VILLAGE AT SOUTHGATE METROPOLITAN DISTRICT

141 Union Boulevard, Suite 150 Lakewood, Colorado 80228-1898 Tel: 303-987-0835 • 800-741-3254 Fax: 303-987-2032

NOTICE OF A SPECIAL MEETING AND AGENDA

Board of Directors: Kevin Amolsch Jared Seidenberg Ronald Meier Justin Cooper Vacant <u>Office</u>: President Secretary/Treasurer Assistant Secretary Assistant Secretary Term/Expiration: 2025/May 2025 2025/May 2025 2025/May 2025 2027/May 2027 2027/May 2027

- DATE: Wednesday, January 24, 2024
- TIME: 11:00 A.M.
- PLACE: Via Zoom

https://us02web.zoom.us/j/86267550643?pwd=V3RnRGRtWkRyUlZZc1VMWTJFZjFHdz09

Meeting ID: 862 6755 0643 Passcode: 987572 Dial in: 1-719-359-4580

I. ADMINISTRATIVE MATTERS

- A. Call to Order/Declaration of Quorum.
- B. Present Disclosures of Potential Conflicts of Interest.
- C. Approve Agenda, confirm location of the meeting, posting of meeting notices and designate 24-hour posting location.
- D. Review and consider approval of Minutes from the September 28, 2023 Special Meeting and the October 25, 2023 Regular Meeting (enclosures).

II. FINANCIAL MATTERS

A. Ratify the payment of claims for the period beginning October 20, 2023 through January 18, 2024, in the amount of \$102,248.63 (enclosure).

Village at Southgate Metropolitan District January 24, 2024 Agenda Page 2

B. Discuss refinancing options for the Southgate Bonds with DA Davidson.

III. LEGAL MATTERS

A. _____

IV. STATUS OF DEVELOPMENT

- A. Update on status of Development.
- V. OTHER BUSINESS
 - A.
- VI. ADJOURNMENT <u>THE NEXT REGULAR MEETING IS SCHEDULED FOR</u> <u>OCTOBER 23, 2024.</u>

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE VILLAGE AT SOUTHGATE METROPOLITAN DISTRICT HELD SEPTEMBER 28, 2023

The special meeting of the Board of Directors of the Village at Southgate Metropolitan District (referred to hereafter as the "Board") was convened on Thursday, the 28th day September 2023, at 2:00 P.M. This District Board meeting was held via Zoom. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Jared Seidenberg Ronald Meier Justin Cooper

Following discussion, upon motion duly made by Director Meier, seconded by Director Cooper and, upon vote, unanimously carried, the absence of Director Amolsch was excused.

Also In Attendance Were:

Peggy Ripko; Special District Management Services, Inc.

Dianne Miller Esq.; Miller & Associates Law Offices, LLC

<u>CALL TO ORDER</u> It was noted that a quorum for the Board was present, and the meeting was, therefore, called to order.

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

Ms. Ripko advised the Board that pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. The Board reviewed the agenda for the meeting, following which each Board member confirmed the contents of 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. Written disclosures of the interests of all directors were filed with the Secretary of State and the District prior to the meeting.

ADMINISTRATIVE
MATTERSAgenda: Ms. Ripko distributed for the Board's review and approval a proposed Agenda
for the District's special meeting.

Following discussion, upon motion duly made by Director Meier, seconded by Director Seidenberg and, upon vote, unanimously carried, the Agenda was approved, as presented.

<u>Meeting Location/Manner and Posting of Meeting Notice</u>: The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District's Board meeting. The Board noted that the District Board meeting was held by Zoom video/telephone conference. Ms. Ripko reported that notice was duly posted and that no objections to the video/telephonic manner of the meeting or any requests that the video/telephonic manner of the meeting be changed by taxpaying electors within the District boundaries have been received

<u>Minutes</u>: The Board reviewed the Minutes from the November 2, 2022 Regular Meeting and the August 29, 2023 Special Meeting.

Following discussion, upon motion duly made by Director Meier, seconded by Director Cooper and, upon vote, unanimously carried, the Minutes of the November 2, 2022 Special Meeting and the August 29, 2023 Special Meeting.

<u>2022 Budget Hearing</u>: The Board conducted public hearing to consider amendment of the 2022 Budget, and to consider adoption of Resolution No. 2023-09-01. Resolution to Amend 2022 Budget.

Following discussion, the Board considered and approved the amendment of the 2022 Budget and the adoption of Resolution No. 2023-09-01, Resolution to Amend 2022 Budget. Upon motion duly made by Director Seidenberg seconded by Director Cooper and, upon vote, unanimously carried, the Resolution was adopted, as discussed, and execution of the public hearing to consider amendment of 2022 Budget and adoption of Resolution No. 2023-09-01.

2022 Audit: Ms. Ripko reviewed the 2022 Audited Financial Statements with the Board.

Following review and discussion, upon motion duly made by Director Seidenberg, seconded by Director Cooper and, upon vote, unanimously carried, the Board ratified approval of the 2022 Audit and authorized execution of the Representations Letter.

Summary of Refinancing Scenario Report: The Board discussed. No action was taken.

LEGAL MATTERS Executive Session: Pursuant to 24-6-402(4)(b), C.R.S., following discussion, upon motion duly made by Director Cooper, seconded by Director Meier, upon vote, unanimously carried, the Board moved that the special public meeting of the Board of

FINANCIAL

MATTERS

	Village at Southgate Metropolitan District be recessed and, upon an affirmative vote of at least two-thirds of the quorum present, the Board convened in executive session at 2:18 p.m. for the purpose of receiving advice of legal counsel regarding drainage concerns pursuant to Section 4-6-402(4)(b), C.R.S.
	Attorney Miller certified that the executive session will constitute a privileged attorney- client communication and will not be recorded.
	Following discussion, upon motion duly made by Director Meier, seconded by Director Cooper, and upon vote unanimously carried, the Board reconvened in regular session at 2:28 p.m.
<u>STATUS OF</u> DEVELOPMENT	There was no status of development.
<u>OPERATIONS</u> MATTERS	There were no operational matters.
<u>ADJOURNMENT</u>	There being no further business to come before the Board at this time, upon motion duly made by Director Seidenberg, seconded by Director Cooper, and upon vote, unanimously carried, the meeting was adjourned.
	Respectfully submitted,

By: ______Secretary

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE VILLAGE AT SOUTHGATE METROPOLITAN DISTRICT HELD OCTOBER 25, 2023

The regular meeting of the Board of Directors of the Village at Southgate Metropolitan District (referred to hereafter as the "Board") was convened on Wednesday, the 25th day October 2023, at 11:00 A.M. This District Board meeting was held via Zoom. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Kevin Amolsch Jared Seidenberg Justin Cooper

Following discussion, upon motion duly made by Director Seidenberg, seconded by Director Amolsch and, upon vote, unanimously carried, the absence of Director Meier was excused.

Also In Attendance Were:

Peggy Ripko; Special District Management Services, Inc.

Dianne Miller Esq.; Miller & Associates Law Offices, LLC

Neil Schilling; Schilling & Company, Inc.

Andrew Wheeler; D.A. Davidson & CO

<u>CALL TO ORDER</u> It was noted that a quorum for the Board was present, and the meeting was, therefore, called to order.

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

Ms. Ripko advised the Board that pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. The Board reviewed the agenda for the meeting, following which each Board member confirmed the contents of 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. Written disclosures of the interests of all directors were filed with the Secretary of State and the District prior to the meeting.

<u>ADMINISTRATIVE</u> <u>MATTERS</u>	<u>Agenda</u> : Ms. Ripko distributed for the Board's review and approval a proposed Agenda for the District's regular meeting.
	Following discussion, upon motion duly made by Director Seidenberg, seconded by Director Amolsch and, upon vote, unanimously carried, the Agenda was approved, as amended.
	<u>Meeting Location/Manner and Posting of Meeting Notice</u> : The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District's Board meeting. The Board noted that the District Board meeting was held by Zoom video/telephone conference. Ms. Ripko reported that notice was duly posted and that no objections to the video/telephonic manner of the meeting or any requests that the video/telephonic manner of the meeting be changed by taxpaying electors within the District boundaries have been received
<u>FINANCIAL</u> <u>MATTERS</u>	<u>Claims</u> : The Board reviewed the payment of claims for the period beginning August 1, 2023 through October 19, 2023, in the amount of \$256,400.15.
	Following discussion, upon motion duly made by Director Seidenberg, seconded by Director Amolsch and, upon vote, unanimously carried, the Board ratified approval of the payment of claims for the period beginning August 1, 2023 through October 19, 2023, in the amount of \$256,400.15.
	<u>Unaudited Financial Statements</u> : Mr. Schilling reviewed with the Board the unaudited financial statements for the period ending August 31, 2023. No action was taken.
	<u>2023</u> Audit: The Board discussed the engagement of Dazzio & Associates, P.C. to prepare the 2023 Audit.
	Following review and discussion, upon motion duly made by Director Amolsch, seconded by Director Seidenberg and, upon vote, unanimously carried, the Board approved the engagement of Dazzio & Associates, P.C. to prepare the 2023 Audit, for an amount not to exceed \$5,400.00.
	Schilling & Company, Inc. Engagement : The Board discussed the engagement of Schilling & Company, Inc. for accounting services.
	Following review and discussion, upon motion duly made by Director Seidenberg, seconded by Director Amolsch and, upon vote, unanimously carried, the Board approved the engagement of Schilling & Company, Inc.

<u>2023 Budget Hearing</u>: The Board conducted public hearing to consider amendment of the 2023 Budget, and to consider adoption of Resolution No. 2023-10-01. Resolution to Amend 2023 Budget.

Following discussion, the Board considered and approved the amendment of the 2023 Budget and the adoption of Resolution No. 2023-10-01, Resolution to Amend 2023 Budget. Upon motion duly made by Director Amolsch seconded by Director Seidenberg and, upon vote, unanimously carried, the Resolution was adopted, as discussed, and execution of the public hearing to consider amendment of 2023 Budget and adoption of Resolution No. 2023-10-01.

<u>2024 Budget Hearing</u>: The President opened the public hearing to consider the proposed 2024 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider adoption of the 2024 Budget and the date, time and place of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to or at this public hearing. No public comments were received, and the President closed the public hearing.

Mr. Schilling reviewed the estimated year-end 2023 revenues and expenditures and the proposed 2024 estimated revenues and expenditures.

Following discussion, the Board considered the adoption of Resolution No. 2023-10-02 to Adopt the 2024 Budget and Appropriate Sums of Money and Resolution No. 2023-10-03 to Set Mill Levies (for the General Fund at 11.309 mills and the Debt Service Fund at 45.236.000 mills, for a total of 56.545 mills) Upon motion duly made by Director Amolsch, seconded by Director Seidenberg and, upon vote, unanimously carried, the Resolutions were adopted, as discussed, and execution of the Certification of Budget and Certification of Mill Levies was authorized, subject to receipt of final Certification of Assessed Valuation from the County on or before December 10, 2023. Ms. Ripko was authorized to transmit the Certification of Mill Levies to the Board of County Commissioners of Adams County and the Division of Local Government not later than December 15, 2023. Ms. Ripko was also authorized to transmit the Certification of Budget to the Division of Local Government not later than January 30, 2024. Copies of the adopted Resolutions are attached hereto and incorporated herein by this reference.

Following further discussion, upon motion duly made by Director Amolsch, seconded by Director Seidenberg and, upon vote, unanimously carried, the Board established a Budget Committee to make necessary changes. The Board appointed Directors Amolsch and Seidenberg to the Budget Committee.

DLG-70 Mill Levy Certification Form: The Board considered authorizing the District Accountant to prepare the DLG-70 Mill Levy Certification form for certification to the Board of County Commissioners and other interested parties.

Following discussion, upon motion duly made by Director Amolsch, seconded by Director Seidenberg and, upon vote, unanimously carried, the Board authorized the District Accountant to prepare the DLG-70 Mill Levy Certification form for certification

RECORD OF PROCEEDINGS

to the Board of County Commissioners and other interested parties. The Board further authorized the District Accountant to sign the DLG-70 Mill Levy Certification.

LEGAL MATTERS 2024 Annual Administrative Resolution: The Board reviewed Resolution No. 2023-10-04: 2024 Annual Administrative Resolution.

Following discussion, upon motion duly made by Director Amolsch, seconded by Director Seidenberg and, upon vote, unanimously carried, the Board adopted Resolution No. 2023-10-04: Annual Administrative Resolution. A copy of the Resolution is attached hereto and incorporated herein by this reference.

<u>Resolution Waiving Workers' Compensation Insurance for 2024</u>: The Board reviewed Resolution No 2023-10-05: Resolution Waiving Workers' Compensation Insurance for 2024.

Following discussion, upon motion duly made by Director Seidenberg, seconded by Director Amolsch and, upon vote, unanimously carried, the Board adopted Resolution No 2023-10-05: Resolution Waiving Workers' Compensation Insurance for 2024.

STATUS OF DEVELOPMENT Status of Development: The Board discussed a report from Independent District Engineering Services regarding the drainage channels. The Board directed legal counsel to work with Independent District Engineering Services to draft a letter to be sent to the developer.

<u>OPERATIONS</u> There were no operational matters. **MATTERS**

<u>ADJOURNMENT</u> There being no further business to come before the Board at this time, upon motion duly made by Director Seidenberg, seconded by Director Cooper, and upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By: _____

Secretary

Туре	Num	Date	Name	Account	Pa	id Amount
Bill Pmt -Check	Bill.com	11/01/2023	RLI Surety	1072 · Bill.com Money Out Clearing	\$	(250.00)
Bill	LSM 0678206	10/11/2023		1-5020 · Insurance	\$ \$	250.00 250.00
Bill Pmt -Check	Bill.com	11/02/2023	City of Brighton	1072 · Bill.com Money Out Clearing	\$	(3,492.54)
Bill	6000030296	09/29/2023		4-5076 · Water - Openspace - SRF	\$ \$	3,492.54 3,492.54
Bill Pmt -Check	Bill.com	11/02/2023	UMB Bank	1072 · Bill.com Money Out Clearing	\$	(2,568.65)
Bill	Sept 23 Taxes	10/31/2023		2-1050 · Property & SO Tax Clearing	\$	2,568.65 2,568.65
Bill Pmt -Check	Bill.com	11/02/2023	City of Brighton	1072 · Bill.com Money Out Clearing	\$	(2,617.76)
Bill	6000030295	09/29/2023		4-5076 · Water - Openspace - SRF	\$	2,617.76 2,617.76
Bill Pmt -Check	Bill.com	11/02/2023	Special District Management Services, Inc	1072 · Bill.com Money Out Clearing	\$	(4,958.57)
Bill	9/30/2023	09/30/2023		1-5017 · Management services 4-5017 · Management and Billing - SRF	\$ \$ \$	3,120.97 1,837.60 4,958.57
Bill Pmt -Check	Bill.com	11/02/2023	Neighborhood Lawn Care Inc	1072 · Bill.com Money Out Clearing	\$	(5,000.00)
Bill	3946	10/02/2023		4-5066 · Monthly landscape contract	\$ \$	5,000.00 5,000.00
Bill Pmt -Check	Bill.com	11/02/2023	Miller Law pllc	1072 · Bill.com Money Out Clearing	\$	(5,373.88)
Bill	866	09/30/2023		1-5005 · Legal	\$ \$	5,373.88 5,373.88
Bill Pmt -Check	Bill.com	11/02/2023	City of Brighton	1072 · Bill.com Money Out Clearing	\$	(779.67)
Bill	6000030294	09/29/2023		4-5076 · Water - Openspace - SRF	\$	779.67

Туре	Num	Date	Name	Account	Paid Amount
					\$ 779.67
Bill Pmt -Check	Bill.com	11/02/2023	City of Brighton	1072 · Bill.com Money Out Clearing	\$ (2,301.52)
Bill	6000030293	09/29/2023		4-5076 · Water - Openspace - SRF	\$ 2,301.52 \$ 2,301.52
Bill Pmt -Check	Bill.com	11/02/2023	Colorado Community Media	1072 · Bill.com Money Out Clearing	\$ (37.88)
Bill	96398	09/29/2023		1-5025 · Office supplies	\$ 37.88 \$ 37.88
Bill Pmt -Check	Bill.com	11/02/2023	City of Brighton	1072 · Bill.com Money Out Clearing	\$ (2.59)
Bill	6000031723	10/10/2023		4-5076 · Water - Openspace - SRF	\$ 2.59 \$ 2.59
Bill Pmt -Check	Bill.com	11/02/2023	Independent District Engineering Services	1072 · Bill.com Money Out Clearing	\$ (2,016.25)
Bill	10734	09/30/2023		1-5060 · Engineering/Consulting	\$ 2,016.25 \$ 2,016.25
Bill Pmt -Check	Bill.com	11/02/2023	Schilling & Company, Inc.	1072 · Bill.com Money Out Clearing	\$ (614.28)
Bill	13825	09/30/2023		1-5010 · Accounting	\$ 614.28 \$ 614.28
Bill Pmt -Check	Bill.com	11/21/2023	Neighborhood Lawn Care Inc	1072 · Bill.com Money Out Clearing	\$ (4,800.00)
Bill	3985	11/01/2023		4-5066 · Monthly landscape contract	\$ 4,800.00 \$ 4,800.00
Bill Pmt -Check	Bill.com	11/21/2023	Neighborhood Lawn Care Inc	1072 · Bill.com Money Out Clearing	\$ (2,350.00)
Bill	3962	10/25/2023		4-5068 · Special projects/other	\$ 2,350.00 \$ 2,350.00
Bill Pmt -Check	Bill.com	11/21/2023	Miller Law pllc	1072 · Bill.com Money Out Clearing	\$ (5,067.00)

Туре	Num	Date	Name	Account	Pa	id Amount
Bill	907	10/31/2023		1-5005 · Legal	\$	5,067.00
					\$	5,067.00
Bill Pmt -Check	Bill.com	11/21/2023	Schilling & Company, Inc.	1072 · Bill.com Money Out Clearing	\$	(1,702.19)
Bill	13851	10/31/2023		1-5010 · Accounting	\$	1,702.19
					\$	1,702.19
Bill Pmt -Check	Bill.com	11/21/2023	City of Brighton	1072 · Bill.com Money Out Clearing	\$	(2,336.73)
Bill	6000030295	11/09/2023		4-5076 · Water - Openspace - SRF	\$	2,336.73
					\$	2,336.73
Bill Pmt -Check	Bill.com	11/21/2023	Special District Management Services, Inc	1072 · Bill.com Money Out Clearing	\$	(5,098.74)
Bill	10/31/2023	10/31/2023		1-5017 · Management services	\$	3,102.34
				4-5017 · Management and Billing - SRF	\$	1,996.40
					\$	5,098.74
Bill Pmt -Check	Bill.com	11/21/2023	UMB Bank	1072 · Bill.com Money Out Clearing	\$	(2,138.71)
Bill	October Taxes	11/17/2023		2-1050 · Property & SO Tax Clearing	\$	2,138.71
					\$	2,138.71
Bill Pmt -Check	Bill.com	11/21/2023	Neighborhood Lawn Care Inc	1072 · Bill.com Money Out Clearing	\$	(42,800.00)
Bill	3961	10/20/2023		4-5068 · Special projects/other	\$	42,800.00
					\$	42,800.00
Bill Pmt -Check	Bill.com	11/21/2023	City of Brighton	1072 · Bill.com Money Out Clearing	\$	(2.59)
Bill	6000031723	11/09/2023		4-5076 · Water - Openspace - SRF	\$	2.59
					\$	2.59
Bill Pmt -Check	Bill.com	11/21/2023	City of Brighton	1072 · Bill.com Money Out Clearing	\$	(1,939.43)
Bill	6000030293	11/09/2023		4-5076 · Water - Openspace - SRF	\$	1,939.43
					\$	1,939.43

Туре	Num	Date	Name	Account	Pa	id Amount
Bill Pmt -Check	Bill.com	11/21/2023	City of Brighton	1072 · Bill.com Money Out Clearing	\$	(3,191.11)
Bill	6000030296	11/09/2023		4-5076 · Water - Openspace - SRF	\$ \$	3,191.11 3,191.11
Bill Pmt -Check	Bill.com	11/21/2023	City of Brighton	1072 · Bill.com Money Out Clearing	\$	(239.48)
Bill	6000030294	11/09/2023		4-5076 · Water - Openspace - SRF	\$ \$	239.48 239.48
Check	ACH 11/3	11/03/2023	Paymentech	1-1000 · FirstBank Checking-5457	\$	(274.03)
				4-5017 · Management and Billing - SRF	\$ \$	274.03 274.03
Check	ACH 11/23	11/06/2023	Xpress Bill Pay	1-1000 · FirstBank Checking-5457	\$	(139.25)
				4-5017 · Management and Billing - SRF	\$ \$	139.25 139.25
Check	ACH 11/29	11/29/2023	United Power	1-1000 · FirstBank Checking-5457	\$	(58.68)
				4-5077 · Electricity - Silo - SRF	\$ \$	58.68 58.68
Check	ACH 11/29	11/29/2023	United Power	1-1000 · FirstBank Checking-5457	\$	(36.73)
				4-5078 · Electricity - Barn - SRF	\$ \$	36.73 36.73
Check	ACH 10/31	10/31/2023	United Power	1-1000 · FirstBank Checking-5457	\$	(34.47)
				4-5077 · Electricity - Silo - SRF	\$ \$	34.47 34.47
Check	ACH 10/31	10/31/2023	United Power	1-1000 · FirstBank Checking-5457	\$	(25.90)
				4-5078 · Electricity - Barn - SRF	\$ \$	25.90 25.90

Туре	Num	Date	Name	Account	Paid Amount
				Total Disbursements	\$ 102,248.63