

RECORD OF PROCEEDINGS

MINUTES OF THE JOINT REGULAR MEETING OF THE BOARD OF DIRECTORS OF SW DOWNTOWN BUSINESS IMPROVEMENT DISTRICT NOS. 1 AND 2

HELD: Wednesday, November 28, 2018 at 9:30 a.m. at 111 S. Tejon Street, Suite 222,
Colorado Springs, Colorado

ATTENDANCE:

The regular meeting of the Board of Directors of the SW Downtown Metropolitan District Nos. 1 and 2, City of Colorado Springs, Colorado was called and held as shown above and in accordance with the applicable statutes of the State of Colorado, with the following directors present and acting:

Christopher S. Jenkins
Delroy L. Johnson
Jeffrey A. Finn
Russell T. Tutt, IV

Also in attendance were Russell W. Dykstra of Spencer Fane LLP, Carrie Bartow, Josh Miller, Ben Houghton and Chelsea Gondeck of CliftonLarsonAllen LLP, Robert Huls of Nor'wood Development Group and Tim Seibert of Norwood Board of Directors.

CALL TO ORDER:

Mr. Dykstra noted for the record that a quorum was present, and on behalf of the Board, called the meeting to order at approximately 9:55 a.m.

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST:

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. Upon a motion duly made by Director Johnson, seconded by Director Finn, the Board excused the absence of Director David Jenkins.

COMMUNITY COMMENTS:

There was a general inquiry regarding finance question.

APPROVAL OF MINUTES:

RECORD OF PROCEEDINGS

SW Downtown Metropolitan District Nos. 1 & 2

November 28, 2018

Page 2

Upon a motion duly made by Director Johnson, seconded by Director Tutt, and upon a vote, unanimously carried, the Board approved the July 25, 2018 Regular Meeting Minutes.

ADMINISTRATIVE MATTERS:

- A. Discuss Setting Regular Meeting Dates for 2019, Designate Posting Location at the Designated Posting Locations for Notices of Regular and Special Meetings

Upon a motion duly made by Director Johnson, seconded by Director Tutt, and upon a vote, unanimously carried, the Board approved the scheduled meeting dates for 2019, posting locations and designated posting locations for notices and regular and special meetings.

- B. Discuss 2019 Insurance Renewal

Upon a motion duly made by Director Johnson, seconded by Director Tutt, and upon a vote, unanimously carried, the Board approved the 2019 District insurance renewal.

FINANCIAL MATTERS:

- A. Ratify Bill.com Payments Totaling \$9,294.04

Ms. Bartow reviewed with the Board. Upon a motion duly made by Director Tutt, seconded by Director Johnson and upon a vote, unanimously carried, the Board approved the ratified bill.com payments totaling \$9,294.04.

- B. Review and Consider Acceptance of September 30, 2018 Unaudited Financial Statements and Cash Position as of November 2018

Ms. Bartow reviewed with the Board. The Board accepted the Financial Statements and Cash Position Report.

- C. Review and Consider Approval of 2018 Audit Engagement Letter with BiggsKofford

Upon a motion duly made by Director Johnson, seconded by Director Tutt, and upon a vote, unanimously carried, the Board approved the 2018 Audit Engagement Letter with BiggsKofford.

- D. Conduct Public Hearing to Consider Amendment of 2018 Budget; Consider Adoption of Resolution 2018-11-01 to Amend 2018 Budget, if necessary

Ms. Bartow noted an amendment to the 2018 Budget is not necessary.

RECORD OF PROCEEDINGS

SW Downtown Metropolitan District Nos. 1 & 2

November 28, 2018

Page 3

E. Conduct Public Hearing to Consider Adoption of 2019 Budget, Appropriate Expenditures and Set Mill Levy; Consider Adoption of Resolution 2018-11-02 to Adopt 2019 Budget, Appropriate Expenditures and Set Mill Levy

Upon a motion duly made by Director Johnson, seconded by Director Tutt, and upon a vote, unanimously carried, the Board opened the public hearing at 10:02.

There were no public comments. Ms. Bartow reviewed the 2019 Budget with the Board.

Upon a motion duly made by Director Johnson, seconded by Director Tutt, and upon a vote, unanimously carried, the Board closed the public hearing at 10:27.

Upon a motion duly made by Director Johnson, seconded by Director Tutt, and upon a vote, unanimously carried, the Board approved 2019 Budget and Adopted Resolution 2018-11-02 to Adopt 2019 Budget, Appropriate Expenditures and Set Mill Levy.

LEGAL MATTERS:

A. Conduct Public Hearing to Consider Adoption of Resolution of Inclusion of Property

Upon a motion duly made by Director Johnson, seconded by Director Tutt, and upon a vote, unanimously carried, the Board opened the public hearing at 10:28.

There were no public comments. Ms. Bartow reviewed with the Board.

Upon a motion duly made by Director Johnson, seconded by Director Tutt, and upon a vote, unanimously carried, the Board closed the public hearing at 10:29.

Upon a motion duly made by Director Johnson, seconded by Director Tutt, and upon a vote, unanimously carried, the Board approved Adoption of Resolution of Inclusion of Property.

B. Approve IGA Between SW Downtown Metropolitan Districts No. 1 & 2 and the SW Downtown Business Improvement District

Upon a motion duly made by Director Johnson, seconded by Director Tutt, and upon a vote, unanimously carried, the Board approved the IGA Between SW Downtown Metropolitan Districts No. 1 & 2 and the SW Downtown Business Improvement District.

OTHER BUSINESS:

None.

RECORD OF PROCEEDINGS

SW Downtown Metropolitan District Nos. 1 & 2

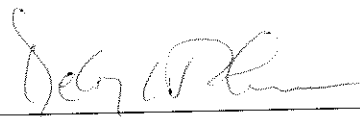
November 28, 2018

Page 4

ADJOURNMENT:

There being no further business to come before the Board and upon motion duly made by Director Johnson, seconded by Director Tutt, and upon a vote, unanimously carried, the meeting was adjourned at 10:33 a.m.

The foregoing minutes constitutes a true and correct copy of the minutes of the above-referenced meeting and was approved by the Board of Directors of the SW Downtown Metropolitan District Nos. 1 and 2.



Secretary to the Board