

**VDW METROPOLITAN DISTRICT NOS. 1 – 3
2024 ANNUAL ADMINISTRATIVE MATTERS RESOLUTION**

WHEREAS, the Boards of Directors (individually, the “Board,” collectively, the “Boards”) for VDW 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 VDW METROPOLITAN DISTRICT NOS. 1 – 3 HEREBY RESOLVE AS FOLLOWS:

1. The Boards direct its 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 (the “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 City of Loveland City Council (“City Council”), 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 of 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 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(2), C.R.S.

6. The Boards direct legal counsel to notify the City Council 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 each District has authorized but unissued general obligation debt as of the end of the fiscal year, the Districts' accountant shall cause to be submitted to the City 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. Each Board directs the District's accountant to oversee the preparation and submission of any continuing annual disclosure report and/or other financial reports and documents required to be filed pursuant to a continuing disclosure agreement and 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 District and any refundings thereof, including, without limitation, any continuing disclosure and financial reporting requirements required as part of District No. 2's Limited Tax General Obligation Refunding Bonds, Taxable, Series 2022A-1 and District No. 2's Limited Tax General Obligation Refunding Bonds, Series 2022A-2.

11. The Boards direct the Districts' 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 Districts 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 offices 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 Loveland Reporter Herald*.

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

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, C.R.S., the Boards direct 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 Clerk of the Court and with the Division. Pursuant to Section 24-12-101(3), C.R.S., each Board directs legal counsel to further file copies of each with the County Clerk and Recorder.

17. The Boards extend the current indemnification resolutions, adopted by the Boards on January 18, 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 City Council 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 City Council 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 City Council, 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 the Districts' staff will biannually review all insurance policies and coverage in effect to determine appropriate insurance coverage is maintained.

23. The Boards have reviewed the minutes from the November 11, 2022, April 13, 2023 and July 6, 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 Boards hereby designate the District's official website as <https://www.vdwmd.live/>. The Boards direct District management to maintain and update the official website of the District 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.

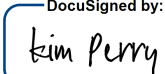
27. The Boards hereby authorize the Districts' Manager to execute, on behalf of the Districts, any and all easement agreements pursuant to which the Districts are accepting or acquiring easements in favor of the Districts.

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, 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 2nd DAY OF NOVEMEBR, 2023.

VDW METROPOLITAN DISTRICT NOS. 1 – 3

DocuSigned by:
By:  _____
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Kim L. Perry, President

Signature Page to VDW 2024 Annual Administrative Matters Resolution

EXHIBIT A

**Minutes from the
November 11, 2022, April 13, 2023
And July 6, 2023
Meetings of the Boards**

RECORD OF PROCEEDINGS

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

HELD
November 11, 2022

The Boards of Directors of the VDW Metropolitan District Nos. 1-3, held a special meeting, open to the public, via MS Teams and teleconference at 2:00 p.m. on Friday, November 11, 2022.

ATTENDANCE: Directors in Attendance for District Nos. 1 & 3: (Via Teleconference)
Kim Perry, President & Chairperson
Abby Kirkbride, Asst. Treasurer/Asst. Secretary
Wendy Messinger, Asst. Secretary
Tim DePeder, Secretary

Directors in Attendance for District No. 2: (Via Teleconference)
Kim Perry, President & Chairperson
Tim DePeder, Secretary
Wendy Messinger, Asst. Secretary
Clark Cummings, Asst. Secretary

Directors Absent and Excused:
Josh Kane, Treasurer/Asst. Secretary

Also, in Attendance Were: (Via Teleconference)
Alan Pogue; Icenogle Seaver Pogue, P.C.
Sarah Bromley, Tiffany Skoglund, Irene Buenavista, Dillon Gamber,
Kieyesia Conaway, and Shannon McEvoy; Pinnacle Consulting Group, Inc.

CALL MEETING The meeting was called to order at 2:03 p.m. by Sarah Bromley, 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. Bromley reported that the Notice and Agenda of the Special 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 DePeder, seconded by Director Kirkbride and, upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as presented.

PUBLIC COMMENT Mr. Cummings noted that it would be good to include the HOA’s in communication and notice of future Board Meetings so they can help communicate to the residents.

CONSENT AGENDA The Boards considered the following items on the consent agenda:

- A. Approval of Minutes – July 7, 2022, Regular Meeting.
- B. Ratification of Contracts and Contract Modifications.
- C. Ratification of Claims Presented for Payment.
- D. Financial Statements as of June 30, 2022.
- E. Approval of 2023 Annual Administrative Matters Resolution.
- F. Approval of 2023 Meeting Resolution.
- G. Approval of 2023 Election Resolution for District No. 1 & 3.
- H. Approval of 2023 Election Resolution for District No. 2.
- I. Approval of Resolution Establishing a Debt Service Reserve Policy.

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

RESOLVED to approve the consent agenda, as presented.

FINANCIAL ITEMS

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

2022 AMENDED
BUDGET HEARING

Director Perry opened the 2022 Budget Hearing for VDW Metropolitan District Nos. 1-3. Ms. Bromley reported that notice of the budget hearing was published on November 4, 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
Debt Service Fund Expenditures: \$984,800

District No. 2
Debt Service Fund Expenditures: \$12,693,966

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

RESOLVED to approve the Resolution to Adopt the Amended 2022 budgets for VDW Metropolitan District Nos. 1-3, and approve all other documents related to the 2022 budgets.

2023 BUDGET
HEARING

Director Perry opened the 2023 Budget Hearing for VDW Metropolitan District Nos. 1-3. Ms. Bromley reported that notice of the budget hearing was published on November 4, 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: \$653,634
Capital Projects Fund Expenditures: \$385,000

District No. 3

Mill levy is 31.894 mills.
General Fund Expenditures: \$177,978
Debt Service Fund Expenditures: \$214,186

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

RESOLVED to approve the Resolution to Adopt the 2023 budgets for VDW Metropolitan District Nos. 1 & 3, set the mill levies, appropriate budgeted funds upon final certification of values 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.

District No. 2
Mill levy is 39.181 mills.
General Fund Expenditures: \$609,397
Debt Service Fund Expenditures: \$664,327

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

RESOLVED to approve the Resolution to Adopt the 2023 budgets for VDW Metropolitan District No. 2, set the mill levies, appropriate budgeted funds upon final certification of values 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.

FINANCE
MANAGER ITEMS
CONTINUED

Approval of 2022 Auditor: Ms. Buenavista presented John Cutler and Associates to the Board for the 2022 Auditor and answered questions. Following review and discussion, upon motion duly made by Director DePeder, seconded by Director Kane and, upon vote, unanimously carried, it was

RESOLVED to approve John Cutler and Associates to perform the 2022 Audits in the amount not to exceed \$6,000.00.

LEGAL ITEMS

There were no Legal Items to present to the Boards.

DISTRICT
MANAGER ITEMS

Manager’s Report: Ms. Bromley presented the Manager’s Report to the Boards and answered questions.

Monthly Operations Update: Mr. Gamber presented the Monthly Operations Update and answered questions.

Approval of 2023 Master Service Agreements with Operations and Maintenance Service Contractors: Mr. Gamber presented the 2023 Master Service Agreements with Operations and Maintenance Service Contractors to the Boards and answered questions. Following review and discussion, upon motion duly made by Director DePeder, seconded by Director Kirkbride and, upon vote, unanimously carried, it was

RESOLVED to approve the 2023 Master Service Agreements with Operations and Maintenance Service Contractors as follows:

- i. Affordable Pest Control
- ii. All Sweep
- iii. DaVinci Signs
- iv. Environmental Designs Inc.
- v. ET Water
- vi. Fiske Electric
- vii. Foothills Landscape Maintenance
- viii. McWhinney Real Estate Services
- ix. Ornamental Landscape Management (OLM)
- x. SWPPP Colorado

Authorization to Execute 2023 Work Orders with Approved Operations and Maintenance Service Contractors within the Approved 2023 Budget: Ms. Bromley presented the Authorization to Execute 2023 Work Orders with Approved Operations and Maintenance Service Contractors within the Approved 2023 Budget to the Boards and answered questions noting that no motion is needed as approved in the Annual Administrative Matters Resolution.

DIRECTOR ITEMS

Director Cummings requested an update on Sculpture Drive. Director Perry presented the update and answered questions.

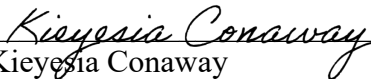
OTHER MATTERS

There were no Other Matters to bring before the Boards.

ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 2:40 p.m.

Respectfully submitted,


Kieyesia Conaway
Recording Secretary for the Meeting

MEETING NOTICE Ms. Bromley reported that the Notice and Agenda of the Special Board Meeting had been posted on the District’s website.

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.

PUBLIC COMMENT There were no public comments to come before the Boards.

CONSENT AGENDA The Boards considered the following items on the consent agenda:

- A. Approval of Minutes – November 11, 2022, Special Meeting.
- B. Ratification of Contracts and Contract Modifications.
- C. Ratification of Claims Presented for Payment.
- D. Financial Statements as of December 31, 2022.

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

RESOLVED to approve the consent agenda, as presented.

CAPITAL INFRASTRUCTURE ITEMS District Project Manager Update: There was no District Project Manager Update to bring before the Boards.

FINANCIAL ITEMS

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

2022 Audit Exemption for District No. 3: Ms. Buenavista presented the ratification of the 2022 Audit exemption for District No. 3 to the Boards and answered questions. Following review and discussion, upon motion duly made by Director Messinger, seconded by Director Kane and, upon vote, unanimously carried, it was

RESOLVED to approve the ratification of the 2022 Audit Exemption for District No. 3.

LEGAL ITEMS

Public Hearing to Consider Petition for the Inclusion of Land into VDW Metropolitan District No. 2 for certain real property owned by VDW Properties, LLC: Director Perry opened the Inclusion Hearing to the public. Mr. Pogue stated that notice of the hearing was published on April 7, 2023 in accordance with state law. Mr. Pogue reviewed the Petition with the Board and reviewed the statutory criteria for inclusion of real property. Following Mr. Pogue’s review with the Board, and there being no public input, Director Perry closed the public hearing. Following review and discussion by the Board, upon motion duly made by Director Kane, seconded by Director Cummings and, upon vote, unanimously carried, it was

RESOLVED to approve the Resolution Approving the Inclusion of Land into VDW Metropolitan District No. 2 for certain real property owned by VDW Properties, LLC.

DISTRICT MANAGER ITEMS

Manager’s Report: Ms. Bromley presented the Manager’s Report to the Boards and answered questions.

District Operations Update: Ms. Bromley presented the District Operations Update and answered questions.

DIRECTOR ITEMS

There were no Director Items to bring before the Boards.


OTHER MATTERS

There were no Other Matters to bring before the Boards.

ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 12:53 p.m.

Respectfully submitted,



Kieyesia Conaway
Recording Secretary for the Meeting