

# RECORD OF PROCEEDINGS

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## MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF

### WATERFALL METROPOLITAN DISTRICT NO. 1

HELD  
July 28, 2022

The Board of Directors of the Waterfall Metropolitan District No. 1, held a regular meeting, open to the public, via MS Teams and teleconference at 11:00 a.m. on Thursday, July 28, 2022.

ATTENDANCE:

Directors in Attendance: (Via Teleconference)

Kim Perry, President & Chairperson  
Abby Kirkbride, Vice President & Asst. Secretary  
Sam Salazar, Secretary  
Tim DePeder, Treasurer

Directors Absent and Excused:

Rishi Loona, Assistant Secretary

Also, in Attendance Were: (Via Teleconference)

Alan Pogue; Icenogle Seaver Pogue, P.C.  
Griffin Barlow; McWhinney  
John Cutler; Cutler & Associates, LLC  
Elaina Cobb, Tiffany Skoglund, Kieyesia Conaway, Dillon Gamber, Jason Woolard, Molly Brodlun, Doug Campbell, and Irene Buenavista; Pinnacle Consulting Group, Inc.

CALL TO ORDER

The meeting was called to order at 11:05 a.m. by Director Perry, President of the Board, noting that a quorum was present. The Directors in attendance confirmed their qualifications to serve.

CONFLICT OF  
INTEREST  
DISCLOSURE

Mr. Pogue noted that notices of potential conflicts of interest for all Board Members were filed with the Colorado Secretary of State at least 72 hours in advance of the meeting, disclosing that potential conflicts of interest may exist, as all Board Members are employees of McWhinney Real Estate Services, Inc. which is associated with the primary landowner and developer of land within the District. Mr. Pogue advised the Board that pursuant to Colorado law, certain disclosures by the Board Members might be required

## RECORD OF PROCEEDINGS

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prior to taking official action at a meeting. The Board reviewed the agenda for the meeting, following which each Board Member present confirmed the contents of the written disclosures previously made, stating the fact and summary nature of any matters as required under Colorado law to permit official action to be taken at the meeting. Additionally, the Board determined that the participation of the members present was necessary to obtain a quorum or otherwise enable the Board to act.

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### AGENDA

The Board considered the agenda. Following review and discussion, and upon a motion duly made by Director DePeder, seconded by Director Salazar and, upon vote, unanimously carried, it was

**RESOLVED** to approve the agenda, as presented.

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### 2021 AUDIT

Mr. Cutler presented the 2021 Audit for Waterfall Metropolitan District No. 1 with the Board and answered questions. Following review and discussion, and upon a motion duly made by Director DePeder, seconded by Director Salazar and, upon vote, unanimously carried, it was

**RESOLVED** to approve the 2021 Audit for Waterfall Metropolitan District No. 1, subject to final review.

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### PUBLIC COMMENT

There were no members of the public present.

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### CONSENT AGENDA

The Board considered the following items on the consent agenda:

- A. Approval of Minutes – April 4, 2022 Special Meeting.
- B. Ratification of Payables.
- C. Ratification of Contract Modifications.
- D. Financial Statements as of June 30, 2022.

Following review and discussion, and upon motion duly made by Director DePeder, seconded by Director Kirkbride and, upon vote, unanimously carried, it was

**RESOLVED** to approve the consent agenda items as presented.

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## RECORD OF PROCEEDINGS

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FINANCE  
MANAGER  
ITEMS

Finance Managers Report: Ms. Buenavista presented the Finance Manager's Report to the Board and answered questions.

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LEGAL ITEMS

There were no items from Legal.

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DISTRICT  
MANAGER  
ITEMS


Manager's Report: Ms. Cobb presented the Manager's report to the Board and answered Questions. Mr. Gamber provided an update on ongoing operations and maintenance of the District to the Board and answered questions.

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ADJOURNMENT

There being no further business to come before the Board, the meeting was adjourned 11:21 a.m.

Respectfully submitted,

  
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Kieyesia Conaway  
Recording Secretary for the Meeting