

RECORD OF PROCEEDINGS

MINUTES OF A JOINT SPECIAL MEETING OF THE BOARDS OF DIRECTORS OF WATER'S EDGE METROPOLITAN DISTRICTS NOS. 1 & 2 ("the Districts" or each a "District")

Held:

November 4, 2020 at 2:00 p.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

A Special Meeting of the Boards of Directors of the Water's Edge Metropolitan District Nos. 1 & 2, County of Larimer, Colorado ("**Board**"), 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:

Joe Knopinski
Mick Richardson

Also present were:

Eve G. Velasco and Robert G. Rogers, White Bear
Ankele Tanaka & Waldron; General Counsel

ADMINISTRATIVE MATTERS

Combined Meetings: The Districts are meeting in a combined Board meeting. Unless otherwise noted below, the matters set forth below shall be deemed to be the action of Water's Edge Metropolitan District No. 1 ("**District 1**") with concurrence by Water's Edge Metropolitan District No. 2 ("**District 2**"),

Call to Order: It was noted that a quorum of the Boards were present, and, therefore, the meeting was called to order.

Disclosure of Potential Conflicts of Interest: Ms. Velasco advised the Boards that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Velasco 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 Board at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Boards. Ms. Velasco inquired into whether members of the Boards 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. The participation of the members present was necessary to obtain a quorum or to otherwise enable the Boards to act.

Agenda: The Agenda for the District's November 4, 2020 meeting was distributed for the Boards' review. Following discussion and upon motion duly made, the Boards approved the Agenda as presented.

PUBLIC COMMENT

None.

CONSENT AGENDA

Ms. Velasco reviewed the items on the consent agenda with the Boards. Ms. Velasco advised the Boards that any item may be removed from the consent agenda to the regular agenda upon the request of any director. Upon a motion duly made and seconded, the following items on the consent agenda were unanimously approved, ratified and adopted:

- Minutes from the December 4, 2019 Special Meeting
- 2021 Annual Administration Resolution
- Property and Liability Schedule and Limits and Renewal of Property and Insurance Liability Coverage

FINANCIAL MATTERS

Public Hearing on 2021 Budgets and Consider Adoption of Resolutions Adopting Budget, Imposing Mill Levy Appropriating Funds (District Nos. 1 & 2)

Director Knopinski opened the public hearing on the proposed 2021 Budget for District No. 1. Ms. Velasco noted that the notice of public hearing was provided in accordance with Colorado law. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed.

Ms. Velasco reviewed the 2021 Budget Resolution with the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board for District No. 1 unanimously adopted the resolution adopting the 2021 Budget, appropriating funds therefor and certifying 50.000 mills for the General Operations fund.

Director Knopinski opened the public hearing on the proposed 2021 Budget for District No. 2. Ms. Velasco noted that the notice of public hearing was provided in accordance with Colorado law. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed.

Ms. Velasco reviewed the 2021 Budget Resolution with the Board of District No. 2. Following discussion, upon a motion duly made and seconded, the Board for District No. 2 unanimously adopted the resolution adopting the 2021 Budget, appropriating funds therefor and certifying 50.000 mills for the General Operations fund.

Discuss Engagement of District Accountant

The Boards engaged in general discussion regarding the engagement of a district accountant. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the engagement of Simmons and Wheeler.

LEGAL MATTERS

Discuss 2021 Bond Issuance

Director Knopinski provided an update to the Boards regarding 2021 Bond Issuance and timeline.

Discuss SIPA Website Delays and Contract with Heatherly Creative, LLC

Ms. Velasco provided an overview and background on the development of websites for Special Districts. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the engagement of Heatherly Creative, LLC to develop the Districts website.

OTHER BUSINESS

The Boards engaged in general discussion regarding the potential of engagement of a management company. Following discussion, no further action was taken by the Boards.

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.


John Gooch (Mar 25, 2021 09:49 MDT)

Secretary for the Meeting