

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

EAGLE'S NEST METROPOLITAN DISTRICT

Held: Tuesday, November 15, 2022, at 9:00 a.m., via teleconference.

Attendance

The 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:

Molly Dixon
Jim Stilwell
John Jagger

Director Mark DeRose was absent. All absences are deemed excused unless otherwise noted in these minutes.

Also present was Trisha K. Harris, White Bear Ankele Tanaka & Waldron, Attorneys at Law, District General Counsel and Joy Tatton, Simmons & Wheeler, P.C., District Accountant.

Call to Order/Declaration of Quorum

The meeting was called to order, and it was noted that a quorum of the Board was present.

Director 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 Boards at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Boards. Ms. Harris inquired into whether members of the Boards 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 Boards to act.

Approval of Agenda

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

approved the agenda, as presented.

Public Comment

None.

Consent Agenda

Ms. Harris reviewed the items on the consent agenda with the Board. Ms. Harris 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 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, ratified and/or adopted:

- Minutes from November 8, 2021 Special Meeting;
- Ratification of 2021 Annual Report;
- Ratification of 2021 Audit; and
- Ratification of 2022 Renewal of CSD Property and Liability Insurance and Workman’s Compensation Insurance

Legal Matters

Consider Approval and Adoption of 2023 Annual Administrative Resolution

Ms. Harris reviewed the 2023 Annual Administrative Resolution with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the 2023 Annual Administrative Resolution.

Consider Adoption of Resolution calling the May 2, 2023 Elections

Ms. Harris reviewed the Resolution calling the May 2, 2023, Elections. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution.

Consider Approval of Agreement with Heatherly Creative for website maintenance

Ms. Harris reviewed the Heatherly Creative agreement with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agreement with Heatherly Creative for website maintenance.

Consider Approval of Ratification of Fourth Amendment to ARI Establishment Agreement No. 5

Ms. Harris reviewed the Fourth Amendment to ARI Establishment Agreement No. 5 with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the ratification of the Fourth Amendment to ARI Establishment Agreement No. 5.

Financial Matters

Consider Approval of Payables/Unaudited Financials

No financials or payables were presented.

Public Hearing on 2022 Budget Amendment (if necessary)

No amendment to the 2022 budget was necessary.

Consider Adoption of Resolution Amending 2022 Budget (if necessary)

No amendment to the 2022 budget was necessary.

Public Hearing on 2023 Budget

The public hearing was opened on the proposed 2023 Budget. Ms. Harris 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.

Consider Adoption of Resolution Approving 2023 Budget

Ms. Tatton reviewed the 2023 Budget and Budget Resolution with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution adopting the 2023 Budget, subject to receipt of final assessed valuation.

Consider Auditor Proposals for 2022 Audit

The Board engaged in discussion regarding proposals for the 2022 audit. No auditor proposals were available for review. Following discussion, upon a motion duly made and seconded, the Board unanimously engaged Wipfli LLP for the 2022 Audit at a cost not to exceed \$5,700.

Other Financial Matters

None.

Other Business

None.

Adjourn

There being no further business to come before the Board, and following discussion and upon motion duly made, seconded and unanimously carried, the Board determined to adjourn the meeting at 9:24 a.m.

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

John Jagger
John Jagger (Oct 31, 2023 09:15 MDT)

Secretary for the Meeting

The foregoing minutes were approved by the Board of Directors on the 30th day of October, 2023.