

MINUTES OF THE REGULAR MEETING OF THE BOARD  
OF DIRECTORS

OF

HIGHLANDS METROPOLITAN DISTRICT NO. 1

Held: Wednesday, July 13th, at 10:00 a.m.

*This meeting was held via teleconference.*

**Attendance**

The regular 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

Director Sean Nelson was absent. All absences are deemed excused unless otherwise noted in these minutes.

Also present were Megan J. Murphy, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law, District General Counsel; Diane Wheeler, Simmons & Wheeler, P.C., District Accountant.

**Call to Order/Declaration of Quorum**

Noting that a quorum of the Board was present, Director Montiel called the meeting to order.

**Conflict of Interest Disclosures**

Ms. Murphy advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Murphy 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. Ms. Murphy noted that a quorum was present and 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.

**Appointment of Officers**

The Board engaged in discussion regarding the appointment of officers. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the following office positions:

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

**Approval of Agenda**

Ms. Murphy presented the proposed agenda to the Board. Following discussion, upon a motion duly made and seconded, the Board approved the agenda, as presented.

**Public Comment**

None.

**Consent Agenda**

Ms. Murphy reviewed with the Board the items on the consent agenda. Upon a motion duly made and seconded, the following items on the consent agenda were unanimously approved, ratified, and/or adopted:

- a. Minutes from October 15, 2021 Regular Meeting;
- b. 2020 Annual Report;
- c. 2019 Audit Exemption Application;
- d. Acceptance of 2020 Audit;
- e. Engagement of Hiratsuka & Associates, L.L.P. to prepare the 2020 and 2021 Audits;
- f. Contract with Heatherly Creative, LLC to prepare and maintain the District’s website;
- g. Items from October 15, 2021 Regular Meeting;
  - i. Minutes from February 22, 2021 Special Meeting;
  - ii. Renewal of Property and Liability Schedule and Limits, Workers Compensation Coverage, and SDA Membership;
  - iii. Disbursement and Release Agreement with Vista Highlands, LLC, Vista Highlands Development Corp., and EVT 7<sup>th</sup> and Sheridan, LLC dated March 17, 2021;
  - iv. Termination of Agreements with Vista Highlands, LLC dated March 19, 2021;
  - v. Requisition No. 1 Related to the District’s Limited Tax (Convertible to Unlimited Tax) General Obligation Bonds, Series 2021;
  - vi. Requisition No. 2 Related to the District’s Limited Tax (Convertible to Unlimited Tax) General Obligation Bonds, Series 2021;

- vii. Resolution Designating the Location of Regular Meetings of the Board of Directors;
- viii. Adoption of Resolution Calling Election (May 2022);
- ix. Adoption of 2022 Annual Administrative Matters Resolution;
- x. Claims Payments; and
- xi. Acceptance of July 31, 2021 Unaudited Financial Statements.

## **Legal Matters**

Adoption of the Resolution Calling November 2022 Election

Ms. Murphy presented to the Board a Resolution calling the November 3, 2022 Election. Following discussion, upon a motion duly made and seconded, the Board adopted the Resolution and designated the District website as a second method for providing notice of call for nominations.

## **Financial Matters**

Consider Approval/Ratification of Claims for Payables

Ms. Wheeler presented claims totaling \$31,645.26 for ratification. Following discussion, upon a motion duly made, the Board unanimously ratified the claims.

Consider Acceptance of Unaudited Financial Statements

Ms. Wheeler presented the March 31, 2022 unaudited financial statements for acceptance. Following discussion, upon a motion duly made, the Board unanimously accepted the unaudited financial statements.

Consider Acceptance of 2021 Audit

Ms. Wheeler presented the 2021 audit to the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously accepted the 2021 Audit subject to final review by legal counsel and the auditor.

## **Adjournment**

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

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

*Kathryn Jewkes*  
[Kathryn Jewkes \(Oct 27, 2022 13:58 MDT\)](#)

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Secretary for the Meeting

The foregoing minutes were approved by the Board of Directors on the 20th day of October, 2022.