RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE INDEPENDENCE OVERLAY METROPOLITAN DISTRICT HELD MAY 6, 2026

A Special Meeting of the Board of Directors of the Independence Overlay Metropolitan District ("the Board") was held virtually on May 6, 2026, at 6:00 p.m. The meeting was open to the public.

ATTENDANCE:

In attendance were Directors:

Timothy Craft, President
Jim Yates, Treasurer
David Gallo, Secretary
Taylor Graham, Assistant Secretary
Kevin Haughn, Assistant Secretary
Randall Roberts, Assistant Secretary

Also, in attendance were:

Ryan Stevens and Jessica Harris, Public Alliance LLC; Dakota Spence-Zurek, Esq., Cockrel Ela Glesne Greher & Ruhland; Eric Weaver and Abby Audino, Marchetti & Weaver, LLC; and members of the public: Cheryl Poteet, David Smith, Stacy Chambers Browne, Lori Smith, Susan Karp, Chris Karp, Shelly Manning, and Laura Gebers-DeKowzan.

CALL TO ORDER:

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

CONFLICTS & DISCLOSURE STATEMENTS:

Attorney Spence-Zurek stated that disclosures of potential conflicts of interest were filed with the Secretary of State prior to this meeting and no new conflicts of interest were disclosed at the meeting.

APPROVAL OF AGENDA:

The Board reviewed the proposed agenda, upon motion duly made by Director Yates, seconded by Director Craft, and upon vote unanimously carried, the Board approved the agenda.

BOARD VACANCY LETTERS OF INTEREST:

The Board considered letters of interest received for Board vacancies. Each candidate presented themselves to the Board. Director Haughn thanked the candidates for their interest and involvement with the District.

Following discussion, Director Haughn made a motion to appoint Laura Gebers-DeKowzan to the Board. The motion failed by a vote of two in favor and four opposed, with Directors Yates and Haughn voting in favor, and Directors Craft, Gallo, Graham, and Roberts voting against. No appointment was made.

Director Graham then made a motion to appoint Chris Karp to the Board. The motion failed by a vote of three in favor and three opposed, with Directors Yates, Gallo, and Graham voting in favor, and Directors Craft, Haughn, and Roberts voting against. No appointment was made.

Due to confusion regarding the appointment process, the Board determined to restart the appointment process.

Following clarification, upon motion duly made by Director Yates, seconded by Director Haughn, the Board appointed Laura Gebers-DeKowzan to the Board by a vote of five in favor and one opposed, with Directors Craft, Yates, Gallo, Haughn, and Roberts voting in favor, and Director Graham voting against.

SPECIAL DISTRICT ASSOCIATION ANNUAL CONFERENCE:

The Board considered authorizing interested Board members to attend the 2026 Special District Association Annual Conference in Keystone on September 15-17, 2026.

Following discussion, upon motion duly made by Director Haughn, seconded by Director Craft, and upon vote unanimously carried, the Board authorized interested Board members to attend the 2026 Special District Association Annual Conference digitally only and approved payment of the applicable registration fees.

PUBLIC COMMENT:

Ms. Poteet commented regarding the condition of the East Witherspoon intersection and requested improvements. She also commented regarding District newsletters, requested additional meetings, and encouraged increased communication regarding District matters, including snow plowing.

Mr. Karp questioned the difference between ACC and ARC committees.

Ms. Smith inquired regarding the timing for monument installation, and Director Yates responded. Ms. Smith also inquired regarding vehicles parked on the street.

CONSENT AGENDA: Upon a motion duly made by Director Yates, seconded by Director Craft, and upon vote unanimously carried, the Board approved the Consent Agenda consisting of the following items, as presented:

1. Approval of Minutes from the Annual and Regular Meetings held on November 25, 2025.

FINANCIAL MATTERS: Mr. Weaver reviewed the financial matters with the Board.

2025 Audit: The Board considered approval of the draft 2025 Audit and authorization of execution of the Representation Letter. Mr. Weaver reported that the draft 2025 Audit received a clean opinion.

Following discussion, upon motion duly made by Director Haughn, seconded by Director Craft, and upon vote unanimously carried, the Board approved the draft 2025 Audit and authorized execution of the Representation Letter.

2027 Budget: The Board considered setting the date for a public hearing to adopt the 2027 Budget for October 8, 2026, at 6:00 p.m., to be held via Zoom.

Following discussion, the Board acknowledged the proposed date and time for the public hearing to adopt the 2027 Budget.

Financial Statements: The Board reviewed the unaudited financial statements for the period ending December 31, 2025.

Following discussion, upon motion duly made by Director Yates, seconded by Director Craft, and upon vote unanimously carried, the Board accepted the unaudited financial statements for the period ending December 31, 2025, as presented.

District Payments: The Board considered ratification of District payments made from January 2026 through April 29, 2026.

Following discussion, upon motion duly made by Director Haughn, seconded by Director Craft, and upon vote unanimously carried, the Board ratified approval of District payments made from January 2026 through April 29, 2026.

LEGAL MATTERS: Amended and Restated Enforcement Resolution: The Board considered adoption of the Amended and Restated Resolution

Regarding Policies, Procedures and Penalties for the Enforcement of the Governing Documents. Mr. Stevens and Attorney Spence-Zurek reviewed the resolution with the Board.

Following discussion, upon motion duly made by Director Haughn, seconded by Director Yates, and upon vote unanimously carried, the Board adopted the Amended and Restated Resolution Regarding Policies, Procedures and Penalties for the Enforcement of the Governing Documents, subject to unanimous approval by the ACC.

Resolution Designating Location to Post Notice: The Board considered adoption of the Resolution Designating Location to Post Notice.

Following discussion, upon motion duly made by Director Yates, seconded by Director Craft, and upon vote unanimously carried, the Board adopted the Resolution Designating Location to Post Notice.

OPERATIONS AND MAINTENANCE:

Mr. Stevens and Attorney Spence-Zurek reviewed Operations and Maintenance matters with the Board.

Architectural Control Committee: The Board discussed the Architectural Control Committee, including consideration of approval of the Amended and Restated Resolution Concerning the Appointment of Members to the Architectural Control Committee, letters of interest received for the Independence Architectural Control Committee, and related Architectural Control Committee matters.

Following discussion, upon motion duly made by Director Haughn, seconded by Director Yates, and upon vote unanimously carried, the Board deferred discussion and action on Architectural Control Committee matters to the next meeting.

Covenant Report: The Board reviewed and acknowledged the Covenant Report.

SmartSign Proposal: The Board considered ratification of approval of the proposal from SmartSign for signage.

Following discussion, upon motion duly made by Director Yates, seconded by Director Craft, and upon vote unanimously carried, the Board ratified approval of the proposal from SmartSign for signage.

HBS Trash Services Proposal: The Board considered ratification of approval of the proposal from HBS Trash Services.

Following discussion, upon motion duly made by Director Yates, seconded by Director Craft, and upon vote unanimously carried, the Board ratified approval of the proposal from HBS Trash Services.

OTHER BUSINESS: The Board discussed items for consideration at a future meeting, including potential clubhouse rental price increases, emergency preparedness matters raised by Mr. Karp, and scheduling a special meeting within the next 30-60 days.

NEXT MEETING: The next Regular Meeting of the Board of Directors is scheduled for November 18, 2026 at 6:00 p.m.

ADJOURNMENT: There being no further business to come before the Board, upon motion duly made by Director Craft, seconded by Director Yates, and upon vote unanimously carried, the meeting was adjourned at 8:10 p.m.

Respectfully Submitted:

Signed by:
Jim Yates
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Secretary for the Meeting