

MINUTES OF A JOINT REGULAR MEETING OF THE
BOARDS OF DIRECTORS

OF

SPRING HILL METROPOLITAN DISTRICT NOS. 1-4

Held: Thursday, May 25, 2023 at 2:30 p.m.

This meeting was held via teleconference.

Attendance

The regular 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 Megan J. Murphy, Esq., White Bear Ankele Tanaka & Waldron, District General Counsel; Gigi Pangindian, CliftonLarsonAllen, LLP, District Accountant; and Jamie Cotter, Esq., Spencer Fane, LLP, Special Counsel.

**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 amended.

Public Comment

None.

Consent Agenda

Ms. Murphy reviewed the items on the consent agenda with the Boards. Ms. Murphy advised the Boards that any item may be removed from the consent agenda to the regular agenda upon the request of any director. Upon a motion duly made and seconded, the following items on the consent agenda were unanimously approved, acknowledged, ratified and/or adopted, as applicable:

- Minutes from November 21, 2022 Special Meeting;
- Rescind Independent Contractor Agreement with Westwood Professional Services, Inc. for Engineering Services (District No. 4); and
- Independent Contractor Agreement with KT Engineering for Engineering Services (District No. 4).

Financial Matters

Consider Approval of Claims and Schedule of Cash Position

Ms. Pangindian presented the claims in the amount of \$87,847.47 and the Schedule of Cash Position dated December 31, 2022 and updated as of May 19, 2023 to the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the claims and Schedule of Cash Position.

Approval of Engagement of Auditor to prepare 2022 Audit (District No. 3)

Ms. Pangindian presented the proposal from Fiscal Focus Partners in the amount of \$7,000 and the proposal from BiggsKofford in the amount of \$4,500 for the 2022 audit to the Board of District No. 3. Following discussion, upon a motion duly made and seconded, the Board of District No. 3 unanimously approved the proposal from BiggsKofford.

Legal Matters

Consider Engagement of
Spencer Fane as Special
Counsel to the District
(District No. 4)

Ms. Cotter presented the Engagement Letter with Spencer Fane as Special Counsel to the Board of District No. 4. Following discussion, upon a motion duly made and seconded, the Board of District No. 4 unanimously approved the engagement of Spencer Fane as Special Counsel.

Executive Session

Upon motion of Director Janke, seconded by Director Elliott, and upon an affirmative vote of at least two-thirds of the quorum present, the Boards convened in executive session at 2:38 P.M. for the purpose of receiving legal advice pursuant to §24-6-402(4)(b), C.R.S.; as it relates to potential condemnation of property and pursuant to § 24-6-402(4)(e), C.R.S., for the purpose of determining positions relative to matters that may be subject to negotiations, developing strategy for negotiations, instructing negotiators related to potential condemnation of property.

Pursuant to § 24-6-402(2)(d.5)(II)(B), C.R.S., no record will be kept of the portion of this executive session that, in the opinion of the Districts' attorney, constitutes privileged attorney-client communication pursuant to § 24-6-402(4)(b), C.R.S.

Also pursuant to § 24-6-402(4), C.R.S., the Board did not adopt any proposed policy, position, resolution, rule, regulation or take formal action during execution session.

The Boards reconvened in regular session at 3:21 P.M.

Consider Adoption of
Resolution of Necessity for
the Acquisition of Real
Property owned by Boulder
and Weld Ditch Company

No action taken.

Consider Adoption of
Resolution of Necessity for
the Acquisition of Real
Property owned by City and
County of Broomfield

No action taken.

Consider Approval of
Engagement of Appraiser to
Prepare Property Appraisal

Deferred.

Other Legal Matters

None.

Other Business

None.

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.

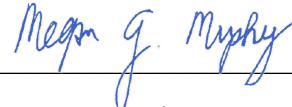
Corey Elliott
Corey Elliott (Nov 17, 2023 10:36 MST)

Secretary for the Meeting

The foregoing minutes were approved by the Boards of Directors on this 16th day of November, 2023.

ATTORNEY STATEMENT
REGARDING PRIVILEGED ATTORNEY-CLIENT COMMUNICATION

Pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S., I attest that, in my capacity as the attorney representing Spring Hill Metropolitan District Nos. 1-4, I attended the executive session meeting Spring Hill Metropolitan District Nos. 1-4 convened at 2:38 p.m. on May 25, 2023 for the sole purpose of potential condemnation of property and pursuant to § 24-6-402(4)(e), C.R.S., for the purpose of determining positions relative to matters that may be subject to negotiations, developing strategy for negotiations, instructing negotiators related to potential condemnation of property. I further attest it is my opinion that all of the executive session discussion constituted a privileged attorney-client communication as provided by Section 24-6-402(4)(b), C.R.S. and, based on that opinion, no further record, written or electronic, was kept or required to be kept pursuant to Section 24-6-402(2)(b), C.R.S. or Section 24-6-402(2)(d.5)(II)(B), C.R.S.



Megan J. Murphy, Esq.