

RECORD OF PROCEEDINGS

MINUTES OF THE COORDINATED SPECIAL MEETING
OF
GREAT WESTERN METROPOLITAN DISTRICT NO. 8
GREAT WESTERN METROPOLITAN DISTRICT NO. 9
GREAT WESTERN METROPOLITAN DISTRICT NO. 10
GREAT WESTERN METROPOLITAN DISTRICT NO. 11

HELD
December 01, 2022

The Coordinated Special Meeting of the Boards of Directors (collectively, “Boards”) of the Great Western Metropolitan District No. 8, Great Western Metropolitan District No. 9, Great Western Metropolitan District No. 10, and Great Western Metropolitan District No. 11 (collectively, “Districts”) was held virtually via MS Teams on Thursday, December 01, 2022 at 10:00 a.m.

ATTENDANCE

Directors in Attendance Were:

Marc Savela, President/Chairman

Ron Corsentino, Secretary/Treasurer

Reagan Shanley, Vice President/Assistant Secretary/Assistant Treasurer

Directors Absent and Excused:

Brian Spittell, Vice President/Assistant Secretary/Assistant Treasurer

John Spiegleman, Vice President/Assistant Secretary/Assistant Treasurer

Also, in Attendance Were:

Brendan Desmond and David O’Leary, Esq.; Spencer Fane, LLP

Bryan Newby, Chad Walker, Molly Brodlun, Shannon McEvoy,

Shannon Randazzo, Kirsten Starman, and Brendan Campbell; Pinnacle

Consulting Group, Inc.

ADMINISTRATIVE ITEMS

The Organizational Meeting of the Board of Directors of Great Western Metropolitan District Nos. 8-11 was called to order by Mr. O’Leary at 10:03 a.m. He noted that a quorum was present for the Board of Directors. All Board Members also confirmed that prior to the meeting they had been notified of the meeting and all Board Members confirmed their qualification to serve on the Board.

Affidavits of Qualifications: Affidavits of Qualifications for each of the Board members for the Great Western Metropolitan District Nos. 8-11 were reviewed, approved, and executed by the Board members. Mr. O’Leary noted that they will be properly filed.

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Conflicts of Interest: Mr. O’Leary discussed the law relating to conflicts of interest and ethical standards for public officials, and the statutory requirements to disclose any potential conflict of interest to the Board and to the Colorado Secretary of State. Mr. O’Leary further advised the Board 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 statute. 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 ensure that state law regarding disclosure of potential conflicts of interest is properly satisfied. Mr. O’Leary’s office will assist the Directors in filing forms completed by the Directors in connection with each District’s meetings at which matters giving rise to potential conflicts are discussed. The Board reviewed the agenda for the meeting, following with 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 Board determined that the participation of the members present was necessary to obtain a quorum or otherwise enable the Board to act.

Agenda: The Boards reviewed the agenda. Following discussion, upon motion duly made by Director Savela, seconded by Director Corsentino and, upon vote, it was unanimously

RESOLVED to approve the agenda, as presented.

Service Plans, District Organization, District Powers and Election Results: Mr. O’Leary reported that the District Service Plan was approved by the Town of Greeley and all election questions for formation of the District was successful. The Election will be held in May 2023 to include debt authorization, TABOR, and Gallagher issues and questions.

Election of Officers: The Boards turned to the issue of electing Officers for the District and discussed the duties of the Board, and the offices of President, Vice-President, Secretary/Treasurer, and Assistant Secretary/Assistant Treasurer. Upon motion duly made by Director

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Savela, seconded by Director Corsentino and, upon vote, unanimously carried, the Officers of each of the Districts were elected as follows:

President and Chairman – Marc Savela
Secretary/Treasurer – Ron Corsentino
Vice President/Asst. Secretary/Asst. Treasurer – Brian Spittell
Vice President/Asst. Secretary/Asst. Treasurer – Reagan Shanley
Vice President/Asst. Secretary/Asst. Treasurer – John Spiegleman

Adoption of Seal: Mr. O’Leary discussed with the Boards the need for a District Seal and recommended ordering two sets – one for legal counsel and one for district management. The Boards authorized the purchase of two sets of District Seals.

Ratify Past Actions: Following review and discussion, upon motion duly made by Director Savela, seconded by Director Corsentino and, upon vote, unanimously carried, it was

RESOLVED to ratify all past actions related to the organization of the Districts.

Engagement of Consultants: The Boards considered the engagement of District consultants. Following review and discussion, upon motion duly made by Director Savela, seconded by Director Corsentino and, upon vote, it was unanimously

RESOLVED to approve the engagement of the following consultants, subject to final review of the engagement agreements:

- 1) Pinnacle Consulting Group, Inc. as accountant, manager, and administrator for the District, and;
- 2) Redland as the District engineer.
- 3) Spencer Fane, LLP as general legal counsel to the District.

Annual Administrative Matters Resolution: Mr. O’Leary presented the Annual Administrative Matters Resolution. Following review and discussion, upon motion duly made by Director Savela, seconded by Director Corsentino and, upon vote, it was unanimously

RESOLVED to approve the Annual Administrative Matters Resolution and to hold special board meetings when needed, at the offices

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of Pinnacle Consulting Group, Inc., 550 West Eisenhower Blvd, Loveland, CO 80537, or Spencer Fane, LLC, 1700 Lincoln Street, Suite 2000, Denver, CO 80203, or virtually.

Resolution Concerning Online Posting of Notice of Public Meetings: Mr. O’Leary presented the Resolution Concerning Online Notice of Public Meetings. Following review and discussion, upon motion duly made by Director Savela, seconded by Director Corsentino and, upon vote, it was unanimously

RESOLVED to adopt the Resolution Concerning Online Notice of Public Meetings.

Resolution Calling Regular May 02, 2023 Election: The Boards considered approval of the Regular Election to Be Held May 02, 2023. After review and discussion, and upon motion duly made by Director Savela, seconded by Director Corsentino and, upon vote, it was unanimously

RESOLVED to approve the Resolution Calling Regular May 02, 2023 Election.

Payment of Organizational Costs: Mr. O’Leary discussed the ability of the developer to request reimbursement by the District for advances relating to the costs to form and organize the District. The Board Treasurer will collect and forward invoices and proof of payment related to the form and organization costs to Pinnacle Consulting Group, Inc. for reimbursement documentation review and certification. After review and discussion, and upon motion duly made by Director Savela, seconded by Director Corsentino and, upon vote, it was unanimously

RESOLVED to approve the Payment of Organization costs, subject to final ratification from accounting.

Special District Map Disclosure and Special District Disclosure re: Common Questions: Mr. O’Leary presented the Special District Map Disclosure document for review by the Boards. Mr. O’Leary presented the Special District Disclosure re: Common Questions document for review by the Board. After review and discussion, upon motion duly made by Director Savela, seconded by Director Corsentino and, upon vote, it was unanimously

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RESOLVED to approve the Special District Map Disclosure and Special District Disclosure re: Common Questions, subject to Director Savela's final review and approval.

Worker's Compensation Insurance: Mr. O'Leary noted that the Division of Local Government requires a Resolution to Exclude from Worker's Compensation if the Boards elect not to obtain worker's compensation insurance for Board members. Following review and discussion, upon motion duly made by Director Savela, seconded by Director Corsentino and, upon vote, it was unanimously

RESOLVED to approve the Resolution to Exclude from Workers Compensation and the State of Colorado Worker's Compensation Exclusion forms for the Board, and to direct Pinnacle Consulting Group, Inc. to file these with the appropriate parties.

Governmental Immunity and Indemnification Resolution: Mr. O'Leary presented the Governmental Immunity and Indemnification Resolution for Directors and Employees of Great Western Metropolitan District Nos. 8-11. Following review and discussion, upon motion duly made by Director Savela, seconded by Director Corsentino and, upon vote, it was unanimously

RESOLVED to adopt the Indemnification Resolution for Great Western Metropolitan District Nos. 8-11.

Colorado Open Records Act Policy and Resolution: Mr. O'Leary presented the Resolution Adopting Policies and Fee Schedule for the Handling of Record Requests Under the Colorado Open Records Act ("CORA"). Following review and discussion, upon motion duly made by Director Savela, seconded by Director Corbitt and, upon vote, it was unanimously

RESOLVED to approve the Resolution Adopting Policies and Fee Schedule for the Handling of Record Requests Under the Colorado Open Records Act ("CORA").

Insurance Coverage: The Board discussed insurance coverage for Public Official's Liability and General Liability and membership to the Special District Association of Colorado. The Board will discuss obtaining insurance coverage through the Colorado Special District's Property and Liability Pool, when and if needed. Following review and discussion,

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upon motion duly made by Director Savela, seconded by Director Corsentino and, upon vote, it was unanimously

RESOLVED to ratify Spencer Fane's action to obtain the Directors' and Treasurer's Bonds for each district and to file them with the District Court and Division of Local Government as required by law, and authorized District Management to obtain the appropriate coverage.

Special District Association of Colorado Membership: The Board directed District Management to establish a membership with the Special District Association of Colorado.

Selection of Bank and Designation of Official Custodian: The Board discussed the establishment of a District operating account and authorized signers. Following review and discussion, upon motion duly made by Director Savela, seconded by Director Corsentino and, upon vote, unanimously carried, it was

RESOLVED to direct Pinnacle Consulting Group Inc. to take the necessary steps to open an operating account with FirstBank Holding Company and appointed Director Savela and Director Corsentino as authorized signors.

Federal Employer Identification Number and State Tax Exemption Numbers: Mr. O'Leary reported that Federal Employer Identification Numbers (FEIN) and the Colorado State Tax Exemption Numbers would need to be requested on behalf of the District by Pinnacle Consulting Group, Inc. and assigned for each District by the Colorado Department of Regulatory Agencies' Division of Banking, the Federal Department of Treasury, and the Colorado Tax Division, respectively.

Intent to Levy Taxes: Pursuant to Section 39-1-110(1), C.R.S., Mr. O'Leary discussed the statutory requirement for a Notice of New District and Intent to Levy Taxes to be filed with the County Assessor before July 01 for any new District that intends to certify a mill levy in December. Mr. O'Leary reported that the Weld County Assessor and Weld County Treasurer were notified of the formation of the District and the intent to levy taxes for 2022 payable in 2023.

Consumer Data Privacy Policy: Mr. O'Leary presented the Resolution Adopting Protections for Consumer Data Privacy Policy. Following

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review and discussion, upon motion duly made by Director Savela, seconded by Director Corsentino and, upon vote, it was unanimously

RESOLVED to adopt the Resolution Adopting Protections for Consumer Data Privacy Policy.

Developer Funding and Reimbursement Agreements for Operations & Maintenance Costs: The Board reviewed the Funding and Reimbursement Agreement for Operations and Maintenance Costs. Following review and discussion, upon motion duly made by Director Savela, seconded by Director Corsentino and, upon vote, it was unanimously

RESOLVED to approve the Funding and Reimbursement Agreement for Operations and Maintenance Costs, subject to final approval by the developer.

Developer Advance and Reimbursement Agreement for Capital Costs: The Boards reviewed the Advance and Reimbursement Agreement for Capital Costs. Following review and discussion, upon motion duly made by Director Savela, seconded by Director Corsentino, and upon vote, it was unanimously

RESOLVED to approve the Advance and Reimbursement Agreement for Capital Costs, subject to final approval by the developer.

Improvement Acquisition Agreement and Adoption of Reimbursement Resolution: The Boards reviewed the Improvement Acquisition Agreement and Reimbursement Resolution. Following review and discussion, upon motion duly made by Director Savela, seconded by Director Corsentino and, upon vote, it was unanimously

RESOLVED to approve the Improvement Acquisition Agreement and Reimbursement Resolution, subject to non-substantive changes by Mr. O'Leary and final approval by the developer.

Reimbursement Resolution: Mr. O'Leary reviewed the Reimbursement Resolution with the Boards. Following review and discussion, upon motion duly made by Director Savela, seconded by Director Corsentino and, upon vote, it was unanimously

RESOLVED to approve the Reimbursement Resolution.

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Intergovernmental Agreements: Mr. O'Leary reviewed the Intergovernmental Agreement between Great Western Metropolitan District Nos. 8-11 and the Town of Greeley. Following review and discussion, upon motion duly made by Director Savela, seconded by Director Corsentino and, upon vote, it was unanimously

RESOLVED to approve the Intergovernmental Agreement between Great Western Metropolitan District Nos. 8-11 and the Town of Greeley.

District Bylaws: The Boards reviewed the Bylaws. Following review and discussion, upon motion duly made by Director Savela, seconded by Director Corsentino and, upon vote, it was unanimously

RESOLVED to approve the District Bylaws.

Discussion of Development in the District: Following discussion, the Boards decided to forego the Discussion of Development in the District until a future meeting.

District Service Fee Resolution for Operations and Administration Costs: Mr. O'Leary reviewed the District Service Fee Resolution for Operations and Administration Costs with the Boards. Following review and discussion, upon motion duly made by Director Savela, seconded by Director Corsentino and, upon vote, it was unanimously

RESOLVED to approve the District Service Fee Resolution for Operations and Administration Costs.

ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made by Director Savela, seconded by Director Corsentino and, upon unanimous vote, the meeting was adjourned at 10:55 a.m.

The next Special Board Meeting is scheduled for December 9th, 2022 at 9:00am

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Respectfully submitted,

Bryan Newby

Bryan Newby, Secretary for the Meeting