

# RECORD OF PROCEEDINGS

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## MINUTES OF THE COORDINATED ORGANIZATIONAL MEETING OF

VISTA COMMONS METROPOLITAN DISTRICT NO. 1  
VISTA COMMONS METROPOLITAN DISTRICT NO. 2  
VISTA COMMONS METROPOLITAN DISTRICT NO. 3  
VISTA COMMONS METROPOLITAN DISTRICT NO. 4

HELD  
July 8, 2020

The Coordinated Organizational Meeting of the Boards of Directors (collectively, "Board") of Vista Commons Metropolitan District No. 1, Vista Commons Metropolitan District No. 2, Vista Commons Metropolitan District No. 3, and Vista Commons Metropolitan District No. 4 was held at the offices of Pinnacle Consulting Group, Inc., 550 W. Eisenhower Blvd., Loveland, Colorado, on Wednesday, July 8, 2020, at 1:00 p.m.

### ATTENDANCE

#### Directors in Attendance:

George Seward, President  
Steve Coughlin, Secretary/Treasurer (via teleconference)  
Mark Roth, Assistant Secretary/Assistant Treasurer (via teleconference)

#### Directors Absent but Excused:

Richard Roth

#### Also in Attendance:

Justin Coughlin, Vista AG Properties, LLC  
David S. O'Leary, Esq; Spencer Fane, LLP  
Chad Walker, Brendan Campbell, Kammy Tinney, and Traci Miller;  
Pinnacle Consulting Group, Inc.

### ADMINISTRATIVE ITEMS

The Coordinated Organizational Meeting of the Boards of Directors of the Vista Commons Metropolitan District Nos. 1-4 was called to order by Mr. O'Leary at 1:02 p.m. He noted that a quorum was present for each of the Boards 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 Boards.

Combined Meetings: The Board of Directors determined to hold joint meetings of the Districts and to prepare joint minutes of action taken by the Districts at such meetings. Unless otherwise noted herein, all official action reflected in these minutes shall be deemed to be action of all the Districts. Where necessary, action taken by an individual District will be so reflected in these minutes.

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Confirming Filing of Oaths and Organizational Documents: Mr. O'Leary reported that the Findings, Orders and Decrees creating each District were entered by the Weld County District Court for Vista Commons Metropolitan District Nos. 1- 4 on May 5, 2020. Certified copies of such Decrees have been recorded with the Weld County Clerk and Recorder and will be filed with the Division of Local Government and the Weld County Assessor.

Affidavits of Qualifications: Affidavits of Qualifications of each of the Board members for each of the Vista Commons Metropolitan Districts Nos. 1-4 were reviewed, approved, and executed by the Board members. Mr. O'Leary noted that they will be properly filed.

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 Boards and to the Colorado Secretary of State. Mr. O'Leary further advised the Boards 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 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 reviewed the agenda. Following discussion, upon motion duly made by Director Seward, seconded by Director S. Coughlin and, upon unanimous vote, it was

**RESOLVED** to approve the agenda, as presented.

Meeting Notice: Mr. O'Leary reported that Notice of the Organizational Board Meeting was properly posted within each of the District's boundaries at least 24 hours in advance of the meeting, as

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required by statute, and a copy of the Notice was sent to the Weld County Clerk and Recorder for posting on the public bulletin board. The Notice also included the agenda items.

Service Plans, Districts' Organization, Districts' Powers and Election Results: Mr. O'Leary reported that the District Service Plans were approved by the Town of Johnstown and all election questions for formation of the Districts were successful. Elections will be held in November 2020 to include debt authorization, TABOR, and Gallagher issues and questions.

Open Meeting Requirements: Mr. O'Leary discussed the open meeting requirements with the Boards.

Appointment of Directors: The Boards then turned to the issue of electing Officers for the Districts 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 Seward, seconded by Director S. Coughlin, and upon vote, unanimously carried, the Officers of each of the Districts were elected as follows:

President and Chairman - George Seward  
Secretary/Treasurer – Steve Coughlin  
Vice President and Assistant Secretary/Treasurer – Mark Roth  
Vice President and Assistant Secretary/Treasurer – Richard Roth

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

Ratify Past Actions: Following review and discussion, upon motion duly made by Director Seward, seconded by Director S. Coughlin and, upon vote, unanimously carried, it was

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

Resolution Establishing Electronic Board Meeting Policy During COVID-19 Pandemic: Mr. O'Leary presented the Electronic Board Meeting Policy. Following review and discussion, upon motion duly made by Director Seward, seconded by Director Coughlin and, upon vote, unanimously carried, it was

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**RESOLVED** to adopt the Resolution Establishing Electronic Board Meeting Policy During COVID-19 Pandemic.

Appointment of Consultants: The Boards considered the engagement of District consultants. Following review and discussion, upon motion duly made by Director Seward, seconded by Director S. Coughlin and, upon vote, unanimously carried, it was

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

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

Annual Administrative Matters Resolution: Mr. O'Leary presented the Annual Administrative Matters Resolution. Following review and discussion, upon motion duly made by Director Seward, seconded by Director S. Coughlin and, upon vote, unanimously carried, it was

**RESOLVED** to approve the Annual Administrative Matters Resolution and to hold regular and special board meetings when needed, at the offices of Pinnacle Consulting Group, Inc., 550 West Eisenhower Blvd, Loveland, CO 80537, or Spencer Fane, LLC, 1700 Lincoln Street, Suite 2000, Denver, CO 80203.

Resolution Concerning Online Posting of Notice of Public Meetings: Mr. O'Leary presented the Resolution Concerning Online Notice of Public Meetings and Ms. Tinney discussed the need to establish a website for the Districts. Following review and discussion, upon motion duly made by Director Seward, seconded by Director S. Coughlin and, upon vote, unanimously carried, it was

**RESOLVED** to adopt the Resolution Concerning Online Notice of Public Meetings and directed District Management to establish a website for the Districts.

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 Districts. 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.

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Special District Disclosure: Mr. O'Leary presented the Special District Disclosure document. Following review and discussion, upon motion duly made by Director Seward, seconded by Director S. Coughlin and, upon vote, unanimously carried, it was

**RESOLVED** to approve the Special District Disclosure document, subject to final revisions by the Board President and legal counsel and authorized such further action as necessary to complete and record such Disclosure when complete.

Special District Map Disclosure: Mr. O'Leary presented the Special District Map Disclosure document for review by the Board.

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 Seward, seconded by Director S. Coughlin and, upon vote, unanimously carried, it was

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

Indemnification Resolution: Mr. O'Leary presented the Governmental Immunity and Indemnification Resolution for Directors and Employees of Vista Commons Metropolitan Districts No. 1, No. 2, No. 3, and No. 4. Following review and discussion, upon motion duly made by Director Seward, seconded by Director S. Coughlin and, upon vote, unanimously carried, it was

**RESOLVED** to adopt the Indemnification Resolutions for each of the Vista Commons Metropolitan Districts No. 1, No. 2, No. 3, and No. 4.

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 Seward, seconded by Director S. Coughlin and, upon vote, unanimously carried, it was

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

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Consumer Data Privacy Policy: Mr. O'Leary presented the Resolution Adopting Protections for Consumer Data Privacy Policy. Following review and discussion, upon motion duly made by Director Seward, seconded by Director S. Coughlin and, upon vote, unanimously carried, it was

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

Insurance Coverage: The Boards discussed insurance coverage for Public Official's Liability and General Liability and membership to the Special District Association of Colorado. The Boards will discuss obtaining insurance coverage through the Colorado Special District's Property and Liability Pool, when and if needed. Following review and discussion, upon motion duly made by Director Seward, seconded by Director S. Coughlin and, upon vote, unanimously carried, it was

**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 when needed.

Special District Association of Colorado Membership: The Boards determined to waive membership in the Special District Association of Colorado at this time.

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### FINANCIAL ITEMS

Selection of Bank: The Boards discussed the establishment of a District operating account. The Boards will provide direction to Pinnacle Consulting Group, Inc. regarding where to open a bank account for the Districts.

PDPA Numbers, FEIN, and State Tax Exemption Numbers: Mr. O'Leary reported that Public Deposit Protection Act Numbers (PDPA), Federal Employer Identification Numbers (FEIN), and the Colorado State Tax Exemption Numbers would need to be requested 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. Following review and discussion, upon motion duly made by Director Seward, seconded by Director S. Coughlin and, upon vote, unanimously carried, it was

**RESOLVED** to authorize the Board President to sign the applications for the PDPA, FEIN, and Sales Tax Exemption forms and to file the forms with the appropriate parties on behalf of each District.

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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 1 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 each of the Districts and the intent to levy taxes for 2020 payable in 2021.

2020 Budget Hearing: Mr. O'Leary reported that notice of the hearings to consider adoption of 2020 Budgets was published in accordance with state budget law. Upon motion duly made by Director Seward, seconded by Director S. Coughlin and, upon vote, unanimously carried, the Boards opened the 2020 Budget Hearings to the public. There being no public input, the public hearing portion of the budget discussion was closed. Mr. Campbell reviewed with the Boards the 2020 budgets, which detailed estimated revenues and expenditures for each District.

District No. 1:  
General Fund Expenditures \$50,000  
Mill levy is 0.000 mills.

District No. 2:  
General Fund Expenditures \$0  
Mill levy is 0.000 mills.

District No. 3:  
General Fund Expenditures \$0  
Mill levy is 0.000 mills.

District No. 4:  
General Fund Expenditures \$0  
Mill levy is 0.000 mills.

Following review and discussion, upon motion duly made by Director Seward, seconded by Director S. Coughlin and, upon vote, it was unanimously

**RESOLVED** to approve the Resolution to Adopt the 2020 Budgets, set the Mill Levies, and appropriate sums of money and approve execution of the Certification of Mill Levies. The Board further authorized District staff to make non-material adjustments to the documents if necessary.

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### LEGAL ITEMS

Intergovernmental Agreements: Mr. O'Leary reviewed the Inter-District Intergovernmental Agreement between District No. 1, District No. 2, District No. 3, and District No. 4, and the Intergovernmental Agreement between the Districts and the Town of Johnstown. Following review and discussion, upon motion duly made by Director Seward, seconded by Director S. Coughlin and, upon vote, unanimously carried, it was

**RESOLVED** to approve the Intergovernmental Agreement between District Nos. 1-4, and it was further

**RESOLVED** to approve the Intergovernmental Agreement between the Vista Commons Metropolitan District Nos. 1-4 and Town of Johnstown, subject to final approval by the Town of Johnstown and authorizing the Board President and legal counsel to take necessary further action in order to complete the agreement.

Developer Funding and Reimbursement Agreements: The Boards reviewed the Funding and Reimbursement Agreements for Operations and Maintenance and Capital Costs. Following review and discussion, upon motion duly made by Director Seward, seconded by Director S. Coughlin and, upon vote, unanimously carried, it was

**RESOLVED** to approve the Funding and Reimbursement Agreements for Operations and Maintenance and 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 Seward, seconded by Director S. Coughlin and, upon vote, unanimously carried, it was

**RESOLVED** to approve the Improvement Acquisition Agreement and Reimbursement Resolution, subject to final approval by the developer.

Bylaws: The Boards reviewed the Bylaws. Following review and discussion, upon motion duly made by Director Seward, seconded by Director S. Coughlin and, upon vote, unanimously carried, it was

**RESOLVED** to adopt the Bylaws as presented.

District Service Fee Resolutions: Mr. O'Leary presented a Resolution Concerning the Imposition of Fees for Operations and Maintenance



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District Service Fees. Following discussion and upon motion duly made by Director Seward, seconded by Director S. Coughlin and unanimously carried, the Board authorized the Resolution for operations and maintenance and District Service Fees, but elected to wait until the budget meetings to determine any fees that will be applicable for 2021.

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### OTHER ITEMS

Developer Update: Director Seward and Director J. Coughlin updated the Board on the progress of the Districts' development.

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### ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made by Director Seward, seconded by Director S. Coughlin and, upon unanimous vote, the meeting was adjourned at 2:16 p.m.

Respectfully submitted,



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Traci Miller, Recording Secretary