

RECORD OF PROCEEDINGS

MINUTES OF THE COORDINATED REGULAR MEETING OF THREE SPRINGS METROPOLITAN DISTRICT NO. 1 THREE SPRINGS METROPOLITAN DISTRICT NO. 2 THREE SPRINGS METROPOLITAN DISTRICT NO. 3 AND THREE SPRINGS METROPOLITAN DISTRICT NO. 4

HELD

DECEMBER 6, 2023

A Coordinated Regular Meeting of the Boards of Directors (“Board”) of the Three Springs Metropolitan District No. 1 (“District No. 1”), Three Springs Metropolitan District No. 2 (“District No. 2”), Three Springs Metropolitan District No. 3 (“District No. 3”) and Three Springs Metropolitan District No. 4 (“District No. 4”, and together with District No. 1, District No. 2 and District No. 3, the “Districts”) was held via teleconference by calling: 415-655-0003 (access code 2592 839 3147), on Wednesday, December 7, 2022 at 3:00 p.m.

ATTENDANCE

Directors in Attendance were:

Tim Zink (**District Nos. 1, 2, 3 and 4**)
Jon Penny (**District Nos. 1, 2, 3 and 4**)
Brien Meyer (**District Nos. 2, 3 and 4**)
Kim Morris (**District Nos. 2, 3 and 4**)
Mick Souder (**District No. 1**)
Jeff Miller (**District No. 1**)

Absent (excused):

Patrick Morrissey

Also in Attendance were:

Paul R. Cockrel of Cockrel Ela Glesne Greher & Ruhland, P.C.
 (“CEGR”)
Sarah H. Luetjen of CEGR
Suzanne Serianni, Community Manager, CCMC
Lisa Reese, Administrative Coordinator, CCMC
Victoria Lopez, CPA, Clark, White & Associates

CONFLICTS OF INTEREST

Mr. Cockrel reported that general conflict of interest statements had previously been received from all directors and filed with the Secretary of State more than 72 hours in advance of the meeting, disclosing potential conflicts of interest as follows.

Director Morrissey, is the President and COO of and employed by GF Properties Group, LLC (“GFP”), a Colorado limited liability company, which is affiliated with GRVP, LLC (“GRVP”), a Colorado limited liability company, which is the owner and master developer of all or a significant share of the developable real property within each of the Districts. Additionally, he is the President and COO and an authorized representative of Tierra Vision Homes, LLC (“Tierra”), GFP Mercado, LLC and GFP 3S Apartments, LLC, related entities which own or will own and improve properties within the Districts. GFP is directly owned, and GRVP is indirectly owned, by the Southern Ute Indian Tribe (the “Tribe”). The Tribe is the sole member of GFMC, LLC (“GFMC” and together with GFP and GRVP, the “Companies”), are each indirectly owned by the Tribe. The Tribe is the sole member of GFMC, LLC (“GFMC”), which is the manager of each of the Companies. He is regularly authorized by GFMC to carry out various management activities of the Companies. Although he is an officer, employee and agent of the Companies, he is not an owner or creditor of the Companies, GFMC or the Tribe, nor does he have any other substantial financial interest in the Companies, GFMC or the Tribe.

Director Penny is employed by GFP, which is affiliated with GRVP, which is the owner and master developer of all or a significant share of the developable real property within each of the Districts. Additionally, he is an authorized representative of Tierra, GFP Mercado, LLC and GFP 3S Apartments, LLC, related entities which own or will own and improve properties within the District. GFP, GRVP and Tierra are each directly or indirectly owned by the Tribe. The Tribe is the sole member of GFMC, which is the manager of each of the Companies. He is regularly authorized by GFMC to carry out various management activities of the Companies. Although he is an officer, employee and agent of the Companies, he is not an owner or creditor of the Companies, GFMC or the Tribe, nor does he have any other substantial financial interest in the Companies, GFMC or the Tribe.

Chairman Zink is also employed by GFP, which is affiliated with GRVP, which is the owner and master developer of all or a significant share of the developable real property within each of the Districts.

Additionally, he is an authorized representative of Tierra, GRVP, GFP Mercado, LLC and GFP 3S Apartments, LLC, related entities which own or will own and improve properties within the District. GFP, GRVP and Tierra are each directly or indirectly owned by the Tribe. The Tribe is the sole member of GFMC, which is the manager of each of the Companies. He is regularly authorized by GFMC to carry out various management activities of the Companies. Although he is an officer, employee and agent of the Companies, he is not an owner or creditor of the Companies, GFMC or the Tribe, nor does he have any other substantial financial interest in the Companies, GFMC or the Tribe.

Director Meyer is also employed by GFP, which is affiliated with GRVP, which is the owner and master developer of all or a significant share of the developable real property within each of the Districts. Additionally, he is an authorized representative of GFP Mercado, LLC and GFP 3S Apartments, LLC, related entities which own or will own and improve properties within the District. GFP, GRVP, GFP Mercado, LLC and GFP 3S Apartments, LLC are each directly or indirectly owned by the Tribe. The Tribe is the sole member of GFMC, which is the manager of each of the Companies. He is regularly authorized by GFMC to carry out various management activities of the Companies. Although he is an employee and agent of the Companies, he is not an owner or creditor of the Companies, GFMC or the Tribe, nor does he have any other substantial financial interest in the Companies, GFMC or the Tribe.

Director Morris is also employed by GFP, which is affiliated with GRVP, which is the owner and master developer of all or a significant share of the developable real property within each of the Districts. GFP is directly or indirectly owned by the Tribe. The Tribe is the sole member of GFMC, which is the manager of each of the Companies. Although she is an employee of GFP and agent of the Companies, she is not an owner or creditor of the Companies or the Tribe, nor does she have any other substantial financial interest in the Companies or the Tribe.

All Directors present stated that the participation of at least three of them in the meeting was necessary to obtain a quorum of the Board or otherwise enable the Board to act; that written disclosures of such potential conflicts of interest of each Director had been filed with the Board and the Secretary of State in accordance with statutory requirements; and that the nature of each Director's private interests related to their employment and/or officership positions with the

above-mentioned entities. After each Director had summarily stated for the record the fact and nature of his private interests and had further stated that the determination to participate in voting or take any other action on any contract or other matter in which he may have a private interest would be made in compliance with Section 24-18-201(1)(b)(V), C.R.S., on an ad hoc basis, the Board turned their attention to the agenda items.

All Disclosure of Potential Conflict of Interest Statements previously filed are deemed continuing for all purposes and are incorporated into the record of the meeting.

MINUTES

The Board reviewed the minutes of the September 6, 2023 Regular Meeting. After discussion and upon motion duly made by Director Penny, seconded by Director Morrissey and unanimously carried, the minutes of the meeting were approved as revised.

PUBLIC COMMENT

None.

FINANCIAL
REPORT

Director Meyer presented the financial reports for each District and a summary of invoices for ratification and payment, which summary is attached hereto and incorporated herein by this reference. After discussion and upon motion duly made by Director Meyer, seconded by Director Morris and unanimously carried, the Board of District No. 3 ratified and approved disbursements and payment of all invoices as set forth on the summary.

Director Meyer then presented the September 30, 2023 financial reports for District Nos. 1, 2 3 and 4. After discussion and upon motion duly made by Director Penny, seconded by Director Morrissey and unanimously carried, the Board of District No. 1 approved the September 30, 2023 financial reports.

The Board discussed the status of filing of the District No. 3 Audit.

PUBLIC HEARING
ON 2024 BUDGETS

Director Meyer presented the proposed budgets for the Districts for the 2024 fiscal year. President Zink opened the Public Hearing

regarding the 2024 Budget. Hearing no public comments, President Zink closed the Public Hearing.

Mr. Meyer reviewed the District No. 1 budget with the Board of District No. 1. After further discussion and upon motion duly made by Director Morrissey, seconded by Director Penny and unanimously carried, the Board of District No. 1 approved the 2024 fiscal year budget of District No. 1, subject to receipt of final assessed valuation amounts, and adopted the Resolutions to Adopt Budget, Set Mill Levies and Appropriate Sums of Money

Mr. Meyer reviewed the budgets for District Nos. 2, 3 and 4. After further discussion and upon motion duly made by Director Morrissey, seconded by Director Penny and unanimously carried, the Board of District Nos. 2, 3 and 4 approved the 2023 fiscal year budget of each District, subject to receipt of final assessed valuation amounts, and adopted the Resolutions to Adopt Budget, Set Mill Levies and Appropriate Sums of Money

DEVELOPMENT
REPORT

Director Meyer presented a contract for approval:

Grasshoppers Landscaping & Lawn Service,
LLC:

For District No. 1 snow removal services in an amount not to exceed \$35,000

For District No. 4 snow removal services in an amount not to exceed \$16,000

After discussion and upon motion duly made by Director Penny, seconded by Director Morrissey and unanimously carried, the Board of District No. 1 and District No. 4 approved the Contract as presented and appropriation of funds therefor.

Director Meyer then presented the following Change Order for ratification and approval:

Grasshoppers Landscaping & Lawn Service,
LLC:

Change Order #5 to Work Order #19: \$3,972.10

After discussion and upon motion duly made by Director Penny, seconded by Director Morrissey and unanimously carried, the Board of District No. 1 approved the Change Order as presented and appropriation of funds therefor.

LICENSE
AGREEMENT WITH
LA PLATA
COUNTY

Chair Zink discussed the License Agreement between District No. 3 and La Plata County, with the Board of District No. 3. After discussion and upon motion duly made by Director Meyer, seconded by Director Morris and unanimously carried, the Board of District No. 3 approved the Agreement as presented

2024 MEETING
DATES

The Board will hold the 2024 Regular Meetings at 3:00 p.m. on the first Wednesday of every third month.

OTHER MATTERS

Director Souder mentioned possibly posting a sign regarding District tax dollars, within the community. No action was taken.

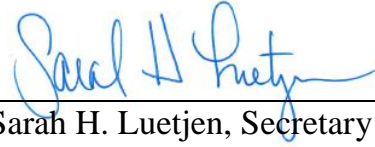
Ms. Reese informed the Boards that a homeowner has requested to plant a live tree on District property. After discussion, the Board declined the request.

Director Zink discussed a homeowner’s request to install a gate and fence in their backyard to access to District property. Director Zink stated that a revocable permit was needed. After discussion and upon motion duly made by Director Meyer, seconded by Director Penny and unanimously carried, the Board ratified the revocable permit. It was noted that the District will record the permit and the homeowner will handle the construction, installation and maintenance of the gated area.

MEETING
ADJOURNED

There being no further business to come before the Board at this time, the meeting was adjourned.

Respectfully submitted,



Sarah H. Luetjen, Secretary for the
Meeting

APPROVED

Jon Penny

DocuSigned by:
Kim Morris
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Kim Morris

DocuSigned by:
Tim Zink
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Tim Zink

DocuSigned by:
Mick Souder
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Mick Souder

DocuSigned by:
Jeff Miller
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Jeff Miller

DocuSigned by:
Brien Meyer
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Brien Meyer

NOTICE OF APPOINTMENT

At a noticed meeting on the date of March 6, 2024, pursuant to Section 32-1-905(3), C.R.S., the Board of Directors of the Three Springs Metropolitan District No. 1 appointed the following eligible elector to fill a vacancy on the Board of Directors:

Name: Brien Meyer

Mailing Address: 65 Mercado Street, Suite 250
Durango, CO 81301

This appointment will expire at the next regular election in May of 2025.

DocuSigned by:
Tim Zink
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Board Chair's signature

{00957157.DOCX / }Per C.R.S. § 32-1-905(3) All appointments shall be evidenced by an appropriate entry in the minutes of the meeting, and the board shall cause a notice of appointment to be delivered to the person so appointed. A duplicate of each notice of appointment, together with the mailing address of the person so appointed, shall be forwarded to the division.

THREE SPRINGS METROPOLITAN DISTRICT NO. 4

RESOLUTION DESIGNATING LOCATION TO POST NOTICE

WHEREAS, pursuant to §§24-6-402(2)(c) and 32-1-903(2) C.R.S., notice and, where possible, the agenda of the Three Springs Metropolitan District No. 4 (the “**District**”) Board of Directors (the “**Board**”) meetings at which the adoption of any formal action is to occur or at which a majority or quorum of the body is in attendance, or is expected to be in attendance, shall be posted within the boundaries of the District at least 24 hours prior to each meeting at a location designated at the first regular meeting of each year.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Three Springs Metropolitan District No. 4 as follows:

Notices of meetings (regular, special and work/study session) of the Board, together with specific agenda information to the extent possible, required pursuant to §24-6-401, *et seq.*, C.R.S., shall be posted at least 24 hours prior to each meeting at:

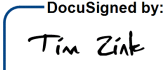
<https://www.threespringsdurango.com/residents-builders-businesses/metro-district/>

In the event of an exigent or emergency circumstance such as a power outage or an interruption in internet service, the District will post notice of public meetings at least 24 hours prior to a meeting at the following physical location within the District:

65 Mercado Street, #250, Durango, Colorado 81301

ADOPTED this 6th day of March, 2024.

THREE SPRINGS METROPOLITAN
DISTRICT NO. 4

By: 
Chair

Attest:


Secretary

THREE SPRINGS METROPOLITAN DISTRICT NO. 2

RESOLUTION DESIGNATING LOCATION TO POST NOTICE

WHEREAS, pursuant to §§24-6-402(2)(c) and 32-1-903(2) C.R.S., notice and, where possible, the agenda of the Three Springs Metropolitan District No. 2 (the “**District**”) Board of Directors (the “**Board**”) meetings at which the adoption of any formal action is to occur or at which a majority or quorum of the body is in attendance, or is expected to be in attendance, shall be posted within the boundaries of the District at least 24 hours prior to each meeting at a location designated at the first regular meeting of each year.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Three Springs Metropolitan District No. 2 as follows:

Notices of meetings (regular, special and work/study session) of the Board, together with specific agenda information to the extent possible, required pursuant to §24-6-401, *et seq.*, C.R.S., shall be posted at least 24 hours prior to each meeting at:

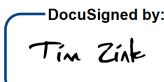
<https://www.threespringsdurango.com/residents-builders-businesses/metro-district/>

In the event of an exigent or emergency circumstance such as a power outage or an interruption in internet service, the District will post notice of public meetings at least 24 hours prior to a meeting at the following physical location within the District:


65 Mercado Street, #250, Durango, Colorado 81301

ADOPTED this 6th day of March, 2024.

THREE SPRINGS METROPOLITAN DISTRICT NO. 2

By: 
9A41FBE9CFC944A...
Chair

Attest:


74A9DA6ED9104DD...
Secretary

THREE SPRINGS METROPOLITAN DISTRICT NO. 3

RESOLUTION DESIGNATING LOCATION TO POST NOTICE

WHEREAS, pursuant to §§24-6-402(2)(c) and 32-1-903(2) C.R.S., notice and, where possible, the agenda of the Three Springs Metropolitan District No. 3 (the “**District**”) Board of Directors (the “**Board**”) meetings at which the adoption of any formal action is to occur or at which a majority or quorum of the body is in attendance, or is expected to be in attendance, shall be posted within the boundaries of the District at least 24 hours prior to each meeting at a location designated at the first regular meeting of each year.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Three Springs Metropolitan District No. 3 as follows:

Notices of meetings (regular, special and work/study session) of the Board, together with specific agenda information to the extent possible, required pursuant to §24-6-401, *et seq.*, C.R.S., shall be posted at least 24 hours prior to each meeting at:

<https://www.threespringsdurango.com/residents-builders-businesses/metro-district/>

In the event of an exigent or emergency circumstance such as a power outage or an interruption in internet service, the District will post notice of public meetings at least 24 hours prior to a meeting at the following physical location within the District:

65 Mercado Street, #250, Durango, Colorado 81301

ADOPTED this 6th day of March, 2024.

THREE SPRINGS METROPOLITAN
DISTRICT NO. 3

By: DocuSigned by:
Tim Zink
9A41FB89CFC944A...
Chair

Attest:

DocuSigned by:
Kim Morris
74A80A6ED9104DD...
Secretary

THREE SPRINGS METROPOLITAN DISTRICT NO. 1

RESOLUTION DESIGNATING LOCATION TO POST NOTICE

WHEREAS, pursuant to §§24-6-402(2)(c) and 32-1-903(2) C.R.S., notice and, where possible, the agenda of the Three Springs Metropolitan District No. 1 (the “**District**”) Board of Directors (the “**Board**”) meetings at which the adoption of any formal action is to occur or at which a majority or quorum of the body is in attendance, or is expected to be in attendance, shall be posted within the boundaries of the District at least 24 hours prior to each meeting at a location designated at the first regular meeting of each year.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Three Springs Metropolitan District No. 1 as follows:

Notices of meetings (regular, special and work/study session) of the Board, together with specific agenda information to the extent possible, required pursuant to §24-6-401, *et seq.*, C.R.S., shall be posted at least 24 hours prior to each meeting at:

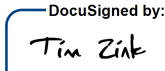
<https://www.threespringsdurango.com/residents-builders-businesses/metro-district/>

In the event of an exigent or emergency circumstance such as a power outage or an interruption in internet service, the District will post notice of public meetings at least 24 hours prior to a meeting at the following physical location within the District:

65 Mercado Street, #250, Durango, Colorado 81301

ADOPTED this 6th day of March, 2024.

THREE SPRINGS METROPOLITAN
DISTRICT NO. 1

By: 
Chair

Attest:


Secretary

Certificate Of Completion

Envelope Id: 705AAE92D211477EB6AC39737E12ED5E	Status: Completed
Subject: Complete with DocuSign: Three Springs - Notice, Minutes, Resolutions	
Source Envelope:	
Document Pages: 13	Signatures: 14
Certificate Pages: 5	Initials: 0
AutoNav: Enabled	Envelope Originator:
Enveloped Stamping: Enabled	Sarah Luetjen
Time Zone: (UTC-08:00) Pacific Time (US & Canada)	44 Cook Street, Suite 620
	Denver, CO 80206
	sluetjen@cegrlaw.com
	IP Address: 50.207.72.210

Record Tracking

Status: Original	Holder: Sarah Luetjen	Location: DocuSign
3/13/2024 11:50:03 AM	sluetjen@cegrlaw.com	

Signer Events

Brien Meyer
 bmeyer@sugf.com
 Security Level: Email, Account Authentication (None)

Signature

DocuSigned by:

 640262F9E50645B...

Timestamp

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 Viewed: 3/14/2024 7:12:37 AM
 Signed: 3/14/2024 7:13:04 AM

Signature Adoption: Pre-selected Style
 Using IP Address: 206.123.206.157

Electronic Record and Signature Disclosure:
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Jeff Miller
 jeffmiller04@gmail.com
 Security Level: Email, Account Authentication (None)

DocuSigned by:


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Signature Adoption: Pre-selected Style
 Using IP Address: 71.218.156.155

Electronic Record and Signature Disclosure:
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Kim Morris
 kmorris@sugf.com
 Security Level: Email, Account Authentication (None)

DocuSigned by:

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Mick Souder
 micksouder@yahoo.com
 Security Level: Email, Account Authentication (None)

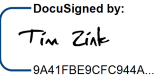
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Electronic Record and Signature Disclosure:
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Signer Events	Signature	Timestamp
Tim Zink tzink@sugf.com Security Level: Email, Account Authentication (None)	 <p>DocuSigned by: Tim Zink 9A41FB8E9CFC944A...</p> <p>Signature Adoption: Pre-selected Style Using IP Address: 206.123.206.157</p>	Sent: 3/13/2024 11:54:52 AM Viewed: 3/13/2024 4:14:46 PM Signed: 3/13/2024 4:15:36 PM

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Editor Delivery Events	Status	Timestamp
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Agent Delivery Events	Status	Timestamp
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Intermediary Delivery Events	Status	Timestamp
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Certified Delivery Events	Status	Timestamp
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Carbon Copy Events	Status	Timestamp
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Witness Events	Signature	Timestamp
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Notary Events	Signature	Timestamp
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Envelope Summary Events	Status	Timestamps
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Completed	Security Checked	3/18/2024 7:04:52 AM

Payment Events	Status	Timestamps
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Electronic Record and Signature Disclosure
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ELECTRONIC RECORD AND SIGNATURE DISCLOSURE

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At any time, you may request from us a paper copy of any record provided or made available electronically to you by us. You will have the ability to download and print documents we send to you through the DocuSign system during and immediately after the signing session and, if you elect to create a DocuSign account, you may access the documents for a limited period of time (usually 30 days) after such documents are first sent to you. After such time, if you wish for us to send you paper copies of any such documents from our office to you, you will be charged a \$0.00 per-page fee. You may request delivery of such paper copies from us by following the procedure described below.

Withdrawing your consent

If you decide to receive notices and disclosures from us electronically, you may at any time change your mind and tell us that thereafter you want to receive required notices and disclosures only in paper format. How you must inform us of your decision to receive future notices and disclosure in paper format and withdraw your consent to receive notices and disclosures electronically is described below.

Consequences of changing your mind

If you elect to receive required notices and disclosures only in paper format, it will slow the speed at which we can complete certain steps in transactions with you and delivering services to you because we will need first to send the required notices or disclosures to you in paper format, and then wait until we receive back from you your acknowledgment of your receipt of such paper notices or disclosures. Further, you will no longer be able to use the DocuSign system to receive required notices and consents electronically from us or to sign electronically documents from us.

All notices and disclosures will be sent to you electronically

Unless you tell us otherwise in accordance with the procedures described herein, we will provide electronically to you through the DocuSign system all required notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to you during the course of our relationship with you. To reduce the chance of you inadvertently not receiving any notice or disclosure, we prefer to provide all of the required notices and disclosures to you by the same method and to the same address that you have given us. Thus, you can receive all the disclosures and notices electronically or in paper format through the paper mail delivery system. If you do not agree with this process, please let us know as described below. Please also see the paragraph immediately above that describes the consequences of your electing not to receive delivery of the notices and disclosures electronically from us.

How to contact Cockrel Ela Glesne Greher & Ruhland PC:

You may contact us to let us know of your changes as to how we may contact you electronically, to request paper copies of certain information from us, and to withdraw your prior consent to receive notices and disclosures electronically as follows:

To contact us by email send messages to: sluetjen@cegrlaw.com

To advise Cockrel Ela Glesne Greher & Ruhland PC of your new email address

To let us know of a change in your email address where we should send notices and disclosures electronically to you, you must send an email message to us at sluetjen@cegrlaw.com and in the body of such request you must state: your previous email address, your new email address. We do not require any other information from you to change your email address.

If you created a DocuSign account, you may update it with your new email address through your account preferences.

To request paper copies from Cockrel Ela Glesne Greher & Ruhland PC

To request delivery from us of paper copies of the notices and disclosures previously provided by us to you electronically, you must send us an email to sluetjen@cegrlaw.com and in the body of such request you must state your email address, full name, mailing address, and telephone number. We will bill you for any fees at that time, if any.

To withdraw your consent with Cockrel Ela Glesne Greher & Ruhland PC

To inform us that you no longer wish to receive future notices and disclosures in electronic format you may:

- i. decline to sign a document from within your signing session, and on the subsequent page, select the check-box indicating you wish to withdraw your consent, or you may;
- ii. send us an email to sluetjen@cegrlaw.com and in the body of such request you must state your email, full name, mailing address, and telephone number. We do not need any other information from you to withdraw consent.. The consequences of your withdrawing consent for online documents will be that transactions may take a longer time to process..

Required hardware and software

The minimum system requirements for using the DocuSign system may change over time. The current system requirements are found here: <https://support.docusign.com/guides/signer-guide-signing-system-requirements>.

Acknowledging your access and consent to receive and sign documents electronically

To confirm to us that you can access this information electronically, which will be similar to other electronic notices and disclosures that we will provide to you, please confirm that you have read this ERSD, and (i) that you are able to print on paper or electronically save this ERSD for your future reference and access; or (ii) that you are able to email this ERSD to an email address where you will be able to print on paper or save it for your future reference and access. Further, if you consent to receiving notices and disclosures exclusively in electronic format as described herein, then select the check-box next to ‘I agree to use electronic records and signatures’ before clicking ‘CONTINUE’ within the DocuSign system.

By selecting the check-box next to ‘I agree to use electronic records and signatures’, you confirm that:

- You can access and read this Electronic Record and Signature Disclosure; and
- You can print on paper this Electronic Record and Signature Disclosure, or save or send this Electronic Record and Disclosure to a location where you can print it, for future reference and access; and
- Until or unless you notify Cockrel Ela Glesne Greher & Ruhland PC as described above, you consent to receive exclusively through electronic means all notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to you by Cockrel Ela Glesne Greher & Ruhland PC during the course of your relationship with Cockrel Ela Glesne Greher & Ruhland PC.