

# RECORD OF PROCEEDINGS

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## MINUTES OF THE SPECIAL MEETING OF WATERFALL METROPOLITAN DISTRICT NO. 1

HELD  
December 5, 2016

The Board of Directors of Waterfall Metropolitan District No. 1 held a special meeting, open to the public, at 2725 Rocky Mountain Avenue, Loveland, Colorado 80538, at 9:00 a.m., Monday, December 5, 2016. Notice of the meeting has been duly posted with the Larimer County Clerk and Recorder and posted in three public places within the boundaries of the District.

### ATTENDANCE

#### Directors in Attendance Were:

Kim Perry, President  
Tammi Lau, Treasurer & Asst. Secretary  
Jim Niemczyk, Secretary  
Mike Bergerson, Vice President & Asst. Secretary

#### Directors Absent and Excused:

#### Also in Attendance Were:

Alan Pogue; Icenogle Seaver Pogue, P.C.  
Shana Morgan; Pinnacle Consulting Group, Inc.

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### MEETING NOTICE

Ms. Morgan reported that notice of the meeting had been properly posted within the District's boundaries, and that notice was sent to the Larimer County Clerk and Recorder, and the City of Loveland, for posting. The notice also included agenda items.

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### CONFLICT OF INTEREST

Mr. Pogue noted that notices disclosing all potential conflicts of interest for all Board Members were filed 72 hours in advance of the meeting with the Colorado Secretary of State's Office and with the Board. 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 member's present was necessary to obtain a quorum or otherwise enable the Board to act.

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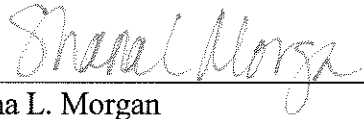
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CALL TO ORDER &  
CONTINUATION OF  
MEETING

The meeting was called to order at 9:01 a.m. by Director Perry as President, noting that a quorum was present. The Directors confirmed their qualifications to serve on the Board. Upon motion duly made by Director Lau, seconded by Director Niemczyk and, upon vote, unanimously carried, the Board determined to continue this special meeting to December 5, 2016 at 11:00 a.m. at the same location. The meeting was continued at 9:02 a.m.

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Respectfully submitted,



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Shana L. Morgan  
Recording Secretary for the Meeting