

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS OF

JOHNSTOWN FARMS METROPOLITAN DISTRICT

Held: Tuesday, June 15, 2021 at 10:00 a.m. via Zoom teleconference.

Due to Executive Orders issued by Governor Polis and Public Health Orders implementing the Executive Orders, issued by the Colorado Department of Public Health and Environment (CDPHE), and the threat posed by the COVID-19 coronavirus, the meeting was held via teleconference.

ATTENDANCE:

The special meeting of the Board of Directors (the “Board”) of the Johnstown Farms Metropolitan District (the “District”) was called and held in accordance with Colorado law. The following Directors confirmed their qualification to serve on the Board:

Craig Campbell
Mary Kirschner
Jack Hoagland

John Kirschner was absent and excused.

Also present were: Joel Meggers and Phyllis Brown, Community Resource Services of Colorado, LLC; Zachary P. White, Esq., White Bear Ankele Tanaka & Waldron; Neil Schilling, Schilling & Company; Kurt Jones, Starwood Land Company.

ADMINISTRATIVE ITEMS:

Call to Order- The Directors noted that a quorum of the Board was present and confirmed their qualification to serve.

Disclosures of Potential Conflicts of Interest

Mr. White advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Mr. White reported that disclosures for those directors that provided White Bear Ankele Tanaka & Waldron with notice of potential or existing conflicts of interest were filed with the Secretary of State’s Office and the Boards at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Boards. Mr. White inquired into whether members of the Board had any additional disclosures of potential or existing conflicts of interest with regard to any matters scheduled for discussion at the meeting. No additional disclosures were noted, however, Director Campbell reminded the Board of his potential conflict

of interest with respect to matters related to TF Johnstown Farms, L.P. Director Campbell noted that he would abstain from participation in such matters. The participation of the members present was necessary to obtain a quorum or to otherwise enable the Board to act.

Approve Agenda

Following discussion, upon motion duly made by Director Hoagland, seconded by Director Campbell, and upon vote, the Board unanimously approved the agenda as amended to include Public Comment as Agenda Item IV.a and Discussion re Director Vacancies as IV.b.

Approve Minutes

The Board reviewed the minutes of the October 5, 2020 Special Meeting. Following discussion, upon motion duly made and seconded the Board unanimously approved the Minutes as presented.

FINANCIAL ITEMS

Consider Ratification of Engagement Letter with Schilling & Company for 2020 Audit for an Amount Not to Exceed \$4,500.00

Mr. Meggers presented to the Board an engagement letter with Schilling & Company for 2020 Audit services. Following discussion, upon motion duly made and seconded the Board unanimously ratified the engagement letter.

Review and Consider Accept 2020 Audited Financial Statements and Authorize Execution of Representations Letter

Mr. Schilling presented the 2020 audit to the Board and reviewed key provisions. Schilling & Company will issue an unmodified opinion. Following discussion, upon motion duly made and seconded the Board unanimously accepted the 2020 Audit. CRS will file the audit with the State.

Review and Consider Ratification and/or Approval Monthly Payment of Claims

Mr. Meggers presented claims totaling \$37,107.66 for ratification. Following discussion, upon motion duly made and seconded the Board unanimously ratified check #'s 01176-01201.

Review and Consider Accept Unaudited Financial Statements for YTD

Mr. Meggers presented financials through May 31, 2021. Following discussion, upon motion duly made and seconded the Board unanimously accepted the financial statements YTD.

Consider Termination of Engagement Letter with Colorado Resource Services of Colorado, LLC for District Management and Accounting Services

Director Campbell discussed proposed termination for convenience and thanked CRS for their years of service to the District. CRS noted that they will work through end of June. Following discussion, upon motion duly made and seconded the Board unanimously approved the termination letter with Colorado Resource Services.

Consider Approval of Engagement Letter with

Mr. White presented an engagement letter with CliftonLarsonAllen for accounting services. Following discussion, upon motion duly

CliftonLarsonAllen, LLP for Accounting Services

made and seconded the Board unanimously approved the engagement letter. CliftonLarsonAllen will start July 1.

LEGAL ITEMS

Consider Adoption of Resolution Designating the 24-Hour Meeting Notice Posting Location

Mr. White presented Resolution Designating the 24-Hour Meeting Notice Posting Location. Following discussion, upon motion duly made and seconded the Board unanimously adopted the resolution.

Consider Adoption of Amended and Restated 2021 Annual Administrative Matters Resolution

Mr. White presented an Amended and Restated Annual Administrative Resolution directing Legal Counsel to undertake those actions previously designated for the District Manager. Following discussion, upon motion duly made and seconded the Board unanimously adopted the resolution.

Consider Adoption of Amended and Restated Resolution Concerning the Adoption of a Public Records Request Policy

Mr. White presented an Amended and Restated Resolution Concerning the Adoption of a Public Records Request Policy updating the public records request policy to the current form. Following discussion, upon motion duly made and seconded the Board unanimously adopted the resolution.

Consider Adoption of Resolution re Acceptance of Public Improvements from TF Johnstown Farms, L.P. (Detention Pond)

Mr. White presented a Resolution re Acceptance of Public Improvements from TF Johnstown Farms, LP to the Board and discussed the history of the detention pond. The Service Plan requires ownership by the District upon dedication from the developer. Prior developers never dedicated the pond to the District. TF Johnstown Farms, LP engaged IDES to inspect the pond in the fall of 2020 and created a punchlist of repairs and maintenance for TF Johnstown Farms, LP to undertake prior to turning over to the District. TF Johnstown Farms, LP undertook the punchlist and IDES issued a letter recommending acceptance by the District.

Mr. White discussed requirements of the Infrastructure Acquisition and Reimbursement Agreement to turn over the pond. IDES will provide a formal certification letter to the District and Dan Cordova of WBA will do a visual inspection of the pond and verify that the punchlist items have been completed.

Mr. White discussed that TF Johnstown Farms, LP will execute Indemnification Agreement, Warranty Agreement, Deed and Bill of Sale as required by the IARA.

Mr. Campbell and Mr. Kurt Jones discussed ongoing

maintenance of the pond. District will make a formal request to the Johnstown Farms HOA on July 14 requesting they accept assignment of maintenance of the pond. Development Agreements for Johnstown Farms requires HOA maintain landscape improvements, and the District believes HOA is already maintaining the landscaping around the pond.

Following discussion, upon motion duly made and seconded the Board unanimously adopted the Resolution, subject to receipt of certification letter from IDES and verification by Dan Cordova.

Consider Approval of Assignment and Assumption Agreement with Johnstown Farms East Metropolitan District (Johnstown Farms, Filing 3)

Mr. White presented and Assignment and Assumption Agreement with Johnstown Farms East MD assigning obligations related to Johnstown Farms East under plat documents and subdivision improvement agreements from Johnstown Farms MD to Johnstown Farms East MD. Following discussion, upon motion duly made and seconded the Board unanimously approved the Agreement.

Consider Approval of Independent Contractor Agreement with Heatherly Creative for Website Services

The Board discussed a website for the District. SIPA has not created the website for over a year. CRS hosts the current district website and will be shutting it down. Board reviewed proposal from Heatherly Creative, and following discussion, upon motion duly made and seconded the Board unanimously approved the proposal to establish the District's website.

OTHER ITEMS

Public Comment

None.

Discussion re Director Vacancies

Director Libby Kirschner and Director Hoagland expressed desire and intent to resign from the Board. The Board discussed outreach to residents to find interested residents to serve on the Board. Director Campbell and WBA will discuss with HOA at the July 14 HOA meeting.

ADJOURNMENT

There being no further business to come before the Board, and following discussion and upon motion duly made, seconded, and unanimously carried, the Board determined to adjourn the meeting.

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

Craig Campbell

Craig Campbell (Aug 7, 2022 13:31 MDT)

Secretary for the Meeting

The foregoing minutes were approved by the Board of Directors on the 2nd day of December, 2021.