

## RECORD OF PROCEEDINGS

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### MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 13 HELD DECEMBER 4, 2017

A Special 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 4<sup>th</sup> day of December, 2017, at 10:00 A.M., at the offices of Westside Investment Partners, Inc., 4100 East Mississippi Avenue, Suite 500, Denver, Colorado.

#### ATTENDANCE

##### Directors In Attendance Were:

Andrew Klein  
Otis Moore, III  
Kevin Smith  
Theodore Laudick

##### Also In Attendance Were:

Deborah D. McCoy and Ashley B. Frisbie; Special District Management Services, Inc.

Megan Becher, Esq.; McGeady Becher P.C.

Debra Sedgely; CliftonLarsonAllen, LLP (for a portion of the meeting)

#### 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. Ms. Frisbie requested that the Directors review the Agenda for the meeting and advised 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. Frisbie distributed for the Board's review and approval a proposed Agenda for the District's Special Meeting.

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

**Minutes:** Ms. Frisbie informed the Board that the Minutes from the June 29, 2017 Regular Meeting and the July 21, 2017 Special Meeting were not available. The Board determined to defer this matter.

**Remaining Board Vacancy:** The Board entered into discussion regarding the remaining Board vacancy. It was noted that there are no interested qualified eligible electors at this time.

**Appointment of Officers:** The Board entered into discussion regarding the appointment of officers.

Following discussion, upon motion duly made by Director Moore, seconded by Director Smith and, upon vote, unanimously carried, the following slate of officers was appointed:

President:	Andrew Klein
Treasurer:	Kevin Smith
Secretary:	Ann E. Finn
Assistant Secretary:	Otis Moore, III
Assistant Secretary:	Theodore Laudick

**Resolution Establishing Regular Meeting Dates, Times and Location, and Designating Locations for Posting of 72-Hour and 24-Hour Notices:** The Board discussed Resolution No. 2017-12-01; Resolution Establishing Regular Meeting Dates, Times and Location, and Designating Locations for Posting of 72-Hour and 24-Hour Notices.

Following discussion, upon motion duly made by Director Moore, seconded by Director Smith and, upon vote, unanimously carried, the Board adopted Resolution No. 2017-12-01; Resolution Establishing 2018 Regular Meeting Dates, Times and Location, and Designating Locations for Posting of 72-Hour and 24-Hour Notices, subject to confirmation of regular meeting dates. A copy of the resolution is attached hereto and incorporated herein.

**Management Agreement between the District and Special District Management Services, Inc. for Management Services:** The Board discussed the Management Agreement between the District and Special District Management Services, Inc. for Management Services.



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Following discussion, upon motion duly made by Director Klein, seconded by Director Moore and, upon vote, unanimously carried, the Board ratified approval of the Management Agreement between the District and Special District Management Services, Inc. for Management Services.

**Engagement of McGeady Becher P.C. as District General Counsel:** The Board discussed the engagement of McGeady Becher P.C. as District General Counsel.

Following discussion, upon motion duly made by Director Klein, seconded by Director Smith and, upon vote, unanimously carried, the Board ratified the engagement of McGeady Becher P.C. as District General Counsel.

**Insurance Coverage:** The Board discussed the District's insurance coverage. Following discussion, the Board authorized Director Laudick and Ms. Frisbie to review and obtain appropriate coverage.

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There was no public comment.

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### **PUBLIC COMMENT**

### **FINANCIAL MATTERS**

**Signers on Checking Account:** The Board discussed authorizing signers on the District's checking account.

Following discussion, upon motion duly made by Director Moore, seconded by Director Smith and, upon vote, unanimously carried, the Board authorized adding Directors Moore and Smith to the FirstBank and Wells Fargo checking accounts.

**Director Fees:** The Board discussed payment of director fees.

Following discussion, upon motion duly made by Director Klein, seconded by Director Laudick and, upon vote, unanimously carried, the Board approved the payment of director fees, to be paid at the end of each year.

**Preparation of the 2018 Budget:** Following discussion, upon motion duly made by Director Moore, seconded by Director Smith and, upon vote, unanimously carried, the Board ratified the appointment of the District Accountant to prepare the 2018 Budget.

**2017 Budget Amendment Hearing:** The President opened the public hearing to consider the Resolution to Amend the 2017 Budget and discuss related issues.

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It was noted that publication of Notice stating that the Board would consider adoption of a Resolution to Amend the 2017 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.

It was noted that no amendment was needed.

**2018 Budget:** The President opened the public hearing to consider the proposed 2018 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider adoption of the 2018 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.

Ms. Sedgeley reviewed the estimated 2017 expenditures and the proposed 2018 expenditures.

Following discussion, the Board considered the adoption of Resolution No. 2017-12-04; Resolution to Adopt the 2018 Budget and Appropriate Sums of Money and Resolution No. 2017-12-07; Resolution to Set Mill Levies, for the General Fund at 11.056 mills, the Debt Service Fund at 55.278 mills, and the Capital Projects - Regional Fund at 16.583 mills, for a total mill levy of 82.917 mills. Upon motion duly made by Director Moore, 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 County on or before December 10, 2017, and confirmation of the Gallagher calculation to adjust the mills as approved. The District Manager was authorized to transmit the Certification of Mill Levies to the Board of County Commissioners not later than December 15, 2017, and to the Division of Local Government not later than January 30, 2018. The District Manager was also authorized to transmit the Certification of Budget to the Division of Local Government not later than January 30, 2018. Copies of the adopted Resolutions are attached to these minutes and incorporated herein by this reference.

*Resolution Authorizing the Adjustment of the District Mill Levy in Accordance with the Colorado Constitution, Article X, Section 3:* The Board discussed Resolution No. 2017-12-09; Resolution Authorizing the Adjustment of the District Mill Levy in Accordance with the Colorado Constitution, Article X, Section 3.



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Following discussion, upon motion duly made by Director Moore, seconded by Director Smith and, upon vote, unanimously carried, it was noted that the Gallagher adjustment of the District's mills was appropriate and the Board adopted Resolution No. 2017-12-09; Resolution Authorizing the Adjustment of the District Mill Levy in Accordance with the Colorado Constitution, Article X, Section 3. A copy of the Resolution is attached hereto and incorporated herein by this reference.

**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 Board of County Commissioners and other interested parties.

Following discussion, upon motion duly made by Director Moore, seconded by Director Smith and, upon vote, unanimously carried, the Board authorized the District Accountant to prepare and sign the DLG-70 Mill Levy Certification form for certification to the Board of County Commissioners and other interested parties.

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### **LEGAL MATTERS**

**Resolution No. 2017-12-11; Resolution Calling a Regular Election for Directors on May 8, 2018:** The Board discussed Resolution No. 2017-12-11; Resolution Calling a Regular Election for Directors on May 8, 2018.

Following discussion, upon motion duly made by Director Moore, seconded by Director Laudick and, upon vote, unanimously carried, the Board adopted Resolution No. 2017-12-11; Resolution Calling a Regular Election for Directors on May 8, 2018, appointed Ms. Ann Finn as the Designated Election Official, and authorized her to perform all tasks required for the conduct of a mail ballot election. A copy of the Resolution is attached hereto and incorporated herein by this reference.

**Possible District Boundary Changes:** The Board discussed possible District boundary changes. No action was taken by the Board.

**Public Hearing on the Inclusion of approximately 50 acres of Property Owned by ACM HIGH POINT VI LLC (the "Property"):** President Klein opened the public hearing.

It was noted that publication of Notice stating that the Board would consider the inclusion of the Property 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 discussion, upon motion duly made by Director Moore, seconded by Director Smith and, upon vote, unanimously carried, the Board approved the inclusion of the Property into the District boundaries and adopted Resolution No. 2017-12-13; Resolution for Inclusion of Real Property. A copy of the Resolution is attached hereto and incorporated herein by this reference.

**Cost Sharing Agreement between the District and Aurora High Point at DIA Metropolitan District and Colorado International Center Metropolitan District Nos. 3 & 4:** The Board determined to defer this matter.

**Status of Drainage Easement:** The Board discussed the status of the Drainage Easement. No action was taken by the Board.

**Waiver of Potential Conflicts of Interest with Respect to White Bear Ankele Tanaka & Waldron Professional Corporation's Engagement by Meritage Homes of Colorado, Inc. for Due Diligence Review of the District:** The Board discussed the Waiver of Potential Conflicts of Interest with Respect to White Bear Ankele Tanaka & Waldron Professional Corporation's Engagement by Meritage Homes of Colorado, Inc. for Due Diligence Review of the District.

Following discussion, upon motion duly made by Director Klein, seconded by Director Moore and, upon vote, unanimously carried, the Board ratified approval of the Waiver of Potential Conflicts of Interest with Respect to White Bear Ankele Tanaka & Waldron Professional Corporation's Engagement by Meritage Homes of Colorado, Inc. for Due Diligence Review of the District.

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### **CONSTRUCTION MATTERS**

**Update on Construction Projects:** Director Laudick updated the Board on the current construction projects.

*Site Visit:* Director Laudick and Ms. Frisbie will coordinate on setting up a site visit to tour the property.

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### **OTHER BUSINESS**

**§32-1-809, C.R.S. reporting requirements and mode of eligible elector notification:** The Board discussed §32-1-809, C.R.S. Transparency Notice reporting requirements and mode of eligible elector notification for 2018.

Following discussion, the Board directed Ms. Frisbie to post the required transparency notice on the Special District Association (SDA) Website.

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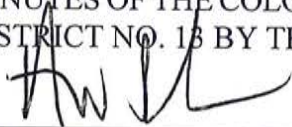




## RECORD OF PROCEEDINGS

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THESE MINUTES ARE APPROVED AS THE OFFICIAL DECEMBER 4, 2017  
MINUTES OF THE COLORADO INTERNATIONAL CENTER METROPOLITAN  
DISTRICT NO. 13 BY THE BOARD OF DIRECTORS SIGNING BELOW:



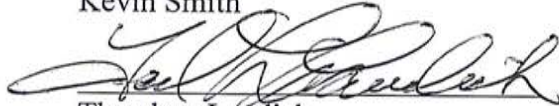
Andrew Klein



Otis Moore, III



Kevin Smith



Theodore Laudick



**RESOLUTION NO. 2017-12-01**

**JOINT RESOLUTION OF THE BOARDS OF DIRECTORS OF  
DENVER HIGH POINT AT DIA METROPOLITAN DISTRICT AND COLORADO  
INTERNATIONAL CENTER METROPOLITAN DISTRICT NOS. 13 & 14  
ESTABLISHING REGULAR MEETING DATES, TIME AND LOCATION, AND  
DESIGNATING LOCATIONS FOR POSTING OF 72-HOUR AND 24-HOUR NOTICES**

A. Pursuant to Section 32-1-903, C.R.S., special districts are required to designate a schedule for regular meetings, indicating the dates, time and location of said meetings.

B. Pursuant to Section 24-6-402(2)(c), C.R.S., special districts are required to designate annually at the board of directors of the district's first regular meeting of each calendar year, the place at which notice will be posted at least 24 hours prior to each meeting.

C. Pursuant to Section 32-1-903, C.R.S., special districts are required to post notices of regular and special meetings at three (3) public places within the district and at the office of the County Clerk and Recorder at least 72 hours prior to said meeting.

D. Pursuant to Section 32-1-903, C.R.S., all special and regular meetings of the board shall be held at locations which are within the boundaries of the district or which are within the boundaries of any county in which the district is located, in whole or in part, or in any county so long as the meeting location does not exceed twenty (20) miles from the district boundaries unless such provision is waived.

E. The provisions of Section 32-1-903, C.R.S., may be waived if: (1) the proposed change of location of a meeting of the board appears on the agenda of a regular or special meeting; and (2) a resolution is adopted by the board stating the reason for which a meeting is to be held in a location other than under Section 32-1-903(1), C.R.S., and further stating the date, time and place of such meeting.

NOW, THEREFORE, BE IT RESOLVED by the Boards of Directors of the Denver High Point at DIA Metropolitan District and the Colorado International Center Metropolitan District Nos. 13 & 14 of the City and County of Denver, Colorado:

1. That the provisions of Section 32-1-903(1), C.R.S., be waived pursuant to the adoption of this Resolution.

2. That the Boards of Directors (each the "**District Board**") have determined that conducting regular and special meetings pursuant to Section 32-1-903(1), C.R.S., would be inconvenient and costly for the Directors and consultants of the District in that they live and/or work outside the twenty (20) mile radius requirement.

3. That regular meetings of the District Board of the Denver High Point at DIA Metropolitan District and Colorado International Center Metropolitan District Nos. 13 & 14 for the year 2018 shall be held on February 12, May 14, July 9, and October 8 in 2018 at 10:00 a.m.,

at the offices of Westside Investment Partners, Inc., 4100 East Mississippi Avenue, Suite 500, Denver, Colorado.

4. That special meetings of the District Board shall be held as often as the needs of the District require, upon notice to each Director.

5. That, until circumstances change and a future resolution of the District Board so designates, the location of all special and regular meetings of the District Board shall appear on the agenda(s) of said special and regular meetings.

6. That the residents and taxpaying electors of the District shall be given an opportunity to object to the meeting(s), location(s) and any such objections shall be considered by the District Board in setting future meetings.

7. Notice of Meetings of the District Board required pursuant to Section 24-6-402(2)(c), C.R.S., shall be posted within the boundaries of the District at least 24 hours prior to each meeting at the following location:

- (a) Denver High Point at DIA Metropolitan District: The center point of the District.
- (b) Colorado International Center Metropolitan District No. 13: The center point of the District.
- (c) Colorado International Center Metropolitan District No. 14: The light pole on Argonne Street near the entrance to the construction trailer at 6790 Argonne Street.

8. Notices of regular and special meetings required to be posted at three (3) public places within the District and at the office of the County Clerk and Recorder at least 72 hours prior to said meeting shall be made pursuant to Section 32-1-903, C.R.S., at the following locations:

See attached **Exhibit A**.

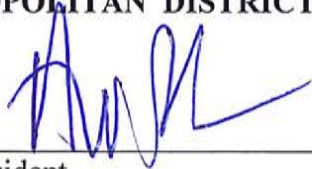
9. Ted Laudick, or his/her designee, is hereby appointed to post the above-referenced notices.

*[Remainder of page intentionally left blank.]*




RESOLUTION APPROVED AND ADOPTED on December 4, 2017.

**DENVER HIGH POINT AT DIA  
METROPOLITAN DISTRICT AND  
COLORADO INTERNATIONAL CENTER  
METROPOLITAN DISTRICT NOS. 13 &  
14**

By:  \_\_\_\_\_  
President

Attest:

 \_\_\_\_\_  
Secretary

**EXHIBIT A**  
**Posting Map**



RESOLUTION NO. 2017 - 12 - 04

A RESOLUTION OF THE BOARD OF DIRECTORS  
OF THE COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 13  
TO ADOPT THE 2018 BUDGET AND APPROPRIATE SUMS OF MONEY

WHEREAS, the Board of Directors of the Colorado International Center Metropolitan District No. 13 ("District") has appointed the District Accountant to prepare and submit a proposed 2018 budget to the Board at the proper time; and

WHEREAS, the District Accountant has submitted a proposed budget to this Board on or before October 15, 2017, for its consideration; and

WHEREAS, upon due and proper notice, published or posted in accordance with the law, said proposed budget was open for inspection by the public at a designated place, a public hearing was held on December 4, 2017, and interested electors were given the opportunity to file or register any objections to said proposed budget; and

WHEREAS, the budget has been prepared to comply with all terms, limitations and exemptions, including, but not limited to, reserve transfers and expenditure exemptions, under Article X, Section 20 of the Colorado Constitution ("TABOR") and other laws or obligations 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 in balance, as required by law.

WHEREAS, the Board of Directors of the District has made provisions 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, as more fully set forth in the budget, including any inter-fund transfers listed therein, so as not to impair the operations of the District.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Colorado International Center Metropolitan District No. 13:

1. That the budget as submitted, amended, and summarized by fund, hereby is approved and adopted as the budget of the Colorado International Center Metropolitan District No. 13 for the 2018 fiscal year.

2. That the budget, as hereby approved and adopted, shall be certified by the Secretary of the District to all appropriate agencies and is made a part of the public records of the District.

3. That the sums set forth as the total expenditures of each fund in the budget attached hereto as **EXHIBIT A** and incorporated herein by reference are hereby appropriated from the revenues of each fund, within each fund, for the purposes stated.

ADOPTED this 4<sup>th</sup> day of December, 2017.



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Secretary

(SEAL)





EXHIBIT A  
(Budget)



**CliftonLarsonAllen**

CliftonLarsonAllen LLP  
www.CLAconnect.com

**Accountant's Compilation Report**

Board of Directors  
Colorado International Center Metropolitan District No. 13  
City and County of Denver, Colorado

Management is responsible for the accompanying budget of revenues, expenditures, and fund balances of Colorado International Center Metropolitan District No. 13 for the year ending December 31, 2018, including the estimate of comparative information for the year ending December 31, 2017, and the actual comparative information for the year ending December 31, 2016, in the format prescribed by Colorado Revised Statutes (C.R.S.) 29-1-105. We have performed a compilation engagement in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the American Institute of Certified Public Accountants. We did not audit or review the budget nor were we required to perform any procedures to verify the accuracy or completeness of the information provided by management. Accordingly, we do not express an opinion, a conclusion, nor provide any form of assurance on the accompanying budget.

We draw attention to the summary of significant assumptions which describe that the budget is presented in accordance with the requirements of C.R.S 29-1-105, and is not intended to be a presentation in accordance with accounting principles generally accepted in the United States of America.

We are not independent with respect to the Colorado International Center Metropolitan District No. 13.

*CliftonLarsonAllen LLP*

Greenwood Village, Colorado  
December 26, 2017



An independent member of Nexia International

**COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT No. 13**  
**SUMMARY**  
**2018 BUDGET AS ADOPTED**  
**WITH 2016 ACTUAL AND 2017 ESTIMATED**  
**For the Years Ended and Ending December 31,**

12/26/2017

	ACTUAL 2016	ESTIMATED 2017	ADOPTED 2018
BEGINNING FUND BALANCES	\$ -	\$ -	\$ -
REVENUES			
Total revenues	-	-	-
Total funds available	-	-	-
EXPENDITURES			
Total expenditures	-	-	-
Total expenditures and transfers out requiring appropriation	-	-	-
ENDING FUND BALANCES	\$ -	\$ -	\$ -

This financial information should be read only in connection with the accompanying accountant's report and summary of significant assumptions.



**COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT No. 13**  
**PROPERTY TAX SUMMARY INFORMATION**  
**For the Years Ended and Ending December 31,**

12/26/2017

	ACTUAL 2016	ESTIMATED 2017	ADOPTED 2018
<b>ASSESSED VALUATION - DENVER</b>			
Agricultural	\$ 60	\$ 60	\$ 60
Certified Assessed Value	<u>\$ 60</u>	<u>\$ 60</u>	<u>\$ 60</u>
<b>MILL LEVY</b>			
GENERAL FUND	10.000	10.000	11.056
DEBT SERVICE	-	-	55.278
Regional Mill Levy	15.000	15.000	16.583
Total Mill Levy	<u>25.000</u>	<u>25.000</u>	<u>82.917</u>
<b>PROPERTY TAXES</b>			
GENERAL FUND	\$ 1	\$ 1	\$ 1
DEBT SERVICE	-	-	3
Regional Mill Levy	1	1	1
Levied property taxes	<u>2</u>	<u>2</u>	<u>5</u>
Adjustments to actual/rounding	(2)	(2)	(5)
Budgeted Property Taxes	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
<b>BUDGETED PROPERTY TAXES</b>			
	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

This financial information should be read only in connection with the accompanying accountant's compilation report and summary of significant assumptions.

**COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT No. 13**  
**GENERAL FUND**  
**2018 BUDGET AS ADOPTED**  
**WITH 2016 ACTUAL AND 2017 ESTIMATED**  
**For the Years Ended and Ending December 31,**

12/26/2017

	ACTUAL 2016	ESTIMATED 2017	ADOPTED 2018
BEGINNING FUND BALANCES	\$ -	\$ -	\$ -
REVENUES			
Total revenues	-	-	-
Total funds available	-	-	-
EXPENDITURES			
Total expenditures	-	-	-
Total expenditures and transfers out requiring appropriation	-	-	-
ENDING FUND BALANCES	\$ -	\$ -	\$ -

This financial information should be read only in connection with the accompanying accountant's compilation report and summary of significant assumptions.

**COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT No. 13**  
**DEBT SERVICE**  
**FORECASTED 2018 BUDGET AS ADOPTED**  
**WITH 2016 ACTUAL AND 2017 ESTIMATED**  
**For the Years Ended and Ending December 31,**

12/26/2017

	ACTUAL 2016	ESTIMATED 2017	ADOPTED 2018
BEGINNING FUND BALANCES	\$ -	\$ -	\$ -
REVENUES			
Total revenues	-	-	-
Total funds available	-	-	-
EXPENDITURES			
Total expenditures	-	-	-
Total expenditures and transfers out requiring appropriation	-	-	-
ENDING FUND BALANCES	\$ -	\$ -	\$ -

This financial information should be read only in connection with the accompanying accountant's report and summary of significant assumptions.



**COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT No. 13**  
**CAPITAL PROJECTS - REGIONAL**  
**FORECASTED 2018 BUDGET AS ADOPTED**  
**WITH 2016 ACTUAL AND 2017 ESTIMATED**  
**For the Years Ended and Ending December 31,**

12/26/2017

	ACTUAL 2016	ESTIMATED 2017	ADOPTED 2018
BEGINNING FUND BALANCES	\$ -	\$ -	\$ -
REVENUES			
Total revenues	-	-	-
Total funds available	-	-	-
EXPENDITURES			
Total expenditures	-	-	-
Total expenditures and transfers out requiring appropriation	-	-	-
ENDING FUND BALANCES	\$ -	\$ -	\$ -

This financial information should be read only in connection with the accompanying accountant's report and summary of significant assumptions.

**COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 13**  
**2018 BUDGET**  
**SUMMARY OF SIGNIFICANT ASSUMPTIONS**

**Services Provided**

Colorado International Center Metropolitan District No. 13, a quasi-municipal corporation, is governed pursuant to provisions of the Colorado Special District Act. The District's service area is located in the City and County of Denver, Colorado. Colorado International Center Metropolitan District No. 13 was organized in conjunction with two other metropolitan districts, Denver High Point at DIA Metropolitan District (the Management District) and Colorado International Center Metropolitan District No. 14 (collectively, the Districts). Colorado International Center Metropolitan District No. 14 contains the commercial property within the Districts and Colorado International Center Metropolitan District No. 13 contains the residential property within the Districts. The District was established to provide streets, safety protection, water, sewer and storm drainage, transportation, mosquito control, fire protection, park and recreation facilities, and improvements for the use and benefit of the taxpayers of the District.

On May 2, 2006, the District's voters authorized total general obligation indebtedness of \$1,530,400,000 for the above listed facilities and powers but, the District's service plan limits the total indebtedness to \$157,800,000, with a maximum debt mill levy of 50.000 mills.

The District prepares its budget on the modified accrual basis of accounting.

**Revenues**

**Property Taxes**

Property taxes are levied by the District's Board of Directors. The levy is based on assessed valuations determined by the County Assessor generally as of January 1 of each year. The levy is normally set by December 15 by certification to the County Commissioners to put the tax lien on the individual properties as of January 1 of the following year. The County Treasurer collects the determined taxes during the ensuing calendar year. The taxes are payable by April or, if in equal installments, at the taxpayer's election, in February and June. Delinquent taxpayers are notified in August and generally sales of the tax liens on delinquent properties are held in November or December. The County Treasurer remits the taxes collected monthly to the District.

The calculation of the taxes levied is displayed on the Property Tax Summary page of the budget using the adopted mill levy imposed by the District. The District has levied a debt service mill levy for possible future bond issuance. The mill levies have been adjusted due to the change in residential assessed valuation calculation from 7.96% to 7.20%. Due to the low assessed valuation for the District, the District does not anticipate collecting any property taxes for 2018.

**Regional Improvements Mill Levy**

The District is required to impose a mill levy of 16.583 for payment of the planning, designing, permitting, construction, acquisition and financing of the regional improvements described in the City Intergovernmental Agreement between the Management District and the City and County of Denver and the Service Plan for the District. The Management District is also responsible for 17% of Gateway Regional Metropolitan District's service plan project costs and certain Town Center Metropolitan District obligations, which are also considered regional improvements. Due to the low assessed valuation for the District, the District does not anticipate collecting any taxes from the Regional Improvements Mill Levy in 2018.

**COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 13**  
**2018 BUDGET**  
**SUMMARY OF SIGNIFICANT ASSUMPTIONS**

**Expenditures**

The District does not anticipate any financial activity in 2018.

**Debt and Leases**

**Developer Advances**

The District's debt is comprised of developer advances, which are not general obligation debt. As of December 31, 2017, the District had \$36,163 in outstanding developer advances and interest accrued at 8%. Repayment of advances is subject to annual appropriation if and when eligible funds become available.

The District has no operating or capital leases.

**Reserves**

**Emergency Reserve**

TABOR requires local governments to establish Emergency Reserves. These reserves must be at least 3% of fiscal year spending. Since the District has no budgeted revenues and Management District pays for all the District's operations and maintenance costs, an Emergency Reserve is not reflected in the District's budget.

**This information is an integral part of the accompanying budget.**





RESOLUTION NO. 2017 - 11 - 07

A RESOLUTION OF THE BOARD OF DIRECTORS  
OF THE COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 13  
TO SET MILL LEVIES

WHEREAS, the Board of Directors of the Colorado International Center Metropolitan District No. 13 ("District") has adopted the 2018 annual budget in accordance with the Local Government Budget Law on December 4, 2017; and

WHEREAS, the adopted budget is attached to the Resolution of the Board of Directors to Adopt the 2018 Budget and Appropriate Sums of Money, and such budget is incorporated herein by this reference; and

WHEREAS, the amount of money necessary to balance the budget for general fund expenses from property tax revenue is identified in the budget; and

WHEREAS, the amount of money necessary to balance the budget for debt service fund expenses from property tax revenue is identified in the budget; and

WHEREAS, the amount of money necessary to balance the budget for capital projects - regional fund expenses from property tax revenue is identified in the budget.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Colorado International Center Metropolitan District No. 13:

1. That for the purposes of meeting all general fund expenses of the District during the 2018 budget year, the District determined to levy mills upon each dollar of the total valuation for assessment of all taxable property within the District, as set forth in the budget, to raise the required revenue.

2. That for the purposes of meeting all debt service fund expenses of the District during the 2018 budget year, the District determined to levy mills upon each dollar of the total valuation for assessment of all taxable property within the District, as set forth in the budget, to raise the required revenue.

3. That for the purposes of meeting all capital projects - regional fund expenses of the District during the 2018 budget year, the District determined to levy mills upon each dollar of the total valuation for assessment of all taxable property within the District, as set forth in the budget, to raise the required revenue.

4. That the District Accountant of the District is hereby authorized and directed to immediately certify to the County Commissioners of the City and County of Denver, the mill levies for the District as set forth in the District's Certification of Tax Levies (attached hereto as **EXHIBIT A** and incorporated herein by reference), recalculated as needed upon receipt of the final certification of valuation from the County Assessor in order to comply with any applicable revenue and other budgetary limits.

ADOPTED this 4<sup>th</sup> day of December, 2017.

(SEAL)



A handwritten signature in blue ink, consisting of stylized initials and a horizontal line extending to the right.

Secretary



**EXHIBIT A**  
(Certification of Tax Levies)

## CERTIFICATION OF TAX LEVIES for NON-SCHOOL Governments

**TO:** County Commissioners<sup>1</sup> of CITY AND COUNTY OF DENVER, Colorado.

On behalf of the COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT No.13,  
(taxing entity)<sup>A</sup>

the BOARD OF DIRECTORS  
(governing body)<sup>B</sup>


of the COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT No.13  
(local government)<sup>C</sup>

**Hereby** officially certifies the following mills to be levied against the taxing entity's GROSS \$ 60 assessed valuation of: (GROSS<sup>D</sup> assessed valuation, Line 2 of the Certification of Valuation Form DLG 57<sup>E</sup>)

**Note:** If the assessor certified a NET assessed valuation (AV) different than the GROSS AV due to a Tax Increment Financing (TIF) Area<sup>F</sup> the tax levies must be calculated using the NET AV. The taxing entity's total property tax revenue will be derived from the mill levy multiplied against the NET assessed valuation of: \$ 60 (NET<sup>G</sup> assessed valuation, Line 4 of the Certification of Valuation Form DLG 57)  
**USE VALUE FROM FINAL CERTIFICATION OF VALUATION PROVIDED BY ASSESSOR NO LATER THAN DECEMBER 10**

**Submitted:** 12/14/2017 for budget/fiscal year 2018  
(no later than Dec. 15) (mm/dd/yyyy) (yyyy)

PURPOSE (see end notes for definitions and examples)	LEVY <sup>2</sup>	REVENUE <sup>2</sup>
1. General Operating Expenses <sup>H</sup>	11.056 mills	\$ 1
2. <Minus> Temporary General Property Tax Credit/ Temporary Mill Levy Rate Reduction <sup>I</sup>	< > mills	\$ < >
<b>SUBTOTAL FOR GENERAL OPERATING:</b>	<b>11.056 mills</b>	<b>\$ 1</b>
3. General Obligation Bonds and Interest <sup>J</sup>	55.278 mills	\$ 3
4. Contractual Obligations <sup>K</sup>	16.583 mills	\$ 1
5. Capital Expenditures <sup>L</sup>	_____ mills	\$ _____
6. Refunds/Abatements <sup>M</sup>	_____ mills	\$ _____
7. Other <sup>N</sup> (specify): _____	_____ mills	\$ _____
	_____ mills	\$ _____
<b>TOTAL:</b> [ Sum of General Operating Subtotal and Lines 3 to 7 ]	<b>82.917 mills</b>	<b>\$ 5</b>

Contact person: (print) Jason Carroll Daytime phone: (303) 779-5710  
Signed:  Title: Accountant for the District

*Include one copy of this tax entity's completed form when filing the local government's budget by January 31st, per 29-1-113 C.R.S., with the Division of Local Government (DLG), Room 521, 1313 Sherman Street, Denver, CO 80203. Questions? Call DLG at (303) 864-7720.*

<sup>1</sup> If the taxing entity's boundaries include more than one county, you must certify the levies to each county. Use a separate form for each county and certify the same levies uniformly to each county per Article X, Section 3 of the Colorado Constitution.  
<sup>2</sup> Levies must be rounded to three decimal places and revenue must be calculated from the total NET assessed valuation (Line 4 of Form DLG57 on the County Assessor's **FINAL** certification of valuation).

**CERTIFICATION OF TAX LEVIES, continued**

**THIS SECTION APPLIES TO TITLE 32, ARTICLE 1 SPECIAL DISTRICTS THAT LEVY TAXES FOR PAYMENT OF GENERAL OBLIGATION DEBT (32-1-1603 C.R.S.).** Taxing entities that are Special Districts or Subdistricts of Special Districts must certify separate mill levies and revenues to the Board of County Commissioners, one each for the funding requirements of each debt (32-1-1603, C.R.S.) Use additional pages as necessary. The Special District's or Subdistrict's total levies for general obligation bonds and total levies for contractual obligations should be recorded on Page 1, Lines 3 and 4 respectively.

**CERTIFY A SEPARATE MILL LEVY FOR EACH BOND OR CONTRACT:**

**BONDS<sup>J</sup>:**

- |    |                   |  |
|----|-------------------|--|
| 1. | Purpose of Issue: | Anticipated General Obligation improvement bonds |
|    | Series:           | Anticipated Series 2018                          |
|    | Date of Issue:    | Unknown at this time                             |
|    | Coupon Rate:      | Unknown at this time                             |
|    | Maturity Date:    | Unknown at this time                             |
|    | Levy:             | 55.278   |
|    | Revenue:          | \$3  |
|    |                   |  |
| 2. | Purpose of Issue: | _____  |
|    | Series:           | _____  |
|    | Date of Issue:    | _____  |
|    | Coupon Rate:      | _____  |
|    | Maturity Date:    | _____  |
|    | Levy:             | _____  |
|    | Revenue:          | _____  |

**CONTRACTS<sup>K</sup>:**

- |    |                      |                                  |
|----|----------------------|----------------------------------|
| 3. | Purpose of Contract: | Imposition of Regional Mill Levy |
|    | Title:               | City and County of Denver - IGA  |
|    | Date:                | 09/02/08                         |
|    | Principal Amount:    | N/A                              |
|    | Maturity Date:       | N/A                              |
|    | Levy:                | 16.583                           |
|    | Revenue:             | \$1                              |
|    |                      |                                  |
| 4. | Purpose of Contract: | _____                            |
|    | Title:               | _____                            |
|    | Date:                | _____                            |
|    | Principal Amount:    | _____                            |
|    | Maturity Date:       | _____                            |
|    | Levy:                | _____                            |
|    | Revenue:             | _____                            |

Use multiple copies of this page as necessary to separately report all bond and contractual obligations per 32-1-1603, C.R.S.



**RESOLUTION NO. 2017-12-11**

**A RESOLUTION OF THE BOARD OF DIRECTORS OF  
THE COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 13  
CALLING A REGULAR ELECTION FOR DIRECTORS  
ON MAY 8, 2018 (THE "ELECTION")**

A. The terms of the offices to which Directors Andrew Klein, Theodore Laudick, Otis C. Moore, III, and Kevin Smith have previously been appointed expire upon their re-election, or the election of their successors at the Election, and upon such successors taking office.

B. One (1) vacancy currently exists on the Board of Directors of the District.

C. In accordance with the provisions of the Special District Act ("**Act**") and the Uniform Election Code ("**Code**"), the Election must be conducted to elect two (2) Directors to serve until the next regular election, to occur May 5, 2020, and three (3) Directors to serve until the second regular election, to occur May 3, 2022.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Colorado International Center Metropolitan District No. 13 (the "**District**") of the City and County of Denver, Colorado:

1. Date and Time of Election. The Election shall be held on May 8, 2018, between the hours of 7:00 A.M. and 7:00 P.M. pursuant to and in accordance with the Act, Code, and other applicable laws. At that time, two (2) Directors shall be elected to serve until the next regular election, to occur May 5, 2020, and three (3) Directors shall be elected to serve until the second regular election, to occur May 3, 2022.

2. Precinct. The District shall consist of one (1) election precinct for the convenience of the eligible electors of the District.

3. Conduct of Election. The Election shall be conducted as an independent mail ballot election in accordance with all relevant provisions of the Code. The Designated Election Official shall have on file, no later than fifty-five (55) days prior to the Election, a plan for conducting the independent mail ballot Election.

4. Designated Election Official. Ann E. Finn shall be the Designated Election Official and is hereby authorized and directed to proceed with any action necessary or appropriate to effectuate the provisions of this Resolution and of the Act, Code or other applicable laws. The Election shall be conducted in accordance with the Act, Code and other applicable laws. Among other matters, the Designated Election Official shall appoint election judges as necessary, arrange for the required notices of election (either by mail or publication) and printing of ballots, and direct that all other appropriate actions be accomplished.

5. Absentee Ballot Applications. NOTICE IS FURTHER GIVEN, pursuant to Section 1-13.5-1002, C.R.S., that applications for and return of absentee ballots may be filed with the Designated Election Official of the District, 141 Union Blvd., Suite 150, Lakewood, CO

80228, between the hours of 8:00 a.m. and 5:00 p.m., until the close of business on the Tuesday immediately preceding the Election (May 1, 2018).

6. Self-Nomination and Acceptance Forms. Self-nomination and acceptance forms are available at the office of the Designated Election Official located at the above address. All candidates must file a self-nomination and acceptance form with the Designated Election Official no earlier than January 1, 2018 and no later than the close of business on March 2, 2018.

7. Cancellation of Election. If the only matter before the electors is the election of Directors of the District and if, at the close of business on March 6, 2018 or at any time thereafter, there are not more candidates than offices to be filled at the Election, including candidates timely filing affidavits of intent, 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 law.

8. Severability. 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 of Director's intention that the various provisions hereof are severable.

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

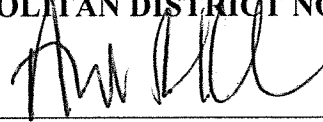
10. Effective Date. The provisions of this Resolution shall take effect as of the date adopted and approved by the Board of Directors of the District.

RESOLUTION APPROVED AND ADOPTED on December 4, 2017.

**COLORADO INTERNATIONAL CENTER  
METROPOLITAN DISTRICT NO. 13**

By: \_\_\_\_\_

President



Attest:



Secretary



**RESOLUTION NO. 2017-12-13**

**RESOLUTION OF THE BOARD OF DIRECTORS OF  
COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 13 FOR  
INCLUSION OF REAL PROPERTY**

A. ACM HIGH POINT VI LLC, a Delaware limited liability company, the 100% fee owner of the Property (hereinafter defined) has petitioned the Colorado International Center Metropolitan District No. 13 (the “**District**”) for the inclusion into the District’s boundaries of the real property hereinafter described (“**Property**”).

B. Public Notice has been published in accordance with law, calling for a public hearing on the request for approval of said Petition.

C. The statutory requirements of Section 32-1-401(1)(a), C.R.S., for submission of a petition for inclusion to the Board of Directors of the District (“**Board**”), including a legal description of the Property, a statement that assent to the inclusion of the Property was obtained by the 100% fee owner thereof and acknowledgment in the same manner as required for conveyances of land, were presented to and have been satisfied and approved by the Board.

D. The District may consider the enlargement or extension of its facilities in the exercise of discretion as a governmental function in the interest of public health, safety and welfare.

E. The District is capable of serving the Property with facilities of the District.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 13, CITY AND COUNTY OF DENVER, COLORADO:

1. That the Board of Directors of the District shall and hereby does order the inclusion of the Property described herein within the boundaries of the District.

2. The name and address of the Petitioner and the legal description of the Property are as follows:

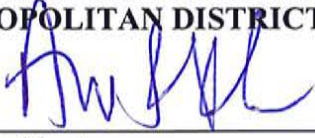
Petitioner:	ACM HIGH POINT VI LLC, a Delaware limited liability company
Address of Petitioner:	4100 E. Mississippi Ave., Suite 500 Glendale, CO 80246
Legal Description:	Approximately 50 acres of land legally described on <b>Exhibit A</b> attached hereto and incorporated herein.

3. That approval of this inclusion is further subject to the following:

(a) On and after the effective date of this inclusion (which shall be the date of recording of the Court Order approving the inclusion by the Clerk and Recorder of the City and County of Denver, Colorado, unless otherwise specified in the Court Order), the Property shall be subject to the rules and regulations of the District, and the payment of any and all taxes, fees, rates and charges of the District.

Dated this 4<sup>th</sup> day of December, 2017.

**COLORADO INTERNATIONAL CENTER  
METROPOLITAN DISTRICT NO. 13**

By:   
\_\_\_\_\_  
President

Attest:

  
\_\_\_\_\_  
Secretary

**EXHIBIT A**

Legal Description

**[TO BE PROVIDED]**

**CERTIFICATION**

I hereby certify that the foregoing is a true and correct copy of Resolution No. 2017-12-13, Resolution of the Board of Directors of Colorado International Center Metropolitan District No. 13, Resolution for Inclusion of Real Property.

**COLORADO INTERNATIONAL CENTER  
METROPOLITAN DISTRICT NO. 13**

Date: December 7, 2017

By:   
Secretary