

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF
DIRECTORS OF THE
EAST SMOKY HILL METROPOLITAN DISTRICT NO. 2
(THE "DISTRICT")
HELD
SEPTEMBER 2, 2022

A special meeting of the Board of Directors of the East Smoky Hill Metropolitan District No. 2 (referred to hereafter as the "Board") was convened on Friday, September 2, 2022 at 12:00 p.m. via Microsoft Teams. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Thomas Tanner, President
Laura Embleton, Secretary
Bonnie Bowman, Treasurer
Charlotte Faris, Assistant Secretary

Vice President Connie Buhlke was absent and excused.

Also, In Attendance Were:

Denise Denslow and Shauna D'Amato; CliftonLarsonAllen LLP ("CLA")
Trisha Harris, Esq.; White Bear Ankele Tanaka & Waldron P.C. ("WBA")

ADMINISTRATIVE MATTERS

Call to Order and Approval of Agenda: Ms. Denslow called the meeting to order at 12:03 p.m. Following review, upon a motion duly made by Director Embleton, seconded by Director Bowman and, upon vote, unanimously carried, the Board approved the agenda, as presented.

Disclosures of Potential Conflicts of Interest: The Board discussed the requirements pursuant to the Colorado Revised Statutes to disclose any potential conflicts of interest or potential breaches of fiduciary duty to the Board of Directors and to the Secretary of State. A quorum was present and it was requested that members of the Board disclose any potential conflicts of interest with regard to 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 the statute. It was noted that no additional conflicts of interest were presented.

Quorum, Location of Meeting and Posting of Meeting Notices: The Board confirmed a quorum, the location of the meeting and the posting of the meeting notice.

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Public Comment: None.

LEGAL MATTERS

Resolution Calling the November 2022 Election: Attorney Harris reviewed the Resolution with the Board, noting that its purpose is to authorize the Designated Election Official (DEO) to coordinate with Arapahoe County and to ratify any actions that have been taken to coordinate the election thus far. Following review and discussion, upon a motion duly made by Director Faris, seconded by Director Bowman and, upon vote, unanimously carried, the Board approved the Resolution Calling the November 2022 Election, as presented.


Intergovernmental Agreement with Arapahoe County for Coordinated Election: Attorney Harris reviewed the Agreement with the Board, noting that its purpose is to explain the division of responsibility relative to the election. Following review and discussion, upon a motion duly made by Director Faris, seconded by Director Bowman and, upon vote, unanimously carried, the Board approved the Intergovernmental Agreement with Arapahoe County for Coordinated Election, as presented.

Resolution Submitting a Ballot Title: Attorney Harris reviewed the Resolution with the Board, noting that once this is approved, the District can no longer utilize any District funds to campaign regarding the ballot questions. Discussion ensued. Following review and discussion, upon a motion duly made by Director Tanner, seconded by Director Embleton and, upon vote, unanimously carried, the Board approved the Resolution Submitting a Ballot Title, as amended to reflect “Fiscal 2023” rather than “Fiscal 2022”. It was noted that if the HOA is able to pay for election-related signage, the District will not be able to reimburse for this expense.

ADJOURNMENT

There being no further business to come before the Board at this time, Director Tanner adjourned the meeting at 12:43 p.m.

Respectfully submitted,

DocuSigned by:

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Secretary for the Meeting