

RECORD OF PROCEEDINGS

MINUTES OF THE COORDINATED
REGULAR MEETING OF
VDW METROPOLITAN DISTRICT NOS. 1-3

HELD
July 7, 2022

The Boards of Directors of the VDW Metropolitan District Nos. 1-3, held a regular meeting, open to the public, via MS Teams and teleconference at 2:00 p.m. on Thursday, July 7, 2022.

ATTENDANCE: Directors in Attendance for District Nos. 1 & 3: (Via Teleconference)
Josh Kane, Treasurer/Asst. Secretary
Wendy Messinger, Asst. Secretary
Tim DePeder, Secretary

Directors in Attendance for District No. 2: (Via Teleconference)
Josh Kane, Treasurer/Asst. Secretary
Tim DePeder, Secretary
Wendy Messinger, Asst. Secretary
Clark Cummings, Asst. Secretary

Directors Absent and Excused:
Kim Perry, President & Chairperson

Also, in Attendance Were: (Via Teleconference)
Alan Pogue and Deborah Early; Icenogle Seaver Pogue, P.C.
John Cutler; John & Associates LLC.
Abby Kirkbride and Griffin Barlow; McWhinney
Elaina Cobb, Irene Buenavista, Sarah Bromley, Dillon Gamber, Kevin Mitts, Kieyesia Conaway, Randall Provencio, Jason Woolard, and Jordan Wood; Pinnacle Consulting Group, Inc.

CALL MEETING The meeting was called to order at 2:01 p.m. by Elaina Cobb, District
TO ORDER Manager, noting that a quorum was present. The Directors in attendance
confirmed their qualifications to serve.

COMBINED The Districts are meeting in a combined Board meeting. Unless otherwise
MEETING noted, the matters set forth below shall be deemed to be the actions of VDW
Metropolitan District No. 1, with concurrence by VDW Metropolitan District
Nos. 2 and 3.

MEETING NOTICE Ms. Cobb reported that the Notice and Agenda of the Coordinated Regular Board Meeting had been duly posted on the District’s website at www.vandewatermd.com.

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 some Board Members are employees of McWhinney Real Estate Services, Inc. which is associated with the primary landowner and developer of land within the Districts. 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.

AGENDA The Boards considered the agenda. 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 agenda, as presented.

APPOINTMENT OF OFFICERS The Boards considered the appointment of Abby Kirkbride to fill the Board vacancy on District Nos. 1 & 3. Mr. Pogue noted that Ms. Kirkbride is a qualified to serve as Director until the next regular election in May 2023. Upon motion duly made by Director Kane, seconded by Director DePeder, and upon vote, it was unanimously

RESOLVED to appoint Abby Kirkbride to the Board of Directors on District Nos. 1 & 3 for the position of Asst. Treasurer/Asst. Secretary for District Nos. 1 & 3.

2021 AUDIT Mr. Cutler reviewed the 2021 Audit for VDW Metropolitan District No. 2. 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 2021 Audit for VDW Metropolitan District No. 2 subject to final review.

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 – January 14, 2022, Special Meeting.
- B. Ratification of Contracts and Contract Modifications.
- C. Ratification of Claims Presented for Payment.
- D. Financial Statements as of March 31, 2022.

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 consent agenda, as presented.

CAPITAL
INFRASTRUCTURE
ITEMS

Capital Infrastructure Report: Mr.-Woolard reviewed the District Capital Infrastructure Report with the Boards and answered questions.

District Project Manager Update: Mr. Niemczyk did not attend the meeting. This will be reviewed at the next scheduled board meeting.

FINANCIAL ITEMS

Finance Managers Repost: Ms. Buenavista presented the Finance Manager’s Report to the Boards and answered questions.

2021 Audit Exemptions for District Nos. 1 & 3: Ms. Buenavista presented the 2021 Audit Exemptions for District Nos. 1 & 3. Following review and discussion, upon motion duly made by Director Kane, seconded by Director DePeder and, upon vote, it was unanimously

RESOLVED to approve the 2021 Audit Exemptions for District Nos. 1 and 3.

LEGAL ITEMS

There were no Legal Items to present to the Boards.

MANAGER ITEMS

Manager’s Report: Ms. Cobb and Mr. Gamber presented the Manager’s Report to the Boards and answered questions.


DIRECTOR ITEMS

There were no Director Items to present to the Boards.

ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 2:34 p.m.

Respectfully submitted,



Kieyesia Conaway
Recording Secretary for the Meeting