

**RECORD OF PROCEEDINGS
MINUTES OF THE COMBINED SPECIAL MEETING
OF THE BOARDS OF DIRECTORS OF
NORTHLAKE METROPOLITAN DISTRICT NOS. 1-5**

HELD: Thursday, December 01, 2022, at 3:00 p.m. at 6355 Fairgrounds Avenue, Suite 300, Windsor, Colorado 80550 and via teleconference.

ATTENDANCE:

The combined special meeting of the Boards of Directors of the Northlake Metropolitan District Nos. 1-5 (collectively, the "Board") was called to order 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 Jon Turner, Emily Kupec, Jim Birdsall were physically present,

Directors Martha Turner and Chris Frye were absent and excused.

Guy Johnson, Jackie Johnson was present from the District and David S. O'Leary of Spencer Fane LLP, along with Warren Turner was present

CALL TO ORDER:

Director Emily Turner called the District meetings to order at 3:36 p.m.

And introductions of the board were made.

QUALIFICATION OF BOARD MEMBERS/OATHS OF OFFICE:

Mr. O'Leary 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 had been obtained with our insurance and that all the Board members had been administered the Oaths of Office. All Board Members also confirmed that prior to the meeting, they had been notified of the meeting and all Board Members confirmed their qualification to serve on the Boards.

DISCLOSURE OF POTENTIAL CONFLICT OF INTEREST:

Mr. O'Leary 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, Mr. O'Leary noted that notices of potential conflicts of interest for Board Members were filed. Mr. O'Leary advised the Boards that pursuant to Colorado law, certain disclosures by 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 Members 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 Members determined that the participation of the members' present was necessary to obtain a quorum or otherwise enable the Boards to act.

CONSIDER APPROVAL OF AGENDA:

The Board reviewed the agenda,

Upon motion duly made by Director Emily Kupec, seconded by Director Jim Birdsall, and unanimously carried to approve the agenda.

CONSIDER APPROVAL OF MINUTES:

The meeting minutes of April 06, 2022, meeting was presented and discussed,

Upon motion duly made by Director Emily Kupec, seconded by Director Jim Birdsall, and unanimously carried to approve the meeting minutes of April 06, 2022.

PUBLIC COMMENTS: At this time Director Emily Kupec, opened the meeting for public comments, having no public comments or input at this time, this portion of the meeting was closed.

CONSIDER APPROVAL OF RESOLUTION CONCERNING ANNUAL ADMINISTRATIVE MATTERS 2023:

Mr. Johnson presented a Resolution Concerning Annual Administrative Matters for 2023 for the Districts.

Following discussion

Upon motion duly made by Director Emily Kupec, seconded by Director Jim Birdsall, and unanimously carried, the Board approved the Resolution Concerning Annual Administrative Matters for 2023.

CONSIDER APPROVAL OF AUTHORIZATION TO FILE UPDATED TRANSPARENCY NOTICES:

Mr. Johnson presented the Transparency Notices and discussed that these will need to be posted on the District's website on or before January 15, 2023. These notices will also be provided to the Division of Local Government and appropriate state agencies as required by law. After further discussion on the matters and.

Upon motion duly made by Director Emily Kupec, seconded by Director Jim Birdsall, and unanimously carried, the Board approved the Transparency Notices and authorized the District consultants to file the notices with the appropriate parties.

CONSIDER APPROVAL OF EXCLUSION OF WORKERS COMPENSATION INSURANCE:

Mr. Johnson noted that it was time to renew the Resolution for the Board to be excluded from Worker's Compensation, if the Board elects to continue not having worker's compensation coverage for the board members. After further discussion on the matters and

Upon motion duly made by Director Emily Kupec, seconded by Director Jim Birdsall, unanimously carried, the Board approved the Resolution to Exclude the Board from Worker's Compensation Insurance and to file the Resolution along with the State of Colorado Worker's Compensation Exclusion form with the appropriate parties.

CONSIDER APPROVAL OF 2023 DISTRICT SERVICE AGREEMENTS:

Mr. Johnson presented and discussed engagement letters and/or proposals for service agreements for District Management, Auditors for filing the Annual Audit and Exemption Agreements, and Engagement of District Counsel to the Board of Directors. Mr. Johnson discussed the renewal and/or engagement of service providers for the District and reviewed the proposed costs and expenditures related to these service agreements with the Board. After further discussion on the matters

Upon motion duly made by Director Emily Kupec, seconded by Director Jim Birdsall, unanimously carried, the Board approved the and unanimously carried to approve the Districts service agreements for District Management, Auditors, and Engagement of District Counsel and authorized Guy Johnson to finalize any negotiations and execution of the service agreements.

CONSIDER APPROVAL AND RATIFICATION OF AUDIT AND AUDIT EXEMPTION:

Mr. Johnson reviewed with the Board preparing for the 2022 audits and/or exemptions. It was noted that if revenues or expenditures for a district are less than \$750,000.00 in 2022, the district may file application for Exemption from Audit on or before March 31st. After further discussion on the matters and.

Upon motion duly made by Director Emily Kupec, seconded by Director Jim Birdsall, and unanimously carried to authorize Mr. Johnson to prepare for District 2022 audits and or fill out application for exemptions from audits as appropriate and to take such further action as necessary to complete and file these documents with the necessary state agencies.

CONSIDER APPROVAL OF PAYABLES:

Mr. Johnson reviewed with the Board the expenditures for NLMD 1-5 for April 2022 through November 2022 with the total of \$21,478.74, After further discussion on the matters and.

Upon motion duly made by Director Emily Kupec, seconded by Director Jim Birdsall, and unanimously carried, the Board approved the payable of NLMD 1-5 for April 2022 through November 2022 with the total of \$21,478.74.

PUBLIC HEARING ON THE AMENDED 2022 BUDGET HEARING:

Mr. Johnson stated this was a place holder and was not needed at this time.

PUBLIC HEARING ON THE PROPOSED 2023 NLMD NOS. 1-5 BUDGET HEARING:

Upon motion made by Director Emily Kupec, seconded by Director Jim Birdsall, and unanimously carried, the public hearing was opened on the proposed budgets for fiscal year 2023 for Northlake Metropolitan District Nos. 1-5. Mr. Johnson reported that notice of the public hearing had been published and posted in accordance with statutory requirements. Mr. Johnson presented the proposed 2023 budgets to the Board.

Following discussion, the public hearing was closed upon motion duly made by Director Emily Kupec, seconded by Director Jim Birdsall, and unanimously carried.

Upon motion duly made by Director Emily Kupec, seconded by Director Jim Birdsall, and unanimously carried, the Board: adopted the proposed resolutions which: (1) approved and adopted the 2023 budgets as presented with mill levies Gallagherized; (2) authorized the appropriation of funds for the expenditures set out in the budgets; (3) authorized the President and the Secretary to sign the necessary documentation; and (4) directed the District Manager to file the budgets with the Division of Local Government prior to January 31, 2023.

DISTRICT LEGAL COUNSEL REPORT:

Mr. O'Leary presented the resolution Calling the May 2nd, 2023, Election,

Upon motion duly made by Director Emily Kupec, seconded by Director Jim Birdsall, and unanimously carried, the Board approved the Resolution Concerning the Regular Election to be held May 2, 2023 and authorized the Designated Election Official to take such actions as necessary to conduct the election in compliance with law.

DISTRICT MANAGERS REPORT:

Mr. Johnson reviewed and discussed the managers' report for NLMD 1-5 with the Boards.

1. General District items:

1. Need copy of any IGA's.
2. Need copy of any Lease's, such as dairy Farm lease or water rights leases.
3. 2020 and 2021 Audit Exemptions have been filed with the State Auditors Department, just waiting for the acceptance and release of funds.

2. Site Work:

- a. Any type of non-Potable system now or in the future?
- b. Any type of non-Potable system lease of water/shares.

3. Web Site:

- a. Working on web site up.

OTHER MATTERS:

The Board noted there were no other matters at this time.

ADJOURNMENT:

Upon confirmation that there were no additional matters and following a request and receiving no further discussion, upon motion duly made by Director Emily Kupec, seconded by Director Jim Birdsall, and unanimously carried, the Board adjourned the December 01, 2022, Nos. 1-5 at 4:00 p.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.



Guy D. Johnson Secretary for the meeting