

NORTHFIELD METROPOLITAN DISTRICTS

**RECORD OF PROCEEDINGS
MINUTES OF THE JOINT SPECIAL MEETING
OF THE BOARDS OF DIRECTORS OF
NORTHFIELD METROPOLITAN DISTRICTS Nos. 1 & 2**

HELD: December 09, 2021, at 9:00 a.m. via Zoom

ATTENDANCE:

The joint special meeting of the Boards of Directors of the Northfield Metropolitan Districts Nos. 1 & 2 (collectively, the "Board") was called and held as shown above and in accordance with the applicable statutes of the State of Colorado, with the following directors present and acting:

Jason Sherrill
Jon Mosier
Rahul Majumdar

Director Tamara Sherrill and Director Deborah Mosier were absent and excused.

Also, present were Robert Rogers, Esq., and Eve M.G. Velasco, Esq., of White Bear Ankele Tanaka & Waldron, Attorneys at Law, District General Counsel, Guy Johnson and Jackie Johnson, District Management.

CALL TO ORDER:

Director Jason Sherrill noted that a quorum of the Board was present and called the meeting to order at 9:00 a.m.

QUALIFICATION OF BOARD MEMBERS:

Mr. Johnson reported that all the Board members are registered to vote in Colorado and are residents and/or owners or obligated to pay taxes on taxable real or personal property within the districts.

DISCLOSURE OF POTENTIAL CONFLICT OF INTEREST:

Mr. Johnson stated that all requirements for disclosure of potential conflicts of interest with the directors, noting that completed disclosure statements had been 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. All board members affirmed that no change to their conflicts of interest disclosures since the Secretary of State filings.

APPROVAL OF AGENDA:

The Board reviewed the agenda,

Upon motion was made by Director Jason Sherrill and seconded by Director Jon Mosier and unanimously carried to approve the agenda as presented.

PUBLIC COMMENTS:

Board member Director Jason Sherrill opened the Public Comment portion of the meetings, and seeing no public present, this portion of the meeting was closed.

CONSENT AGENDA ITEMS:

These items are routine and will be approved by one motion

Approval of Minutes from the September 15, 2021, meeting, Adoption of 2022 Annual Matters Resolution, Transparency Notice Updates, and Approval of Exclusion of Workers Compensation Insurance and Renewal of Liability and Property Coverage with the Special District Pool.

Upon motion made by Director Jason Sherrill and seconded by Director Rahul Majumdar and unanimously carried to approve the Consent Agenda items.

LEGAL MATTERS:

Ms. Velasco presented a Resolution Regarding the May 3, 2022, Election, confirming the two methods of providing calls for nomination 1. E-mailing/ mailing (as required by statute) and 2. Posting on district website.

After further discussion

Upon motion duly made by Director Jason Sherrill, seconded by Director Jon Mosier, and unanimously carried, the Resolution Regarding the May 3, 2022, Election

Ms. Velasco presented the First Amendment to Funding and Reimbursement Agreement, Ms. Velasco stated this agreement was for the funding of the operation (developer advances) and it required an approval of imposing an interest, at further discussion the board determined to use the municipal borrowers index plus one in order to keep up with the rising interest rates.

Upon motion duly made by Director Jason Sherrill, seconded by Director Jon Mosier, and unanimously carried; the First Amendment to Funding and Reimbursement Agreement.

Ms. Velasco opened the discussion of the HOA versus District role for the NFMD project and the Adoption of Resolution Regarding the Enforcement of the governing Documents, and NFMD fee schedule with further discussion it was determined that these items needed to be tabled until the next scheduled meeting.

FINANCIAL MATTERS:

Mr. Johnson reviewed with the Board the 2021 audits and/or exemptions.

Mr. Johnson also stated that both NFMD #1 required an exemption and NFMD #2 would be audited for 2022

Upon motion duly made by Director Jason Sherrill, seconded by Director Jon Mosier, and unanimously carried to authorize Mr. Johnson to prepare for 2021 audits and to take such further action as necessary to complete and file these documents with the necessary state agencies.

Mrs. Johnson reviewed with the Board the expenditures for NFMD #1 September 2021 through November 2021 totaling \$22,412.70 and NFMD #2 totaling \$4.07,

Upon motion duly made by Director Jason Sherrill, seconded by Director Jon Mosier, and unanimously carried, the Board approved the payables for NFMD #1 September 2021 through November 2021 totaling \$22,412.70 and NFMD #2 totaling \$4.07.

Mr. Johnson presented the fee schedule for the Operation & Maintenance fee, Administration and Transfer fees, Covenant/Guideline fee and Pool fees, the board felt this was to be tabled as well and discussed at the next meeting.

2021 AMENDED BUDGET HEARING:

Upon motion by Director Jason Sherrill, seconded by Director Jon Mosier and unanimously carried, the Boards opened the Public Hearing of the 2021 Amended Budget. Mrs. Johnson presented the Board with the Amended 2021 Budget, the board stated they had reviewed the budget prior to the meeting and had no changes to be made. With no further discussion of the 2021 Budget Director Jason Sherrill closed the Public Hearing and Director Jon Mosier seconded and unanimously carried.

Upon motion duly made by Director Jason Sherrill, seconded by Director Jon Mosier, and unanimously carried, the Board: (1) Approved the Amended 2021 budget as presented; (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, 2022.

2022 BUDGET HEARING:

Upon motion by Director Jason Sherrill, seconded by Director Jon Mosier and unanimously carried, the Boards opened the Public Hearing of the 2022 Budget. Mr. Johnson presented the Board with the proposed 2022 Budget, the board stated they had reviewed the budget prior to the meeting and had no changes to be made. With no further discussion of the 2022 Budget Director Jason Sherrill closed the Public Hearing and Director Jon Mosier seconded and unanimously carried.

Upon motion duly made by Director Jason Sherrill, seconded by Director Jon Mosier, and unanimously carried, the Board: (1) Approved the 2022 budget as presented, (2) Authorized the appropriation of funds for the expenditures set out in the budgets, (3) Certify the mill levies, (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, 2022.

DISTRICT MANAGERS REPORT:

Mrs. Johnson stated:

1. **General District items:**
 - a. Periodic checking of job site work.
 - b. Collaborating with Engineer on project work in progress.
2. **Web Site:**
 - a. Keeping web site up as needed and posting as needed.
3. **Clubhouse & Pool:**
 - a. N/A

OTHER MATTERS:

Mrs. Johnson stated the board needed to consider meeting dates for the 2022 year, after further discussion the board determined to schedule a work session on January 20, 2022, at 9:00 a.m. and schedule regular board meeting ever other month starting February on the first Thursday of the month at 9:00 a.m., therefore, the meeting will be as follows:

February 3, 2023	August 4, 2023
April 7, 2023	October 6, 2023
June 2, 2023	December 1, 2023

ADJOURNMENT:

Upon motion duly made by Director Jason Sherrill, seconded by Director Jon Mosier, and unanimously carried; the Board adjourned the joint meeting of the Board of Directors of the Northfield Metropolitan Districts Nos. 1 & 2 at 10:02 a.m.

The foregoing minutes constitute a true and correct copy of the minutes of the above-referenced meeting and was approved by the Board of Directors of Northfield Metropolitan Districts Nos. 1 & 2.



Guy D. Johnson, Secretary for the Meeting