

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

HIGHLANDS METROPOLITAN DISTRICT NO. 2

Held: Tuesday, April 14, 2020, at 12:00 p.m., *via teleconference*

Attendance

The following directors were in attendance:

James Spehalski  
Barry Talley

Also present were Kristin B. Tompkins Esq. and Ashley B. Frisbie, Project Manager, White Bear Ankele Tanaka & Waldron, Attorneys at Law, District General Counsel; and Diane Wheeler, Simmons & Wheeler, P.C., District Accountant.

Call to Order

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

Conflict of Interest Disclosures

Ms. Tompkins advised the Board 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 with potential or existing conflicts of interest were filed with the Secretary of State's Office and the Board at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Board. Ms. Tompkins inquired into whether members of the Board had any additional disclosures of potential or existing conflicts of interest with regard to any matters scheduled for discussion at the meeting. No additional disclosures were noted. The Board determined that the participation of the members present was necessary to obtain a quorum or to otherwise enable the Board to act.

Agenda

Ms. Tompkins presented the proposed agenda to the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agenda as amended to include the Acceptance of the 2019 Audit under agenda item 9.d.

Adoption of Resolution Declaring Emergency Procedures and Authorizing Teleconferencing for Regular and Special

Ms. Tompkins presented the Board with the Resolution Declaring Emergency Procedures and Authorizing Teleconferencing for Regular and Special Meetings for consideration. Following discussion, upon a motion duly made, the Board unanimously approved the Resolution.

## Meetings

Adoption of Resolution  
Establishing an Electronic  
Signature Policy

Ms. Tompkins presented the Board with the Resolution Establishing an Electronic Signature Policy for consideration. Following discussion, upon a motion duly made, the Board unanimously approved the Resolution.

Public Comment

None.

## Consent Agenda

Ms. Tompkins reviewed the items on the consent agenda with the Board. Ms. Tompkins advised the Board that any item may be removed from the consent agenda to the regular agenda upon the request of any director. No items were requested to be removed from the consent agenda. Upon a motion duly made and seconded, the following items on the consent agenda were unanimously approved, ratified and/or adopted:

- Resignations of Directors L. Talley, Volk and Halsey
- October 9, 2019 Minutes
- Hiratsuka & Associates, LLP Engagement Letter to prepare 2019 Audit

## Legal Matters

Consider Approval of  
Transaction Based Informed  
Consent to Representation  
from White Bear Ankele  
Tanaka & Waldron

Ms. Tompkins presented the Board with the Transaction Based Informed Consent to Representation from White Bear Ankele Tanaka & Waldron for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Consent to Representation.

Consider Approval of  
Intergovernmental  
Agreement Regarding  
Construction and Financing  
of Public Improvements and  
related Escrow Agreement  
between the District and  
Highlands Metropolitan  
District No. 3

Ms. Tompkins presented the Board with the Intergovernmental Agreement Regarding Construction and Financing of Public Improvements and related Escrow Agreement between the District and Highlands Metropolitan District No. 3 for consideration. Following discussion, upon a motion duly made, the Board unanimously approved the Agreement.

Update on May 5, 2020  
Election

Ms. Frisbie provided the Board an update regarding the May 5, 2020 regular election.

## **Financial Matters**

Consider Approval of Payables/Financials

Ms. Wheeler presented the Board with the December 30, 2019 unaudited financial statements for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously accepted the unaudited financial statements.

Ms. Wheeler presented the Board with the Claims Payable. Following discussion, upon a motion duly made and seconded, the Board unanimously ratified check numbers 5107-5116, totaling \$19,841.53.

Consider Adoption of Resolution Regarding Acceptance of District Eligible Costs for Public Improvements pursuant to the Amended and Restated Infrastructure Acquisition and Reimbursement Agreement with Vista Highlands, LLC

Ms. Tompkins and Ms. Wheeler presented the Board with the Resolution Regarding Acceptance of District Eligible Costs for Public Improvements pursuant to the Amended and Restated Infrastructure Acquisition and Reimbursement Agreement with Vista Highlands, LLC for consideration. Following discussion, upon a motion duly made, the Board unanimously adopted the Resolution.

Consider Approval of Requisition Nos. 3 and 4

Ms. Wheeler presented the Board with Requisition Nos. 3 & 4. Following discussion, upon a motion duly made and seconded, the Board unanimously approved Requisition No. 3 and Requisition No. 4.

Other Financial Matters

Consider Acceptance of 2019 Audit

Ms. Wheeler presented the Board with the 2019 draft Audit. Following discussion upon a motion duly made and seconded, the Board unanimously approved acceptance of the 2019 Audit subject to final legal review, auditor review and receipt of a clean opinion from the auditor.

**Other Business**

None.

Adjournment

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

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

**James Spehalski**

---

Officer of the District

The foregoing minutes were approved by the Board of Directors on the 13th day of May, 2020.

**Signature:** James Spehalski  
James Spehalski (May 14, 2020 09:33 MDT)

**Email:** [jsehalski@marathonlc.com](mailto:jsehalski@marathonlc.com)