote, it was unanimously.

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

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PUBLIC  
COMMENT

There were no members of the public present.

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FINANCIAL ITEMS

Amendment to Resolution Authorizing its Limited Tax General Obligation Refunding and Improvement Bonds, Series 2022A (the "Series 2022A Bonds") and Subordinate Limited Tax General Obligation Refunding Bonds, Series 2022B (the "Series 2022B Bonds" and, collectively with the Series 2022 Bonds, the "Series 2022 Bonds") for the purpose of refunding general obligation indebtedness of Johnstown Metropolitan District No. 1 and funding or reimbursing additional costs of public improvements, which Series 2022 Bonds are to be secured by a lien on pledged revenue, including a debt service mill levy imposed upon all taxable property within District No. 2: Mr. Wynne presented the Bond Resolution to the boards and answered questions. Following review and discussion, upon motion duly made by Director Kane, seconded by Director DePeder and, upon vote, it was unanimously

**RESOLVED** to approve the Amendment to Resolution Authorizing its Limited Tax General Obligation Refunding and Improvement Bonds, Series 2022A (the "Series 2022A Bonds") and Subordinate Limited Tax General Obligation Refunding Bonds, Series 2022B (the "Series 2022B Bonds" and, collectively with the Series 2022 Bonds, the "Series 2022 Bonds"), for the purpose of refunding general obligation indebtedness of Johnstown Metropolitan District No. 1 and funding or reimbursing additional costs of public improvements, which Series 2022 Bonds are to be secured by

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a lien on pledged revenue, including a debt service mill levy imposed upon all taxable property within District No. 2.

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### LEGAL ITEMS

First Amendment to Second Amended and Restated Meeting Resolution:  
Mr. Pogue presented the First Amendment to Second Amended and Restated Meeting Resolution. Following review and discussion, upon motion duly made by Director Kane, seconded by Director DePeder and, upon vote, it was unanimously

**RESOLVED** to approve the First Amendment to Second Amended and Restated Meeting Resolution.

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### DISTRICT MANAGER ITEMS

There were no District Manager Items to bring before the Board.

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### OTHER MATTERS

There were no Other Matters to bring before the Board.

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### ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 12:09 a.m.

Respectfully submitted

  
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Kieyesia Conaway  
Recording Secretary for the Meeting