

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF FOX HILL METROPOLITAN DISTRICT NO. 2 DOUGLAS COUNTY, COLORADO

HELD: Tuesday, April 11, 2023, at 6:00 p.m. at 1959 N. Highway 83, Franktown, CO 80116

ATTENDANCE:

A special meeting of the Board of Directors (the “Board”) of Fox Hill Metropolitan District No. 2 (the “District”) was called and held as shown above and in accordance with the applicable statutes of the State of Colorado, with the following directors present:

Braden Mcloughlin, President
Francis E. Gay, Director
Charles Howell, Treasurer
Taryn Weiss, Secretary/Asst Treasurer
Alex Carlson, Secretary

Absent:

Kathleen Gay, Director

Also present:

Alex Carlson, Centennial Consulting Group, LLC
Brenden Desmond, Spencer Fane
19 Members of the community

CALL TO ORDER:

Mr. Carlson called the meeting to order at 6:02 p.m., explained the purpose of the meeting, and noted that a quorum of the Board was present.

DISCLOSURE OF POTENTIAL CONFLICT OF INTEREST:

Mr. Carlson discussed the state law requirements for disclosure of potential conflicts of interest with the directors, noting that completed disclosure statements must be filed for each of the Directors with the Secretary of State and the Secretary of the District at least 72 hours prior to a meeting in which a potential conflict may arise. In addition, each director is to verbally reveal their potential conflicts of interest to the Board at the start of the meeting in which the conflict may arise. Mr. Desmond generally discussed contracting limitations between Directors and the Districts. The Board noted that general disclosure statements had been filed on behalf of the members of the Board of Directors with the Office of the Colorado Secretary of State and updated disclosures regarding the board agenda as a transactional disclosure had been filed as well. Upon motion duly made, seconded and unanimously carried, the Board directed that said general disclosures be incorporated herein.

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APPROVAL OF THE AGENDA:

The Board reviewed the agenda. Upon motion duly made by Director Howell, seconded by Director McLoughlin, and unanimously carried, the Board approved the agenda as amended, moving Item #9 to the end of the agenda.

APPROVAL OF MINUTES:

December 12, 2022, Meeting Minutes

The Board reviewed the minutes of the Special Meeting held on December 12, 2022. Upon motion duly made by Director Howell, seconded by Director Francis Gay, and unanimously carried, the Board approved the minutes as presented.

February 28, 2023, Work Study Minutes

The Board reviewed the minutes of the Work Study session held on February 28, 2023. Upon motion duly made by Director McLoughlin, seconded by Director Howell, and unanimously carried, the Board approved the minutes as presented.

November 17, 2022, Meeting Minutes edits

No action was required.

FINANCIAL ITEMS:

FHMD#2 Bank Account

Following discussion and upon motion duly made by Director Howell, seconded by Director Weiss, and unanimously carried, the Board removed Centennial Consulting Group, LLC as an authorized signer and requested that Director Weiss and Director Howell be added as authorized signators.

2023 Budget Update

The Board discussed the 2021 and 2022 Audits. It was confirmed that Foxhill Metro District No. 1 budget had been filed. No further action was taken.

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LEGAL MATTERS

Existing Intergovernmental Agreement by and Between Foxhill Metropolitan District Nos. 1 and 2

Mr. Desmond explained the existing agreement to the Board and explained the process for amending the agreement.

OTHER MATTERS:

Discuss District No. 2 Legal Counsel

Following discussion and upon motion duly made by Director Howell, seconded by Director Weiss, and upon a vote, the motion passed with affirmative votes from Director Howell, Weiss, McLoughlin and a dissenting vote from Director Francis Gay to terminate SpencerFane as general counsel for the District.

Following discussion and upon motion duly made by Director Howell, seconded by Director Weiss, and upon a vote, the motion passed with affirmative votes from Director Howell, Weiss, McLoughlin and a dissenting vote from Director Francis Gay to obtain proposals from other firms.

DISCUSSION ITEMS

Social Committee

Following discussion and upon motion duly made by Director McLoughlin, seconded by Director Weiss, and unanimously carried, the Board approved the following members to the Social Committee:

Jill Delgado, Natalie Berman, Devin Capra, Taryn Weiss

Farm Committee

Following discussion and upon motion duly made by Director McLoughlin, seconded by Director Weiss, and unanimously carried, the Board approved the following members to the Farm Committee:

Dave Stalker, Dwight Freeman, Braden McLoughlin, Devin Capra, Kevin Capra, Natalie Brennan, Ken Monson, Mary Monson, Robin Mickle and Heather Smith.

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NEXT MEETING:

Following discussion and upon motion duly made by Director Howell, seconded by Director McLoughlin, and unanimously carried, the Board approved the next meeting be held on the third (3rd) Tuesday of May 2023.

ADJOURNMENT:

There being no further business to come before the Board the meeting was adjourned.

The foregoing Minutes constitute a true and correct copy of the Minutes of the above-referenced meeting and were approved by the Boards of Directors of the Foxhill Metropolitan District No. 2.

Alex Carlson

Secretary for the Meeting