

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
APRIL 28, 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, April 28, 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
David Jenkins, Secretary
Delroy Johnson, Treasurer
Jeffrey Finn, Assistant Secretary
Russell T. Tutt IV, Assistant Secretary

Also, In Attendance Were:

Russell W. Dykstra.; Spencer Fane, LLP.
Josh Miller, Krista Baptist, Seef Le Roux; 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 10:01 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 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.

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Community Comments: None.

Minutes from the February 24, 2021 Special Board Meeting: Following review, upon a motion duly made by Director David Jenkins, seconded by Director Finn and, upon vote, unanimously carried, the Board approved the February 24, 2021 meeting minutes as presented.

FINANCIAL MATTERS

March 31, 2021 Unaudited Financial Statements: Mr. Le Roux presented the financial statements to the Board. Following discussion, and upon motion duly made by Director Finn, seconded by Director Johnson and, upon vote, unanimously carried, the Board accepted the March 31, 2021 Unaudited Financial Statements.

2020 Audit Exemptions: Mr. Le Roux presented the 2020 Audit Exemptions to the Board. Following discussion, and upon motion duly made by Director Finn, seconded by Director Johnson and, upon vote, unanimously carried, the Board ratified the 2020 Audit Exemptions.

LEGAL MATTERS

Other: None.

MANAGER MATTERS

Other: None.

OTHER BUSINESS

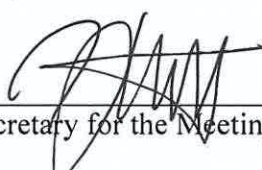
Confirm Quorum for the Next Regular Meeting: Mr. Miller noted that District Management would reach out to confirm quorum as necessary.

ADJOURNMENT

Following discussion, upon a motion duly made by Director David Jenkins, seconded by Director Finn and, upon vote, unanimously carried, the Board adjourned the meeting at 10:19 a.m.

Respectfully submitted,

By _____


Secretary for the Meeting