

## RECORD OF PROCEEDINGS

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### MINUTES OF THE COORDINATED SPECIAL 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

JULY 16, 2024

A Coordinated Special 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 Tuesday, July 16, 2024 at 3:00 p.m.

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ATTENDANCE

Directors in Attendance were:

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

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Absent (excused):

None.

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Also in Attendance were:

Sarah H. Luetjen of Cockrel Ela Glesne Greher & Ruhland, P.C.  
Suzanne Serianni, Community Manager, CCMC

CONFLICTS OF  
INTEREST

Ms. Luetjen 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.

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MINUTES

The Board reviewed the minutes of the June 7, 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.

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PUBLIC COMMENT

None.

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2023 BUDGET  
AMENDMENTS

Chairman Zink opened the public hearing to consider an amendment of the 2023 Budget for District No. 1, after noting that notice of such hearing was published in accordance with statutory requirements. Chairman Zink then closed the public hearing. Director Meyer presented the amended budget and reported the amendment is necessary due to expenditures exceeding original appropriations in the General Fund for District No. 1. After discussion and upon motion duly made by Director Meyer, seconded by Director Zink and unanimously carried, the Board adopted the Resolution to Amend 2023 Budget for District No. 1. Cockrel Ela Glesne Greher & Ruhland, P.C. will file the amendment document for District No. 1 with the Division of Local Government.

Chairman Zink opened the public hearing to consider an amendment of the 2023 Budget for District No. 2, after noting that notice of such hearing was published in accordance with statutory requirements. Chairman Zink then closed the public hearing. Director Meyer presented the amended budget and reported the amendment is necessary due to expenditures exceeding original appropriations in the General Fund for District No. 2. After discussion and upon motion duly made by Director Meyer, seconded by Director Zink and unanimously carried, the Board adopted the Resolution to Amend 2023 Budget for District No. 2. Cockrel Ela Glesne Greher & Ruhland, P.C. will file the amendment document for District No. 2 with the Division of Local Government.

Chairman Zink opened the public hearing to consider an amendment of the 2023 Budget for District No. 3, after noting that notice of such hearing was published in accordance with statutory requirements. Chairman Zink then

closed the public hearing. Director Meyer presented the amended budget and reported the amendment is necessary due to expenditures exceeding original appropriations in the General Fund for District No. 3. After discussion and upon motion duly made by Director Meyer, seconded by Director Zink and unanimously carried, the Board adopted the Resolution to Amend 2023 Budget for District No. 3. Cockrel Ela Glesne Greher & Ruhland, P.C. will file the amendment document for District No. 3 with the Division of Local Government.

Chairman Zink opened the public hearing to consider an amendment of the 2023 Budget for District No. 4, after noting that notice of such hearing was published in accordance with statutory requirements. Chairman Zink then closed the public hearing. Director Meyer presented the amended budget and reported the amendment is necessary due to expenditures exceeding original appropriations in the General Fund for District No. 4. After discussion and upon motion duly made by Director Meyer, seconded by Director Zink and unanimously carried, the Board adopted the Resolution to Amend 2023 Budget for District No. 4. Cockrel Ela Glesne Greher & Ruhland, P.C. will file the amendment document for District No. 4 with the Division of Local Government.

DEVELOPMENT  
REPORT

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None.

LEGAL MATTERS

\_\_\_\_\_  
None.

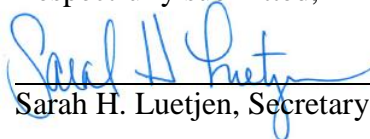
OTHER MATTERS

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None.

MEETING  
ADJOURNED

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



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Sarah H. Luetjen, Secretary for the Meeting

APPROVED

Signed by:

*Tim Zink*

9A41E8E9CFC944A...  
Tim Zink

Signed by:

*Kim Morris*

74A90A6ED9104DD...  
Kim Morris

DocuSigned by:

*Mick Souder*

A5D6BEB7AEFB43A...  
Mick Souder

DocuSigned by:

*Jeff Miller*

EA5094AE07B940B...  
Jeff Miller

Signed by:

*Brien Meyer*

040202F9E50045B...  
Brien Meyer

**Certificate Of Completion**

Envelope Id: 40003216A0E4448F8C9F54FA7C8874E6	Status: Completed
Subject: Complete with DocuSign: Three Springs 2024-07-16 Special Meeting Minutes	
Source Envelope:	
Document Pages: 5	Signatures: 5
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
9/16/2024 11:31:52 AM	sluetjen@cegrlaw.com	

**Signer Events**

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

**Signature**

Signed by:  
  
 640262F9E50645B...  
 Signature Adoption: Pre-selected Style  
 Using IP Address: 216.147.121.176

**Timestamp**

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**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: 71.218.145.1

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Kim Morris  
 kmorris@sugf.com  
 Security Level: Email, Account Authentication (None)

Signed by:  
  
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 Using IP Address: 206.123.206.157

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 ID: 8fc4b4ff-7ea7-4bea-800e-0b70268155fd

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

DocuSigned by:  
  
 A5D6BEB7AEFB43A...  
 Signature Adoption: Pre-selected Style  
 Using IP Address: 71.218.133.31

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**Electronic Record and Signature Disclosure:**  
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