

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

OCTOBER 11, 2016

The 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 and District No. 2, the “Districts”) was held at 175 Mercado Street, Suite 240, Durango, Colorado, on October 11, 2016 at 3:00 p.m.

ATTENDANCE

Directors in Attendance Were:

Patrick Morrissey
Regina Dunn
Tim Zink
Patrick S. Vaughn
Gary Whalen

Absent (excused):

None.

Also in Attendance:

Ross Weiser of GF Properties Group, LLC (“GF Properties”)
Dan Brown, GF Properties
Jon Penny, GF Properties
Paul Cockrel of Collins Cockrel & Cole, via telephone
Sarah H. Luetjen of Collins Cockrel & Cole, via telephone

NOTICE

It was noted that Notice had been properly posted in accordance with statutory requirements.

RECORD OF PROCEEDINGS

DISCLOSURE OF POTENTIAL CONFLICT OF INTEREST

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

Chairman Morrissey is the Senior Vice President 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 the District. Additionally, he is the Vice President of Tierra Group, LLC (“Tierra”), which is the sole member of (i) GRVP and (ii) Tierra Vision Homes, LLC, Tierra Custom Homes, LLC, GFP Mercado, LLC, Confluence Durango, LLC and GFP 3S Apartments, LLC, related entities which own or will own and improve properties within the Districts. GFP, GRVP and Tierra are each indirectly owned by the Southern Ute Indian Tribe (the “Tribe”). The Tribe is the sole member of GFMC, LLC (“GFMC” and together with the Tribe, GFP, Tierra and GRVP, the “Companies”), which is also 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, nor does he have any other substantial financial interest in the Companies.

Director Vaughn is the President of GF Properties Group, LLC (“GFP”), a Colorado limited liability company, and employed by Southern Ute Growth Fund, 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 the District. Additionally, he is an officer of Tierra Group, LLC (“Tierra”), which is the sole member of (i) GRVP and (ii) Tierra Vision Homes, LLC, Tierra Custom Homes, LLC, GFP Mercado, LLC, Confluence Durango, LLC and GFP 3S

RECORD OF PROCEEDINGS

Apartments, LLC, related entities which own or will own and improve properties within the District. GFP, GRVP and Tierra are each indirectly owned by the Southern Ute Indian Tribe (the "Tribe"). The Tribe is the sole member of GFMC, LLC ("GFMC" and together with the Tribe, GFP, Tierra and GRVP, the "Companies"), which is also the manager of each of the Companies. He is an authorized representative of GFMC for various business purposes. Although he is an officer, employee and agent of the Companies, he is not an owner or creditor of the Companies, nor does he have any other substantial financial interest in the Companies.

Directors Whalen, Dunn and Zink are also employed by GFP. Additionally, Director Whalen is the Vice President of GFP.

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 July 12, 2016 Regular Meeting for District Nos. 1, 2 and 3. After discussion and upon motion duly made by Director Vaughn, seconded by Director

RECORD OF PROCEEDINGS

Whalen and unanimously carried, the minutes of the meeting were approved as revised.

The Board then reviewed the minutes of the July 12, 2016 Organization Meeting for District No. 4. After discussion and upon motion duly made by Director Vaughn, seconded by Director Whalen and unanimously carried, the minutes of the meeting were approved as revised.

FINANCIAL REPORT

Dan Brown presented a summary of invoices totaling \$131,480.70 for ratification and payment, which summary is attached hereto and incorporated herein by this reference. After discussion and upon motion duly made by Director Zink, seconded by Director Dunn and unanimously carried, the Board ratified disbursements and payment of various District costs totaling \$131,480.70 as set forth on the summary.

PUBLIC HEARING ON 2017 BUDGET

Mr. Wieser presented the proposed budgets for the Districts for the 2017 fiscal year. Chair Morrissey opened the public hearing to consider the proposed 2017 budget of each District, after noting that the Notice Concerning Proposed Budgets had been published pursuant to statute. No member of the public was present or provided written comment, and the public hearing was closed.

Mr. Weiser reviewed the budgets for District Nos. 1, 2, 3 and 4 and after further discussion, the Board took no action and moved that the 2017 Budget Hearing take place on December 6, 2016 at 2:00 p.m.

DEVELOPMENT REPORT

Mr. Penny presented the following Change Orders for approval, a summary of which is attached hereto and incorporated herein by this reference:

RECORD OF PROCEEDINGS

Azteca Landscape Inc.:

| | |
|-------|------------|
| CO #3 | \$7,000 |
| CO #4 | \$1,450.70 |
| CO #5 | \$5,705.00 |

After discussion and upon motion duly made by Director Vaughn, seconded by Director Dunn and unanimously carried, the Board approved the Change Orders as presented and appropriation of funds therefor.

WORKERS
COMPENSATION

Mr. Cockrel presented the Resolutions Determining Not to Provide Workers' Compensation Insurance Coverage for Uncompensated Members of the Board of Directors for Policy Year 2017. Upon motion duly made by Director Vaughn, seconded by Director Whalen and unanimously carried, the Board adopted such Resolution for each District, copies of which are attached hereto and incorporated herein by this reference

NOTICE POSTING

Mr. Cockrel presented the Resolutions designating the location for each District to post the 24-hour agenda notices as required by statute. Upon motion duly made, seconded and unanimously carried, the Board adopted the Resolutions designating 175 Mercado Street, #240, Durango, as the posting location for each of the Districts.

LIMITED TERM
PARK EASEMENT

Deferred to the next scheduled meeting. No action was taken at this time.

RECORD OF PROCEEDINGS

DISTRICT NO. 4
FUNDING
AGREEMENT

Deferred to the next scheduled meeting. No action was taken at this time.

IGA BETWEEN
DISTRICT NO. 3 AND
DISTRICT NO. 4

Deferred to the next scheduled meeting. No action was taken at this time.

DISTRICT NO. 4
REIMBURSEMENT
AGREEMENT

Deferred to the next scheduled meeting. No action was taken at this time.

MEETING
ADJOURNED

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

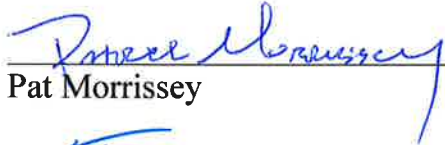
Sarah H. Luetjen, Secretary for the Meeting

RECORD OF PROCEEDINGS

APPROVED



Patrick S. Vaughn



Pat Morrissey



Tim Zink



Gary Whalen



Regina Dunn

