

RECORD OF PROCEEDINGS

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**MINUTES OF A REGULAR MEETING  
OF THE BOARDS OF DIRECTORS OF THE  
BANNING LEWIS RANCH METROPOLITAN DISTRICT NOS. 3-5 & 7  
HELD  
JANUARY 28, 2016**

A regular meeting of the Boards of Directors of the Banning Lewis Ranch Metropolitan District Nos. 3-5 & 7 (referred to hereafter as "Board") was held on Thursday, January 28, 2016 at the 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:

Bruce Rau, President  
William Ritchie, Secretary/Treasurer  
Chad Ellington (via telephone), Assistant Secretary

Absent and excused were Directors Leder and Tinlin.

Also in attendance were:

Debra Sedgeley; CliftonLarsonAllen LLP  
Matt Dalton & Pat Hrbacek; Spencer Fane, LLP  
Aric Jones; Oakwood Homes  
Marti Wallner; YMCA Pikes Peak Region  
Keith Woodring; GVR Landscape  
Karen Oerter; MSI, LLC  
Don Knechtel; Resident  
Greg Gillum; Resident  
Stacy Jensen; Resident  
Yvette Fratticelli; Resident  
Dallas Pierce; Resident

Call to Order/

Agenda     Director Rau called the meeting to order at 9:05 a.m. and confirmed a quorum. Following review, upon a motion duly made by Director Rau, seconded by Director Ritchie and, upon vote, unanimously carried, the Board approved the agenda with revisions to the officers listed to read as follows: Bruce Rau, President; William Ritchie, Secretary/Treasurer, Charles Leder, Assistant Secretary; Michael Tinlin, Assistant Secretary; and Chad Ellington, Assistant Secretary.

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 Districts, or are employed by such entities, and that such interests may

## RECORD OF PROCEEDINGS

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be affected from time to time by actions of the Districts' Boards 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.

### Introduction

Of Aric Jones Director Rau introduced Aric Jones of Oakwood Homes to the Board. Mr. Jones will potentially be appointed to the Boards at a future meeting.

### Approval of Minutes

Following review and discussion, upon a motion duly made by Director Rau, seconded by Director Ritchie and, upon vote, unanimously carried, the Board approved the minutes of the November 10, 2015 special meeting and the November 19, 2015 regular meeting as presented.

### Community Comments

A resident asked for clarification on snow removal requirements. District covenants do not address snow removal and the City of Colorado Springs is not enforcing the requirement to clear snow within 24 hours unless they receive complaints. He stated his concern for the safety of people walking on sidewalks on the north side of streets where ice forms when snow is not removed. It was suggested that a reminder to shovel sidewalks within 24 hours could be placed on the monthly billing statement and in the YMCA newsletter.

Stacy Jensen, a Board member and resident of Banning Lewis Ranch Metropolitan District No. 2 and a member of the Citizen Advisory Board, presented a report from the Citizen Advisory Board regarding resident issues. The report included possible ADA non-compliance issues concerning the Ranch House and eight billing complaints against the CliftonLarsonAllen billing department.

Residents in attendance at this meeting asked about the relationship between GVR Landscaping and Oakwood Homes. Director Rau stated that Oakwood Homes was a minority owner of the Banning Lewis Ranch Development entity and that GVR Landscaping was a related entity.

### Attorney Matters

#### A. Review and Consider Adoption of Resolution 2016-01-01; Concerning 2016 Regular Election

Mr. Dalton reviewed Resolution 2016-01-01 with the Board, noting that the terms for Directors Leder, Ritchie and Rau would expire following the May election, those three positions are open for four-year terms, as set out in the resolution, and self-nomination forms must be submitted by February 26, 2016. Mr. Dalton informed residents of District No. 3 that

RECORD OF PROCEEDINGS

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they can apply for open positions on the District No. 3 Board. Mr. Dalton informed the Board that the May election would be cancelled if, at the close of business on the sixty-third day before the election or any time thereafter, there are not more candidates than offices to be filled at the election, including candidates filing affidavits of intent to be a write-in candidate. Following discussion, upon a motion duly made by Director Rau, seconded by Director Ritchie and, upon vote, unanimously carried, the Board approved Resolution 2016-01-01, incorporated herein by this reference, authorizing the May 2016 election to be conducted by mail ballot and appointing Annette Cates at Spencer Fane to serve as the designated election official.

B. Other

None.

Financial  
Matters

A. Review and Approve CliftonLarsonAllen LLP Engagement Letter for 2016 Accounting Services

Mr. Dalton informed the Board that he had reviewed and made changes to CliftonLarsonAllen's evergreen engagement letter and that the engagement letter presented to the Board at this meeting incorporated those revisions. Following review and discussion, upon a motion duly made by Director Rau, seconded by Director Ritchie and, upon vote, unanimously carried, the Board approved the engagement letter with CliftonLarsonAllen LLP for 2016 accounting services.

B. Other

None.

Administrative  
Matters

A. Other

None.

Directors  
Matters

A. Other

None.

Other  
Business

A. Confirm Quorum for Next Meeting Date – March 23, 2016

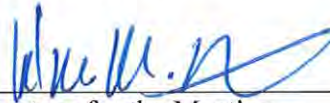
The Board rescheduled the next meeting for Wednesday, March 23, 2016 and confirmed a quorum. The meeting will be posted as a special meeting.

RECORD OF PROCEEDINGS

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Adjournment Following discussion, with no further items to come before the Board, upon a motion duly made by Director Rau, seconded by Director Ritchie and, upon vote, unanimously carried, the Board adjourned the meeting at 10:10 a.m.

Respectfully submitted,



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Secretary for the Meeting