

**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 5, 2021, 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 is to be held via Zoom Meeting. The public can participate in the meeting by going to web address “<https://zoom.us>” and using **Meeting ID: 850 1505 5190, Passcode: 450872 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**
 - a. Ratify Engagement Letter with Terra Forma**
- VII. Financial matters**
 - a. Ratification of payables**
- 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 2, 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., March 5, 2021

Via Zoom.us

Meeting ID: 850 1505 5190 Passcode: 450872

Phone: (346) 248-7799

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 11:29 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 McCurley, 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 December 4, 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 requested ratification of the Engagement Letter for services provided by Terra Forma related to litigation with District #1. Upon motion duly made by Director McCurley, seconded by Director L. Batterberry and upon vote, the Board ratified the Engagement Letter. Director S. Batterberry will sign the letter and send to Randy Warren following the conclusion of the meeting.

Charles Norton commented that the work product provided by Terra Forma is exceptional and offered the information to the Board for their review at their leisure.

VII. Financial Matters

Randy Warren reviewed the check register for ratification dated December 7, 2020 through March 4, 2021. Payments included autopayments to Payroll Specialists and checks numbered 1052 through 1056 for a total amount of \$9,545.44. Following Board discussion, upon motion duly made by Director L.

Batterberry, seconded by Director McCurley and upon vote, the Board unanimously ratified the listed payments.

Randy reviewed the December 2020 financial statements with the Board showing cash on hand is \$2,359.74. There are current open payables through March 4, 2021 that amount to \$76,778.86. The District is awaiting funds from Douglas County tax payments to cover these charges. Once the income is received, payments will be released by date received. Following Board discussion, upon motion duly made by Director L. Batterberry, seconded by Director McCurley, and upon vote, the Board unanimously approved payment of the open invoices pursuant to the District receiving Douglas County tax payments as discussed.

VIII. Legal Matters

Charles Norton requested Director S. Batterberry and Randy Warren attend a mediation session with JAMS on March 16th at 9am. Further legal matters will be discussed under the 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 11:44 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.

The session was recorded.

Upon motion duly made by Director McCurley, seconded by Director L. Batterberry and upon vote, the Board unanimously moved out of executive session at 12:36 p.m.

The Board discussed changing the next meeting date from April 2nd to April 9th to avoid scheduling conflicts. The Board and staff agreed with the date change to April 9th at 11:00am. Staff will update the calendar and provide Zoom meeting information.

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 12:37 p.m.

The next scheduled meeting of the Castle Pines Commercial Metropolitan District #3 is scheduled for **April 9, 2021**, at 11:00 a.m. at 420 Jerry Street, Castle Rock, CO 80104 and/or via Zoom meeting.

**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 **Friday, April 9, 2021, 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 is to be held via Zoom Meeting. The public can participate in the meeting by going to web address “<https://zoom.us>” and using **Meeting ID: 860 3857 9668, Passcode: 889235 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**
- 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 7, 2021 at 11:00 a.m. at the Castle Rock Chamber of Commerce, 420 Jerry Street, Castle Rock, CO 80104 and/or via Zoom Meeting.

RECORD OF PROCEEDINGS

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

11:00 a.m., April 9, 2021

Via Zoom.us

Meeting ID: 860 3857 9668 Passcode: 889235

Phone: (346) 248-7799

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 11:00 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 McCurley, 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 March 5, 2021. 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

VII. Financial Matters

Randy Warren reviewed the check register dated March 1 through April 6, 2021. Payments included checks numbered 1059 through 1066 for ratification and 1067 through 1070 for approval for a total amount of \$9,545.44. Following Board discussion, upon motion duly made by Director S. Batterberry, seconded by Director L. Batterberry and upon vote, the Board unanimously ratified checks 1059 through 1066 and approved checks 1067 through 1070 totaling \$22,612.88 for payment.

Randy reviewed the current open payables through April 6, 2021 that amount to \$69,654.11. The District is awaiting funds from Douglas County tax assessments to cover these charges. Once received, payments will be released by date received. Following Board discussion, upon motion duly made by Director S.

Batterberry, seconded by Director S. Batterberry, and upon vote, the Board unanimously approved payment of the open invoices pursuant to the District receiving Douglas County tax assessments as discussed.

VIII. Legal Matters

Charles Norton discussed legal matters 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 11:23 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.

The session was recorded.

Upon motion duly made by Director S. Batterberry, seconded by Director McCurley and upon vote, the Board unanimously moved out of executive session at 11:35 a.m.

Following Board discussion, Mr. Norton requested Board approval of the settlement agreement between Castle Pines Commercial Metropolitan Districts No. 1 and No. 3 subject to corrections and grammatical changes by legal counsel. Upon motion duly made by Director S. Batterberry, seconded by Director L. Batterberry and upon vote, the Board unanimously approved the settlement agreement subject to the changes discussed by legal counsel. Payment to District No. 1 as outlined in the agreement will be made to the trustee.

Mr. Norton recommended that future distribution of the funds retained by District No. 3 collected through the debt service should be coordinated through special counsel for the District.

The Board discussed changing the next meeting date from May 7, 2021 to May 21, 2021 to avoid scheduling conflicts. The Board and staff agreed with the date change to May 21, 2021 at 11:00 a.m. and discussed holding the meeting in-person at the Castle Rock Chamber provided CDC guidelines allow. At the May meeting the Board will also consider future meeting dates.

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 11:44 a.m.

The next scheduled meeting of the Castle Pines Commercial Metropolitan District #3 is scheduled for **May 21, 2021**, at 11:00 a.m. at 420 Jerry Street, Castle Rock, CO 80104 and/or via Zoom meeting.

**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 **Friday, May 21, 2021, 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. Discussion of future meeting dates**
 - b. Ratification of execution of the Settlement Agreement between Castle Pines Commercial Districts No. 1 and No. 3**
- VII. Financial matters**
- VIII. Legal matters**
- IX. Adjournment**

The next regular meeting is scheduled for June 4, 2021 at 11:00 a.m. at the Castle Rock Chamber of Commerce, 420 Jerry Street, Castle Rock, CO 80104 and/or via Zoom Meeting.

RECORD OF PROCEEDINGS

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

11:00 a.m., May 21, 2021

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

ATTENDEES

Directors present: Shawn Batterberry and Linda Batterberry
Kelly McCurley attended via phone
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 11:11 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. There being no changes, upon motion duly made by Director S. Batterberry, seconded by Director McCurley, 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 April 9, 2021. There being no changes to the minutes, 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. Administrative Matters

At the previous meeting, the Board discussed future meeting dates. The regular July meeting date falls on a holiday weekend. The Board agreed to move the July 2 meeting to July 9th at 11:00 am with a public hearing on a budget amendment.

Randy Warren requested that the Board consider a motion to ratify the execution of the Settlement Agreement between the Castle Pines Commercial Metropolitan District No. 1 and No. 3 that was approved at the April 2021 meeting subject to corrections and grammatical changes suggested by legal counsel. Upon motion duly made by Director S. Batterberry, seconded by Director L. Batterberry and upon vote, the Board unanimously ratified the execution of the Settlement Agreement.

VII. Financial Matters

Randy Warren reviewed the check register dated April 17 through May 21, 2021. He requested ratification of payment for legal services from AB Litigation, approval of checks to Norton Smith and Mulhern MRE, and ACH/Wire transfer to CPCMD No. 1 towards debt service owed to trustee. Total payment of \$267,339.31.

Upon motion duly made by L. Batterberry, seconded by Director McCurley, and upon vote the Board unanimously approved the expenditures.

Randy provided a financial memo, balance sheet and current liabilities for review with the Board.

VIII. Legal Matters

Charles Norton discussed with the Board the next step would be to set up a claims procedure related to disbursement of funds with outside counsel, possibly using Alan Pogue for assistance. If Mr. Pogue accepts, Mr. Norton will step down temporarily as District Counsel.

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.

The next scheduled meeting of the Castle Pines Commercial Metropolitan District #3 is scheduled for **July 9, 2021**, 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 is scheduled for **Friday, July 9, 2021, 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. Public Hearing re: 2020 Budget Amendment**
 - A - Consider approval of Resolution to Amend 2020 District Budget**
- VIII. Financial matters**
 - A – Consider approval of draft Audit Report**
 - B – Approve payment of statement of claims**
 - C – Review 2021 financial statement schedules**
- IX. Legal matters**
- X. Adjournment**

The next regular meeting is scheduled for August 6, 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., July 9, 2021

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

ATTENDEES

Directors present: Shawn Batterberry, Linda Batterberry and 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 11:14 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. There being no changes, 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.

V. Review and Approval of Minutes

The Board reviewed the minutes of the special meeting held on May 21, 2021. There being no changes to the minutes, upon motion duly made by Director McCurley, seconded by Director L. Batterberry, and upon vote the Board unanimously approved the minutes as presented.

VI. Administrative Matters

Staff informed the Board of the next regular meeting date of August 6. There were no Board conflicts with the next meeting date.

VII. Public Hearing on 2020 Budget Amendment

Upon motion duly made, seconded and upon vote, the Board unanimously opened a public hearing on the proposed 2020 Budget Amendment at 11:15 a.m. There being no public present, the public hearing was closed at 11:16 a.m.

Randy Warren reviewed the proposed revisions to reflect additional legal expenses incurred related to the District litigation settlement. Following Board discussion and questions, upon motion duly made by Director L. Batterberry, seconded by Director McCurley and upon vote, the Board unanimously voted to amend the 2020 Budget as presented. The Board authorized the President to execute the Resolution to

Amend the 2020 Budget. Staff was directed to file the amendment documents with appropriate state and local officials.

VIII. Financial Matters

Randy Warren reviewed the Financial Update Memo provided in the Board packet. The memo included discussion on the Draft 2020 Audit Report; review of payables listed on the check register, and projected financial statements.

The Board was provided the Draft 2020 Audit Report for review and discussion. Randy was available for Board questions. He noted that the report was finalized for review following the settlement agreement. Following Board discussion and upon motion duly made by Director L. Batterberry, seconded by Director McCurley and upon vote, the Board approved the 2020 Audit Report as presented.

Randy reviewed the check register dated May 22 through July 7, 2021. He requested ratification of payment for payroll services from Payroll Specialist, approval of checks to Dazzio & Associates, Norton Smith and Mulhern MRE. Total payment of \$9,594.86.

Upon motion duly made by L. Batterberry, seconded by Director McCurley, and upon vote the Board unanimously approved the expenditures.

Randy provided a financial memo, balance sheet and current liabilities for review with the Board.

IX. Legal Matters

Charles Norton discussed with the Board the engagement letter provided by Mr. Pogue. Mr. Norton addressed Board questions and upon motion duly made by Director L. Batterberry, seconded by Director McCurley and upon vote, the Board unanimously approved the engagement of Mr. Alan Pogue to assist the District with a claims procedure for disbursement of funds related to the Settlement Agreement terms with Castle Pines 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 was adjourned.

The next scheduled meeting of the Castle Pines Commercial Metropolitan District #3 is scheduled for **August 6, 2021**, 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 is scheduled for **Wednesday, September 15, 2021, beginning at the hour of 11:30 A.M.** This meeting will be held via Zoom Meeting 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. The public can participate in the meeting by going to web address “<https://zoom.us>” and using **Meeting ID: 881 9973 0987, Passcode: 653233 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**
 - a. Confirm next meeting date**
- VII. Financial matters**
 - a. Financial Statements**
 - b. Consider check register**
 - c. 2021 Budget Amendment**
 - d. Debt Refinance Update**
 - e. Consider reimbursement request Batterberry Land Group**
 - f. 2022 draft budget**
- VIII. Legal matters**
- IX. Adjournment**

The next regular meeting is scheduled for **October 1, 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**

11:30 a.m., September 15, 2021
Via Zoom

ATTENDEES

Directors present: Shawn Batterberry, Linda Batterberry and Kelly McCurley
Others present: Charles Norton, Norton & Smith as District Counsel and on behalf of Batterberry Land Group and Primrose School of Castle Rock;
Alan Pogue, Icenogle Seaver Pogue, P.C., District Special Counsel
Luis Tovar, Toby Austin & Kelly Conover, Mulhern MRE, Inc., District Management

I. Call to Order

Director S. Batterberry called the meeting to order at 11:43 a.m. Roll was taken and a quorum was present and confirmed. Staff introduced Luis Tovar, President/Owner of Mulhern MRE, Toby Austin, Accountant with Mulhern MRE and Mr. Alan Pogue with Icenogle Seaver Pogue P.C.

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. There was board discussion regarding the addition of an executive session regarding the reimbursement request from the Batterberry Land Group and repayment of tax funds to District properties. Following discussion, the executive session will be held at the end of the meeting. Upon motion duly made by Director L. Batterberry, seconded by Director McCurley, and upon vote, the Board unanimously approved the amended agenda.

IV. Public Comment

There was no public present.

V. Review and Approval of Minutes

The Board reviewed the minutes of the special meeting held on July 9, 2021. With no changes to the minutes needed, 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 informed the Board of the next regular meeting date of October 1. Following Board discussion, the consensus was to cancel the October and November regularly scheduled meetings and hold the Friday, December 3 meeting as scheduled. Staff will post cancellation notices.

VII. Financial Matters

Toby Austin reviewed the District's financial position with the Board and reviewed payables listed on the check register dated July 8 through September 30, 2021. He requested ratification of payment for payroll services from Payroll Specialists and approval of checks #1078 – 1081 for a total amount of \$15,999.32.

Upon motion duly made by Director L. Batterberry, seconded by Director McCurley and upon vote, the Board ratified and approved the expenditures as detailed.

There was discussion on the Draft 2021 Budget Amendment to reflect changes in costs related to the Castle Pines District #1 litigation and insurance claim. Toby also presented a Draft 2022 Budget for review and discussion. Mill levy amounts are to be finalized following receipt of information on the refinancing of the 2015 Bond with Castle Pines District #1, anticipated to be complete in a few months with Piper Sandler as underwriters. Following Board discussion, the Board consensus is for staff to move forward with publication of a public hearing for the December 3 meeting for both the 2021 Budget Amendment and 2022 Budget and Mill Levy Certification.

VIII. Legal Matters

Charles Norton informed the Board he was contacted by Kristen Bear related to the refinance of the 2015 Bond with Castle Pines District #1. They have asked for District input and expect to issue and close the refinancing before year-end.

Mr. Charles Norton recused himself from further discussions, as General District Counsel.

Mr. Pogue has been engaged by the District as Special Counsel to the Board on matters regarding the reimbursement request from the Batterberry Land Group and disbursement of tax funds related to the Settlement Agreement with Castle Pines District #1.

Mr. Pogue advised the Board to enter into an executive session to discuss the District's position. Directors Linda and Shawn Batterberry and Mr. Charles Norton would be excused from the executive session as owners and legal counsel for the Batterberry Land Group.

IX. Executive Session

Upon motion by Director McCurley, duly seconded by Director S. Batterberry, the Board moved into executive session pursuant to C.R.S. 24-6-402(4)(b) for a conference with the District's Special Counsel for the purpose of receiving legal advice on specific legal questions related to the reimbursement request from the Batterberry Land Group and disbursement of funds related to the Settlement Agreement with Castle Pines District #1.

Directors Linda and Shawn Batterberry and Mr. Charles Norton were excused from the executive session.

This session was not recorded per special counsel's determination.

At 12:39 pm, the Board moved out of executive session.

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 meeting of the Castle Pines Commercial Metropolitan District #3 is scheduled for **Friday, December 3, 2021**, 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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Phone: (303) 649-9857 Fax: (303) 414-0671

NOTICE OF REGULAR MEETING

NOTICE IS HEREBY GIVEN that a regular meeting of the Board of Directors of the **CASTLE PINES COMMERCIAL METROPOLITAN DISTRICT No. 3**, Douglas County, Colorado is scheduled for **Friday, December 3, 2021, beginning at the hour of 11:00 A.M.** This meeting will be held via Zoom Meeting 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. The public can participate in the meeting by going to web address "<https://zoom.us>" and using **Meeting ID: 862 3409 0116, Passcode: 027945 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**
 - a. Designate Posting Locations and Meeting Dates for 2022**
- VII. Financial matters**
 - a. Financial Statements**
 - b. Consider check register**
 - c. Debt Refinance Update**
- VIII. Public Hearing on 2021 Budget Amendment**
- IX. Resolution Adopting 2021 Budget Amendment**
- X. Public Hearing on 2022 Budget**
- XI. Resolution Adopting 2022 Budget and Appropriation of Funds**
- XII. Resolution Certifying 2022 Mill Levy**
- XIII. Legal matters**

- XIV. Adjournment**

The next regular meeting is scheduled for **January 7, 2022 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**

December 9, 2021 continued from December 3, 2021
Via Zoom

ATTENDEES

Directors present: Shawn Batterberry, Linda Batterberry and Kelly McCurley attended via electronic device.

Others present: Charles Norton, Norton & Smith as District Counsel attended via electronic device.
Luis Tovar, Toby Austin, Steve Wasiecko & Kelly Conover, Mulhern MRE, Inc., District Management attended via electronic device.

I. Call to Order

Director S. Batterberry reconvened the meeting of December 3, 2021 at 11:07 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 presented a motion to consider the proposed agenda. The Board discussed placing an executive session on the agenda following the Item IX, 2021 Budget Amendment. Following the recommendation from legal counsel, upon motion duly made by Director McCurley, seconded by Director S. Batterberry and upon vote, the Board amended the agenda to include an executive session as proposed.

IV. Public Comment

There was no public present.

V. Review and Approval of Minutes of Prior Meeting

The Board considered the minutes from the meeting held September 15, 2021. There being no changes to the minutes, upon motion by Director McCurley, seconded by Director S. Batterberry and upon vote, the Board unanimously approved the minutes as presented.

VI. Administrative Matters

Staff presented a listing of designated posting locations and meeting dates for 2022 for consideration. Upon motion duly made, seconded and upon vote, the Board approved the designated posting locations and meeting dates.

VII. Financial Matters

Toby Austin presented the financial statements to the Board. There was no Board action.

Toby requested the Board consider approval of checks #1082 – 1087 and the Autopay to Payroll Specialists as listed on the check register provided in the Board packet. Following Board discussion, upon motion duly made by Director McCurley, seconded by Director L. Batterberry and upon vote, the Board approved the expenditures listed.

VIII. Public Hearing on 2021 Budget Amendment

Director S. Batterberry opened a public hearing on the proposed 2021 Budget Amendment. There was no public present. The public hearing was closed.

IX. Resolution Adopting 2021 Budget Amendment

Upon motion duly made by Director McCurley, seconded by Director L. Batterberry and upon vote, the Board unanimously approved the Resolution Adopting the 2021 Budget Amendment.

X. Executive Session

At 11:24 am, the Board unanimously moved into executive session 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. The session was not recorded per legal counsel's recommendation due to the matter of discussion being an attorney-client privilege.

At 12:21 pm, the Board moved out of executive session. There was no Board action.

XI. Public Hearing on 2022 Budget

Director S. Batterberry opened a public hearing on the 2022 Budget. There was no public present. The public hearing was closed. Toby Austin reviewed the 2022 Budget with the Board. The recommended mill levy for the 2021 tax year collected in 2022 is 23.000 mills for debt service and 13.000 mills for operations. There will be an additional line item expense for tax reimbursement to the Primrose School of Castle Rock. Staff will amend the 2022 Budget items to reflect that change.

XII. Resolution Adopting 2022 Budget and Appropriation of Funds

Following Board discussion, upon motion duly made by Director S. Batterberry, seconded by Director L. Batterberry and upon vote, the Board unanimously approved the Resolution Adopting the 2022 Budget and Appropriation of Funds with the addition of the line item for tax reimbursement to the Primrose School of Castle Rock.

XIII. Resolution Certifying 2022 Mill Levy

Based on the calculated assessed valuation for the District, staff recommends imposing a debt service mill levy of 23.000 and an operation mill levy of 13.000 for 2021, collected in 2022. Upon motion duly made by Director S. Batterberry, seconded by Director L. Batterberry and upon vote, the Board unanimously approved the Resolution to Certify the 2022 Mill Levy.

XIV. Legal Matters

Charles Norton discussed the claim to the District from the Batterberry Land Group, LLC. Special Counsel, Mr. Alan Pogue (not present) proposed that the vacancies on the Board of Directors be filled to provide input regarding consideration of the request.

XV. Adjournment

There being no further matters to come before the Board, upon motion duly made, seconded and upon vote, the meeting was adjourned. The next meeting of the Board is scheduled for Friday, January 7, 2022 at 11:00 a.m. at the Castle Rock Chamber of Commerce, 420 Jerry Street, Castle Rock.

RECORD OF PROCEEDINGS

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

11:00 a.m., December 3, 2021

Via Zoom

ATTENDEES

Directors present: Shawn Batterberry, Linda Batterberry and Kelly McCurley
Others present: Charles Norton, Norton & Smith as District Counsel
Toby Austin & Kelly Conover, Mulhern MRE, Inc., District Management

I. Call to Order

Director S. Batterberry called the meeting to order at 11:41 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 presented a motion to consider the proposed agenda. There was board discussion to continue the meeting to Thursday, December 9, 2021 at the Castle Rock Chamber of Commerce at 420 Jerry Street. Upon motion duly made by Director S. Batterberry, seconded by Director L. Batterberry, and upon vote, the Board unanimously approved the continuation of meeting. The Board would then consider approval of the minutes, designated posting locations and meeting dates for 2022, financial statements, check register, discussion of refinancing, Public Hearing on the 2022 Budget, consideration of Budget and Mill Levy for 2022, and legal matters on December 9th.

IV. Adjournment

There being no other business, the meeting of the Board of Directors of the Castle Pines Commercial Metropolitan District No. 3 was continued until Thursday, December 9, 2021 at 11:00am at the Castle Rock Chamber of Commerce, 420 Jerry Street, Castle Rock.