

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

JUNE 5, 2024

A Coordinated Regular Meeting of the Boards of Directors (the “**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, June 5, 2024 at 3:00 p.m.

ATTENDANCE

Directors in Attendance were:

Tim Zink (**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):

None.

Also in Attendance were:

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

Chairman Zink is employed by GF Properties Group, LLC (“**GFP**”), which is affiliated with GRVP, LLC (“**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 Vision Homes, LLC; GFP Mercado, LLC; and GFP 3S Apartments, LLC, related entities which own or will own and improve properties within the District. 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**”), and GFMC is the manager of both GFP of GRVP. 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, his is not an owner or creditor of the Companies or the Tribe, nor do I have any other substantial financial interest in the Companies 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 Districts. 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 owned, and GRVP is 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 March 6, 2024 Regular Meeting.

After discussion and upon motion duly made by Director Meyer, seconded by Chair Zink and unanimously carried, the minutes of the meeting were approved as presented.

PUBLIC COMMENT

None.

FINANCIAL REPORT

Director Meyer presented the claims and a summary of invoices for ratification and payment. 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.

Ms. Lopez then presented the March 31, 2024 financial reports for District Nos. 1, 2 3 and 4. After discussion and upon motion duly made by Director Meyer, seconded by Chair Zink and unanimously carried, the Board approved the March 31, 2024 financial reports.

Director Miller and Director Zink requested Ms. Lopez to send financial statements prior to the board meetings to allow more time for review.

Ms. Lopez also noted that signature cards must be revised so that new Board members can be added as signatories.

Upon motion duly made by Director Souder, seconded by Director Miller and unanimously carried, the Board of District No. 1 approved the revision of the signature cards to include all new Directors.

Upon motion duly made by Director Morris, seconded by Chair Zink and unanimously carried, the Boards of District No. 2, 3, and 4 approved the revision of the signature cards to include all new Directors.

2023 AUDIT,
DISTRICT NO. 1

Ms. Lopez discussed the status of the 2023 Audit with the Board of District No. 1. Upon motion duly made by Director Meyer, seconded by Chair Zink and unanimously carried, the Board of District No. 1 ratified the engagement of Tatton & Company to prepare and file the District's 2023 Audit.

2023 AUDIT,
DISTRICT NO. 3

Ms. Lopez discussed the status of the 2023 Audit with the Board of District No. 3. Upon motion duly made by Director Meyer, seconded by Chair Zink and unanimously carried, the Board of District No. 3 ratified the engagement of Tatton & Company to prepare and file the District's 2023 Audit.

2023 AUDIT,
DISTRICT NO. 4

Ms. Lopez discussed the status of the 2023 Audit with the Board of District No. 4. Upon motion duly made by Director Meyer, seconded by Chair Zink and unanimously carried, the Board of District No. 4 ratified the engagement of Tatton & Company to prepare and file the District's 2023 Audit.

2023 APPLICATION
FOR EXEMPTION
FROM AUDIT, D2

Ms. Lopez discussed the 2023 Application for Exemption from Audit with the Board of District No. 2. Upon motion duly made by Director Meyer, seconded by Director Morris and unanimously carried, the Board of District No. 2 ratified the filing of the Application with the State Auditor's office.

DEVELOPMENT
REPORT

Director Meyer noted that there were no contracts or change orders to report. No action was taken.

Director Meyer and Ms. Reese discussed the landscaping surrounding the roundabouts and median within Pocket Parks 20 and 21. Ms. Reese suggested that the mulch be replaced. Director Meyer noted that the costs have not been allocated within the District's budget and will need to be addressed in 2025. No action was taken.

Chair Zink noted that if the trees to be replaced are in the City right of way, they will need to discuss with the City first.

The Board then discussed a sprinkler leak in the Plaza. Grasshopper was able to address the issue and determined that tent stakes were the cause. Ms. Reese will work with Grasshopper to locate and flag all sprinklers.

Ms. Reese informed the Board that Pocket Parks 20 and 21 do not have dog waste receptacles and would like to have one installed in each park. Ms. Reese will research the costs to add receptacles and come back to the Board with more information.

Ms. Reese then reported that a homeowner requested an additional tree to be planted in Green Court 4 and has asked that the District pay for the project. After discussion, the Board declined the homeowner's request.

LEGAL MATTERS

Mr. Cockrel provided an update on the recent property tax legislation and Initiative 50.

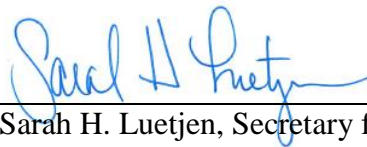
OTHER MATTERS

Chair Zink and Mr. Cockrel discussed the proposed purchase and sale contract for a parcel of land in District No. 1. The buyer, MGL Partners, intends to build an affordable apartment project on the site and ultimately have the project held by a tax-exempt entity. Chair Zink would like to look into issuing a separate PILOT Agreement and will update the Board with new information as it comes.

MEETING
ADJOURNED

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

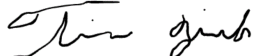
Respectfully submitted,



Sarah H. Luetjen, Secretary for the Meeting

APPROVED

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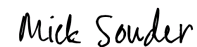
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Tim Zink

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