

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
SW DOWNTOWN BUSINESS IMPROVEMENT DISTRICT
(THE "DISTRICT")
HELD
December 1, 2021

A special meeting of the Board of Directors of the SW Downtown Business Improvement District (referred to hereafter as the "Board") was convened on Wednesday, December 1, 2021, at 10:00 a.m. This meeting was held via Microsoft Teams. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Christopher Jenkins, President
David Jenkins, Secretary
Delroy Johnson, Treasurer
Russell T. Tutt IV, Assistant Secretary
Jeffrey Finn, Assistant Secretary

Also, In Attendance Were:

Russell W. Dykstra.; Spencer Fane, LLP
Josh Miller, Krista Baptist, Seef Le Roux; CliftonLarsonAllen LLP
Robert Huls & Whitley Crow; Nor'Wood Development Group

ADMINISTRATIVE MATTERS

Call to Order and Approve Agenda: Director C. Jenkins called the meeting to order at 10:47 a.m.

Following discussion, upon a motion duly made by Director D. Jenkins, seconded by Director C. Jenkins and, upon vote, unanimously carried, the Board approved the agenda, as presented.

Declaration of Quorum/Director Qualifications/Disclosure Items: Mr. Dykstra discussed the state law requirements for disclosure of potential conflicts of interest with the directors, noting that completed disclosure statements had been filed for each of the Directors with the Secretary of State at least three days prior to the meeting. In addition, Mr. Dykstra noted that each director is to verbally reveal his/her potential conflicts of interest to the Board prior to beginning the discussion in which a conflict may arise.

Community Comments: None.

September 22, 2021 Meeting Minutes: Following discussion, upon a motion duly made by Director Johnson, seconded by Director Tutt and, upon vote, unanimously carried, the Board approved the September 22, 2021 meeting minutes as presented.

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Resolution Regarding Annual Administrative Matters: Mr. Dykstra reviewed with the Board noting that revisions will be made to reflect the meetings will reflect to meeting on a quarterly basis. Follow review, upon a motion duly made by Director D. Jenkins, seconded by Director Johnson and, upon a vote, unanimously carried, the Board approved the Resolution Regarding Annual Administrative Matters as amended.

CliftonLarsonAllen LLP Master Service Agreement and related statement(s) of work: Upon a motion duly made by Director D. Jenkins, seconded by Director Johnson and, upon vote, unanimously carried, the Board approved the CliftonLarsonAllen LLP Master Service Agreement and related statement(s) of work.

2022 Insurance Renewal and SDA Membership Renewal: Following discussion, upon a motion duly made by Director Johnson, seconded by Director Tutt and, upon vote, unanimously carried, the Board approved the renewal of 2022 insurance and SDA membership.

FINANCIAL MATTERS

September 30, 2021 Unaudited Financial Statements, Cash Position and PTax Schedules: Mr. Le Roux presented the September 30, 2021 Unaudited Financial Statements, Cash Position and PTax Schedule to the Board. Following review, upon a motion duly made by Director D. Jenkins, seconded by Director Johnson and, upon vote, unanimously carried, the Board accepted the September 30, 2021 Unaudited Financial Statements, Cash Position and PTax Schedule.

Interim and Current Payment of Claims: Mr. Le Roux presented the claims to the Board. Following discussion, upon a motion duly made by Director Johnson, seconded by Director Tutt and, upon vote, unanimously carried, the Board approved the interim and current payment of claims.

Conduct Public Hearing to Consider Amendment of 2021 Budget; Consider Adoption of Resolution to Amend 2021 Budget: Director C. Jenkins opened the public hearing at 10:57 a.m. Director C. Jenkins closed the public hearing at 10:58 a.m. There were no public comments. Mr. Le Roux reviewed with the Board. Following review, upon a motion duly made by Director D. Jenkins, seconded by Director Finn and, upon vote, unanimously carried, the Board amended the 2021 Budget and adopted Resolution to Amend 2021 Budget.

Conduct Public Hearing on Proposed 2022 Budget and Consider Adoption of Resolution to Adopt 2022 Budget, Appropriate Sums of Money and Set Mill Levies: Director C. Jenkins opened the public hearing at 10:57 a.m. Director C. Jenkins closed the public hearing at 10:58 a.m. There were no public comments. Mr. Le Roux reviewed the 2022 Budget with the Board. Following review and discussion, upon a motion duly made by Director Finn, seconded by

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Director C. Jenkins and, upon vote, unanimously carried the Board approved the 2022 Budget and Adoption of Resolution to Adopt 2022 Budget, Appropriate Sums of Money and Set Mill Levies.

Engagement Letter with BiggsKofford to Prepare 2021 Audit: Following review, upon a motion duly made by Director Finn, seconded by Director Johnson and, upon vote, unanimously carried, the Board approved the engagement letter with BiggsKofford to prepare the 2021 Audit.

LEGAL MATTERS

Acceptance of Public Improvements: Upon a motion duly made by Director Tutt, seconded by Director Finn and, upon vote, unanimously carried, the Board accepted the public improvements as presented.

Ratify First Amendment of the Management Agreement: Upon a motion duly made by Director D. Jenkins, seconded by Director Finn and, upon vote, unanimously carried, the Board ratified the First Amendment of the Management Agreement.

Service Agreement with Landscaping Endeavors for Snow Removal Services: Following review and discussion, upon a motion duly made by Director D. Jenkins, seconded by Director Johnson and, upon vote, unanimously carried, the Board approved the Service Agreement with Landscaping Endeavors for snow removal services.

Adoption of Resolution Calling a Regular Election for Directors on May 3, 2022, appointing the DEO and authorizing the DEO to perform all tasks required for the conduct of a mail ballot election: Mr. Dykstra reviewed with the Board. Following review, upon a motion duly made by Director D. Jenkins, seconded by Director Johnson and, upon vote, unanimously carried, the Board adopted Resolution Calling a Regular Election for Directors on May 3, 2022, appointed the DEO and authorized the DEO to perform all tasks required for the conduct of a mail ballot election.

Service Agreement with Mercurial Security Solutions for Security Services: Following review, upon a motion duly made by Director Finn, seconded by Director D. Jenkins and, upon vote, unanimously carried, the Board approved the Service Agreement with Mercurial Security Solutions for security services.

Resolution for Exclusion from Workers Compensation Coverage: Upon a motion duly made by Director D. Jenkins, seconded by Director Finn and, upon vote, unanimously carried, the Board approved the Resolution for Exclusion from Workers Compensation Coverage.

MANAGER

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MATTERS

Ratification of Lease Agreements with Urban Enterprises LLC: Mr. Hul presented to the Board for review. Following discussion, upon a motion duly made by Director Finn, seconded by Director C. Jenkins and, upon vote, unanimously carried, the Board ratified the lease agreements with Urban Enterprises LLC.

OTHER BUSINESS

Other: Director C. Jenkins provided a brief project update to the Board. He noted that the termination of the existing URA is being considered.

ADJOURNMENT

There being no further business to come before the Board, Director C. Jenkins adjourned the meeting at 11:15 a.m.

Respectfully submitted,

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By David Jenkins
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Secretary for the Meeting