

**WATERFALL METROPOLITAN DISTRICT NO. 1
2025 ANNUAL ADMINISTRATIVE MATTERS RESOLUTION**

WHEREAS, the Board of Directors (the “Board”) for Waterfall Metropolitan District No. 1 (the “District”) are required to perform certain administrative obligations during each calendar year to comply with certain statutory requirements, as further described below, and to assure the efficient operations of the District; and

WHEREAS, the Board desires to set forth such obligations herein and to designate, where applicable, the appropriate person or person(s) to perform such obligations on behalf of the District; and

WHEREAS, the Board further desires to acknowledge and ratify herein certain actions and outstanding obligations of the District.

NOW, THEREFORE, THE BOARD OF DIRECTORS OF WATERFALL METROPOLITAN DISTRICT NO. 1 HEREBY RESOLVES AS FOLLOWS:

1. The Board directs the District Manager to prepare and file either an accurate map of the District’s boundaries, as specified by the Colorado Division of Local Government (the “Division”) or a notice that the District’s boundaries have not changed since the filing of the last map for the District, with the Division, the Larimer County Clerk and Recorder, and the Larimer County Assessor on or before January 1, 2025, as required by Section 32-1-306, C.R.S.

2. Pursuant to Section 24-32-116(3)(b), C.R.S., the Board directs legal counsel to update the Division with any of the following information previously provided to the Division, in the event such information changes: (i) the official name of the District; (ii) the principal address and mailing address of the District; (iii) the name of the District’s agent; and (iv) the mailing address of the District’s agent.

3. The Board directs legal counsel to prepare no more than (60) sixty days prior to and not later than January 15, 2025, the District’s annual transparency notice containing the information set forth in Section 32-1-809(1), C.R.S., and to provide such notice to the eligible electors of the District in one of the manners set forth in Section 32-1-809(2), C.R.S. In addition, legal counsel is directed to file a copy of the notice with the Larimer County Board of County Commissioners, the Larimer County Assessor, the Larimer County Treasurer, the Larimer County Clerk and Recorder’s Office, the City of Loveland City Council (the “City Council”), and the Division as set forth in Section 32-1-104(2), C.R.S. A copy of the notice shall be made available for public inspection at the principal business office of the District.

4. The Board directs the District’s accountant to (i) submit a proposed 2026 budget for the District to the Board by October 15, 2025; (ii) schedule a public hearing on the proposed budget; (iii) prepare a final budget appropriating moneys and fixing the rate of any mill levy; (iv) prepare a budget resolution, including certification of mill levies and amendments to the budget if necessary;(v) certify the mill levy to the Larimer County Assessor on or before December 15, 2025; and (vi) to file the approved budget and amendments thereto with the proper governmental

entities in accordance with the Local Government Budget Law of Colorado, Sections 29-1-101 to 29-1-115, C.R.S.

5. The Board directs legal counsel to prepare the special district public disclosure statement in accordance with Section 32-1-104.8(2), C.R.S. and record the statement with the Larimer County Clerk and Recorder at any such time as a decree or order of inclusion of real property into the District's boundaries is recorded.

6. The Board directs legal counsel to notify the City Council of any alteration or revision of the proposed schedule of debt issuance set forth in the financial plan attached to the District's Service Plan, as required by Section 32-1-202(2)(b), C.R.S.

7. The Board hereby directs the District's accountant to prepare and file an application for exemption from audit for the District with the State Auditor by March 31, 2025, as required by Section 29-1-604, C.R.S.; or, if required by Section 29-1-603, C.R.S., the Board authorizes that an audit of the District's financial statements be prepared and submitted to the Board before June 30, 2025, and filed with the State Auditor by July 31, 2025. In addition, if the District has authorized but unissued general obligation debt as of the end of the fiscal year, the District's accountant shall cause to be submitted to the City Council, the District's audit report and/or a copy of its application for exemption from audit in accordance with Section 29-1-606(7), C.R.S.

8. If the District holds property presumed abandoned and subject to custody as unclaimed property pursuant to the Unclaimed Property Act (§§38-13-101 *et seq.*, C.R.S.), the Board directs legal counsel to prepare an unclaimed property report that covers the twelve months preceding July 1, 2025 and submit the report to the Colorado State Treasurer by November 1, 2025, in accordance with Section 38-13-401 *et seq.*, C.R.S.

9. The Board directs the District's accountant to oversee the preparation and submission of any continuing annual disclosure report and/or other financial reports and documents required to be filed pursuant to a continuing disclosure agreement and any authorizing resolution, indenture, pledge agreement, loan document, and/or any other document related to the issuance of any general or special obligation bonds, revenue bonds, loans from financial institutions or other multiple fiscal year obligations by the District and any refundings thereof, including, without limitation, any continuing disclosure and financial reporting requirements required as part of the District's Senior General Obligation Limited Tax Refunding Bonds, Series 2022A and the District's Subordinate General Obligation Limited Tax Refunding Bonds, Series 2022B.

10. The Board directs the District's accountant to cause the preparation of the annual public securities report for nonrated public securities issued by the District and to file the report with the Division within sixty (60) days of the close of the fiscal year, as required by Sections 11-58-101 *et seq.*, C.R.S.

11. The Board designates the Secretary of the District as the official custodian of "public records," as such term is used in Section 24-72-202(2), C.R.S. Public records may also be maintained at the office of Icenogle Seaver Pogue, P.C. and Pinnacle Consulting Group, Inc.

12. The Board directs legal counsel to advise it on the requirements of the Fair Campaign Practices Act Section 1-45-101 *et seq.*, C.R.S., when applicable.

13. The Board directs that all legal notices shall be published in accordance with Section 32-1-103(15), C.R.S., in a paper of general circulation within the boundaries of the District, or in the vicinity of the District if none is circulated within the District including, but not limited to, *The Loveland Reporter Herald*.

14. The Board determines that each director shall receive compensation for services as directors in the amount of \$100 per meeting, not to exceed a total of \$2,400 per annum, in accordance with Section 32-1-902(3)(a)(II), C.R.S.

15. The Board hereby determines that each member of the Board shall execute an Affidavit of Qualification of Director at such time the member is either elected or appointed to the Board. Such forms shall be retained in the District's files. Section 32-1-103(5), C.R.S. sets forth the qualifications required. Pursuant to Section 32-1-901 and Section 24-12-101, C.R.S., the Board directs legal counsel to prepare, administer and file an oath of office and a certificate of appointment, if applicable, and procure either crime insurance or a surety bond for each Director, and file copies of each with the Larimer County Clerk and Recorder, Clerk of the Court, and the Division.

16. The Board extends the current indemnification resolution, adopted on June 26, 2008, to allow the resolution to continue in effect as written.

17. Pursuant to Section 32-1-1101.5, C.R.S., the Board directs legal counsel to certify the results of special district ballot issue elections to incur general obligation indebtedness by certified mail to the City Council and to file a copy of the certification with the Colorado Division of Securities within forty-five (45) days after the election. Furthermore, whenever the District authorizes or incurs a general obligation debt, the Board authorizes legal counsel to record notice of such action and a description of such debt, in a form prescribed by the Division, in the Larimer County Clerk and Recorder's office within thirty (30) days after authorizing or incurring the debt in accordance with Section 32-1-1604, C.R.S. Furthermore, whenever the District incurs general obligation debt, the Board directs legal counsel to submit a copy of the recorded notice to the City Council within thirty (30) days after incurring the debt in accordance with Section 32-1-1101.5(1), C.R.S.

18. If requested, the Board directs legal counsel to prepare and file an application for a quinquennial finding of reasonable diligence with the City Council in accordance with Section 32-1-1101.5(1.5) & (2), C.R.S.

19. The Board directs legal counsel to prepare and file the special district annual report in accordance with the District's Service Plan and Section 32-1-207(3)(c), C.R.S.

20. The Board has determined that legal counsel will file conflicts of interest disclosures provided by board members with the Colorado Secretary of State seventy-two (72)

hours prior to each meeting of the Board, in accordance with Sections 32-1-902(3)(b) and 18-8-308, C.R.S. Annually, legal counsel shall request that each Board member submit updated information regarding actual or potential conflicts of interest. Additionally, at the beginning of every term, legal counsel shall request that each Board member submit information regarding actual or potential conflicts of interest.

21. The District is currently a member of the Special District Association (“SDA”) and is insured through the Colorado Special Districts Property and Liability Pool. The Board directs the District Manager to pay the annual SDA membership dues and insurance premiums in a timely manner. The Board and the District Manager will biannually review all insurance policies and coverage in effect to determine appropriate insurance coverage is maintained. The Board hereby opts to include elected or appointed officials as employees within the meaning of Section 8-40-202(1)(a)(I)(A), C.R.S., and hereby directs the District Manager to obtain workers’ compensation coverage for the District.

22. The Board members have reviewed the minutes from meetings of the Board held on October 26, 2023 and June 27, 2024, attached hereto as **Exhibit A**. The Board, being fully advised of the premises, hereby ratifies and affirms each and every action of the Board taken at said meeting. Furthermore, the Board designates the District Manager or his/her designee as the recording Secretary of the Board’s meetings.

23. Pursuant to Section 24-6-402(2)(d.5)(II)(E), C.R.S., the Board hereby declares that all electronic recordings of executive sessions shall be retained for purposes of the Colorado Open Meetings Law for ninety (90) days after the date of the executive session. The Board further directs the custodian of the electronic recordings of the executive session to systematically delete all such recordings made for purposes of the Colorado Open Meetings Law at its earliest convenience after the ninetieth (90th) day after the date of the executive session.

24. Pursuant to Section 32-1-104.5(3)(a), C.R.S., the Board hereby designates the District’s official website as <https://www.waterfallmd.live/>. The Board directs District management to maintain and update the official website of the District in compliance with Section 32-1-104.5(3)(a), C.R.S. and the Accessibility Rules in accordance with direction and guidance provided by the Colorado Office of Information Technology.

25. Pursuant to Section 32-1-904, C.R.S., the Board determined that the office of the District shall be at Pinnacle Consulting Group, Inc., 550 W Eisenhower Blvd, Loveland, Colorado.

26. The District hereby acknowledges, agrees and declares that the District’s policy for the deposit of public funds shall be made in accordance with the Public Deposit Protection Act (Section 11-10.5-101 *et seq.*, C.R.S.). As provided therein, the District’s official custodian may deposit public funds in any bank which has been designated by the Colorado Banking Board as an eligible public depository. For purposes of this paragraph, “official custodian” means a designee with plenary authority including control over public funds of a public unit which the official custodian is appointed to serve. The District hereby designates the District’s accountant as its official custodian over public deposits.

27. The Board hereby authorizes the District's President or District Manager to execute, on behalf of the District, any and all easement agreements pursuant to which the District is accepting or acquiring easements in favor of the District.

28. Unless otherwise authorized by the Board and except for contracts that are publicly bid, the Board President or District Project Manager are authorized, but not obligated, to take any contract actions within the District's approved budget, including but not limited to approving task orders, work orders, and change orders. All actions taken by the Board President and/or Project Manager shall be ratified by the Board at the next meeting of the Board.

(Signature Page Follows.)

ADOPTED AND APPROVED THIS 24th DAY OF OCTOBER, 2024.

WATERFALL METROPOLITAN DISTRICT NO. 1

Signed by:
By: Kim Perry
B786C9D42F3647F
Kim L. Perry, President

Signature Page to WMD1 2025 Annual Administrative Matters Resolution

EXHIBIT A

**Minutes from the
October 26, 2023 and June 27, 2024
Meetings of the Board**

RECORD OF PROCEEDINGS

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

HELD
October 26, 2023

The Regular Meeting of Waterfall Metropolitan District was held via MS Teams and Teleconference on Thursday, October 26, 2023, at 3:00 p.m.

ATTENDANCE

Directors in Attendance:

Kim Perry, President & Chairperson
Sam Salazar, Secretary
Rishi Loona, Assistant Secretary

Directors Absent, but Excused:

Tim DePeder, Treasurer

Also in Attendance:

Deborah Early; Icenogle Seaver Pogue, P.C.
Bryan Newby, Kieyesia Conaway, Irene Buenavista, and Dillon Gamber;
Pinnacle Consulting Group, Inc.
Laura Wright, Jeff Breidenbach, and Jim Niemczyk; McWhinney.

ADMINISTRATIVE ITEMS

Call to Order: The Regular Meeting of the Board of Directors of the Waterfall Metropolitan District was called to order by Director Perry at 3:00 p.m.

Declaration of Quorum/Director Qualifications/Disclosure of Potential Conflicts of Interest: Director Perry noted that a quorum was present, with three out of four Directors in attendance. All Board Members confirmed their qualifications to serve on the Boards. Ms. Early noted that notices of potential conflicts of interest for all Board Members were filed with the Colorado Secretary of State at least 72 hours in advance of the meeting, disclosing that potential conflicts of interest may exist, as all Board Members are employees of McWhinney Real Estate Services, Inc. which is associated with the primary landowner and developer of land within the District. Ms. Early 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

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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 Loona, 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 Salazar, Seconded by Director Loona, the following items on the consent agenda were unanimously approved, ratified, and adopted:

- A. Approval of Minutes – June 22, 2023, Regular Meeting.
 - B. Payment of Claims.
 - C. Contract Modifications.
 - D. Unaudited Financial Statements as of June 30, 2023.
 - E. 2024 Annual Administrative Matters Resolution.
 - F. 2024 Meeting Resolution.
 - G. Second Amendment to Public Records Policy.
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DISTRICT MANAGER ITEMS

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

2024 Master Service Agreements with Operations and Maintenance Service Contractors: Mr. Gamber presented the 2024 Master Service Agreements with Operations and Maintenance Service Contractors to the Board and answered questions.

- i. Affordable Pest Control
- ii. All Sweep
- iii. Davinci Signs
- iv. Fiske Electric
- v. Green Earth Midwest

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- vi. High Plains Environmental Center
- vii. McWhinney Real Estate Services
- viii. OLM Inc.
- ix. SWPPP Colorado

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

RESOLVED to approve the 2024 Master Service Agreements with Operations and Maintenance Service Contractors within the Approved 2024 Budget, as presented.

Authorization of District Manager to Execute 2024 Work Orders with Approved Operations and Maintenance Service Contractors within the Approved 2024 Budget: Mr. Newby requested the Board consider delegating authority to the District Manager to Execute 2024 Work Orders with Approved Operations and Maintenance Service Contractors within the Approved 2024 Budget. Following review and discussion, upon a motion duly made by Director Salazar, seconded by Director Loona, and upon vote, unanimously carried, it was

RESOLVED to authorize the District Manager to Execute 2024 Work Orders with Approved Operations and Maintenance Service Contractors within the Approved 2024 budget, as presented.

2023
AMENDED
BUDGET HEARING

Director Perry opened the 2023 Amended Budget Hearing for Waterfall Metropolitan District. Mr. Newby reported that notice of the budget hearing was published on October 12, 2023 in the Loveland Reporter-Harold, in accordance with state budget law. There being no public input, the public portion of the budget hearing was closed. Ms. Buenavista reviewed the amended budget in detail and answered questions. The budget for the District is as follows:

Debt Service Fund: \$325,619.00

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

RESOLVED to approve the Resolution to Adopt the 2023 Amended Budget and appropriate funds for Waterfall Metropolitan District and authorize such further actions of the officers and consultants

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necessary to sign related documents and submit and file such documents required to finalize the amended budget.

2024
BUDGET HEARING

Director Perry opened the 2024 Budget Hearing for Waterfall Metropolitan District. Mr. Newby reported that notice of the budget hearing was published on October 12, 2023 in the Loveland Reporter-Harold, in accordance with state budget law. Ms. Buenavista reviewed the mill levy, estimated revenues, and expenditures in detail and answered questions. The budget for the District is as follows:

Mill Levy: 46.774 mills
General Fund: \$174,707.00
Debt Service Fund: \$370,381.00

There being no public input, the public portion of the budget hearing was closed. After further review and discussion, upon a motion duly made by Director Loona, seconded by Director Salazar, and upon vote, unanimously carried, it was

RESOLVED to approve the Resolution to Adopt the 2024 Budget for Waterfall Metropolitan District, set the mill levy, and appropriate budgeted funds upon final certification of values being received by the County of Larimer on or before December 15, 2023, and approve all other documents related to the 2024 budget. The District Manager is authorized to make minor modifications that may be necessary following receipt of final assessed values.

FINANCIAL
ITEMS CONTINUED

Approval of Auditor for 2023 Audit: Ms. Buenavista presented John Cutler & Associates to perform the 2023 Audit to the Board and answered questions. Following review and discussion, upon a motion duly made by Director Salazar, seconded by Director Loona, and upon vote, unanimously carried, it was

RESOLVED to approve John Cutler & Associates to perform the 2023 Audit, not to exceed \$6,000.00.

LEGAL ITEMS

There were no Legal Items to come before the Board.

DIRECTOR
MATTERS

There were no Director Matters to come before the Board.

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OTHER
MATTERS

There were no Other Matters to come before the Board.

ADJOURNMENT

There being no further business to come before the Board, the meeting was adjourned at 3:17 p.m.

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

Respectfully submitted,

Kieyesia Conaway
Kieyesia Conaway, Recording Secretary for the Meeting

RECORD OF PROCEEDINGS

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF WATERFALL METROPOLITAN DISTRICT No. 1

HELD
June 27, 2024

The Regular Meeting of the Board of Directors of Waterfall Metropolitan District No. 1 was held via MS Teams and Teleconference on Thursday, June 27, 2024, at 3:00 p.m.

ATTENDANCE

Directors in Attendance:

Sam Salazar, Secretary
Tim DePeder, Treasurer
Rishi Loona, Asst. Secretary

Directors Absent, but Excused:

Kim Perry, President & Chairperson

Also in Attendance:

Alan Pogue; Icenogle Seaver Pogue, P.C.
Bryan Newby, Kieyesia Conaway, and Dillon Gamber; Pinnacle Consulting Group, Inc.
Jeff Breidenbach; McWhinney.
John Cutler; John Cutler & Associates

ADMINISTRATIVE
ITEMS

Declaration of Quorum/Call to Order: Mr. Newby noted that a quorum was present, with three out of four Directors in attendance. The Regular Meeting of the Board of Directors of the Waterfall Metropolitan District No.1 was called to order by Mr. Newby at 3:02 p.m.

Director Qualifications/Disclosure of Potential Conflicts of Interest: All Board members confirmed their qualifications to serve on the Board. Mr. Pogue noted that notices of potential conflicts of interest for all Board Members were filed with the Colorado Secretary of State at least 72 hours in advance of the meeting, disclosing that potential conflicts of interest may exist, as all Board Members are employees of McWhinney Real Estate Services, Inc. which is associated with the primary landowner and developer of land within the District. 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

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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 Loona, and upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as presented.

Appointment to Fill Board Vacancy: Mr. Pogue addressed the Board noting there is one interested candidate to fill the vacancy on the Board of Directors. 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 appoint Jeff Breidenbach to the Board of Directors.

Election of Officers: Mr. Pogue discussed the Election of Officers 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 elect the slate of officers as noted below:

Kim Perry – President & Chairperson
Jeff Breidenbach – Vice President
Sam Salazar – Secretary
Tim DePedert – Treasurer
Rishi Loona – Assistant Secretary

Public Comment for Non-Agenda Items: There were no Public Comments received.

Director Comment: There were no Director Comments received.

CONSENT AGENDA

Mr. Newby reviewed the items on the consent agenda with the Board. Mr. Newby 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:

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- A. Minutes – October 26, 2023, Regular Meeting.
 - B. Payment of Claims.
 - C. Contract Modifications.
 - D. Unaudited Financial Statements as of March 31, 2024.
 - E. Website Accessibility Resolution.
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DISTRICT MANAGER
ITEMS

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

Streamline Platform – Subscription Agreement: Mr. Newby presented the Streamline Platform - Subscription Agreement to the Board and answered questions. Following review and discussion, upon a motion duly made by Director DePeder, seconded by Director Loona, and upon vote, unanimously carried, it was

RESOLVED to ratify the Streamline Platform – Subscription Agreement, as presented.

FINANCIAL ITEMS

2023 Audit: Mr. Cutler reviewed the 2023 Audit with the Board and answered questions. Mr. Cutler reported that the audit received a clean unmodified opinion. Following review and discussion, upon a motion duly made by Director DePeder, seconded by Director Loona, and upon vote, unanimously carried, it was

RESOLVED to approve the 2023 Audit, as presented.

DIRECTOR
ITEMS

There were no Director Items to come before the Board.

OTHER MATTERS

There were no Other Matters to come before the Board.

ADJOURNMENT

There being no further business to come before the Board, the meeting was adjourned at 3:11 p.m.

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

Respectfully submitted,

RECORD OF PROCEEDINGS

Bryan Newby FOR

Kieyesia Conaway, Recording Secretary for the Meeting