

RECORD OF PROCEEDINGS

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

HELD
May 12, 2023

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., Friday, May 12, 2023.

ATTENDANCE

Directors in Attendance:

Kim Perry, President & Chairperson
Sam Salazar, Assistant Secretary/Assistant Treasurer
Tim DePeder, Assistant Secretary/Assistant Treasurer

Directors Absent and Excused:

Josh Kane, Treasurer/Secretary

Also, in Attendance Were:

Alan Pogue; Icenogle Seaver Pogue, P.C.
Jim Niemczyk, Mike McBride, and Carol Kauffman; McWhinney
Shannon McEvoy, Sarah Bromley, Bryan Newby, Irene Buenavista, Dillon
Gamber, Stanley Holder, and Kieyesia Conaway; Pinnacle Consulting
Group, Inc.
Margaret Ann Marsh, Rob Clamp, Lee Anne Kempton, and Thomas Riggs;
Flowers Bakeries Foodservice

CALL TO ORDER

The meeting was called to order at 12:02 p.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

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Services, Inc. which is associated with the primary landowner and developer of land within the District. Mr. Pogue advised the Boards that pursuant to 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 DePeder, seconded by Director Salazar and, upon vote, it was unanimously

RESOLVED to approve the agenda, as amended to reflect item II C from Financial Statements as of March 31, 2023, to Financial Statements as of December 31, 2022.

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 – October 27, 2022, Regular Meeting, November 11, 2022, Continued Meeting, and November 11, 2022, Special Meeting.
- B. Ratification of Payables.
- C. Financial Statements as of December 31, 2022.
- D. Ratification of Contract Modifications.

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

RESOLVED to approve the consent agenda, as presented.

CAPITAL
INFRASTRUCTURE
ITEMS

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

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

FINANCIAL ITEMS

Finance Manager's Report: Ms. Buenavista noted she did not have a Finance Manger's Report to present to the Boards.

Ratification of 2022 Audit Exemption for District No.3: Ms. Buenavista presented the 2022 Audit Exemption for District No. 3 to the Boards and answered questions. Following review and discussion, upon motion duly made by Director DePeder, seconded by Director Salazar and, upon vote, it was unanimously.

RESOLVED to ratify approval of the 2022 Audit Exemption for District No. 3.

2022 AMENDED BUDGET HEARING

Director Perry opened the 2022 Amended Budget Hearing for Johnstown North Metropolitan District Nos. 1-3. Ms. Bromley reported that notice of the budget hearing was published on May 11, 2023, 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: \$169,392.

Following review and discussion, upon motion duly made by Director DePeder, seconded by Director Salazar 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.

LEGAL ITEMS

Ratification of Iron Horse Development Agreement Filing No. 3: Mr. Pogue presented the Iron Horse Development Agreement Filing No. 3 to the Board and answered questions. Following review and discussion, upon motion duly

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made by Director DePeder, seconded by Director Salazar and, upon vote, unanimously carried, it was

RESOLVED to approve the ratification of Iron Horse Development Agreement Filing No. 3.

DISTRICT
MANAGER ITEMS

Status of Sanitary Sewer Lift Station: Mr. McEvoy discussed the Status of the Sanitary Sewer Lift Station with the Boards and answered questions.

Pinnacle Consulting Group Inc.'s Scope of Services Addendum: Mr. McEvoy presented Pinnacle Consulting Group, Inc.'s Scope of Services Addendum to the Boards and answered questions. Following review and discussion, upon motion duly made by Director DePeder, seconded by Director Salazar and, upon vote, unanimously carried, it was

RESOLVED to approve Pinnacle Consulting Group Inc.'s Scope of Services Addendum.

District Manager's Report: Ms. Bromley and Mr. Gamber presented the District Manager's Report and answered questions.


OTHER MATTERS

There were no Other Matters brought before the Boards.

ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 12:40 p.m.

Respectfully Submitted


Kieyesia Conaway
Recording Secretary for the Meeting