## MINUTES OF A JOINT SPECIAL MEETING OF THE BOARDS OF DIRECTORS

OF

## EASTERN HILLS METROPOLITAN DISTRICT NOS. 1, 2 & 8

Held: Wednesday, August 10, 2022 at 8:00 a.m. via Zoom teleconference.

Attendance The joint 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 qualification to serve, were in attendance.

Jonathan Alpert Marc Cooper Eric Miller

Also present were Clint C. Waldron, Esq., Megan J. Murphy, Esq., and Allison L. Hanson (paralegal), White Bear Ankele Tanaka & Waldron, District General Counsel; John Simmons, Simmons & Wheeler, District Accountant; Joe Knopinski, Oakwood Homes; Jennifer Ivey, Icenogle Seaver Pogue, General Counsel to Oakwood Homes; and Kaitlin Crandell, Alpert Companies.

Call to Order/Declaration of Director Alpert noted that a quorum of the Board was present and called the meeting to order.

**Director Conflict of Interest** Mr. Waldron advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official Disclosures action at the meeting. Mr. Waldron 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. Mr. Waldron 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.

- Combined Meetings 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.
- Approval of Agenda The Boards reviewed the proposed agenda. Following discussion, upon motion duly made and seconded, the Boards unanimously approved the agenda as presented.

Consider Adoption of Ms. Murphy reviewed the Resolutions Declaring Special District Resolutions Declaring Special District Return to Active Status with the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the Resolutions Declaring Special District Return to Active Status.

Public Comment None.

Consent Agenda The Boards reviewed the items on the consent agenda. Mr. Waldron advised the Boards 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 and adopted:

- November 17, 2016 Special Meeting Minutes (District No. 1);
- October 14, 2021 Special Meeting Minutes (District No. 2);
- December 6, 2010 Special Meeting Minutes (District No. 8); and
- 2021 Annual Report.

## Legal Matters

Public Hearing on Petition for Inclusion of Property (District No. 1) Director Alpert opened the public hearing on the Petition for Inclusion of Property. Ms. Murphy noted that notice of the public hearing was published in accordance with Colorado law and no written objections or comments have been received. There being no public comment, the hearing was closed.

Consider Adoption of Resolution and Order for Inclusion of Property (District No. 1) Ms. Murphy reviewed the Petition and Resolution and Order for Inclusion of Property with the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 determined to grant the petition and adopt the resolution. Public Hearing on Petition for Inclusion of Property (District No. 8)

Consider Adoption of Resolution and Order for Inclusion of Property (District No. 8)

Public Hearing on Petition for Exclusion of Property (District No. 1)

Consider Adoption of Resolution and Order for Exclusion of Property (District No. 1)

Public Hearing on Petition for Exclusion of Property (District No. 2)

Consider Adoption of Resolution and Order for Exclusion of Property (District No. 2)

Public Hearing on Petition for Exclusion of Property (District No. 8) Director Alpert opened the public hearing on the Petition for Inclusion of Property. Ms. Murphy noted that notice of the public hearing was published in accordance with Colorado law and no written objections or comments have been received. There being no public comment, the hearing was closed.

Ms. Murphy reviewed the Petition and Resolution and Order for Inclusion of Property with the Board of District No. 8. Following discussion, upon a motion duly made and seconded, the Board of District No. 8 determined to grant the petition and adopt the resolution.

Director Alpert opened the public hearing on the Petition for Exclusion of Property. Ms. Murphy noted that notice of the public hearing was published in accordance with Colorado law and no written objections or comments have been received. There being no public comment, the hearing was closed.

Ms. Murphy reviewed the Petition and Resolution and Order for Exclusion of Property with the Board of District No. 1. The Board of District No. 1 considered the factors to determine whether to grant or deny the petition for exclusion pursuant to Colorado law. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 determined to grant the petition and adopt the resolution for exclusion.

Director Alpert opened the public hearing on the Petition for Exclusion of Property. Ms. Murphy noted that notice of the public hearing was published in accordance with Colorado law and no written objections or comments have been received. There being no public comment, the hearing was closed.

Ms. Murphy reviewed the Petition and Resolution and Order for Exclusion of Property with the Board of District No. 2. The Board of District No. 2 considered the factors to determine whether to grant or deny the petition for exclusion pursuant to Colorado law. Following discussion, upon a motion duly made and seconded, the Board of District No. 2 determined to grant the petition and adopt the resolution for exclusion.

Director Alpert opened the public hearing on the Petition for Exclusion of Property. Ms. Murphy noted that notice of the public hearing was published in accordance with Colorado law and no written objections or comments have been received. There being no public comment, the hearing was closed.

Consider Adoption of Resolution and Order for Exclusion of Property (District No. 8)	Ms. Murphy reviewed the Petition and Resolution and Order for Exclusion of Property with the Board of District No. 8. The Board of District No. 8 considered the factors to determine whether to grant or deny the petition for exclusion pursuant to Colorado law. Following discussion, upon a motion duly made and seconded, the Board of District No. 8 determined to grant the petition and adopt the resolution for exclusion.
Other Legal Matters	None.
Financial Matters	
Discussion Regarding 2022 Budgets	Mr. Waldron noted that there are several items that need to be done within the next 90 days and it is White Bear Ankele Tanaka & Waldron's understanding that Oakwood's legal counsel will handle these items including adoption of 2022 Budgets.
Other Financial Matters	None.
Consider Appointment of Directors to Fill Vacancies (District Nos. 1 & 8)	The Boards of District Nos. 1 & 8 engaged in general discussion regarding appointments to fill vacancies. Following discussion, upon a motion duly made and seconded, the Boards of District Nos. 1 & 8 unanimously appointed Mr. Wyszynski and Mr. Carro to the Boards.
Consider Election of Officers – President, Secretary, Treasurer (District No. 2)	The Board of District No. 2 engaged in general discussion regarding the election of officers. Following discussion, upon a motion duly made and seconded, the Board of District No. 2 unanimously appointed Director Miller as Secretary and Director Cooper as Treasurer.
Directors' Items	None.
Other Business	
Consider Adoption of Resolution Declaring Return to Inactive Status (District No. 2)	Mr. Simmons inquired about payment of District invoices. Ms. Crandell noted that after the sale of property to Oakwood, District Nos. 1 & 8 invoices will need to be sent to Oakwood's legal counsel.
Adjourn	There being no further business to come before the Boards, and following discussion and upon motion duly made, seconded and unanimously carried, the Boards determined to adjourn the meeting.

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

Dunk

District No. 1 Secretary for the Meeting

The foregoing minutes were approved by District No. 1 on this 6<sup>th</sup> day of October, 2022.

And

District No. 2 Secretary for the Meeting

The foregoing minutes were approved by District No. 2 on this 6th day of October, 2022.

Frunden

District No. 8 Secretary for the Meeting

The foregoing minutes were approved by District No. 8 on this  $6^{th}$  day of October, 2022.