

MINUTES OF REGULAR QUARTERLY MEETING

BOARD OF DIRECTORS

BRIARGATE CENTER BUSINESS IMPROVEMENT DISTRICT
CITY OF COLORADO SPRINGS, COLORADO

Wednesday,
December 7, 2022
Colorado Springs, Colorado

The regular quarterly meeting of the Board of Directors of the Briargate Center Business Improvement District (“BID”), County of El Paso, City of Colorado Springs, Colorado, convened on Wednesday, December 7, 2022, at 10:00 a.m. in the management offices of the Promenade Shops at Briargate, 1885 Briargate Parkway, Suite 503, Colorado Springs, Colorado 80920. Board members and/or consultants who were unable to attend the meeting physically could attend by telephone conference call. The call-in information was contained in the notice of the meeting that was posted so that interested members of the public, if they desired, could attend. The following Directors were in attendance to-wit:

Chris Crawford
Debby LaMotte
Kate Oswald
Eric Weisenstein
Madison Wilsman

Also in attendance by telephone was Timothy J. Flynn from Collins Cole Flynn Winn & Ulmer, PLLC, the BID’s legal counsel.

NOTICE OF MEETING

Notice of the BID’s regular quarterly meeting was posted at one location within the BID’s boundaries, and in the office of the City Clerk for the City of Colorado Springs. A copy of the Certificate of Posting of the meeting notice, as tendered by Mr. Flynn and accepted by the Board, is attached to the original of these minutes as **Exhibit A**.

CALL TO ORDER

The meeting was called to order by Eric Weisenstein, who presided as Chair.

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

Mr. Flynn reported that a conflict-of-interest statement for each of the members of the Board of Directors, has been filed with the Colorado Secretary of State and with the

Secretary for the BID. A potential conflict exists for each of the Directors as a result of his or her employment relationship with either Hines & Company or Briargate, LLC, which currently manages The Promenade Shops at Briargate, and which owns HGIT Briargate, LLC, the owner of The Promenade Shops at Briargate.

ACTION ITEMS

1. **Approval of the Minutes of the Board’s May 4, 2022 Special Meeting.**

Upon a review of the minutes of the Board’s May 4, 2022 special meeting, a motion was made by Director Weisenstein and seconded by Director Crawford to approve the minutes as written. The Chair called for a vote, and the vote was as follows:

Chris Crawford	AYE
Debby LaMotte	AYE
Kate Oswald	AYE
Eric Weisenstein	AYE
Madison Wilsman	AYE

Legal counsel will cause the approved minutes to be circulated to each member of the Board for signature as further evidence of ratification, confirmation and approval, and will place the approved minutes in the BID’s official minute book.

2. **Review and approval of Financial Statements.** In Roberta Stake’s absence, legal counsel reviewed with the Board the BID’s most recent financial statements, including a Statement of Profit and Loss - Budget versus Actual for the General Fund, and a Statement of Profit and Loss – Budget versus Actual for the Debt Service Fund for the period beginning January 1, 2022 through November 30, 2022. Following a brief discussion, a motion was made by Director LaMotte and seconded by Director Wilsman to accept the BID’s financial statements as presented. The Chair called for a vote, and the vote was as follows:

Chris Crawford	AYE
Debby LaMotte	AYE
Kate Oswald	AYE
Eric Weisenstein	AYE
Madison Wilsman	AYE

A copy of the approved financial statements is attached to the original of these minutes as **Exhibit B**.

3. **Ratification of Interim Disbursements.** The Board then reviewed a list of the disbursements that were made on the BID’s behalf for the period beginning April 29, 2022 through November 30, 2022, in the aggregate amount of \$62,090.71, represented by BID check numbers 535 through 563, inclusive. Following a brief discussion, a motion to

ratify, approve and confirm the disbursements as reviewed by the Board and presented by legal counsel, was made by Director Oswald and seconded by Director LaMotte. The Chair called for a vote, and the vote was as follows:

Chris Crawford	AYE
Debby LaMotte	AYE
Kate Oswald	AYE
Eric Weisenstein	AYE
Madison Wilsman	AYE

A copy of the list of disbursements as approved by the Board is attached to the original of these minutes as **Exhibit C**.

4. **Accounts Payable**. No accounts payable were presented to the Board for approval at this meeting.

5. **Adoption of 2023 Budget**. The Chair then opened the public hearing on the BID’s 2023 Budget, which was previously approved by the Colorado Springs City Council in accordance with the provisions of Section 31-25-1211 C.R.S., in substantially the form presented to the Board of Directors at today’s meeting. Notice of a hearing on the BID’s 2023 Budget was published in accordance with the Local Government Budget Law on Friday, November 24, 2022, in *The Daily Transcript*, a newspaper of general circulation within El Paso County, Colorado.

The record reflects that no members of the general public appeared in person, or otherwise registered any objections to or offered any amendments to the proposed 2023 Budget. The 2023 Budget is balanced as required by law. No members of the general public being present, the Chair closed the public hearing on the 2023 Budget.

Following a brief discussion and review of the proposed 2023 Budget by legal counsel, a motion was made by Director Wilsman and seconded by Director Weisenstein to adopt Resolution 2022-12-1, a copy of which is attached to the original of these minutes as **Exhibit D**, which Resolution formally adopts the proposed 2023 Budget as the official budget of the BID for calendar year 2023. The Chair called for a vote, and the vote was as follows:

Chris Crawford	AYE
Debby LaMotte	AYE
Kate Oswald	AYE
Eric Weisenstein	AYE

Madison Wilsman AYE

The Board then considered Resolution 2022-12-2, a copy of which is attached to the original of these minutes as **Exhibit E**, which Resolution appropriates a total of \$1,202,362 for expenditure in calendar year 2022, consisting of \$206,329 for the general fund, and \$996,033 for the Debt Service Fund. A motion to adopt said Resolution was made by Director Weisenstein and seconded by Director LaMotte. The Chair called for a vote, and the vote was as follows:

Chris Crawford	AYE
Debby LaMotte	AYE
Kate Oswald	AYE
Eric Weisenstein	AYE
Madison Wilsman	AYE

Legal counsel then explained the need to certify a property tax mill levy to the El Paso County Board of County Commissioners in order to collect sufficient property tax revenues to meet operation and maintenance expenses and debt service payments during calendar year 2023. For that purpose, the Board considered Resolution 2022-12-3, a copy of which is attached to the original of these minutes as **Exhibit F**, which Resolution authorizes the certification of an operation and maintenance mill levy of 13 mills to generate a total of \$162,321 in property tax revenue and a total debt service mill levy of 26 mills, which will generate a total of \$338,641 in debt service revenue. Following a brief discussion, a motion to adopt said Resolution was made by Director Oswald and seconded by Director Weisenstein. The Chair called for a vote, and the vote was as follows:

Chris Crawford	AYE
Debby LaMotte	AYE
Kate Oswald	AYE
Eric Weisenstein	AYE
Madison Wilsman	AYE

The motion also included authorization for the BID's legal counsel to execute the formal certification of tax levies, if necessary, and to deliver the same to the County Board of County Board of County Commissioners of El Paso County, Colorado.

6. **Resolution Calling the District's May 2, 2023 Regular Director's Election.** Legal counsel advised the Board that in May of 2023, Directors LaMotte and Director Crawford are up for re-election. He then reviewed Election Resolution 2022-12-4 which calls the District's May 2, 2023, Regular Board of Directors election as a polling place election and designates Crystal Schott in the offices of Collins Cole Flynn Winn & Ulmer, PLLC as the designated election official.

Following a brief discussion, a motion to adopt Resolution 2022-12-4 was made by Director Weisenstein and seconded by Director LaMotte. The Chair called for a vote, and the vote was as follows:

Chris Crawford	AYE
Debby LaMotte	AYE
Kate Oswald	AYE
Eric Weisenstein	AYE
Madison Wilsman	AYE

A copy of Resolution 2022-12-4 is attached to the original of these minutes as **Exhibit G**.

7. **Approval of 2022 Audit Engagement Letter.** The Board then discussed briefly the audit engagement letter submitted by Steve Dazzio from Dazzio & Associates for performing the BID's 2022 audit for a price not to exceed \$4,000, which is the same price as the 2021 audit. Following a brief discussion, a motion to approve the audit engagement letter and authorize its execution by the District's President was made by Director Oswald and seconded by Director Wilsman. The Chair called for a vote, and the vote was as follows:

Chris Crawford	AYE
Debby LaMotte	AYE
Kate Oswald	AYE
Eric Weisenstein	AYE
Madison Wilsman	AYE

A copy of Dazzio & Associates audit engagement letter is attached to the original of these minutes as **Exhibit H**.

8. **Adoption of Resolution 2022-12-5 Excluding Board Members from Workers Compensation Insurance Coverage.** The Board then reviewed Resolution 2022-12-5 which finds and determines that the BID will not purchase workers compensation insurance for members of the Board for the policy year beginning in 2023, as permitted by Section 8-40-101 C.R.S. Mr. Flynn advised the Board that pursuant to this Resolution, the Board can opt out of workers compensation coverage because no Board members are not compensated.

Following a brief discussion, a motion was made by Director Crawford and seconded by Director Wilsman to adopt Resolution 2022-12-5 and to authorize legal counsel to deliver the Resolution, together with the Colorado Department of Labor and Employment Form 44 to the Colorado Division of Workers Compensation Insurance for the purpose of excluding Board members from the requirement that they be covered by workers compensation insurance. The Chair called for a vote, and the vote was as follows:

Chris Crawford	AYE
Debby LaMotte	AYE
Kate Oswald	AYE
Eric Weisenstein	AYE
Madison Wilsman	AYE

A copy of Resolution 2022-12-5 is attached to the original of these minutes as **Exhibit I.**

9. **Adoption of Resolution Designating Online Posting for Meeting Notices.** Legal counsel then reviewed with the Board Resolution 2022-12-6 which formally designates the District’s newly operational website as the location for posting notice of all District meetings, whether they be regular, special or work study sessions. In the event of an emergency such as a power outage or interruption in internet service, the District will post notice of public meetings at least twenty-four (24) hours in advance in the management office at the Promenade Shops at Briargate.

Following a brief discussion, a motion was made by Director Weisenstein and seconded by Director LaMotte to adopt Resolution 2022-12-6. The Chair called for a vote, and the vote was as follows:

Chris Crawford	AYE
Debby LaMotte	AYE
Kate Oswald	AYE
Eric Weisenstein	AYE
Madison Wilsman	AYE

A copy of Resolution 2022-12-6 is attached to the original of these minutes as **Exhibit J.**

10. **Status of Insurance Application with SDA.** Legal counsel then reported to the Board that an application had been filed with the Colorado Special District Property and Liability Pool for obtaining public officials liability, general liability, commercial general liability, and property insurance for the BID through the Colorado Special District Property and Liability Pool. Once the application had been filed, the SDA requested some clarifications and changes. Legal counsel was working with staff to provide that information to the Pool so that insurance coverage could be made available to the BID through the Colorado Special District and Property and Liability Pool.

MISCELLANEOUS MATTERS

There were no miscellaneous matters to come before the Board.

NEW BUSINESS

There was no new business to come before the Board.

ADJOURNMENT

There being no further business to come before this regular meeting of the Board of Directors of the Briargate Center Business Improvement District, a motion was made by Director Oswald and seconded by Director Crawford to adjourn. The Chair called for a vote, and the vote was as follows:

Chris Crawford	AYE
Debby LaMotte	AYE
Kate Oswald	AYE
Eric Weisenstein	AYE
Madison Wilsman	AYE

Whereupon, this regular meeting of the Board of Directors of the Briargate Center Business Improvement District adjourned at approximately 10:25 a.m. The next regular meeting of the BID's Board of Directors will be a regular quarterly meeting scheduled for Wednesday, March 1, 2023, at 10:30 a.m. in the management office of The Promenade Shops at Briargate located at 1885 Briargate Parkway, Suite 503, Colorado Springs, Colorado, if such meeting is necessary.

Respectfully submitted,

Timothy J. Flynn. Recording Secretary

THE MINUTES OF THIS REGULAR QUARTERLY MEETING OF THE BOARD OF DIRECTORS OF THE BRIARGATE CENTER BUSINESS IMPROVEMENT DISTRICT ARE HEREBY RATIFIED, CONFIRMED AND APPROVED BY THE FOLLOWING NAMED INDIVIDUALS, WHO, INDIVIDUALLY, AND AS MEMBERS OF THE BOARD OF DIRECTORS OF THE SAID DISTRICT, WAIVE ANY AND ALL NOTICE THAT MAY BE REQUIRED BY THE STATUTES OF THE STATE OF COLORADO PERTAINING TO THE CONVENING AND THE CONDUCTING OF THIS REGULAR MEETING OF THE DISTRICT'S BOARD OF DIRECTORS; AND THE UNDERSIGNED DO HEREBY CONSENT TO THE SAID MEETING BEING HELD ON THE DATE, AT THE TIME AND AT THE PLACE AS HEREINABOVE SET FORTH.

Chris Crawford

DocuSigned by:
Debby LaMotte

218F5A99A2C41FC...
Debby LaMotte

DocuSigned by:
Kate Oswald

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Kate Oswald

DocuSigned by:
Eric Weisenstein

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Eric Weisenstein

DocuSigned by:
Madison Wilsman

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Madison Wilsman

EXHIBIT A

NOTICE OF REGULAR MEETING

**BRIARGATE CENTER BUSINESS IMPROVEMENT DISTRICT
CITY OF COLORADO SPRINGS, COLORADO**

**TO THE BOARD OF DIRECTORS OF THE BRIARGATE CENTER BUSINESS
IMPROVEMENT DISTRICT AND TO ALL OTHER PERSONS TO WHOM IT MAY
BE OF CONCERN:**

NOTICE IS HEREBY GIVEN that a regular meeting of the Board of Directors of the Briargate Center Business Improvement District, City of Colorado Springs, County of El Paso, Colorado will be held on Wednesday, December 7, 2022, at 10:00 a.m. at 1885 Briargate Parkway, Suite 503, Colorado Springs, Colorado 80920 and by telephone conference at (719-465-0000 Access Code 5934292) for the purpose of addressing those matters set forth below, and conducting such other business as may properly come before the Board. The meeting is open to the public.

Dated this 1st day of December, 2022.

BRIARGATE CENTER BUSINESS
IMPROVEMENT DISTRICT

By: /s/ Eric Weisenstein
President

AGENDA

1. Call to Order
2. Disclosure of potential conflicts of interest
3. Approve minutes of the Board's May 4, 2022 special meeting
4. Review and approve Financial Statements dated November 2022 or most recent
5. Ratify interim disbursements and approve current payables
6. Conduct public hearing and adopt 2023 Budget
7. Consider Resolution Calling the District's Regular Board of Directors May 2023 Election
8. Review and approve 2022 Audit Engagement Letter with Dazzio & Associates, PC
9. Consider Resolution Determining Not to Provide Workers' Compensation Insurance Coverage for Uncompensated Members of the Board
10. Consider Resolution Designating Online Posting of Meeting Notices
11. Status of Insurance Application with SDA Pool
12. Any other matter that may properly come before the Board
13. Adjournment

EXHIBIT B

2:08 PM

11/28/22

Accrual Basis

Briargate Center Business Improvement District
Profit & Loss Budget vs. Actual - General Fund
 January through November 2022

	Jan - Nov 22	Budget	\$ Over Budget	% of Budget
Ordinary Income/Expense				
Income				
1-4000 · Property Taxes - GF	168,185.16	168,562.00	-376.84	99.8%
1-4005 · Specific Ownership Taxes	44,258.52	35,000.00	9,258.52	126.5%
1-4500 · Interest income - GF	6,120.12	100.00	6,020.12	6,120.1%
Total Income	218,563.80	203,662.00	14,901.80	107.3%
Expense				
1-5000 · Accounting	2,215.00	3,500.00	-1,285.00	63.3%
1-5010 · Audit	4,000.00	4,500.00	-500.00	88.9%
1-5020 · Legal	13,011.45	17,000.00	-3,988.55	76.5%
1-5030 · Marketing	29,499.05	50,000.00	-20,500.95	59.0%
1-5040 · Insurance	15,110.00	21,000.00	-5,890.00	72.0%
1-5050 · Maintenance	0.00	36,000.00	-36,000.00	0.0%
1-5060 · Treasurers Fees - GF	2,532.77	2,600.00	-67.23	97.4%
1-5070 · Miscellaneous	0.00	68,805.00	-68,805.00	0.0%
Total Expense	66,368.27	203,405.00	-137,036.73	32.6%
Net Ordinary Income	152,195.53	257.00	151,938.53	59,220.1%
Net Income	152,195.53	257.00	151,938.53	59,220.1%

B-1

Briargate Center Business Improvement District
Profit & Loss Budget vs. Actual - Debt Service Fund
January through November 2022

	Jan - Nov 22	Budget	\$ Over Budget	% of Budget
Ordinary Income/Expense				
Income				
Special Assessment Fees				
2-4100 · Special Assessment Principal	432,035.20	426,370.00	5,665.20	101.3%
2-4150 · Special Assessment Interest	134,404.98	140,127.00	-5,722.02	95.9%
2-4160 · Special Assessment Admin Fee	5,721.62			
Total Special Assessment Fees	572,161.80	566,497.00	5,664.80	101.0%
2-4000 · Property Taxes - DSF	336,370.31	337,123.00	-752.69	99.8%
2-4500 · Interest Income - DSF	4,772.67	100.00	4,672.67	4,772.7%
Total Income	913,304.78	903,720.00	9,584.78	101.1%
Expense				
2-5020 · Legal Fees - DSF	0.00	5,000.00	-5,000.00	0.0%
2-5060 · Treasurers Fees - DSF	5,045.56	5,000.00	45.56	100.9%
2-6000 · Bond Interest - SA Bond	67,130.00	138,425.00	-71,295.00	48.5%
2-6100 · Bond Principal - SA Bond	0.00	420,000.00	-420,000.00	0.0%
2-6200 · Loan Interest	124,098.18	122,398.00	1,700.18	101.4%
2-6300 · Loan Principal	300,000.00	300,000.00	0.00	100.0%
2-6400 · Paying Agent Fees	1,075.00	5,000.00	-3,925.00	21.5%
2-6500 · Trustee Fees	2,750.00			
Total Expense	500,098.74	995,823.00	-495,724.26	50.2%
Net Ordinary Income	413,206.04	-92,103.00	505,309.04	-448.6%
Net Income	413,206.04	-92,103.00	505,309.04	-448.6%

EXHIBIT C

Briargate Center Business Improvement District

Check Detail

April 29 through November 29, 2022

Type	Num	Date	Name	Account	Paid Amount
Bill Pmt -Check	535	05/31/2022	Collins Cole Flynn Winn Ulmer, PLLC	1-1000 · Wells Fargo Checking	
Bill	1782	05/06/2022		1-5020 · Legal	818.00
TOTAL					818.00
Bill Pmt -Check	536	05/31/2022	Dazzio & Associates, PC	1-1000 · Wells Fargo Checking	
Bill	526	04/29/2022		1-5010 · Audit	4,000.00
TOTAL					4,000.00
Bill Pmt -Check	537	05/31/2022	Morgan Stake Consulting Corp	1-1000 · Wells Fargo Checking	
Bill	April 2022	04/30/2022		1-5000 · Accounting	180.00
TOTAL					180.00
Bill Pmt -Check	538	05/31/2022	Space Farmer Productions	1-1000 · Wells Fargo Checking	
Bill	1778	04/07/2022		1-5030 · Marketing	4,800.00
TOTAL					4,800.00
Bill Pmt -Check	539	06/27/2022	Collins Cole Flynn Winn Ulmer, PLLC	1-1000 · Wells Fargo Checking	
Bill	1890	06/07/2022		1-5020 · Legal	847.00
TOTAL					847.00
Bill Pmt -Check	540	06/27/2022	HGIT Briargate LLC	1-1000 · Wells Fargo Checking	
Bill	2021 & 2022 BID Ins	06/20/2022		1-5040 · Insurance	15,110.00
TOTAL					15,110.00
Bill Pmt -Check	541	06/27/2022	Morgan Stake Consulting Corp	1-1000 · Wells Fargo Checking	
Bill	May 2022	05/31/2022		1-5000 · Accounting	225.00
TOTAL					225.00
Bill Pmt -Check	542	07/12/2022	Space Farmer Productions	1-1000 · Wells Fargo Checking	
Bill	1779	04/07/2022		1-5030 · Marketing	4,800.00
TOTAL					4,800.00
Bill Pmt -Check	543	07/27/2022	Collins Cole Flynn Winn Ulmer, PLLC	1-1000 · Wells Fargo Checking	
Bill	2004	07/07/2022		1-5020 · Legal	1,476.06
TOTAL					1,476.06
Bill Pmt -Check	544	07/27/2022	Morgan Stake Consulting Corp	1-1000 · Wells Fargo Checking	
Bill	June 2022	06/30/2022		1-5000 · Accounting	190.00
TOTAL					190.00
Bill Pmt -Check	545	07/27/2022	UMB Bank, NA	1-1000 · Wells Fargo Checking	
Bill	924119	06/22/2022		2-6400 · Paying Agent Fees	1,075.00
TOTAL					1,075.00
Bill Pmt -Check	546	08/22/2022	Collins Cole Flynn Winn Ulmer, PLLC	1-1000 · Wells Fargo Checking	
Bill	2111	08/05/2022		1-5020 · Legal	1,075.59

Type	Num	Date	Name	Account	Paid Amount
Bill Pmt -Check	535	05/31/2022	Collins Cole Flynn Winn Ulmer, PLLC	1-1000 · Wells Fargo Checking	
Bill	1782	05/06/2022		1-5020 · Legal	818.00
TOTAL					<u>818.00</u>
Bill Pmt -Check	536	05/31/2022	Dazzio & Associates, PC	1-1000 · Wells Fargo Checking	
Bill	526	04/29/2022		1-5010 · Audit	4,000.00
TOTAL					<u>4,000.00</u>
Bill Pmt -Check	537	05/31/2022	Morgan Stake Consulting Corp	1-1000 · Wells Fargo Checking	
Bill	April 2022	04/30/2022		1-5000 · Accounting	180.00
TOTAL					<u>180.00</u>
Bill Pmt -Check	538	05/31/2022	Space Farmer Productions	1-1000 · Wells Fargo Checking	
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TOTAL					<u>4,800.00</u>
Bill Pmt -Check	539	06/27/2022	Collins Cole Flynn Winn Ulmer, PLLC	1-1000 · Wells Fargo Checking	
Bill	1890	06/07/2022		1-5020 · Legal	847.00
TOTAL					<u>847.00</u>
Bill Pmt -Check	540	06/27/2022	HGIT Briargate LLC	1-1000 · Wells Fargo Checking	
Bill	2021 & 2022 BID Ins	06/20/2022		1-5040 · Insurance	15,110.00
TOTAL					<u>15,110.00</u>
Bill Pmt -Check	541	06/27/2022	Morgan Stake Consulting Corp	1-1000 · Wells Fargo Checking	
Bill	May 2022	05/31/2022		1-5000 · Accounting	225.00
TOTAL					<u>225.00</u>
Bill Pmt -Check	542	07/12/2022	Space Farmer Productions	1-1000 · Wells Fargo Checking	
Bill	1779	04/07/2022		1-5030 · Marketing	4,800.00
TOTAL					<u>4,800.00</u>
Bill Pmt -Check	543	07/27/2022	Collins Cole Flynn Winn Ulmer, PLLC	1-1000 · Wells Fargo Checking	
Bill	2004	07/07/2022		1-5020 · Legal	1,476.06
TOTAL					<u>1,476.06</u>
Bill Pmt -Check	544	07/27/2022	Morgan Stake Consulting Corp	1-1000 · Wells Fargo Checking	
Bill	June 2022	06/30/2022		1-5000 · Accounting	190.00
TOTAL					<u>190.00</u>
Bill Pmt -Check	545	07/27/2022	UMB Bank, NA	1-1000 · Wells Fargo Checking	
Bill	924119	06/22/2022		2-6400 · Paying Agent Fees	1,075.00
TOTAL					<u>1,075.00</u>
Bill Pmt -Check	546	08/22/2022	Collins Cole Flynn Winn Ulmer, PLLC	1-1000 · Wells Fargo Checking	
Bill	2111	08/05/2022		1-5020 · Legal	1,075.59
					<u>1,075.59</u>

<u>Type</u>	<u>Num</u>	<u>Date</u>	<u>Name</u>	<u>Account</u>	<u>Paid Amount</u>
Bill Pmt -Check	535	05/31/2022	Collins Cole Flynn Winn Ulmer, PLLC	1-1000 · Wells Fargo Checking	
Bill	1782	05/06/2022		1-5020 · Legal	818.00
TOTAL					<u>818.00</u>
Bill Pmt -Check	536	05/31/2022	Dazzio & Associates, PC	1-1000 · Wells Fargo Checking	
Bill	526	04/29/2022		1-5010 · Audit	4,000.00
TOTAL					<u>4,000.00</u>
Bill Pmt -Check	537	05/31/2022	Morgan Stake Consulting Corp	1-1000 · Wells Fargo Checking	
Bill	April 2022	04/30/2022		1-5000 · Accounting	180.00
TOTAL					<u>180.00</u>
Bill Pmt -Check	538	05/31/2022	Space Farmer Productions	1-1000 · Wells Fargo Checking	
Bill	1778	04/07/2022		1-5030 · Marketing	4,800.00
TOTAL					<u>4,800.00</u>
Bill Pmt -Check	539	06/27/2022	Collins Cole Flynn Winn Ulmer, PLLC	1-1000 · Wells Fargo Checking	
Bill	1890	06/07/2022		1-5020 · Legal	847.00
TOTAL					<u>847.00</u>
Bill Pmt -Check	540	06/27/2022	HGIT Briargate LLC	1-1000 · Wells Fargo Checking	
Bill	2021 & 2022 BID Ins	06/20/2022		1-5040 · Insurance	15,110.00
TOTAL					<u>15,110.00</u>
Bill Pmt -Check	541	06/27/2022	Morgan Stake Consulting Corp	1-1000 · Wells Fargo Checking	
Bill	May 2022	05/31/2022		1-5000 · Accounting	225.00
TOTAL					<u>225.00</u>
Bill Pmt -Check	542	07/12/2022	Space Farmer Productions	1-1000 · Wells Fargo Checking	
Bill	1779	04/07/2022		1-5030 · Marketing	4,800.00
TOTAL					<u>4,800.00</u>
Bill Pmt -Check	543	07/27/2022	Collins Cole Flynn Winn Ulmer, PLLC	1-1000 · Wells Fargo Checking	
Bill	2004	07/07/2022		1-5020 · Legal	1,476.06
TOTAL					<u>1,476.06</u>
Bill Pmt -Check	544	07/27/2022	Morgan Stake Consulting Corp	1-1000 · Wells Fargo Checking	
Bill	June 2022	06/30/2022		1-5000 · Accounting	190.00
TOTAL					<u>190.00</u>
Bill Pmt -Check	545	07/27/2022	UMB Bank, NA	1-1000 · Wells Fargo Checking	
Bill	924119	06/22/2022		2-6400 · Paying Agent Fees	1,075.00
TOTAL					<u>1,075.00</u>
Bill Pmt -Check	546	08/22/2022	Collins Cole Flynn Winn Ulmer, PLLC	1-1000 · Wells Fargo Checking	
Bill	2111	08/05/2022		1-5020 · Legal	1,075.59

EXHIBIT D

RESOLUTION 2022-12-1

BRIARGATE CENTER BUSINESS IMPROVEMENT DISTRICT
CITY OF COLORADO SPRINGS, COUNTY OF EL PASO, COLORADO

A RESOLUTION SUMMARIZING THE EXPENDITURES AND REVENUES AND ADOPTING A BUDGET FOR THE BRIARGATE CENTER BUSINESS IMPROVEMENT DISTRICT, CITY OF COLORADO SPRINGS, COUNTY OF EL PASO, COLORADO, FOR THE CALENDAR YEAR BEGINNING ON THE FIRST DAY OF JANUARY, 2023 AND ENDING ON THE LAST DAY OF DECEMBER, 2023.

WHEREAS, the Board of Directors of the Briargate Center Business Improvement District (“District”) has received a proposed budget for calendar year 2023; and

WHEREAS, the proposed 2023 budget was a part of the District’s 2023 Operating Plan and Budget approved by the Colorado Springs City Council on October 25, 2022; and

WHEREAS, upon due and proper notice, published in accordance with local government budget law, said proposed budget was open for inspection by the public at a designated place, and a public hearing was held by the District’s Board of Directors on December 7, 2022, and interested persons were given the opportunity to file or register any objections to said proposed budget; and

WHEREAS, the proposed budget has been prepared to comply with all terms, limitations, and exemptions, including but not limited to, reserve, transfer and expenditure exemptions, under Article X, Section 20 of the Colorado Constitution and other laws which are applicable to or binding upon the District; and

WHEREAS, whatever increases may have been made in the expenditures, like increases were added to the revenues, so that the budget remains balanced as required by law.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Briargate Center Business Improvement District, City of Colorado Springs, County of El Paso, Colorado as follows:

Section 1. That the estimated expenditures for each fund for the calendar year beginning on the first day of January, 2023, and ending on the last day of December, 2023, are as follows:

General Fund	
Operations and Maintenance	\$ 206,329
Contingency	\$ 0
Transfers to Capital Projects Fund	\$ 0
Total General Fund Expenditures	\$ 206,329
Debt Service Fund	
Excluding transfers to Capital Projects Fund	\$ 996,033
Total Expenditures	\$1,202,362

Section 2. That the estimated revenues for each of the District's funds for the calendar year beginning on the first day of January, 2023, and ending on the last day of December, 2023, are as follows:

General Fund	
From 2022 year-end fund balance	\$ 100
From sources other than general property tax revenue	\$ 37,000
From General property tax revenue	\$169,321
Total General Fund Revenue	\$206,421
Debt Service Fund	
From 2022 year-end fund balance	\$ 90,795
From sources other than general property tax revenue	\$566,597
From General property tax revenue	\$338,641
Total Debt Service Fund Revenue	\$996,033
Total General and Debt Service Fund Revenue	\$1,202,454

Section 3. That the budget, as submitted, amended, and herein summarized by fund, is hereby approved and adopted as the budget of the Briargate Center Business Improvement District for the calendar year beginning on the first day of January, 2023, and ending on the last day December, 2023.

Section 4. That the budget, as hereby approved and adopted, shall be certified by the Treasurer, Secretary and/or President of the District, to all appropriate agencies, and is made a part of the public records of the District.

ADOPTED this 7th day of December, 2022.

BRIARGATE CENTER BUSINESS
IMPROVEMENT DISTRICT

DocuSigned by:
By: Eric Weisenstein
Eric Weisenstein, President

Attest:

DocuSigned by:
Madison Wilsmann
Madison Wilsmann, Secretary/Treasurer

EXHIBIT E

RESOLUTION 2022-12-2

BRIARGATE CENTER BUSINESS IMPROVEMENT DISTRICT
CITY OF COLORADO SPRINGS, COUNTY OF EL PASO, COLORADO

**A RESOLUTION APPROPRIATING SUMS OF MONEY FOR THE
BRIARGATE CENTER BUSINESS IMPROVEMENT DISTRICT IN THE
AMOUNT AND FOR THE PURPOSES SET FORTH BELOW, FOR THE 2023
BUDGET.**

WHEREAS, the Board of Directors of the Briargate Center Business Improvement District adopted its annual budget for the year 2023 in accordance with the Local Government Budget Law, on December 7, 2022; and

WHEREAS, the Board of Directors of the Briargate Center Business Improvement District has made provision therein for revenues in an amount equal to or greater than the total proposed expenditures as set forth in said budget; and

WHEREAS, it is not only required by law, but also necessary to appropriate the revenues provided in the budget to and for the purposes described below, thereby establishing a limitation on expenditures for the operation of the Briargate Center Business Improvement District.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Briargate Center Business Improvement District, City of Colorado Springs, County of El Paso, Colorado:

Section 1. That the following sums of money are hereby appropriated from revenues to each fund for the purposes stated:

General Fund	\$ 206,329
Debt Service Fund	\$ 996,033
Total Expenditures	<u>\$1,202,362</u>

ADOPTED this 7th day of December, 2022.

BRIARGATE CENTER BUSINESS
IMPROVEMENT DISTRICT

By: DocuSigned by:
Eric Weisenstein
Eric Weisenstein, President

Attest:

DocuSigned by:
Madison Wilsmann
Madison Wilsmann, Secretary/Treasurer

EXHIBIT F

RESOLUTION 2022-12-3

BRIARGATE CENTER BUSINESS IMPROVEMENT DISTRICT
CITY OF COLORADO SPRINGS, COUNTY OF EL PASO, COLORADO

A RESOLUTION LEVYING GENERAL PROPERTY TAXES FOR THE YEAR 2022 TO HELP DEFRAY THE COSTS OF GOVERNMENT FOR THE BRIARGATE CENTER BUSINESS IMPROVEMENT DISTRICT, CITY OF COLORADO SPRINGS, COUNTY OF EL PASO, COLORADO FOR THE 2023 BUDGET YEAR.

WHEREAS, the Board of Directors of the Briargate Center Business Improvement District has adopted its annual budget for 2023 in accordance with the Local Government Budget Law on December 7, 2022; and

WHEREAS, the amount of money necessary to balance the budget for general operating purposes from property tax revenue is \$169,321; and

WHEREAS, the amount of money necessary to balance the budget for debt service and related expenses from property tax revenue is \$338,641; and

WHEREAS, the 2022 valuation for assessment for the Briargate Center Business Improvement District, as certified by the El Paso County Assessor, is \$13,024,660.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Briargate Center Business Improvement District, City of Colorado Springs, County of El Paso, Colorado as follows:

Section 1. That for the purpose of meeting all general operating expenses of the Briargate Center Business Improvement District during 2023 budget year, there is hereby levied a tax of 13.000 mills for operation and maintenance upon each dollar of the total valuation for assessment of all taxable property within the Briargate Center Business Improvement District to raise \$169,321 revenue.

Section 2. That for the purpose of meeting all limited general obligation bonds and interest thereon of the Briargate Center Business Improvement District during the 2023 budget year, there is hereby levied a property tax of 26.000 mills upon each dollar of the total valuation for assessment of all taxable property within the Briargate Center Business Improvement District to raise approximately \$338,641.

Section 3. That the District's legal counsel, secretary, treasurer and/or president of the District is hereby authorized and directed to immediately certify to the County Commissioners of El Paso County, Colorado, the mill levies for the District as hereinabove determined and set, but as recalculated as necessary based upon the final certification of Assessed Valuation from El Paso County, Colorado in order to comply with any applicable revenue and other budgetary limits.

ADOPTED this 7th day of December, 2022.

BRIARGATE CENTER BUSINESS
IMPROVEMENT DISTRICT

DocuSigned by:
By: Eric Weisenstein
Eric Weisenstein, President

Attest:

DocuSigned by:
Madison Wilsmann
Madison Wilsmann, Secretary/Treasurer

EXHIBIT G

RESOLUTION NO. 2022-12-4

BRIARGATE CENTER BUSINESS IMPROVEMENT DISTRICT
EL PASO COUNTY, COLORADO

**A RESOLUTION CALLING FOR THE 2023 REGULAR DISTRICT ELECTION
AND APPOINTING A DESIGNATED ELECTION OFFICIAL**

WHEREAS, the Briargate Center Business Improvement District (the “**District**”) is a quasi-municipal corporation and political subdivision of the State of Colorado and a duly organized and existing special district pursuant to Title 32, Article 1, C.R.S.; and

WHEREAS, the terms of office of Directors Debby LaMotta and Chris Crawford shall expire after their successors are elected at the regular special district election to be held on May 2, 2023 (the “**Election**”) and have taken office; and

WHEREAS, in accordance with the provisions of the Special District Act (the “**Act**”) and the Colorado Local Government Election Code (the “**Code**”) (the Act and the Code being referred to jointly as the “**Election Laws**”), the Election must be conducted to elect two (2) Directors to serve for a term of four (4) years.

NOW, THEREFORE, be it resolved by the Board of Directors of the Briargate Center Business Improvement District in the County of El Paso, State of Colorado that:

1. The regular election of the eligible electors of the District shall be held on May 2, 2023, between the hours of 7:00 a.m. and 7:00 p.m. pursuant to and in accordance with the Election Laws, and other applicable laws. At that time, two (2) Directors will be elected to serve a four-year term.

2. There shall be one election precinct for the convenience of the eligible electors of the District, the boundaries of which shall be identical to the boundaries of the District, and there shall be one (1) polling place at the following location:

Management Office for The Promenade Shops at Briargate
1885 Briargate Parkway, Suite 503
Colorado Springs, Colorado 80920

This polling place shall also be for disabled electors and for eligible electors not residing within the District. If the Designated Election Official deems it to be more expedient for the convenience of the eligible electors of the District (who are also eligible electors in other special districts with overlapping boundaries which are conducting elections on the Election day), the Election may be held jointly with such special districts in accordance

with coordinated election procedures as set forth in an agreement between all participating special districts. In such event, the election precincts and polling places shall be as set forth in such agreement. The Designated Election Official is authorized to execute such agreement on behalf of the District, which agreement shall include provisions for the allocation of responsibilities for the conduct and reasonable sharing of costs of the coordinated Election.

3. The Board of Directors hereby designates Crystal Schott as the Designated Election Official for the conduct of the Election on behalf of the District and she is hereby authorized and directed to proceed with any action necessary or appropriate to effectuate the provisions of this Resolution and of the Election Laws or other applicable laws. Among other matters, the Designated Election Official shall provide the call for nominations, appoint election judges as necessary, appoint the Canvass Board, arrange for the required notices of election, printing of ballots, and direct that all other appropriate actions be accomplished.

4. Self-Nomination and Acceptance forms are available from the Designated Election Official at Collins Cole Flynn Winn & Ulmer, PLLC, 165 S. Union Blvd., Suite 785, Lakewood, Colorado, or email cschott@cogovlaw.com. All candidates must file a Self-Nomination and Acceptance form with the Designated Election Official no earlier than January 1, 2023, nor later than the close of business on Friday, February 24, 2023.

5. If the only matter before the electors is the election of Directors of the District and if, at the close of business on February 28, 2023, there are not more candidates than offices to be filled at the Election, including candidates timely filing affidavits of intent no later than February 27, 2023, the Designated Election Official shall cancel the Election and declare the candidates elected. Notice of such cancellation shall be published and posted in accordance with the Code.

6. If any part or provision of this Resolution is adjudged to be unenforceable or invalid, such judgment shall not affect, impair or invalidate the remaining provisions of this Resolution, it being the Board's intention that the various provisions hereof are severable.

7. Any and all actions previously taken by the Designated Election Official, the Secretary of the Board of Directors, or any other persons acting on their behalf pursuant to the Election Laws or other applicable laws, are hereby ratified and confirmed.

8. All acts, orders, and resolutions, or parts thereof, of the Board which are inconsistent or in conflict with this Resolution are hereby repealed to the extent only of such inconsistency or conflict.

9. The provisions of this Resolution shall take effect immediately.

ADOPTED this 7th day of December, 2022.

BRIARGATE CENTER BUSINESS
IMPROVEMENT DISTRICT

DocuSigned by:
By Eric Weisenstein
D60DC1084D404C1...
Eric Weisenstein, Chair

ATTEST:

DocuSigned by:
By Madison Wilmann
D2B6DEFC3F044FB
Madison Wilmann, Secretary/Treasurer

EXHIBIT H



Dazzio & Associates, PC

Certified Public Accountants

October 27, 2022

To the Board of Directors and Management
Briargate Center Business Improvement District
c/o Timothy J. Flynn, Collins Cole Flynn Winn & Ulmer, PLLC
165 S. Union Boulevard, Suite 785
Lakewood, CO 80228-2227

We are pleased to confirm our understanding of the services we are to provide Briargate Center Business Improvement District (the District) for the year ended December 31, 2022.

Audit Scope and Objectives

We will audit the financial statements of the governmental activities and each major fund and the disclosures, which collectively comprise the basic financial statements of the District as of and for the year ended December 31, 2022.

We have also been engaged to report on supplementary information that accompanies the District's financial statements. We will subject the following supplementary information to the auditing procedures applied in our audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS, and we will provide an opinion on it in relation to the financial statements as a in a report combined with our auditor's report on the financial statements:

- 1) Schedule of Revenues, Expenditures and Changes in Fund Balance –Budget and Actual – Debt Service Fund

In connection with our audit of the basic financial statements, we will read the following other information and consider whether a material inconsistency exists between the other information and the basic financial statements, or the other information otherwise appears to be materially misstated. If, based on the work performed, we conclude that an uncorrected material misstatement of the other information exists, we are required to describe it in our report.

- 1) Schedule of Assessed Valuation, Mill Levy and Property Taxes Collected
- 2) Schedule of Debt Service Requirements to Maturity

8200 South Quebec Street, Suite A3259, Centennial, Colorado 80112
303-905-0809 • info@dazziocpa.com

• Member American Institute of Certified Public Accountants • Member Colorado Society of Certified Public Accountants •

The objectives of our audit are to obtain reasonable assurance as to whether the financial statements as a whole are free from material misstatement, whether due to fraud or error; issue an auditor's report that includes our opinion about whether your financial statements are fairly presented, in all material respects, in conformity with GAAP and report on the fairness of the supplementary information referred to in the second paragraph when considered in relation to the financial statements as a whole. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. Misstatements, including omissions, can arise from fraud or error and are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment of a reasonable user made based on the financial statements.

Auditor's Responsibilities for the Audit of the Financial Statements

We will conduct our audit in accordance with GAAS and will include tests of your accounting records and other procedures we consider necessary to enable us to express such opinions. As part of an audit in accordance with GAAS, we exercise professional judgment and maintain professional skepticism throughout the audit.

We will evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management. We will also evaluate the overall presentation of the financial statements, including the disclosures, and determine whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation. We will plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether from (1) errors, (2) fraudulent financial reporting, (3) misappropriation of assets, or (4) violations of laws or governmental regulations that are attributable to the government or to acts by management or employees acting on behalf of the government.

Because of the inherent limitations of an audit, combined with the inherent limitations of internal control, and because we will not perform a detailed examination of all transactions, there is an unavoidable risk that some material misstatements may not be detected by us, even though the audit is properly planned and performed in accordance with GAAS. In addition, an audit is not designed to detect immaterial misstatements or violations of laws or governmental regulations that do not have a direct and material effect on the financial statements. However, we will inform the appropriate level of management of any material errors, fraudulent financial reporting, or misappropriation of assets that comes to our attention. We will also inform the appropriate level of management of any violations of laws or governmental regulations that come to our attention, unless clearly inconsequential. Our responsibility as auditors is limited to the period covered by our audit and does not extend to any later periods for which we are not engaged as auditors.

We will also conclude, based on the audit evidence obtained, whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the government's ability to continue as a going concern for a reasonable period of time.

Our procedures will include tests of documentary evidence supporting the transactions recorded in the accounts, confirmation of certain assets and liabilities by correspondence with selected customers, creditors, and financial institutions. We will also request written representations from your attorneys as part of the engagement.

Our audit of the financial statements does not relieve you of your responsibilities.

Audit Procedures—Internal Control

We will obtain an understanding of the government and its environment, including internal control relevant to the audit, sufficient to identify and assess the risks of material misstatement of the financial statements, whether due to error or fraud, and to design and perform audit procedures responsive to those risks and obtain evidence that is sufficient and appropriate to provide a basis for our opinions. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentation, or the override of internal control. An audit is not designed to provide assurance on internal control or to identify deficiencies in internal control. Accordingly, we will express no such opinion. However, during the audit, we will communicate to management and those charged with governance internal control related matters that are required to be communicated under AICPA professional standards.

Audit Procedures—Compliance

As part of obtaining reasonable assurance about whether the financial statements are free of material misstatement, we will perform tests of the District's compliance with the provisions of applicable laws, regulations, contracts, and agreements. However, the objective of our audit will not be to provide an opinion on overall compliance and we will not express such an opinion.

Other Services

We will also prepare the financial statements of the District in conformity with accounting principles generally accepted in the United States of America based on information provided by you.

We will perform the services in accordance with applicable professional standards. The other services are limited to the financial statement services previously defined. We, in our sole professional judgment, reserve the right to refuse to perform any procedure or take any action that could be construed as assuming management responsibilities.

You agree to assume all management responsibilities for the financial statement preparation services and any other nonattest services we provide; oversee the services by designating an individual, preferably from senior management, with suitable skill, knowledge, or experience; evaluate the adequacy and results of the services; and accept responsibility for them.

Responsibilities of Management for the Financial Statements

Our audit will be conducted on the basis that you acknowledge and understand your responsibility for designing, implementing, and maintaining internal controls relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error, including monitoring ongoing activities; for the selection and application of accounting principles; and for the preparation and fair presentation

of the financial statements in conformity with accounting principles generally accepted in the United States of America with the oversight of those charged with governance.

Management is responsible for making drafts of financial statements, all financial records, and related information available to us and for the accuracy and completeness of that information (including information from outside of the general and subsidiary ledgers). You are also responsible for providing us with (1) access to all information of which you are aware that is relevant to the preparation and fair presentation of the financial statements, such as records, documentation, identification of all related parties and all related-party relationships and transactions, and other matters; (2) additional information that we may request for the purpose of the audit; and (3) unrestricted access to persons within the government from whom we determine it necessary to obtain audit evidence. At the conclusion of our audit, we will require certain written representations from you about the financial statements and related matters.

Your responsibilities include adjusting the financial statements to correct material misstatements and confirming to us in the management representation letter that the effects of any uncorrected misstatements aggregated by us during the current engagement and pertaining to the latest period presented are immaterial, both individually and in the aggregate, to the financial statements of each opinion unit taken as a whole.

You are responsible for the design and implementation of programs and controls to prevent and detect fraud, and for informing us about all known or suspected fraud affecting the government involving (1) management, (2) employees who have significant roles in internal control, and (3) others where the fraud could have a material effect on the financial statements. Your responsibilities include informing us of your knowledge of any allegations of fraud or suspected fraud affecting the government received in communications from employees, former employees, grantors, regulators, or others. In addition, you are responsible for identifying and ensuring that the government complies with applicable laws and regulations.

You are responsible for the preparation of the supplementary information in conformity with accounting principles generally accepted in the United States of America (GAAP). You agree to include our report on the supplementary information in any document that contains, and indicates that we have reported on, the supplementary information. You also agree to include the audited financial statements with any presentation of the supplementary information that includes our report thereon. Your responsibilities include acknowledging to us in the representation letter that (1) you are responsible for presentation of the supplementary information in accordance with GAAP; (2) you believe the supplementary information, including its form and content, is fairly presented in accordance with GAAP; (3) the methods of measurement or presentation have not changed from those used in the prior period (or, if they have changed, the reasons for such changes); and (4) you have disclosed to us any significant assumptions or interpretations underlying the measurement or presentation of the supplementary information.

Engagement Administration, Fees, and Other

We understand that your employees will prepare all confirmations we request and will locate any documents selected by us for testing.

The audit documentation for this engagement is the property of Dazzio & Associates, PC and constitutes confidential information. However, subject to applicable laws and regulations, audit documentation and appropriate individuals will be made available upon request and in a timely manner to a regulatory agency or its designee. We will notify you of any such request. If requested, access to such audit documentation will be provided under the supervision of Dazzio & Associates, PC personnel. Furthermore, upon request, we may provide copies of selected audit documentation to a regulatory agency or its designee. The regulatory agency or its designee may intend or decide to distribute the copies or information contained therein to others, including other governmental agencies.

Stephen Dazzio is the engagement partner and is responsible for supervising the engagement and signing the report or authorizing another individual to sign it.

Our fee for services will be at our standard hourly rates plus out-of-pocket costs (such as report reproduction, word processing, postage, travel, copies, telephone, etc.) except that we agree that our gross fee, including expenses, will not exceed \$4,000. Our standard hourly rates vary according to the degree of responsibility involved and the experience level of the personnel assigned to your audit. Our invoices for these fees will be rendered each month as work progresses and are payable on presentation. In accordance with our firm policies, work may be suspended if your account becomes 30 days or more overdue and may not be resumed until your account is paid in full. If we elect to terminate our services for nonpayment, our engagement will be deemed to have been completed upon written notification of termination, even if we have not completed our report. You will be obligated to compensate us for all time expended and to reimburse us for all out-of-pocket costs through the date of termination. The above fee is based on anticipated cooperation from your personnel and the assumption that unexpected circumstances will not be encountered during the audit. If significant additional time is necessary, we will discuss it with you and arrive at a new fee estimate before we incur the additional costs.

Reporting

We will issue a written report upon completion of our audit of the District's financial statements which, if applicable, will also address other information in accordance with *AU-C 720, The Auditor's Responsibilities Relating to Other Information Included in Annual Reports*. Our report will be addressed to the Board of Directors of the District. Circumstances may arise in which our report may differ from its expected form and content based on the results of our audit. Depending on the nature of these circumstances, it may be necessary for us to modify our opinions, add a separate section, or add an emphasis-of-matter or other-matter paragraph to our auditor's report, or if necessary, withdraw from this engagement. If our opinions are other than unmodified, we will discuss the reasons with you in advance. If, for any reason, we are unable to complete the audit or are unable to form or have not formed opinions, we may decline to express opinions or withdraw from this engagement.

We appreciate the opportunity to be of service to the District and believe this letter accurately summarizes the significant terms of our engagement. If you have any questions, please let us know. If you agree with the terms of our engagement as described in this letter, please sign the attached copy and return it to us.

Very truly yours,

Dazzio & Associates, P.C.

Dazzio & Associates, PC

RESPONSE:

This letter correctly sets forth the understanding of Briargate Center Business Improvement District.

Board signature:  _____
Title: President
Date: 12/15/2022

EXHIBIT I

RESOLUTION NO. 2022-12-5

BRIARGATE CENTER BUSINESS IMPROVEMENT DISTRICT
COUNTY OF EL PASO, COLORADO

**A RESOLUTION DETERMINING NOT TO PROVIDE WORKERS’
COMPENSATION INSURANCE COVERAGE FOR UNCOMPENSATED
MEMBERS OF THE BOARD OF DIRECTORS**

WHEREAS, the Briargate Center Business Improvement District (the “**District**”) is a quasi-municipal corporation and political subdivision of the State of Colorado duly organized and existing pursuant to Article 1 of Title 32, Colorado Revised Statutes; and

WHEREAS, the members of the Board of Directors (the “**Board**”) of the District are not compensated for their service on the Board, except for reimbursement of actual out-of-pocket expenses related to Board service; and

WHEREAS, pursuant to Section 8-40-202(1)(a)(I)(B), C.R.S., the Board may annually determine that it is in the best interest of the District not to provide workers’ compensation insurance coverage to its uncompensated elected officials; and

WHEREAS, the Board has determined that its policy period would commence on March 1 and end on the last day of February of each calendar year; and

WHEREAS, pursuant to Section 8-40-202(1)(a)(I)(B), C.R.S., the District must notify the Colorado Department of Labor & Employment, Division of Workers’ Compensation (the “**Division**”), in writing of the decision not to provide workers’ compensation coverage and such notification must be filed with the Division not less than 45 days before the start of the policy period; and

WHEREAS, the Division has requested that the Board annually adopt a formal Resolution and complete Division Form WC44 to acknowledge its decision not to provide workers’ compensation insurance; and

WHEREAS, the Board hereby finds and determines that it is in the public interest and appropriate fiscal policy to exercise this option again this year not to provide workers’ compensation coverage for its uncompensated elected officials.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Briargate Center Business Improvement District as follows:

1. **No Workers' Compensation Insurance Coverage.** Because members of the Board are not compensated for their service, except for reimbursement of actual expenses incurred on behalf of the District, the Board finds and determines that its members shall not be regarded as "employees" of the District for purposes of the Workers' Compensation Act of Colorado (Section 8-40-101, C.R.S. et seq.), and that the District shall not purchase workers' compensation insurance coverage for members of the Board for the policy year commencing on March 1, 2023.

2. **Direction to File with the Division.** In addition to a copy of this Resolution, legal counsel to the District is directed and authorized to file the Form WC44, "Exclusion of Uncompensated Public Officials," with the Division as soon as possible for the current policy period.

3. **Severability.** If any part, section, subsection, sentence, clause or phrase of this Resolution is for any reason held to be invalid, such invalidity shall not affect the validity of the remaining provisions.

4. **Effective Date.** Notwithstanding the application of this Resolution to a certain specified plan year, this Resolution shall take effect and be enforced immediately upon its approval by the District Board.

ADOPTED this 7th day of December, 2022.

BRIARGATE CENTER BUSINESS
IMPROVEMENT DISTRICT

By: DocuSigned by:
Eric Weisenstein
Eric Weisenstein, President

Attest:

DocuSigned by:
Madison Wilsmann
Madison Wilsmann, Secretary/Treasurer

Department of Labor and Employment
Division of Workers' Compensation
633 17th St., Suite 400, Denver, CO 80202-3626
Telephone: 303.318.8640 Fax: 303.318.8739

EXCLUSION OF UNCOMPENSATED PUBLIC OFFICIALS

Name of Agency: Briargate Center Business Improvement District

Federal Employer Identification # (FEIN): 41-2053-019 Business Phone #: (720) 617-0080

Mailing Address: c/o Timothy J. Flynn, Collins Cole Flynn Winn & Ulmer, PLLC, 165 S. Union Blvd, Suite 785
Street or P.O. Box / Suite #

Lakewood Colorado 80228
City State Zip

If Self-Insured Employer, enter the Permit Number: N/A

If not Self-Insured, enter the workers' compensation insurance carrier name and policy number:

Insurance Carrier Name Policy Number

Upcoming Policy Period: From: 03/2023 To: 02/2024
Month / Year Month / Year

List the Governing Body for the Agency, Category of uncompensated officials (i.e. board, commission, etc.) or any combination of categories of such officials that you are opting to exclude from coverage for the upcoming policy year and Names of Officials (Attach additional pages if needed):

Name of Governing Body: Board of Directors, Briargate Center Business Improvement District

Category	Name of Official
<u>Director</u>	<u>Eric Weisenstein</u>
<u>Director</u>	<u>Kate Oswald</u>
<u>Director</u>	<u>Chris Crawford</u>
<u>Director</u>	<u>Madison Wilsmann</u>
<u>Director</u>	<u>Debby LaMotte</u>

C.R.S. section 8-40-202(1)(a)(I)(B) provides an option to exclude from workers' compensation insurance coverage uncompensated elected or appointed officials. You must promptly notify each official of your exercise of the option to exclude them. This form must be filed with the Division of Workers' Compensation not less than forty-five (45) days before the start of the policy period for which the option is to be exercised. Attach governing body's resolution.

By signing this form, you are certifying that the above-named uncompensated, elected or appointed public officials are designated to be excluded from worker's compensation coverage for the upcoming policy year, pursuant to C.R.S. section 8-40-202(1)(a)(I)(B). You are also certifying that these officials have been notified of this exclusion.

Signature: Eric Weisenstein
DocuSigned by: D60DC1084D404C1...

Print Name: Eric Weisenstein

Date: 12/15/2022 Title: President

Submit this form with the Governing Body's Resolution to: Division of Workers' Compensation, Coverage Enforcement Unit, 633 17th St., Suite 400, Denver, CO 80202-3626. If insured, please make a copy of this completed form and send it to your insurance carrier. If you have any questions, contact the Division of Workers' Compensation Customer Service Unit at 303.318.8700.

C.R.S. section 10-1-128(6)(a) states: " It is unlawful to knowingly provide false, incomplete, or misleading facts or information to an insurance company for the purpose of defrauding or attempting to defraud the company. Penalties may include imprisonment, fines, denial of insurance, and civil damages. Any insurance company or agent of an insurance company who knowingly provides false, incomplete or misleading facts or information to a policyholder or claimant for the purpose of defrauding or attempting to defraud the policyholder or claimant with regard to a settlement or award payable from insurance proceeds shall be reported to the Colorado Division of Insurance within the Department of Regulatory Agencies."

EXHIBIT J

RESOLUTION 2022-12-6

BRIARGATE CENTER BUSINESS IMPROVEMENT DISTRICT
CITY OF COLORADO SPRINGS, COUNTY OF EL PASO, COLORADO

RESOLUTION DESIGNATING LOCATION TO POST NOTICE

WHEREAS, pursuant to §§24-6-402(2)(c) and 32-1-903(2) C.R.S., notice and, where possible, the agenda of the Briargate Center Business Improvement District (“District”) Board of Directors (“Board”) meetings at which the adoption of any formal action is to occur or at which a majority or quorum of the body is in attendance, or is expected to be in attendance, shall be posted within the boundaries of the District at least 24 hours prior to each meeting at a location designated at the first regular meeting of each year.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Briargate Center Business Improvement District as follows:

Notices of meetings (regular, special and work/study session) of the Board required pursuant to §24-6-401, *et seq.*, C.R.S., shall be posted at least 24 hours prior to each meeting at:

<https://bcbid.specialdistrict.org/>

In the event of an exigent or emergency circumstance such as a power outage or an interruption in internet service, the District will post notice of public meetings at least 24 hours prior to a meeting at the following physical location within the District:

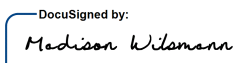
Management Office
The Promenade Shops at Briargate
1885 Briargate Parkway, Suite 503
Colorado Springs, Colorado

ADOPTED this 7th day of December, 2022.

BRIARGATE CENTER BUSINESS
IMPROVEMENT DISTRICT

By _____
Eric Weisenstein, President

ATTEST:

_____
Madison Wilsmann, Secretary/Treasurer