

# RECORD OF PROCEEDINGS

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MINUTES OF A SPECIAL MEETING  
OF THE BOARD OF DIRECTORS OF THE  
COUNTRY CLUB HIGHLANDS  
METROPOLITAN DISTRICT (THE "DISTRICT")  
HELD  
AUGUST 23, 2023

A special meeting of the Board of Directors of Country Club Highlands Metropolitan District (hereinafter the "Board") was duly held on Wednesday, August 23, 2023, at 11:00 a.m. This meeting was held via Teams videoconference and telephone. The meeting was open to the public.

## ATTENDANCE

### **Directors In Attendance Were:**

Terry Gordon, President / Treasurer

### **Also In Attendance Were:**

Elisabeth A. Cortese, Esq., Andrew Bryant, and Lisa A. Jacoby; McGeady Becher P.C.

Diane Wheeler and Daisey Garcia; Simmons & Wheeler, P.C.

Pat McClanahan; Member of the Public and Board Candidate

## ADMINISTRATIVE MATTERS

**Disclosures of Potential Conflicts of Interest:** The Board discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board of Directors to the Secretary of State. The members of the Board were requested to 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 statute. It was noted by Ms. Jacoby that Director Gordon is a resident and thus the filing of disclosures of potential conflicts of interest prior to the meeting did not occur as there was no apparent conflict.

**Quorum/Confirmation of Meeting Location/Posting of Notice:** Ms. Jacoby confirmed the presence of a quorum.

The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District's Board meeting. Following discussion, and upon motion duly made and seconded by Director Gordon, and upon vote unanimously carried, the Board determined that the meeting would be held via Teams videoconference and telephonic means. It was noted that notice providing the date, time, and video teleconference information was duly posted and that no taxpaying electors within the District boundaries objected to or requested that the means of hosting the meeting be changed.

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**Agenda:** The Board reviewed the Agenda for the meeting. Following review, upon motion duly made and seconded by Director Gordon, and upon vote unanimously carried, the Board approved the Agenda as amended.

**Designation of 24-Hour Posting Location:** Following discussion, upon motion duly made and seconded by Director Gordon, and upon vote unanimously carried, the Board determined that notices of meetings of the District Board required pursuant to Section 24-6-402(2)(c), C.R.S., shall be posted on the District website at least 24 hours prior to each meeting. If the District website is unavailable, the notice shall be posted at the mailbox kiosk in the District boundaries.

**Board Vacancies and Appointment:** The Board discussed the current vacancies on the Board. Following discussion, upon motion duly made and seconded by Director Gordon, and upon vote unanimously carried, eligible elector, Pat McClanahan, was appointed to the Board of Directors.

It was disclosed that Director McClanahan was also a member of the Board of Directors of the Country Club Highlands Homeowner's Association (the "HOA").

**Appointment of Officers:** Following discussion, upon motion duly made and seconded by Director Gordon, and upon vote unanimously carried, the Board appointed Director McClanahan as President/Treasurer and Ms. Lisa Jacoby as Secretary to the Board.

**Public Comment:** None.

**Minutes of November 7, 2022 Regular Meeting:** The Board reviewed the minutes from the November 7, 2022 regular meeting. Following discussion, upon motion duly made and seconded by Director Gordon, and upon vote unanimously carried, the Board approved the minutes of the November 7, 2022 regular meeting.

**2024 Budget Hearing:** The 2024 Board Meeting / Budget Hearing was confirmed for November 6, 2023, at 11:00 a.m., to be held electronically.

### OTHER BUSINESS

**Unaudited Financial Statements:** Ms. Wheeler reviewed the Financial Statements for the period ending June 30, 2023. No action was taken.

**Bill.com:** Director McClanahan was authorized as a signer on the District's Bill.com account for the electronic processing of payables.

**SB23-110 ("Town Hall") Requirements:** Discussion ensued regarding the

