

MINUTES OF THE SPECIAL MEETING OF THE BOARD
OF DIRECTORS

OF

HIGHLANDS METROPOLITAN DISTRICT NO. 1

Held: Monday, July 17, 2023 at 10:00 a.m.

This meeting was 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

Director 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 and Oscar Fierro, Simmons & Wheeler, P.C., District Accountants.

Call to Order/Declaration of Quorum

Noting that a quorum of the Board was present, Director Eisenberg-Nelson 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 general discussion regarding the Appointment of Officers. Following discussion, upon a motion duly made and seconded, the Board appointed Director Montiel as President, Director Eisenberg-Nelson as Treasurer, Director Jewkes as Secretary and Director Nelson as 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 the items on the consent agenda with the Board. Ms. Murphy 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 adopted:

- Minutes from February 6, 2023 Special Meeting; and
- Engagement Letter with Hiratsuka & Associates, LLP to prepare 2022 Audit.

Legal Matters

None.

Financial Matters

Consider Approval/
Ratification of Payables

Ms. Wheeler presented claims totaling \$17,321.74 for ratification. Ms. Wheeler presented the March 31, 2023 Financial Statements to the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously ratified the claims and approved the financial statements.

Consider Acceptance of 2022
Audit

Ms. Wheeler presented the 2022 audit to the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously accepted the audit subject to final legal review and receipt of a clean auditor opinion.

Conduct 2022 Budget
Amendment Hearing and
Consider Adoption of

The public hearing on the 2022 Budget Amendment was opened. Ms. Murphy noted that the notice of public hearing was provided in accordance with Colorado Law. No written objections have been

Resolution to Amend 2022
Budget

received prior to the meeting. There being no public comment, the hearing was closed.

Ms. Wheeler reviewed the Resolution Amending the 2022 Budget with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution amending the 2022 budget.

Other Financial Matters

None.

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 14, 2023 13:45 MDT)

Secretary for the Meeting

The foregoing minutes were approved by the Board of Directors on the 11th day of October, 2023.