

MINUTES OF THE JOINT REGULAR MEETING OF THE BOARD OF
DIRECTORS OF WATERS' EDGE METROPOLITAN DISTRICT
NOS. 1 & 2

Held: Wednesday, December 11, 2024, at 12:00 p.m.
Via Teleconference

- Attendance** The joint special meeting of the Board of Directors of the Waters' Edge Metropolitan District Nos. 1 & 2 was called and held as shown above and in accordance with the applicable statutes of the State of Colorado. The following directors, having confirmed their qualification to serve on the Board, were in attendance:
- Joe Knopinski, President
John Gooch, Secretary/Treasurer
Todd Johnson, Assistant Secretary
Eric Pearson, Assistant Secretary
Vacancy, Assistant Secretary
- Also present were Audrey Johnson, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law, District General Counsel; Diane Wheeler, Simmons & Wheeler, P.C. District Accountant; Angela Elliott, Evan Redmond, Teleos Management Group, District Manager; Dan Nickless, Actual Communities LP; and members of the public.
- Call to Order** It was noted that a quorum of the Boards was present, and the meeting was called to order at 12:02 p.m. by Joe Knopinski.
- Conflict of Interest Disclosures/Director Qualifications** Audrey Johnson advised the Boards that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Velasco reported that disclosures for those directors that provided White Bear Ankele Tanaka & Waldron with notice of potential or existing conflicts of interest were filed with the Secretary of State's Office and the Boards at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Boards. Ms. Velasco inquired into whether members of the Boards had any additional disclosures of potential or existing conflicts of interest regarding 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 Boards to act.
- Approval of Agenda** Joe Knopinski presented the Boards with the agenda for the meeting for consideration. Following discussion, upon a motion duly made by Director Gooch and seconded by Director Pearson, the Boards unanimously approved the agenda as presented.
- Public Comment** None
- Consent Agenda** Director Knopinski reviewed the items on the consent agenda with the Boards. He advised the Boards that any item may be removed from the consent agenda to the regular agenda upon the request of any director.

Upon a motion duly made by Director Gooch and seconded by Director Pearson, the following items on the consent agenda were unanimously approved, ratified, and/or adopted:

- a. Approval of Minutes of October 2024, Regular Meeting
- b. Approval of Annual Meeting Minutes October 2024
- c. Approval of Financials/ Claims
- d. Adoption of Amended and Restated Public Records Policy
- e. Ratification of Independent Contractor Agreement for Snow Removal Services with Mill Brothers Landscape and Nursery, Inc.
- f. Ratification of Independent Contractor Agreement for Landscape Services with Mill Brothers Landscape and Nursery, Inc.

Financial Matters

Public Hearing on 2024 Budget Amendment and Consider Adoption of Resolution (No. 1)

Joe Knopinski opened the floor for a public hearing on the 2024 Budget Amendment. There was no public comment. Joe Knopinski closed the floor.

Following discussion, upon a motion duly made by Director Gooch and seconded by Director Knopinski, the Boards unanimously approved the 2024 Budget Amendment & Adoption of Resolution.

Increase in General Fund:
District 1 – \$95,000
District 2 - \$51,000

Conduct Public Hearings on 2025 Budgets and Consider Adoption of Resolutions approving 2025 Budgets

Joe Knopinski opened the floor for a public hearing on the 2025 Budget and Adoption of Resolutions approving 2025 Budgets. There was no public comment. Joe Knopinski closed the floor.

Following discussion, upon a motion duly made by Director Gooch and seconded by Director Pearson, the Boards unanimously approved the 2025 Budget and Resolutions approving the 2025 Budgets.

Director Matters

Rachel Daugherty stepped down from the Board. Joe Knopinski made a motion to fill the vacancy by appointing Joan Ivaska to the Board. John Gooch seconded the motion. The motion passed unanimously and there were no comments from owners or Board present.

Legal Matters

Discuss and Consider Adoption of Resolution Calling for Regular Election for May 2025

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Following discussion, upon a motion duly made by Director Gooch and seconded by Director Pearson, the Boards unanimously approved the Resolution Calling for Regular Election May 2025.

2025 Meeting Dates and Consider Adoption of 2025 Annual Administrative Resolution

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Following discussion, upon a motion duly made by Director Knopinski and seconded by Director Gooch, the Boards unanimously approved the 2025 Meeting Dates & 2025 Annual Administrative Resolution. The dates will stay the same.

Approval for Renewal of General Liability Schedule and Limits

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Following discussion, upon a motion duly made by Director Gooch and seconded by Director Pearson, the Boards unanimously approved the renewal of General Liability Schedule & Limits

Consider Approval and Authorization to Bind Coverage, Renewal of Special District Association of Colorado Membership, Payment of Agency Fee, and Inclusion of Workers' Compensation Coverage

Following discussion, upon a motion duly made by Director Gooch and seconded by Director Pearson, the Boards unanimously approved binding coverage, renewal of special District Association of CO Membership, Payment of Agency fee, and Workers Comp Coverage.

Management Matters

Manager Report

District Manager Angela Elliott reviewed the Management report with the Board. There were no questions.

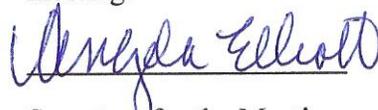
Other Business

None

Adjournment

There being no further business to come before the Boards, Director Knopinski determined to adjourn the meetings at 12:49 p.m.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.



Secretary for the Meeting