

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF THE
SW DOWNTOWN BUSINESS IMPROVEMENT DISTRICT
(THE "DISTRICT")
HELD
MAY 26, 2021

A regular meeting of the Board of Directors of the SW Downtown Business Improvement District (referred to hereafter as the "Board") was convened on Wednesday, May 26, 2021, at 10:00 a.m. Due to concerns regarding the spread of the Coronavirus (COVID-19) and the benefits to the control of the spread of the virus by limiting in-person contact, this District Board meeting was held via Microsoft Teams. The board and consultants were present at 111 S. Tejon Street, Suite 222, Colorado Springs, Colorado 80903 with all other attendees attending via telephone or video conference. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

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

Absence Excused:

David Jenkins, Secretary

Also, In Attendance Were:

Russell W. Dykstra.; Spencer Fane, LLP.
Krista Baptist, Seef Le Roux, Carrie Bartow, Kimbrie Garcia;
CliftonLarsonAllen LLP
Robert Huls; Nor'Wood Development Group
Whitley Crow, Nor'Wood Development Group

ADMINISTRATIVE MATTERS

Call to Order and Approve Agenda: Director Chris Jenkins called the meeting to order at 10:08 a.m.

Following discussion, upon a motion duly made by Director Finn, seconded by Director Johnson and, upon vote, unanimously carried, the Board approved the agenda, as amended.

Declaration of Quorum/Director Qualifications/Disclosure Items: Attorney Dykstra discussed the state law requirements for disclosure of potential conflicts of interest with the directors, noting that completed disclosure statements had been be filed for each of the Directors with the Secretary of State at least three days prior to the meeting. In addition, Attorney Dykstra noted that each director

RECORD OF PROCEEDINGS

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.

Minutes from the April 28, 2021 Special Board Meeting: Following review, upon a motion duly made by Director Finn, seconded by Director Johnson and, upon vote, unanimously carried, the Board approved the April 28, 2021 meeting minutes as presented.

FINANCIAL MATTERS

Acceptance of the District's Cash Position and PPTx Schedule: Ms. Bartow presented the Cash Position, PPTx Schedule, and PIF Schedule to the Boards. Following review, upon a motion duly made by Director Finn, seconded by Director Johnson and, upon vote, unanimously carried, the Board accepted the Cash Position, PPTx Schedule, and PIF Schedule.

Payment of Claims: Following review, upon a motion duly made by Director Tutt, seconded by Director Finn and, upon vote, unanimously carried, the Board accepted the payment of claims.

LEGAL MATTERS

Acceptance of Public Improvements: Mr. Dykstra presented the cost certification to the Board. Following discussion, and upon motion duly made by Director Finn, seconded by Director Johnson and, upon vote, unanimously carried, the Board approved the cost certification and acceptance of public improvements.

Service Agreement with Comcast: Following discussion, and upon motion duly made by Director Finn, seconded by Director Johnson and, upon vote, unanimously carried, the Board approved the Service Agreement with Comcast.

Event Application and Guidelines: Following discussion, and upon motion duly made by Director Finn, seconded by Director Johnson and, upon vote, unanimously carried, the Board approved the Event Application and Guidelines subject to final review by Ms. Bartow and the Board.

MANAGER MATTERS

Other: None.

OTHER BUSINESS

Confirm Quorum for the Next Regular Meeting: Mr. Miller noted that District Management would reach out to confirm quorum as necessary.

ADJOURNMENT

Following discussion, upon a motion duly made by Director Finn, seconded by Director Johnson and, upon vote, unanimously carried, the Board adjourned the meeting at 10:14 a.m.

RECORD OF PROCEEDINGS

Respectfully submitted,

By

A handwritten signature in blue ink, consisting of several loops and a series of vertical strokes, positioned over a horizontal line.

Secretary for the Meeting

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
OLD RANCH METROPOLITAN DISTRICT, UPPER COTTONWOOD
CREEK METROPOLITAN DISTRICT, AND UPPER COTTONWOOD
CREEK METROPOLITAN DISTRICT NOS. 2-5
(THE "DISTRICT")
HELD
NOVEMBER 17, 2020

A special meeting of the Board of Directors of the Old Ranch Metropolitan District, Upper Cottonwood Creek Metropolitan District, and Upper Cottonwood Creek Metropolitan District Nos. 2-5 (referred to hereafter as the "Board") was convened on Tuesday, November 17, 2020, at 10:00 a.m. Due to concerns regarding the spread of the Coronavirus (COVID-19) and the benefits to the control of the spread of the virus by limiting in-person contact, this District Board meeting was held via Microsoft Teams. The meeting was open to the public.

ATTENDANCE

Old Ranch & Upper Cottonwood Creek MD Directors In Attendance Were:

Tim Seibert, President
David Jenkins, Vice President
Delroy Johnson, Vice President
Bobby Ingels, Vice President
Chris Jenkins, Treasurer Secretary

Upper Cottonwood Creek MD Nos. 2-5 Directors in Attendance Were:

Tim Seibert, President
David Jenkins, Vice President
Delroy Johnson, Vice President
Bobby Ingels, Vice President

Also, In Attendance Were:

Russell W. Dylstra.; Spencer Fane, LLP.
Josh Miller, Chelsea Gondeck, & Seef LeRoux; CliftonLarsonAllen LLP
Robert Huls & Tye Tutt, Nor' Wood Development Group

ADMINISTRATIVE MATTERS

Call to Order and Approve Agenda: Director Seibert called the meeting to order at 10:01 a.m.

Following discussion, upon a motion duly made by Director David Jenkins, seconded by Director Chris 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

RECORD OF PROCEEDINGS

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.

Minutes from the Jay 27, 2020 Special Board Meeting: Following discussion, upon a motion duly made by Director Johnson, seconded by Director Chris Jenkins and, upon vote, unanimously carried, the Board approved the meeting minutes.

District Insurance, Review Renewal Schedule & Authorize Renewal of District Insurance & SDA Membership for 2021: Following discussion, upon a motion duly made by Director Chris Jenkins, seconded by Director Johnson and, upon vote, unanimously carried, the Board approved the renewals.

FINANCIAL MATTERS

Unaudited Financial Statements as of September 30, 2020: Mr. LeRoux reviewed the financial statements. Following discussion, upon a motion duly made by Director Chris Jenkins, seconded by Director David Jenkins and, upon vote, unanimously carried, the Board approved the financial statements.

Consider Appointing CliftonLarsonAllen LLP to Prepare and File 2020 Audit Exemption Applications for Upper Cottonwood Creek Metropolitan District, and Upper Cottonwood Creek Metropolitan District Nos. 3 through 5: Following discussion, upon a motion duly made by Director Seibert, seconded by Director Johnson and, upon vote, unanimously carried, the Board approved the appointment.

2020 Audit Engagement Letters for Old Ranch Metropolitan District and Upper Cottonwood Creek Metropolitan District Nos. 2 & 3 with BiggsKofford: Following discussion, upon a motion duly made by Director Seibert, seconded by Director Johnson and, upon vote, unanimously carried, the Board approved the audit engagement letters.

Engineers' Certification and Public Improvements: Upon a motion duly made by Director Seibert, seconded by Director Ingels and, upon vote, unanimously carried, the Board approved the acceptance of the Engineer's Certification and Public Improvements.

Conduct Public Hearing to Consider Amending 2020 Budget; Consider Adopting Resolution Amending 2020 Budget, if necessary: The amendment was not needed.

RECORD OF PROCEEDINGS

Conduct Public Hearing to Consider Adoption of 2021 Budget, Appropriate Expenditures, and Certify Mill Levy; Consider Adoption of Resolution to Adopt 2021 Budget, Appropriate Expenditures and Certify Mill Levy:

Upon a motion duly made by Director Ingels, seconded by Director Seibert and, upon vote, unanimously carried, the Board opened the hearing at 10:12 a.m. There were no public comments. Upon a motion duly made by Director Ingels, seconded by Director Seibert and, upon vote, unanimously carried, the Board closed the hearing at 10:13 a.m. Following discussion, upon a motion duly made by Director David Jenkins, seconded by Director Johnson and, upon vote, unanimously carried, the Board approved the Resolution to Adopt the 2021 Budget, Appropriate Expenditures and Certify the Mill Levy.

**LEGAL
MATTERS**

Resolution Providing for Directors Exclusion from Workers Compensation Coverage: Upon a motion duly made by Director Ingels, seconded by Director Johnson and, upon vote, unanimously carried, the Board approved the resolution.

**MANAGER
MATTERS**

CDOT Land Acquisition: Following discussion, upon a motion duly made by Director David Jenkins, seconded by Director Chris Jenkins and, upon vote, unanimously carried, the Board approved the CDOT land acquisition.

Proposals for Landscaping and Snow Removal Services: Following discussion, upon a motion duly made by Director David Jenkins, seconded by Director Chris Jenkins and, upon vote, unanimously carried, the Board approved the proposal with Timberline Landscaping.

Review and Consider Resolution Concerning Annual Administrative Matters: Following discussion, upon a motion duly made by Director Seibert, seconded by Director Johnson and, upon vote, unanimously carried, the Board approved the resolution as amended.

OTHER BUSINESS

Confirm Quorum for the Next Regular Meeting: Mr. Miller noted that District Management would reach out to confirm quorum as necessary.

ADJOURNMENT

Following discussion, upon a motion duly made by Director Ingels, seconded by Director Johnson and, upon vote, unanimously carried, the Board adjourned the meeting at 10:41 a.m.

Respectfully submitted,

By  _____
Secretary for the Meeting

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF THE
SW DOWNTOWN METROPOLITAN DISTRICT NOS. 1-2
(THE "DISTRICT")
HELD
MAY 26, 2021

A regular meeting of the Board of Directors of the SW Downtown Metropolitan District Nos. 1-2 (referred to hereafter as the "Board") was convened on Wednesday, May 26, 2021, at 10:00 a.m. Due to concerns regarding the spread of the Coronavirus (COVID-19) and the benefits to the control of the spread of the virus by limiting in-person contact, this District Board meeting was held via Microsoft Teams. The board and consultants were present at 111 S. Tejon Street, Suite 222, Colorado Springs, Colorado 80903 with all other attendees attending via telephone or video conference. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

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

Absence Excused:

David Jenkins, Secretary

Also, In Attendance Were:

Russell W. Dykstra.; Spencer Fane, LLP.
Krista Baptist, Seef Le Roux, Carrie Bartow, Kimbrie Garcia;
CliftonLarsonAllen LLP
Robert Huls; Nor'Wood Development Group
Whitley Crow, Nor'Wood Development Group

ADMINISTRATIVE MATTERS

Call to Order and Approve Agenda: Director Chris Jenkins called the meeting to order at 10:08 a.m.

Following discussion, upon a motion duly made by Director Finn, seconded by Director Johnson and, upon vote, unanimously carried, the Board approved the agenda, as amended.

Declaration of Quorum/Director Qualifications/Disclosure Items: Attorney 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, Attorney Dykstra noted that each director

RECORD OF PROCEEDINGS

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.

Minutes from the April 28, 2021 Special Board Meeting: Following review, upon a motion duly made by Director Finn, seconded by Director Johnson and, upon vote, unanimously carried, the Board approved the April 28, 2021 meeting minutes as presented.

FINANCIAL MATTERS

Acceptance of the District's Cash Position and PPTx Schedule: Ms. Bartow presented the Cash Position and PPTx Schedule to the Boards. Following review, upon a motion duly made by Director Finn, seconded by Director Johnson and, upon vote, unanimously carried, the Board accepted the Cash Position and PPTx Schedule.

LEGAL MATTERS

Other: None.

MANAGER MATTERS

Other: None.

OTHER BUSINESS

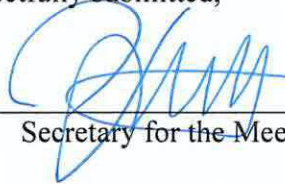
Confirm Quorum for the Next Regular Meeting: Mr. Miller noted that District Management would reach out to confirm quorum as necessary.

ADJOURNMENT

Following discussion, upon a motion duly made by Director Finn, seconded by Director Johnson and, upon vote, unanimously carried, the Board adjourned the meeting at 10:14 a.m.

Respectfully submitted,

By



Secretary for the Meeting