

MINUTES OF THE COORDINATED  
ORGANIZATIONAL MEETING OF  
COOPER CREEK VILLAGE METROPOLOITAN DISTRICT NOS. 1-5

HELD  
October 31, 2023

The Boards of Directors of Cooper Creek Village Metropolitan District Nos. 1-5 held a coordinated organizational meeting, open to the public, at 10:00 a.m., Tuesday, October 31, 2023. Notice of the meeting was posted in one public place within the boundaries of each District.

ATTENDANCE

Directors in Attendance:

Charles Johnson, President  
William Johnson, Treasurer/Secretary  
Cassie Johnson, Assistant Secretary  
Jennifer Johnson, Vice President  
Shelby Johnson, Assistant Secretary

Also in Attendance:

Alan Pogue; Icenogle Seaver Pogue, P.C.  
Stacie Pacheco; Icenogle Seaver Pogue, P.C  
Andrea Austin  
Jeff Miller; Husch Blackwell  
Charlotte Roth; Johnson and Repucci LLP

CALL MEETING TO  
ORDER

The meeting was called to order at 10:08 a.m. by Mr. Pogue, noting that a quorum was present. The Directors in attendance confirmed their qualifications to serve.

QUALIFICATION OF  
BOARD MEMBERS/  
OATHS OF OFFICE AND  
BONDS/  
CONFLICT OF  
INTEREST  
DISCLOSURE

Mr. Pogue discussed the process of qualifying Board members, affirmed that Oaths of Office had been administered and filed per Colorado law, and confirmed that Performance Bonds had been obtained for the Directors and Treasurer of each District, as required by law, and filed with the District Court and Division of Local Government.

Mr. Pogue further discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Boards of Directors to the Secretary of State. The members of the Boards were requested to disclose any potential conflicts of interest regarding any matters scheduled for discussion at this meeting and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with statute. It was noted by Mr. Pogue that disclosures of potential conflicts of interest were filed with the Secretary of State for all Directors.

APPROVAL OF  
AGENDA/CONFIRM  
MEETING

The Boards reviewed the agenda. Upon motion by Director Charles Johnson and seconded by Director William Johnson, the Boards unanimously approved the agenda as presented. Mr. Pogue noted that

LOCATION/POSTING  
OF NOTICES

the meeting was being conducted via Zoom as indicated on the agenda and confirmed that notice providing the time, date and video link information was duly posted in advance of the meeting.

FILING OF OATHS OF  
OFFICE AND  
ORGANIZATIONAL  
DOCUMENTS

Mr. Pogue affirmed that Oaths of Office and all documents pertaining to the organization of the Districts had been filed in accordance with Colorado law.

PUBLIC COMMENT ON  
MATTERS NOT ON THE  
AGENDA

Mr. Pogue opened the meeting for public comment and, noting that no members of the public were present, closed the public comment period.

APPOINTMENT OF  
OFFICERS

Mr. Pogue discussed with the Boards the duties of the Officers for the Districts, including the offices of President, Secretary and Treasurer. Upon motion duly made by Director Charles Johnson and seconded by Director Jennifer Johnson, the Boards unanimously selected and approved the Officers of the Districts as follows:

President: Charles Johnson  
Treasurer/Secretary: William Johnson  
Assistant Secretary: Cassie Johnson  
Vice President: Jennifer Johnson  
Assistant Secretary: Shelby Johnson

GOVERNMENTAL  
IMMUNITY MEMO

Mr. Pogue reviewed with the Boards the Governmental Immunity Memorandum.

INDEMNIFICATION  
RESOLUTION

Mr. Pogue reviewed the Resolution Providing for the Defense and Indemnification of Directors and Employees of the Districts. Upon motion duly made by Director Charles Johnson and seconded by Director Jennifer Johnson, the Boards unanimously approved the Resolution Providing for the Defense and Indemnification of Directors and Employees of the Districts.

ENGAGEMENT OF  
CONSULTANTS

The Boards considered the engagement of District Legal Counsel. Upon motion duly made by Director William Johnson, seconded by Director Charles Johnson, the Boards unanimously approved engagement of District Legal Counsel: Icenogle Seaver Pogue, P.C. Mr. Pogue discussed with the Boards engagement of a District Manager. The Boards deferred engagement of a District Manager until the December meeting of the Boards.

INSURANCE  
COVERAGE

Mr. Pogue discussed the insurance requirements with the Boards to obtain insurance coverage through the Colorado Special Districts Property and Liability Pool and join the Special District Association.

Upon motion duly made by Director William Johnson and seconded by Director Charles Johnson, the Boards unanimously approved insurance coverage for Public Official's Liability, General Liability, Directors and Officers Liability, including Workers' Compensation, and membership to the Colorado Special District Association.

SPECIAL DISTRICT ASSOCIATION

The Boards considered joining the Special District Association. Upon motion duly made by Director William Johnson, seconded by Director Charles Johnson, the Boards unanimously approved joining the Special District Association.

WEBSITE ESTABLISHMENT

The Boards deferred establishing a District website until the December meeting of the Boards.

WEBSITE POSTING

The Boards deferred listing the District on the Icenogle Seaver Pogue, P.C. website for public viewing until the December meeting of the Boards.

FINANCIAL ITEMS

Mr. Pogue discussed with the Boards the need to establish (1) Form SS-4 Application for Employer Identification Number; (2) Application for Sales Tax Exemption for Colorado Organizations; and (3) Application by Official Custodian for Assignment of PDPA Number for Public Funds Deposited in Banks. Following discussion, the Boards deferred the approval of the applications for (1) Form SS-4 Application for Employer Identification Number; (2) Application for Sales Tax Exemption for Colorado Organizations; and (3) Application by Official Custodian for Assignment of PDPA Number for Public Funds Deposited in Banks for the Districts, until the December meeting of the Boards.

2023 PROPOSED BUDGET HEARING

The Boards deferred the adoption of the 2023 Budgets and approval of a Resolution to Adopt Budgets and Appropriate Sums of Money to the December meeting of the Boards.

2024 PROPOSED BUDGET HEARING

The Boards deferred the adoption of the 2024 Budgets and approval of a Resolution to Adopt Budgets and Appropriate Sums of Money to the December meeting of the Boards.

DISTRICT CHECKING ACCOUNT

The Boards determined not to establish a checking account at this time.

CAPITAL INFRASTRUCTURE

No items to discuss.

LEGAL ITEMS

ORGANIZATIONAL  
MATTERS  
RESOLUTION

Mr. Pogue reviewed the Organizational Matters Resolution with the Boards. Upon motion duly made by Director Charles Johnson and seconded by Director Jennifer Johnson, the Boards unanimously approved the Organizational Matters Resolution.

MEETING  
RESOLUTION

Mr. Pogue reviewed the Resolution Establishing Regular Meeting Dates, Times and Locations, and Designating Locations for Posting of 24-Hour Notices. Upon motion duly made by Director Charles Johnson and seconded by Director Jennifer Johnson, the Boards unanimously approved the 2024 Meeting Resolution.

RESOLUTION  
APPROVING PUBLIC  
RECORDS POLICY

Mr. Pogue reviewed the Resolution Regarding a Public Records Policy Regarding the Inspection, Retention and Disposal of Public Records, Appointing an Official Custodian, and Adopting Policies and Fees Schedule for the Handling of Records Requests Under the Colorado Open Records Act. Upon motion duly made by Director William Johnson, seconded by Director Charles Johnson, the Boards unanimously approved the Resolution Regarding a Public Records Policy Regarding the Inspection, Retention and Disposal of Public Records, Appointing an Official Custodian, and Adopting Policies and Fees Schedule for the Handling of Records Requests Under the Colorado Open Records Act.

RESOLUTION  
APPROVING DATA  
PROTECTION POLICY

Mr. Pogue presented the Resolution Adopting Procedures for Protecting and Destroying Customer Information Maintained by the Districts. Upon motion duly made by Director Charles Johnson, seconded by Director William Johnson, the Boards unanimously approved the Resolution Approving a Data Protection Policy.

RESOLUTION  
ESTABLISHING  
DISTRICT  
INVESTMENT POLICY

Mr. Pogue reviewed the Resolution Establishing a District Investment Policy for the District. Upon motion duly made by Director Charles Johnson, seconded by Director Cassie Johnson, the Boards unanimously approved the Resolution Establishing a District Investment Policy.

INTERGOVERNMENTAL  
AGREEMENT  
CONCERNING  
DISTRICT  
OPERATIONS

Mr. Pogue reviewed the Intergovernmental Agreement concerning District Operations with the Boards. The Boards deferred the consideration and approval of the Intergovernmental Agreement Concerning District Operations to the December meeting of the Boards.

IMPROVEMENT  
ACQUISITION,  
ADVANCE AND  
REIMBURSEMENT  
AGREEMENT

Mr. Pogue reviewed the Improvement Acquisition Advance and Reimbursement Agreement with WCJ Holdings, LLC with the Boards. The Boards deferred the consideration and approval of the Improvement Acquisition Advance and Reimbursement Agreement with WCJ Holdings, LLC to the December meeting of the Boards.

FUNDING AND  
REIMBURSEMENT  
AGREEMENT

Mr. Pogue reviewed the Funding and Reimbursement Agreement with WCJ Holdings, LLC with the Boards. The Boards deferred the consideration and approval of the Funding and Reimbursement Agreement with WCJ Holdings, LLC to the December meeting of the Boards.

INTERGOVERNMENTAL  
AGREEMENT WITH  
TOWN OF WINTER  
PARK

Mr. Pogue reviewed the Intergovernmental Agreement with the Town of Winter Parks with the Boards. Upon motion duly made by Director Charles Johnson, seconded by Director William Johnson, the Boards unanimously approved the Intergovernmental Agreement with the Town of Winter Park and Cooper Creek Village Metropolitan District Nos. 1-5.

ANNEXATION  
AGREEMENT AND  
DEVELOPMENT GUIDE  
AGREEMENT

Mr. Pogue discussed with the Boards the Annexation Agreement and Development Guide Agreement. Upon motion duly made by Director Charles Johnson, seconded by Director Jennifer Johnson, the Boards unanimously approved the Annexation Agreement and Development Guide Agreement.

ADJOURNMENT

There being no further business to come before the Boards and upon motion and second, the meeting was adjourned at 2:31 p.m.

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

Respectfully Submitted,

DocuSigned by:  
  
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Stacie L. Pacheco, Secretary for the Meeting