

MINUTES OF THE SPECIAL MEETING OF THE BOARD  
OF DIRECTORS OF

HIGHLANDS METROPOLITAN DISTRICT NO. 3

Held: Tuesday, December 21, 2021, at 9:30 a.m.

*This meeting was held via teleconference.*

**Attendance**

The meeting of the Board of Directors of the Highlands Metropolitan District No. 3 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:

James Spehalski  
Barry Talley

Director Linda Talley was absent. All absences are deemed excused unless otherwise noted in these minutes.

Also present: Kristin B. Tompkins, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law, District General Counsel; Diane Wheeler, Simmons & Wheeler, P.C., District Accountant; and Mike Sullivan and Akio Ohtake-Gordon, Piper Sandler & Co., District Underwriters.

**Call to Order**

It was noted that a quorum was present and the meeting was called to order.

**Conflict of Interest  
Disclosures**

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

## **Administrative Matters**

- Approval of Agenda Ms. Tompkins presented the Board with the agenda for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agenda.
- Public Comment None.
- Consent Agenda Ms. Tompkins reviewed the items on the consent agenda with the Board. Ms. Tompkins advised the Board that any item may be moved from the consent agenda to the regular agenda upon the request of any director. Upon a motion duly made and seconded, the following items on the consent agenda were unanimously approved, ratified and/or adopted:
- a. Minutes from October 13, 2021 Special Meeting
  - b. Notice of Intent to Issue Bonds
  - c. Revocable License Agreement (Vista Highlands - Directional, Wayfinding and Other Signage)

## **Legal Matters**

- Ratify Property Exclusion Agreement Among the District, Vista Highlands Development Corporation, and FRH Realty LLC Ms. Tompkins presented the Property Exclusion Agreement to the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously ratified the Agreement.
- Conduct Public Hearing and Consider Adoption of Resolution and Order Regarding the Exclusion of Real Property from the District owned by Vista Highlands Development Corporation. Director Spenhalski opened the public hearing on the Petition for Exclusion of Real Property owned by Vista Highlands Development Corporation. Ms. Tompkins noted that the notice of public hearing was published in accordance with Colorado law and no written objections were received prior to the meeting. There being no public comment, the hearing was closed.
- Ms. Tompkins reviewed the Petition and Resolution and Order for Exclusion of Property with the Board. The Board 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 determined to grant the petition and adopt the resolution of exclusion.

## **Financial Matters**

- Consider Approval of Payables/Financials Ms. Wheeler presented to the Board the September 30, 2021 unaudited financial Statements and claims from June 30, 2021 to October 31, 2021, in the amount of \$33,402.48. Upon a motion duly made and seconded, the Board unanimously ratified the claims and accepted the unaudited financial statements.
- Discuss 2022 Bond Issuance Mr. Sullivan presented the term sheet and proposed bond issuance to the Board. Upon Motion duly made and seconded, the Board unanimously approved the term sheet.
- Consider Approval of Engagement Letter with Piper Sandler & Co. for Underwriting Services* Ms. Tompkins presented the Board with the Engagement Letter from Piper Sandler & Co. for underwriting services. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the engagement.
- Consider Approval of Engagement Letter with Ballard Spahr as Bond Counsel* Ms. Tompkins presented the Board with the Engagement Letter from Ballard Spahr for Bond Counsel services. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the engagement.
- Consider Approval of Engagement Letter with Kline Alvarado Veio, P.C. as Disclosure Counsel* Ms. Tompkins presented the Board with the Engagement Letter from Kline Alvarado Veio, P.C. as Disclosure Counsel. Following discussion, upon a motion duly made and seconded, the Board unanimously approved engagement.
- Consider Approval of Special Bond Fee Disclosure Letter with White Bear Ankele Tanaka & Waldron* Ms. Tompkins presented the Board with the Special Bond Fee Disclosure Letter from White Bear Ankele Tanaka & Waldron. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the special bond fee disclosure letter.
- Consider Approval of Engagement of PGAV to Prepare Market Study* Ms. Tompkins presented the Board with the Engagement Letter from PGAV to prepare the Market Study. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the engagement letter.
- Other Financial Matters Director Spehalski requested Ms. Tompkins set up a meeting with himself and Ms. Wheeler in January to discuss acceptance of costs.

## **Other Business Matters**

- Next Regular Meeting The next Regular Meeting is scheduled for May 11, 2022.

## **Adjournment**

There being no further business to come before the Board and following discussion, upon a motion duly made, the Board unanimously determined to adjourn the meeting.

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

*Barry L Talley*

Barry L Talley (Mar 30, 2022 19:32 PDT)

---

Secretary for the Meeting

The foregoing minutes were approved by the Board of Directors on the 29th day of March, 2022.