

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
POWERS & WOODMEN COMMERCIAL BUSINESS IMPROVEMENT
DISTRICT
(THE "DISTRICT")
HELD
NOVEMBER 17, 2020

A special meeting of the Board of Directors of the Powers & Woodmen Commercial Business Improvement District (referred to hereafter as the "Board") was convened on Tuesday, November 17, 2020, at 10:00 a.m. Due to concerns regarding the spread of the Coronavirus (COVID-19) and the benefits to the control of the spread of the virus by limiting in-person contact, this District Board meeting was held via Microsoft Teams. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Tim Seibert, President
Chris Jenkins, Vice President
David Jenkins, Secretary
Delroy Johnson, Assistant Secretary
Russell T. Tutt IV

Also, In Attendance Were:

Russell W. Dykstra.; Spencer Fane, LLP.
Josh Miller, Chelsea Gondeck, & Seef LeRoux; CliftonLarsonAllen LLP
Robert Huls, Nor'Wood Development Group

ADMINISTRATIVE MATTERS

Call to Order and Approve Agenda:

Director Seibert called the meeting to order at 10:55 a.m.

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

Declaration of Quorum/Director Qualifications/Disclosure Items: Mr. Dykstra discussed the state law requirements for disclosure of potential conflicts of interest with the directors, noting that completed disclosure statements had been be 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.

Community Comments:

None.

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Acknowledgement of Frederick Veitch's Resignation from the Board of Directors: The Board acknowledged the resignation of Frederick Veitch.

Discuss Vacancy on the Board of Directors and Consider Appointment of District Eligible Elector to the Board of Directors of the District: Upon a motion duly made by Director Chris Jenkins, seconded by Director Johnson and, upon vote, unanimously carried, the Board appointed Russell T. Tutt IV to the Board.

Review and Consider Approval of Minutes from the May 27, 2020 Special Board Meeting: Upon a motion duly made by Director Seibert, seconded by Director Johnson and, upon vote, unanimously carried, the Board approved the meeting minutes.

Discuss District Insurance, Review Renewal Schedule & Authorize Renewal of District Insurance & SDA Membership for 2021: Following discussion, upon a motion duly made by Director Seibert, seconded by Director Johnson and, upon vote, unanimously carried, the Board approved the renewals.

FINANCIAL MATTERS

Review and Consider Acceptance of Unaudited Financial Statements as of September 30, 2020: Mr. LeRoux reviewed the financial statements. Upon a motion duly made by Director Johnson, seconded by Director Chris Jenkins, upon vote, unanimously carried, the Board approved the financial statements.

Review and Consider Ratification of Previous Claims and Approval of Current Claims: Upon a motion duly made by Director Seibert, seconded by Director Johnson, upon vote, unanimously carried, the Board ratified the previous claims and approved the current claims.

Review and Consider Approval of 2020 Audit Engagement Letter with BiggsKofford: Upon a motion duly made by Director Seibert, seconded by Director Johnson, upon vote, unanimously carried, the Board approved the 2020 audit engagement letter.

Conduct Public Hearing to Consider Amending 2020 Budget; Consider Adopting Resolution Amending 2020 Budget, if necessary: This item was not needed.

Conduct Public Hearing to Consider Adoption of 2021 Budget, Appropriate Expenditures, and Certify Mill Levy; Consider Adoption of Resolution to Adopt 2021 Budget, Appropriate Expenditures and Certify Mill Levy: Upon a motion duly made by Director Seibert, seconded by Director Johnson and, upon vote, unanimously carried, the Board opened the hearing at 11:01 a.m. There were no public comments. Upon a motion duly made by Director

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Seibert, seconded by Director Johnson and, upon vote, unanimously carried, the Board closed the hearing at 11:01 a.m. Following discussion, upon a motion duly made by Director Seibert, seconded by Director Johnson and, upon vote, unanimously carried, the Board approved the Resolution to Adopt the 2021 Budget, Appropriate Expenditures and Certify the Mill Levy.

LEGAL MATTERS

Review and Consider Approval of the Resolution Providing for Directors Exclusion from Workers Compensation Coverage: Upon a motion duly made by Director Chris Jenkins, seconded by Director Johnson and, upon vote, unanimously carried, the Board approved the resolution.

MANAGER MATTERS

Review and Consider Resolution Concerning Annual Administrative Matters: Following discussion, upon a motion duly made by Director Seibert, seconded by Director Johnson and, upon vote, unanimously carried, the Board approved the resolution, as amended.

OTHER BUSINESS

Confirm Quorum for the Next Regular Meeting: Mr. Miller noted that District Management would reach out to confirm quorum as necessary.

ADJOURNMENT

Upon a motion duly made by Director Seibert, seconded by Director Johnson and, upon vote, unanimously carried, the Board adjourned the meeting at 11:04 a.m.

Respectfully submitted,

By



Secretary for the Meeting