

RECORD OF PROCEEDINGS

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF

WATERFALL METROPOLITAN DISTRICT NO. 1

HELD
October 28, 2021

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 28, 2021.

ATTENDANCE: Directors in Attendance: (Via Teleconference)

Sam Salazar, Secretary
Tim DePeder, Treasurer
Rishi Loona, Assistant Secretary

Directors Absent but Excused:
Kim Perry, President & Chairperson

Also, in Attendance Were: (Via Teleconference)
Alan Pogue and Deborah Early; Icenogle Seaver Pogue, P.C.
Shannon McEvoy, Irene McCaffrey, Brendan Campbell, Doug Campbell,
Dillon Gamber and Andrew Kunkel; Pinnacle Consulting Group, Inc.
Abby Kirkbride, McWhinney

CALL TO ORDER

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

CONFLICT OF
INTEREST
DISCLOSURE

Ms. Early 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. Ms. Early 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

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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.

AGENDA

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

RESOLVED to approve the agenda, as amended to add consideration of a finance committee and approval of a financial adviser for bond refinancing to the finance section.

APPOINTMENTS TO FILL BOARD VACANCY

Appointments to Fill Board Vacancy: Mr. McEvoy addressed the Board and provided an overview of the process for appointing interested candidates to the Board noting there is one interested candidate to fill the vacancy on the Board of District No. 1. Following review and discussion, and upon a motion duly made by Director Salazar, seconded by Director DePeder and, upon vote, unanimously carried, it was

RESOLVED to appoint Abby Kirkbride to the Board of Directors for District No. 1 to fill the term expiring May 2023.

ELECTION OF OFFICERS

The Board discussed the election of officers. Following review and discussion, upon motion duly made by Director Salazar, seconded by Director DePeder and, upon vote, unanimously carried, it was

RESOLVED to appoint Abby Kirkbride as Vice President/Assistant Secretary to fill the term ending 2023.

PUBLIC COMMENT

There were no members of the public present.

CONSENT AGENDA

The Board considered the following items on the consent agenda:

- A. Approval of Minutes – July 22, 2021 Regular Meeting and September 10, 2021 Special Meeting.
- B. Ratification of Payables.
- C. Ratification of Contract Modifications.

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- D. Financial Statements as of June 30, 2021.
- E. Approval of 2022 Administrative Matters Resolution.
- F. Approval of 2022 Election Resolution.

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

RESOLVED to approve the consent agenda items as presented.

FINANCIAL ITEMS

Designation of Finance Committee and Approval of Authorization for its Engagement of Financial Advisors for Bond Refinancing: Ms. McCaffrey discussed the need to designate a Finance Committee and requested authorization for its engagement of financial advisors for bond refinancing. The Board directed staff to create a Finance Committee comprised of Director DePeder and Director Loona with Mr. Campbell, Ms. McCaffrey, and Mr. Pogue to be a liaison for bond refinancing between the Board and the Financial Advisors. Following review and discussion, and upon a motion duly made by Director Salazar, seconded by Director DePeder and, upon vote, unanimously carried, it was

RESOLVED to approve the appointment of the Finance Committee to act as liaison with the Board to direct bond refinancing.

2022 Budget Hearing: Director Salazar opened the 2022 Budget Hearing for Waterfall Metropolitan District No. 1. Mr. McEvoy reported that notice of the budget hearing was published on October 12, 2021, 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: \$168,354
Capital Projects Fund Expenditures: \$5,000
Debt Service Fund Expenditures: \$343,712

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

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RESOLVED to approve the Resolution to Adopt the 2022 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 15, 2021 and approve all other documents related to the 2022 budgets. The District Manager is authorized to make minor modifications that may be necessary following receipt of final assessed values.

Approval of 2021 Auditor: Ms. McCaffrey recommended that the Board engage John Cutler & Associates for the 2021 Audit. Following review and discussion, and upon motion duly made by Director DePeder, seconded by Director Salazar and, upon vote, unanimously carried, it was

RESOLVED to approve John Cutler & Associates for 2021 audit services in an amount not to exceed \$5,500.

LEGAL ITEMS

There were no legal items presented.

DISTRICT MANAGER ITEMS

2022 Operations and Maintenance Service Agreements: Mr. McEvoy presented the 2022 Operations and Maintenance Service Agreements for Board review.

- i. Integrity Lawn Professionals
- ii. OLM
- iii. Affordable Pest Control
- iv. DaVinci Sign
- v. Fiske Electric
- vi. SWPPP

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

RESOLVED to approve the 2022 Operations and Maintenance Service Agreements as presented.

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

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ADJOURNMENT

There being no further business to come before the Board, the meeting was adjourned 11:35 a.m.

Respectfully submitted,



Andrew Kunkel

Recording Secretary for the Meeting