

MINUTES OF A JOINT SPECIAL MEETING OF THE
BOARDS OF DIRECTORS

OF

SPRING HILL METROPOLITAN DISTRICT NOS. 1-4

Held: Thursday, November 16, 2023 at 2:30 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
Christian M. Janke

Director Christopher Elliott was absent. All absences are deemed excused unless otherwise noted in these minutes.

Also present were Kristin B. Tompkins, Esq., White Bear Ankele Tanaka & Waldron, District General Counsel; and Cathee Sutton 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. Tompkins advised the Boards that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Tompkins 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. Tompkins

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. Tompkins 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.

Consent Agenda

Ms. Tompkins reviewed the items on the consent agenda with the Boards. Ms. Tompkins 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 May 25, 2023 Regular Meeting;
- Minutes from October 26, 2023 Annual Meeting;
- 2022 Annual Report;
- 2022 Audit Exemption Applications (District Nos. 1, 2, & 4); and
- 2022 Audit (District No. 3)

Legal Matters

Consider Adoption of 2024 Joint Annual Administrative Resolution

Ms. Tompkins presented the 2024 Joint Annual Administrative Resolution to the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously adopted the resolution.

Approval of Renewal of Property and Liability Schedule and Limits, Workers Compensation Coverage, and SDA Membership for 2024

Ms. Tompkins presented the renewal of property and liability schedule and limits, workers compensation coverage, and SDA membership for 2024. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the renewal of coverage and SDA membership.

Consider Approval of Form Of Public Improvements

Deferred.

Conveyance Agreement
(District No. 4)

Consider Approval of
Second Amendment to
Funding and reimbursement
Agreement (Operations and
Maintenance) (District No.
4)

Ms. Tompkins presented the Second Amendment to Funding and Reimbursement Agreement (Operations and Maintenance) 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 amendment.

Other Legal Matters

None.

Financial Matters

Consider Approval of
Claims and Schedule of
Cash Position

Ms. Sutton presented the Schedule of Cash Position dated December 31, 2022 and updated as of November 13, 2023 to the Board of District No. 4. Following discussion, upon a motion duly made and seconded, the Board of District No.. 4 unanimously accepted the Schedule of Cash Position.

Conduct Public Hearing on
2023 Budget Amendment
and Consider Adoption of
Resolution Amending 2023
Budget

Ms. Sutton noted 2023 budget amendments were not necessary.

Conduct Public Hearing on
2024 Budget and Consider
Adoption of Resolution
Adopting 2024 Budget,
Imposing Mill Levy and
Appropriating Funds

The public hearing on the proposed 2024 Budgets was opened. Ms. Tompkins noted that the notice of public hearing was provided in accordance with Colorado law. No written objections were received prior to the meeting. There being no public comment, the hearing was closed.

Ms. Sutton reviewed the 2024 Budget Resolution with the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution adopting the 2024 Budget, appropriating funds therefor and certifying mills as shown in the 2024 Budget, subject to receipt of final assessed valuation.

Ms. Sutton reviewed the 2024 Budget Resolution with the Board of District No. 2. Following discussion, upon a motion duly made and seconded, the Board of District No. 2, unanimously adopted the resolution adopting the 2024 Budget, appropriating funds therefor and certifying mills as shown in the 2024 Budget, subject to receipt of final assessed valuation.

Ms. Sutton reviewed the 2024 Budget Resolution with the Board of District No. 3. Following discussion, upon a motion duly made and seconded, the Board of District No. 3, unanimously adopted the resolution adopting the 2024 Budget, appropriating funds therefor and certifying mills as shown in the 2024 Budget, subject to receipt of final assessed valuation.

Ms. Sutton reviewed the 2024 Budget Resolution with the Board of District No. 4. Following discussion, upon a motion duly made and seconded, the Board of District No. 4, unanimously adopted the resolution adopting the 2024 Budget, appropriating funds therefor and certifying mills as shown in the 2024 Budget, subject to receipt of final assessed valuation.

Consider Approval of Master Services Agreement, Special Districts Preparation Scope of Work and Payroll Services Scope of Work with CliftonLarsonAllen LLP for District Accounting Services

Ms. Sutton presented the Special Districts Preparation Scope of Work and Payroll Services Scope of Work with CliftonLarsonAllen LLP for District Accounting Services to the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the Master Services Agreement and Scopes of Work.

Other Financial 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 (Mar 29, 2024 11:11 MDT)
Secretary for the Meeting

The foregoing minutes were approved by the Boards of Directors on this 28th day of March, 2024.