

RECORD OF PROCEEDINGS

MINUTES OF A JOINT SPECIAL MEETING OF THE BOARDS OF DIRECTORS

OF THE

POUDRE TECH METROPOLITAN DISTRICT AND WATER VALLEY METROPOLITAN DISTRICT NOS. 1 AND 2 (“Districts”)

Held: November 7, 2019 at 9:00 a.m. at:

1625 Pelican Lakes Point, Suite 201
Windsor, Colorado

ATTENDANCE

A Special Meeting of the Boards of Directors of the RainDance Metropolitan District Nos. 1-4, County of Weld, Colorado (“Boards”), was called and held as shown above and in accordance with the applicable statutes of the State of Colorado, with the following Directors present and acting:

Martin Lind, President (PTMD/WVMD Nos. 1 & 2)
Jerry Helgeson, Vice President (PTMD/WVMD Nos. 1 & 2)
Duane Sullivan, Secretary/Treasurer (WVMD No. 1)
Marissa Donahoo, Asst. Secretary (PTMD/WVMD Nos. 1 & 2)
Justin Donahoo, Asst. Secretary (PTMD/WVMD No. 1)
David Sislowski, Asst. Secretary (WVMD No. 2)
John Jensen, Secretary/Treasurer (PTMD)

Also present were:

Gary Kerr and Lara Wynn, Water Valley Land Company; William P. Ankele, Jr., Esq. and Zachary P. White, Esq. (via speakerphone), White Bear Ankele Tanaka & Waldron; and Judy Smeltzer and Hannah Barker, Advance HOA.

ADMINISTRATIVE MATTERS

Disclosure of Potential Conflicts of Interest: Mr. Ankele discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Boards of Directors to the Secretary of State. The members of the Boards were requested to disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting, and incorporated for the record those applicable disclosures made by the Boards members prior to this meeting in accordance with statute. It was noted by Mr. Ankele that disclosures of

potential conflicts of interest were filed with the Secretary of State for all Directors.

Director Sislowksi disclosed to the Boards his potential conflict of interest with the agenda item related to a proposed settlement agreement with the Town of Windsor due to his service as a member of the Town Board of the Town of Windsor. Mr. Sislowksi noted he would abstained from all discussion and voting on such matters.

Agenda: The Agenda for the District's special meeting was distributed for the Boards' review. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the agenda as presented.

CONSENT AGENDA

Mr. Ankele presented to the Boards the Consent Agenda with a brief description of the items presented on the Consent Agenda. There was no separate discussion of these items and no items were asked to be removed from the Consent Agenda for separate consideration. Upon a motion duly made and seconded, the Boards unanimously approved the following as part of the Consent Agenda:

- Minutes from April 25, 2019 Special Meeting
- 2020 Annual Administrative Resolution
- 2018 Annual Report
- Property and Liability Schedule and Limits
- Resolution Calling the May 5, 2020 Election

OPERATIONS
MATTERS

Manager's Report

Ms. Smeltzer and Mr. Kerr presented the Boards with the manager's report. The Boards engaged in a discussion regarding the report.

Update Regarding
Regional Trail
Signage Project

Deferred.

PUBLIC COMMENT

Members of the Pelican Farms Homeowners Association discussed the following issues to the Boards:

- Landscaping issues regarding replacement of dead and removed trees, shrub replacement, and overgrown landscaping
- Maintenance of fences
- Pet stations and garbage

- Common area maintenance
- Better communication with the District

Homeowners from Water Valley South presented the following issues to the Boards:

- Similar issues as Pelican Farms were presented
- Better communication with the District and understanding of the division of responsibilities

Homeowners from Harbor Walk presented the following issues to the Boards:

- Beach maintenance and additional sand
- Concerned over property values
- Concerned about mice, rats, and mosquitos
- Concerned over the beach being public
- Beach signage

Additional homeowners were concerned with the Denver Post Articles and how it relates to homeowner tax obligations.

LEGAL MATTERS

Discussion and Consider Approval of Resolution Regarding Electronic Posting of Meeting Notices

Mr. Ankele discussed with the Boards changes in State statute regarding changes during the 2019 legislative session regarding requirements for posting notice of regular and special meetings, including permitting posting meeting notices on a District website. Mr. Ankele presented the Resolution Regarding Electronic Posting of Meeting Notices, and following discussion, upon a motion duly made and seconded the Board adopted the resolution and selected www.poudretechmetro.org as the official website for posting notices of regular and special meetings.

Consider Adoption of Resolution Regarding Acceptance of District Eligible Costs (7th Street Roundabout)

Mr. Ankele discussed with the Boards the Intergovernmental Agreement with the Town of Windsor regarding construction and reimbursement for the CR13 Roundabout improvements. Mr. Ankele discussed that the IGA requires the District to submit a certification of costs to the Town in order to receive reimbursement for such costs. In order to comply with the terms of the IGA, costs have been submitted to the District from Trollco, Inc. for certification and acceptance. Mr. Ankele discussed with the Boards the review and certification process for costs submitted by Trollco, Inc. pursuant to the Infrastructure Acquisition and Reimbursement Agreement with Trollco, Inc. Mr. Ankele presented to the Boards the Resolution Regarding Acceptance of District Eligible Costs and the required Engineer's Certification and Accountant's Certification. Following discussion, upon a motion duly made and seconded, the Board PTMD adopted the Resolution Regarding Acceptance of District Eligible Costs

and directed legal counsel to provide a copy of the resolution to the Town in order to initiate the reimbursement process with the Town. Director M. Lind abstained from voting.

Consider Approval of Settlement Agreement and Release of All Claims with Town of Windsor

Mr. Ankele discussed with the Boards the a dispute between the PTMD and the Town of Windsor regarding excess dedication of water required under the Town Code and the District's claim against the Town for Reimbursement. Mr. Ankele presented to the Board of PTMD a proposed Settlement Agreement and Release of All Claims with Town of Windsor resolving PTMD's claim against the Town for reimbursement for water dedications. Mr. Ankele explained that the Town was agreeing to credit to the District 172 single-family equivalent unit building permit credits ("Settlement Credits"), which credits may be applied in satisfaction of any of the Town's requirements for raw water dedication as set forth in Section 13-2-80 of the *Windsor Municipal Code*. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the agreement subject to any final comments from the Town Attorney or District legal counsel.

Director Sislowksi left the meeting during discussion of this item due to his potential conflict of interest as a member of the Town Board of the Town of Windsor. Mr. Sislowksi abstained from all discussion and voting on this matter.

Consider Approval of Independent Contractor Agreement with Zak George Landscaping for 2019-2020 Snow Removal Services

Mr. Ankele discussed with the Boards the Independent Contractor Agreement with Zak George Landscaping for 2019-2020 Snow Removal Services. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the agreement.

Consider Approval of Non-Exclusive Driveway Access Easement Agreement with Debora Jean Robbins Living Trust

Mr. Ankele discussed with the Boards the Non-Exclusive Driveway Access Easement Agreement with Debora Jean Robbins Living Trust in order to allow access to the adjacent residential lot across a PTMD owned tract. Following discussion, upon a motion duly made and seconded, the Board of PTMD unanimously approved the agreement, subject to final comments from legal counsel.

Consider Approval of Non-Exclusive Driveway Access Easement Agreement with Austin M. Brown.

Mr. Ankele discussed with the Boards the Non-Exclusive Driveway Access Easement Agreement with Austin M. Brown in order to allow access to the adjacent residential lot across a PTMD owned tract. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the agreement, subject to final comments from legal counsel.

Consider Approval of Transaction Based Informed Consent Related to Extension of Intergovernmental Agreement with Raindance Metropolitan District No. 1 Regarding Temporary Non-Potable Water Service

Mr. Ankele presented to the Boards a letter from White Bear Ankele Tanaka & Waldron regarding its representation of the RainDance Metropolitan District No. 1 with respect to that certain Intergovernmental Agreement between Raindance Metropolitan District No. 1 and Poudre Tech Metropolitan District Regarding Temporary Non-Potable Water Service. Mr. Ankele discussed with the Boards that an extension to the Temporary Non-Potable Water Service Agreement is necessary to continue services within Raindance and that White Bear Ankele Tanaka & Waldron believes it can represent both parties with respect to the extension without conflicts of interest. Following review of the Transaction Based Informed Consent, upon a motion duly seconded, the Boards unanimously approved the Transaction Based Informed Consent and acknowledged the understandings presented therein.

Consider Approval of Extension of Intergovernmental Agreement with Raindance Metropolitan District No. 1 Regarding Temporary Non-Potable Water Service

Mr. Ankele presented to the Boards the proposed extension of the Intergovernmental Agreement between Raindance Metropolitan District No. 1 and Poudre Tech Metropolitan District Regarding Temporary Non-Potable Water Service, extending the term of the agreement for an additional 12 month term to September 27, 2020. Following discussion, upon a motion duly seconded, the Board of PTMD unanimously approved the Transaction Based Informed Consent and acknowledged the understandings presented therein.

Consider Approval of Agreement Regarding Pending and Future Water Cases Among United Water and Sanitation District, East Cherry Creek Valley Water and Sanitation District, Arapahoe County Water and Wastewater Authority, Robert A. Lembke, Raindance Metropolitan District No. 1, Trollco, Inc., and Martin Lind.

Mr. Ankele and Mr. Kerr discussed with the Boards the proposed Agreement Regarding Pending and Future Water Cases. Mr. Ankele and Mr. Kerr described the history between the District and parties to the agreement with respect to prior water cases and objections filed by different parties with respect to water cases. Mr. Ankele described the purpose of the agreement and the potential risk incurred by the District by agreeing not to file objections to water cases filed by the other parties. Following discussion, upon a motion duly seconded, the Board of PTMD approved the agreement with Director M. Lind abstaining from voting.

Consider Certification of Delinquent Water Accounts

Mr. Ankele presented the Boards with the Certification of Delinquent Water Accounts. Following discussion, upon a motion duly made and

seconded, the Boards unanimously adopted the Resolution Certifying Delinquent Water Accounts to the County for Collection.

FINANCIAL
MATTERS

Consider Approval of Payables/Financials

Mr. Kerr presented to the Board claims from April 20, 2019 through October 24, 2019. Following review and discussion, upon a motion duly seconded, the Boards unanimously approved the claims as presented.

Public Hearings on 2020 Budgets

Director M. Lind opened the public hearing to consider the proposed 2020 Budgets. It was noted that notice stating that the Boards would consider such budgets and the date, time, and place of the public hearing was published pursuant to statute. There was no public comment and upon a motion duly seconded, the public hearing was closed.

Consider Adoption of 2020 Budget Resolutions

Mr. Kerr presented to the Boards of each of the Districts proposed 2020 budgets. Following review and discussion, upon a motion duly seconded, the Board of Poudre Tech Metropolitan District adopted the 2020 Budget Resolution, subject to any final non-material changes from the District's accountant and receipt of the final certified assessed valuation.

Following review and discussion, upon a motion duly seconded, the Board of Water Valley Metropolitan District No. 1 adopted the 2020 Budget Resolution, subject to any final non-material changes from the District's accountant and receipt of the final certified assessed valuation.

Following review and discussion, upon a motion duly seconded, the Board of Water Valley Metropolitan District No. 2 adopted the 2020 Budget Resolution, subject to any final non-material changes from the District's accountant and receipt of the final certified assessed valuation.

Consider Approval of 2019 Audit Engagement Letters with Haynie & Company

Mr. Kerr presented to the Boards engagement letters for 2019 auditing services with Haynie & Company. Following discussion, upon a motion duly seconded the Boards unanimously approved the engagement letters.

OTHER BUSINESS

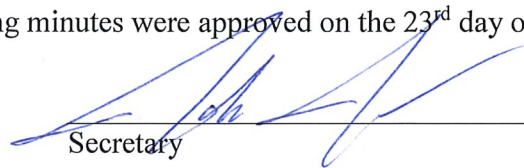
Next Meeting: It was noted that the next regular meeting is scheduled for January 16, 2020.

ADJOURNMENT

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

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

The foregoing minutes were approved on the 23rd day of January, 2020.



Secretary