

**RECORD OF PROCEEDINGS**

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**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**

**MARCH 2, 2022**

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, March 2, 2022 at 3:00 p.m.

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ATTENDANCE

Directors in Attendance were:

Patrick Morrissey  
Jon Penny  
Patrick Vaughn  
Tim Zink  
Brien Meyer

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Absent (excused):

None.

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Also in Attendance were:

Paul R. Cockrel of Cockrel Ela Glesne Greher & Ruhland, P.C.  
 (“CEGR”)  
Sarah H. Luetjen of CEGR  
Kim Morris, GF Properties Group, LLC  
Dan Brown, Growth Fund Accounting & Finance  
Ross Wieser, Ross Wieser Consulting  
Lisa Reese, CCMC

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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.

Chairman Morrissey, is the President and COO 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 each of the Districts. Additionally, he is the President and COO and an authorized representative of Tierra Vision Homes, LLC (“Tierra”), GFP Mercado, LLC and GFP 3S Apartments, LLC, related entities which own or will own and improve properties within the Districts. 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”), are each indirectly owned by the Tribe. The Tribe is the sole member of GFMC, LLC (“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 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.

Director Meyer is also employed by GFP. 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 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.

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MINUTES

The Board reviewed the minutes of the December 8, 2021 Regular Meeting. After discussion and upon motion duly made by Director Vaughn, seconded by Director Penny and unanimously carried, the minutes of the meeting were approved as revised.

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PUBLIC COMMENT

None.

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MAY 3, 2022  
ELECTION UPDATE

Ms. Luetjen advised the Board that at the close of business on March 1, 2022, there were not more candidates for Directors than offices to be filled on the Boards of each District; therefore, as authorized by the Resolutions Calling for the Election, Sarah H. Luetjen, the Designated Election Official cancelled the elections.

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FINANCIAL  
REPORT

Mr. Brown presented the payables 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.

Mr. Wieser than presented the January 31, 2022 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 approved the January 31, 2022 financial reports.

It was then noted that there was a surplus of funds in the District No. 4 Debt Service Fund that could be transferred to pay the Third Revised Junior Revenue Note, Series 2013. Mr. Wieser stated that he spoke with a UMB representative who stated that Bond Counsel would need to be contacted. Mr. Cockrel noted that a process should be set up for future transfers and recommended that a notice must be provided to the Trustee before a transfer occurs. After discussion and upon motion duly made by Director Zink, seconded by Director Vaughn and unanimously carried, the Board of District No. 3 directed that all future surpluses will be used to pay down the Third Revised Junior Revenue Note, Series 2013.

DEVELOPMENT  
REPORT

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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:

Work Order #15	\$3,163.19
Change Order #1 to Work Order #6	\$1,858.20
Work Order #13	\$15,000.00
Work Order #14	\$12,000.00
Work Order #16	\$21,565.00

Azteca Landscape, Inc.:

Work Order #2	\$108,800
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After discussion and upon motion duly made by Director Vaughn, seconded by Director Zink and unanimously carried, the Board of District No. 3 ratified and approved the Work Orders as presented and appropriation of funds therefor.



OTHER

Ms. Reese noted that there has been some damage done to pocket park 10 and will need repair.

It was then asked if homeowners in the green court were liable for snow removal on their sidewalks. Mr. Cockrel then discussed property ownership stating that if the District owns the property, they are responsible for the snow removal. The District is at risk for any injury or damage on the property but operates and maintains the property to avoid such occurrences.

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POSTING  
LOCATION  
RESOLUTIONS

Mr. Cockrel presented the Resolutions Designating a Posting Location 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 Designating a Posting Location.

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OTHER

Mr. Cockrel then discussed State Bill 21-262 concerning transparency for special districts with the Board.

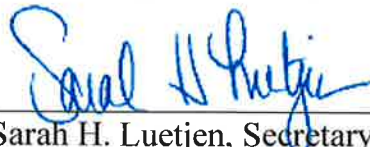
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MEETING  
ADJOURNED

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

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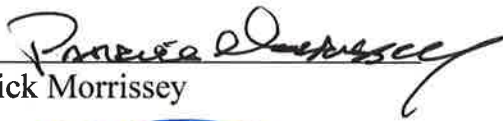
Respectfully submitted,



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Sarah H. Luetjen, Secretary for the Meeting

APPROVED

  
Patrick Morrissey

  
Jon Penny

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Patrick Vaughn

  
Tim Zink

  
Brien Meyer