

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF THE
BANNING LEWIS RANCH METROPOLITAN
DISTRICT NOS. 3, 4, 5 & 7
HELD
APRIL 22, 2013

A special meeting of the Board of Directors of the Banning Lewis Ranch Metropolitan District Nos. 3, 4, 5 & 7 (referred to hereafter as "Board") was held on April 22, 2013 at Oakwood Homes, HC Development & Management Services, Inc., 1290 N. Newport Road, Colorado Springs, CO 80916 at 9:00 a.m. The meeting was open to the public.

Attendance Directors in attendance were:

Chad Ellington
Charles P. Leder via telephone
Jeffrey Carlson via telephone
Patrick H. Hamill via telephone

Newly appointed Director Michael C. Tinlin

Also in attendance were:

David Peak; CliftonLarsonAllen LLP
Carrie Bartow; CliftonLarsonAllen LLP
Joel Butler; The Brickman Group
Shirley Haskew; MSI
Karen Oerter; MSI
Matt Tisthammer; WTS International
Stacy Jensen; Resident
Ryan Flores; Resident
Daniel Young; Resident
Jeff Kistler; Resident
Tommy Rice; Resident

Call to Order/

Agenda

Director Ellington called the meeting to order. Following review, upon a motion duly made by Director Ellington, seconded by Director Leder and, upon vote, unanimously carried, the Board approved the agenda as presented.

**Disclosure of
Potential
Conflicts of
Interest**

The Directors present noted for the record that they have financial interests in entities active in developing property within the boundaries of the District, or are employed by such entities, and that such interests may be affected from time to time by actions of the District's Board of Directors. In accordance with state law, the Directors have filed written

RECORD OF PROCEEDINGS

disclosures describing such potential conflicts of interest with the Secretary of State, and the directors present verbally reaffirmed such disclosures on the record of this meeting.

Acceptance of

Resignation Following review, the Board accepted the resignation of Greg Barbuto from the Board of Directors of the Districts.

Appointment

To Board Following discussion, upon a motion duly made by Director Leder, seconded by Director Ellington and, upon vote, unanimously carried, the Board appointed Michael C. Tinlin to the Board of Directors of the Districts.

Administer

Oath Director Ellington administered the Oath of Office for the Districts to Michael C. Tinlin.

Appointment

To Office Following discussion, upon a motion duly made by Director Leder, seconded by Director Ellington and, upon vote, unanimously carried, the Board appointed Michael C. Tinlin as the Secretary/Treasurer to the Boards of Directors.

Minutes

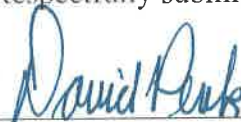
Following review and discussion, upon a motion duly made by Director Ellington, seconded by Director Tinlin and, upon vote, unanimously carried, the Board approved the Minutes of the December 3, 2012 Special Meeting as presented.

Other

Business None.

Adjournment Following discussion, with no further items to come before the Board, upon a motion duly made by Director Leder, seconded by Director Ellington and, upon vote, unanimously carried, the Board adjourned the meeting.

Respectfully submitted,



Secretary for the Meeting