

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 13 HELD OCTOBER 24, 2022

A Regular Meeting of the Board of Directors (referred to hereafter as the "Board") of the Colorado International Center Metropolitan District No. 13 (referred to hereafter as the "District") was convened on Monday, the 24th day of October, 2022, at 1:00 p.m., via conference call. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Andrew Klein
Theodore Laudick

Following discussion, upon motion duly made by Director Klein Seconded by Director Laudick and, upon vote, unanimously carried, the absence of Director Otis Moore, III, was excused.

Also In Attendance Were:

Ann E. Finn; Special District Management Services, Inc.

Jon Hoistad Esq.; McGeady Becher P.C.

Zachary Leavitt; CliftonLarsonAllen LLP

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

Disclosure of Potential Conflicts of Interest: The Board noted it was in receipt of disclosures of potential conflicts of interest statements for each of the Directors and that the statements had been filed with the Secretary of State at least seventy-two hours in advance of the meeting. Attorney Hoistad requested that the Directors review the agenda for the meeting and advise the Board of any new conflicts of interest which had not been previously disclosed. No further disclosures were made by Directors present at the meeting.

ADMINISTRATIVE MATTERS

Agenda: Ms. Finn distributed for the Board's review and approval a proposed agenda for the District's Regular Meeting.

Following discussion, upon motion duly made by Director Klein, seconded by Director Laudick and, upon vote, unanimously carried, the agenda was approved, as amended.

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Meeting Location / Posting of Meeting Notices: The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District's Board meeting. The Board determined the meeting would be held by telephonic means. The Board further noted that notice of the time, date and location was duly posted and that no objections to the telephonic manner of the meeting, or any requests that the telephonic manner of the meeting be changed by taxing electors within the District boundaries, have been received.

Minutes: The Board reviewed the Minutes of the August 25, 2022 Special Meeting.

Following discussion, upon motion duly made by Director Klein, seconded by Director Laudick and, upon vote, unanimously carried, the Board approved the Minutes of the August 25, 2022 Special Meeting.

Resolution No. 2022-10-01; Resolution Establishing Regular Meeting Dates, Time and Location, and Designating Location for Posting of 24-Hour Notices: Ms. Finn discussed with the Board Resolution No. 2022-10-01; Resolution Establishing Regular Meeting Dates, Time and Location, and Designating Location for Posting of 24-Hour Notices.

The Board determined to meet on the 4th Monday of each month at 1:00 p.m. via conference call.

Following discussion, upon motion duly made by Director Klein, seconded by Director Laudick and, upon vote, unanimously carried, the Board adopted Resolution No. 2022-10-01, Resolution Establishing Regular Meeting Dates, Time and Location, and Designating Location for Posting of 24-Hour Notices. A copy of the adopted Resolution is attached hereto and incorporated herein by this reference.

Requirements of §32-1-809, C.R.S.: The Board discussed the requirements of §32-1-809, C.R.S., (Transparency Notice) and the mode of eligible elector notification for 2023.

Following discussion, upon motion duly made by Director Klein, seconded by Director Laudick and, upon vote, unanimously carried, the Board determined to post the required transparency notice information on the Special District Association's website.

Board Appointments: The Board discussed the vacancies on the Board and considered the appointments of qualified individuals Megan Waldschmidt and Blake Amen to the Board of Directors. It was noted that the Notice of Vacancy was published on September 20, 2022, and that no letters of interest from eligible electors were received by the District within 10 days following such publication.

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Following discussion, upon motion duly made by Director Klein, seconded by Director Laudick and, upon vote, unanimously carried, the Board appointed Megan Waldschmidt and Blake Amen to the Board of Directors.

Appointment of Officers: Upon motion duly made by Director Klein, seconded by Director Laudick and, upon vote, unanimously carried, the following slate of officers was appointed:

President	Andrew Klein
Treasurer	Otis Moore, III
Secretary	Ann E. Finn
Assistant Secretary	Theodore Laudick
Assistant Secretary	Megan Waldschmidt
Assistant Secretary	Blake Amen

PUBLIC COMMENTS

There were no public comments.

FINANCIAL MATTERS

Financial Statements and Cash Position Schedule: No financial statements or cash position schedule were presented.

Preparation of 2022 Audit Exemption: The Board considered the appointment of the District Accountant to prepare the Application for Exemption from Audit for 2022.

Following discussion, upon motion duly made by Director Klein, seconded by Director Laudick and, upon vote, unanimously carried, the Board appointed the District Accountant to prepare the Application for Exemption from Audit for 2022.

CliftonLarsonAllen LLP 2023 Scope of Work: The Board reviewed the CliftonLarsonAllen LLP 2023 Scope of Work.

Following discussion, upon motion duly made by Director Klein, seconded by Director Laudick and, upon vote, unanimously carried, the Board approved the CliftonLarsonAllen LLP 2023 Scope of Work.

2022 Budget Amendment Hearing: The President opened the public hearing to consider amendment of the 2022 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider amendment of the 2022 Budget and the date, time and place of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to this public hearing. No public comments were received, and the public hearing was closed.

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Following review, the Board determined that no amendment to the 2022 Budget was required.

2023 Budget Hearing: The President opened the public hearing to consider the proposed 2023 Budget and discuss related issues.

It was noted that publication of a Notice stating that the Board would consider adoption of the 2023 Budget and the date, time and place of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to or at this public hearing. No public comments were received, and the public hearing was closed.

Mr. Leavitt reviewed the estimated year-end 2022 revenues and expenditures and the proposed 2023 estimated revenues and expenditures.

Following discussion, the Board considered the adoption of Resolution No. 2022-10-02 to Adopt the 2023 Budget and Appropriate Sums of Money, and Resolution No. 2022-10-03 to Set Mill Levies (for the General Fund at 11.031 mills, for the Debt Service Fund at 55.158 mills, and for Contractual Obligations - Regional at 16.547 mills, for a total mill levy of 82.736 mills). Upon motion duly made by Director Klein, seconded by Director Laudick and, upon vote, unanimously carried, the Resolutions were adopted, as discussed, and execution of the Certification of Budget and Certification of Mill Levies was authorized, subject to receipt of final Certification of Assessed Valuation from the City and County of Denver on or before December 10, 2022. Mr. Leavitt was authorized to transmit the Certification of Mill Levies to the City and County of Denver not later than December 15, 2022. Ms. Finn was authorized to transmit the Certification of Budget to the Division of Local Government not later than January 30, 2023. Copies of the adopted Resolutions are attached hereto and incorporated herein by this reference.

Resolution Authorizing Adjustment of the District Mill Levy in Accordance with the Service Plan: The Board discussed Resolution No. 2022-10-04, Resolution Authorizing Adjustment of the District Mill Levy in Accordance with the Service Plan.

Following discussion, upon motion duly made by Director Klein, seconded by Director Laudick and, upon vote, unanimously carried, the Board adopted Resolution No. 2022-10-04, Resolution Authorizing Adjustment of the District Mill Levy in Accordance with the Service Plan.

DLG-70 Mill Levy Certification Form: The Board considered authorizing the District Accountant to prepare and sign the DLG-70 Mill Levy Certification form for certification to the City and County of Denver and other interested parties.

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Following discussion, upon motion duly made by Director Klein, seconded by Director Laudick and, upon vote, unanimously carried, the Board authorized the District Accountant to prepare and Director Klein to execute the DLG-70 Mill Levy Certification form, and directed CliftonLarsonAllen LLP to file the Certification form with the City and County of Denver and other interested parties.

Preparation of 2024 Budget: The Board considered the appointment of the District Accountant to prepare the 2024 Budget.

Following discussion, upon motion duly made by Director Klein, seconded by Director Laudick and, upon vote, unanimously carried, the Board appointed the District Accountant to prepare the 2024 Budget.

CAPITAL MATTERS

Engineer's Report and Verification of Costs Associated with Public Improvements Report prepared by Schedio Group LLC: The Board reviewed the Engineer's Report and Verification of Costs Associated with Public Improvements Report No. 14, dated October 24, 2022, prepared by Schedio Group LLC, for the amount of \$314,573.83.

Following discussion, upon motion duly made by Director Klein, seconded by Director Laudick and, upon vote, unanimously carried, the Board approved the Engineer's Report and Verification of Costs Associated with Public Improvements Report No. 14, dated October 24, 2022, prepared by Schedio Group LLC, for the amount of \$314,573.83.

Acceptance of Verified public improvement costs and allocation of same among Denver High Point at DIA Metropolitan District, Colorado International Center Metropolitan District No. 13, and Colorado International Center Metropolitan District No. 14 (the "Districts"), pursuant to Report: The Board discussed the verified public improvement costs and allocation of same among Denver High Point at DIA Metropolitan District, Colorado International Center Metropolitan District No. 13, and Colorado International Center Metropolitan District No. 14, pursuant to Report No. 14.

Following discussion, upon motion duly made by Director Klein, seconded by Director Laudick and, upon vote, unanimously carried, the Board approved the verified public improvement costs and allocation of same among Denver High Point at DIA Metropolitan District, Colorado International Center Metropolitan District No. 13, and Colorado International Center Metropolitan District No. 14, pursuant to Report No. 14.

Reimbursement to ACM High Point VI LLC ("ACM") under the Capital Funding and Reimbursement Agreement (Denver High Point – Westside)

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between Denver High Point at DIA Metropolitan District and ACM, pursuant to Report: The Board discussed the reimbursement to ACM High Point VI LLC (“ACM”) under the Capital Funding and Reimbursement Agreement (Denver High Point – Westside) between Denver High Point at DIA Metropolitan District and ACM, pursuant to Report No. 14.

Following discussion, upon motion duly made by Director Klein, seconded by Director Laudick and, upon vote, unanimously carried, the Board approved the reimbursement to ACM High Point VI LLC (“ACM”) under the Capital Funding and Reimbursement Agreement (Denver High Point – Westside) between Denver High Point at DIA Metropolitan District and ACM, pursuant to Report No. 14.

Requisition(s) for Reimbursement of Verified Public Improvement Costs, and any and all Resolution(s) Relating to such Requisition(s), Pursuant to Report: The Board discussed requisition for reimbursement of verified public improvement costs, and any and all resolution relating to such requisition(s), pursuant to Report No. 14.

Following discussion, upon motion duly made by Director Klein, seconded by Director Laudick and, upon vote, unanimously carried, the Board approved requisition for reimbursement of verified public improvement costs, and any and all resolutions relating to such requisition(s), pursuant to Report No. 14.

Requisition No. 59 under the CIC MD No. 14 Series 2018 Bonds: The Board discussed Requisition No. 59 under the CIC MD No. 14 Series 2018 Bonds, in the total amount of \$314,573.83.

Following discussion, upon motion duly made by Director Klein, seconded by Director Laudick and, upon vote, unanimously carried, the Board approved Requisition No. 59 under the CIC MD No. 14 Series 2018 Bonds, in the total amount of \$314,573.83.

LEGAL MATTERS

May 2, 2023 Regular Directors’ Election: The Board discussed the May 2, 2023 Regular Directors’ Election and considered the adoption of Resolution No. 2022-10-05; Resolution Calling a Regular Election for Directors on May 2, 2023, appointing the Designated Election Official (“DEO”), and authorizing the DEO to perform all tasks required for the conduct of a mail ballot election.

Following discussion, upon motion duly made by Director Klein, seconded by Director Laudick and, upon vote, unanimously carried, the Board approved the May 2, 2023 Regular Directors’ Election and adopted Resolution No. 2022-10-05; Resolution Calling a Regular Election for Directors on May 2, 2023, appointing the

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Designated Election Official (“DEO”), and authorizing the DEO to perform all tasks required for the conduct of a mail ballot election. A copy of the adopted Resolution is attached hereto and incorporated herein by this reference.

Joint Resolution of the Boards of Directors of Denver High Point at DIA Metropolitan District and Colorado International Center Metropolitan District No. 13 Regarding the Imposition of Regional Development Fees: The Board discussed Resolution No. 2022-10-06, Joint Resolution of the Boards of Directors of Denver High Point at DIA Metropolitan District and Colorado International Center Metropolitan District No. 13 Regarding the Imposition of Regional Development Fees, to be recorded in the real property records of the City and County of Denver and effective January 1, 2023.

Following discussion, upon motion duly made by Director Klein, seconded by Director Laudick and, upon vote, unanimously carried, the Board adopted Resolution No. 2022-10-06, Joint Resolution of the Boards of Directors of Denver High Point at DIA Metropolitan District and Colorado International Center Metropolitan District No. 13 Regarding the Imposition of Regional Development Fees, to be recorded in the real property records of the City and County of Denver and effective January 1, 2023.

OTHER BUSINESS

The Board confirmed the annual meeting for the property owners and overlapping entities. Notice of the Meeting was published on October 6, 2022.

ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made by Director Klein, seconded by Director Laudick and, upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By: *Ann Finn*
Secretary for the Meeting