

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
FOOTHILLS METROPOLITAN DISTRICT (THE “DISTRICT”)
HELD
AUGUST 23, 2021

A special meeting of the Board of Directors of the Foothills Metropolitan District (referred to hereafter as the “Board”) was convened on August 23, 2021, at 11:00 a.m. This District Board meeting was held via Microsoft Teams. The meeting was open to the public.

ATTENDANCE

Directors in Attendance Were:

Patrick Bunyard, President
Josh Kane, Treasurer
Clyde Wood, Secretary

Also in Attendance Were:

Denise Denslow, Carrie Bartow and Curtis Bourgouin; CliftonLarsonAllen LLP (“CLA”)
Alan Pogue; Icenogle Seaver Pogue, P.C.

CALL TO ORDER

Director _Bunyard called the meeting to order at 11:03 a.m.

DECLARATION OF QUORUM/DIRECTOR QUALIFICATIONS /REAFFIRMATION OF DISCLOSURES

Mr. Pogue reported that disclosures for those directors that provided Icenogle Seaver Pogue 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. Pogue 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 participation of the members present was necessary to obtain a quorum or to otherwise enable the Board to act.

APPROVAL OF AGENDA

Following review, upon a motion duly made by Director Kane, seconded by Director Bunyard and, upon vote, unanimously carried, the Board approved the agenda as presented.

APPOINTMENTS OF BOARD VACANCIES

Mr. Pogue informed the Board that the Notice of Vacancy was published and that no expression of interest was received by qualified electors in the District. He stated that, as such, two McWhinney employees have been qualified to service. Following discussion, and upon a motion duly made by Director Kane, seconded by Director Wood and, upon vote, unanimously carried, the Board appointed Rishi Loona and Michael Tonniges to the Board.

ELECTION OF

President: Patrick Bunyard

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OFFICERS

Treasurer: Josh Kane
Secretary: Clyde Wood
Assistant Secretary: Rishi Loona
Assistant Secretary: Michael Tonniges

PUBLIC COMMENT

Members of the public may express their views to the Board on matters that affect the District that are not otherwise on the agenda. Comments will be limited to three (3) minutes per person. Comments will be taken in the order reflected on the sign in sheet: There were no public comments.

CONSENT AGENDA

The items listed below are a group of items to be acted on with a single motion and vote by the Board. An item may be removed from the consent agenda to the regular agenda, by any Board member. Items on the consent agenda are then voted on by a single motion, second, and vote by the Board:

- **Minutes of June 1, 2021 Special Meeting**
- **Claims Listing**

Prior to approval, Item B on the Consent Agenda was discussed, specifically related to the payment to Walton Foothills Holding LLC in the amount of \$145,833.33 for a proration of the 2021 management fee. Following discussion, and upon a motion duly made by Director Bunyard, seconded by Director Kane and, upon vote, unanimously carried, the Board approved the Consent Agenda as presented.

LEGAL MATTERS

Discussion of Facilities Management Agreement (Prism): Mr. Pogue discussed with the Board the need for a Facilities Management Agreement with the ownership transitions within the District. Discussion followed regarding the District's assets and the scope of a Facilities Management Agreement. Director Bunyard in his role with Prism, was asked to provide a current Scope of Services and pricing for the remainder of 2021. Directors Kane and Wood will review the proposal with legal and management, and execute if satisfactory with ratification at the next Board meeting.

Consider Adoption of Resolution Calling Special Election on December 7, 2021: Mr. Pogue informed the Board that in a situation where a District Board is completely vacated, and then seats appointed by the jurisdictional municipality, a special election must be held within six months after such appointment. As the Foothills Metropolitan District Board required appointment of directors by the City of Fort Collins, the District will need to engage in a special election as outlined in the resolution. This election will take place by mail ballot. Following discussion, upon a motion duly made by Director Kane, seconded by Director Bunyard and, upon vote, unanimously

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carried, the Board Adopted the Resolution Calling a Special Election on December 7, 2021.

FINANCIAL MATTERS

June 30, 2021 Unaudited Financial Statements and August Cash Position Report: Ms. Bartow reviewed with the Board. Discussion followed regarding the Debt Service Fund and Public Improvement Fee revenues. Following discussion, upon a motion duly made by Director Kane, seconded by Director Bunyard and, upon vote, unanimously carried, the Board accepted the June 30, 2021 Unaudited Financial Statements and August Cash Position Report.

2020 Audit Extension: Upon a motion duly made by Director Kane, seconded by Director Bunyard and, upon vote, unanimously carried, the Board approved the 2020 Audit extension.

MANAGER MATTERS

Establishing District Website for Posting of 24-Hour Notices at a not to exceed amount of \$750: Ms. Denslow informed the Board that the establishment of the website will allow for posting of meeting notices. Additionally, recent legislation mandates districts to implement the use of websites by 2023. Following discussion, upon a motion duly made by Director Kane, seconded by Director Wood and, upon vote, unanimously carried, the Board approved the establishment of a website in a not to exceed amount of \$750 for the purpose of posting meeting notices.

DIRECTOR MATTERS

Other: Director Kane inquired about Director compensation, as permitted by statute. Discussion followed, at which time Mr. Pogue informed the Board that upon approval he would prepare a resolution to ratify at the next meeting establishing Director's compensation in the amount of \$100 per meeting, not to exceed \$2,400 annually. Following discussion, upon a motion duly made by Director Kane, seconded by Director Bunyard and, upon vote, unanimously carried, the Board approved legal counsel to prepare a resolution for Director compensation of meeting attendance to be ratified at the next meeting.

Ms. Bartow informed the Board that this would be done through ADP and that CLA will be providing the necessary paperwork to implement.

Director Wood inquired about use of parking by Marriott guests either in the District's garage or on the public lots. Discussion followed and it was determined that the parking is available for any public use, but that the Marriott should be informed that guests parking for an extended period of time (in excess of 3 days) could be towed.

OTHER BUSINESS

Quorum/Location for the November 1, 2021 at 2:00 p.m. Regular Board Meeting: The Board confirmed a quorum for the November 1, 2021 Board

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meeting. Ms. Denslow noted that an updated appointment will be sent to the Board and consultant team reflecting 2:00 p.m. for the November 1st meeting.

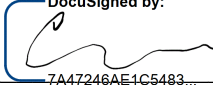
Executive Session pursuant to Section 24-6-402(4)(e), C.R.S. to discuss matters subject to negotiation related to District Management: Upon a motion duly made by Director Kane, seconded by Director Wood and, upon vote, unanimously carried, the Board went into Executive Session at 12:19 p.m.

The Board reconvened into Open Session and adjourned the meeting at 12:48 p.m. Director Bunyard was not present in the Executive Session, and no action was taken by the Board.

ADJOURNMENT

There being no further business to come before the Board at this time, the meeting was adjourned at 12:48 p.m.

Respectfully submitted,

By 
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 Secretary for the Meeting