

## RECORD OF PROCEEDINGS

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### MINUTES OF SPECIAL BOARD MEETING OF THE BOARD OF DIRECTORS OF THE SW DOWNTOWN BUSINESS IMPROVEMENT DISTRICT NOVEMBER 12, 2019

The special meeting of the Board of Directors of the SW Downtown Business Improvement District was held on November 12, 2019 at 8:30 a.m., at the offices of Nor'Wood Development Group, Plaza of the Rockies, 111 S. Tejon Street, Suite 222, Colorado Springs, Colorado. This meeting was open to the public.

#### Attendance

#### In attendance were Directors:

Christopher Jenkins  
David Jenkins  
Delroy Johnson  
Russell Tutt IV  
Jeffrey Finn

#### Also in attendance were:

Josh Miller, Chelsea Gondeck, Carrie Bartow & Seef LeRoux;  
CliftonLarsonAllen LLP  
Russ Dykstra; Spencer Fane LLP

#### Call to Order

Director Chris Jenkins called the meeting to order at 9:59 a.m. and confirmed a quorum. Following review and discussion, upon a motion duly made by Director Johnson seconded by Director Tutt, and upon a vote, unanimously carried, the Board approved the agenda as amended with the addition of the AECOM Agreement.

#### Community Comments

No public were present to comment.

#### Approval of Minutes

The Board reviewed the minutes of the regular board meeting held on July 24, 2019. Upon a motion duly made by Director Tutt, seconded by Director Johnson and, upon vote, unanimously carried, the Board approved the minutes as presented.

#### Administrative Matters

None.

#### Financial Matters

- A. Review and Consider Adoption of Resolution No. 2019-01  
Regarding Annual Administrative Matters for 2020

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Upon a motion duly made by Director D. Jenkins seconded by Director Johnson, and upon a vote, unanimously carried, the Board approved Resolution 2019-11-01 Regarding Annual Administrative Matters for 2020.

B. Discuss 2020 Insurance Coverage

Upon a motion duly made by Director Johnson seconded by Director Finn, and upon a vote, unanimously carried, the Board approved 2020 insurance coverage for the District.

C. Review and Consider Approval of CORA Resolution 2019-11-02

Upon a motion duly made by Director David Jenkins, seconded by Director Tutt, and upon a vote unanimously carried, the Board Approved CORA Resolution 2019-11-02.

### Financial Matters

A. Review and Consider Acceptance of September 30, 2019 Unaudited Financial Statements and Cash Position

Ms. Bartow reviewed with the Board. Upon a motion duly made Director Johnson, seconded by Director Finn, and upon a vote, unanimously carried, the Board accepted the September 30, 2019 Unaudited Financial Statements and Cash Position.

B. Ratify Approval of Interim Claims Totaling \$90,770.52

Ms. Bartow reviewed with the Board. Upon a motion duly made by Director David Jenkins, seconded by Director Johnson, and upon a vote, unanimously carried, the Board ratified approval of interim claims totaling \$90,770.52.

C. Review and Consider Approval of 2019 Audit Engagement letter with BiggsKofford

Upon a motion duly made by Director David Jenkins, seconded by Director Johnson, and upon a vote, unanimously carried, the Board approved the 2019 Audit engagement letter with BiggsKofford.

D. Conduct Public Hearing to Consider Amendment to 2019 Budget; Consider Adoption of Resolution 2019-11-03 to Amend 2019 Budget, if necessary

Director Chris Jenkins opened the public hearing at 10:05 a.m.

There were no public comments.

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Director Chris Jenkins closed the public hearing at 10:06 a.m.

Ms. Bartow reviewed with the Board and stated an amendment to the 2019 Budget was necessary.

Upon a motion duly made by Director Johnson, seconded by Director Tutt, the Board approved amendment to the 2019 Budget and adopted Resolution 2019-11-03 to Amend 2019 Budget.

- E. Conduct Public Hearing to Consider Adoption of 2020 Budget, Appropriate Expenditures and Set Mill Levy; Consider Adoption of Resolution 2019-11-04 to Adopt 2020 Budget, Appropriate Expenditures and Set Mill Levy

Director Chris Jenkins opened the public hearing at 10:10 a.m.

There were no public comments.

Director Chris Jenkins closed the public hearing at 10:11 a.m.

Ms. Bartow reviewed with the 2020 proposed Budget with the Board. Upon a motion duly made by Director Johnson, seconded by Director Tutt, the Board approved the proposed 2020 Budget and adopted Resolution 2019-11-04 to Adopt 2020 Budget, Appropriate Expenditures and Set Mill Levy.

### Legal Matters

- A. Approve Resolution 2019-11-05 Calling May 5, 2020 Regular Election for Directors

Mr. Dykstra reviewed with the Board. Upon a motion duly made by Director Johnson, seconded by Director Tutt, and upon a vote, unanimously carried, the Board approved the Resolution 2019-11-05 Calling May 5, 2020 Regular Election for Directors.

- B. Review and Consider Approval of Resolution 2019-11-06 Providing for Directors' Exclusion from Workers Compensation Coverage

Mr. Dykstra reviewed with the Board. Upon a motion duly made by Director Johnson, seconded by Director David Jenkins, and upon a vote, unanimously carried, the Board approved Resolution 2019-11-06 Providing for Directors' Exclusion from Workers Compensation Coverage.

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C. Review and Approve CORA Resolution 2019-11-07

Mr. Dykstra reviewed with the Board. Upon a motion duly made by Director Johnson, seconded by Director Tutt, and upon a vote, unanimously carried, the Board approved the CORA Resolution 2019-11-07.

### Other Items

A. Review and Consider Approval of Contract with Wildcat Construction Regarding Streetscape and Enhancements for Vermijo & Sierra Madre Phase 3

Upon a motion duly made by Director Finn, seconded by Director David Jenkins, and upon a vote, unanimously carried, the Board approved the contract with Wildcat Construction.

B. Review and Consider Approval of AECOM Agreement for Bid Package on Three Streetscapes

Director Finn reviewed with the Board. Upon a motion duly made by Director David Jenkins, seconded by Director Finn, and upon a vote, unanimously carried, the Board approved the AECOM Agreement, subject to final legal review.

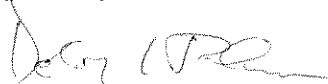
C. Review and Consider Approval of First Amendment to Agreement With Construction & Development Management

Upon a motion duly made by Director Finn, seconded by Director Johnson, and upon a vote, unanimously carried, the Board approved the First Amendment to the Agreement with Construction & Development Management.

### Adjournment

There being no further business to come before the Board, upon a motion duly made by Director Finn, seconded by Director Johnson, and, upon vote, unanimously carried, the Board adjourned the meeting at 10:25a.m.

Respectfully submitted,



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Secretary for the Meeting