

## RECORD OF PROCEEDINGS

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MINUTES OF A SPECIAL MEETING OF  
THE BOARD OF DIRECTORS OF THE  
BARNES & POWERS SOUTH BUSINESS IMPROVEMENT DISTRICT  
(THE “DISTRICT”)  
HELD  
NOVEMBER 2, 2022

A special meeting of the Board of Directors of the Barnes & Powers South Business Improvement District (referred to hereafter as the “**Board**”) was convened on Wednesday, November 2, 2022, at 9:30 a.m. This District Board meeting was held via Microsoft Teams. The meeting was open to the public.

### ATTENDANCE

#### Directors In Attendance Were:

Timothy Seibert, President  
Christopher S. Jenkins, Vice President  
David D. Jenkins, Secretary  
Delroy Johnson, Assistant Secretary

#### Also, In Attendance Were:

Kristi Rader and Robert Huls and Whitley Crow; Nor’Wood Development Group  
Russell Dykstra; SpencerFane, LLP  
Josh Miller, Krista Baptist, Mallorie Hansen and Carrie Bartow;  
CliftonLarsonAllen LLP

### ADMINISTRATIVE MATTERS

**Call to Order and Agenda:** Upon a motion duly made by Director Johnson, seconded by Director Seibert and, upon vote, unanimously carried, the Board called the meeting to order at 10:07 a.m.

The Board reviewed the agenda for the meeting. Following review, upon a motion duly made by Director Johnson, seconded by Director Seibert and, upon vote, unanimously carried, the Board approved the agenda, as presented.

**Quorum, Director Qualifications, Disclosure Items:** A quorum of the Board was confirmed. The Board discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board of Directors to the Secretary of State. The members of the Board 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 Board members prior to this meeting in accordance with statute. No additional conflicts were disclosed at the meeting.

**Resignation of Director Russell T. Tutt IV effective October 21, 2022:** The Board acknowledged the resignation of Director Russell T. Tutt IV, effective October 21, 2022.

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**Public Comment:** None.

**Minutes from the October 27, 2021 Special Board Meeting:** The Board reviewed the minutes of the October 27, 2021 special Board meeting. Following review and discussion, upon a motion duly made by Director Seibert, seconded by Director Johnson and, upon vote, unanimously carried, the Board approved the minutes from the October 27, 2021 special Board meeting, as presented.

**Results of the May 3, 2022 Regular Director Election:** The Board discussed the results of the election. No action was taken.

**Filing of Oaths of Directors:** Attorney Dykstra confirmed the oaths were filed as required.

**Appointment of Officers:** Following discussion, the Board appointed the following slate of officers:

President: Timothy Seibert  
Secretary: Delroy Johnson  
Treasurer: Christopher S. Jenkins  
Assistant Secretary: David D. Jenkins  
Assistant Secretary: Vacant

**Resolution Regarding 2023 Annual Administrative Matters:** Following review and discussion, upon a motion duly made by Director Seibert, seconded by Director Johnson and, upon vote, unanimously carried, the Board adopted the Resolution Regarding 2023 Annual Administrative Matters, as presented.

**2023 Operating Plan:** Following review and discussion, upon a motion duly made by Director Seibert, seconded by Director Johnson and, upon vote, unanimously carried, the Board ratified approval of the 2023 Operating Plan, as presented.

**2023 Insurance Renewal:** Following review and discussion, upon a motion duly made by Director Seibert, seconded by Director Johnson and, upon vote, unanimously carried, the Board approved the 2023 Insurance Renewal and authorized membership in the Special District Association for 2023.

**Other:** None.

### FINANCIAL MATTERS

**2021 Audit:** Following review, upon motion duly made by Director Seibert seconded by Director Johnson and, upon vote, unanimously carried, the Board approved the 2021 Audit, subject to final legal review.

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**September 30, 2022 Unaudited Financial Statements:** Ms. Bartow reviewed the September 30, 2022 Unaudited Financial Statements with the Board. Following review, upon a motion duly made by Director Seibert, seconded by Director Johnson and, upon vote, unanimously carried, the Board accepted the September 30, 2022 Unaudited Financial Statements, as presented.

**Developer Advance Summary:** No action taken.

**Public Hearing to Consider Amendment of the 2022 Budget and Resolution to Amend the 2022 Budget:** Director Seibert opened the public hearing to consider amendment of the 2022 budget.

It was noted that publication of Notice stating that the Board would consider amendment of the 2022 Budget and the date, time and place of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to the public hearing. No public comments were received.

Director Seibert closed the public hearing.

Ms. Bartow reviewed the 2022 budget amendment with the Board. Following review and discussion, the Board determined that no amendment was needed.

**Public Hearing on the Proposed 2023 Budget and Resolution to Adopt the 2023 Budget and Appropriate Sums of Money and Resolution to Set Mill Levies:** Director Seibert opened the public hearing to consider the proposed 2023 Budget.

It was noted that publication of Notice stating that the Board would consider adoption of the 2023 Budget and the date, time and place of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to the public hearing.

Director Seibert closed the public hearing.

Ms. Bartow reviewed the proposed 2023 Budget with the Board. Following review and discussion, upon a motion duly made by Director D. Jenkins, seconded by Director C. Jenkins and, upon vote, unanimously carried, the Board approved the proposed 2023 Budget and adopted the Resolution to Adopt the 2023 Budget and Appropriate Sums of Money and adopted the Resolution to Set Mill Levies, as presented.

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**District Accountant to Prepare the DLG-70 Certification of Tax Levies Form for Certification to the Board of County Commissioners and Other Interested Parties:** Following discussion, upon a motion duly made by Director Jenkins, seconded by Director Johnson and, upon vote, unanimously carried, the Board authorized the District Accountant to prepare the DLG-70 Certification of Tax Levies form for certification to the Board of County Commissioners and other interested parties.

**Board Member to Sign the DLG-70 Certification of Tax Levies:** Following discussion, upon a motion duly made by Director Jenkins, seconded by Director Johnson and, upon vote, unanimously carried, the Board appointed Director Seibert to sign the DLG-70 Certification of Tax Levies.

**Engagement Letter with BiggsKofford to Prepare the 2022 Audit:** Following review, upon a motion duly made by Director Seibert, seconded by Director Johnson and, upon vote, unanimously carried, the Board engaged BiggsKofford to prepare the 2022 Audit.

**Other:** None.

### LEGAL MATTERS

**Resolution Calling a Regular Election for Directors on May 2, 2023, DEO and DEO to Perform All Tasks Required for the Conduct of a Mail Ballot Election:** Following review, upon a motion duly made by Director Jenkins, seconded by Director Johnson and, upon vote, unanimously carried, the Board adopted the Resolution Calling a Regular Election for Directors on May 2, 2023, appointed Laura Heinrich as the Designated Election Official (“DEO”) and authorized the DEO to perform all tasks required for the conduct of a mail ballot election.

**Workers Compensation Exclusion Resolution:** Following review, upon a motion duly made by Director Jenkins, seconded by Director Johnson and, upon vote, unanimously carried, the Board adopted the Workers Compensation Exclusion Resolution, as presented.

**Other:** None.

### MANAGER MATTERS

**CliftonLarsonAllen LLP Statements of Work for 2023:** Following review, upon a motion duly made by Director Jenkins, seconded by Director Johnson and, upon vote, unanimously carried, the Board approved the CliftonLarsonAllen LLP Statements of Work for 2023, as presented.

**Other:** None.

### OTHER BUSINESS

**Other:** None.

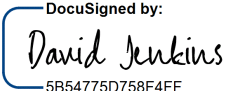
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### ADJOURNMENT

There being no further business to come before the Board at this time, Director Seibert adjourned the meeting at 10:27 a.m.

Respectfully submitted,

By  5B54775D758F4FF...  
Secretary for the Meeting