

## RECORD OF PROCEEDINGS

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MINUTES OF A SPECIAL MEETING OF  
THE BOARDS OF DIRECTORS OF THE  
GOLD HILL MESA METROPOLITAN DISTRICT NOS. 1-3  
(THE "DISTRICTS")  
HELD  
May 2, 2022

A Special meeting of the Boards of Directors of the Gold Hill Mesa Metropolitan District Nos. 1-3 (referred to hereafter as the "Boards") was convened on Monday, May 2, 2022, at 9:00 a.m. at 142 South Raven Mine Drive, Suite 200, Colorado Springs, CO and via video teleconference. The meeting was open to the public.

### ATTENDANCE

Directors In Attendance Were:

Stephanie Edwards, President  
John Olson, Secretary/Treasurer  
Barry Brinton, Assistant Secretary

Director Tiffany Willard, Assistant Secretary was absent and excused.

Also, In Attendance Were:

Pete Susemihl, Esq.; Susemihl, McDermott & Downie, P.C  
Josh Miller, John Wojnarowski, Krista Baptist, Korben Heim, and Seef Le Roux; CliftonLarsonAllen LLP ("CLA")  
Monte McKeehen; Hadley Properties  
Heather Smith and Justin Burns; Public

### ADMINISTRATIVE MATTERS

**Call to Order and Agenda:** Director Edwards called the meeting to order at 11:02 a.m. Following discussion, upon a motion duly made by Director Edwards, seconded by Director Brinton and, upon vote, unanimously carried, the Boards approved the agenda, as presented and excused the absence of Director Willard.

**Disclosures of Potential Conflicts of Interest:** The Boards noted the potential conflicts of interest below:

Director Brinton is on the Boards of Gold Hill Mesa Neighborhood Homeowners Association and serves as secretary of both Associations. In addition, he is involved with various development companies including Gold Hill Mesa Partners Development Company, Gold Hill Neighborhood, and N & I Development.

**Quorum, Location of Meeting and Posting of Meeting Notices:** Mr. Susemihl confirmed a quorum was present and the meeting was properly noticed.

## RECORD OF PROCEEDINGS

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**Public Comment:** Ms. Smith discussed sub-association contributions to the Districts with the Boards.

Mr. McKeehen addressed concerns with the Boards and legal counsel and suggested the Boards appoint a committee to address the concerns. Following discussion, upon a motion duly made by Director Edwards, seconded by Director Brinton and, upon vote, unanimously carried, the Boards appointed a committee to address sub-association contributions to the Districts.

**Minutes from the February 16, 2022 Regular Board Meeting:** The Boards recommended revisions to the minutes to ensure accuracy of disclosures of conflicts of interest. Following review, upon a motion duly made by Director Edwards, seconded by Director Olson and, upon vote, unanimously carried, the Boards approved the February 16, 2022 meeting minutes, as amended.

### FINANCIAL MATTERS

**Cash Position and PTax Statement:** Mr. Le Roux reviewed the financial statements with the Boards. Director Edwards requested an explanation of the Districts and financial standing for incoming Board member clarity. Mr. Le Roux and Mr. Miller provided additional information. Following review, upon a motion duly made by Director Olson, seconded by Director Brinton and, upon vote, unanimously carried, the Boards accepted the Cash Position and PTax Statements.

**Previous Claims and Current Claims:** Mr. Le Roux reviewed the previous and current claims with the Boards. Following review, upon a motion duly made by Director Olson, seconded by Director Brinton and, upon vote, unanimously carried, the Boards ratified the previous claims and approved the current claims, as presented.

### LEGAL MATTERS

**District No. 3: Resolution Authorizing Judicial Dissolution:** Following review, upon a motion duly made by Director Olson, seconded by Director Brinton and, upon vote, unanimously carried, the District No. 3 Board adopted the Resolution Authorizing Judicial Dissolution.

**District No. 3: Dissolve IGA:** Following review, upon a motion duly made by Director Edwards, seconded by Director Olson and, upon vote, unanimously carried, the District No. 3 Board approved the Amendment to Dissolve the intergovernmental agreement.

### MANAGER MATTERS

**Other:** Mr. Miller provided updates on general landscaping projects to the Boards.

Director Olson commented on the sump pump and water issues related to the irrigation system and possible leaks.

## RECORD OF PROCEEDINGS

---

Ms. Smith noted that the management company of the Association is the first contacts for homeowner reports.

Mr. Miller provided an update regarding a car accident and the proposals for repairs and insurance claims with the Boards. No action was taken.

### OTHER BUSINESS

**Other:** The Boards discussed the oath of office for Mr. Justin Burns to be appointed to the Boards of Directors. Mr. Justin Burns discussed the parcel within the Metropolitan District that he is working to purchase with the Boards.

Mr. McKeehen provided an update on the pricing and progress regarding the land sale with the Boards.

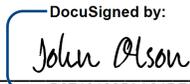
Following discussion, upon motion duly made by Director Olson, seconded by Director Edwards and, upon vote, unanimously carried, the Boards approved the review of costs for the land sale.

Mr. McKeehen provided information on the lots for sale for the Boards to negotiate and coordinate.

### ADJOURNMENT

There being no further business to come before the Boards at this time, upon a motion duly made by Director Edwards, second by Director Brinton and, upon vote, unanimously carried, the Boards adjourned the meeting at 11:57 a.m.

Respectfully submitted,

By  \_\_\_\_\_  
Secretary  
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