

RECORD OF PROCEEDINGS

**MINUTES OF THE BOARD OF DIRECTORS OF THE
CASTLE PINES COMMERCIAL METROPOLITAN DISTRICT No. 3**

9:00 a.m., February 2, 2024
Via Zoom

ATTENDEES

Directors present: Shawn Batterberry, Linda Batterberry, David Jensen attended via electronic device.

Others present: Charles Norton; Norton & Smith as District Counsel attended via electronic device.
Steve Wasiecko, Genevieve Love, Becca Haines; Mulhern MRE, Inc. attended via electronic device.

Upon motion duly made, seconded, and upon vote, unanimously approved, the Board excused Director Randall Warren and Director Kelly McCurley's absences.

I. Call to Order

The meeting was called to order at 9:27 a.m.
Roll was taken and a quorum was present.

II. Ratify Conflict of Interest Statements

Directors ratified their Conflict of Interest Statements on file with the Secretary of State.

III. Approval of Agenda

The Board reviewed the Agenda. Upon a motion by Director Linda Batterberry, seconded by Director Shawn Batterberry, the Board unanimously approved the agenda.

IV. Public Comment

There were no members of the public present.

V. Review and Approval of Minutes of Prior Meeting

The Board reviewed the minutes of the November 10, 2023 meeting. Upon motion duly made by Director Linda Batterberry, seconded by Director Shawn Batterberry and upon vote, the minutes of the November 10, 2023 meeting were approved as presented.

VI. Administrative Matters

Steve Wasiecko and Genevieve Love reviewed the administrative matters with the Board.

VII. Financial Matters

Steve Wasiecko and Genevieve Love reviewed the financial statements with the Board.

Upon motion made by Director Shawn Batterberry, seconded by Director Linda Batterberry, and upon vote, unanimously carried, the Board approved the check register dated November 4, 2023 - February 2, 2024.

VIII. Legal Matters

Mr. Norton reviewed the legal matters with the Board. The Board discussed the CP4 additional annual debt funds collection for final bond payment.

IX. Adjournment

There being no other business, at 9:45 am, a motion to adjourn was made by Director Shawn Batterberry, seconded by Director Linda Batterberry, and upon vote the motion to adjourn was unanimously approved.

The next regular meeting of the Board of Directors of the Castle Pines Commercial Metropolitan District No. 3 is scheduled for May 3, 2024 at 9:00 a.m. via Zoom Meeting with meeting ID and instructions included on the meeting agenda.

RECORD OF PROCEEDINGS

**MINUTES OF THE BOARD OF DIRECTORS OF THE
CASTLE PINES COMMERCIAL METROPOLITAN DISTRICT No. 3 (CP3)**

9:00 a.m., May 3, 2024
Via Zoom

ATTENDEES

Directors present: Shawn Batterberry, Linda Batterberry, Randall Warren, and David Jensen attended via electronic device.

Others present: Charles Norton; Norton & Smith as District Counsel attended via electronic device.
Steve Wasiecko, Enika Stasko, Becca Haines; Mulhern MRE, Inc. attended via electronic device.

I. Call to Order

The meeting was called to order at 09:04 a.m.
Roll was taken and a quorum was present.

II. Ratify Conflict of Interest Statements

Directors ratified their Conflict of Interest Statements on file with the Secretary of State.

III. Approval of Agenda

The Board reviewed the Agenda. Upon a motion by Director Warren, seconded by Director Linda Batterberry, the Board unanimously approved the agenda with Director Warren abstaining. Upon motion by Director Shawn Batterberry, seconded by Director Warren, the Board unanimously excused Director McCurley from today's meeting.

IV. Public Comment

There were no members of the public present.

V. Review and Approval of Minutes of Prior Meeting

The Board reviewed the minutes of the February 2, 2024 meeting. Upon motion duly made by Director Linda Batterberry, seconded by Director Shawn Batterberry and upon vote, the minutes of the February 2, 2024 meeting minutes were approved as presented.

VI. Administrative Matters

Steve Wasiecko noted that there were no administrative matters for review at this time

VII. Financial Matters

Steve Wasiecko and Enika Stasko reviewed the financial statements with the Board.

Upon motion made by Director Linda Batterberry, seconded by Director Warren, the Board unanimously approved check register dated February 3, 2024 – April 25, 2024.

VIII. Legal Matters

Item #1: CP3 Legal Counsel Charles Norton informed the Board that Castle Pines Metropolitan Commercial District #1 (CP1) had been formally dissolved by the Douglas County District Court and with this order, all previous contracts entered into by CP1 including those with CP3 are no longer in effect. This should close this item for CP3.

Mr. Norton noted that the CP3 auditor should be informed that CP3 is party two only to agreements in the various Castle Pines Metro Districts (#1, #2, #3 and #4) realm that include:

1. The IGA between the Town of Castle Rock and the Castle Pines Commercial Metro Districts regarding the organization, administration, and service plans of the Districts, and
2. The Capital Pledge Agreement regarding debt obligations between CP3 and Castle Pines Commercial Metropolitan District #4 (CP4).

Item #2: CP4 asked CP3 in 2024 to begin collecting and remitting to CP4, an additional debt mill levy to build funds to either pre-pay on the 2022 note when allowed in seven years and/or have funds available to make a large balloon payment due on the maturity date of the note in 2042. CP3 has been collecting these funds YTD. The CP3 Board asked Mr. Norton to secure an agreement with CP4 regarding how CP4 manages, accounts and reports on these additional funds that CP3 has been remitting to CP4 through April of 2024. Mr. Norton reported the CP4 was not interested in such an agreement and recommended to the Board that CP3 continue to collect such funds but keep the funds within a CP3 managed interest-bearing escrow account.

Upon a motion made by Director Warren, seconded by Director Linda Batterberry, the Board unanimously approved a motion to direct staff to pay to CP4 only the portion of the debt service mill levy funds collected to meet the required 2022 bond note's scheduled payment due this year (in 2024) in accordance with the Pledge Agreement. Additional debt related mill levy collections by CP3 this year shall be placed in an individual interest bearing account dedicated for any debt pre-pay in seven years as allowed per the loan and/or the 2042 balloon payment as required by the current debt schedule.

Staff shall make the appropriate accounting/payment adjustments to CP4 taking into account and adjusting for additional funds paid this year to meet the motion as approved.

Item #3: Mr. Norton briefed the Board regarding the status of the purchase options with current Board members in that they follow the sale of the property. He validated that the new Primrose property owner, Mr. Grossman of Castle RK Realco LLC has agreed to accept the assignment of the purchase options by Batterberry Land Group, LLC to Castle RK Realco, LLC and all purchase options are in full effect for the current Board. Staff was instructed to release the 2023 debt tax reimbursement, as pro-rated based on the property sale date in November of 2022, to Castle Realco. This payment was approved by the Board at the November 2023 meeting.

IX. Adjournment

There being no other business, at 9:47 am, a motion to adjourn was made by Director Linda Batterberry, seconded by Director David Jensen, and upon vote the motion to adjourn was unanimously approved.

The next regular meeting of the Board of Directors of the Castle Pines Commercial Metropolitan District No. 3 is scheduled for August 2, 2024 at 9:00 a.m. via Zoom Meeting with meeting ID and instructions included on the meeting agenda.