

MINUTES OF AN ORGANIZATIONAL MEETING OF  
THE BOARD OF DIRECTORS OF JDV METROPOLITAN  
DISTRICT

Held: Monday, December 3, 2018 at 5:30 p.m. at  
4311 CO-66, Longmont, Colorado

Attendance

The meeting referenced above was called and held in accordance with the applicable statutes of the State of Colorado. The following directors were in attendance:

Dominick Sekich  
Veronica Silbaugh  
Nick Sekich, Jr.  
John Sekich, III  
Karen Sekich

*All directors' absences are deemed excused unless a contrary notation is recorded in these minutes.*

Also present were Blair M. Dickhoner, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law, District General Counsel; and Mark Chambers, Simmons & Wheeler, District Accountant.

Call to Order/Declaration of Quorum

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

Director Disclosures

Mr. Dickhoner advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Mr. Dickhoner reported that disclosures for those directors with 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. Dickhoner noted that a quorum was present and 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. No additional disclosures were noted. The Board determined that the participation of the members present was necessary to obtain a quorum or to otherwise enable the Board to act.

Approval of Agenda

The Board reviewed the proposed agenda for the meeting. After consideration, a motion was made and seconded to approve the agenda. The motion passed unanimously.

Election of Officers

The Board engaged in a discussion regarding the election of

officers. Following discussion, upon a motion duly made and seconded, the Board unanimously elected Director Dominick Sekich as President, Director John Sekich, III as Vice President and Assistant Secretary, Director Silbaugh as Secretary and Treasurer, Director Nick Sekich as Assistant Secretary, and Director Karen Sekich as Assistant Secretary.

Public Comment

None.

Consent Agenda

The following items were considered routine or administrative in nature and placed on the consent agenda. All items were approved in a single motion and vote.

1. Consider Adoption of Resolution Designating the District's 24-Hour Posting Location
2. Consider Adoption of Public Records Request Policy
3. Consider Resolution Adopting the Colorado Special District Records Retention Schedule
4. Consider Approval of Notice to Electors – Section 32-1-809, C.R.S.
5. Acknowledge Recording of Special District Public Disclosure Document as required by Section 32-1-104.8, C.R.S.
6. Consider Approval of Intergovernmental Agreement with Town of Mead Regarding the Service Plan

Insurance and Liability

Discuss Director Liability Issues and Memorandum Re: Crime Coverage, Fidelity Bonds and Designated Agent Endorsements

The Board engaged in a discussion regarding liability issues, crime coverage, fidelity bonds, and designated agent endorsements. Mr. Dickhoner answered insurance related questions, no action was necessary.

Discuss Insurance Requirements 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

Mr. Dickhoner informed the Board of insurance requirements of the District and presented the Board with the Resolution Approving an IGA with the Colorado Special Districts Property and Liability Pool. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution and authorized the District's membership in the Special District Association.

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

Mr. Dickhoner 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 unanimously approved the agreement.

Discuss Workers Compensation Coverage for 2019 Policy Period

The Board engaged in a discussion regarding workers compensation coverage for 2019. Following discussion, upon a motion duly made and seconded, the Board unanimously

approved the coverage for 2019.

Consider Approval of Property and Liability Insurance Limits and Deductibles

The Board engaged in a discussion regarding Property and Liability Insurance Limits and Deductibles. Following discussion, upon a motion duly made and seconded, the Board unanimously approved coverage for 2019.

### Engagement of Consultants

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

Mr. Dickhoner presented the Board with the Engagement Letter from White Bear Ankele Tanaka & Waldron for Legal Services. Mr. Dickhoner noted specifically that the arbitration provision has been revised to make it clear that arbitration applies to this engagement letter as well as any prior engagement with the District. Mr. Dickhoner also noted and discussed the addition of the representative client list section. Mr. Dickhoner 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 unanimously approved the engagement.

Consider Approval of Engagement Letter with Simmons & Wheeler for Accounting Services

Mr. Dickhoner presented the Board with the Engagement Letter with Simmons & Wheeler for accounting services for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the engagement.

### Legal Matters

Discuss and Consider Approval of 2018 and 2019 Annual Administrative Resolutions

Mr. Dickhoner presented the Board with the 2018 and 2019 Annual Administrative Resolutions for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the resolutions.

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

Mr. Dickhoner 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 unanimously approved the resolution.

Consider Adoption of Resolution Establishing Meeting Locations and Dates

Mr. Dickhoner presented the Board with the Resolution Establishing Meeting Locations and Dates for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the resolution.

Consider Approval of Funding and Reimbursement Agreement

Mr. Dickhoner presented the Board with the Funding and Reimbursement Agreement for consideration. Following

discussion, upon a motion duly made and seconded, the Board unanimously approved the agreement.

Consider Adoption of Infrastructure Acquisition Agreement

Mr. Dickhoner presented the Board with the Infrastructure Acquisition Agreement for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agreement.

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

Mr. Dickhoner 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 unanimously adopted the resolution.

Consider Approval of Policy Authorizing Investments in Accordance with State Statutes

Mr. Dickhoner presented the Board with the Policy Authorizing Investments in Accordance with State Statutes for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the policy.

Discuss and Consider Adoption of Resolution Regarding District's Intent to Reimburse Operations, Maintenance and Capital Expense Advances

Mr. Dickhoner presented the Board with the Resolution Regarding District's Intent to Reimburse Operations, Maintenance and Capital Expense Advances for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution.

### Financial

Consider Approval and 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. Dickhoner presented the Board with the Application for Federal Employer Identification Number, Application for Colorado Sales Tax Exemption Number, and the Application for Assignment of PDPA Number for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the applications.

Discuss and Consider Establishment of Bank Accounts and Authorize Signers on the Accounts (with all checks requiring two signatures)

The Board engaged in a discussion regarding establishing a bank account and authorizing signers. Following discussion, upon a motion duly made and seconded, the Board unanimously approved opening an account at FirstBank, and authorized Director Dominick Sekich, Director Veronica Silbaugh, Director Nick Sekich, Jr., and Director John Sekich, III as signers.

Conduct Public Hearing on 2018 Budget and Consider Approval of Resolution Adopting 2018 Budget

Director Dominick Sekich opened the public hearing for the 2018 budget. Mr. Dickhoner noted that notice for the public hearing was made in accordance with the applicable Colorado statutes. No written objections were received prior to the public

hearing. After no public comment was made, the public hearing was closed.

Mr. Chambers presented the proposed 2018 budget to the Board for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the budget.

Conduct Public Hearing on 2019 Budget and Consider Approval of Resolution Adopting 2019 Budget

Director Dominick Sekich opened the public hearing for the 2019 budget. Mr. Dickhoner noted that notice for the public hearing was made in accordance with the applicable Colorado statutes. No written objections were received prior to the public hearing. After no public comment was made, the public hearing was closed.

Mr. Chambers presented the proposed 2019 budget to the Board for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the budget and certified 40.000 mills in the Capital Fund and 10.000 mills in the O&M Fund with 3.000 mills going to the Town.

The Board directed legal counsel and the District's accountant to certify the District's mill levy by December 15, 2018, and to file the 2019 budget by January 30, 2019.

Consider Approval of Resolution Approving the Application for Exemption from Audit for the 2018 Fiscal Year

Mr. Dickhoner presented the Board with the Resolution Approving the Application for Exemption from Audit for the 2018 Fiscal Year for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the resolution.

Other Financial Matters

None.

Other Business

None.

Adjourn

There being no further business to come before the Board and upon a motion duly made, seconded, and unanimously carried, the meeting was adjourned.

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



Secretary for the Meeting

The foregoing minutes were approved on the 2<sup>nd</sup> day of December, 2019.

