

# RECORD OF PROCEEDINGS

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MINUTES OF A REGULAR MEETING OF  
THE BOARDS OF DIRECTORS OF THE  
COLORADO CROSSING METROPOLITAN DISTRICT NOS. 1-3  
(THE "DISTRICTS")  
HELD  
MAY 18, 2023

A regular meeting of the Boards of Directors of the Colorado Crossing Metropolitan District Nos. 1-3 (referred to hereafter as the "Boards") was convened on Thursday, May 18, 2023, at 10:00 a.m. The Districts' Boards meeting was held via Microsoft Teams. The meeting was open to the public.

## ATTENDANCE

### Directors In Attendance Were:

Otis Moore, III, President  
Andrew Klein, Treasurer  
Paige Langley, Secretary  
Megan Waldschmidt, Assistant Secretary

### Directors who were absent and excused:

Michael Sandene, Assistant Secretary

### Also In Attendance Were:

Josh Miller, Courtney Hoff, LaMont Harris and Gigi Pangindian;  
CliftonLarsonAllen LLP ("CLA")  
Megan Becher, Esq. and Erica Montague, Esq.; McGeady Becher P.C.

## ADMINISTRATIVE MATTERS

**Quorum, Call to Order, Disclosures of Potential Conflicts of Interest:** Director Waldschmidt called the meeting to order at 10:03 a.m.

The Boards discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty to the Boards and to the Secretary of State. The members of the Boards were requested to disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting and incorporated for the record those applicable disclosures made by the Boards' members prior to this meeting in accordance with Statute. It was noted by Attorney Becher that disclosures of potential conflicts of interest were filed with the Secretary of State for all Directors.

**Agenda, Location of Meeting and Meeting Notices:** The Boards reviewed the agenda for the meeting. Following review, upon a motion duly made by Director Waldschmidt, seconded by Director Langley and, upon vote, unanimously carried, the Boards approved the agenda, as presented.

The Boards discussed the requirements of Section 32-1-903(1), C.R.S., concerning the location of the Districts' Boards meeting. The Boards noted that notice of this

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meeting and conference call information was duly posted, and the Boards had not received any objections to the location or to the video/telephonic format or any requests that the meeting be changed by taxpaying electors within the Districts' boundaries.

**Public Comment:** None.

**Results of the May 2, 2023 Regular Director Elections:** Attorney Becher informed the Boards that the May 2, 2023 Regular Elections were each canceled because each District did not receive more self-nominations than seats available. For each District, Mike Sandene and Megan Waldschmidt were re-elected to four-year terms and Paige Langley was re-elected to a two-year term.

**Filing of Oaths of Directors:** Attorney Becher confirmed the filing of the Oaths of Directors.

**Appointment of Officers:** Following review, upon a motion duly made by Director Moore, seconded by Director Langley and, upon vote, unanimously carried, the Boards retained the current appointment of Officers as follows:

President: Otis Moore, III

Secretary: Paige Langley

Treasurer: Andrew Klein

Assistant Secretary: Megan Waldschmidt

Assistant Secretary: Michael Sandene

**Minutes of the March 16, 2023 Regular Boards Meeting:** Following review, upon a motion duly made by Director Moore, seconded by Director Langley and, upon vote, unanimously carried, the Boards approved the March 16, 2023 Regular Meeting Minutes.

### FINANCIAL MATTERS

**Schedules of Cash Position:** Ms. Pangindian reviewed the Schedules of Cash Position for District Nos. 1 and 2 with the Boards. Director Moore asked about the collection of operating funds. Ms. Pangindian reviewed the tax timeline. Discussion ensued regarding the PILOT payments. Following review and discussion, upon a motion duly made by Director Langley, seconded by Director Moore and, upon vote, unanimously carried, the District Nos. 1 and 2 Boards accepted the Schedules of Cash Position, as presented.

**Previous Claims and Current Claims:** Ms. Bach reviewed previous and current claims with the District No. 1 Board. Following review, upon a motion duly made by Director Moore, seconded by Director Langley and, upon vote, unanimously carried, the District No. 1 Board ratified approval of previous claims and approved current claims.

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### Verified District Eligible Costs:

**Engineer's Report and Certification #28, Dated May 2023, Prepared by Ranger Engineering, LLC ("Ranger") ("Engineer's Report and Certification #28"):** Ms. Bach reviewed Engineer's Report and Certification #28 with the Boards. Following review, upon a motion duly made by Director Moore, seconded by Director Langley and, upon vote, unanimously carried, the Boards accepted Engineer's Report and Certification #28.

**Reimbursement to Interquest Westside LLC Under Facilities Funding and Acquisition Agreement, as Amended, in the Amount of Costs Verified by Ranger:** Ms. Bach noted that there are no reimbursements due to Interquest Westside LLC under Engineer's Report and Certification #28.

**Payments to Vendors in the Amounts as Verified and Described in Engineer's Report and Certification #28:** Ms. Bach reviewed the payments to vendors with the Boards. Following review, upon a motion duly made by Director Moore, seconded by Director Langley and, upon vote, unanimously carried, the Boards authorized payments to vendors in the amounts described in Engineer's Report and Certification #28. The Board deferred payment of Project Management Fees to Westside Property Investment Company, Inc. in the amount as verified and described in Engineer's Report and Certification #28.

**District No. 2 – Requisition of Funds Pursuant to the 2020A-2 Bonds, and 2020B-2 Bonds:** Ms. Bach reviewed the requisition of funds with the District No. 2 Board. Following review, upon a motion duly made by Director Moore, seconded by Director Langley and, upon vote, unanimously carried, the District No. 2 Board authorized and approved the requisition of funds pursuant to the 2020A-2 Bonds, and 2020B-2 Bonds, and authorized necessary actions in conjunction therewith.

### LEGAL MATTERS

**Non-Exclusive Access and Maintenance License Agreement (FO4RNORTH, LLC) by and between FO4RNORTH, LLC and Colorado Crossing Metropolitan District No. 1:** Attorney Becher reviewed the Non-Exclusive Access and Maintenance License Agreement with the District No. 1 Board. Following review, upon a motion duly made by Director Moore, seconded by Director Langley and, upon vote, unanimously carried, the District No.1 Board approved the Non-Exclusive Access and Maintenance License Agreement (FO4RNORTH, LLC).

### MANAGER MATTERS

**Building Performance Colorado Notice from Colorado Energy Office:** Mr. Miller and Ms. Hoff reviewed the Building Performance Colorado Notice from the Colorado Energy Office with the Boards. The Boards acknowledged the

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Notice and noted that the Districts will work towards exemption.

### OTHER BUSINESS

Mr. Miller reviewed the upcoming elevator room modifications with the Boards. Mr. Miller also informed the Boards that the request with Colorado Springs Utilities to reinstall the meter pit has been confirmed.

### ADJOURNMENT

There being no further business to come before the Boards at this time, upon a motion duly made by Director Klein, seconded by Director Moore and, upon vote, unanimously carried, the Boards adjourned the meeting.

Respectfully submitted,

By Paige Langley  
Secretary for the Meeting