

RECORD OF PROCEEDINGS

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS

OF THE

SOJOURN AT IDLEWILD METROPOLITAN DISTRICT

Held: Monday, November 7, 2022, at 8:30 a.m., via an online meeting at <https://us02web.zoom.us/j/86267550643?pwd=V3RnRGRtWkRyUIZZc1VMWTJFZjFHdz09> and via telephone conference at Dial-In: 1 (719) 359-4580, Meeting ID: 862 6755 0643, Passcode: 987572.

Attendance:

A regular meeting of the Board of Directors of Sojourn at Idlewild Metropolitan District was called and held as shown in accordance with the statutes of the State of Colorado.

The following Directors were present:

Paul Malone
Natalie Lynae Satt
Lorena Sederberg

Following discussion, upon motion duly made by Director Malone, seconded by Director Satt and, upon vote, unanimously carried, the absence of Director Tiley and Director Iman was excused.

Also present were: Jennifer L. Ivey Icenogle Seaver Pogue, P.C.; and Peggy Ripko; Special District Management Services, Inc.

Administrative Matters -

Directors Matters/Disclosure Matters:

Present Disclosures of Potential Conflicts of Interest: Attorney Ivey advised the Board that pursuant to Colorado law, certain disclosures by the Board members may be required prior to taking official action at the meeting. The Board then reviewed the agenda for the meeting, following which each Board member confirmed the contents of any written disclosure previously made, stating the fact and summary nature of any matters, as required under Colorado law, to permit official action to be taken at the meeting.

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Director Paul T. Malone disclosed his ownership interests of property located in the district and association with HDC 398 Ski Idlewild Road, LLLP; HDC 398 Ski Idlewild Road GP, LLC; and Highlands Development Company, LLC. This disclosure is associated with approval of items on the agenda that may affect his interests.

Director Natalie L. Satt disclosed her ownership interests of property located in the district and association with Highland Development Company, LLC. This disclosure is associated with approval of items on the agenda that may affect her interests.

Director Lorena Sederberg disclosed her ownership interests of property located in the district and association with Highland Development Company, LLC; and HDC 398 Ski Idlewild Road, LLLP. This disclosure is associated with approval of items on the agenda that may affect her interests.

Attorney Ivey advised that written disclosures of these interests had been filed with the Secretary of State and the Board at least seventy-two hours prior to the meeting.

Call to Order/Declaration of Quorum:

Attorney Ivey, noting the presence of a quorum, called to order the regular meeting of the Board of Directors (the "Board") of the Sojourn at Idlewild Metropolitan District (the "District").

Agenda:

After review and discussion, and upon motion by Director Malone, second by Director Satt and unanimous vote, the Board of Directors approved the agenda as presented.

Confirm Location of Meetings and Posting of Notices:

Meeting Location/Manner and Posting of Meeting Notice: 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. The Board noted that the District Board meeting was held by Zoom video/telephone conference. Ms. Ripko reported that notice was duly posted and that no objections to the video/telephonic manner of the meeting or any requests that the video/telephonic manner of the meeting be changed by taxpaying electors within the District boundaries have been received.

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Minutes:	<p>The Board reviewed the Minutes of the June 7, 2022 Organizational Meeting.</p> <p>Following discussion, upon motion duly made by Director Malone, seconded by Director Sederberg and, upon vote, unanimously carried, the Board approved the Minutes of the June 7, 2022 Organizational Meeting.</p>
Resignation:	<p>Resignation of District Manager: The Board acknowledged the resignation of David Solin as District Manager.</p>
Public Comment:	<p>None.</p>
Financial Matters - Payment of Claims:	<p>The Board reviewed the payment of claims for the period ending October 31, 2022, totaling \$9,369.10.</p> <p>Following review, upon motion duly made by Director Satt, seconded by Director Malone, and upon vote unanimously carried, the Board ratified approval of the payment of the claims for the period ending October 31, 2022, in the amount of \$9,369.10.</p>
2022 Application for Exemption from Audit:	<p>The Board discussed the requirements for an audit.</p> <p>Following discussion, upon motion duly made by Director Malone, seconded by Director Satt and, upon vote, unanimously carried, the Board approved the appointment of the District Accountant to prepare the Application for Exemption from Audit for 2022.</p>
2022 Budget Amendment Hearing:	<p>The President opened the public hearing to consider the Resolution to Amend the 2022 Budget and discuss related issues.</p> <p>It was noted that publication of Notice stating that the Board would consider adoption of a Resolution to Amend the 2022 Budget and the date, time and place of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to or at this public hearing. No public comments were received and the President closed the public hearing.</p>

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The Board determined that an amendment to the 2022 Budget was not necessary.

2023 Budget Hearing:

The President opened the public hearing to consider the proposed 2023 Budget and discuss related issues.

It was noted that Notice stating that the Board would consider adoption of the 2023 Budget and the date, time and place of the public hearing was published in a newspaper having general circulation within the District, in accordance with statutory requirements. No written objections were received prior to the public hearing.

No public comments were received, and the public hearing was closed.

Ms. Ripko reviewed the proposed 2023 Budget with the Board and Ms. Ivey presented to the Board of Directors a Resolution for approval and adoption of the 2023 budget, appropriating funds therefor and certification of a mill levy th4ereunder. Following discussion, upon motion duly made by Director Malone, seconded by Director Satt and, upon vote, unanimously carried, the approved Resolution Nos. 2022-11-01 and 2022-11-02, as discussed, and execution of the Certification of Budget and Certification of Mill Levies was authorized, subject to receipt of final Certification of Assessed Valuation from the County on or before December 10, 2022. The District Accountant was authorized to transmit the Certification of Mill Levies to the Board of County Commissioners of Grand County, no later than December 15, 2022. The District Manager was further authorized to transmit the Certification of Budget to the Division of Local Government no later than January 31, 2023.

Legal Matters -

May 2, 2023 Regular
Directors' Election:

The Board discussed the May 2, 2023 Regular Directors' Election.

Following review and discussion, upon motion duly made by Director Sederberg, seconded by Director Malone, and upon vote unanimously carried, the Board adopted Resolution No. 2022-11-03; Resolution Calling a Regular Election for Directors on May 2, 2023, appointing Peggy Ripko as the

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Designated Election Official (“DEO”), and authorizing the DEO to perform all tasks required for the conduct of a mail ballot election.

Annual Resolution:

Attorney Ivey presented to and reviewed with the Board a resolution, prepared annually to handle the District’s ongoing operation and business.

Following review and discussion, upon motion duly made by Director Malone, seconded by Director Satt, and upon vote unanimously carried, the Board adopted Resolution No. 2022-11-04 Annual Resolution.

Election of Officers:

The Board entered into discussion regarding the appointment of officers.

Following discussion, upon motion duly made by Director Malone, seconded by Director Satt and, upon vote, unanimously carried, the following slate of officers was appointed:

President/Chairman: Paul T. Malone
Secretary: Aaron C. Tiley
Treasurer: Natalie L. Satt
Assistant Secretary: Lorena Sederberg
Assistant Secretary: John Clayton Iman

§32-1-809, C.R.S.,
Transparency Notice:

The Board discussed §32-1-809, C.R.S. reporting requirements and mode of eligible elector notification for 2023.

Following discussion, upon motion duly made by Director Malone, seconded by Director Satt and, upon vote, unanimously carried, the Board determined to post the required transparency notice information on the Special District Association’s website and the District website.

2022 Legislative Report:

Attorney Ivey presented to and reviewed with the Board the a memorandum regarding 2022 legislation.

SB 21-262 Website
Compliance:

Attorney Ivey presented to and reviewed with the Board a memorandum regarding website compliance.

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Operations & Maintenance Matters/ Capital Project Matters:	There were no operations & maintenance matters/capital project matters.
Other Business - Consider Engagement of Consultants:	The Board discussed the engagement of consultants.
Bond Counsel	The Board discussed the engagement of Bond Counsel. No action was taken.
Underwriter:	The Board discussed the engagement of Underwriter. No action was taken
Engineer:	The Board discussed the engagement of Engineer. No action was taken.
Adjourn:	There being no further business to come before the Board, upon motion of, second of, and unanimous vote, the meeting was adjourned.



Secretary of the Meeting