

RECORD OF PROCEEDINGS

MINUTES OF THE REGULAR MEETING OF GREAT WESTERN METROPOLITAN DISTRICT NOS. 1-11

HELD
November 9, 2023

The Regular Meeting of Great Western Metropolitan District Nos. 1-11 was held via MS Teams and Teleconference on Thursday, November 9, 2023, at 11:00 a.m.

ATTENDANCE

Directors in Attendance:

Marc Savela, President & Chairperson
John Spiegleman, Vice President/Asst. Secretary/ Asst. Treasurer
Brian Spittell, Vice President/Asst. Secretary/ Asst. Treasurer

Also in Attendance:

David O’Leary; Spencer Fane, LLP.
Shannon Randazzo, Kieyesia Conaway, Brendan Campbell, Molly Brodlun, Doug Campbell, and Dillon Gamber; Pinnacle Consulting Group, Inc.
Mary-Kate Corbitt; Members of the Public.

ADMINISTRATIVE ITEMS

Call to Order: The Regular Meeting of the Boards of Directors (collectively, the “Boards”) of the Great Western Metropolitan District Nos. 1-11 (collectively, the “District”) was called to order by Ms. Randazzo at 11:01 a.m.

Coordinated Meetings: The Boards of Directors of the Districts determined to hold coordinated meetings and prepare coordinated minutes of action taken by the Districts at such meetings. Unless otherwise noted herein, all official action reflected in these minutes shall be deemed to be the action of all the Districts. Where necessary, action taken by an individual District will be so reflected in these minutes.

Declaration of Quorum/Director Qualifications/Disclosure of Potential Conflicts of Interest: Ms. Randazzo noted that a quorum was present, with three out of three Directors in attendance. All Board Members confirmed their qualifications to serve on the Boards. Mr. O’Leary discussed the law relating to conflicts of interest and ethical standards for public officials, and the statutory requirements to disclose any Board Members potential conflict of interest to the Secretary of State. Mr. O’Leary further advised the Boards regarding the requirements pertaining to general and specific conflicts. Mr. O’Leary indicated that appropriate forms disclosing potential conflicts had previously been sent to and completed by each of the Directors at least 72 hours in advance of the meeting as required by

RECORD OF PROCEEDINGS

statute. The Boards acknowledged all Board Members are employees or affiliated with the primary landowners and developers the Great Western Development Company, Inc., Windsor Renewal I, LLC and GWIP, LLC, and its predecessor entity, and its heirs, successors, affiliates, and assigns, the primary landowners, and the developer within the Districts. Mr. O’Leary noted additional potential conflicts and questions should be submitted to Spencer Fane LLP for review and preparation of applicable disclosure statements in advance of each meeting. Mr. O’Leary discussed the obligations of individual Directors to assure that the state law regarding disclosure of potential conflicts of interest is properly satisfied. 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 approval of the agenda. Following review and discussion, upon a motion duly made by Director Savela, seconded by Director Spiegleman, and upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as presented.

Appointment to Fill Board Vacancy: Mr. O’Leary addressed the Boards noting there is one interested candidate to fill the vacancy on the Board of Directors for District Nos. 1-11. Notice of vacancy on the boards had been published as required by law and no other letters of interest had been received after at least ten days after the date of publication. The Board noted that Mary-Kate Corbitt had been qualified after that 10-day waiting period and had expressed a willingness to serve on the Boards of Directors and fill one of the vacancies. Following review and discussion, upon a motion duly made by Director Savela, seconded by Director Spiegleman, and upon vote, unanimously carried, it was

RESOLVED to appoint Mary-Kate Corbitt to the Board of Directors of District Nos. 1-11.

Election of Officers: Mr. O’Leary discussed the Election of Officers with the Boards. Following review and discussion, upon a motion duly made by Director Savela, seconded by Director Spiegleman, and upon vote, unanimously carried, it was

RESOLVED to elect the slate of officers as noted below:

RECORD OF PROCEEDINGS

Marc Savela – President & Chairperson
John Spiegleman – Vice President/Asst. Secretary/ Asst. Treasurer
Brian Spittell – Vice President/Asst. Secretary/ Asst. Treasurer
Mary-Kate Corbitt – Secretary/Treasurer

Public Comment: There were no Public Comments received.

Director Comment: There were no Director Comments received.

CONSENT AGENDA

Ms. Randazzo reviewed the items on the consent agenda with the Boards. Ms. Randazzo advised the Boards that any item may be removed from the consent agenda to the regular agenda upon the request of any Director. No items were requested to be removed from the consent agenda. Upon a motion duly made by Director Savela, Seconded by Director Spiegleman, the following items on the consent agenda were unanimously approved, ratified and adopted:

- A. Approval of Minutes – July 27, 2023, Regular Meeting.
 - B. Payment of Claims.
 - C. Contract Modifications.
-

DISTRICT MANAGER ITEMS

District Manager's Report: Ms. Randazzo presented the District Manager's Report to the Boards and answered questions.

2024 Master Service Agreements with Operations and Maintenance Service Contractors: Ms. Last Name presented the 2024 Master Service Agreements with Operations and Maintenance Service Contractors to the Boards and answered questions.

- i. All Sweep
- ii. Bishop Brogden Associates, Inc.
- iii. Foothills Landscape Maintenance
- iv. JD Enterprises
- v. Ramey Environmental
- vi. SV Clean Inc.
- vii. SWPPP Colorado

Following review and discussion, upon a motion duly made by Director Savela, seconded by Director Spiegleman, and upon vote, unanimously carried, it was

RECORD OF PROCEEDINGS

RESOLVED to approve the 2024 Master Service Agreements with Operations and Maintenance Service Contractors within the Approved 2024 Budget, as presented.

Authorization of District Manager to Execute 2024 Work Orders with Approved Operations and Maintenance Service Contractors within the Approved 2024 Budget: Ms. Randazzo requested the Boards consider delegating authority to the District Manager to Execute 2024 Work Orders with Approved Operations and Maintenance Service Contractors within the Approved 2024 Budget. Following review and discussion, upon a motion duly made by Director Savela, seconded by Director Spiegleman, and upon vote, unanimously carried, it was

RESOLVED to authorize the District Manager to Execute 2024 Work Orders with Approved Operations and Maintenance Service Contractors within the Approved 2024 budget, as presented.

FINANCIAL ITEMS

Unaudited Financial Statements for the period ending September 30, 2023: Mr. Campbell reviewed the unaudited Financial Statements for the period ending September 30, 2023, with the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Savela, seconded by Director Spiegleman, and upon vote, unanimously carried, it was

RESOLVED to accept the unaudited Financial Statements for the period ending September 30, 2023, as presented.

2023 AMENDED BUDGET HEARING

Upon motion duly made by Director Savela, seconded by Director Spiegelman and unanimously carried, the Board opened the 2023 Amended Budget Hearing for Great Western Metropolitan District Nos. 1 - 11. Ms. Randazzo reported that notice of the budget hearing was published on October 25, 2023, in the Greeley Tribune, in accordance with state budget law. There being no public input, upon motion duly made by Director Savela, seconded by Director Spiegelman and unanimously carried, the public portion of the budget hearing was closed. Mr. Campbell reviewed the amended budgets in detail and answered questions. The amended budgets for the Districts were presented as follows:

District No. 1
General Fund: \$822,647

RECORD OF PROCEEDINGS

Following review and discussion, upon a motion duly made by Director Savela, seconded by Director Spiegleman, and upon vote, unanimously carried, it was

RESOLVED to approve the Resolutions to Adopt the 2023 Amended Budgets and appropriate funds for Great Western Metropolitan District Nos. 1 - 11 and authorize such further actions of the officers and consultants necessary to sign related documents and submit and file such documents as required to finalize the amended budgets.

2024
BUDGET HEARING

Upon motion duly made by Director Savela, seconded by Director Spiegelman and unanimously carried, the 2024 Budget Hearing for Great Western Metropolitan District Nos. 1-11 was opened. Ms. Randazzo reported that notice of the budget hearing was published on October 25, 2023, in the Greeley Tribune, in accordance with state budget law. Mr. Campbell reviewed the mill levies, estimated revenues, and expenditures in detail and answered questions. The proposed budgets for the District were presented as follows:

District No. 1
General Fund: \$516,950
Water Enterprise Fund: \$95,000
Capital Projects Fund: \$5,660,000

District No. 2
Mill Levy: 35.093
General Fund: \$275,913

District No. 3
Mill Levy: 35.107
General Fund: \$20,751

District No. 4
Mill Levy: 25.969
General Fund: \$264,082

District No. 5
Mill Levy: 36.363
General Fund: \$233,409
Debt Service Fund: \$1,039,692

District No. 6
Mill Levy: 20.788
General Fund: \$602,366

RECORD OF PROCEEDINGS

District No. 7
Mill Levy: 11.433
General Fund: \$81,852

District No. 8
Mill Levy: 49.303
General Fund: \$2,753

District No. 9
Mill Levy: 42.825
General Fund: \$2,550

District No. 10
Mill Levy: 41.573
General Fund: \$2,282

District No. 11
Mill Levy: 42.370
General Fund: \$1,606

There being no public input, upon motion duly made by Director Savela, seconded by Director Spiegelman and unanimously carried, the public portion of the budget hearing was closed. After further review and discussion, upon a motion duly made by Director Spiegleman, seconded by Director Savela, and upon vote, unanimously carried, it was

RESOLVED to approve the Resolutions to Adopt the 2024 Budgets for Great Western Metropolitan District Nos. 1-11, set the mill levies, and appropriate budgeted funds upon final certification of values being received by the Weld of County, and approve all other documents related to the 2024 budgets. The District Manager is authorized to make minor modifications that may be necessary following receipt of final assessed values and certify the mill levies with the County and file the budgets with the state and local agencies as required.

FINANCIAL
ITEMS CONTINUED

Consider Engagement of Rubin Brown for 2023 Audit: Mr. Campbell discussed and requested approval of the engagement of Rubin Brown to perform the 2023 Audit for District No. 1 and 5 with the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Savela, seconded by Director Spiegleman, and upon vote, unanimously carried, it was

RECORD OF PROCEEDINGS

RESOLVED to approve the engagement of Rubin Brown to perform the 2023 Audit for District No. 1 and 5.

Designation of Signor(s) on Bank Account: Mr. Campbell presented the Designation of Signor(s) on Bank Account to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Savela, seconded by Director Spiegleman and upon vote, unanimously carried, it was

RESOLVED to approve Director Savela and Director Corbitt as Signors on the Bank Accounts and as approvers in Bill.com.

LEGAL ITEMS

2024 Annual Administrative Matters Resolution: Mr. O’Leary presented the 2024 Annual Administrative Matters Resolution to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Savela, seconded by Director Spiegleman, and upon vote, unanimously carried, it was

RESOLVED to approve the 2024 Annual Administrative Matters Resolution.

2022 Annual Report: Mr. O’Leary presented the 2022 Annual Report to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Savela, seconded by Director Spiegleman, and upon vote, unanimously carried, it was

RESOLVED to ratify the 2022 Annual Report.

Worker’s Compensation Exclusion Resolution: Mr. O’Leary presented the Worker’s Compensation Exclusion Resolution to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Savela, seconded by Director Spiegleman, and upon vote, unanimously carried, it was

RESOLVED to approve the Worker’s Compensation Exclusion Resolution.

Updates and Authorization to Prepare and File District Transparency Notice: Mr. O’Leary presented the Updates and Authorization to Prepare and File District Transparency Notice to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Savela, seconded by Director Spiegleman, and upon vote, unanimously carried, it was

RECORD OF PROCEEDINGS

RESOLVED to approve Updates and Authorization to Prepare and File District Transparency Notice.

Any Updates Necessary to the Developer Funding and Reimbursement Agreement for Operations & Maintenance Costs, Advance and Reimbursement Agreement for Capital Costs, Improvement Acquisition Agreement and related Promissory Notes: Mr. O’Leary presented Updates Necessary to the Developer Funding and Reimbursement Agreement for Operations & Maintenance Costs, Advance and Reimbursement Agreement for Capital Costs, Improvement Acquisition Agreement and related Promissory Notes to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Savela, seconded by Director Spiegleman, and upon vote, unanimously carried, it was

RESOLVED to approve any Updates Necessary to the Developer Funding and Reimbursement Agreement for Operations & Maintenance Costs, Advance and Reimbursement Agreement for Capital Costs, Improvement Acquisition Agreement and related Promissory Notes.

Annual Engagement of District Consultants: Mr. O’Leary discussed the Annual Engagement of District Consultants with the Boards. Following review and discussion, upon a motion duly made by Director Savela, seconded by Director Spiegleman, and upon vote, unanimously carried, it was

RESOLVED to engage the following District Consultants:

Pinnacle Consulting Group, Inc.; District Management
Spencer Fane; Legal Services

DIRECTOR
MATTERS

There were no Director Matters to come before the Boards.

OTHER
MATTERS

Director Savela noted that the Water Rights Documents for Steve Larson are ready for execution and need authorization. Following review and discussion, upon a motion duly made by Director Savela, seconded by Director Spiegleman, and upon vote, unanimously carried, it was

RESOLVED to approve the proposed Stephen Larson Documents for Water Rights to be Executed and authorized the District consultants to take such further action as necessary to complete the recommendations of the District’s water attorney, Stephen Larson.

RECORD OF PROCEEDINGS

ADJOURNMENT

There being no further business to come before the Boards, upon motion duly made by Director Spiegleman, seconded by Director Savela, and upon unanimous vote, the meeting was adjourned at 11:28 a.m.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.

Respectfully submitted,

Kieyesia Conaway
Kieyesia Conaway, Recording Secretary for the Meeting