RECORD OF PROCEEDINGS

MINUTES OF THE REGULAR MEETING OF
WATERFALL METROPOLITAN DISTRICT NO. 1

HELD
October 24, 2024

The Regular Meeting of the Board of Directors of Waterfall Metropolitan District No. 1 was held via MS Teams and Teleconference on Thursday, October 24, 2024, at 3:00 p.m.

ATTENDANCE

Directors in Attendance:
Kim Perry, President & Chairperson
Sam Salazar, Secretary
Tim DePeder, Treasurer

Directors Absent, but Excused:
Jeff Breidenbach, Vice President
Rishi Loona, Asst. Secretary

Also in Attendance:
Alan Pogue; Icenogle Seaver Pogue, P.C.
Bryan Newby, Irene Buenavista, and Dillon Gamber; Pinnacle Consulting Group, Inc.

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ADMINISTRATIVE ITEMS

Declaration of Quorum/Call to Order: Director Perry noted that a quorum was present, with three out of five Directors in attendance. The Regular Meeting of the Board of Directors of the Waterfall Metropolitan District No. 1 was called to order by Director Perry at 3:03 p.m.

Director Qualifications/Disclosure of Potential Conflicts of Interest: All Board Members confirmed their qualifications to serve on the Board. Mr. Pogue, legal counsel, stated that notices of potential conflicts of interest for all Board Members were filed with the Colorado Secretary of State's Office, disclosing potential conflicts as all Board Members are employees of McWhinney Real Estate Services, Inc., which is associated with the primary landowners and developer within the Districts. Mr. Pogue advised the Board that pursuant to Colorado law, certain disclosures by the Board Members might be required prior to taking official action at a meeting. The Board 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 Board determined that the participation of the members present was necessary to obtain a quorum or otherwise enable the Board to act.

Approval of Agenda: The Board considered the approval of the agenda. Following review and discussion, upon a motion duly made by Director DePeder, seconded by Director Salazar, and upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as presented.

Public Comment: There were no Public Comments received.

Director Comment: There were no Director Comments received.

CONSENT AGENDA

Director Perry reviewed the items on the consent agenda with the Board. Director Perry advised the Board that any item may be removed from the consent agenda to the regular agenda upon the request of any Director. No items were requested to be removed from the consent agenda. Upon a motion duly made by Director DePeder, Seconded by Director Salazar, the following items on the consent agenda were unanimously approved, ratified, and adopted:

A. Minutes – June 27, 2024, Regular Meeting.
B. Payment of Claims.
C. Contract Modifications.
D. Unaudited Financial Statements as of June 30, 2024.
E. 2025 Annual Administrative Matters Resolution.
F. 2025 Meeting Resolution.
G. 2025 District No. 1 Regular Special District Election Resolution.

DISTRICT MANAGER ITEMS

District Manager's Report: Mr. Newby and Mr. Gamber presented the District Manager's Report to the Board and answered questions.

2025 Master Service Agreements with Operations and Maintenance Service Contractors: Mr. Gamber presented the 2025 Master Service Agreements with Operations and Maintenance Service Contractors to the Board and answered questions.

a. Affordable Pest Control
b. All Sweep
c. Casey's Electric Inc.
d. Davinci Signs
e. Fiske Electric
f. Green Earth Midwest
g. High Plains Environmental Center

h. McWhinney Real Estate Services
i. OLM Inc.
j. Peterson Electric
k. SWPPP Colorado
l. Three Crowns Electric

Following review and discussion, upon a motion duly made by Director Salazar, seconded by Director DePeder, and upon vote, unanimously carried, it was

RESOLVED to approve the 2025 Master Service Agreements with Operations and Maintenance Service Contractors within the Approved 2025 Budget, as presented.

Authorization of District Manager to Execute 2025 Work Orders with Approved Operations and Maintenance Service Contractors within the Approved 2025 Budget: Mr. Newby requested the Board consider delegating authority to the District Manager to Execute 2025 Work Orders with Approved Operations and Maintenance Service Contractors within the Approved 2025 Budget. Following review and discussion, upon a motion duly made by Director DePeder, seconded by Director Salazar, and upon vote, unanimously carried, it was

RESOLVED to authorize the District Manager to Execute 2025 Work Orders with Approved Operations and Maintenance Service Contractors within the Approved 2025 budget, as presented.

FINANCIAL ITEMS

Finance Manager's Report: Ms. Buenavista reviewed the Finance Manager's Report with the Board and answered questions.

Auditor for 2024 Audit: Ms. Buenavista presented John Cutler for the 2024 Audit to the Board and answered questions. Following review and discussion, upon a motion duly made by Director DePeder, seconded by Director Salazar, and upon vote, unanimously carried, it was

RESOLVED to approve John Cutler for the 2024 Audit.

2024 AMENDED BUDGET HEARING

Ms. Newby reported that notice of the budget hearing was published on October 16, 2024, in the Loveland Reporter Herald, in accordance with state budget law. Director Perry opened the 2024 Amended Budget Hearing. Ms. Buenavista reviewed the amended budgets and answered questions. Director Perry then closed the 2024 Amended Budget Hearing. The amended budget for the District is as follows:

District No. 1
Debt Service Fund: $647,828

Following review and discussion, upon a motion duly made by Director DePeder, seconded by Director Salazar, and upon vote, unanimously carried, it was

RESOLVED to approve the Resolution to Adopt the 2024 Amended Budget and appropriate funds for Waterfall Metropolitan District No. 1 and authorize such further actions of the officers and consultants necessary to sign related documents and submit and file such documents required to finalize the amended budget.

2025 BUDGET HEARING

Mr. Newby reported that notice of the budget hearing was published on October 16, 2024, in the Loveland Reporter Herald, in accordance with state budget law. Director Perry opened the 2025 Budget Hearing. Ms. Buenavista reviewed the proposed budgets in detail and answered questions. Director Perry closed the 2025 Budget Hearing. The 2025 budget for the District is as follows:

District No. 1
General Fund: $188,760
Debt Service Fund: $372,123

Following review and discussion, upon a motion duly made by Director DePeder, seconded by Director Salazar, and upon vote, unanimously carried, it was

RESOLVED to approve the Resolutions to Adopt the 2025 Budget for Waterfall Metropolitan District No. 1, set the mill levies, and appropriate budgeted funds upon final certification of values being received by the County of Larimer on or before December 15, 2024, and approve all other documents related to the 2025 budgets. The District Manager is authorized to make minor modifications that may be necessary following receipt of final assessed values.

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LEGAL ITEMS

Special District Appointee to Loveland Urban Renewal Authority: Mr. Pogue presented and discussed the special district appointee candidates to the Board of Directors of the Loveland Urban Renewal Authority with the Board. Following review and discussion, upon a motion duly made by Director DePeder, seconded by Director Salazar, and upon vote, unanimously carried, it was

RESOLVED to support Renee Macias of the Thompson Valley Health Services District as the special district appointee to the Board of Directors of the Loveland Urban Renewal Authority.

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DIRECTOR ITEMS

There were no Director Items to come before the Board.

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OTHER MATTERS

There were no Other Matters to come before the Board.

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ADJOURNMENT

There being no further business to come before the Board, the meeting was adjourned at 3:21 p.m.

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

Respectfully submitted,

Bryan Newby

Bryan Newby, Recording Secretary for the Meeting