

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

THREE HILLS METROPOLITAN DISTRICT

Held: Wednesday, December 6, 2023 at 10:00 a.m.

This meeting was held via teleconference.

Attendance

The Special Meeting of the Board of Directors of the Three Hills Metropolitan District was called and held in accordance with the applicable laws of the State of Colorado. The following Directors, having confirmed their qualifications to serve, were in attendance:

Matthew Cavanaugh
Guillaume Pouchot
C. Regan Hauptman

Also present were Kristin B. Tompkins, White Bear Ankele Tanaka & Waldron, District Legal Counsel; and Gigi Pangindian, CliftonLarsonAllen, LLP, District Accountant.

Call to Order/Declaration of Quorum

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 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 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 participation of the members present was necessary to obtain a quorum or to otherwise enable the Board to act.

Approval of Agenda

The Board reviewed the proposed agenda. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agenda as presented.

Public Comment

None.

Consent Agenda

Ms. Murphy reviewed the items on the consent agenda with the Board. Ms. Murphy 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 removed from the consent agenda. Upon a motion duly made and seconded, the following items on the consent agenda were unanimously approved and/or ratified.

- Minutes from October 25, 2023 Special Meeting; and
- Project Fund Requisition No. 8 Related to the District’s Limited Tax General Obligation Bonds, Series 2021⁽³⁾

Financial Matters

Consider Acceptance of Schedule of Cash Position and Unaudited Financial Statements

Ms. Pangindian presented the Schedule of Cash Position dated September 30, 2023 updated as of November 20, 2023 and unaudited financial statements dated September 30, 2023. Following discussion, upon a motion duly made and seconded, the Board unanimously accepted the Schedule of Cash Position and unaudited financial statements.

Consider Approval of Claims Payable

Ms. Pangindian presented the claims in the amount of \$4,563.86. Following discussion, upon a motion duly made and seconded, the Board unanimously ratified the claims.

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

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

Consider Adoption of Amended and Restated Resolution Concerning the Imposition of an Operations Fee

Ms. Tompkins presented the Amended and Restated Resolution Concerning the Imposition of an Operations Fee to the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution.

Other Financial Matters

None.

Management Updates

None.

Legal Matters


Other Legal Matters None.

Other Business None.

Adjourn

There being no further business to come before the Board, following discussion and upon a 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.


GUILLAUME POUCHOT (Mar 21, 2024 18:22 MDT)

Secretary for the Meeting

The foregoing minutes were approved on the 20th day of March, 2024.