

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
FALCON HIGHLANDS METROPOLITAN DISTRICT
HELD
MARCH 20, 2023

A special meeting of the Board of Directors of the Falcon Highlands Metropolitan District (referred to hereafter as the “Board”) was convened on Monday, March 20, 2023, at 5:30 p.m. The District Board meeting was held via Microsoft Teams. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Tonia Joyner, President
Timothy Dickey, Secretary
Kevin Haas, Treasurer

Also, In Attendance Were:

Josh Miller*, Korben Heim, and Carrie Bartow; CliftonLarsonAllen, LLP
Barbara Vander Wall, Esq.; Seter & Vander Wall, P.C.
John McGinn*; JDS-Hydro Consultants, LLC

[*Arrived / departed where indicated.]

ADMINISTRATIVE MATTERS

Call to Order and Agenda: Upon a motion duly made by Director Haas, seconded by Director Joyner and, upon vote, unanimously carried, the Board called the meeting to order at 5:33 p.m.

The Board reviewed the agenda for the meeting. Following discussion, and upon a motion duly made by Director Haas, seconded by Director Joyner and, upon vote, unanimously carried, the Board approved the agenda, as presented.

Quorum, Director Qualifications, Disclosure Items: It was noted that a quorum of the Board was present. The Board discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board of Directors to the Secretary of State. The members of the Board were requested to disclose any potential conflicts of interest regarding any matters scheduled for discussion at this meeting and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with statute. It was noted by Ms. Vander Wall that disclosures of potential conflicts of interest were filed with the Secretary of State for all Directors; no additional conflicts were disclosed.

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CONSENT AGENDA

March 6, 2023 Special Board Meeting Minutes: Following review and discussion, upon a motion duly made by Director Haas, seconded by Director Joyner and, upon vote, unanimously carried, the Board approved the March 6, 2023 special Board meeting minutes, as presented.

[*Mr. McGinn departed the meeting at this time.]

LEGAL MATTERS

IGA with WHMD: This item was deferred for discussion in the Executive Session.

2023 Landscaping Agreement: Mr. Heim reviewed the 2023 Landscaping Agreement with the Board. Discussion ensued. Following review and discussion, upon a motion duly made by Director Haas, seconded by Director Dickey and, upon vote, unanimously carried, the Board approved the 2023 Landscaping Agreement, pending final review by legal.

EXECUTIVE SESSION

Executive session pursuant to Section 24-6-402(4)(a), (b) and (e), C.R.S. regarding the receipt of legal advice related and matters subject to negotiation in (1) IGA with Woodmen Hills Metro District; and (2) the purchase, acquisition, transfer or sale of real property and/or water rights, and the development of negotiating positions: Upon a motion duly made by Director Joyner, seconded by Director Haas and, upon vote, unanimously carried, the Board entered into executive session at 5:46 p.m.

[*Josh Miller arrived during this time.]

Upon a motion duly made by Director Haas, seconded by Director Joyner and, upon vote, unanimously carried, the Board exited out of executive session at 6:48 p.m.

Following discussion, upon a motion duly made by Director Haas, seconded by Director Joyner and, upon vote, unanimously carried, the Board directed District legal counsel and District Management to move forward as discussed in the Executive Session.

Other: None.

OTHER BUSINESS

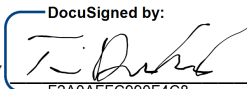
Other: Mr. Heim provided an update on the sound wall repair. No action was taken.

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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 Haas, seconded by Director Joyner and, upon vote, unanimously carried, the Board adjourned the meeting at 6:51 p.m.

Respectfully submitted,

By 
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 Secretary