

RECORD OF PROCEEDINGS

**MINUTES OF A SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF THE
BANNING LEWIS RANCH METROPOLITAN
DISTRICT NOS. 3 THROUGH 5 AND 7
HELD
JULY 31, 2014**

A special meeting of the Board of Directors of the Banning Lewis Ranch Metropolitan District Nos. 3 through 5 and 7 (referred to hereafter as "Board") was held on July 31, 2014 at North Tree Ranch House, 6885 Vista del Pico, Colorado Springs, CO 80927 at 9:00 a.m. The meeting was open to the public.

Attendance Directors in attendance were:

Chad Ellington
Michael C. Tinlin
Charles P. Leder via phone

Absent and excused was Director Carlson.

Also in attendance were:

David Peak; CliftonLarsonAllen LLP
Carrie Bartow; CliftonLarsonAllen LLP
Shannon Torgerson; CliftonLarsonAllen LLP
Joel Butler; The Brickman Group
Karen Oerter; MSI
Matt Tisthammer; WTS International
Bill Ritchie; Oakwood Homes
R. Scott Miller; Resident
Stacy S. Jensen; Resident
Troy Craig; Resident
Brandon DeYoung; Falcon Broadband

Call to Order/

Agenda

Director Ellington called the meeting to order and confirmed a quorum. Following review, upon a motion duly made by Director Tinlin, seconded by Director Ellington and, upon vote, unanimously carried, the Board approved the agenda as presented and excused the absence of Director Carlson.

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

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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.

Appointment of

New Director Following discussion, upon a motion duly made by Director Ellington, seconded by Director Tinlin and, upon vote, unanimously carried, the Board appointed William Ritchie to the Board of Directors. Director Ellington administered the oath.

Appoint Slate of

Officers Following discussion, upon a motion duly made by Director Ellington, seconded by Director Tinlin and, upon vote, unanimously carried, the Board approved to leave the slate of officers as they are currently:

President:	Chad Ellington
Secretary/Treasurer:	Michael Tinlin
Assistant Secretary:	Charles Leder
Assistant Secretary:	Jeffrey Carlson
Assistant Secretary:	William Ritchie

Approval of Minutes

Following review and discussion, upon a motion duly made by Director Tinlin, seconded by Director Ellington and, upon vote, unanimously carried, the Board approved the minutes of the April 25, 2014 special meeting as presented.

Community Comments

None.

Attorney Matters

- A. Discuss New Statutory Requirements for Posting of Policy and Fee Schedule for Open Records Act Requests and Adopt Resolution

Following review and discussion, upon a motion duly made by Director Ellington, seconded by Director Tinlin and, upon vote, unanimously carried, the Board adopted the Resolution setting the policy and fee schedule for Open Records Act requests.

- B. Conduct Public Hearing to Consider Approval of Petition for Inclusion of Certain Property into the Boundaries of Banning Lewis Ranch Metropolitan District No. 3

Mr. Peak indicated that the public hearing notice had been published in the local newspaper for the Petition for Inclusion. Upon a motion duly made by Director Tinlin, seconded by Director Ellington and, upon vote, unanimously carried, the Board opened the public hearing at 9:50 a.m. There was no comment from the public in attendance. Upon a motion

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duly made by Director Tinlin, seconded by Director Ellington and, upon vote, unanimously carried, the Board closed the public hearing at 9:51 a.m.

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 petition for inclusion and adopted the resolution approving the petition for inclusion of land.

Financial
Matters None.

Administrative
Matters None.

Director
Matters None.

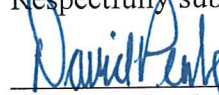
Manager
Matters None.

Other
Business A. Confirm Quorum for Next Meeting Date – September 25, 2014

The Board confirmed a quorum for the September 25, 2014 meeting.

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

Respectfully submitted,



Secretary for the Meeting