

# RECORD OF PROCEEDINGS

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## MINUTES OF THE CONTINUED ORGANIZATIONAL MEETING OF COOPER CREEK VILLAGE METROPOLITAN DISTRICT NOS. 1-5

HELD  
December 5, 2023

The Continued Organizational Meeting of Cooper Creek Village Metropolitan District Nos. 1-5 was held via MS Teams and Teleconference on Tuesday, December 5, 2023, at 1:00 p.m.

### ATTENDANCE

#### Directors in Attendance:

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

#### Also in Attendance:

Alan Pogue; Icenogle Seaver Pogue, P.C.  
Tiffany Skoglund, Shannon McEvoy, Amanda Castle, and Andrew Kunkel; Pinnacle Consulting Group, Inc.  
Jeff Miller and Andrea Austin; Husch Blackwell, LLP

### ADMINISTRATIVE ITEMS

Call to Order: The Continued Organizational Meeting of the Boards of Directors (collectively, the “Boards”) of the Cooper Creek Village Metropolitan District Nos. 1-5 (collectively, the “District”) was called to order by Ms. Skoglund at 1:04 p.m.

Coordinated Meetings: The Boards determined to hold joint meetings of the Districts and to prepare joint minutes of actions taken by the Districts at such meetings. Unless otherwise noted below, the matters set forth below shall be deemed to be the actions of the Board of Directors of Cooper Creek Village Metropolitan District No. 1, with concurrence by the Board of Directors of Cooper Creek Metropolitan District Nos. 2-5.

Declaration of Quorum/Director Qualifications/Disclosure of Potential Conflicts of Interest: Mr. Pogue noted that a quorum was present, with five out of five Directors in attendance. All Board Members confirmed their qualifications to serve on the Boards. Mr. Pogue noted that notices of potential conflicts of interest for all Board Members were filed with the Colorado Secretary of State’s office and with the District’s Board. Mr. Pogue advised the Board that pursuant to Colorado law, certain disclosures by the Board Members might be required prior to taking official action at a meeting. The Board reviewed the agenda for the meeting, following which each Board Member present confirmed the

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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.

Approval of Continued Agenda: The Boards considered the approval of the continued agenda. Following review and discussion, upon a motion duly made by Director Charles Johnson, seconded by Director William Johnson, and upon vote, unanimously carried, it was

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

Public Comment: There were no Public Comments received.

Insurance Requirements (public officials' liability, general liability, directors and officers liability, and workers' compensation) and Resolution to obtain coverage through the Colorado Special Districts Property and Liability Pool: Mr. McEvoy discussed the Insurance Requirements (public officials' liability, general liability, directors and officers liability, and workers' compensation) and the Resolution to obtain coverage through the Colorado Special Districts Property and Liability Pool with the Boards. Following review and discussion, upon a motion duly made by Director Charles Johnson, seconded by Director William Johnson, and upon vote, unanimously carried, it was

**RESOLVED** to approve the Resolution to obtain coverage through the Colorado Special Districts Property and Liability Pool, as presented.

Special District Association: Ms. Skoglund discussed joining the Special District Association with the Boards. Following review and discussion, upon a motion duly made by Director Charles Johnson, seconded by Director William Johnson, and upon vote, unanimously carried, it was

**RESOLVED** to approve joining the Special District Association.

District Website: Ms. Skoglund discussed establishing a District Website with the Boards. Following review and discussion, upon a motion duly made by Director William Johnson, seconded by Director Charles Johnson, and upon vote, unanimously carried, it was

**RESOLVED** to approve the establishment of a District Website.

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District Manager and Icenogle Seaver Pogue, P.C. Websites: Ms. Skoglund requested consent for Cooper Creek Village Metropolitan District Nos. 1-5 to be listed on the websites of the District Manager and Icenogle Seaver Pogue, P.C. Following review and discussion, upon a motion duly made by Director William Johnson, seconded by Director Charles Johnson, and upon vote, unanimously carried, it was

**RESOLVED** to approve the listing of Cooper Creek Village Metropolitan District Nos. 1-5 on the websites of the District Manager and Icenogle Seaver Pogue, P.C.

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### FINANCIAL ITEMS

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: Ms. Castle discussed the 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 with the Boards. Following review and discussion, upon a motion duly made by Director William Johnson, seconded by Director Charles Johnson, and upon vote, unanimously carried, it was

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

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### 2023 BUDGET HEARING

Director Charles Johnson opened the 2023 Budget Hearing for Cooper Creek Village Metropolitan District Nos. 1-5. Ms. Castle reported that notice of the budget hearing was published on October 26, 2023, in the Middle Park Times, in accordance with state budget law. Ms. Castle reviewed the mill levies, estimated revenues, and expenditures in detail and answered questions. The budgets for the District are as follows:

District No. 1  
General Fund: \$12,000.00  
Capital Fund: \$0

District No. 2  
General Fund: \$0

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District No. 3  
General Fund: \$0

District No. 4  
General Fund: \$0

District No. 5  
General Fund: \$0

There being no public input, the public portion of the budget hearing was closed. After further review and discussion, upon a motion duly made by Director Charles Johnson, seconded by Director William Johnson, and upon vote, unanimously carried, it was

**RESOLVED** to approve the Resolutions to Adopt the 2023 Budgets for Cooper Creek Village Metropolitan District Nos. 1-5, set the mill levies, and appropriate budgeted funds upon final certification of values being received by the County of Grand on or before January 10, 2024, and approve all other documents related to the 2023 budgets. The District Manager is authorized to make minor modifications that may be necessary following receipt of final assessed values.

2024  
BUDGET HEARING

Director Charles Johnson opened the 2024 Budget Hearing for Cooper Creek Village Metropolitan District Nos. 1-5. Ms. Castle reported that notice of the budget hearing was published on October 26, 2023, in the Middle Park Times, in accordance with state budget law. Ms. Castle reviewed the mill levies, estimated revenues, and expenditures in detail and answered questions. The budgets for the District are as follows:

District No. 1  
General Fund: \$60,000.00  
Capital Fund: \$200,000.00

District No. 2  
General Fund: \$0

District No. 3  
General Fund: \$0

District No. 4  
General Fund: \$0

District No. 5  
General Fund: \$0

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There being no public input, the public portion of the budget hearing was closed. After further review and discussion, upon a motion duly made by Director Charles Johnson, seconded by Director William Johnson, and upon vote, unanimously carried, it was

**RESOLVED** to approve the Resolutions to Adopt the 2024 Budgets for Cooper Creek Village Metropolitan District Nos. 1-5, set the mill levies, and appropriate budgeted funds upon final certification of values being received by the County of Grand on or before January 10, 2024, and approve all other documents related to the 2024 budgets. The District Manager is authorized to make minor modifications that may be necessary following receipt of final assessed values.

FINANCIAL  
ITEMS CONTINUED

Establishment of a District Checking Account: Ms. Castle discussed establishing a District Checking Account with the Boards and answered questions. It was the direction of the Boards for Pinnacle Consulting Group, Inc. to take the necessary steps to open a District Checking Account with FirstBank Holding Company and to appoint Director W. Johnson, and Director C. Johnson as authorized signors.

LEGAL ITEMS

Intergovernmental Agreement Concerning District Improvements and Operations among Cooper Creek Village Metropolitan District Nos. 1 – 5: Mr. Pouge presented the Intergovernmental Agreement Concerning District Improvements and Operations among Cooper Creek Village Metropolitan District Nos. 1 – 5 to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Charles Johnson, seconded by Director William Johnson, and upon vote, unanimously carried, it was

**RESOLVED** to approve the Intergovernmental Agreement Concerning District Improvements and Operations among Cooper Creek Village Metropolitan District Nos. 1 – 5, as amended to remove the word “developer”.

Improvement Acquisition, Advance and Reimbursement Agreement with WCJ Holdings, LLC or its affiliate, and in connection therewith, the issuance of a Subordinate Note to secure repayment of organization costs and capital advances: Mr. Pouge presented the Improvement Acquisition, Advance and Reimbursement Agreement with WCJ Holdings, LLC or its affiliate, and in connection therewith, the issuance of a Subordinate Note to secure repayment of organization costs and capital advances to the Boards and answered questions. Following

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review and discussion, upon a motion duly made by Director Charles Johnson, seconded by Director William Johnson, and upon vote, unanimously carried, it was

**RESOLVED** to approve the Improvement Acquisition, Advance and Reimbursement Agreement with WCJ Holdings, LLC or its affiliate, and in connection therewith, the issuance of a Subordinate Note to secure repayment of organization costs and capital advances, as presented.

Funding and Reimbursement Agreement with WCJ Holdings, LLC or its affiliate, and in connection therewith, the issuance of a Subordinate Note to secure repayment of operating advances: Mr. Pougé presented the Funding and Reimbursement Agreement with WCJ Holdings, LLC or its affiliate, and in connection therewith, the issuance of a Subordinate Note to secure repayment of operating advances to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Charles Johnson, seconded by Director William Johnson, and upon vote, unanimously carried, it was

**RESOLVED** to approve the Funding and Reimbursement Agreement with WCJ Holdings, LLC or its affiliate, and in connection therewith, the issuance of a Subordinate Note to secure repayment of operating advances, as presented.

OTHER  
MATTERS

There were no Other Matters to come before the Boards.

ADJOURNMENT

There being no further business to come before the Boards, upon motion duly made by Director Charles Johnson, seconded by Director William Johnson, and upon unanimous vote, the meeting was adjourned at 1:34 p.m.

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

Respectfully submitted,



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Andrew Kunkel, Recording Secretary for the Meeting