

**CASTLE PINES COMMERCIAL METROPOLITAN
DISTRICT No. 3**

c/o Mulhern MRE, Inc.

188 INVERNESS DRIVE WEST, SUITE 140

ENGLEWOOD, COLORADO 80112

Phone: (303) 649-9857 Fax: (303) 414-0671

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that a meeting of the Board of Directors of the **CASTLE PINES COMMERCIAL METROPOLITAN DISTRICT No. 3**, Douglas County, Colorado has been scheduled for Friday, February 7, 2020, beginning at the hour of 11:00 A.M. at the Castle Rock Chamber of Commerce at 420 Jerry Street, Castle Rock, CO 80104 for the purpose of addressing those matters in the agenda set out below and conducting such other business as may properly come before the Board. This meeting is open to the public.

AGENDA

- I. Call to order, roll call, and declaration of quorum**
- II. Ratify Conflict of Interest Statements**
- III. Approval of Agenda**
- IV. Public Comment**
- V. Review and approval of minutes of prior meeting**
- VI. Administrative matters**
 - a. Election Resolution for 2020 Regular District Election**
- VII. Financial matters**
 - a. Ratification of January disbursements**
 - b. Financial Statements**
- VIII. Legal matters**
- IX. Possible Executive Session Pursuant to C.R.S. 24-6-402(4)(b) & (e)** for conferences with the District counsel for the purposes of receiving legal advice on specific legal questions and determining positions relative to matters that may be subject to negotiations, developing strategy for negotiations, and instructing negotiators specifically related to legal matters pertaining to the Capital Pledge Agreement, an intergovernmental agreement between the Castle Pines Commercial Districts No. 1 and No. 3 and direction to counsel on how to proceed.

- X. Adjournment**

The next regular meeting is scheduled for March 6, 2020 at 11:00 a.m. at the Castle Rock Chamber of Commerce, 420 Jerry Street, Castle Rock, CO 80104.

RECORD OF PROCEEDINGS

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

February 7, 2020

at 11:00 a.m. at 420 Jerry Street, Castle Rock, CO 80104

ATTENDEES

Directors present: Shawn Batterberry, Linda Batterberry
Others present: Charles Norton, Norton & Smith, District Counsel
Kelly Conover, Mulhern MRE, Inc. District Management
Randy Warren, Mulhern MRE, Inc. District Management, by phone

I. Call to Order

Director Batterberry called the meeting to order at 11:18 a.m. A quorum was present. Upon motion duly made by Director S. Batterberry, seconded by Director L. Batterberry, and upon vote, the Board excused Director McCurley.

II. Ratify Conflict of Interest Statements

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

III. Approval of Agenda

Director S. Batterberry reviewed the agenda with District Counsel and Management. Upon motion duly made and seconded, the Board unanimously voted to approve the agenda.

IV. Public Comment

There was no public present.

V. Review and Approval of Minutes

The Board reviewed the minutes of the regular meeting held on December 6, 2019. Upon motion duly made by Director S. Batterberry, seconded by Director L. Batterberry, the Board unanimously approved the minutes as presented.

VI. Administrative Matters

The Board reviewed the Election Resolution for 2020 Regular District Election. Upon motion duly made by Director S. Batterberry, seconded by Director L. Batterberry, the Board approved the Election Resolution.

VII. Financial Matters

Staff requested ratification of the January check register listing checks #1020, 1021, and 1022 in the amount of \$12,477.14. Upon motion by Director S. Batterberry, seconded by Director L. Batterberry and upon vote, the Board ratified the above expenditures previously approved by email.

Randy Warren called in to discuss the financial statements of the District. The Board reviewed the Profit and Loss statement and the Balance Sheet through December 2019 and the ColoTrust Statement for January 2020. Following Board discussion, upon motion by Director L. Batterberry, seconded by Director S. Batterberry and upon vote, the Board accepted the financial statements.

VIII. Legal Matters

Charles Norton recommended that legal matters be addressed under Executive Session.

IX. Executive Session

Upon motion duly made by Director S. Batterberry, seconded by Director L. Batterberry, and upon vote, the Board moved into executive session at 11:44 a.m. Such motion made pursuant to CRS 24-6-402(4)(b) & (e) for conferences with counsel for the District for the purposes of receiving legal advice on specific legal questions and determining positions relative to matters that may be subject to negotiations, developing strategy for negotiations and instructing negotiators specifically related to legal matters pertaining to the Capital Pledge Agreement, an intergovernmental agreement between the Castle Pines Commercial Metropolitan Districts No. 1 and No. 3 and direction to counsel on how to proceed.

Per Charles Norton, legal counsel for the District, the session was NOT recorded due to the legal advice and discussion.

Upon motion duly made, seconded and upon vote, the Board unanimously moved out of executive session at 12:08 p.m. Following Board discussion, Charles Norton was directed to provide information regarding the 2015 bond buy down with Board questions directed to Charles individually. The Board also directed that following review of the information, Director S. Batterberry would authorize counsel to distribute information to legal counsel of District No. 1.

X. Adjournment

There being no other business, the meeting of the Board of Directors of the Castle Pines Commercial Metropolitan District No. 3 adjourned at 12:09 p.m.

The next regularly scheduled meeting of the Castle Pines Commercial Metropolitan District #3 is scheduled for March 6, 2020, at 11:00 a.m. at 420 Jerry Street, Castle Rock, CO 80104.

**CASTLE PINES COMMERCIAL METROPOLITAN
DISTRICT No. 3**

c/o Mulhern MRE, Inc.

188 INVERNESS DRIVE WEST, SUITE 140

ENGLEWOOD, COLORADO 80112

Phone: (303) 649-9857 Fax: (303) 414-0671

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that a meeting of the Board of Directors of the **CASTLE PINES COMMERCIAL METROPOLITAN DISTRICT No. 3**, Douglas County, Colorado has been scheduled for Friday, March 6, 2020, beginning at the hour of 11:00 A.M. at the Castle Rock Chamber of Commerce at 420 Jerry Street, Castle Rock, CO 80104 for the purpose of addressing those matters in the agenda set out below and conducting such other business as may properly come before the Board. This meeting is open to the public.

AGENDA

- I. Call to order, roll call, and declaration of quorum**
- II. Ratify Conflict of Interest Statements**
- III. Approval of Agenda**
- IV. Public Comment**
- V. Review and approval of minutes of prior meeting**
- VI. Administrative matters**
- VII. Financial matters**
 - a. February disbursements**
 - b. Consider 2019 Financial Audit services**
 - c. Consider 2019 Financial Audit Report**
- VIII. Legal matters**
- IX. Possible Executive Session Pursuant to C.R.S. 24-6-402(4)(b) & (e)** for conferences with the District counsel for the purposes of receiving legal advice on specific legal questions and determining positions relative to matters that may be subject to negotiations, developing strategy for negotiations, and instructing negotiators specifically related to legal matters pertaining to the Capital Pledge Agreement, an intergovernmental agreement between the Castle Pines Commercial Districts No. 1 and No. 3 and direction to counsel on how to proceed.

- X. Adjournment**

The next regular meeting is scheduled for April 3, 2020 at 11:00 a.m. at the Castle Rock Chamber of Commerce, 420 Jerry Street, Castle Rock, CO 80104.

RECORD OF PROCEEDINGS

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

March 6, 2020

at 11:00 a.m. at 420 Jerry Street, Castle Rock, CO 80104

ATTENDEES

Directors present: Shawn Batterberry, Linda Batterberry
Others present: Charles Norton, Norton & Smith, District Counsel
Kelly Conover & Randy Warren, Mulhern MRE, Inc. District Management

I. Call to Order

Director Batterberry called the meeting to order at 11:16 a.m. A quorum was present. Upon motion duly made by Director S. Batterberry, seconded by Director L. Batterberry, and upon vote, the Board excused Director McCurley due to a job-related conflict.

II. Ratify Conflict of Interest Statements

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

III. Approval of Agenda

Director S. Batterberry reviewed the agenda with District Counsel and Management. Upon motion duly made and seconded, the Board unanimously voted to approve the agenda.

IV. Public Comment

There was no public present.

V. Review and Approval of Minutes

The Board reviewed the minutes of the regular meeting held on February 7, 2020. Upon motion duly made by Director L. Batterberry, seconded by Director S. Batterberry, the Board unanimously approved the minutes as presented.

VI. Administrative Matters

Staff reviewed the election results with the Board. All Directors were elected by acclamation. The Board and staff discussed filling the 2 vacant seats.

VII. Financial Matters

- i. **February Disbursements** - Staff reviewed the check detail for approval. Upon motion duly made by Director S. Batterberry, seconded by Director L. Batterberry, upon vote, the Board approved the payment of checks #1023 through #1027, with check #1025 voided. The total amount approved of \$5,426.74.
- ii. **Consider 2019 Financial Audit Services** - Randy Warren reviewed the engagement letter from Dazzo & Associates for the 2019 Financial Audit. Following Board discussion, upon motion by Director S. Batterberry, seconded by Director L. Batterberry and upon vote, the Board accepted the engagement letter.
- iii. **Consider 2019 Financial Audit Report** - Randy discussed the Draft 2019 Financial Statements available for review. There was no Board action at this time.

VIII. Legal Matters

Charles Norton recommended that legal matters be addressed under Executive Session.

IX. Executive Session

Upon motion duly made by Director S. Batterberry, seconded by Director L. Batterberry, and upon vote, the Board moved into executive session at 11:31 a.m. Such motion was made pursuant to CRS 24-6-402(4)(b) & (e) for conferences with counsel for the District for the purposes of receiving legal advice on specific legal questions and determining positions relative to matters that may be subject to negotiations, developing strategy for negotiations and instructing negotiators specifically related to legal matters pertaining to the Capital Pledge Agreement, an intergovernmental agreement between the Castle Pines Commercial Metropolitan Districts No. 1 and No. 3 and direction to counsel on how to proceed.

Per Charles Norton, legal counsel for the District, the session was NOT recorded due to the legal advice and discussion.

The Board moved out of executive session at 11:52am. Mr. Norton was directed to prepare a letter with the draft bond schedule prepared by Mr. Warren and a request for a response deadline of April 1st.

X. Adjournment

There being no other business, the meeting of the Board of Directors of the Castle Pines Commercial Metropolitan District No. 3 adjourned at 11:52am.

The next regularly scheduled meeting of the Castle Pines Commercial Metropolitan District #3 is scheduled for April 3, 2020, at 11:00 a.m. at 420 Jerry Street, Castle Rock, CO 80104.

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DISTRICT No. 3**

c/o Mulhern MRE, Inc.

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ENGLEWOOD, COLORADO 80112

Phone: (303) 649-9857 Fax: (303) 414-0671

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that a meeting of the Board of Directors of the **CASTLE PINES COMMERCIAL METROPOLITAN DISTRICT No. 3**, Douglas County, Colorado has been scheduled for Friday, March 6, 2020, beginning at the hour of 11:00 A.M. The meeting will be held telephonically. This meeting is for the purposes listed in the agenda set out below and conducting such other business as may properly come before the Board. This meeting is open to the public. The public can participate in the meeting by going to web address “<https://zoom.us>” and using Meeting ID 304 197 245 or calling either (646) 558 8656 or (312) 626 6799.

AGENDA

- I. Call to order, roll call, and declaration of quorum**
- II. Ratify Conflict of Interest Statements**
- III. Approval of Agenda**
- IV. Public Comment**
- V. Review and approval of minutes of prior meeting**
- VI. Administrative matters**
- VII. Financial matters**
 - a. Consider approval of disbursements**
 - b. Consider approval of 2019 Audit Report**
- VIII. Legal matters**
- IX. Possible Executive Session Pursuant to C.R.S. 24-6-402(4)(b) & (e)** for conferences with the District counsel for the purposes of receiving legal advice on specific legal questions and determining positions relative to matters that may be subject to negotiations, developing strategy for negotiations, and instructing negotiators specifically related to legal matters pertaining to the Capital Pledge Agreement, an intergovernmental agreement between the Castle Pines Commercial Districts No. 1 and No. 3 and direction to counsel on how to proceed.
- X. Adjournment**

The next regular meeting is scheduled for May 1, 2020 at 11:00 a.m. at the Castle Rock Chamber of Commerce, 420 Jerry Street, Castle Rock, CO 80104.

RECORD OF PROCEEDINGS

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

11:00 a.m., April 3, 2020

Telephonically @ <https://zoom.us>

Meeting ID - 304 197 245

Public phone – (646) 558-8656 or (312) 626-6799

ATTENDEES

Directors present: Shawn Batterberry, Linda Batterberry, Kelly McCurley
Others present: Charles Norton, Norton & Smith, District Counsel
Kelly Conover & Randy Warren, Mulhern MRE, Inc., District Management

I. Call to Order

Director Batterberry called the meeting to order. 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

Director S. Batterberry reviewed the agenda with District Counsel and Management. Upon motion duly made by Director McCurley, seconded by Director L. Batterberry, and upon vote, the Board unanimously approved the agenda.

IV. Public Comment

There was no public present. The meeting was publicly posted with Zoom Meeting information available to the public.

V. Review and Approval of Minutes

The Board reviewed the minutes of the regular meeting held on March 6, 2020. Upon motion duly made by Director L. Batterberry, seconded by Director McCurley, and upon vote the Board unanimously approved the minutes as presented.

VI. Administrative Matters

There were no administrative matters for discussion at this time.

VII. Financial Matters

- i. **Disbursements** – Randy Warren reviewed the check detail for approval. Upon motion duly made by Director L. Batterberry, seconded by Director McCurley, upon vote, the Board approved the payment of checks #1028 through #1030. The total amount approved of \$5,602.26. Randy also reviewed the District ColoTrust statement for March 2020.
- ii. **Consider 2019 Financial Audit Services** - Randy Warren reviewed the 2019 Financial Audit from Dazzio & Associates. There were no changes or corrections suggested by staff. Following Board discussion, upon motion by Director L. Batterberry, seconded by Director McCurley and upon vote, the Board accepted the 2019 Financial Audit and directed staff to file the necessary documents with the State Auditor and the Division of Local Governments.

VIII. Legal Matters

Charles Norton recommended that legal matters be addressed under Executive Session.

IX. Executive Session

Upon motion duly made by Director L. Batterberry, seconded by Director McCurley, and upon vote, the Board moved into executive session at 11:16 a.m. Such motion was made pursuant to CRS 24-6-402(4)(b) & (e) for conferences with counsel for the District for the purposes of receiving legal advice on specific legal questions and determining positions relative to matters that may be subject to negotiations, developing strategy for negotiations and instructing negotiators specifically related to legal matters pertaining to the Capital Pledge Agreement, an intergovernmental agreement between the Castle Pines Commercial Metropolitan Districts No. 1 and No. 3 and direction to counsel on how to proceed.

Per Charles Norton, legal counsel for the District, the session was not recorded due to the legal advice and nature of the discussion.

The Board moved out of executive session at 12:12 p.m.

District management was directed to prepare a report of taxes paid by properties in the District and in the surrounding Castle Pines Commercial Metropolitan Districts #'s 1, 2, 4, and 5.

Following Board discussion and upon vote duly made by Director L. Batterberry, seconded by Director S. Batterberry and upon vote of 2 to 0, with Director McCurley abstaining from the vote, the Board approved engagement of and payment to a third-party counsel for Director McCurley related to the recent lawsuit against the District and Directors.

Upon motion duly made by Director L. Batterberry, seconded by Director McCurley and upon vote, the Board unanimously approved that Randy Warren contact the District insurance company on behalf of the District related to the lawsuit against the District.

The Board discussed the possibility for a special meeting prior to the May meeting. This special meeting will be needed to review and consider approval of a counter claim and a formal resolution by the Board to approve costs of legal counsel related to the pending lawsuit filed. The District is required to post the notice 72 hours in advance of the special meeting at a time to be determined by staff and legal counsel.

X. Adjournment

There being no other business, the meeting of the Board of Directors of the Castle Pines Commercial Metropolitan District No. 3 was adjourned.

The next regularly scheduled meeting of the Castle Pines Commercial Metropolitan District #3 is scheduled for May 1, 2020, at 11:00 a.m. at 420 Jerry Street, Castle Rock, CO 80104.

**CASTLE PINES COMMERCIAL METROPOLITAN
DISTRICT No. 3**

c/o Mulhern MRE, Inc.

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ENGLEWOOD, COLORADO 80112

Phone: (303) 649-9857 Fax: (303) 414-0671

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that a meeting of the Board of Directors of the **CASTLE PINES COMMERCIAL METROPOLITAN DISTRICT No. 3**, Douglas County, Colorado has been scheduled for Friday, May 1, 2020, beginning at the hour of 11:00 A.M. The meeting will be held telephonically. This meeting is for the purposes listed in the agenda set out below and conducting such other business as may properly come before the Board. This meeting is open to the public. The public can participate in the meeting by going to web address "<https://zoom.us>" and using Meeting ID: 816 6199 1792 Password: 000725 or calling (346)248-7799.

AGENDA

- I. Call to order, roll call, and declaration of quorum**
- II. Ratify Conflict of Interest Statements**
- III. Approval of Agenda**
- IV. Public Comment**
- V. Review and approval of minutes of prior meeting**
- VI. Administrative matters**
- VII. Financial matters**
 - a. Consider approval of disbursements**
 - b. Review Financial Statements**
- VIII. Legal matters**
- IX. Possible Executive Session Pursuant to C.R.S. 24-6-402(4)(b) & (e)** for conferences with the District counsel for the purposes of receiving legal advice on specific legal questions and determining positions relative to matters that may be subject to negotiations, developing strategy for negotiations, and instructing negotiators specifically related to legal matters pertaining to the Capital Pledge Agreement, an intergovernmental agreement between the Castle Pines Commercial Districts No. 1 and No. 3 and direction to counsel on how to proceed.

- X. Adjournment**

The next regular meeting is scheduled for June 5, 2020 at 11:00 a.m. at the Castle Rock Chamber of Commerce, 420 Jerry Street, Castle Rock, CO 80104.

RECORD OF PROCEEDINGS

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

11:00 a.m., May 1, 2020
Telephonically @ <https://zoom.us>
Meeting ID – 816 6199 1792
Password - 000725
Public phone – (346) 248-7799

ATTENDEES

Directors present: Shawn Batterberry, Linda Batterberry, Kelly McCurley
Others present: Charles Norton, Norton & Smith, District Counsel
Kelly Conover & Randy Warren, Mulhern MRE, Inc., District Management

I. Call to Order

Director Batterberry called the meeting to order. 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

Director S. Batterberry reviewed the agenda with District Counsel and Management. Upon motion duly made by Director McCurley, seconded by Director L. Batterberry, and upon vote, the Board unanimously approved the agenda.

IV. Public Comment

There was no public present. The meeting was publicly posted with Zoom Meeting information available to the public.

V. Review and Approval of Minutes

The Board reviewed the minutes of the regular meeting held on April 3, 2020. Upon motion duly made by Director L. Batterberry, seconded by Director McCurley, and upon vote the Board unanimously approved the minutes as presented.

VI. Administrative Matters

Staff discussed the Board requirements for the Oaths of Office following the May 5, 2020 election. The Board members were elected by acclamation. Individual Board members will perform their Oaths with a notary after May 5th and before June 4th.

VII. Financial Matters

- i. **Disbursements** – Randy Warren reviewed the check detail for approval. Upon motion duly made by Director McCurley, seconded by Director L. Batterberry, upon vote, the Board approved the payment of checks #1031 through #1032. The total amount approved of \$7,201.50.
- ii. **Financial Statements** - Randy Warren reviewed the financial statements through March 31, 2020. There was no Board action necessary.

VIII. Legal Matters

Charles Norton recommended that legal matters be addressed under Executive Session.

IX. Executive Session

Upon motion duly made by Director S. Batterberry, seconded by Director McCurley, and upon vote, the Board moved into executive session at 11:16 a.m. Such motion was made pursuant to CRS 24-6-402(4)(b) & (e) for conferences with counsel for the District for the purposes of receiving legal advice on specific legal questions and determining positions relative to matters that may be subject to negotiations, developing strategy for negotiations and instructing negotiators specifically related to legal matters pertaining to the Capital Pledge Agreement, an intergovernmental agreement between the Castle Pines Commercial Metropolitan Districts No. 1 and No. 3 and direction to counsel on how to proceed.

Per Charles Norton, legal counsel for the District, the session was not recorded due to the legal advice and nature of the discussion.

The Board moved out of executive session at 12:04 p.m.

X. Resolution Providing for the Indemnification of Directors, Officers and the Employees of the District

Charles Norton requested that the Board consider the Resolution related to pending legal matters. Upon motion duly made by Director McCurley, seconded by Director L. Batterberry and upon vote, the Board unanimously approved the Resolution.

XI. Adjournment

There being no other business, the meeting of the Board of Directors of the Castle Pines Commercial Metropolitan District No. 3 was adjourned at 12:08pm.

A special meeting of the Board of Directors of the Castle Pines Commercial Metropolitan District No. 3 is set for Tuesday, May 12, 2020 at 11:00 am. This meeting will be held telephonically.

The next regularly scheduled meeting of the Castle Pines Commercial Metropolitan District #3 is scheduled for June 5, 2020, at 11:00 a.m. at 420 Jerry Street, Castle Rock, CO 80104.

**CASTLE PINES COMMERCIAL METROPOLITAN
DISTRICT No. 3**

c/o Mulhern MRE, Inc.

188 INVERNESS DRIVE WEST, SUITE 140

ENGLEWOOD, COLORADO 80112

Phone: (303) 649-9857 Fax: (303) 414-0671

NOTICE OF SPECIAL MEETING

NOTICE IS HEREBY GIVEN that a special meeting of the Board of Directors of the **CASTLE PINES COMMERCIAL METROPOLITAN DISTRICT No. 3**, Douglas County, Colorado has been scheduled for Tuesday, May 12, 2020, beginning at the hour of 11:00 A.M. The meeting will be held telephonically. This meeting is for the purposes listed in the agenda set out below and conducting such other business as may properly come before the Board. This meeting is open to the public. The public can participate in the meeting by going to web address "<https://zoom.us>" and using Meeting ID: 843-6604-5328 Password: 712754 or calling (669) 900-9128.

AGENDA

- I. Call to order, roll call, and declaration of quorum**
- II. Ratify Conflict of Interest Statements**
- III. Approval of Agenda**
- IV. Public Comment**
- V. Review and approval of minutes of prior meeting**
- VI. Administrative matters**
 - a. Oaths of Office**
- VII. Legal matters**
- VIII. Executive Session Pursuant to C.R.S. 24-6-402(4)(b) & (e)** for conferences with the District counsel for the purposes of receiving legal advice on specific legal questions and determining positions relative to matters that may be subject to negotiations, developing strategy for negotiations, and instructing negotiators specifically related to legal matters pertaining to the Capital Pledge Agreement, an intergovernmental agreement between the Castle Pines Commercial Districts No. 1 and No. 3 and direction to counsel on how to proceed.
- IX. Adjournment**

The next regular meeting is scheduled for June 5, 2020 at 11:00 a.m. at the Castle Rock Chamber of Commerce, 420 Jerry Street, Castle Rock, CO 80104.

RECORD OF PROCEEDINGS

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

11:00 a.m., May 12, 2020
Telephonically @ <https://zoom.us>
Meeting ID – 843-6604-5328
Password - 712754
Public phone – (669) 900-9128

ATTENDEES

Directors present: Shawn Batterberry, Linda Batterberry, Kelly McCurley
Others present: Charles Norton, Norton & Smith, District Counsel
Kelly Conover & Randy Warren, Mulhern MRE, Inc., District Management

I. Call to Order

Director Batterberry called the meeting to order at 11:03 a.m. 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

Director S. Batterberry reviewed the agenda with District Counsel and Management. Upon motion duly made by Director McCurley, seconded by Director L. Batterberry, and upon vote, the Board unanimously approved the agenda.

IV. Public Comment

There was no public present. The meeting was publicly posted with Zoom Meeting information available to the public.

V. Review and Approval of Minutes

The Board reviewed the minutes of the regular meeting held on May 1, 2020. Upon motion duly made by Director S. Batterberry, seconded by Director McCurley, and upon vote the Board unanimously approved the minutes as presented.

VI. Administrative Matters

Kelly Conover, as Registered Colorado Notary, administered the Oath of Office to Directors K. McCurley, L. Batterberry and S. Batterberry via the virtual meeting. The Directors will sign the Oaths and return a copy for notary signature and filing with the appropriate state and local offices.

VII. Legal Matters

Charles Norton recommended that legal matters be addressed under Executive Session.

VIII. Executive Session

Upon motion duly made by Director S. Batterberry, seconded by Director McCurley, and upon vote, the Board moved into executive session at 11:10 a.m. Such motion was made pursuant to CRS 24-6-402(4)(b) & (e) for conferences with counsel for the District for the purposes of receiving legal advice on specific legal questions and determining positions relative to matters that may be subject to negotiations,

developing strategy for negotiations and instructing negotiators specifically related to legal matters pertaining to the Capital Pledge Agreement, an intergovernmental agreement between the Castle Pines Commercial Metropolitan Districts No. 1 and No. 3 and direction to counsel on how to proceed.

Per Charles Norton, legal counsel for the District, the session was not recorded due to the legal advice and nature of the discussion.

The Board moved out of executive session at 11:24 p.m.

A motion was presented to authorize legal counsel to file an answer to the legal claim against the District and individual Directors in substantially the same form as circulated to the Board during the executive session. The Board would also authorize legal counsel to include the addition of counterclaims in accordance with the determination of counsel and review by each of the board members and staff as discussed in executive session. The motion was made by Director S. Batterberry, seconded by Director McCurley. Upon vote, the motion unanimously passed 3-0.

IX. Adjournment

There being no other business, the meeting of the Board of Directors of the Castle Pines Commercial Metropolitan District No. 3 was adjourned at 11:28 a.m.

The next regularly scheduled meeting of the Castle Pines Commercial Metropolitan District #3 is scheduled for June 5, 2020, at 11:00 a.m. at 420 Jerry Street, Castle Rock, CO 80104.

**CASTLE PINES COMMERCIAL METROPOLITAN
DISTRICT No. 3**

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Phone: (303) 649-9857 Fax: (303) 414-0671

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that a meeting of the Board of Directors of the **CASTLE PINES COMMERCIAL METROPOLITAN DISTRICT No. 3**, Douglas County, Colorado has been scheduled for Friday, July 10, 2020, beginning at the hour of 11:00 A.M. at the Castle Rock Chamber of Commerce at 420 Jerry Street, Castle Rock, CO 80104 for the purpose of addressing those matters in the agenda set out below and conducting such other business as may properly come before the Board. This meeting is open to the public.

AGENDA

- I. Call to order, roll call, and declaration of quorum**
- II. Ratify Conflict of Interest Statements**
- III. Approval of Agenda**
- IV. Public Comment**
- V. Review and approval of minutes of prior meeting**
- VI. Administrative matters**
- VII. Financial matters**
- VIII. Legal matters**
- IX. Possible Executive Session Pursuant to C.R.S. 24-6-402(4)(b) & (e)** for conferences with the District counsel for the purposes of receiving legal advice on specific legal questions and determining positions relative to matters that may be subject to negotiations, developing strategy for negotiations, and instructing negotiators specifically related to legal matters pertaining to the Capital Pledge Agreement, an intergovernmental agreement between the Castle Pines Commercial Districts No. 1 and No. 3 and direction to counsel on how to proceed.

- X. Adjournment**

The next regular meeting is scheduled for August 7, 2020 at 11:00 a.m. at the Castle Rock Chamber of Commerce, 420 Jerry Street, Castle Rock, CO 80104.

RECORD OF PROCEEDINGS

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

11:00 a.m., July 10, 2020

Castle Rock Chamber of Commerce
420 Jerry Street, Castle Rock, CO 80104

ATTENDEES

Directors present: There were no Directors present.
Others present: Charles Norton, Norton & Smith, District Counsel
Kelly Conover & Randy Warren, Mulhern MRE, Inc., District Management

I. Call to Order

There was not a quorum present for the meeting, therefore the meeting was cancelled.

**CASTLE PINES COMMERCIAL METROPOLITAN
DISTRICT No. 3**

c/o Mulhern MRE, Inc.

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ENGLEWOOD, COLORADO 80112

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NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that a meeting of the Board of Directors of the **CASTLE PINES COMMERCIAL METROPOLITAN DISTRICT No. 3**, Douglas County, Colorado has been scheduled for Friday, **August 14, 2020, beginning at the hour of 11:30 A.M.** at the Castle Rock Chamber of Commerce at 420 Jerry Street, Castle Rock, CO 80104 for the purpose of addressing those matters in the agenda set out below and conducting such other business as may properly come before the Board. This meeting is open to the public.

AGENDA

- I. Call to order, roll call, and declaration of quorum**
- II. Ratify Conflict of Interest Statements**
- III. Approval of Agenda**
- IV. Public Comment**
- V. Review and approval of minutes of prior meeting**
- VI. Administrative matters**
- VII. Financial matters**
- VIII. Legal matters**
- IX. Possible Executive Session Pursuant to C.R.S. 24-6-402(4)(b) & (e)** for conferences with the District counsel for the purposes of receiving legal advice on specific legal questions and determining positions relative to matters that may be subject to negotiations, developing strategy for negotiations, and instructing negotiators specifically related to legal matters pertaining to the Capital Pledge Agreement, an intergovernmental agreement between the Castle Pines Commercial Districts No. 1 and No. 3 and direction to counsel on how to proceed.

- X. Adjournment**

The next regular meeting is scheduled for September 4, 2020 at 11:00 a.m. at the Castle Rock Chamber of Commerce, 420 Jerry Street, Castle Rock, CO 80104.

RECORD OF PROCEEDINGS

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

11:30 a.m., August 14, 2020
Castle Rock Chamber of Commerce
420 Jerry Street, Castle Rock, CO 80104

ATTENDEES

Directors present: Shawn Batterberry and Linda Batterberry
Kelly McCurley via phone

Others present: Charles Norton, Norton & Smith, District Counsel
Randy Warren, Mulhern MRE, Inc., District Management
Kelly Conover via phone, Mulhern MRE, Inc., District Management

I. Call to Order

Director S. Batterberry called the meeting to order at 11:41 a.m. 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

Director S. Batterberry reviewed the agenda with District Counsel and Management. Upon motion duly made by Director L. Batterberry, seconded by Director S. Batterberry, and upon vote, the Board unanimously approved the agenda.

IV. Public Comment

There was no public present.

V. Review and Approval of Minutes

The Board reviewed the minutes of the regular meetings held on May 12, and July 10, 2020. Upon motion duly made by Director L. Batterberry, seconded by Director S. Batterberry, and upon vote the Board unanimously approved the minutes as presented.

VI. Administrative Matters

Randy Warren reviewed the Designation of Member Representative and Alternate for the Colorado Special Districts Property and Liability Pool. The Pool asks that the representative be updated annually and Randy Warren and Kelly Conover are listed as the Member Representative and Alternate, respectively. Upon motion duly made by Director S. Batterberry, seconded by Director L. Batterberry and upon vote, the Board unanimously approved the designation and authorized the Board President to execute the form.

VII. Financial Matters

Randy Warren reviewed the investment statement dated July 2020, the financial statements for the first 6 months of the year and check registers for June/July/August provided in the Board packet. Upon motion duly made by Director S. Batterberry, seconded by Director L. Batterberry and upon vote, the Board unanimously moved to ratify the June and July check registers for \$14,618.43 and \$35,963.05 respectively, approve the August check register for \$28,281.36 and accept the financial statements as presented.

VIII. Legal Matters

Charles Norton recommended that legal matters be addressed under Executive Session.

IX. Executive Session

Upon motion duly made by Director S. Batterberry, seconded by Director McCurley, and upon vote, the Board moved into executive session at 11:52 a.m. Such motion was made pursuant to CRS 24-6-402(4)(b) & (e) for conferences with counsel for the District for the purposes of receiving legal advice on specific legal questions and determining positions relative to matters that may be subject to negotiations, developing strategy for negotiations and instructing negotiators specifically related to legal matters pertaining to the Capital Pledge Agreement, an intergovernmental agreement between the Castle Pines Commercial Metropolitan Districts No. 1 and No. 3 and direction to counsel on how to proceed; and for the purpose of receiving legal advice about the pending lawsuit by Castle Pines Commercial Metropolitan District No. 1 against Castle Pines Commercial Metropolitan District No. 3 and related matters.

Per Charles Norton, legal counsel for the District, the session was not recorded due to the legal advice and nature of the discussion, which consisted of legal advice and discussion about it subject to the attorney-client privilege.

The Board moved out of executive session at 12:16 p.m.

X. Adjournment

There being no other business, the meeting of the Board of Directors of the Castle Pines Commercial Metropolitan District No. 3 was adjourned at 12:17 p.m.

The next regularly scheduled meeting of the Castle Pines Commercial Metropolitan District #3 is scheduled for September 4, 2020, at 11:00 a.m. at 420 Jerry Street, Castle Rock, CO 80104.

**CASTLE PINES COMMERCIAL METROPOLITAN
DISTRICT No. 3**

c/o Mulhern MRE, Inc.

188 INVERNESS DRIVE WEST, SUITE 140

ENGLEWOOD, COLORADO 80112

Phone: (303) 649-9857 Fax: (303) 414-0671

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that a meeting of the Board of Directors of the **CASTLE PINES COMMERCIAL METROPOLITAN DISTRICT No. 3**, Douglas County, Colorado has been scheduled for **Friday, October 2, 2020, beginning at the hour of 11:00 A.M.** at the Castle Rock Chamber of Commerce at 420 Jerry Street, Castle Rock, CO 80104 for the purpose of addressing those matters in the agenda set out below and conducting such other business as may properly come before the Board. This meeting is open to the public.

AGENDA

- I. Call to order, roll call, and declaration of quorum**
- II. Ratify Conflict of Interest Statements**
- III. Approval of Agenda**
- IV. Public Comment**
- V. Review and approval of minutes of prior meeting**
- VI. Administrative matters**
- VII. Financial matters**
 - a. Discussion of Draft 2021 Budget**
- VIII. Legal matters**
- IX. Possible Executive Session Pursuant to C.R.S. 24-6-402(4)(b) & (e)** for conferences with the District counsel for the purposes of receiving legal advice on specific legal questions and determining positions relative to matters that may be subject to negotiations, developing strategy for negotiations, and instructing negotiators specifically related to legal matters pertaining to the Capital Pledge Agreement, an intergovernmental agreement between the Castle Pines Commercial Districts No. 1 and No. 3 and direction to counsel on how to proceed.

- X. Adjournment**

The next regular meeting is scheduled for November 6, 2020 at 11:00 a.m. at the Castle Rock Chamber of Commerce, 420 Jerry Street, Castle Rock, CO 80104.

RECORD OF PROCEEDINGS

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

11:00 a.m., October 2, 2020
Castle Rock Chamber of Commerce
420 Jerry Street, Castle Rock, CO 80104

ATTENDEES

Directors present: Shawn Batterberry, Linda Batterberry &
Kelly McCurley
Others present: Charles Norton, Norton & Smith, District Counsel
Randy Warren, Mulhern MRE, Inc., District Management

I. Call to Order

Director S. Batterberry called the meeting to order at 11:10 a.m. Roll was taken and a quorum was present and confirmed.

II. Ratify Conflict of Interest Statements

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

III. Approval of Agenda

Director S. Batterberry reviewed the agenda with District Counsel and Management. Upon motion duly made by Director K. McCurley, seconded by Director L. Batterberry, and upon vote, the Board unanimously approved the agenda.

IV. Public Comment

There was no public present.

V. Review and Approval of Minutes

The Board reviewed the minutes of the regular meetings held on August 14, 2020. Upon motion duly made by Director K. McCurley, seconded by Director L. Batterberry, and upon vote the Board unanimously approved the minutes as presented.

VI. Administrative Matters

There were no administrative matters for the meeting.

VII. Financial Matters

Randy Warren reviewed the September payment disbursements with the board members. Upon motion duly made by Director S. Batterberry, seconded by Director K. McCurley and upon vote, the Board unanimously moved to approve the September payment disbursements of \$17,741.42.

Randy Warren presented the District preliminary 2021 budget and reviewed the staff approach to the preparation of the preliminary budget. Mr. Warren noted that all budget line items will be reviewed again before the public hearing and budget approval planned for the December 2020 general meeting. Castle Pines Commercial Metropolitan District #1 has not yet advised District #3 of the recommended debt service mill levy as required in the 2015 Capital Pledge Agreement.

VIII. Legal Matters

Charles Norton reported that the District insurance carrier has provided notified that they will be covering board member defense costs and indemnification. Charles Norton recommended that additional legal matters should be addressed under Executive Session.

IX. Executive Session

Upon motion duly made by Director S. Batterberry, seconded by Director McCurley, and upon vote, the Board moved into executive session at 11:30 a.m. Such motion was made pursuant to CRS 24-6-402(4)(b) & (e) for conferences with counsel for the District for the purposes of receiving legal advice on specific legal questions and determining positions relative to matters that may be subject to negotiations, developing strategy for negotiations and instructing negotiators specifically related to legal matters pertaining to the Capital Pledge Agreement, an intergovernmental agreement between the Castle Pines Commercial Metropolitan Districts No. 1 and No. 3 and direction to counsel on how to proceed; and for the purpose of receiving legal advice about the pending lawsuit by Castle Pines Commercial Metropolitan District No. 1 against Castle Pines Commercial Metropolitan District No. 3 and related matters.

Per Charles Norton, legal counsel for the District, the session was not recorded due to the legal advice and nature of the discussion, which consisted of legal advice and discussion about it subject to the attorney-client privilege.

The Board moved out of executive session at 11:50 p.m.

X. Adjournment

There being no other business, the meeting of the Board of Directors of the Castle Pines Commercial Metropolitan District No. 3 was adjourned at 11:51 p.m.

The next regularly scheduled meeting of the Castle Pines Commercial Metropolitan District #3 is scheduled for November 6, 2020, at 11:00 a.m. at 420 Jerry Street, Castle Rock, CO 80104.

**CASTLE PINES COMMERCIAL METROPOLITAN
DISTRICT No. 3**

c/o Mulhern MRE, Inc.

188 INVERNESS DRIVE WEST, SUITE 140

ENGLEWOOD, COLORADO 80112

Phone: (303) 649-9857 Fax: (303) 414-0671

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that a meeting of the Board of Directors of the **CASTLE PINES COMMERCIAL METROPOLITAN DISTRICT No. 3**, Douglas County, Colorado has been scheduled for **Friday, December 4, 2020, beginning at the hour of 11:00 A.M.** for the purpose of addressing those matters in the agenda set out below and conducting such other business as may properly come before the Board. Due to the current gathering restrictions, this meeting will be held vial Zoom Meeting only. The public can participate in the meeting by going to web address "https://zoom.us" and using **Meeting ID: 810 1129 5714, Passcode: 136890 or calling (253) 215-8782.**

AGENDA

- I. Call to order, roll call, and declaration of quorum**
- II. Ratify Conflict of Interest Statements**
- III. Approval of Agenda**
- IV. Public Comment**
- V. Review and approval of minutes of prior meeting**
- VI. Public Hearing on Proposed 2021 Budget**
- VII. Consider Resolution Adopting 2021 Budget, Appropriating Funds and Authorizing Certification of Mill Levy**
- VIII. Administrative matters**
 - a. Contract Consideration – MMRE**
 - b. Designation of Posting Location and Set 2021 Meeting Dates**
- IX. Financial matters**
 - a. Audit Engagement Letter**
 - b. Legal Representation Letter**
- X. Legal matters**
- XI. Possible Executive Session Pursuant to C.R.S. 24-6-402(4)(b) & (e)** for conferences with the District counsel for the purposes of receiving legal advice on specific legal questions and determining positions relative to matters that may be subject to negotiations, developing strategy for negotiations, and instructing negotiators specifically related to legal matters pertaining to the Capital Pledge Agreement, an intergovernmental agreement between the Castle Pines Commercial Districts No. 1 and No. 3 and direction to counsel on how to proceed.
- XII. Adjournment**

The next regular meeting is scheduled for January 8, 2021 at 11:00 a.m. at the Castle Rock Chamber of Commerce, 420 Jerry Street, Castle Rock, CO 80104.

RECORD OF PROCEEDINGS

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

11:00 a.m., December 4, 2020

Via Zoom.us

Meeting ID: 810 1129 5714 Passcode: 136890

Phone: (253) 215-8782

ATTENDEES

Directors present: Shawn Batterberry, Linda Batterberry &
Kelly McCurley

Others present: Charles Norton, Norton & Smith, District Counsel
Randy Warren & Kelly Conover, Mulhern MRE, Inc., District Management

I. Call to Order

Director S. Batterberry called the meeting to order at 11:06 a.m. Roll was taken and a quorum was present and confirmed.

II. Ratify Conflict of Interest Statements

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

III. Approval of Agenda

Director S. Batterberry reviewed the agenda with District Counsel and Management. Upon motion duly made by Director S. Batterberry, seconded by Director L. Batterberry, and upon vote, the Board unanimously approved the agenda.

IV. Public Comment

There was no public present.

V. Review and Approval of Minutes

The Board reviewed the minutes of the regular meeting held on October 2, 2020. Upon motion duly made by Director S. Batterberry, seconded by Director L. Batterberry, and upon vote the Board unanimously approved the minutes as presented.

VI. Public Hearing on 2021 Budget

Director S. Batterberry opened a public hearing for discussion regarding the 2021 District Budget. The floor was open for public comment. There was no public present.

Randy Warren reviewed 2 budget options each showing a different mill levy for the Debt Fund for the Board to consider. There was discussion regarding coverage of legal expenses related to the District lawsuit. Staff proposes an increase in the Debt Service mill levy to cover those expenses as they are related to bonds issued and repayment of those bonds. There was Board discussion and legal counsel concurred with staff recommendations.

VII. Consider Resolution Adopting 2021 Budget, Appropriating Funds and Authorizing Certification of Mill Levy

Upon motion duly made by Director S. Batterberry to approve the 2021 Budget with an increased mill levy to the Debt Fund, seconded by Director L. Batterberry, and upon vote, the Board unanimously approved the Resolution Adopting the 2021 Budget, Appropriating Funds and Authorizing Certification of the Mill Levy subject to legal counsel researching and obtaining a second opinion on the intended use of the increased Debt Fund mill levy.

Staff was directed to file the mill levy with the Douglas County and submit the Budget to the State to meet statutory deadlines.

VIII. Administrative Matters

Staff requested ratification of the District Management Contract for the year 2020 and renewal of the District Management Contract for 2021 with Mulhern MRE. Upon motion duly made by Director L. Batterberry, seconded by Director K. McCurley, and upon vote, the Board unanimously approved the contracts for management services with Mulhern MRE.

The Board reviewed the designated posting locations and 2021 meeting dates provided in the packet. Upon motion duly made by Director S. Batterberry, seconded by Director K. McCurley, and upon vote, the Board unanimously approved the posting locations and meeting dates for 2021.

IX. Financial Matters

The Board reviewed the engagement letter provided by Dazzio & Associates, PC for the Audit of the 2020 Financial Statements. Upon motion duly made by Director S. Batterberry, seconded by Director L. Batterberry, and upon vote, the Board unanimously moved to approve the engagement of Dazzio & Associates PC for the 2020 Financial Audit.

Randy reviewed the October 2020 financial statements with the Board and the payment disbursements from October through November 2020 previously approved via email, with the board members. Upon motion duly made by Director S. Batterberry, seconded by Director K. McCurley and upon vote, the Board unanimously moved to ratify the payment disbursements from October through November 2020 in the amount of \$31,100.56.

Randy Warren reviewed the payment disbursements as of December 3, 2020. Upon motion duly made by Director S. Batterberry, seconded by Director K. McCurley, and upon vote, the Board unanimously moved to approve the payment disbursements as of December 3, 2020 in the amount of \$25,499.31, deferring disbursement of checks until January 2021 until the District begins receiving tax payments.

X. Legal Matters

Charles Norton addressed legal matters under the executive session.

XI. Executive Session

Upon motion duly made by Director S. Batterberry, seconded by Director McCurley, and upon vote, the Board moved into executive session at 11:30 a.m. Such motion was made pursuant to CRS 24-6-402(4)(b) & (e) for conferences with counsel for the District for the purposes of receiving legal advice on specific legal questions and determining positions relative to matters that may be subject to negotiations, developing strategy for negotiations and instructing negotiators specifically related to legal matters

pertaining to the Capital Pledge Agreement, an intergovernmental agreement between the Castle Pines Commercial Metropolitan Districts No. 1 and No. 3 and direction to counsel on how to proceed.

Per Charles Norton, legal counsel for the District, the session was not recorded due to the legal advice and nature of the discussion, which consisted of legal advice and discussion about it subject to the attorney-client privilege.

The Board moved out of executive session at 11:57 p.m.

XII. Adjournment

There being no other business, the meeting of the Board of Directors of the Castle Pines Commercial Metropolitan District No. 3 was adjourned at 11:57 p.m.

The next regularly scheduled meeting of the Castle Pines Commercial Metropolitan District #3 is scheduled for January 8, 2021, at 11:00 a.m. at 420 Jerry Street, Castle Rock, CO 80104.