

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS
OF HIGHLANDS-MEAD METROPOLITAN DISTRICT

Held: Wednesday, May 11, at 9:00 a.m.
Via Teleconference

Attendance

The special meeting of the Board of Directors of the Highlands-Mead Metropolitan District, was called and held as shown above and in accordance with the applicable statutes of the State of Colorado. The following directors, having confirmed their qualification to serve on the Board, were in attendance:

Lisa Wiebelhaus
Serge Goldberg
Will Edgington

Also present: Blair M. Dickhoner, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law, District General Counsel; Eric Weaver and Krista Koenig, Marchetti & Weaver LLP, District Accountant; Angela Elliott and Cathy Baldwin, Don Cullen, Teleos Management.

Call to Order

It was noted that a quorum of the Board was present and the meeting was called to order at 9:03 a.m.

**Conflict of Interest
Disclosures**

Mr. Dickhoner advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Mr. Dickhoner 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. Dickhoner 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.

Agenda

Ms. Elliott presented the Board with the agenda for the meeting for consideration. Following brief discussion, upon a motion duly made by Mr. Goldberg and seconded by Ms. Wiebelhaus, the Board unanimously approved the agenda as revised.

Public Comment

None.

Directors' Matters

Election of Officers Ms. Wiebelhaus, President; Mr. Goldberg, Treasurer; Mr. Edgington, Secretary will remain as officers as noted. Upon a motion duly made by Mr. Goldberg and seconded by Mr. Edgington, the Board unanimously accepted the officers.

Discuss Vacancies There are currently two vacancies. Mr. Dickhoner will publish the vacancies in the paper and at the next meeting, the vacancies can be filled by appointments.

Consent Agenda The Board was presented with the consent agenda items. Upon a motion duly made by Ms. Wiebelhaus and seconded by Mr. Edgington, the Board unanimously took the following actions:

- a. Approved the minutes of the October 25, 2021, special minutes.

Legal Matters

Consider Adoption of Resolution Regarding Acquisition of Public Improvements Following discussion, upon motion duly made by Mr. Edgington and seconded by Mr. Goldberg, the Board unanimously adopted the resolution regarding acquisition of Filing 1 Public Improvements subject to District Engineer certification and waiver of District surety requirement.

Discuss Filing 2 Fence Issue Mr. Dickhoner discussed the Filing 2 Fence Issue. Design Guidelines will need to be addressed and amended after the Filing 2 is annexed into the Covenants, Conditions, and Restrictions.

Financial Matters

Financials/Claims Mr. Weaver presented the claims to the Board for consideration.

Following discussion, upon motion duly made by Mr. Edgington and seconded by Ms. Wiebelhaus, the Board ratified approval of the accounts payable list as presented in the amount of \$56,049.40 and approved the current claims of \$6,583.68.

Financial Statements as of September 30, 2021 Mr. Weaver distributed the financials as of March 31, 2022.

Following discussion, upon motion duly made by Mr. Edgington and seconded by Ms. Wiebelhaus, the Board accepted the financial statements as presented to the District.

2021 DRAFT Audit Report and Letter Mr. Weaver presented the 2021 Audit Report and letter.

Following discussion, upon motion duly made by Mr. Edgington and seconded by Ms. Wiebelhaus, the Board accepted the 2021 Audit Report and Letter subject to final review and comment.

Management Matters
Management Report

Ms. Elliott reviewed the Manager's Report with the Board.

RV Parking

Ms. Baldwin reviewed the current language from the Design Guidelines regarding RV parking. It will be revised to disallow RV's in driveways.

Mailbox Lighting

Ms. Baldwin shared the concern from homeowners regarding lack of lighting by the mailboxes. The Board indicated there is no intent to add lighting.

Consider Approval of
Brightview Landscape
Contract

Ms. Elliott reviewed the landscape contract with the Board. Following discussion, a motion was duly made by Mr. Edgington and seconded by Mr. Goldberg, the Board unanimously approved the Brightview Contract for landscaping as presented to the District.

Other Business

Next Regular meeting June 27, 2022 at 10 a.m.

Adjournment

There being no further business to come before the Board and following discussion and upon motion duly made, by Ms. Wiebelhaus and seconded by Mr. Edgington, the Board unanimously determined to adjourn the meeting at 9:51 a.m.

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



Secretary for the Meeting

The foregoing minutes were approved by the Board of Directors on the 27th day of June, 2022.

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS
OF HIGHLANDS-MEAD METROPOLITAN DISTRICT

Held: Monday, June 27 at 10:00 a.m.
Via Teleconference

Attendance

The special meeting of the Board of Directors of the Highlands-Mead Metropolitan District, was called and held as shown above and in accordance with the applicable statutes of the State of Colorado. The following directors, having confirmed their qualification to serve on the Board, were in attendance:

Lisa Wiebelhaus
Serge Goldberg
Will Edgington

Also present: Trisha Harris, Esq., Nelson Dunford, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law, District General Counsel; Eric Weaver, Marchetti & Weaver LLP, District Accountant; Angela Elliott and Cathy Baldwin, Teleos Management, Shannon Engler, Richfield Homes and Highlands Mead Homeowner, Guiseppe Reale, Prosper Land.

Call to Order

It was noted that a quorum of the Board was present and the meeting was called to order at 10:01 a.m.

**Conflict of Interest
Disclosures**

Ms. Harris advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Harris 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. Harris 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.

Agenda

Ms. Elliott presented the Board with the agenda for the meeting for consideration. Following brief discussion, upon a motion duly made by Serge Goldberg and seconded by Will Edgington, the Board unanimously approved the agenda as revised.

Public Comment

Mr. Emen commented on his enjoyment living in the community. He would like the Board to consider safety equipment for disabled child. Board has asked Mr. Emen to bring information back to the Board.

Directors' Matters

Appointment of Directors

The Board discussed the appointment of two more Board members including Shannon Engler and Guiseppe Reale.

Following discussion, upon a motion duly made by Will Edgington and seconded by Serge Goldberg, the Board unanimously accepted the appointment of Shannon Engler and Guiseppe Reale as Directors.

Appointment of Officers

The Board discussed the appointment of the two new directors.

Following discussion, upon a motion duly made by Serge Goldberg and seconded by Will Edgington, the Board unanimously accepted the appointment of officers as Shannon Engler - Assistant Secretary, Guiseppe Reale - Assistant Treasurer.

Consent Agenda

The Board was presented with the consent agenda items.

Upon a motion duly made by Serge Goldberg and seconded by Will Edgington, the Board unanimously took the following actions:

- a. Approved the minutes of the May 11, 2022, special meeting.

Legal Matters

Discussion of Declaration Amendment regarding RV Parking

Following discussion, upon motion duly made by Lisa Wiebelhaus and seconded by Serge Goldberg, the Board unanimously approves. Will Edgington to review and approve the documents prior to being sent to owners.

Financial Matters

Claims and Approval

Mr. Weaver presented the claims to the Board for consideration.

Following discussion, upon motion duly made by Will Edgington and seconded by Serge Goldberg, the Board ratified approval of the accounts payable list as presented in the amount of \$10,870.65 and approved the current claims of \$11,429.22. Developer advance of \$35,000 requested.

Financial Statements as of May 30, 2022

Mr. Weaver distributed the financials as of May 30, 2022.

Following discussion, upon motion duly made by Will Edgington and seconded by Serge Goldberg, the Board accepted the financial statements as presented to the District.

Discussion of Opening Trust Account

Mr. Weaver presented the information regarding Colo Trust-Plus Fund.

Following discussion, upon motion duly made by Serge Goldberg and seconded by Will Edgington, the Board unanimously approves the opening of the Plus+ account.

Management Matters

Management Report

Ms. Elliott reviewed the Manager's Report with the Board.

Landscaping - IPS Beetle Spraying

Following discussion, upon motion duly made by Serge Goldberg and seconded by Lisa Wiebelhaus, the Board voted by majority to move forward with the fall IPS beetle spraying with a not to exceed of \$3,000.

Landscape Maintenance

Ms. Baldwin reviewed the landscape maintenance with the Board.

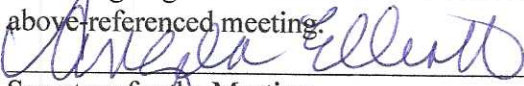
Other Business

Next Regular meeting November 1, 2022 at 10 a.m.

Adjournment

There being no further business to come before the Board and following discussion and upon motion duly made, by Serge Goldberg and seconded by Will Edgington, the Board unanimously determined to adjourn the meeting at 11:32 a.m.

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


Secretary for the Meeting

The foregoing minutes were approved by the Board of Directors on the 1ST day of Nov, 2022.

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS
OF HIGHLANDS-MEAD METROPOLITAN DISTRICT

Held: Tuesday, November 1, 2022 at 4:00 p.m.
Via Teleconference

Attendance

The special meeting of the Board of Directors of the Highlands-Mead Metropolitan District, was called and held as shown above and in accordance with the applicable statutes of the State of Colorado. The following directors, having confirmed their qualification to serve on the Board, were in attendance:

Serge Goldberg
Will Edgington
Shannon Engler

Upon a motion duly made by Mr. Edgington and seconded by Mr. Goldberg, the Board unanimously excused the absence of Ms. Wiebelhaus.

Also present: Blair Dickhoner, Esq., and Nelson Dunford, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law, District General Counsel; Eric Weaver and Cheri Curtis, Marchetti & Weaver LLP, District Accountants; Angela Elliott and Cathy Baldwin, Teleos Management, Guiseppe Reale, Prospect Land, Tim Engler, Janice Bachman, and Chris Johnston, homeowners.

Call to Order

It was noted that a quorum of the Board was present, and the meeting was called to order at 4:05p.m.

**Conflict of Interest
Disclosures**

Mr. Dickhoner advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Mr. Dickhoner 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. Dickhoner 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.

Agenda

Ms. Elliot presented the Board with the agenda for the meeting for consideration. An amendment to the agenda included under Director Matters to add the Appointment of Director, Guiseppe Reale and Appointment of Officer, Guiseppe Reale.

Following brief discussion, upon a motion duly made by Mr. Goldberg and seconded by Mr. Edgington, the Board unanimously approved the agenda as revised.

Public Comment

Ms. Bachman inquired as to the status of the common areas regarding whether anything further would be done to those areas. In addition, she asked if it was possible to inform homeowners of the Board meeting discussions since as the time between meetings is approximately six months. Brief summary will be provided by District Manager with Board approval to be added to the website.

Mr. Engler shared the interest to change design guidelines to allow specific lighting.

Mr. Johnston wanted to voice concern over the unsightly nature of the common area. He also inquired regarding the planter boxes in the park.

Directors' Matters

Appointment of Director

Upon a motion duly made by Mr. Edgington and seconded by Mr. Goldberg, the Board unanimously accepted the appointment of Mr. Reale and administered the oath of office.

Appointment of Officer

Upon a motion duly made by Mr. Goldberg and seconded by Mr. Edgington, the Board unanimously appointed Mr. Reale as Assistant Secretary.

Consent Agenda

The Board was presented with the consent agenda items. Upon a motion duly made by Mr. Edgington and seconded by Mr. Goldberg, the Board unanimously took the following actions:

- a. Approved the minutes of the June 27, 2022, special meeting.
- b. Ratify approval of 2021 annual report.

Legal Matters

2022 Legislative Overview

Mr. Dickhoner shared an overview of the information regarding the 2022 Legislative actions.

Consider Adoption of 2023 Annual Administrative Resolution

Mr. Dickhoner discussed the 2023 Annual Administrative Resolution for Manager, Accountant and Legal Counsel to perform certain tasks on a recurring basis for operation of the District.

The 2023 Annual Administrative Resolution indicates meetings for 2023 at 4:00 pm on June 26, 2023 and November 6, 2023.

Following discussion, upon motion duly made by Mr. Edgington and seconded by Mr. Goldberg, the Board unanimously adopted the 2023 Annual Administrative Resolution.

Discuss and Consider
Adoption of Resolution
Calling Election

Following discussion, upon motion duly made by Mr. Goldberg and seconded by Mr. Edgington, the Board unanimously adopted the Resolution Calling Election, and designating White Bear Ankele Tanaka & Waldron as the Designated Election Official.

Discuss and Consider
Adoption of Resolution
Establishing Guidelines for
the Processing and Collection
of Delinquent Fees and
Charges

Mr. Dickhoner discussed the Resolution Establishing Guidelines for the Processing and Collection of Delinquent Fees and Charges.

Following discussion, upon motion duly made by Mr. Edgington and seconded by Mr. Goldberg, the Board unanimously adopted the Resolution Establishing Guidelines for the Processing and Collection of Delinquent Fees and Charges.

Discuss and Consider
Approval of Amendment to
Funding and Reimbursement
Agreement (Operations and
Maintenance) with
Highlands-Mead LLC

Mr. Dickhoner discussed the Amendment to Funding and Reimbursement Agreement (Operations and Maintenance with Highlands-Mead LLC.

Following discussion, upon motion duly made by Mr. Goldberg and seconded by Mr. Edgington, the Board approved the Amendment to Funding and Reimbursement Agreement (Operations and Maintenance) with Highlands-Mead LLC.

Discuss Service Plan
Amendment in 2023

Mr. Dickhoner discussed the Service Plan Amendment in 2023 to address recent legislation that adjusts how actual valuations are calculated. Information will be sent to Board members.

Discuss Potential Subordinate
Debt Issuance

Mr. Dickhoner discussed the Potential Subordinate Debt Issuance and the Board requested follow up information on the associated costs.

Insurance Matters

Discuss and Review Proposal
for Renewal of General
Liability Schedule and Limits
and Consider Approval and
Authorization to Bind
Coverage

Ms. Elliott discussed the proposal for Renewal of General Liability Schedule and Limits and consideration for approval and authorization to bind coverage.

Following discussion, upon motion duly made by Mr. Edgington and seconded by Mr. Goldberg, the Board unanimously approved the Renewal of General Liability Schedule and Limits and approved and authorized to bind coverage subject to adding an updated schedule of coverage and verified by Mr. Reale with an on-site inspection.

Financial Matters

Ratification of Claims and
Approval of Claims

Mr. Weaver presented the claims to the Board for consideration.

Following discussion, upon motion duly made by Mr. Goldberg and seconded by Mr. Edgington, the Board unanimously ratified approval of the accounts payable list as presented in the amount of \$39,884.11 and

approved the current claims of \$20,037.22 subject to the confirmation of detail of Kimley Horn invoice.

Conduct Public Hearing on Amendment to 2022 Budget and Consider Adoption of Resolution Amending 2022 Budget

Mr. Weaver opened the public hearing on the proposed Amendment to the 2022 Budget. Mr. Dickhoner noted that the notice of public hearing was provided in accordance with Colorado law. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed.

Following Discussion, upon a motion duly made by Mr. Edgington and seconded by Mr. Goldberg, the Board unanimously adopted the Resolution Amending the 2022 Budget as presented.

Conduct Public Hearing on 2023 Budget and Consider Adoption of Resolution Approving 2023 Budget

Mr. Weaver opened the public hearing on the proposed 2023 Budget. Mr. Dickhoner noted that the notice of public hearing was provided in accordance with Colorado law. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed.

Mr. Weaver reviewed the 2023 Budget Resolution with the Board. Following discussion, upon a motion duly made by Mr. Edgington and seconded by Mr. Goldberg, the Board unanimously adopted the Resolution adopting the 2023 Budget as presented.

Ratify approval of engagement of Frederick Zink & Associates for 2022 Audit

Following discussion, upon a motion duly made by Mr. Goldberg and seconded by Mr. Edgington, the Board unanimously ratified the engagement of Frederick Zink & Associates for 2022 Audit. No fee noted at time of approval.

Management Matters
Management Report

Ms. Elliott reviewed the Manager's Report with the Board. No further action was taken.

Consider approval of Brightview Landscape Contract

Ms. Elliott presented the Board with the Brightview Landscape Contract.

Following discussion, upon a motion duly made by Mr. Goldberg and seconded by Mr. Edgington, the Board unanimously adopted the Brightview Landscape Contract subject to getting additional bids from two other landscape maintenance contractors.

Ratify approval of C&C Landscaping LLC Snow Removal Contract

Following discussion, upon a motion duly made by Mr. Goldberg and seconded by Mr. Edgington, the Board unanimously ratified approval of the C&C Landscaping LLC Snow Removal Contract.

Status Update on First Amendment to the Declaration of Covenants,

No additional information, at this time.

Conditions and Restrictions
of the Highlands Community

Play Equipment -
recommendation from
Homeowner

Options were shared with the Board from a homeowner. The Board has requested pricing for the options.

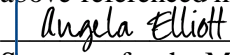
Other Business

Next Regular meeting, June 26, 2023, at 4 p.m.

Adjournment

There being no further business to come before the Board and following discussion and upon motion duly made by Mr. Goldberg and seconded by Mr. Edgington, the Board unanimously determined to adjourn the meeting at 6:25p.m.

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



Secretary for the Meeting

The foregoing minutes were approved by the Board of Directors on the 3/23/2023 day of _____, 2023.