

**JOHNSTOWN NORTH METROPOLITAN DISTRICTS NOS. 1 – 3  
2024 ANNUAL ADMINISTRATIVE MATTERS RESOLUTION**

WHEREAS, Boards of Directors (the “Boards”) of Johnstown North Metropolitan District Nos. 1 – 3 (the “Districts”) are required to perform certain administrative obligations during each calendar year to comply with certain statutory requirements, as further described below, and to assure the efficient operations of the Districts; and

WHEREAS, the Boards desire to set forth such obligations herein and to designate, where applicable, the appropriate person or person(s) to perform such obligations on behalf of the Districts; and

WHEREAS, the Boards further desire to acknowledge and ratify herein certain actions and outstanding obligations of the Districts.

NOW, THEREFORE, THE BOARDS OF DIRECTORS OF JOHNSTOWN NORTH METROPOLITAN DISTRICTS NOS. 1 – 3 HEREBY RESOLVE AS FOLLOWS:

1. The Boards direct the District Manager to prepare and file either an accurate map, as specified by the Colorado Division of Local Government (the “Division”), or a notice that the Districts’ boundaries have not changed since the filing of the last District map, with the Division, the Larimer County (“County”) Clerk and Recorder and County Assessor on or before January 1, 2024, as required by Section 32-1-306, C.R.S.

2. Pursuant to Section 24-32-116(3)(b), C.R.S, the Boards direct legal counsel to update the Division with any of the following information previously provided to the Division, in the event such information changes: (i) the official name of the Districts; (ii) the principal address and mailing address of the Districts; (iii) the name of the Districts’ agent; and (iv) the mailing address of the Districts’ agent.

3. The Boards direct legal counsel to prepare, no more than sixty (60) days prior to and not later than January 15, 2024, the Districts’ annual transparency notice containing the information set forth in Section 32-1-809(1), C.R.S., and to provide such notice to the eligible electors of the Districts in one of the manners set forth in Section 32-1-809(2), C.R.S. In addition, legal counsel is directed to file a copy of the notice with the County Board of County Commissioners, the County Assessor, the County Treasurer, the County Clerk and Recorder’s Office, the Town of Johnstown Board of Trustees, and the Division as set forth in Section 32-1-104(2), C.R.S. A copy of the notice shall be made available for public inspection at the principal business office of the Districts.

4. The Boards direct the Districts’ accountant to submit proposed 2025 budgets for the Districts to the Boards by October 15, 2024, to schedule public hearings on the proposed budgets, prepare final budgets, and budget resolutions, including certifications of mill levies and amendments to the budgets if necessary; to certify the mill levies to the County on or before December 15, 2024; and to file the approved budgets and amendments thereto with the proper

governmental entities in accordance with the Local Government Budget Law of Colorado, Sections 29-1-101 to 29-1-115, C.R.S.

5. In the event additional real property is included into the boundaries of the Districts in the future, the Districts authorize legal counsel to record the special district public disclosure document and a map of the new boundaries of the Districts concurrently with the recording of the order for inclusion in the County Clerk and Recorder's office in accordance with Section 32-1-104.8(a), C.R.S.

6. The Boards direct legal counsel to notify the Town of Johnstown Board of Trustees of any alteration or revision of the proposed schedule of debt issuance set forth in the financial plan attached to the Districts' Service Plan, as required by Section 32-1-202(2)(b), C.R.S.

7. For any nonrated public securities issued by the Districts, the Boards direct the Districts' accountant to prepare and file with the Division on or before March 1, 2024, an annual information report with respect to any of the Districts' nonrated public securities which are outstanding as of the end of the Districts' fiscal year in accordance with Section 11-58-105, C.R.S.

8. The Boards hereby authorize the Districts' accountant to prepare and file an Audit Exemption and Resolution for approval of Audit Exemption with the Colorado State Auditor by March 31, 2024, as required by Section 29-1-604, C.R.S.; or, if required by Section 29-1-603, C.R.S., the Boards authorize that an audit of the financial statements be prepared and submitted to the Boards before June 30, 2024, and filed with the State Auditor by July 31, 2024. In addition, if the District has authorized but unissued general obligation debt as of the end of the fiscal year, the District's accountant shall cause to be submitted to the Board of County Commissioners or the governing body of the municipality that adopted a resolution of approval of the District, the District's audit report or a copy of its application for exemption from audit in accordance with Section 29-1-606(7), C.R.S.

9. If the Districts hold property presumed abandoned and subject to custody as unclaimed property pursuant to the Unclaimed Property Act (§§38-13-101 *et seq.*, C.R.S.), the Boards direct legal counsel to prepare an unclaimed property report that covers the twelve months preceding July 1, 2024 and submit the report to the Colorado State Treasurer by November 1, 2024, in accordance with Section 38-13-401 *et seq.*, C.R.S.

10. The Boards direct legal counsel to oversee the preparation of any continuing annual disclosure report required to be filed pursuant to a continuing disclosure agreement, in accordance with the Securities Exchange Commission Rule 15c2-12 and pursuant to any authorizing resolution, indenture, pledge agreement, loan document, and/or any other document related to the issuance of any general or special obligation bonds, revenue bonds, loans from financial institutions or other multiple fiscal year obligations by the Districts and any refundings thereof, including District No. 2's Limited Tax General Obligation Refunding and Improvement Bonds, Series 2022A and Subordinate Limited Tax General Obligations Refunding Bonds, Series 2022B.

11. The Board directs the District's accountant to cause the preparation of and to file with the Department of Local Affairs the annual public securities report for nonrated public

securities issued by the District within sixty (60) days of the close of the fiscal year, as required by Sections 11-58-101 *et seq.*, C.R.S.

12. The Boards designate the Secretary of the Districts as the official custodian of “public records,” as such term is used in Section 24-72-202(2), C.R.S. Public records may also be maintained at the office of Icenogle Seaver Pogue, P.C. and Pinnacle Consulting Group, Inc.

13. The Boards direct legal counsel to advise it on the requirements of the Fair Campaign Practices Act Section 1-45-101 *et seq.*, C.R.S., when applicable.

14. The Boards direct that all legal notices shall be published in accordance with Section 32-1-103(15), C.R.S., in a paper of general circulation within the boundaries of the Districts, or in the vicinity of the Districts if none is circulated within the Districts including, but not limited to, the *Johnstown Breeze*.

15. The Board for Johnstown North Metropolitan District No. 1 determines that each director shall receive compensation for services as directors in the amount of \$100 per meeting in accordance with Section 32-1-902(3)(a), C.R.S. The Boards for Johnstown North Metropolitan District Nos. 2 and 3 determine that each director shall not receive compensation for services as directors.

16. The Boards hereby determine that each member of the Boards shall execute an Affidavit of Qualification of Director at such time the member is either elected or appointed to the Boards. Such forms shall be retained in the Districts’ files. Section 32-1-103(5), C.R.S. sets forth the qualifications required. Pursuant to Section 32-1-901 and Section 24-12-101, C.R.S., the Board directs legal counsel to prepare, administer and file an oath of office and a certificate of appointment, if applicable, and procure a surety bond for each Director, and to file copies of each with the County Clerk and Recorder, Clerk of the Court, and with the Division.

17. The Boards extend the current indemnification resolutions, adopted by the Boards on January 17, 2007, to allow the resolutions to continue in effect as written.

18. Pursuant to Section 32-1-1101.5, C.R.S., the Boards direct legal counsel to certify the results of special district ballot issue elections to incur general obligation indebtedness by certified mail to the Town of Johnstown Board of Trustees and to file a copy of the certification with the Colorado Division of Securities within forty-five (45) days after the election. Furthermore, whenever the Districts authorize or incur a general obligation debt, the Boards authorize legal counsel to record notice of such action and a description of such debt, in a form prescribed by the Division, in the County Clerk and Recorder’s office within thirty (30) days after authorizing or incurring the debt in accordance with Section 32-1-1604, C.R.S. Furthermore, whenever the Districts incur general obligation debt, the Boards direct legal counsel to submit a copy of the recorded notice to the Town of Johnstown Board of Trustees within thirty (30) days after incurring the debt in accordance with Section 32-1-1101.5(1), C.R.S.

19. The Boards direct legal counsel to prepare and file an application for a quinquennial finding of reasonable diligence with the Town of Johnstown Board of Trustees, if requested, in accordance with Section 32-1-1101.5(1.5) & (2), C.R.S.

20. The Boards direct legal counsel to prepare and file the special district annual report in accordance with the Districts' Service Plan and Section 32-1-207(3)(c), C.R.S.

21. The Boards have determined that legal counsel will file conflicts of interest disclosures provided by board members with the Colorado Secretary of State seventy-two (72) hours prior to each meeting of the Boards, in accordance with Sections 32-1-902(3)(b) and 18-8-308, C.R.S. Annually, legal counsel shall request that each Board member submit updated information regarding actual or potential conflicts of interest. Additionally, at the beginning of every term, legal counsel shall request that each Board member submit information regarding actual or potential conflicts of interest.

22. The Districts are currently a member of the Special District Association ("SDA") and are insured through the Colorado Special Districts Property and Liability Pool. The Boards direct the District Manager to pay the annual SDA membership dues and insurance premiums in a timely manner. The Boards and District staff will biannually review all insurance policies and coverage in effect to determine appropriate insurance coverage is maintained. The Board hereby opts to include elected or appointed officials as employees within the meaning of Section 8-40-202(1)(a)(I)(A), C.R.S., and hereby directs the District Manager to obtain workers' compensation coverage for the District.

23. The Boards have reviewed the minutes from the November 11, 2022 and May 12, 2023 meetings of the Boards, which minutes are attached hereto as **Exhibit A**. The Boards, being fully advised of the premises, hereby ratify and affirm each and every action of the Boards taken at said meetings.

24. Pursuant to Section 24-6-402(2)(d.5)(II)(E), C.R.S., the Boards hereby declare that all electronic recordings of executive sessions shall be retained for purposes of the Colorado Open Meetings Law for ninety (90) days after the date of the executive session. The Boards further direct the custodian of the electronic recordings of the executive session to systematically delete all such recordings made for purposes of the Colorado Open Meetings Law at its earliest convenience after the ninetieth (90th) day after the date of the executive session.

25. Pursuant to Section 32-1-104.5(3)(a), C.R.S., the Board hereby designates the Districts' official website as <https://www.johnstownnorthmd.live/>. The Boards direct District management to maintain and update the official website of the Districts in compliance with Section 32-1-104.5(3)(a), C.R.S.

26. The Districts hereby acknowledge, agree and declare that the Districts' policy for the deposit of public funds shall be made in accordance with the Public Deposit Protection Act (Section 11-10.5-101 *et seq.*, C.R.S.). As provided therein, the Districts' official custodian may deposit public funds in any bank which has been designated by the Colorado Banking Board as an eligible public depository. For purposes of this paragraph, "official custodian" means a designee

with plenary authority including control over public funds of a public unit which the official custodian is appointed to serve. The Districts hereby designate the Districts' accountant as its official custodian over public deposits.


27. The Boards hereby authorize the Districts' Manager to execute, on behalf of the Districts, any and all easement agreements pursuant to which the Districts are accepting or acquiring easements in favor of the Districts.

28. Unless otherwise authorized by the Boards and except for contracts that are publicly bid, the Boards' President or District Project Manager are authorized, but not obligated, to take any contract actions within the District's approved budget, including but not limited to, approving task orders, work orders, and change orders. All actions taken by the Boards' President and/or Project Manager shall be ratified by the Boards at the next meeting of the Boards.

*(Signature Page Follows.)*

ADOPTED AND APPROVED THIS 26TH DAY OF OCTOBER, 2023.

JOHNSTOWN NORTH METROPOLITAN  
DISTRICTS NOS. 1 – 3

DocuSigned by:  
By:   
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Kim L. Perry, President

*Signature Page to JNMD 2024 Annual Administrative Matters Resolution*

**EXHIBIT A**

**Minutes from the  
November 11, 2022 and May 12, 2023  
Meetings of the Boards**

## RECORD OF PROCEEDINGS

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

HELD  
November 11, 2022

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 9:00 a.m., Friday, November 11, 2022.

ATTENDANCE

Directors in Attendance: (Via Teleconference)

Kim Perry, President & Chairperson  
Abby Kirkbride, Vice President/Assistant Secretary  
Josh Kane, Treasurer/Secretary  
Sam Salazar, Assistant Secretary/Assistant Treasurer  
Tim DePeder, Assistant Secretary/Assistant Treasurer

Also, in Attendance Were: (Via Teleconference)

Alan Pogue; Icenogle Seaver Pogue, P.C.  
Jim Niemczyk, Mike McBride, and Samantha Romero; McWhinney  
Andrew Kunkel, Irene Buenavista; Pinnacle Consulting Group, Inc.

CALL TO ORDER

The meeting was called to order at 9:04 a.m. by Director Perry, President of the Boards, noting that a quorum was present. The Directors in attendance confirmed their qualifications to serve.

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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.

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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 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. 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



## RECORD OF PROCEEDINGS

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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 Kane, seconded by Director DePeder and, upon vote, it was unanimously

**RESOLVED** to approve the agenda, as presented.

PUBLIC  
COMMENT

There were no members of the public present.

CAPITAL  
INFRASTRUCTURE  
ITEMS


MRES Project Management Fee for Iron Horse Filing 2 Lot 1 Amended:  
Mr. McBride discussed the MRES Project Management Fee with the Boards and answered questions. Following review and discussion, upon motion duly made by Director Kane, seconded by Director DePeder and, upon vote, unanimously carried, it was

**RESOLVED** to approve the MRES Project Management Fee in the amount of \$14,146.00.

ADJOURNMENT

Upon motion duly made by Director Kane, seconded by Director DePeder and, upon vote, the meeting was adjourned at 9:07 a.m.

Respectfully submitted

  
Kieyesia Conaway  
Recording Secretary for the Meeting

## RECORD OF PROCEEDINGS

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### MINUTES OF THE COORDINATED CONTINUED REGULAR MEETING OF JOHNSTOWN NORTH METROPOLITAN DISTRICT NOS. 1-3

HELD  
November 11, 2022

The Boards of Directors of the Johnstown North Metropolitan District Nos. 1-3 held a continued regular meeting, open to the public, via MS Teams at 8:00 a.m., Friday, November 11, 2022.

ATTENDANCE

Directors in Attendance: (Via Teleconference)

Kim Perry, President & Chairperson  
Abby Kirkbride, Vice President/Assistant Secretary  
Josh Kane, Treasurer/Secretary  
Sam Salazar, Assistant Secretary/Assistant Treasurer  
Tim DePeder, Assistant Secretary/Assistant Treasurer

Also, in Attendance Were: (Via Teleconference)

Alan Pogue; Icenogle Seaver Pogue, P.C.  
Jim Niemczyk, Mike McBride, and Samantha Romero; McWhinney  
Andrew Kunkel, Kevin Mitts, Irene Buenavista, Doug Campbell, Dillon  
Gamber, Randall Provencio and Kieyesia Conaway; Pinnacle Consulting  
Group, Inc.

CALL TO ORDER

The meeting was called to order at 8:03 a.m. by Director Perry, President of the Boards, noting that a quorum was present. The Directors in attendance confirmed their qualifications to serve.

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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.

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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 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. Mr. Pogue advised the Boards that pursuant to Colorado law, certain disclosures by the Board Members might be required

## RECORD OF PROCEEDINGS

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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 Kane, seconded by Director Kirkbride and, upon vote, it was unanimously

**RESOLVED** to approve the agenda, as presented.

PUBLIC  
COMMENT

There were no members of the public present.

CAPITAL  
INFRASTRUCTURE  
ITEMS

Capital Fund Summary : Mr. Provencio reviewed the Capital Fund Summary with the Boards and answered questions.

Amended Project Budget for Iron Horse Filing 2 Lot 1 Amended (CFS #3): Mr. McBride presented the Amended Project Budget for Iron Horse Filing 2 Lot 1 Amended. Following review and discussion, upon motion duly made by Director Kane, seconded by Director DePeder and, upon vote, unanimously carried, it was

**RESOLVED** to approve Amended Project Budget for Iron Horse Filing 2 Lot 1 Amended in the amount of \$329,300.00.

Bid Results for Iron Horse Filing 2 Lot 1 Amended: Mr. McBride reviewed the Bid Analysis Memorandum for Iron Horse Filing 2 Lot 1 Amended and answered questions.

Amended Construction Contract with Gerrard Excavating for Iron Horse Filing 2 Lot 1 Amended for Public Infrastructure Improvements: Mr. McBride presented an amended Construction Contract with Gerrard Excavating for Iron Horse Filing 2 Lot 1 Amended for public Infrastructure improvements. Following review and discussion, upon motion duly made by Director Kane, seconded by Director DePeder and, upon vote, unanimously carried, it was

## RECORD OF PROCEEDINGS

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**RESOLVED** to approve an Amended Construction Contract with Gerrard Excavating for Iron Horse Filing 2 Lot 1 Amended for public infrastructure improvements in the amount of \$196,800.50.

2023 BUDGET  
HEARING

Director Perry opened the 2023 Budget Hearing for Johnstown North Metropolitan District Nos. 1-3. Mr. Kunkel reported that notice of the budget hearing was published on October 20, 2022, in accordance with state budget law. There being no public input the public portion of the budget hearing was closed. Ms. Buenavista 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 0.000 mills.  
General Fund Expenditures: \$178,049  
Capital Projects Fund Expenditures: \$1,319,336

District No. 2  
Mill levy is 8.000 mills.  
General Fund Expenditures: \$152,791  
Debt Service Fund Expenditures: \$439,363

District No. 3  
Mill levy is 25.000 mills.  
General Fund Expenditures: \$286

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

**RESOLVED** to approve the Resolution to Adopt the 2023 budgets for Johnstown North Metropolitan District Nos. 1-3, as presented and set the mill levies, appropriate budgeted funds upon final certification of value being received by the County of Larimer on or before December 15, 2022 and approve all other documents related to the 2023 budgets. The District Manager and/or Accountant is authorized to make minor modifications that may be necessary following receipt of final assessed values and file the necessary documents with the state and county regarding the approval of the final budgets.

LEGAL ITEMS

Covenant Enforcement and Fine Policy: Mr. Pogue presented the Covenant Enforcement and Fine Policy and answered questions. Following review

## RECORD OF PROCEEDINGS

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

**RESOLVED** to approve the Covenant Enforcement and Fine Policy pending as amended to incorporate the following changes.

First Violation: \$250.00

Second Violation: \$250.00

Third Violation: \$1,000.00

Fourth and subsequent Violations shall be fined \$1,000.00 per Violation per day and shall be turned over to the District's Attorney for legal action, including but not limited, the recording of a Statement of Lien against the Lot.

Grease and Waste Control Policy for Food Preparation Facilities: Mr. Pogue presented the Grease and Waste Control Policy for Food Preparation Facilities and answered questions. Following review and discussion, upon motion duly made by Director Kane, seconded by Director Kirkbride and, upon vote, unanimously carried, it was

**RESOLVED** to approve the Grease and Waste Control Policy for Food Preparation Facilities as amended to update the monthly operations and maintenance fee to \$950.00 and to also specify what types of waste products are specified such as rags/cleaning cloths.

Advance and Reimbursement Agreement with Centerra Commercial, LLC, and in connection therewith, Issuance of Subordinate Promissory Note to secure Reimbursement of Capital Advances: Mr. Pogue presented the Advance and Reimbursement Agreement with Centerra Commercial, LLC, and in connection therewith, Issuance of Subordinate Promissory Note to secure Reimbursement of Capital Advances and answered questions. Following review and discussion, upon motion duly made by Director Kane, seconded by Director DePeder and, upon vote, unanimously carried, it was

**RESOLVED** to approve the Advance and Reimbursement Agreement with Centerra Commercial, LLC, and in connection therewith, Issuance of Subordinate Promissory Note to secure Reimbursement of Capital Advances

## RECORD OF PROCEEDINGS

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Work Order with MRES for Filing 3 Improvements: Mr. Pogue presented the Work Order with MRES for Filing 3 Improvements and answered questions. Following review and discussion, it was

**RESOLVED** to continue table this item until the next regularly scheduled Board Meeting.

DISTRICT  
MANAGER ITEMS

There were no District Manager Items to bring before the Board.


OTHER MATTERS

Director Kane noted he would like to reduce the number of attendees at the Board meetings, if possible.

ADJOURNMENT

Upon motion duly made by Director DePeder, seconded by Director Kane and, upon vote, the meeting was adjourned at 9:03 a.m.

Respectfully submitted

  
Kieyssia Conaway  
Recording Secretary for the Meeting

# RECORD OF PROCEEDINGS

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## 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.

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### 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.

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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 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

## RECORD OF PROCEEDINGS

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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.



## RECORD OF PROCEEDINGS

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

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### 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.

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### 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.

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### 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

## RECORD OF PROCEEDINGS

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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.

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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.

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OTHER MATTERS

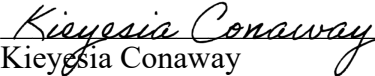
There were no Other Matters brought before the Boards.

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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