

RECORD OF PROCEEDINGS

MINUTES OF THE REGULAR MEETING OF VDW METROPOLITAN DISTRICT NOS. 1-3

HELD
November 07, 2024

The Regular Meeting of the Board of Directors of VDW Metropolitan District Nos. 1-3 was held via MS Teams and Teleconference on Thursday, November 07, 2024, at 3:00 p.m.

ATTENDANCE

Directors in Attendance for District Nos. 1 & 3:

Kim Perry, President & Chairperson
Jeff Breidenbach, Vice President
Josh Kane, Treasurer & Asst. Secretary
Tim DePeder, Secretary

Directors in Attendance for District No.2:

Kim Perry, President & Chairperson
Josh Kane, Treasurer & Asst. Secretary
Tim DePeder, Secretary
Robert Ebersole, Asst. Secretary
Clark Cummings, Asst. Secretary

Also in Attendance:

Alan Pogue; Icenogle Seaver Pogue, P.C.
Bryan Newby, Brendan Campbell, Stanley Holder, Wendy McFarland,
and Dillon Gamber; Pinnacle Consulting Group, Inc.
Jim Niemczyk and Christina Rotella; McWhinney
Wendy Messinger; Member of the Public

ADMINISTRATIVE ITEMS

Declaration of Quorum/Call to Order: Mr. Newby noted that a quorum was present, with four out of four Directors in attendance for District Nos. 1 and 3, and five out of five Directors in attendance for District No. 2. The Regular Meeting of the Boards of Directors (collectively, the “Boards”) of the VDW Metropolitan District Nos. 1-3 (collectively, the “District”) was called to order by Director Perry at 3:02 p.m.

Coordinated Meetings: The Boards determined to hold joint meetings of the Districts and to prepare joint minutes of actions taken by the Districts at such meetings. Unless otherwise noted below, the matters set forth below shall be deemed to be the actions of the Board of Directors of VDW Metropolitan District No. 1, with concurrence by the Boards of Directors of VDW Metropolitan District Nos. 2, and 3.

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Director Qualifications/Disclosure of Potential Conflicts of Interest: All Board Members confirmed their qualifications to serve on the Boards. 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 some 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 Boards that pursuant to Colorado law, certain disclosures by the Board Members might be required prior to taking official action at a meeting. 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.

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

RESOLVED to approve the agenda, as presented.

Appointment to Fill Board Vacancy: Mr. Pogue addressed the Boards noting there is one interested candidate to fill the vacancy on the Board of Directors for District Nos. 1 and 3. Following review and discussion, upon a motion duly made by Director Kane, seconded by Director DePeder, and upon vote, unanimously carried, it was

RESOLVED to appoint Wendy Messinger to the Board of Directors of District Nos. 1 and 3.

Election of Officers: Mr. Pogue discussed the Election of Officers with the Boards. Following review and discussion, upon a motion duly made by Director Kane, seconded by Director DePeder, and upon vote, unanimously carried, it was

RESOLVED to elect the slate of officers as noted below:

Kim Perry – President and Chairman
Jeff Breidenbach – Vice President
Josh Kane – Treasurer and Assistant Secretary
Time DePeder – Secretary
Wendy Messinger – Assistant Secretary

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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 Boards. Director Perry advised the Boards 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 Kane, Seconded by Director DePeder, the following items on the consent agenda were unanimously approved, ratified, and adopted:

- A. Minutes – June 27, 2024, Special Meeting.
 - B. Payment of Claims.
 - C. Contract Modifications.
 - D. Unaudited Financial Statements as of September 30, 2024.
 - E. 2025 Annual Administrative Matters Resolution.
 - F. 2025 Meeting Resolution.
 - G. 2025 District No. 1 Regular Special District Election Resolution.
 - H. 2025 District No. 2 Regular Special District Election Resolution.
 - I. 2025 District No. 3 Regular Special District Election Resolution.
 - J. 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 Boards 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 Boards and answered questions.

1. Affordable Pest Control
2. All Sweep
3. Caseys Electric Inc.
4. Davinci Signs
5. Environmental Designs
6. Fiske Electric
7. Foothills Landscape Maintenance
8. McWhinney Real Estate Services
9. OLM Inc.
10. Peterson Electric

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11. SWPPP Colorado
12. Three Crowns Electric

Following review and discussion, upon a motion duly made by Director DePeder, seconded by Director Breidenbach, 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 Boards 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 Breidenbach, seconded by Director DePeder, 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. McFarland reviewed the Finance Manager's Report with the Boards and answered questions.

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

RESOLVED to approve John Cutler for the 2024 Audit.

2025 BUDGET HEARING

Mr. Newby reported that notice of the budget hearing was published on October 30, 2024, in the Loveland Reporter Herald, in accordance with state budget law. Director Perry opened the 2025 Budget Hearing. Ms. McFarland reviewed the proposed budgets in detail and answered questions. Director Perry closed the 2025 Budget Hearing. The 2025 budgets for the Districts are as follows:

District No. 1
General Fund: \$1,067,269

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Capital Projects Fund: \$365,280

District No. 2
Mill Levy: 37.299 mills
General Fund: \$706,559
Debt Service Fund: \$681,147

District No. 3
Mill Levy: 30.613 mills
General Fund: \$216,028
Debt Service Fund: \$221,573

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

RESOLVED to approve the Resolutions to Adopt the 2025 Budgets for VDW Metropolitan District Nos. 1-3, 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.

LEGAL ITEMS

Special District Appointee to Loveland Urban Renewal Authority: Mr. Pogue informed the Boards that due to candidate withdrawal from the election, this item is no longer relevant and does not require discussion.

DIRECTOR
ITEMS

There were no Director Items to come before the Boards.

OTHER
MATTERS

There were no Other Matters to come before the Boards.

ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 3:34 p.m.

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

Respectfully submitted,

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Bryan Newby

Bryan Newby, Recording Secretary for the Meeting