

**MINUTES OF THE SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF
FRIST & MAIN BUSINESS IMPROVEMENT DISTRICT NO. 2**

The District determined that in accordance with the State of Colorado Amended Public Health Order #20-28 and pursuant to the Governor's order D 2020 044, the District board meeting will be held via electronic means on Wednesday, May 27, 2020 at 8:30 am. In order to participate, interested members of the public must have contacted the District manager at Josh.Miller@claconnect.com to receive connection and password information for attendance.

Attendance

The special meeting of the Board of Directors of the First & Main Business Improvement District No. 2, City of Colorado Springs, Colorado was called and held as shown above and in accordance with the applicable statutes of the State of Colorado, with the following directors present and acting:

Tim Seibert
Christopher S. Jenkins
David Jenkins
Delroy Johnson

Absent: Fred Veitch

Also in attendance were:
Russell W. Dykstra; Spencer Fane LLP
Carrie Bartow, Josh Miller, Seef Le Roux & Chelsea Gondeck;
CliftonLarsonAllen LLP
Robert Huls & Ty Tutt; Nor'wood Development Group

Call to Order

Mr. Dykstra noted for the record that a quorum was present. The meeting was called to order at approximately 9:06 a.m.

Disclosure of Potential
Conflicts of Interest

Mr. Dykstra discussed the state law requirements for disclosure of potential conflicts of interest with the directors, noting that completed disclosure statements had been filed for each of the Directors with the Secretary of State at least three days prior to the meeting. In addition, Mr. Dykstra noted that each director is to verbally reveal his/her potential conflicts of interest to the Board prior to beginning the discussion in which a conflict may arise.

Agenda

Following discussion, upon a motion duly made by Director Seibert, seconded by Director Johnson, and upon a vote, unanimously carried, the Board approved the Agenda as presented.

Director Matters

A. Acknowledge and/or Administer Oaths of Office for Directors Elected in the May 5, 2020 Election

Mr. Dykstra acknowledged all oaths of office for directors were received and filed.

B. Election of Officers

Following discussion, upon a motion duly made by Director Johnson, seconded by Director Seibert, and upon a vote, unanimously carried, the Board approved the election of officers to remain the same.

Minutes

A. Review and Approve Minutes of the November 12, 2019 Meeting

Following discussion, upon a motion duly made by Director Seibert, seconded by Director Johnson, and, upon vote, unanimously carried, the Board approved the November 12, 2019 Meeting Minutes.

Manager's Matters

A. Other

None.

Financial Matters

A. Discuss and Consider Ratification of the 2019 Audit Report

Ms. Bartow reviewed the audit report with the Board. Following discussion, upon a motion duly made by Director Johnson, seconded by Director Seibert, and, upon vote, unanimously carried, the Board approved the ratification of the 2019 Audit Report.

B. Review and Approve March 31, 2020 Unaudited Financial Statements

Ms. Bartow reviewed the financial statements with the Board. Following discussion, upon a motion duly made by Director Johnson, seconded by Director Seibert, and, upon vote, unanimously carried, the Board approved the March 31, 2020 Unaudited Financial Statements.

C. Review and Ratify Previous Claims and Approve Current Claims

Ms. Bartow reviewed the claims with the Board. Following discussion, upon a motion duly made by Director Johnson, seconded by Director Seibert, and, upon vote, unanimously carried, the Board ratified the previous claims and approved the current claims.

D. Discussion Regarding PIF Revenues and Financial Projections

Ms. Bartow reviewed the PIF revenues with the Board. Discussion on new tenants ensued.

E. Other

None.

Legal Matters

A. 2020 Election Update

Mr. Dykstra reviewed the 2020 Election with the Board.

B. Ratify Resolution Calling the May 5, 2020 Election

Mr. Dykstra reviewed the resolution with the Board. Following discussion, upon a motion duly made by Director Seibert, seconded by Director David Jenkins, and, upon vote, unanimously carried the Board ratified the Resolution Calling the May 5, 2020 Election.

C. Other

None.

Community Comments

None.

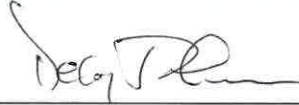
Other Items

None.

Adjournment

There being no further business to come before the Board, upon a motion duly made by Director Seibert, seconded by Director Johnson, and, upon vote, unanimously carried the Board adjourned the meeting at 9:18 a.m.

The foregoing minutes constitutes a true and correct copy of the minutes of the above-referenced meeting and was approved by the Board of Directors of the First & Main Business Improvement District No. 2.



Secretary to the Board