

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF THE
GOLD HILL MESA METROPOLITAN DISTRICT NO. 1
(THE "DISTRICT")
HELD
NOVEMBER 16, 2022

A regular meeting of the Board of Directors of the Gold Hill Mesa Metropolitan District No. 1 (referred to hereafter as the "Board") was convened on Wednesday, November 16, 2022, at 9:00 a.m. and was located at 142 South Raven Mine Drive, Suite 200, Colorado Springs, CO 80905 and via video teleconference. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Stephanie Edwards, President (via phone)
John Olson, Secretary/Treasurer (via phone)
Barry Brinton, Assistant Secretary (via phone)

Director Tiffany Willard, Assistant Secretary was absent and excused.

Also, In Attendance Were:

Pete Susemihl, Esq.; Susemihl, McDermott & Downie, P.C
Krista Baptist, Courtney Hoff, John Wojnarowski, and Seef Le Roux;
CliftonLarsonAllen LLP ("CLA")
Monte McKeehen; Hadley Properties
Tiffany Schmidt and Mason Simpson; Members of the Public

ADMINISTRATIVE MATTERS

Call to Order and Agenda: Following discussion, upon a motion duly made by Director Olson, seconded by Director Edwards and, upon vote, unanimously carried, the Board called the meeting to order at 9:09 a.m. and approved the agenda, as presented.

Disclosures of Potential Conflicts of Interest: The Board stated there were no potential conflicts of interest to disclose.

Quorum, Location of Meeting and Posting of Meeting Notices: Attorney Susemihl confirmed a quorum was present and the meeting was properly noticed. Following discussion, upon a motion duly made by Director Olson, seconded by Director Edwards and, upon vote, unanimously carried, the Board excused the absence of Director Willard.

Public Comment: None.

May 18, 2022 Regular Meeting Minutes, June 7, 2022 Special Meeting Minutes, August 8, 2022 Continued Special Meeting Minutes and October

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19, 2022 Regular Meeting Minutes: Following discussion, upon a motion duly made by Director Olson, seconded by Director Edwards and, upon vote, unanimously carried, the Board approved the October 19, 2022 regular meeting minutes, as presented.

Following discussion, upon a motion duly made by Director Edwards, seconded by Director Brinton and, upon vote, unanimously carried, the Board approved the May 18, 2022 regular meeting minutes, June 7, 2022 special meeting minutes and August 8, 2022 continued special meeting minutes, as presented.

Resolution Regarding 2023 Annual Administrative Matters: Following review, upon a motion duly made by Director Olson, seconded by Director Brinton and, upon vote, unanimously carried, the Board adopted the Resolution Regarding 2023 Annual Administrative Matters, as presented.

2023 Insurance Renewal. Documents Needed to Obtain or Maintain Insurance Coverage through the Colorado Special Districts Property and Liability Pool or T. Charles Wilson Risk Management and Membership in the Special District Association: Ms. Baptist reviewed the insurance documents for 2023 renewal with the Board. Director Edwards expressed a concern regarding membership with the Special District Association. Discussion ensued. Following review and discussion, upon a motion duly made by Director Brinton, seconded by Director Olson and, upon vote, unanimously carried, the Board tabled actions at this time.

Other: None.

FINANCIAL MATTERS

Current Claims and Past Claims: Mr. Le Roux reviewed the current claims and past claims with the Board. Discussion ensued regarding canceling a pending invoice payment amount of \$11,000.00 and requested the vendor resubmit the invoice.

Following review and discussion, upon a motion duly made by Director Olson, seconded by Director Edwards and, upon vote, unanimously carried, the Board ratified approval of past claims and approved the current claims, pending the cancellation of the \$11,000.00 invoice payment.

September 30, 2022 Unaudited Financial Statements: Mr. Le Roux reviewed the September 30, 2022 Unaudited Financial Statements with the Board. Discussion ensued. Following review and discussion, upon a motion duly made by Director Olson, seconded by Director Edwards and, upon vote, unanimously carried, the Board accepted the September 30, 2022 Unaudited Financial Statements.

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Public Hearing to Consider Amendment of the 2022 Budget. Resolution to Amend the 2022 Budget: Upon a motion duly made by Director Olson, seconded by Director Brinton and, upon vote, unanimously carried, the Board opened the public hearing to consider an amendment to the 2022 Budget.

It was noted that publication of Notice stating that the Board would consider amendment of the 2022 Budget and the date, time and place of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to the public hearing.

Mr. Le Roux presented the amendments of the 2022 Budget to the Board.

No public comment was received and the public hearing was closed.

Following discussion, upon a motion duly made by Director Olson, seconded by Director Edwards and, upon vote, unanimously carried, the Board adopted the Resolution to Amend the 2022 Budget.

Public Hearing on the Proposed 2023 Budget and Resolution to Adopt the 2023 Budget and Appropriate Sums of Money and Set Mill Levies: Upon a motion duly made by Director Olson, seconded by Director Edwards and, upon vote, unanimously carried, the Board opened the public hearing to consider the proposed 2023 Budget.

It was noted that publication of Notice stating that the Board would consider the proposed 2023 Budget and the date, time and place of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to the Public Hearing.

No public comments were received and upon a motion duly made by Director Olson, seconded by Director Brinton and, upon vote, unanimously carried, the Board closed the Public Hearing.

Mr. Le Roux reviewed the proposed 2023 Budget with the Board. Discussion ensued regarding the developer advance repayment schedule for the fiscal year of 2023 in the amount of \$100,000.

Following review and discussion, upon a motion duly made by Director Olson, seconded by Director Brinton and, upon vote, unanimously carried, the Board adopted the Resolution to Adopt the 2023 Budget and Appropriate Sums of Money and Set Mill Levies, as amended.

Board Member to Sign the DLG-70 Certification of Tax Levies: Attorney Susemihl and Mr. Le Roux reviewed DLG-70 Certification of Tax Levies with

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the Board. The Board agreed that any member of the Board may sign the DLG-70 Certification of Tax Levies.

Engagement Letter with BiggsKofford to Prepare the 2022 Audit: Mr. Le Roux reviewed the engagement letter with the Board. Discussion ensued regarding the cost increase from the previous year. Following review and discussion, upon a motion duly made by Director Edwards, seconded by Director Olson and, upon vote, unanimously carried, the Board engaged BiggsKofford to prepare the 2022 Audit.

Other: None

LEGAL MATTERS

Resolution Calling a Regular Election for Directors on May 2, 2023, DEO and DEO to Perform All Tasks Required for the Conduct of a Mail Ballot Election: Attorney Susemihl reviewed the Resolution Calling a Regular Election for Directors with the Board. Mr. Le Roux clarified where election costs were accounted for in the 2023 Budget. Discussion ensued regarding election statutes and the associated costs of an election.

Following review, upon a motion duly made by Director Olson, seconded by Director Edwards and, upon vote, unanimously carried, the Board adopted the Resolution Calling a Regular Election for Directors on May 2, 2023, appointed Peter Susemihl of Susemihl, McDermott & Cowan, P.C. as Designated Election Official (“DEO”) and authorized the DEO to perform all tasks required for the conduct of a mail Ballot election

Other: None.

MANAGER MATTERS

CliftonLarsonAllen LLP Statement(s) of Work for 2023: Ms. Baptist and Mr. Le Roux reviewed the statements of work with the Board. Director Edwards indicated that the Board has requested proposals from other District management companies. No action was taken at this time.

Memorandums of Understanding (“MOU”): Ms. Baptist and Mr. Le Roux reviewed the MOU with the Board. Following review, upon a motion duly made by Director Olson, seconded by Director Edwards and, upon vote, unanimously carried, the Board accepted the MOU, as presented.

Other: The Board discussed sharing the 2023 Budget with the Homeowner associations. Ms. Baptist informed the Board that CLA will share the 2023 Budget once it has been updated.

OTHER BUSINESS

Other: Director Edwards requested the insurance claim related to the flooding in Tiffany Schmit’s, residence in 2022 be reopened.

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ADJOURNMENT

There being no further business to come before the Board at this time, upon a motion duly made by Director Edwards, seconded by Director Olson and, upon vote, unanimously carried, the Board adjourned the meeting at 10:55 a.m.

Respectfully submitted,

By _____
Secretary