

MINUTES OF THE ORGANIZATIONAL MEETING OF
THE BOARD OF DIRECTORS OF

JOHNSTOWN FARMS EAST METROPOLITAN
DISTRICT

Held: Friday, December 11, 2020 at 10:30 a.m.

Due to the Executive Order issued by Governor Polis on April 26, 2020, requiring all residents of the State of Colorado to stay-at-home to minimize the spread and impact of COVID-19, and the Updated Public Health Order 20-28 implementing the Executive Order, issued by the Colorado Department of Health and Environment (CDPHE) on April 26, 2020, the meeting was held via teleconference.

Attendance

The organizational meeting of the Board of Directors of the Johnstown Farms East Metropolitan District, was called and held as shown above and in accordance with the applicable statutes of the State of Colorado. The following directors, having confirmed their qualification to serve on the Board, were in attendance:

Craig Campbell
Jack N. Hoagland
Kurtis Jones
Mark Kirschner
Michael Pietschmann

Also present: Zachary P. White, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law, District General Counsel and Alex Fink, CliftonLarsonAllen LLP

Call to Order

It was noted that a quorum of the Board was present and the meeting was called to order.

**Conflict of Interest
Disclosures**

Mr. White advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Mr. White reported that disclosures for those directors that provided White Bear Ankele Tanaka & Waldron with notice of potential or existing conflicts of interest were filed with the Secretary of State's Office and the Board at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Board. Mr. White inquired into whether members of the Board had any additional disclosures of potential or existing conflicts of interest with regard to any matters scheduled for discussion at the meeting. Director Pietschmann informed the Board that he had not disclosed any existing or potential conflicts prior to the

meeting and indicated he would abstain from voting on all matters. No additional disclosures were noted. The participation of the members present was necessary to obtain a quorum or to otherwise enable the Board to act.

**Resolution Declaring
Emergency Procedures
and Authorizing
Teleconferencing of
Regular and Special
Meetings**

Mr. White presented the Board with the Resolution Declaring Emergency Procedures and Authorizing Teleconferencing of Regular and Special Meetings for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the resolution.

Election of Officers

The Board engaged in general discussion regarding the Election of Officers. Following discussion, upon a motion duly made and seconded, the Board elected Director Campbell as President, Director Jones as Secretary/Treasurer, Director Hoagland as Assistant Secretary, Director Kirschner as Assistant Secretary and Director Pietschmann as Assistant Secretary.

Agenda

Mr. White presented the Board with the agenda for the meeting for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agenda as amended.

Public Comment

None.

Administrative Matters

Discuss and Consider
Adoption of 2020 Annual
Administrative Resolution

Mr. White presented the Board with the 2020 Annual Administrative Resolution for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the resolution.

Consider Adoption of Public
Records Request Policy

Mr. White presented the Board with the Public Records Request Policy for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the policy.

Consider Adoption of
Resolution Adopting the
Colorado Special District
Records Retention Schedule

Mr. White presented the Board with the Resolution Adopting the Colorado Special District Records Retention Schedule for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the resolution.

Consider Adoption of
Resolution Adopting
Personal Data Privacy
Policy

Mr. White presented the Board with the Resolution Adopting Personal Data Privacy Policy for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the resolution.

Consider Approval of Resolution Concerning Authorization for Approval of Contracts and Payment of Claims

Mr. White presented the Board with the Resolution Concerning Authorization for Approval of Contracts and Payment of Claims for consideration. Following discussion, upon a motion duly made and seconded, the Board approved the resolution. Director Pietschmann abstained.

Consider Adoption of Resolution Establishing and Electronic Signature Policy

Mr. White presented the Board with the Resolution Establishing and Electronic Signature Policy for consideration. Following discussion, upon a motion duly made and seconded, the Board approved the resolution. Director Pietschmann abstained.

Insurance & Liability

Discuss Director Liability Issues and Memorandum

Mr. White presented the memorandum re director liability to the Board and discussed with the Board their duties and responsibilities as directors. Mr. White also advised the Board regarding potential sources of liability as directors and protections against liability available to the District. No action required by the Board at this time.

Discuss and Consider Adoption of Resolution Providing for the Defense and Indemnification of Directors and Employees of the District

Mr. White presented the Board with the Resolution Providing for the Defense and Indemnification of Directors and Employees of the District for consideration. Following discussion, upon a motion duly made and seconded, the Board approved the resolution. Director Pietschmann abstained.

Discuss Insurance Requirements (public official's liability, general liability, workers' compensation, comprehensive crime) and Consider Adoption of Resolution Approving an IGA with the Colorado Special Districts Property and Liability Pool and Authorize Membership in the Special District Association

The Board engaged in a discussion regarding insurance requirements and coverage options. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the Resolution Approving the Intergovernmental Agreement with the Colorado Special Districts Property and Liability Pool and authorized a membership with the Special District Association.

Consider Approval of Agency Services Agreement with T. Charles Wilson Insurance Services

Mr. White presented the Board with the Agency Services Agreement with T. Charles Wilson for consideration. Following discussion, upon a motion duly made and seconded, the Board approved the agreement. Director Pietschmann abstained.

Discuss Workers' Compensation Coverage and Consider Authorizing Filing of Exclusion of Uncompensated Public Officials form for 2020 Policy Period

The Board engaged in a discussion regarding workers' compensation coverage. Following discussion, the Board determined not to obtain workers' compensation coverage at this time and directed legal counsel to file the appropriate documents to exclude from it.

Consider Approval of Property and Liability Insurance Limits and Deductibles

The Board engaged in a discussion regarding property and liability coverage for 2020. Following discussion, upon a motion duly made and seconded, the Board unanimously approved liability coverage for 2020 and instructed legal counsel to bind.

Engagement of Consultants

Consider Approval of Engagement Letter with White Bear Ankele Tanaka & Waldron for Legal Services

Mr. White presented the Board with the Engagement Letter from White Bear Ankele Tanaka & Waldron for Legal Services. Mr. White stated that as he is not independent as to the engagement, and that the Board is advised to have separate legal counsel review the engagement letter. The Board declined to engage separate legal counsel to review the letter. Following discussion, upon a motion duly made and seconded, the Board approved the engagement. Director Pietschmann abstained.

Consider Approval of Engagement of CliftonLarsonAllen LLP for Accounting Services

Mr. White presented the Board with the Engagement Letter from CliftonLarsonAllen LLP for Accounting Services. Following discussion, upon a motion duly made and seconded, the Board approved the engagement. Director Pietschmann abstained.

Legal Matters

Consider Approval of Intergovernmental Agreement with the Town of Johnstown Regarding the Service Plan

Mr. White presented the Board with the Intergovernmental Agreement with the Town of Erie Regarding the Service Plan for consideration. Following discussion, upon a motion duly made and seconded, the Board approved the agreement. Director Pietschmann abstained.

Consider Approval Funding and Reimbursement Agreement (Operations) with TF Johnstown Farms LP

Mr. White presented the Board with the Funding and Reimbursement Agreement (Operations) with TF Johnstown Farms LP for consideration. The Board engaged in discussion regarding funding needs for initial years and interest rate. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agreement. Director Campbell informed the Board that he has a potential conflict of interest involving the matter discussed herein, and Director Campbell abstained from

voting on the matter.

Consider Approval of Assignment and Assumption Agreement with Johnstown Farms Metropolitan District and TF Johnstown Farms LP

Mr. White presented the Board with the Assignment and Assumption Agreement with Johnstown Farms Metropolitan District and TF Johnstown Farms LP for consideration. Following discussion, upon a motion duly made and seconded, the Board approved the agreement subject to comments received from the Town and directed legal counsel to coordinate review by the Town. Director Campbell informed the Board that he has a potential conflict of interest involving the matter discussed herein, and Director Campbell and Director Pietschmann abstained from voting on the matter.

Consider Adoption of Resolution Regarding Electronic Posting of Meeting Notices

Mr. White presented the Board with the Resolution Regarding Electronic Posting of Meeting Notices for consideration. Following discussion, upon a motion duly made and seconded, the Board approved the resolution subject to creation of a District website. Director Pietschmann abstained.

Discuss Establishment of District Website – Consider Approval of Independent Contractor Agreement with Heatherly Creative, LLC

Mr. White presented the Board with the Contract with Heatherly Creative, LLC for the creation and on-going maintenance of a District Website. Following discussion, upon a motion duly made and seconded, the Board approved the contract. Director Pietschmann abstained.

Financial Matters

Conduct Public Hearing on 2020 Budget

Director Campbell opened the public hearing on the proposed 2020 Budget. Mr. White noted that the notice of public hearing was provided in accordance with Colorado law. No written objections have been received prior to the meeting. There being no public comment, the hearings were closed.

Consider Approval of Resolution Adopting the 2020 Budget

Mr. Fink reviewed the proposed 2020 Budget with the Board. Following discussion, upon a motion duly made and seconded, the Board adopted the resolution adopting the 2020 Budget. Director Pietschmann abstained.

Conduct Public Hearing on 2021 Budget

Director Campbell opened the public hearing on the proposed 2021 Budget. Mr. White noted that the notice of public hearing was provided in accordance with Colorado law. No written objections have been received prior to the meeting. There being no public comment, the hearings were closed.

Consider Approval of Resolution Adopting the

Mr. Fink reviewed the proposed 2021 Budget with the Board. Following discussion, upon a motion duly made and seconded,

2021 Budget

the Board adopted the resolution adopting the 2021 Budget. Director Pietschmann abstained.

Consider Approval of Execution of (1) Form SS-4 Application for Federal Employer Identification Number; (2) Application for Colorado Sales Tax Exemption Number; and (3) Application for Assignment of PDPA Number

Mr. White presented the Board with the application for Federal Employer Identification Numbers, Colorado Sales Tax Exemption number, and PDPA number for consideration. Following discussion, upon a motion duly made and seconded, the Board approved the applications and instructed legal counsel to file appropriately. Director Pietschmann abstained.

Discuss and Consider Establishment of Bank Accounts and Authorize Signers on the Accounts

The Board engaged in a discussion regarding the establishment of District bank accounts and authorizing signers for the same. Following discussion, upon a motion duly made and seconded, the Board unanimously authorized opening a bank account in coordination with the District accountant and authorized Directors Campbell and Jones as signers.

Other Financial Matters

None.

Other Business

None.

Adjournment

There being no further business to come before the Board, and following discussion and upon motion duly made, seconded, and unanimously carried, the Board determined to adjourn the meeting.

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

Kurtis Jones

Kurtis Jones (Oct 1, 2021 09:11 MDT)

Secretary for the Meeting

The foregoing minutes were approved by the Board of Directors on the 20th day of September, 2020.