

# RECORD OF PROCEEDINGS

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## MINUTES OF THE COORDINATED ORGANIZATIONAL MEETING OF PODTBURG METROPOLITAN DISTRICT NOS. 1 – 6

HELD  
January 24, 2022

The Boards of Directors of Podtburg Metropolitan District Nos. 1 – 6 held a coordinated organizational meeting, open to the public, at 1:00 p.m., Monday, January 24, 2022. Notice of the meeting was posted in one public place within the boundaries of the Districts. **Due to the threat to health and safety posed by the COVID-19 pandemic, the meeting was held via Zoom.**

### ATTENDANCE

#### Directors in Attendance via Teleconference:

Eric Podtburg  
Greg Podtburg  
Marcus Podtburg  
Rick Podtburg  
Wade Podtburg

#### Also in Attendance via Teleconference:

Alan Pogue and Anna Wool; Icenogle Seaver Pogue, P.C.  
Andrea Weaver, Centennial Consulting Group

### CALL MEETING TO ORDER

The meeting was called to order at 1:14 p.m. by Mr. Pogue, noting that a quorum was present. The Directors in attendance confirmed their qualifications to serve.

### QUALIFICATION OF BOARD MEMBERS/ OATHS OF OFFICE AND BONDS/ CONFLICT OF INTEREST DISCLOSURE

Mr. Pogue discussed the process of qualifying Board members, affirmed that Oaths of Office had been administered and filed per Colorado law, and confirmed that Performance Bonds had been obtained for the Directors and Treasurer of each District, as required by law, and filed with the District Court and Division of Local Government.

Mr. Pogue further discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board of Directors to the Secretary of State. The members of the Boards were requested to disclose any potential conflicts of interest regarding any matters scheduled for discussion at this meeting and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with statute. It was noted by Mr. Pogue that disclosures of potential conflicts of interest were filed with the Secretary of State for all Directors.

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APPROVAL OF  
AGENDA/CONFIRM  
MEETING  
LOCATION/POSTING  
OF NOTICES

The Boards reviewed the agenda. Upon motion by Director Eric Podtburg and seconded by Director Greg Podtburg, the Boards unanimously approved the agenda as presented. Mr. Pogue noted that the meeting was being conducted via Zoom as indicated on the agenda and confirmed that notice providing the time, date and video link information was duly posted in advance of the meeting.

FILING OF OATHS OF  
OFFICE AND  
ORGANIZATIONAL  
DOCUMENTS

Mr. Pogue affirmed that Oaths of Office and all documents pertaining to the organization of the Districts had been filed in accordance with Colorado law.

PUBLIC COMMENT ON  
MATTERS NOT ON THE  
AGENDA

Mr. Pogue opened the meeting for public comment and, noting that no members of the public were present, closed the public comment period.

APPOINTMENT OF  
OFFICERS

Mr. Pogue discussed with the Board Members the duties of the Officers for the Districts, including the offices of President, Secretary and Treasurer. Upon motion duly made by Director Eric Podtburg and seconded by Director Greg Podtburg, the Boards unanimously selected and approved the Officers of each District as follows:

President & Chairman: Greg Podtburg  
Vice President: Wade Podtburg  
Treasurer: Eric Podtburg  
Secretary: Marcus Podtburg  
Assistant Secretary: Rick Podtburg

INDEMNIFICATION  
RESOLUTION

Mr. Pogue reviewed the Resolution Providing for the Defense and Indemnification of Directors and Employees of the Districts. Upon motion duly made by Director Eric Podtburg and seconded by Director Greg Podtburg, the Boards unanimously approved the Resolution Providing for the Defense and Indemnification of Directors and Employees of the Districts.

DIRECTOR FEES

Mr. Pogue reviewed and discussed payment of Director's fees. Upon motion duly made by Director Greg Podtburg and seconded by Director Eric Podtburg, the Boards unanimously approved waived payment of Director's Fees.

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## ORGANIZATIONAL MATTERS RESOLUTION

Mr. Pogue reviewed the Organizational Matters Resolution with the Boards. Upon motion duly made by Director Eric Podtburg and seconded by Director Greg Podtburg, the Boards unanimously approved the Organizational Matters Resolution.

## MEETING RESOLUTION

Mr. Pogue reviewed the Resolution Establishing Regular Meeting Dates, Times and Locations, and Designating Locations for Posting of 24-Hour Notices. Upon motion duly made by Director Eric Podtburg and seconded by Director Greg Podtburg, the Boards unanimously approved the Resolution, noting that regular Board meetings will be held virtually and will be scheduled on the fourth Monday of January and the first Monday of November at 1:00 p.m.

## ENGAGEMENT OF CONSULTANTS

The Boards considered the engagement of District Manager/Accountant and District Legal Counsel. Director Greg Podtburg discussed his meetings with candidates for District Manager. Upon motion duly made by Director Greg Podtburg and seconded by Director Eric Podtburg the Boards unanimously approved engagement of the following consultants:

District Manager, Accountant: Centennial Consulting Group  
District Legal Counsel: Icenogle Seaver Pogue, P.C.

## INSURANCE COVERAGE

Mr. Pogue discussed the insurance requirements with the Boards to obtain insurance coverage through the Colorado Special Districts Property and Liability Pool and join the Special District Association. Upon motion duly made by Director Eric Podtburg and seconded by Director Greg Podtburg, the Boards unanimously approved insurance coverage for Public Official's Liability, General Liability, Directors and Officers Liability, including Workers' Compensation, and membership to the Colorado Special District Association.

## GOVERNMENTAL IMMUNITY MEMO

Mr. Pogue reviewed with the Boards the Governmental Immunity Memorandum.

## RATIFICATION OF PAST ACTIONS

Following review and discussion and upon motion duly made by Director Eric Podtburg and seconded by Director Greg Podtburg, the Boards unanimously ratified past actions.

## WEBSITE ESTABLISHMENT

The Boards will work with Centennial Consulting Group to establish a website for the Districts.

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## FINANCIAL ITEMS

Mr. Pogue discussed with the Boards the need to establish (1) Form SS-4 Application for Employer Identification Number; (2) Application for Sales Tax Exemption for Colorado Organizations; and (3) Application by Official Custodian for Assignment of PDPA Number for Public Funds Deposited in Banks. Following discussion, upon motion duly made by Director Eric Podtburg and seconded by Director Greg Podtburg and unanimously approved the applications for (1) Form SS-4 Application for Employer Identification Number; (2) Application for Sales Tax Exemption for Colorado Organizations; and (3) Application by Official Custodian for Assignment of PDPA Number for Public Funds Deposited in Banks for each District and directed legal counsel to work with the District manager to cause these to be done immediately.

## 2021 PROPOSED BUDGET HEARING

Director Greg Podtburg opened the Districts' 2021 Budget Hearings to the public. Mr. Pogue reported that notice of the budget hearings had been duly posted in accordance with state budget law. There being no public input, the public hearing portion of the budget hearings was closed. The Boards reviewed the 2021 budgets for the Districts:

District No. 1:  
General Fund Expenditures \$0  
Capital Fund Expenditures \$0  
Mill levy is 0 mills

District No. 2:  
General Fund Expenditures \$0  
Capital Fund Expenditures \$0  
Mill levy is 0 mills

District No. 3:  
General Fund Expenditures \$0  
Capital Fund Expenditures \$0  
Mill levy is 0 mills

District No. 4:  
General Fund Expenditures \$0  
Capital Fund Expenditures \$0  
Mill levy is 0 mills

District No. 5:  
General Fund Expenditures \$0  
Capital Fund Expenditures \$0  
Mill levy is 0 mills

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District No. 6:  
General Fund Expenditures \$0  
Capital Fund Expenditures \$0  
Mill levy is 0 mills

Upon discussion, a motion was duly made by Director Eric Podtburg and seconded by Director Greg Podtburg, and upon unanimous vote the Boards approved the Resolutions to Adopt the 2021 Budgets.

## 2022 PROPOSED BUDGET HEARING

Director Greg Podtburg opened the Districts' 2022 Budget Hearings to the public. Mr. Pogue reported that notice of the budget hearings had been duly posted in accordance with state budget law. There being no public input, the public hearing portion of the budget hearings was closed. The Boards reviewed the 2022 budgets for the Districts:

District No. 1:  
General Fund Expenditures \$48,500  
Capital Fund Expenditures \$0  
Mill levy is 0 mills

District No. 2:  
General Fund Expenditures \$0  
Capital Fund Expenditures \$0  
Mill levy is 0 mills

District No. 3:  
General Fund Expenditures \$0  
Capital Fund Expenditures \$0  
Mill levy is 0 mills

District No. 4:  
General Fund Expenditures \$0  
Capital Fund Expenditures \$0  
Mill levy is 0 mills

District No. 5:  
General Fund Expenditures \$0  
Capital Fund Expenditures \$0  
Mill levy is 0 mills

District No. 6:  
General Fund Expenditures \$0

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Capital Fund Expenditures \$0  
Mill levy is 0 mills

Upon discussion, a motion was duly made by Director Eric Podtburg and seconded by Director Greg Podtburg, and upon unanimous vote the Boards approved the Resolutions to Adopt the 2022 Budgets.

## DISTRICT CHECKING ACCOUNT

Mr. Pogue noted that the District's manager and accountant would establish checking accounts as needed.

## LEGAL ITEMS

### RESOLUTION APPROVING PUBLIC RECORDS POLICY

Mr. Pogue reviewed the Resolution Regarding a Public Records Policy Regarding the Inspection, Retention and Disposal of Public Records, Appointing an Official Custodian, and Adopting Policies and Fees Schedule for the Handling of Records Requests Under the Colorado Open Records Act. Upon motion duly made by Director Eric Podtburg, seconded by Director Greg Podtburg, the Boards unanimously approved the Resolution Regarding a Public Records Policy Regarding the Inspection, Retention and Disposal of Public Records, Appointing an Official Custodian, and Adopting Policies and Fees Schedule for the Handling of Records Requests Under the Colorado Open Records Act.

### RESOLUTION APPROVING DATA PROTECTION POLICY

Mr. Pogue presented the Resolution Adopting Procedures for Protecting and Destroying Customer Information Maintained by the Districts. Upon motion duly made by Director Eric Podtburg, seconded by Director Greg Podtburg, the Boards unanimously approved the Resolution Approving a Data Protection Policy.

### RESOLUTION ESTABLISHING DISTRICT INVESTMENT POLICY

Mr. Pogue reviewed the Resolution Establishing a District Investment Policy for the Districts. Upon motion duly made by Director Eric Podtburg, seconded by Director Greg Podtburg, the Boards unanimously approved the Resolution Establishing a District Investment Policy.

### 2022 ELECTION RESOLUTION

Mr. Pogue reviewed the 2022 Regular Special District Election Resolution with the Boards. Upon motion duly made by Director Eric Podtburg, seconded by Director Greg Podtburg, the Boards unanimously approved the 2022 Regular Special District Election Resolution.

### INTERGOVERNMENTAL AGREEMENT WITH

Intergovernmental Agreement among the Town of Johnstown, Colorado and Podtburg Metropolitan District Nos 1 – 6: Mr. Pogue reviewed the agreement with the Boards. Upon motion duly made by Director Eric

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TOWN OF JOHNSTOWN Podtburg, seconded by Director Greg Podtburg, the Boards unanimously approved the Intergovernmental Agreement among the Town of Johnstown and Podtburg Metropolitan District Nos 1 – 6 and the District Indemnity Letter to the Town.

ADDITIONAL ITEMS  
FROM LEGAL  
COUNSEL

Intergovernmental Agreement Concerning District Operations among Podtburg Metropolitan Districts No. 1 - 6.: Mr. Pogue reviewed the agreement with the Boards. Upon motion duly made by Director Eric Podtburg and seconded by Director Greg Podtburg, the Boards unanimously approved the Intergovernmental Agreement concerning District Operations=s.

Improvement Acquisition, Advance and Reimbursement Agreement between District No. 1 and Podtburg Dairy Limited Partnership, LLLP for Funding Capital Improvements and the issuance of a Subordinate Note evidencing District No.1's Reimbursement Obligation: Mr. Pogue reviewed the agreement with the Boards. Upon motion duly made by Director Eric Podtburg and seconded by Director Greg Podtburg, the Boards unanimously approved the Improvement Acquisition, Advance and Reimbursement Agreement.

2022 Funding and Reimbursement Agreement between District No. 1 and Podtburg Dairy Limited Partnership, LLLP for Funding Operations and Maintenance Expenses and the issuance of a Subordinate Promissory Note evidencing District No.1's Reimbursement Obligation: Mr. Pogue reviewed the agreement with the Board. Upon motion duly made by Director Eric Podtburg and seconded by Director Greg Podtburg, the Boards unanimously approved the 2022 Funding and Reimbursement Agreement.

CAPITAL  
INFRASTRUCTURE

No items to discuss.

ADJOURNMENT

There being no further business to come before the Boards and upon motion and second, the meeting was adjourned at 2:52 p.m.

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

Respectfully Submitted,

*Anna Wool*

Anna Wool (Dec 5, 2022 11:56 MST)

Anna C. Wool, Secretary for the Meeting