

## RECORD OF PROCEEDINGS

---

MINUTES OF A REGULAR MEETING OF  
THE BOARD OF DIRECTORS OF THE  
BANNING LEWIS RANCH METROPOLITAN DISTRICT NO. 5  
(THE "DISTRICT")  
HELD  
JUNE 27, 2022

A regular meeting of the Board of Directors of the Banning Lewis Ranch Metropolitan District No. 5 (referred to hereafter as the "Board") was convened on Monday, June 27, 2022, at 11:00 a.m. This District Board meeting was held at Banning Lewis Ranch Sales Center 9158 Braemore Heights, Colorado Springs, Colorado 80927 and via Microsoft Teams. The meeting was open to the public.

### ATTENDANCE

Directors In Attendance Were:

Robert Cass, President  
George Smith, Vice President  
Victoria Niemi, Treasurer  
Kathryn Giddens, Secretary\*  
Kelly Leid, Assistant Secretary

Also, In Attendance Were:

Krista Baptist, Rob Lange, and Katherine Suhanyi; CliftonLarsonAllen, LLP  
Lisa Mayers; Spencer Fane, LLP  
Kevin Bradley\*, Lou Downs, Beth Joyce, Steve Langer\* and Sue Harmon\*;  
Members of the Public

\*Indicates virtual meeting attendance

### ADMINISTRATIVE MATTERS

**Call to Order and Approval of Agenda:** Director Cass called the meeting to order at 11:05 a.m. Following discussion, upon a motion duly made by Director Cass, seconded by Director Smith and, upon vote, unanimously carried, the Board approved the Agenda, as presented.

**Disclosures of Potential Conflicts of Interest:** In accordance with state law, Directors with conflicts have filed written disclosures describing such potential conflicts of interest with the Secretary of State.

**Quorum, Location of Meeting and Meeting Notices:** A quorum was confirmed. It was noted that the meeting was noticed on the website and posted as required.

**Public Comment:** None.

## RECORD OF PROCEEDINGS

---

**Minutes from the May 23, 2022 Special Board Meeting:** Following review, upon a motion duly made by Director Smith, seconded by Director Leid and, upon vote, unanimously carried, the Board approved the Minutes from the May 23, 2022 Special Board Meeting, as amended to add Margaret Mecca as a member of the public in attendance.

### **FINANCIAL MATTERS**

**Cash Position and PTax Statements:** Mr. Lange reviewed the Cash Position and PTax Statements with the Board. Discussion ensued regarding developer advance, reserve funds and District fees. Mr. Lange stated that he will contact the trustee regarding the Board's questions about the reserve funds. Following review and discussion, upon a motion duly made by Director Cass, seconded by Director Niemi and, upon vote, unanimously carried, the Board accepted the Cash Position and PTax Statements, as presented.

### **LEGAL MATTERS**

**Potential Conflict of Interest of Spencer Fane Representing Multiple Banning Lewis Ranch Metropolitan Districts:** Director Smith discussed solicitation of legal counsel proposals engagements with the Board. Discussion ensued regarding the solicitation and engagement process. Following discussion, upon a motion duly made by Director Smith, seconded by Director Cass and, upon vote, unanimously carried, the Board authorized the engagement of Seter & Vander Wall, P.C., pending legal review and execution of an engagement letter.

**Other:** None.

### **MANAGER MATTERS**

**Other:** None.

### **DIRECTOR MATTERS**

**Meeting Minutes Processing Before Considering Board Approval of Minutes:** Director Giddens requested to review meeting Minutes once prepared, prior to the next Board meeting. No action was taken.

**Requesting a Proposal from a Legal Firm Without a Possible Conflict of Interest with the Other Banning Lewis Ranch Metropolitan Districts:** This item was discussed above under Legal Matters.

**Banning Lewis Ranch Metropolitan District No. 5 Representative for the Cooperation Committee:** Director Cass discussed the issue of avoiding a Banning Lewis Ranch Metropolitan District No. 5 quorum on the Cooperation Committee. Director Leid stated her resignation from the Cooperation Committee to allow two resident directors to be appointed. Following discussion, upon a motion duly made by Director Smith, seconded by Director Giddens and, upon vote, unanimously carried, the Board appointed Directors Cass and Niemi to the Cooperation Committee.

## RECORD OF PROCEEDINGS

---

**Changes to Budget Approach for Banning Lewis Ranch Metropolitan District No. 5:** Director Cass stated that there are new changes to the Cooperation Agreement for Lifestyle and Oakwood costs. Director Niemi noted that information regarding the Oakwood costs is needed to get an idea of the costs for Banning Lewis Ranch Metropolitan District No. 5. Discussion ensued. No action was taken.

**Requesting a Report from the District Accountant on Long-Term Debt:** It was determined that Mr. Lange will present developer advances and long-term debt for Banning Lewis Ranch Metropolitan District No. 5 at the next meeting, and that Ms. Bartow will discuss Banning Lewis Ranch Metropolitan District No. 3's debt and its impact on Banning Lewis Ranch Metropolitan District No. 5.

**Landscaping Contractor Performance for Oakwood-Owned Common Property:** Director Niemi informed the Board that residents have taken action to mow native grass within the District and inquired about who acts as the Design Review Committee. Discussion ensued regarding aspen trees and mapping of District tracts to determine responsibility. No action was taken.

**Families with Children Living in Homes within The Retreat:** Discussion ensued regarding children occupying Classic Model rentals and covenant enforcement escalation through MSI.

**Traffic and Parking Near the Shazam Office in the Model Home:** It was noted that residents are submitting complaints of Shazam employees occupying parking spaces in the community and that Shazam will be notified of this issue.

**Status of Pickleball Courts and Handrail Approvals:** Director Smith informed the Board that repairs in two pickleball courts are expected to be completed by the end of July, including surfacing. He stated that some bumps and divots caused from the original concrete pour will not be repaired. Director Niemi stated the importance of the handrail design guidelines applying to Banning Lewis Ranch Metropolitan District No. 5, as these guidelines are a specific supplement to the Banning Lewis Ranch Metropolitan District No. 1 guidelines. It was noted that Banning Lewis Ranch Metropolitan District No. 5 will submit supplemental design guidelines to Banning Lewis Ranch Metropolitan District No. 1 for approval and enforcement with a Design Review Committee representative.

## RECORD OF PROCEEDINGS

---

**Board Proposal to Establish a Lockbox for Resident Concerns to be Allocated to Board Members for Processing/Resolution:** Director Giddens discussed adding a lockbox for residents to submit any questions or concerns. Director Leid noted that a suggestion box installation is planned for the Barn once it is finished. It was noted that Directors Leid and Giddens will coordinate on the lockbox issue and installation and will notify the committee that the Board is accepting and review resident comments/questions/suggestions.

### **OTHER BUSINESS**

**Other:** Discussion ensued regarding management obtaining additional information on the District's tracts and mapping/deeds. The Board confirmed the correct contacts for the Board members to direct District issues accurately.

### **ADJOURNMENT**

There being no further business to come before the Board at this time, Director Cass adjourned the meeting at 12:46 p.m.

Respectfully submitted,

By Kathryn Giddens  
Secretary for the Board