

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

DECEMBER 8, 2021

A 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, District No. 2 and District No. 3, the "Districts") was held via teleconference by calling: 415-655-0003 (access code 2590 457 3737), on Wednesday, December 8, 2021 at 3:00 p.m.

ATTENDANCE

Directors in Attendance were:

Jon Penny
Patrick Vaughn
Tim Zink

Absent (excused):

Patrick Morrissey

Also in Attendance were:

Paul R. Cockrel of Collins Cockrel & Cole, P.C.
Sarah H. Luetjen of CCC
Kim Morris, GF Properties Group, LLC
Dan Brown, Growth Fund Accounting & Finance
Ross Wieser, Ross Wieser Consulting **arrival where noted*
Suzanne Serianni, Community Manager
Brien Meyer

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.

Director Vaughn is the Operating Director – Non-Energy and an employee of the Southern Ute Indian Tribe Growth Fund, a division of the Tribe. The Tribe is the sole owner of GFP, which is affiliated with 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 authorized representative of Tierra, GFP Mercado, LLC and GFP 3S Apartments, LLC, related entities which own or will own and improve properties within the District. GFP, GRVP and Tierra 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 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, GFMC or the Tribe, nor does he have any other substantial financial interest in the Companies, GFMC or the Tribe.

Director Penny is employed by GFP. Additionally, he is an authorized representative of Tierra, GFP Mercado, LLC and GFP 3S Apartments, LLC, related entities which own or will own and improve properties within the District. GFP, GRVP and Tierra 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 officer, 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 Zink is also employed by GFP. Additionally, he is an authorized representative of Tierra, GRVP, 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 District. GFP, GRVP and Tierra 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 officer, 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.

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 September 1, 2021 Regular Meeting. After discussion and upon motion duly made by Director Penny, seconded by Director Vaughn and unanimously carried, the minutes of the meeting were approved as revised.

APPOINTMENT OF VACANCY

A Notice of Vacancy was published, and no submissions of interest to serve on the Boards were received by the Districts. Upon motion duly made, seconded and unanimously carried, the Board appointed Brien Meyer subject to qualification, to the Board of each District to serve until the next regular election in 2022, filling the vacancy left by Gary Whalen who resigned and whose term would expire in 2023. Once Ms. Luetjen receives Mr. Meyer's Contract to Purchase Property, she will file the Oaths of Office with the Division of Local Government and District Court. Conflict of interest letters will be prepared.

ELECTION OF
OFFICERS

Following discussion, upon motion duly made, seconded and unanimously carried, the Board elected the officers to the Board as follows:

Patrick J. Morrissey – President
Brien Meyer – Treasurer
Jon Penny – Secretary
Patrick S. Vaughn – Vice President/Assistant
Secretary/Treasurer
Tim Zink – Vice President/Assistant Secretary/Treasurer

PUBLIC COMMENT

None.

FINANCIAL
REPORT

Mr. Brown presented the financial reports for each District and a summary of invoices 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 Vaughn and unanimously carried, the Board of District No. 3 ratified and approved disbursements and payment of all invoices as set forth on the summary.

DEVELOPMENT
REPORT

Director Penny presented the following Work Orders for ratification and approval, a summary of which is attached hereto and incorporated herein by this reference:

Grasshoppers Landscaping and Lawn Services:

Change Order #1 to Work Order #9	\$11,567.81
Work Order #12	\$7,095.48

After discussion and upon motion duly made by Director Zink, seconded by Director Penny and unanimously carried, the Board of District No. 3 ratified and approved the Work Order as presented and appropriation of funds therefor.

AMENDED
MANAGEMENT
SERVICES
AGREEMENT

Mr. Cockrel noted that an amendment to the Management Services Agreement would not be needed, in its place a new contract between GF Properties and CCMC will be required.

**Mr. Weiser then arrived to the meeting.*

FINANCIAL
REVIEW CONT'D

Mr. Wieser presented the October 31, 2021 financial reports for each District. After discussion and upon motion duly made by Director Zink, seconded by Director Penny and unanimously carried, the Board of each District ratified and approved disbursements and payment of all invoices as set forth on the summary.

LEGAL UPDATE

Mr. Cockrel discussed the engagement letter with Cockrel Ela Glesne Greher & Ruhland, PC. After discussion and upon motion duly made by Director Penny, seconded by Director Zink and unanimously carried, the Board of each District ratified and approved the engagement letter with Cockrel Ela Glesne Greher & Ruhland, PC for legal services.

RESOLUTIONS
RATIFYING PRIOR
ACTIONS

Mr. Cockrel presented the Resolutions Ratifying Prior Actions to the Board of each District. After discussion and upon motion duly made by Director Penny, seconded by Director Zink and unanimously carried, the Board of each District adopted the Resolutions Ratifying Prior Actions.

RESOLUTIONS
CALLING MAY
2022 ELECTION

Mr. Cockrel presented the Resolutions Calling May 2022 to the Board of each District. After discussion and upon motion duly made by Director Zink, seconded by Director Penny and unanimously carried, the Board of each District adopted the Resolutions Calling May 2022.

2022 MEETING
DATES

The 2022 Regular Meetings will be held at 3:00 p.m. on the first Wednesday of every third month.

OTHER MATTERS

None.

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



Tim Zink



Jon Penny

Patrick Vaughn