

# RECORD OF PROCEEDINGS

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## MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF

### WATERFALL METROPOLITAN DISTRICT NO. 1

HELD  
October 22, 2020

The Board of Directors of the Waterfall Metropolitan District No. 1, held a regular meeting, open to the public, via MS Teams and teleconference at 11:00 a.m. on Thursday, October 22, 2020.

Due to the State of Emergency declared by Governor Polis and the threat to health and safety posed by the COVID-19 pandemic, this meeting was held via MS Teams and teleconference.

ATTENDANCE:

Directors in Attendance: (Via Teleconference)

Kim Perry, President & Chairperson

David Crowder, Vice President

Jim Niemczyk, Secretary

Directors Absent but Excused:

Courtney Parmelee, Vice Chairman/Assistant Secretary

Also, in Attendance Were: (Via Teleconference)

Alan Pogue; Icenogle Seaver Pogue, P.C.

Jason Woolard, Ryan Abbott, Shannon McEvoy, Irene McCaffrey, Kirsten Starman, Brendan Campbell, and Andrew Kunkel; Pinnacle Consulting Group, Inc.

CALL TO ORDER

The meeting was called to order at 11:07 a.m. by Director Perry, President of the Boards, noting that a quorum was present. The Directors in attendance confirmed their qualifications to serve.

MEETING NOTICE

Mr. McEvoy reported that Notice and Agenda of the Coordinated Regular Board Meeting had been duly posted within the boundaries of the District. The notice also included the agenda items.

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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 24 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 Board that pursuant to Colorado law, certain disclosures by the Board Members might be required prior to taking official action at a meeting. The Board 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 Board determined that the participation of the members present was necessary to obtain a quorum or otherwise enable the Board to act.

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AGENDA

The Board considered the agenda. Following review and discussion, and upon motion duly made by Director Niemczyk, seconded by Director Crowder and, upon vote, unanimously carried, it was

**RESOLVED** to approve the agenda, as amended to move Legal Items before Capital Infrastructure Items.

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PUBLIC COMMENT

There were no members of the public present.

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CONSENT  
AGENDA

The Boards considered the following items on the consent agenda:

- A. Approval of Minutes – November 1, 2019 and March 27, 2020 Special Meeting Minutes.
- B. Ratification of Payables.
- C. Financial Statements as of June 30, 2020.
- D. Ratification of Contract Modifications.
- E. 2021 Administrative Matters Resolution.
- F. Approval of 2021 Operations and Maintenance Service Agreements.
  - i. Affordable Pest Control.
  - ii. DaVinci Sign System.
  - iii. Fiske Electric.
  - iv. Integrity Lawn Professionals.
  - v. OLM, Inc.
  - vi. SWPPP Colorado.

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

**RESOLVED** to approve and ratify the consent agenda items as presented.

### LEGAL ITEMS

Improvement Acceptance Agreement Between Waterfall Metropolitan District No. 1 and 3470 Holdings, LLC: Mr. Pogue presented the Improvement Acceptance Agreement between Waterfall Metropolitan District No. 1 and 3470 Holdings, LLC and answered questions. The Board determined not to approve the agreement at this time.

Resolution to Accept Improvements per the Improvement Acceptance Agreement Between Waterfall Metropolitan District No. 1 and 3470 Holdings, LLC: Mr. Pogue presented the Resolution to Accept Improvements per the Improvement Acceptance Agreement Between Waterfall Metropolitan District No. 1 and 3470 Holdings, LLC and answered questions. The Board determined not to approve the resolution at this time.

Board Direction on Acceptance: The Board directed staff to consider future acceptance of the Improvement Acceptance Agreement between Waterfall Metropolitan District No. 1 and 3470 Holdings, LLC pursuant to terms for financial compensation and improvements meeting certain standards before transfer.

Discussion Regarding Expressive Activity on District-Owned Property:

The Board discussed and provided direction to Mr. Pogue to draft a universal policy regarding expressive activity on district owned property.

### CAPITAL INFRASTRUCTURE ITEMS

Master Service Agreement and Work Order for Project Management Services: Ms. Starman presented a Master Service Agreement and Work Order with MRES for Project Management Services. Following review and discussion, and upon a motion duly made by Director Niemczyk, seconded by Director Perry and, upon vote, unanimously carried, it was

**RESOLVED** to approve a Master Service Agreement and Work Order with MRES for Project Management Services.

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FINANCIAL ITEMS     Finance Manager's Report: Mr. Campbell updated the Board on the current financial status of the District. Mr. Campbell requested direction from the Board regarding an early call on the current bonds becoming available in 2021. Following review and discussion, and upon motion duly made by Director Niemczyk, seconded by Director Crowder and, upon vote, unanimously carried, it was

**RESOLVED** to create a finance committee to pursue an early call on the District bonds in 2021.

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2020 AMENDED  
BUDGET HEARING

Amended 2020 Budget: Director Perry opened the 2020 Amended Budget Hearing to the public. Mr. McEvoy reported that notice of the hearing had been published on October 8, 2020 in accordance with state budget law. There being no public input, the public portion of the budget hearing was closed. Ms. McCaffrey reviewed the proposed amended budget and answered questions. The 2020 budget is to be amended as follows:

District No. 1:  
General Fund: \$171,757.00  
Capital Projects Fund: \$5,500.00

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

**RESOLVED** to approve the Resolution to Adopt the Amended 2020 General and Debt Service Funds for District No. 1 and appropriate budgeted funds.

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2021  
BUDGET  
HEARING

Director Perry opened the 2021 Budget Hearing for Waterfall Metropolitan District No. 1. Mr. McEvoy reported that notice of the budget hearing was published on October 8, 2020, in accordance with state budget law. There being no public input the public portion of the budget hearing was closed. Ms. McCaffrey reviewed the budgets in detail and responded to questions. The budgets for the District by fund are as follows:

District No. 1  
Mill levy is 45 mills.  
General Fund Expenditures: \$222,937.00  
Capital Projects Fund Expenditures: \$5000.00  
Debt Service Fund Expenditures: \$288,533.00

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

**RESOLVED** to approve the Resolution to Adopt the 2021 budgets for Waterfall Metropolitan District No. 1, set the mill levies, appropriate budgeted funds upon final certification of value being received by the County of Larimer on or before December 10, 2020 and approve all other documents related to the 2021 budgets. The District Manager is authorized to make minor modifications that may be necessary following receipt of final assessed values.

FINANCIAL ITEMS,  
CONT.

Approval of 2020 Auditor: Ms. McCaffrey recommended that the Board engage John Cutler & Associates for the 2020 Audit. Following review and discussion, and upon motion duly made by Director Niemczyk, seconded by Director Crowder and, upon vote, unanimously carried, it was

**RESOLVED** to approve John Cutler & Associates for 2020 audit services.

Ratification of 2019 Audit: Ms. McCaffrey recommended that the Board ratify the 2019 Audit. Following review and discussion, and upon motion duly made by Director Crowder, seconded by Director Niemczyk and, upon vote, unanimously carried, it was

**RESOLVED** to ratify the 2019 audit.

DISTRICT  
MANAGER ITEMS

Managers' Report: Mr. McEvoy presented the Manager's Report to the Boards and answered questions.

ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned 11:55 a.m.

Respectfully submitted,



Andrew Kunkel

Recording Secretary for the Meeting