

**Northlake Metropolitan District
Nos. 1, 2, 3, 4, and 5
RECORD OF PROCEEDINGS
MINUTES OF THE JOINT SPECIAL MEETING
OF THE BOARDS OF DIRECTORS OF
NORTHLAKE METROPOLITAN DISTRICT NOS. 1 - 5**

HELD: Monday, December 04, 2023, at 10:30a.m. at 6355 Fairgrounds Avenue Suite 300 Windsor, Colorado 80550.

ATTENDANCE:

The joint special meeting of the Boards of Directors of the Northlake Metropolitan District Nos. 1 - 5 (collectively, the "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:

Directors in Attendance:

Director Jon Turner
Director Emily Kupec
Director Jim Birdsall

Directors in Attendance via Zoom:

Christopher Frye

Also in Attendance:

Guy Johnson, Jackie Johnson, from District Management, and Warren Turner of Hillside Commercial Group were physically present,
David O'Leary of Spencer Fane LLC, via teleconference

CALL TO ORDER:

Director Jon Turner called the meeting to order at 10:30p.m.

QUALIFICATION OF BOARD MEMBERS/OATHS OF OFFICE:

Mr. Johnson reported that all the Board members are registered to vote in Colorado and are residents and/or owners of taxable real or personal property within the Districts. Mr. Johnson informed the Board that the official bonds for the board members had been obtained through a bonding company and/or through the special district insurance pool and that all the Board members had been administered the Oaths of Office. Thereupon, the directors assumed their duties as members of the Board of Directors.

DISCLOSURE OF POTENTIAL CONFLICT OF INTEREST:

Mr. Johnson discussed the state law requirements for disclosure of potential conflicts of interest with the directors, noting that completed disclosure statements must be filed for each of the Directors with the Secretary of State and with the District at least 72 hours prior to a meeting in which a potential conflict may arise. In addition, each director is to verbally reveal his potential conflicts of interest to the Board at the start of the meeting in which the conflict may arise.

DISCUSSION OF OPEN MEETING REQUIREMENTS/POSTING REQUIREMENTS:

Mr. Johnson discussed the open meeting requirements and the posting requirements for the Districts, noting that any non-social meeting of three or more of the directors constituted an official meeting, and that notice of a meeting for the Districts is to be (1) provided to each Board member, and (2) posted in at least one public place within the District boundaries or posted on the District website at least 24 hours in advance of the meeting. If possible, the posting should include specific agenda information. Mr. Johnson further noted that notice of this joint special meeting had been so posted. The notice requirement is to post 24 hours in advance

of the meeting either at one physical location in the District or online at the District website. (Conflicts are filed 72 hours in advance).

Mr. Johnson further noted that notice of this joint special meeting had been so posted.

APPROVAL OF AGENDA:

The Board reviewed the agenda for this meeting.

Upon motion duly made by Director Jon Turner seconded by Director Emily Kupec, unanimously carried to approve the agenda.

APPROVAL OF MINUTES:

The meeting minutes of April 19, 2023 meeting was presented and discussed,

Upon motion, duly made by Director Emily Kupec, seconded by Director Jon Turner, and unanimously carried to approve the meeting minutes of April 19, 2023

PUBLIC COMMENTS:

No public comment

CONSIDER APPROVAL OF ANNUAL MATTERS, TRANSPARENCY NOTICES, & EXCLUSION OF WORKERS COMPEN:

Mr. O'Leary stated the Annual Matters, Transparency Notices, and Exclusion of Workers Compen were annual documents that needed to be reviewed and approved, After further discussion.

Upon motion duly made by Director Emily Kupec, seconded by Director Jon Turner and unanimously carried to Approve the Resolutions for Annual Matters, Transparency Notices ad the Resolution for Exclusion of Workers Compen.

DISTRICT SERVICE AGREEMENTS FOR 2025:

Mr. O'Leary presented the Service contracts for Legal, Management, and Auditor, After further discussion.

Upon motion duly made by Director Emily Kupec, seconded by Director Jon Turner and unanimously carried to Approve the 2025 Service Agreements as presented.

FINANCIAL REPORT:

Mr. Johnson stated audits, and exemption would need to be filed, and authorization needed to prepare the audits and exemptions, after further discussion.

Upon motion duly made by Director Jon Turner seconded by Directors Emily Kupec and unanimously carried; the Board approved the authorization for Audits and exemptions.

Mr. Johnson presented the board with the payables for April through November 2023 in the amount of \$667,617.45 With no further discussion.

Upon motion duly made by Director Jon Turner seconded by Directors Emily Kupec and unanimously carried; the Board approved the payables for April through November 2023 in the amount of \$667,617.45.

PUBLIC HEARING FOR 2024 AMENDED BUDGET:

Upon motion made by Director Emily Kupec, seconded by Director Jon Turner, and unanimously carried, the public hearing was opened on the proposed budgets for fiscal year 2024 for Northlake Metropolitan District Nos. 1, 2, 3,4 & 5. Mr. Johnson reported that the notice of the public hearing had been published in accordance with statutory requirements. Mr. Johnson presented the Amended 2024 budget to the Board due to additional revenue received.

After further discussion regarding budget matters and questions, hearing no further comments, the public hearing was closed by motion by Director Emily Kupec, seconded by Director Jon Turner, and unanimously carried.

Upon motion duly made by Director Emily Kupec, seconded by Director Jon Turner, and unanimously carried, the Board: resolved (1) to approve and adopt the Amened 2024 budgets as presented with mill levies Gallagherized with any changes discussed; (2) to authorize the appropriation of funds for the expenditures set out in the budgets; (3) to authorize the President and the Secretary to sign the necessary documentation; and (4) directed the District Manager to finalize and file the budgets with the Division of Local Government prior to January 31, 2025 upon final confirmation of assessed valuations from the County.

2025 BUDGET HEARING:

Upon motion made by Director Emily Kupec, seconded by Director Jon Turner, and unanimously carried, the public hearing was opened on the proposed budgets for fiscal year 2025 for Northlake Metropolitan District Nos. 1, 2, 3,4 &5. Mr. Johnson reported that the notice of the public hearing had been published in accordance with statutory requirements.

After further discussion regarding budget matters and questions, hearing no further comments, the public hearing was closed by motion by Director Emily Kupec, seconded by Director Jon Turner, and unanimously carried.

Upon motion duly made by Director Emily Kupec, seconded by Director Jon Turner, and unanimously carried, the Board: resolved (1) to approve and adopt the Proposed 2025 budgets as presented with mill levies Gallagherized with any changes discussed; (2) to authorize the appropriation of funds for the expenditures set out in the budgets; (3) to authorize the President and the Secretary to sign the necessary documentation; and (4) directed the District Manager to finalize and file the budgets with the Division of Local Government prior to January 31, 2025 upon final confirmation of assessed valuations from the County.

DISTRICT LEGAL COUNSEL REPORT:

Mr. O'Leary stated he had nothing further to add.

DISTRICT MANAGERS REPORT:

Mr. Johnson was asked to review a few points of the District Managers report.

1. **General District items:**
 - a. **Checking site**
 - b. **No construction going on.**
2. **Site Work:**
 - a. No constriction on site.
 - b. Posting for meetings.
3. **Web Site:**
 - a. Will set up web site in 2023.

OTHER MATTERS BEFORE THE BOARD:

The board had nothing further to discuss.

ADJOURNMENT:

Following no further discussion,

Upon motion duly made by Director Jon Turner, seconded Director Emily Kupec, and unanimously carried, the Board adjourned the joint organizational meeting of the Board of Directors of the Northlake Metropolitan District Nos. 1 - 5 at 11:01 a.m.

The foregoing minutes constitute a true and correct copy of the minutes of the above-referenced meeting and were approved by the Board of Directors of Northlake Metropolitan District Nos. 1 - 5.

A handwritten signature in blue ink, appearing to read "G. D. Johnson". The signature is fluid and cursive, with a long horizontal stroke at the end.

Guy D. Johnson, Secretary for the Meeting