

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

HIGHLANDS METROPOLITAN DISTRICT NO. 1

Held: Friday, October 16, 2020, at 9:30 a.m., *via teleconference*

*Due to the Executive Orders issued by Governor Polis and Public Health Orders implementing the Executive Orders issued by the Colorado Department of Health and Environment, and the threat posed by the COVID-19 coronavirus, this meeting will be held via teleconference.*

**Attendance**

The special meeting of the Board of Directors of the Highlands Metropolitan District No. 1, 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:

José-Luis Daniel Montiel  
Jacquelyn Eisenberg-Nelson  
Kathryn Jewkes  
Sean Nelson

Also present were Zachary P. White, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law, District General Counsel; Diane Wheeler, Simmons & Wheeler, P.C., District Accountant, Craig Eisenberg and Ryan Amato, Eisenberg Company Ryan Amato.

**Call to Order**

Director Montiel noted that a quorum of the Board was present and the meeting was called to order.

**Conflict of Interest Disclosures**

Mr. White advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Mr. White 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 Board at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Board. Mr.

White inquired into whether members of the Board had any additional disclosures of potential or existing conflicts of interest with regard to 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 Board to act.

Agenda

Mr. White presented the proposed agenda to the Board. Following discussion, upon a motion duly made, the Board unanimously approved the agenda as presented.

Election of Officers

The Board engaged in general discussion regarding the Election of Officers following the May 2020 Election. Following discussion, after motion duly made and seconded, the Board elected the following officers:

José-Luis Daniel Montiel, President  
Jacquelyn Eisenberg-Nelson, Treasurer  
Kathryn Jewkes, Secretary  
Sean Nelson, Assistant Secretary

Resolution Establishing  
Emergency Procedures and  
Authorizing  
Teleconferencing for Regular  
and Special Meetings

Mr. White presented to the Board a Resolution Establishing Emergency Procedures Authorizing Teleconferencing for Regular and Special Meetings for consideration. Following discussion, upon a motion duly made, the Board unanimously adopted the resolution.

Public Comment

None.

**Consent Agenda**

Mr. White advised the Board that any item may be removed from the consent agenda to the regular agenda upon the request of any director. No items were requested to be removed from the consent agenda. Upon a motion duly made and seconded, the following items on the consent agenda were unanimously approved, ratified and/or adopted:

- Minutes from December 6, 2019 special meeting
- 2019 Annual Report
- 2018 Audit Exemption Application
- Amended and Restated Public Records Request Policy
- Resolution Establishing an Electronic Signature Policy
- Renewal of Property and Liability Schedule and Limits, Workers Compensation Coverage and SDA Membership

## **Legal Matters**

Consider Adoption of 2021 Annual Administrative Resolution

Mr. White presented the Board with the 2021 Annual Administrative Resolution for consideration. Following discussion, upon a motion duly made, the Board unanimously adopted the resolution.

Discuss District Website Design and Maintenance and Consider Approval of Independent Contractor Agreement from Heatherly Creative, LLC for Same

Mr. White presented the Independent Contractor Agreement with Heatherly Creative, LLC for District Website Design and Maintenance for consideration. Following discussion, upon a motion duly made, the Board unanimously approved the Independent Contractor Agreement, subject to review of the website options.

Consider Adoption of Resolution Regarding Acceptance of District Eligible Costs for Public Improvements Pursuant to the Infrastructure Acquisition and Reimbursement Agreement with EVT-7<sup>th</sup> and Sheridan, LLC

Mr. White presented to the Board a Resolution Regarding Acceptance of District Eligible Costs for Public Improvements Pursuant to the Infrastructure Acquisition and Reimbursement Agreement with EVT-7<sup>th</sup> and Sheridan, LLC for consideration. Following discussion, upon a motion duly made, the Board unanimously adopted the resolution.

## **Financial Matters**

Consider Approval of Payables and Unaudited Financials

Ms. Wheeler presented the Board with the Claims Payable in the amount of \$38,802.57 for ratification. Following discussion, upon a motion duly made, the Board unanimously ratified the claims payable as presented.

Ms. Wheeler presented the Board with the Claims Payable in the amount of \$16,656.97 for approval. Following discussion, upon a motion duly made, the Board unanimously approved the claims payable as presented.

Ms. Wheeler presented the Board with the Unaudited Financial Statements for the period ending July 31, 2020. Following discussion, upon a motion duly made, the Board unanimously accepted the Unaudited Financial Statements.

Consider Approval of Set Up and Use of Bill.com to Process Invoices

Ms. Wheeler discussed with the Board the use of Bill.com to make payments. Following discussion, upon a motion duly made, the Board unanimously approved the use of Bill.com and designated Directors Montiel and Eisenberg-Nelson as signers.

Conduct 2020 Budget  
Amendment Hearing and  
Consider Adoption of  
Resolution to Amend 2020  
Budget

Following discussion, the Board determined an amendment was not necessary.

Conduct Public Hearing on  
2021 Budget and Consider  
Adoption of Resolution  
Approving 2021 Budget

Director Montiel opened the public hearing on the proposed 2021 Budget. Mr. White noted that the notice of public hearing was provided in accordance with Colorado law. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed.

Ms. Wheeler reviewed the 2021 Budget Resolution with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution adopting the 2021 Budget, appropriating funds therefor and certifying 65.664 mills in the general fund, 0.000 mills in the debt service fund, and 0.000 mills in the capital projects fund.

The Board directed legal counsel and the District's accountant to certify the mill levy by December 15, 2020 and file the 2021 Budget by January 30, 2021.

Other Financial Matters

The Board discussed the need for a 2020 Audit. Following discussion, upon motion duly made and seconded, the Board instructed Ms. Wheeler to obtain proposals and authorized Director Eisenberg-Nelson to approve.

**Adjournment**

There being no further business to come before the Board and following discussion and upon motion duly made and seconded, the Board determined to adjourn the meeting.

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

  
Kathryn Jewkes (Dec 10, 2020 10:49 MST)

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Secretary of the Meeting

The foregoing minutes were approved by the Board of Directors on the 12th day of December, 2021.