

MINUTES OF A JOINT SPECIAL MEETING OF THE
BOARDS OF DIRECTORS

OF

SPRING HILL METROPOLITAN DISTRICT NOS. 1-4

Held: Monday, November 21, 2022 at 3:30 p.m.

This meeting was held via teleconference.

Attendance

The special meeting referenced above was called and held in accordance with the applicable statutes of the State of Colorado. The following Directors, having confirmed their qualifications to serve, were in attendance:

Sarah Hunsche
Corey Elliott
Christopher Elliott
Christian M. Janke

Also present were Kristin B. Tompkins, Esq. and Megan J. Murphy, Esq., White Bear Ankele Tanaka & Waldron, District General Counsel; and Gigi Pangindian and John Wojnarowski, CliftonLarsonAllen, LLP, District Accountant.

**Call to Order/Declaration
of Quorum**

It was noted that a quorum of the Boards was present and the meeting was called to order.

Joint Meeting

The Boards of Directors of the Districts have determined to hold joint meetings of the Districts and to prepare joint minutes of action taken by the Districts in such meetings. Unless otherwise noted herein, all official action reflected in these minutes is the action of each of the Districts. Where necessary, action taken by an individual District will be so reflected in these minutes.

**Director Conflict of
Interest Disclosures**

Ms. Murphy advised the Boards 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 Boards at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Boards. Ms. Murphy inquired into whether members of the Boards had any additional

disclosures of potential or existing conflicts of interest with regard to any matters scheduled for discussion at the meeting. All of the directors noted their relationship with ME Erie, LLC, as disclosed in their conflicts of interest statements filed with the Secretary of State and the Boards prior to the meeting. The participation of the members present was necessary to obtain a quorum or to otherwise enable the Boards to act.

Approval of Agenda

Ms. Murphy reviewed the proposed agenda with the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the agenda as presented.

Public Comment

None.

Consider Approval of Minutes from October 27, 2022 Regular Meeting

Ms. Murphy presented the Minutes from October 27, 2022 regular meeting to the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the minutes.

Legal Matters

Consider Approval of Independent Contractor Agreement with Westwood Professional Services, Inc. for Engineering Services (District No. 4)

Ms. Tompkins presented the Independent Contractor Agreement with Westwood Professional Services, Inc. to the Board of District No. 4. Ms. Tompkins noted the changes requested by Westwood which include the change in Section 15 from defense and indemnification to just defense and an addition of a section to limit the scope of liability to costs paid by the District to Westwood. Following discussion, upon a motion duly made and seconded, the Board of District No. 4 approved the agreement with the change in Section 15 but not the addition of a section to limit the scope of liability to costs paid by the District to Westwood.

Other Legal Matters

None.

Financial Matters

Consider Adoption of Joint Resolution Regarding Acceptance of District Eligible Costs for Public Improvements pursuant to the Infrastructure Acquisition and Project

Ms. Pangindian presented the Joint Resolution Regarding Acceptance of District Eligible Costs for Public Improvements pursuant to the Infrastructure Acquisition and Project Fund Disbursement Agreement with ME Erie, LLC to the Board of District Nos. 1-3. Following discussion, upon a motion duly made and seconded, the Board of District Nos. 1-3 unanimously adopted the resolution, subject to receipt of the Accountant's Certification.

Fund Disbursement
Agreement with ME Erie,
LLC (District Nos. 1-3)

Approval of Special District
Preparation Scope of Work
with CliftonLarsonAllen
LLP for District Accounting
Services

Ms. Pangindian presented the Special District Preparation Scope of Work to the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the Scope of Work.

Discussion Regarding 2023
Mill Levies

Ms. Pangindian presented the 2023 mill levies to the Boards. No action was taken.

Other Financial Matters

Ms. Pangindian presented the Statement of Cash position to the Board of District Nos. 3 and 4. Director Hunsche noted that the cost of issuance fund has not been paid out yet. Ms. Pangindian will reach out to UMB regarding this.

Other Business

The Boards requested the meeting for December 22, 2022 be cancelled.

Adjournment

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

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

Corey Elliott

Corey Elliott (May 26, 2023 13:51 MDT)

Secretary for the Meeting

The foregoing minutes were approved by the Boards of Directors on this 25th day of May, 2023.