

RECORD OF PROCEEDINGS

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

HELD
October 27, 2022

The Boards of Directors of the Johnstown North Metropolitan District Nos. 1-3 held a regular meeting, open to the public, via MS Teams at 10:00 a.m., Thursday, October 27, 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.
Jim Niemczyk, Mike McBride, Samantha Romero, Griffin Barlow, and
Christina Rotella; McWhinney
Andrew Kunkel, Kevin Mitts, Jason Woolard, Irene Buenavista, Brendan
Campbell, Doug Campbell, Dilon Gamber, Stanley Holder, Randall
Provencio and Kieyesia Conaway; Pinnacle Consulting Group, Inc.

CALL TO ORDER

The meeting was called to order at 10:01 a.m. by Director Perry, President of the Boards, noting that a quorum was present. The Directors in attendance confirmed their qualifications to serve.

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.

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.

APPROVAL OF
AGENDA

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

RESOLVED to approve the agenda, as amended to add Project Management Fee with MRES after Capital Infrastructure Item III C ii.

PUBLIC
COMMENT

There were no members of the public present.

CONSENT
AGENDA

The Boards considered the following items on the consent agenda:

- A. Approval of Minutes – July 28, 2022, Regular Meeting, August 16, 2022, Continued Regular Meeting, October 10, 2022, Special Meeting, and October 18, 2022, Special Meeting.
- B. Ratification of Payables.
- C. Ratification of Contract Modifications.
- D. Consideration and Approval of 2023 Annual Administrative Matters Resolution.
- E. Consideration and Approval of 2023 Meeting Resolution.
- F. Consideration and Approval of 2023 Election Resolution.
- G. Consideration and Approval of 2023 Operations and Maintenance Service Agreements:
 - i. Green Earth
 - ii. Ramey Environmental Compliance
 - iii. SWPPP Colorado
 - iv. Foothills Landscape Maintenance

Following review and discussion, upon motion duly made by Director DePeder, seconded by Director Kane and, upon vote, it was unanimously.

RESOLVED to approve the consent agenda, as presented.

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CAPITAL
INFRASTRUCTURE
ITEMS

District Project Manager Update: Mr. McBride updated the Boards on current projects being constructed in the District and answered questions.

Capital Fund Summary Review: Mr. McBride and Mr. Provencio presented the Capital Fund Summary Review and answered questions.

Master Services Agreement and Work Order 2022-01 with LandOne Engineering for Filing 2 Lot 1 Amended for Engineer Certification for Acceptance of Capital Costs Services: Mr. Provencio presented the Master Services Agreement and Work Order 2022-01 with LandOne Engineering for Filing 2 Lot 1 Amended for Engineer Certification for Acceptance of Capital Costs Services and answered questions. Following review and discussion, upon motion duly made by Director Kirkbride, seconded by Director Salazar and, upon vote, it was unanimously.

RESOLVED to ratify the Master Services Agreement and Work Order 2022-01 with LandOne Engineering for Filing 2 Lot 1 Amended for Engineer Certification for Acceptance of Capital Costs Services in the amount of \$1,500.00

FINANCIAL ITEMS

Finance Manager's Report: Ms. Buenavista presented the Finance Manager's Report and answered questions.

Bond Update: Ms. Buenavista presented the Bond Update and answered questions.

2022 AMENDED
BUDGET HEARING

Director Perry opened the 2022 Amended Budget Hearing for Johnstown North Metropolitan District Nos. 1-3. Mr. Kunkel reported that notice of the budget hearing was published on October 20, 2022, in accordance with state budget law. There being no public input the public portion of the budget hearing was closed. Ms. Buenavista reviewed the amended budgets in detail and responded to questions. The budgets for the District by fund are as follows:

District No. 1
General Fund Expenditures: \$145,562.00

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District No. 2
Debt Service Fund Expenditures: \$288,708.00
Capital Projects Fund Expenditures: \$8,025,000.00

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

RESOLVED to approve the Resolution to Adopt the 2022 amended budgets and appropriate funds for Johnstown North Metropolitan District Nos. 1-3 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.

FINANCIAL ITEMS
CONTINUED

2022 Auditor: Ms. Buenavista requested the board engage John Cutler and Associates to preform the 2022 Audit. Following review and discussion, upon motion duly made by Director Kane, seconded by Director DePeder and, upon vote, unanimously carried, it was

RESOLVED to engage John Cutler and Associates for the 2022 Audit in an amount not to exceed \$6000.00.

LEGAL ITEMS

Resolution to Increase Non-Potable Water Irrigation Rate: Mr. Pogue presented the resolution to Increase Non-Potable Water Irrigation Rate from 3.86% to 4.16%. Following review and discussion, upon motion duly made by Director Kane, seconded by Director DePeder and, upon vote, unanimously carried, it was

RESOLVED to approve the Resolution to Increase Non-Potable Water Irrigation Rate from 3.86% to 4.16%.

Work Order with MRES for Financial Services related to Bond Issuance: Mr. Pogue presented the Work Order with MRES for Financial Services related to Bond Issuance and answered questions. Following review and discussion, upon motion duly made by Director Kane, seconded by Director DePeder and, upon vote, unanimously carried, it was

RESOLVED to approve the Work Order with MRES for Financial Services related to Bond Issuance closing on Wednesday, November 2nd, 2022.

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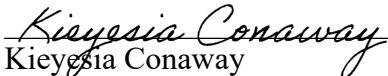
DISTRICT
MANAGER ITEMS

Status of Sanitary Sewer Lift Station: Mr. Woolard presented the Status of Sanitary Sewer Lift Station and answered questions.

ADJOURNMENT

Upon motion duly made by Director DePeder, seconded by Director Kane and, upon vote, the meeting was continued to November 11, 2022, at 8:00 a.m.

Respectfully submitted


Kieyesia Conaway
Recording Secretary for the Meeting