

**PODTBURG METROPOLITAN DISTRICT NOS. 1 – 6  
2023 ANNUAL ADMINISTRATIVE MATTERS RESOLUTION**

WHEREAS, the Boards of Directors (individually, the “Board,” and collectively, the “Boards) of Podtburg Metropolitan District Nos. 1 – 6 (the “Districts”) are required to perform certain administrative obligations during each calendar year to comply with certain statutory requirements, as further described below, and to assure the efficient operations of the Districts; and

WHEREAS, the Boards desire to set forth such obligations herein and to designate, where applicable, the appropriate person or person(s) to perform such obligations on behalf of the Districts; and

WHEREAS, the Boards further desire to acknowledge and ratify herein certain actions and outstanding obligations of the Districts.

NOW, THEREFORE, THE BOARDS OF DIRECTORS OF PODTBURG METROPOLITAN DISTRICT NOS. 1 – 6 HEREBY RESOLVE AS FOLLOWS:

1. The Boards direct the District Manager to prepare and file either an accurate map, as specified by the Colorado Division of Local Government (the “Division”), or a notice that the Districts’ boundaries have not changed since the filing of the last District map, with the Division, the Weld County (the “County”) Clerk and Recorder, and the County Assessor on or before January 1, 2023, as required by Section 32-1-306, C.R.S.

2. Pursuant to Section 24-32-116(3)(b), C.R.S, the Boards direct legal counsel to update the Division with any of the following information previously provided to the Division, in the event such information changes: (i) the official name of the Districts; (ii) the principal address and mailing address of the Districts; (iii) the name of the Districts’ agent; and (iv) the mailing address of the Districts’ agent.

3. The Boards direct legal counsel to prepare, no more than sixty (60) days prior to and not later than January 15, 2023, the Districts’ annual transparency notices containing the information set forth in Section 32-1-809(1), C.R.S., and to provide such notices to the eligible electors of the Districts in one of the manners set forth in Section 32-1-809(2), C.R.S. In addition, legal counsel is directed to file a copy of the notices with the County Board of County Commissioners, the County Assessor, the County Treasurer, the County Clerk and Recorder’s Office, the Town of Johnstown Town Council (“Town Council”), and the Division as set forth in Section 32-1-104(2), C.R.S. Copies of the notices shall be made available for public inspection at the principal business office of the Districts.

4. The Boards direct the Districts’ accountant to submit proposed 2024 budgets of the Districts to the Boards by October 15, 2023; to schedule public hearings on the proposed budgets; to prepare final budgets and budget resolutions, including certifications of mill levies and amendments to the budgets if necessary; to certify the mill levies to County on or before December 15, 2023; and to file the approved budgets and amendments thereto with the proper governmental

entities in accordance with the Local Government Budget Law of Colorado, Sections 29-1-101 to 29-1-115, C.R.S.

5. In the event additional real property is included into the boundaries of the Districts in the future, the Boards authorize legal counsel to record the special district public disclosure document and a map of the new boundaries of the Districts concurrently with the recording of the order for inclusion in the County Clerk and Recorder's office, in accordance with Section 32-1-104.8(2), C.R.S.

6. The Boards direct legal counsel to notify the Town Council of any alteration or revision of the proposed schedule of debt issuance set forth in the financial plan attached to the Districts' Service Plan, as required by Section 32-1-202(2)(b), C.R.S.

7. For any nonrated public securities issued by the Districts, the Boards direct the Districts' accountant to prepare and file with the Division on or before March 1, 2023, an annual information report with respect to any of the Districts' nonrated public securities which are outstanding as of the end of the Districts' fiscal year in accordance with Section 11-58-105, C.R.S.

8. The Boards hereby authorize the Districts' accountant to prepare and file an Audit Exemption and Resolution for approval of Audit Exemption with the Colorado State Auditor by March 31, 2023, as required by Section 29-1-604, C.R.S.; or, if required by Section 29-1-603, C.R.S., the Boards authorize that an audit of the financial statements be prepared and submitted to the Boards before June 30, 2023 and filed with the State Auditor by July 31, 2023. In addition, if each District has authorized but unissued general obligation debt as of the end of the fiscal year, the Districts' accountant shall cause to be submitted to the Town the District's audit report or a copy of its application for exemption from audit in accordance with Section 29-1-606(7), C.R.S.

9. The Boards direct the District Manager to prepare the Unclaimed Property Act report and forward the report to the Colorado State Treasurer by November 1, 2023, if there is property presumed abandoned and subject to custody as unclaimed property, in accordance with Section 38-13-401 *et seq.*, C.R.S.

10. Each Board directs the District's accountant to oversee the preparation and submission of any continuing annual disclosure report and/or other financial reports and documents required to be filed pursuant to a continuing disclosure agreement and any authorizing resolution, indenture, pledge agreement, loan document, and/or any other document related to the issuance of any general or special obligation bonds, revenue bonds, loans from financial institutions or other multiple fiscal year obligations by the District and any refundings thereof.

11. The Boards designate the Secretary of the Districts as the official custodian of "public records," as such term is used in Section 24-72-202(2), C.R.S. Public records may also be maintained at the offices of Icenogle Seaver Pogue, P.C. and Centennial Consulting Group, LLC.

12. The Boards direct legal counsel to advise them on the requirements of the Fair Campaign Practices Act Section 1-45-101 *et seq.*, C.R.S., when applicable.

13. The Boards direct that all legal notices shall be published in accordance with Section 32-1-103(15), C.R.S., in a paper of general circulation within the boundaries of the Districts, or in the vicinity of the Districts if none is circulated within the Districts including, but not limited to, *The Johnstown Breeze*.

14. The Boards determine that their respective directors shall not receive compensation for services as directors, as otherwise permitted pursuant to Section 32-1-902(3), C.R.S.

15. The Boards hereby determine that each director of the Boards shall execute an affidavit of qualification at such time the director is either elected or appointed to the Boards. Such affidavits shall be retained in the Districts' files. Section 32-1-103(5), C.R.S. sets forth the qualifications required. Pursuant to Section 32-1-901, C.R.S., the Boards direct legal counsel to prepare, administer and file an oath of office and a certificate of appointment, if applicable, and procure a surety bond for each Director, and to file copies of each with the Clerk of the Court and with the Division. Pursuant to Section 24-12-101(3), C.R.S., each Board directs legal counsel to further file copies of each with the County Clerk and Recorder.

16. The Boards extend the current indemnification resolutions adopted by the Boards on January 24, 2022, to allow the resolutions to continue in effect as written.

17. Pursuant to Section 32-1-1101.5, C.R.S., the Boards direct legal counsel to certify the results of special district ballot issue elections to incur general obligation indebtedness by certified mail to the Town Council and to file a copy of the certification with the Colorado Division of Securities within forty-five (45) days after the election. Whenever the Districts authorize or incur a general obligation debt, the Boards authorize legal counsel to record notice of such action and a description of such debt, in a form prescribed by the Division, in the County Clerk and Recorder's office within thirty (30) days after authorizing or incurring the debt, in accordance with Section 32-1-1604, C.R.S. Furthermore, whenever the Districts incur general obligation debt, the Boards direct legal counsel to submit a copy of the recorded notice to the Town Council within thirty (30) days after incurring the debt in accordance with Section 32-1-1101.5(1), C.R.S.

18. The Boards direct legal counsel to prepare and file an application for a quinquennial finding of reasonable diligence with the Town Council, if requested, in accordance with Section 32-1-1101.5(1.5) & (2), C.R.S.

19. The Boards direct legal counsel to prepare and file the special district annual report in accordance with the Districts' Service Plan and Section 32-1-207(3)(c), C.R.S.

20. The Boards have determined that legal counsel will file conflicts of interest disclosures provided by members of the Boards with the Colorado Secretary of State seventy-two (72) hours prior to each meeting of the Boards, in accordance with Sections 32-1-902(3)(b) and 18-8-308, C.R.S. Annually, legal counsel shall request that each Board member submit updated information regarding actual or potential conflicts of interest. Additionally, at the beginning of every term, legal counsel shall request that each Board member submit information regarding actual or potential conflicts of interest.

21. The Districts are currently a member of the Special District Association (“SDA”) and are insured through the Colorado Special Districts Property and Liability Pool. The Boards direct the District Manager to pay the annual SDA membership dues and insurance premiums in a timely manner. The Boards and the Districts’ staff will biannually review all insurance policies and coverage in effect to determine appropriate insurance coverage is maintained.

22. Pursuant to Section 32-1-104.5(3)(a), C.R.S., the Boards hereby designate the Districts’ official website as <https://podtburgmd.net/>. The Boards direct the District Manager and legal counsel to maintain and update the official website in compliance with Section 32-1-104.5(3)(a), C.R.S.

23. The Boards have reviewed the minutes from the January 24, 2022, meeting of the Boards, which minutes are attached hereto as **Exhibit A**. The Boards, being fully advised of the premises, hereby ratify and affirm each and every action of the Boards taken at said meeting.

24. Pursuant to Section 24-6-402(2)(d.5)(II)(E), C.R.S., the Boards hereby declare that all electronic recordings of executive sessions shall be retained for purposes of the Colorado Open Meetings Law for ninety (90) days after the date of the executive session. The Boards further direct the custodian of the electronic recordings of the executive session to systematically delete all such recordings made for purposes of the Colorado Open Meetings Law at its earliest convenience after the ninetieth (90<sup>th</sup>) day after the date of the executive session.

25. The Districts hereby acknowledge, agree and declare that the Districts’ policy for the deposit of public funds shall be made in accordance with the Public Deposit Protection Act (Section 11-10.5-101 *et seq.*, C.R.S.). As provided therein, the Districts’ official custodian may deposit public funds in any bank which has been designated by the Colorado Banking Board as an eligible public depository. For purposes of this paragraph, “official custodian” means a designee with plenary authority including control over public funds of a public unit which the official custodian is appointed to serve. The Districts hereby designate the Districts’ accountant as its official custodian over public deposits.

26. The Boards hereby authorize the Districts’ Manager to execute, on behalf of the Districts, any and all easement agreements pursuant to which the Districts are accepting or acquiring easements in favor of the Districts.

27. Unless otherwise authorized by the Boards and except for contracts that are publicly bid, the District No. 1 Board President or District Manager is authorized, but not obligated, to take any contract actions within the District’s approved budget, including but not limited to, task orders, work orders, and change orders. All actions taken by the Board President and/or Project Manager shall be ratified by the Board at the next meeting of the Boards.

28. To the extent the Districts adopted a Declaration of Local Emergency Resolution, such resolution is hereby terminated.

(Signatures Begin Next Page)

ADOPTED AND APPROVED THIS 9<sup>TH</sup> DAY OF NOVEMBER, 2022.

**PODTBURG METROPOLITAN DISTRICT NOS. 1 – 6**

By:   
Greg Podtburg (Dec 8, 2022 17:47 MST)  
\_\_\_\_\_  
Greg Podtburg, President

*Signature Page to Podtburg Metropolitan District Nos. 1-6  
2023 Annual Administrative Matters Resolution*

**EXHIBIT A**

**Minutes from the  
January 24, 2022  
Meeting of the Boards**

# 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.

# RECORD OF PROCEEDINGS

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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.



# RECORD OF PROCEEDINGS

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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.

# RECORD OF PROCEEDINGS

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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

# RECORD OF PROCEEDINGS

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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

# RECORD OF PROCEEDINGS

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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

# RECORD OF PROCEEDINGS

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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