

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF THE BOARDS OF DIRECTORS OF WATERFALL METROPOLITAN DISTRICT NO. 1

HELD
March 27, 2020

The Boards of Directors of the Waterfall Metropolitan District No. 1, held a special meeting, open to the public, by teleconference only on Friday, March 27, 2020. Notice of the meeting has been posted within the boundaries of the District.

ATTENDANCE: Directors in Attendance: (Via Teleconference)
Kim Perry, President & Chairperson
David Crowder, Vice President
Tammi Freel, Secretary/Treasurer
Courtney Parmelee, Vice Chairman/Assistant Secretary
Jim Niemczyk, Secretary

Also, in Attendance Were: (Via Teleconference)
Alan Pogue; Icenogle Seaver Pogue, P.C.
Jason Woolard, Jim Nikkel, Ryan Abbott, Shannon McEvoy and Elaina Cobb; Pinnacle Consulting Group, Inc.
Wendy Messinger, Wendi Cudmore, David Spaeth and Kyle Harris;
McWhinney

CALL TO ORDER The meeting was called to order at 10:40 a.m. by Director Perry, President of the Board, noting that a quorum was present. The Directors in attendance confirmed their qualifications to serve.

MEETING NOTICE Mr. McEvoy reported that Notice of the Special Board Meeting had been posted within the boundaries of the District. The notice also included the agenda items

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 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 Boards to act.

AGENDA

The Board considered the agenda. Upon motion duly made by Director Crowder, seconded by Director Niemczyk, and upon unanimous vote, it was

RESOLVED to approve the agenda, as presented.

PUBLIC COMMENT

There were no members of the public present.

DECLARATION OF LOCAL DISASTER EMERGENCY

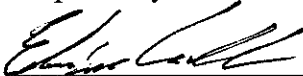
Approval of Resolution of Extension of Declaration of Local Disaster Emergency: Mr. Pogue briefed the Board on Declarations of Local Disaster and requested approval of the Resolution of Extension of Declaration of Local Disaster for Waterfall Metro District No. 1, first declared by Ryan Abbott, General Manager of the District, on March 24, 2020. Following discussion and upon a motion duly made by Director Crowder, seconded by Director Niemczyk, and upon unanimous vote, it was

RESOLVED to approve the Resolution of Extension of Declaration of Local Disaster until a time otherwise directed by the Board

ADJOURNMENT

There being no further business to come before the Board, the meeting was adjourned 10:48 a.m.

Respectfully submitted



Elaina Cobb

Recording Secretary for the Meeting