

## RECORD OF PROCEEDINGS

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MINUTES OF A SPECIAL MEETING OF  
THE BOARD OF DIRECTORS OF THE  
FALCON HIGHLANDS METROPOLITAN DISTRICT  
HELD  
APRIL 22, 2024

A special meeting of the Board of Directors of the Falcon Highlands Metropolitan District (referred to hereafter as the “Board”) was convened on Monday, April 22, 2024 at 6:00 p.m. The District Board meeting was held virtually via Microsoft Teams. The meeting was open to the public.

### ATTENDANCE

#### Directors In Attendance Were:

Tonia Joyner, President  
Erin Ganaway, Treasurer/Assistant Secretary  
Leo Schuhmacher, Director  
Joshua Whittle, Director

Absent: Tim Dickey

#### Also, In Attendance Were:

Josh Miller and Korben Heim; CliftonLarsonAllen, LLP (“CLA”)  
Barbara Vander Wall, Esq. and Beth Dauer, Esq.; Seter & Vander Wall,  
P.C.  
Wayne W. Williams, and Holly Williams; Designated Election Official

### ADMINISTRATIVE MATTERS

**Call to Order and Agenda:** Upon a motion duly made by Director Joyner, the Board called the meeting to order at 6:00 p.m.

The Board reviewed the agenda. Following review, upon a motion duly made by Director Joyner, seconded by Director Ganaway and, upon vote, unanimously carried, the Board approved the agenda, as presented.

**Quorum, Director Qualifications, Disclosure Items:** It was noted that a quorum of the Board was present. Upon a motion duly made by Director Joyner, seconded by Director Ganaway and, upon vote, unanimously carried, the Board excused the absence of Director Dickey. 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 regarding 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 Attorney Vander Wall that disclosures of potential conflicts of interest were filed with the Secretary of State for all Directors; no additional conflicts were disclosed.

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Attorney Vander Wall noted that updated disclosure forms were provided to the Board.

LEGAL MATTERS

**Presentation of Petitions by DEO; Consider adoption of Resolution Acknowledging Appointment of Wayne W. Willams as DEO and Calling the 2024 Special District Recall Election:** DEO Wayne Williams reported that El Paso County has given permission to use the County ballot drop boxes.

Mr. Williams presented the recall petitions, noting that they have been deemed sufficient and in compliance with statutory requirements. Mr. Williams discussed next steps toward a recall election with the Board. Following review and discussion, upon a motion duly made by Director Joyner, seconded by Director Ganaway and, upon vote, unanimously carried, the Board adopted the Resolution Acknowledging the Appointment of Wayne W. Willams as DEO and Calling the 2024 Special District Recall Election to be held on Tuesday, July 16, 2024 between the hours of 7:00 a.m. and 7:00 p.m.

DIRECTOR MATTERS

None.

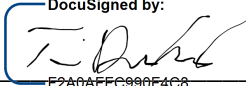
OTHER BUSINESS

None.

ADJOURNMENT

**Adjournment:** There being no further business to come before the Board at this time, upon a motion duly made by Director Joyner, seconded by Director Ganaway, the Board adjourned the meeting at 6:09 p.m.

Respectfully submitted,

By  Secretary  
DocuSigned by:  
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