

RECORD OF PROCEEDINGS

**MINUTES OF A REGULAR MEETING
OF THE BOARD OF DIRECTORS OF THE
BANNING LEWIS RANCH METROPOLITAN
DISTRICT NOS. 3 THROUGH 5 AND 7
HELD
SEPTEMBER 25, 2014**

A regular 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 September 25, 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
William Ritchie

Absent and excused was Directors Carlson and Leder.

Also in attendance were:

David Peak; CliftonLarsonAllen LLP
Carrie Bartow; CliftonLarsonAllen LLP
Joel Butler; The Brickman Group
Karen Oerter; MSI
Matt Tisthammer; WTS International
Stacy S. Jensen; Resident
Ben Kley; 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 Ellington, seconded by Director Tinlin and, upon vote, unanimously carried, the Board approved the agenda as presented and excused the absence of Directors Carlson and Leder.

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 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.

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Approval of
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 July 31, 2014 special meeting as presented.

Community
Comments

None.

Attorney
Matters

- A. Review and Consider Approval of Intergovernmental District Facilities Agreement between District and Banning Lewis Ranch Metropolitan District No. 3

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 Intergovernmental District Facilities Agreement, subject to final review by Legal Counsel.

- B. Review and Consider Approval of Advance, Acquisition and Reimbursement Agreement between District and MREC Oakwood Colorado LLC

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 Advance, Acquisition and Reimbursement Agreement, subject to final review by Legal Counsel.

Financial
Matters

- A. Appoint District Accountant, Carrie Bartow, and District Manager, David Peak, to Prepare the 2015 Budget

Upon a motion duly made by Director Tinlin, seconded by Director Ellington and, upon vote, unanimously carried, the Board appointed the District Accountant, Carrie Bartow, and District Manager, David Peak, to prepare the 2015 budget.

- B. Set Public Hearing Date to Consider 2015 Budget – Thursday, November 20, 2014 at 9:00 a.m.

Following discussion, the Board changed the meeting date for the public hearing to be Thursday, November 13, 2014 at 9:00 a.m.

Administrative
Matters

None.

Director
Matters

None.

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Manager
Matters

None.

Other
Business

A. Confirm Quorum for Next Meeting Date – November 13, 2014 /
Public Hearing to Consider Adoption of 2015 Budget

The Board confirmed a quorum for the November 13, 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 at 9:50 a.m.

Respectfully submitted,



Secretary for the Meeting