

**MINUTES OF A SPECIAL MEETING OF THE
BOARD OF DIRECTORS OF
THE SOLITUDE METROPOLITAN DISTRICT
HELD SEPTEMBER 26, 2022**

A special meeting of the Board of Directors of the Solitude Metropolitan District was convened on Monday, September 26 at 12:00 PM. The login information was listed in the meeting notice posted by the District, and the public could attend the meeting via Zoom if they so desired.

ATTENDANCE

The Board's special meeting was called and held, as shown, by Colorado law. The following Directors were present on Zoom:

Mark D. Connor, President/Secretary
Tim Blackwood, Director
Scott T. Wetzel, Director
Robert (Bob) Jornayvaz III, Director

(Andrew D. Wolf, Director, was absent.)

Also in attendance were Rhonda Bilek, Assistant Manager; Phyllis Brown, Director of Finance; Mikkell Kelly, Senior Manager; and Attorney Matthew P. Ruhland of Cockrel Ela Glesne Greher & Ruhland, P.C.

CALL TO ORDER

Ms. Bilek called the meeting to order at 12:17 p.m.

**QUORUM /
QUALIFICATIONS/
DISCLOSURE MATTERS**

It was noted that a quorum was present. All the Directors are qualified, and no new conflicts of interest were disclosed.

**ADMINISTRATIVE
MATTER**

Mr. Ruhland noted that the positions of President and Secretary should be two separate positions to attest signing of documents. A motion was made by Mr. Connor and seconded by Mr. Jornayvaz for Mr. Connor to remain president, Jornayvaz to become secretary-treasurer, and the remaining three board members to become assistant secretaries. The motion passed unanimously.

PUBLIC COMMENT

Public comment was announced. No members of the public attended to comment.

RECORD OF PROCEEDINGS

FINANCIAL MATTERS

- A. Public Hearing to Amend 2021 budget. Mr. Ruhland noted that the requirement to publish notice of public hearing for the 2021 amended budget was fulfilled. Mr. Connor opened the public hearing. Ms. Brown reviewed Exhibit A of the amendment enclosure. She noted that increases in legal and utilities exceeded budget while management and repairs were under budget. The Expenditures budget of \$68,271 was exceeded, resulting in the \$85,121 total cost. Mr. Connor closed the public hearing. Mr. Jornayvaz motioned to accept the amendment. Mr. Connor seconded. The amendment passed unanimously.
- B. Review and Consider Approval of the 2021 Audit. Ms. Brown reviewed the 2021 audit. She highlighted items that may be adjusted during the remaining auditor and legal review, such as the timing of cutoffs and timing of revenue expenditures. In particular, she noted that some Ownership Funds that should have gone to the Debt Services Fund have been going to the General Fund since 2006. She detailed how non-payment of principal interest on a bond is a default that needs to be addressed and is accruing compounded interest. The board requested it be reflected in the minutes that this new board and new auditor found these issues, and the board is immediately taking corrective actions. Ms. Brown noted the year ended in a deficit that can be addressed at an upcoming budget meeting. Mr. Jornayvaz motioned to approve the amendment subject to remaining auditor and legal review. Mr. Connor seconded. The board unanimously accepted the audit contingent on the stipulations stated in the motion.

MANAGEMENT ITEMS None.

DIRECTOR ITEMS None

OTHER ITEMS Mr. Connor noted two items for a future agenda to include drafting an operating reimbursement agreement and an infrastructure acquisition and funding agreement with The Keep LLC.

RECORD OF PROCEEDINGS

ADJOURNMENT

There being no further business to come before the Board, the meeting was adjourned at 12:40 p.m.

Respectfully submitted,

DocuSigned by:
Andrew D. Wolf

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Recording Secretary