

RECORD OF PROCEEDINGS

MINUTES OF THE ORGANIZATIONAL MEETING OF THE SHORES ON PLUM CREEK METROPOLITAN DISTRICT NO. 9

HELD
December 10, 2020

The Organizational Meeting of the Board of Directors of The Shores on Plum Creek Metropolitan District No. 9, was held via Zoom on Thursday, December 10, 2020, at 3:00 p.m.

ATTENDANCE

Directors in Attendance: (Via Teleconference)

Jon File
Glenda File
Joelle File
Kenneth Schell
Judith Schell

Also in Attendance: (Via Teleconference)

Craig Cheney and Pamela Cheney
David O’Leary, Esq.; Spencer Fane, LLP
Carla Hawkins, Crystal Clemens, Elaina Cobb, and Molly Janzen;
Pinnacle Consulting Group, Inc.

CALL TO ORDER &
DECLARATION
OF QUORUM

The Organizational Meeting of the Board of Directors of The Shores on Plum Creek Metropolitan District No. 9, was called to order by Mr. O’Leary at 3:04 p.m. Mr. O’Leary noted that a quorum was present, with five of five members in attendance. All Board Members also confirmed that prior to the meeting they had been notified of the meeting and all Board Members confirmed their qualification to serve on the Board.

AFFIDAVITS OF
QUALIFICATIONS

Affidavit of Qualification of each of the Board members for The Shores on Plum Creek Metropolitan District No. 9 were reviewed and approved. Mr. O’Leary noted Spencer Fane, LLP will have the Board of Directors execute the Affidavits and will file them properly.

OATHS OF OFFICE

Mr. O’Leary reported that the Findings, Orders and Decrees creating the District was entered by the Weld County District Court for The Shores on Plum Creek Metropolitan District No. 9 on April 2, 2019. Certified copies of such Decrees have been recorded with the Weld County Clerk and Recorder.

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AGENDA

The Board reviewed the agenda. Upon motion duly made by Director Kenny Schell, seconded by Director Jon File and, upon vote, it was unanimously

RESOLVED to approve the agenda, as presented.

SERVICE PLAN,
ORGANIZATION, POWERS,
& ELECTION RESULTS

Mr. O’Leary summarized for the Board the service plan, District organizational matters, powers and election results and answered questions.

ELECTION OF OFFICERS &
DUTIES

Mr. O’Leary discussed with the Board the election of officers for the District and the duties for Board Members, the President, Secretary and Treasurer.

BOARD RESIGNATIONS &
APPOINTMENT OF
OFFICERS

Mr. O’Leary noted Director Glenda File and Director Joelle File are resigning from the Board effective December 10, 2020. Mr. O’Leary stated Craig Cheney and Judith Cheney were interested candidates to fill the vacant positions and publication and qualifications for appointment have been completed. Following discussion, upon motion duly made by Director Kenny Schell, seconded by Director Jon File, upon vote, it was

RESOLVED to appoint Craig Cheney and Judith Cheney to the District Board of Directors. David O’Leary reported his office will coordinate filing the Oaths of Office and Notice of Appointments for each newly elected Director. Mr. O’Leary noted that the newly elected Directors may not take action until the Oaths of Office and Notice of Appointments have been filed with the State.

Upon motion duly made by Director Kenneth Schell, seconded by Director Jon File, and unanimously carried, the slate of elected Officers of the District is as follows:

President & Chairman	Kenneth Schell
Secretary/Treasurer	Jon File
Vice President & Asst. Secretary/Treasurer	Judith Schell
Vice President & Asst. Secretary/Treasurer	Craig Cheney
Vice President & Asst. Secretary/Treasurer	Pamela Cheney

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ADOPTION OF SEAL

Mr. O’Leary discussed the need for a District Seal to certify documents. Upon motion duly made by Director Kenneth Schell, seconded by Director Jon File and, upon unanimous vote, it was

RESOLVED to direct Mr. O’Leary to obtain a District Seal and for Pinnacle Consulting Group, Inc. to also obtain a seal.

RATIFICATION OF PAST ACTIONS

Mr. O’Leary discussed past actions with the Board and answered questions. Upon motion duly made by Director Kenneth Schell, seconded by Director Jon File and, upon unanimous vote, it was

RESOLVED to ratify past actions to organize the District.

ENGAGEMENT OF CONSULTANTS

Mr. O’Leary discussed with the Board the engagement of consultants. Upon motion duly made by Director Kenneth Schell, seconded by Director Jon File and, upon unanimous vote, it was

RESOLVED to approve the engagement of the following consultants subject to the review of the engagement agreements:

- 1) Spencer Fane, LLP as general counsel,
 - 2) Pinnacle Consulting Group, Inc. as manager and accountant,
 - 3) Hurst & Associates, as District engineer
-

ELECTRONIC BOARD MEETING POLICY

Mr. O’Leary stated due to the State of Emergency declared by Governor Polis and the threat to health and safety posed by the COVID-19 pandemic, Board meetings should be held electronically. Upon motion duly made by Director Kenneth Schell, seconded by Director Jon File and, upon unanimous vote, it was

RESOLVED to approve an Electronic Board Meeting Resolution.

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DISTRICT WEBSITE &
APPROVAL OF ONLINE
NOTICE RESOLUTION

Mr. O’Leary discussed with the Board obtaining a District website noting Pinnacle can work with HOA Expert for website design and hosting. Mr. O’Leary also noted obtaining a website would allow for online posting of meeting notices instead of having to physically post meeting notices within the District. Upon motion duly made by Director Kenneth Schell, seconded by Director Jon File and, upon unanimous vote, it was

RESOLVED to approve a District website and approve the resolution for posting of online meeting notices.

SPECIAL DISTRICT MAP
DISCLOSURE

Mr. O’Leary discussed the Special District Map Disclosure pursuant to C.R.S. § 32-1-104.8. Upon motion duly made by Director Kenneth Schell, seconded by Director Jon File and, upon unanimous vote, it was

RESOLVED to approve the Special District Map Disclosure pursuant to C.R.S. § 32-1-104.8.

SPECIAL DISTRICT
DISCLOSURE COMMON
QUESTIONS

Mr. O’Leary discussed the Special District Disclosure re: common questions. Upon motion duly made by Director Kenneth Schell, seconded by Director Jon File and, upon unanimous vote, it was

RESOLVED to adopt the Special District Disclosure outlining answers to common questions by buyers.

INDEMNIFICATION
RESOLUTION

Mr. O’Leary presented the Governmental Immunity and Indemnification Resolution for Directors and Employees of The Shores on Plum Creek Metropolitan District No. 9. Upon motion duly made by Director Kenneth Schell, seconded by Director Jon File and, upon unanimous vote, it was

RESOLVED to adopt the Indemnifications Resolution for The Shores on Plum Creek Metropolitan District No. 9.

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COLORADO OPEN
RECORDS ACT
RESOLUTION

Mr. O’Leary presented the Resolution Adopting Policies and Fee Schedule for the Handling of Record Requests Under the Colorado Open Records Act (“CORA”), noting that the resolution was necessary for compliance with new legislation. Following review and discussion and upon motion. Upon motion duly made by Director Kenneth Schell, seconded by Director Jon File and, upon unanimous vote, it was

RESOLVED to approve Resolution Adopting Policies and Fee Schedule for the Handling of Record Requests Under the Colorado Open Records Act (“CORA”).

EXCLUSION OF WORKERS
COMPENSATION

Worker’s Compensation Insurance: Mr. O’Leary noted that the Division of Local Government requires a Resolution to Exclude from Worker’s Compensation if the Board elects not to obtain worker’s compensation insurance for Board members. Upon motion duly made by Director Kenneth Schell, seconded by Director Jon File and, upon unanimous vote, it was

RESOLVED to adopt a Workers Compensation Exclusion Resolution and WC44 Form for the District.

SDA MEMBERSHIP &
INSURANCE COVERAGE

The Board discussed insurance coverage for Public Official’s Liability and General Liability and membership to the Colorado Special District Association. Upon motion duly made by Director Kenneth Schell, seconded by Director Jon File and, upon unanimous vote, it was

RESOLVED to ratify Spencer Fane, LLP’s action to maintain the Directors’ and Treasurer’s Bonds for the District and as filed with the District Court and Division of Local Government, required by law.

FINANCIAL MATTERS

Mr. O’Leary reported that Public Deposit Protection Act Numbers (PDPA), Federal Employer Identification Number (FEIN) and the Colorado State Tax Exemption Numbers would need to be requested and assigned for the District by the Colorado Department of Regulatory Agencies’ Division of Banking, the Federal Department of Treasury, and the Colorado Tax Division, respectively. Upon motion duly made by Director Kenneth Schell, seconded by Director Jon File and, upon unanimous vote, it was

RESOLVED to authorize Kenneth Schell as President to sign the applications for the FEIN, Sales Tax Exemption and

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PDPA forms and to have Spencer Fane, LLP file the forms with the appropriate parties on behalf of the District; and it is

FURTHER RESOLVED, to direct Pinnacle Consulting Group Inc. to open a checking account with 1st Bank once the numbers are received.

INTENT TO LEVY TAXES

Mr. O’Leary reported that Weld County Assessor and Treasurer had been notified of the formation of the District and the intent to levy taxes for 2020 payable in 2021.

NOTICE OF DEBT AUTHORIZATION

Mr. O’Leary discussed the Notice of Debt Authorization. Upon motion duly made by Director Kenneth Schell, seconded by Director Jon File and, upon unanimous vote, it was

RESOLVED to approve the Notice of Debt Authorization.

2020 AND 2021 PROPOSED BUDGET

2020 Budget Hearing: Ms. Janzen summarized the process for approving and adopting a fiscal year budget for the District. Ms. Hawkins reported that notice of the hearing had been published in accordance with state budget law. Upon motion by Director Kenneth Schell and seconded by Director Jon File the budget hearing was opened for public comment. There being no public input, the public hearing portion of the budget was closed. The Board reviewed the 2020 budget identifying estimated revenues and expenditures for the District for the 2020 tax year.

General Fund Expenditures \$0
Mill levy is 0 mills.

Upon motion duly made by Director Kenneth Schell, and seconded by Director Jon File and, upon unanimous vote, it was

RESOLVED, for the District, to approve the Resolution to Adopt the 2020 Budget.

2021 Budget Hearing: Upon motion by Director Kenneth Schell and seconded by Director Jon File the budget hearing was opened for public comment. There being no public input, the public hearing portion of the budget was closed. The Board reviewed the 2021 Budget, which detailed estimated revenues and expenditures for the District for the 2021 tax year as follows:

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Mill levy shall be set at 0 mills.
General Fund Expenditures \$67,600

CONSUMER DATA POLICY
RESOLUTION

Mr. O’Leary presented the Consumer Data Policy Resolution. Upon motion duly made by Director Kenneth Schell, and seconded by Director Jon File and, upon unanimous vote, it was

RESOLVED to approve the Consumer Data Policy Resolution.

DEVELOPER FUNDING
AND REIMBURSEMENT

Mr. O’Leary presented the Developer Funding and Reimbursement Agreement for Operations & Maintenance Costs. Upon motion duly made by Director Kenneth Schell, and seconded by Director Jon File and, upon unanimous vote, it was

RESOLVED to approve the Developer Funding and Reimbursement Agreement for Operations & Maintenance Costs.

DEVELOPER ADVANCE

Mr. O’Leary presented the Developer Advance and Reimbursement Agreement for Capital Costs. Upon motion duly made by Director Kenneth Schell, and seconded by Director Jon File and, upon unanimous vote, it was

RESOLVED to approve the Developer Advance and Reimbursement Agreement for Capital Costs.

IMPROVEMENT
ACQUISITION AGREEMENT

Mr. O’Leary presented the Improvement Acquisition Agreement. Upon motion duly made by Director Kenneth Schell, and seconded by Director Jon File and, upon unanimous vote, it was

RESOLVED to approve the Improvement Acquisition Agreement.

REIMBURSEMENT
RESOLUTION

Mr. O’Leary reviewed the Reimbursement Resolution Upon motion made by Director Kenneth Schell, and seconded by Director Jon File and, upon unanimous vote, it was

RESOLVED to approve the Reimbursement Resolution.

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TOWN IGA

Mr. O'Leary reviewed the Town of Frederick Intergovernmental Agreement. Upon motion made by Director Kenneth Schell, and seconded by Director Jon File and, upon unanimous vote, it was

RESOLVED to approve the Town of Frederick Intergovernmental Agreement.

INTER-DISTRICT IGA

Mr. O'Leary reviewed the Master Inter-District Intergovernmental Agreement between District No. 1 and District No. 9. Upon motion made by Director Kenneth Schell, and seconded by Director Jon File and, upon unanimous vote, it was

RESOLVED to approve the Master Inter-District Intergovernmental Agreement.

BYLAWS

Mr. O'Leary discussed the operational By-Laws for the District. Upon motion duly made by Director Kenneth Schell and seconded by Director Jon File and, upon unanimous vote, it was

RESOLVED to adopt the District By-laws.

ADJOURNMENT

There being no further business brought before the Board, upon motion duly made by Director Kenneth Schell, seconded by Director Jon File and, upon unanimous vote, the meeting was adjourned at 4:07 P.M.

The foregoing minutes constitutes a true and correct copy of the minutes of the above referenced meeting and were approved by the Board of Directors of The Shores on Plum Creek Metropolitan District No. 9.

Respectfully submitted,

DocuSigned by:

Craig Cheney

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Secretary

Certificate Of Completion

Envelope Id: 8C93283541444165BB2F14AB7486EBB6

Status: Completed

Subject: Shores on Plum Creek MD 9 minutes

Client Name: Shores on Plum Creek MD 9

Client Number: 011-046540-OS02-2021

Source Envelope:

Document Pages: 8

Signatures: 1

Envelope Originator:

Certificate Pages: 4

Initials: 0

Kathy Suazo

AutoNav: Enabled

220 South 6th Street

Enveloped Stamping: Enabled

Suite 300

Time Zone: (UTC-06:00) Central Time (US & Canada)

Minneapolis, MN 55402

Kathy.Suazo@claconnect.com

IP Address: 165.225.10.179

Record Tracking

Status: Original

Holder: Kathy Suazo

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12/13/2021 9:49:14 AM

Kathy.Suazo@claconnect.com

Signer Events

Craig Cheney

Craigcheney87@outlook.com

Security Level: Email, Account Authentication
(None)**Signature**

DocuSigned by:

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Signature Adoption: Pre-selected Style

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Timestamp

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Viewed: 1/2/2022 7:00:17 PM

Signed: 1/2/2022 7:03:59 PM

Electronic Record and Signature Disclosure:

Accepted: 1/2/2022 7:00:17 PM

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In Person Signer Events**Signature****Timestamp****Editor Delivery Events****Status****Timestamp****Agent Delivery Events****Status****Timestamp****Intermediary Delivery Events****Status****Timestamp****Certified Delivery Events****Status****Timestamp****Carbon Copy Events****Status****Timestamp****Witness Events****Signature****Timestamp****Notary Events****Signature****Timestamp****Envelope Summary Events****Status****Timestamps**

Envelope Sent

Hashed/Encrypted

12/13/2021 9:52:03 AM

Certified Delivered

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1/2/2022 7:00:17 PM

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1/2/2022 7:03:59 PM

Completed

Security Checked

1/2/2022 7:03:59 PM

Payment Events**Status****Timestamps****Electronic Record and Signature Disclosure**

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