

## RECORD OF PROCEEDINGS

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MINUTES OF A REGULAR MEETING OF  
THE BOARD OF DIRECTORS OF THE  
FOOTHILLS METROPOLITAN DISTRICT (THE "DISTRICT")  
HELD  
DECEMBER 6, 2023

A regular meeting of the Board of Directors of the Foothills Metropolitan District (referred to hereafter as the "Board") was convened on Wednesday, December 6, 2023 at 2:30 p.m. This District Board meeting was held via Microsoft Teams. The meeting was open to the public.

### ATTENDANCE

**Directors in Attendance Were:**

Rishi Loona, President  
Dan Doherty, Vice President/Secretary  
Josh Kane, Treasurer  
Patrick Bunyard, Assistant Secretary  
Tim DePeder, Assistant Secretary

**Also in Attendance Were:**

Denise Denslow, Curtis Bourgouin & Sandy Brandenburger;  
CliftonLarsonAllen LLP ("CLA")  
Alan Pogue; Icenogle Seaver Pogue, P.C.  
Mike McBride & Clyde Wood; McWhinney

### ADMINISTRATIVE MATTERS

**Call to Order:** Ms. Denslow called the meeting to order at 2:33 p.m.

**Disclosures of Potential Conflicts of Interest:** Attorney Pogue noted that disclosures had been filed.

**Approval of Agenda:** Upon a motion duly made by Director Kane, seconded by Director Doherty and, upon vote, unanimously carried, the Board approved the agenda as presented.

**Public Comment:** None.

### CONSENT AGENDA

**Minutes of the October 9, 2023 Special Meeting:**  
**Elevation Holiday Lighting Agreement for Tree Lighting on College Avenue and East Lawn:**  
**Mountain West Landscapes, LLC for Snow & Ice Management Services:**  
**Resolution 2023-12-01, Annual Resolution:**  
**Resolution 2023-12-02, 2024 Meeting Resolution:**

Upon a motion duly made by Director Kane, seconded by Director Loona and, upon vote, unanimously carried, the Board approved the consent agenda item as presented.

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### FINANCIAL MATTERS

**Prior Claims:** Mr. Bourgouin reviewed with the Board. upon a motion duly made by Director Kane, seconded by Director Loona and, upon vote, unanimously carried, the Board approved the prior claims totaling \$457,011.79, as presented.

**September 30, 2023 Unaudited Financial Statements and Cash Position:** Mr. Bourgouin reviewed with the Board. Following review and discussion, upon a motion duly made by Director Kane, seconded by Director Loona and, upon vote, unanimously carried, the Board accepted the September 30, 2023 Unaudited Financial Statements and Cash Position, as presented.

**Fiscal Focus Partners LLC 2023 Audit Engagement Letter:** Ms. Denslow reviewed with the Board. Following review, upon a motion duly made by Director Kane, seconded by Director Loona and, upon vote, unanimously carried, the Board approved the Fiscal Focus Partners LLC 2023 Audit Engagement Letter, as presented.

**Public Hearing to Consider Amendment to 2023 Budget, if necessary and Adoption of Resolution 2023-12-03, to Amend 2023 Budget:** Upon a motion duly made by Director Kane, seconded by Director Loona and, upon vote, unanimously carried, the Board opened the public hearing at 2:49 p.m. to consider the amendment of the 2023 Budget and Adoption of Resolution 2023-12-03 to Amend 2023 Budget.

Mr. Bourgouin presented the Amendment of the 2023 Budget. No public comments were received and the public hearing to consider the amendment of the 2023 Budget was closed at 2:50 p.m.

Following review and discussion, upon a motion duly made by Director Kane, seconded by Director Loona and, upon vote, unanimously carried, the Board approved the amendment to the 2023 Budget and Adoption of Resolution 2023-12-03 to Amend 2023 Budget, as presented.

**Public Hearing on the Proposed 2024 Budget and Adoption of Resolution 2023-12-04 to Adopt the 2024 Budget and Appropriate Sums of Money and to Set Mill Levies:** Upon a motion duly made by Director Kane, seconded by Director Loona and, upon vote, unanimously carried, the Board opened the public hearing at 2:49 p.m. to consider the adoption of the 2024 Budget and Resolution 2023-12-04 to Adopt the 2024 Budget and Appropriate Sums of Money and Set Mill Levies.

It was noted that publication of Notice stating that the Board would consider the 2024 Budget and the date, time and place of the public hearing was made in a

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newspaper having general circulation within the District. No written objections were received prior to the public hearing.

Mr. Bourgoin presented the proposed 2024 Budget to the Board. No public comments were received and the public hearing to consider the proposed 2024 Budget was closed at 2:50 p.m.

Following review, upon a motion duly made by Director Kane, seconded by Director Loona and, upon vote unanimously carried, the Board adopted the proposed 2024 Budget and adopted Resolution 2023-12-04 to Adopt the 2024 Budget and Appropriate Sums of Money and Set Mill Levies, as presented subject to receipt of final assessed valuation from the County.

### MANAGER MATTERS

**CliftonLarsonAllen LLP Master Service Agreement and Related Statement(s) of Work:** Ms. Denslow reviewed with the Board. Following review, upon a motion duly made by Director Kane, seconded by Director Loona and, upon vote unanimously carried, the Board approved the CliftonLarsonAllen LLP Master Service Agreement and Related Statement(s) of Work, as presented.

### LEGAL MATTERS

**Second Amendment to 2022 Funding and Reimbursement Agreement with Fort Collins, LLC for Operations Costs:** Attorney Pogue reviewed with the Board. Following review, upon a motion duly made by Director Kane, seconded by Director Loona and, upon vote unanimously carried, the Board approved the Second Amendment to 2022 Funding and Reimbursement Agreement with Fort Collins, LLC for Operations Costs, as presented.

**Second Amendment to Improvement Acquisition, Advance and Reimbursement Agreement with MXD Fort Collins, LLC for Capital Costs:** Attorney Pogue discussed with the Board. Following discussion, upon a motion duly made by Director Kane, seconded by Director Loona and, upon vote unanimously carried, the Board approved the Second Amendment to Improvement Acquisition, Advance and Reimbursement Agreement with MXD Fort Collins, LLC for Capital Costs, as presented.

**Service Agreement with Russell + Mills for Overall Development Plan (ODP) and Miscellaneous Tasks in the amount not to exceed \$40,000 :** Attorney Pogue reviewed with the Board. Following review, upon a motion duly made by Director Kane, seconded by Director Loona and, upon vote unanimously carried, the Board approved the Service Agreement with Russell + Mills for Overall Development Plan (ODP) and Miscellaneous Tasks in the amount not to exceed \$40,000, as presented.

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DIRECTOR MATTERS None.

OTHER BUSINESS **Executive Session pursuant to Section 24-6-402(4)(e), C.R.S., if needed:**  
No Executive Session was needed.

ADJOURNMENT There being no further business to come before the Board, the meeting was adjourned at 3:27 p.m.

Respectfully submitted,

By  \_\_\_\_\_  
Secretary for the Meeting

**Certificate Of Completion**

Envelope Id: 5E0ABA7819F04B3F967A192DFE56614F	Status: Completed
Subject: Complete with DocuSign: 2a2. Minutes 12-06-2023.pdf, 2a1. Annual Community Minutes 12-06-2023.pdf	
Client Name: Foothills MD	
Client Number: A372454	
Source Envelope:	
Document Pages: 5	Signatures: 2
Certificate Pages: 5	Initials: 0
AutoNav: Enabled	Envelope Originator:
Enveloped Stamping: Enabled	Chelsea Bojewski
Time Zone: (UTC-06:00) Central Time (US & Canada)	220 S 6th St Ste 300
	Minneapolis, MN 55402-1418
	Chelsea.Bojewski@claconnect.com
	IP Address: 73.95.188.244

**Record Tracking**

Status: Original	Holder: Chelsea Bojewski	Location: DocuSign
2/23/2024 11:28:55 AM	Chelsea.Bojewski@claconnect.com	

**Signer Events**

Dan Doherty  
 dan.doherty@mcwhinney.com  
 Security Level: Email, Account Authentication (None)

**Signature**

DocuSigned by:  
  
 7AFA46E693DE4DD...

**Timestamp**

Sent: 2/23/2024 11:39:15 AM  
 Viewed: 2/23/2024 11:43:16 AM  
 Signed: 2/23/2024 11:43:25 AM

Signature Adoption: Pre-selected Style  
 Using IP Address: 64.16.27.30

**Electronic Record and Signature Disclosure:**  
 Accepted: 2/23/2024 11:43:16 AM  
 ID: 7a7895ae-4ccc-40f5-b1b7-3777cc485349

In Person Signer Events	Signature	Timestamp
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Editor Delivery Events	Status	Timestamp
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Agent Delivery Events	Status	Timestamp
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Intermediary Delivery Events	Status	Timestamp
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Carbon Copy Events	Status	Timestamp
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Records  
 sdrecordsretention@claconnect.com  
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**COPIED**

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**Electronic Record and Signature Disclosure:**  
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 ID: 2eeab7cf-9041-488d-bed0-8baedf289723

Witness Events	Signature	Timestamp
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Notary Events	Signature	Timestamp
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Envelope Summary Events	Status	Timestamps
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Envelope Sent	Hashed/Encrypted	2/23/2024 11:39:16 AM
Certified Delivered	Security Checked	2/23/2024 11:43:16 AM
Signing Complete	Security Checked	2/23/2024 11:43:25 AM

<b>Envelope Summary Events</b>	<b>Status</b>	<b>Timestamps</b>
Completed	Security Checked	2/23/2024 11:43:25 AM
<b>Payment Events</b>	<b>Status</b>	<b>Timestamps</b>
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