

**DENVER HIGH POINT AT DIA METROPOLITAN DISTRICT (“DHP”)
COLORADO INTERNATIONAL CENTER
METROPOLITAN DISTRICT (“CIC”) NOS. 13 & 14**

141 Union Boulevard, Suite 150
Lakewood, Colorado 80228-1898
Tel: (303) 987-0835
Fax: (303) 987-2032

NOTICE OF A SPECIAL MEETING AND AGENDA

<u>Board of Directors</u>	<u>Office</u>	<u>Term/Expires</u>
Andrew Klein	President	2023/May 2023
Kevin Smith	Treasurer	2023/May 2023
Otis Moore, III	Assistant Secretary	2022/May 2022
Theodore Laudick	Assistant Secretary	2022/May 2022
VACANT		2022/May 2022

DATE: **May 20, 2020**

TIME: **11:00 a.m.**

PLACE: **VIA Conference Call**

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 WILL BE HELD BY CONFERENCE CALL WITHOUT ANY INDIVIDUALS (NEITHER DISTRICT REPRESENTATIVES NOR THE GENERAL PUBLIC) ATTENDING IN PERSON. IF YOU WOULD LIKE TO ATTEND THIS MEETING, PLEASE CALL IN TO THE CONFERENCE BRIDGE AT 1-877-261-8991 AND WHEN PROMPTED, DIAL IN THE PASSCODE OF 6168588.

I. ADMINISTRATIVE MATTERS

A. Present Disclosures of Potential Conflicts of Interest.

B. Approve Agenda; confirm location of meeting and posting of meeting notices.

C. Discuss results of the May 5, 2020 Election (enclosure).

D. Consider appointment of Officers:

President _____

Treasurer _____

Secretary _____

Asst. Secretary _____

Asst. Secretary _____

- E. Review and approve Minutes of the October 21, 2019 Special Meeting (**DHP, CIC No. 13, CIC No. 14**), March 11, 2020 and April 24, 2020 Special Meetings (**DHP, CIC No. 13**) (enclosures).
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- F. Consider regular meeting dates and time for the remainder of 2020. Review and consider adoption of Resolution No. 2020-05-01; Resolution Establishing Regular Meeting Dates, Time and Location, Establishing District Website, and Designating Location for Posting of 24-Hour Notices (enclosure).
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II. PUBLIC COMMENTS

- A. Members of the public may express their views to the Board on matters that affect the District. Comments will be limited to three (3) minutes.
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III. FINANCIAL MATTERS

- A. Review and accept Cash Position Schedule, dated _____, updated as of _____, and ratify approval of the payment of claims for the period ending _____ (**DHP, CIC No. 14**) (to be distributed).

Expenses	
General	\$ -
Capital Projects	\$ -
Project Requisition	\$ -
Total Claims	\$ -

- B. Review and accept Unaudited Financial Statements, dated _____ (**DHP, CIC No. 14**) (to be distributed).
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- C. Update on status of 2019 Audits (**DHP, CIC No. 14**).
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IV. CAPITAL MATTERS

- A. Ratify approval of Facilities Acquisition Agreement among Denver High Point at DIA Metropolitan District, Colorado International Center Metropolitan District No. 13, and William Lyon Homes, Inc. (**DHP, CIC No. 13**) (enclosure).
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- B. Review and consider approval of First Amendment to Service Agreement for Cost Verification Services by and between Denver High Point at DIA Metropolitan District, Colorado International Center Metropolitan District No. 13, Colorado International Center Metropolitan District No. 14, and Schedio Group LLC (to be distributed).
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- C. Review, acknowledge, ratify and/or approve (as appropriate) the following items (**DHP, CIC No. 13, CIC No. 14**):

- (1) Engineer's Report and Verification of Costs Associated with Public Improvements Report No. 1 (High Point Filing No. 3) prepared by Schedio Group LLC, for the amount of \$1,539,097.09 ("Report No. 1").
 - (2) Engineer's Report and Verification of Costs Associated with Public Improvements Report No. 2 (High Point Filing No. 3) prepared by Schedio Group LLC, for the amount of \$365,194.50 ("Report No. 2").
 - (3) 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, pursuant to Report No. 1 and Report No. 2.
 - (4) Any and all reimbursements to date 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.
 - (5) Any and all requisitions for reimbursement of verified public improvement costs to date, up to and including Requisition No. 35, and any and all resolutions relating to such requisitions.
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- D. Review and consider approval of Engineer's Report and Verification of Costs Associated with Public Improvements Report No. _____ prepared by Schedio Group LLC, for the amount of \$_____ (**DHP, CIC No. 13, CIC No. 14**) (to be distributed).
-

- E. Consider 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, pursuant to Report No. _____ (**DHP, CIC No. 13, CIC No. 14**).
-

- F. Consider approval, ratification or acknowledgment (as appropriate) of 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. _____ (**DHP, CIC No. 13, CIC No. 14**).
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- G. Consider adoption, approval, ratification or acknowledgment (as appropriate) of requisition(s) for reimbursement of verified public improvement costs, and any and all resolution(s) relating to such requisition(s), pursuant to Report No. _____ (**DHP, CIC No. 13, CIC No. 14**) (to be distributed).
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V. LEGAL MATTERS

- A. Review and consider adoption of Resolution No. 2020-05-____, Joint Resolution of the Boards of Directors of Denver High Point at DIA Metropolitan District and Colorado International Center Metropolitan District No. 13 Concerning the Imposition of Regional Development Fees (**DHP, CIC No. 13**) (to be distributed).
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- B. Review and consider adoption of Resolution No. 2020-05-____, Joint Resolution of the Boards of Directors of Denver High Point at DIA Metropolitan District and Colorado International Center Metropolitan District No. 14 Concerning the Imposition of Regional Development Fees (**DHP, CIC No. 14**) (to be distributed).
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VI. OTHER BUSINESS

- A. _____
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VII. ADJOURNMENT **THE NEXT REGULAR MEETING IS SCHEDULED FOR JULY 13, 2020.**

NOTICE OF CANCELLATION
and
CERTIFIED STATEMENT OF RESULTS
§1-13.5-513(6), 32-1-104, 1-11-103(3) C.R.S.

NOTICE IS HEREBY GIVEN by the Denver High Point at DIA Metropolitan District , City and County of Denver, Colorado, that at the close of business on the sixty-third day before the election, there were not more candidates for director than offices to be filled, including candidates filing affidavits of intent to be write-in candidates; therefore, the election to be held on May 5, 2020 is hereby canceled pursuant to section 1-13.5-513(6) C.R.S.

The following candidates are declared elected for the following terms of office:

<u>Name</u>	<u>Term</u>
Andrew Klein	Second Regular Election, May 2023
Kevin Smith	Second Regular Election, May 2023
Vacant	Next Regular Election, May 2022

/s/ Ann Finn
(Designated Election Official)

Contact Person for the District:	Ann Finn
Telephone Number of the District:	303-987-0835
Address of the District:	141 Union Boulevard, Suite 150, Lakewood, CO 80228
District Facsimile Number:	303-987-2032
District Email:	aфин@sdmsi.com

NOTICE OF CANCELLATION
and
CERTIFIED STATEMENT OF RESULTS
§1-13.5-513(6), 32-1-104, 1-11-103(3) C.R.S.

NOTICE IS HEREBY GIVEN by the Colorado International Center Metropolitan District No. 13, City and County of Denver, Colorado, that at the close of business on the sixty-third day before the election, there were not more candidates for director than offices to be filled, including candidates filing affidavits of intent to be write-in candidates; therefore, the election to be held on May 5, 2020 is hereby canceled pursuant to section 1-13.5-513(6) C.R.S.

The following candidates are declared elected for the following terms of office:

<u>Name</u>	<u>Term</u>
Andrew Klein	Second Regular Election, May 2023
Kevin Smith	Second Regular Election, May 2023
Vacant	Next Regular Election, May 2022

/s/ Ann Finn
(Designated Election Official)

Contact Person for the District:	Ann Finn
Telephone Number of the District:	303-987-0835
Address of the District:	141 Union Boulevard, Suite 150, Lakewood, CO 80228
District Facsimile Number:	303-987-2032
District Email:	afinn@sdmsi.com

NOTICE OF CANCELLATION
and
CERTIFIED STATEMENT OF RESULTS
§1-13.5-513(6), 32-1-104, 1-11-103(3) C.R.S.

NOTICE IS HEREBY GIVEN by the Colorado International Center Metropolitan District No. 14, City and County of Denver, Colorado, that at the close of business on the sixty-third day before the election, there were not more candidates for director than offices to be filled, including candidates filing affidavits of intent to be write-in candidates; therefore, the election to be held on May 5, 2020 is hereby canceled pursuant to section 1-13.5-513(6) C.R.S.

The following candidates are declared elected for the following terms of office:

<u>Name</u>	<u>Term</u>
Andrew Klein	Second Regular Election, May 2023
Kevin Smith	Second Regular Election, May 2023
Vacant	Next Regular Election, May 2022

/s/ Ann Finn
(Designated Election Official)

Contact Person for the District:	Ann Finn
Telephone Number of the District:	303-987-0835
Address of the District:	141 Union Boulevard, Suite 150, Lakewood, CO 80228
District Facsimile Number:	303-987-2032
District Email:	afinn@sdmsi.com

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE DENVER HIGH POINT AT DIA METROPOLITAN DISTRICT HELD OCTOBER 21, 2019

A Special Meeting of the Board of Directors (referred to hereafter as the "Board") of the Denver High Point at DIA Metropolitan District (referred to hereafter as the "District") was convened on Monday, the 21st day of October, 2019, at 10:00 a.m., at the offices of Westside Investment Partners, Inc., 4100 East Mississippi Avenue, Suite 500, Glendale, Colorado 80246. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Kevin Smith
Otis Moore, III
Theodore Laudick

Following discussion, upon motion duly made by Director Moore, seconded by Director Smith and, upon vote, unanimously carried, the absence of Director Klein was excused, and Director Smith was appointed Acting President for the purposes of this meeting only.

Also In Attendance Were:

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

Debra Sedgeley; 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. Ms. Finn 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. Finn distributed for the Board's review and approval a proposed Agenda for the District's Special Meeting.

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

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Minutes: The Board reviewed the Minutes of the July 8, 2019 Regular Meeting.

Following discussion, upon motion duly made by Director Moore, seconded by Director Smith and, upon vote, unanimously carried, the Board approved the Minutes of the July 8, 2019 Regular Meeting.

Board Vacancy: The Board entered into discussion regarding the vacancy on the Board of Directors. It was noted that there were no interested eligible candidates at this time.

Legislative Posting Change: Ms. Finn discussed with the Board new legislation regarding posting meeting notices and establishment of a website. Following discussion, the Board directed staff to establish a website for the District, pursuant to the resolution being considered next on the agenda.

Resolution No. 2019-10-01; Resolution Establishing Regular Meeting Dates, Time and Location, Establish District Website, and Designating Locations for Posting of 24-Hour Notices: Ms. Finn discussed with the Board Resolution No. 2019-10-01; Resolution Establishing Regular Meeting Dates, Time and Location, Establish District Website, and Designating Locations for Posting of 24-Hour Notices.

The Board determined to meet at 10:00 a.m. on February 10, 2020, May 11, 2020, July 13, 2020 and October 26, 2020 at the Westside Investment Partners, Inc., 4100 East Mississippi Avenue, Suite 500, Glendale, Colorado.

Following discussion, upon motion duly made by Director Moore, seconded by Director Smith and, upon vote, unanimously carried, the Board adopted Resolution No. 2019-10-01; Establishing Regular Meeting Dates, Time and Location, Establishing District Website, and Designating Location for 24-Hour Notices.

§32-1-809, C.R.S. Reporting Requirements, Mode of Eligible Elector Notification for 2020: The Board discussed §32-1-809, C.R.S. reporting requirements and mode of eligible elector notification for 2020.

Following discussion, upon motion duly made by Director Moore, seconded by Director Smith and, upon vote, unanimously carried, the Board determined to post the required transparency notice information on the Special District Association's website and the District website once it has been created.

Insurance Coverage: Ms. Finn discussed with the Board insurance renewal, insurance schedules, and renewal of the Special District Association membership.

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Following discussion, upon motion duly made by Director Moore, seconded by Director Smith and, upon vote, unanimously carried, the Board directed Ms. Finn to take the necessary actions to renew the District's insurance coverage and Special District Association membership.

**PUBLIC
COMMENTS**

There were no public comments.

**FINANCIAL
MATTERS**

Claims: The Board considered ratifying the approval of the payment of claims for the period of July 24, 2019 through September 20, 2019.

Funds	
General	\$ 68,082.80
Capital Projects	\$ 2,981,918.86
Regional Capital Projects	\$ -0-
Total Claims	\$ 3,050,001.66

Following discussion, upon motion duly made by Director Smith, seconded by Director Moore and, upon vote, unanimously carried, the Board ratified approval of the payment of claims in the amount of \$3,050,001.66.

The Board considered approval of the payment of claims through the period ending October 17, 2019.

Funds	
General	\$ 10,919.03
Capital Projects	\$ 836,704.32
Regional Capital Projects	\$ -0-
Total Claims	\$ 847,623.35

Following discussion, upon motion duly made by Director Moore, seconded by Director Smith and, upon vote, unanimously carried, the Board approved the payment of claims in the amount of \$847,623.35.

Unaudited Financial Statements: Ms. Sedgeley discussed with the Board the unaudited financial statements, dated September 30, 2019 and the schedule of cash position, dated September 30, 2019, updated as of October 18, 2019.

Following discussion, upon motion duly made by Director Smith, seconded by Director Moore and, upon vote, unanimously carried, the Board accepted the unaudited financial statements, September 30, 2019 and the schedule of cash

RECORD OF PROCEEDINGS

position, dated September 30, 2019, updated as of October 18, 2019, as presented.

2019 Audit: The Board reviewed the proposal from Schilling & Company, Inc. to perform the 2019 Audit.

Following discussion, upon motion duly made by Director Laudick, seconded by Director Smith and, upon vote, unanimously carried, the Board approved the engagement of Schilling & Company, Inc. to perform the 2019 Audit, for an amount not to exceed \$4,100.

2019 Budget Amendment Hearing: The Acting President opened the public hearing to consider a Resolution to Amend the 2019 Budget and discuss related issues.

It was noted that publication of a Notice stating that the Board would consider adoption of a Resolution to Amend the 2019 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 Acting President closed the public hearing.

The Board determined that an amendment to the 2019 Budget was not necessary.

2020 Budget Hearing: The Acting President opened the public hearing to consider the proposed 2020 Budget and discuss related issues.

It was noted that publication of a Notice stating that the Board would consider adoption of the 2020 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 Acting President closed the public hearing.

Ms. Sedgeley reviewed the estimated year-end 2019 revenues and expenditures and the proposed 2020 estimated revenues and expenditures.

Following discussion, the Board considered the adoption of Resolution No. 2019-10-02 to Adopt the 2020 Budget and Appropriate Sums of Money and Resolution No. 2019-10-03 to Set Mill Levies (for the General Fund at 0.000 mills, the Debt Service Fund at 0.000 mills, and for Contractual Obligations - Regional at 15.000 mills, for a total mill levy of 15.000 mills). Upon motion duly made by Director Smith, seconded by Director Moore 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, 2019. Ms. Finn was authorized to transmit the Certification of Mill Levies to the

RECORD OF PROCEEDINGS

Division of Local Government not later than December 15, 2019. Ms. Finn was also authorized to transmit the Certification of Budget to the Division of Local Government not later than January 30, 2020. Copies of the adopted Resolutions are 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 Smith, seconded by Director Moore 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.

Preparation of the 2021 Budget: The Board discussed preparation of the 2021 Budget.

Following discussion, upon motion duly made by Director Smith, seconded by Director Moore, and upon vote, unanimously carried, the Board appointed the District Accountant to prepare the 2021 Budget.

LEGAL MATTERS

Election Resolution: The Board discussed Resolution No. 2019-10-04; Resolution Calling a Regular Election for Directors on May 5, 2020, 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 Smith, seconded by Director Laudick and, upon vote, unanimously carried, the Board adopted Resolution No. 2019-10-04; Resolution Calling a Regular Election for Directors on May 5, 2020, appointing the 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.

CONSTRUCTION MATTERS

Status of Construction Projects: Director Laudick reported to the Board the status of Constructions Projects.

High Point at DIA Filing No. 2/High Point Boulevard Infrastructure Project: The Board reviewed a proposal from All Phase Landscape Construction, Inc. for the Pond 800 Irrigation Improvement Project.

Following discussion, upon motion duly made by Director Smith, seconded by

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Director Laudick and, upon vote, unanimously carried, the Board approved the proposal from All Phase Landscape Construction, Inc. for the Pond 800 Irrigation Improvement Project, for an amount not to exceed \$52,000.

It was noted that the Urban Drainage and Flood Control District will maintain the pond upon final acceptance of the improvement.

Repairs Relative to Phillips 66 Gas Line Relocation Project: The Board discussed the status of repairs to Phillips 66 Gas Line Relocation Project. It was noted that a Right of Way Contract and a Pipeline Easement were being entered into between ACM High Point VI LLC and Phillips 66 Pipeline LLC.

Reimbursement Agreement between the District and Conoco Phillips Pipeline Company: Director Laudick reported to the Board that the reimbursement has received.

OPERATIONS AND MAINTENANCE

Service Agreement for Denver High Point at DIA Landscape Maintenance Between the District and All Phase Landscape Construction, Inc.: The Board reviewed the proposed Service Agreement for Denver High Point at DIA Landscape Maintenance between the District and All Phase Landscape Construction, Inc.

Following discussion, upon motion duly made by Director Smith, seconded by Director Moore and, upon vote, unanimously carried, the Board approved the Service Agreement for Denver High Point at DIA Landscape Maintenance between the District and All Phase Landscape Construction, Inc.

Service Agreement for Denver High Point at DIA Snow Removal Services between the District and All Phase Landscape Construction, Inc.: The Board reviewed the proposed Service Agreement for Denver High Point at DIA Snow Removal Services between the District and All Phase Landscape Construction, Inc.

Following discussion, upon motion duly made by Director Smith, seconded by Director Moore and, upon vote, unanimously carried, the Board approved the Service Agreement for Denver High Point at DIA Snow Removal Services between the District and All Phase Landscape Construction, Inc.

OTHER BUSINESS

There was no other business.

ADJOURNMENT

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

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Respectfully submitted,

By: _____
Secretary for the Meeting

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 13 HELD OCTOBER 21, 2019

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 21st day of October, 2019, at 10:00 a.m., at the offices of Westside Investment Partners, Inc., 4100 East Mississippi Avenue, Suite 500, Glendale, Colorado 80246. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Kevin Smith
Otis Moore, III
Theodore Laudick

Following discussion, upon motion duly made by Director Moore, seconded by Director Smith and, upon vote, unanimously carried, the absence of Director Klein was excused, and Director Smith was appointed Acting President for the purposes of this meeting only.

Also In Attendance Were:

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

Debra Sedgely; 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. Ms. Finn 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. Finn distributed for the Board's review and approval a proposed Agenda for the District's Special Meeting.

RECORD OF PROCEEDINGS

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

Minutes: The Board reviewed the Minutes of the July 8, 2019 Regular Meeting.

Following discussion, upon motion duly made by Director Moore, seconded by Director Smith and, upon vote, unanimously carried, the Board approved the Minutes of the July 8, 2019 Regular Meeting.

Board Vacancy: The Board entered into discussion regarding the vacancy on the Board of Directors. It was noted that there were no interested eligible candidates at this time.

Legislative Posting Change: Ms. Finn discussed with the Board new legislation regarding posting meeting notices and establishment of a website. Following discussion, the Board directed staff to establish a website for the District, pursuant to the resolution being considered next on the agenda.

Resolution No. 2019-10-01; Resolution Establishing Regular Meeting Dates, Time and Location, Establish District Website, and Designating Locations for Posting of 24-Hour Notices: Ms. Finn discussed with the Board Resolution No. 2019-10-01; Resolution Establishing Regular Meeting Dates, Time and Location, Establish District Website, and Designating Locations for Posting of 24-Hour Notices.

The Board determined to meet at 10:00 a.m. on February 10, 2020, May 11, 2020, July 13, 2020 and October 26, 2020 at the Westside Investment Partners, Inc., 4100 East Mississippi Avenue, Suite 500, Glendale, Colorado.

Following discussion, upon motion duly made by Director Moore, seconded by Director Smith and, upon vote, unanimously carried, the Board adopted Resolution No. 2019-10-01; Establishing Regular Meeting Dates, Time and Location, Establishing District Website, and Designating Location for 24-Hour Notices.

§32-1-809, C.R.S. Reporting Requirements, Mode of Eligible Elector Notification for 2020: The Board discussed §32-1-809, C.R.S. reporting requirements and mode of eligible elector notification for 2020.

Following discussion, upon motion duly made by Director Moore, seconded by Director Smith and, upon vote, unanimously carried, the Board determined to post the required transparency notice information on the Special District Association's website and the District website once it has been created.

RECORD OF PROCEEDINGS

Insurance Coverage: Ms. Finn discussed with the Board insurance renewal, insurance schedules, and renewal of the Special District Association membership.

Following discussion, upon motion duly made by Director Moore, seconded by Director Smith and, upon vote, unanimously carried, the Board directed Ms. Finn to take the necessary actions to renew the District's insurance coverage and Special District Association membership.

PUBLIC COMMENTS

There were no public comments.

FINANCIAL MATTERS

2019 Application for Exemption from Audit: The Board authorized the engagement of the District Accountant to prepare and file the Application for Exemption from Audit for 2019 with the State Auditor.

2019 Budget Amendment Hearing: The Acting President opened the public hearing to consider a Resolution to Amend the 2019 Budget and discuss related issues.

It was noted that publication of a Notice stating that the Board would consider adoption of a Resolution to Amend the 2019 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 Acting President closed the public hearing.

The Board determined that an amendment to the 2019 Budget was not necessary.

2020 Budget Hearing: The Acting President opened the public hearing to consider the proposed 2020 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider adoption of the 2020 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 Acting President closed the public hearing.

Ms. Sedgeley reviewed the estimated year-end 2019 revenues and expenditures and the proposed 2020 estimated revenues and expenditures.

Following discussion, the Board considered adoption of Resolution No. 2019-10-02 to Adopt the 2020 Budget and Appropriate Sums of Money and Resolution No. 2019-10-03 to Set Mill Levies (for the General Fund at 11.133 mills, the Debt Service Fund at 0.000 mills, and for Contractual Obligations at 70.664 mills, for a

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total mill levy of 81.797 mills). Upon motion duly made by Director Smith, seconded by Director Moore 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, 2019. Ms. Finn was authorized to transmit the Certification of Mill Levies to the Division of Local Government not later than December 15, 2019. Ms. Finn was also authorized to transmit the Certification of Budget to the Division of Local Government not later than January 30, 2020. Copies of the adopted Resolutions are 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 Smith, seconded by Director Moore 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.

Preparation of the 2021 Budget: The Board discussed preparation of the 2021 Budget.

Following discussion, upon motion duly made by Director Smith, seconded by Director Moore, and upon vote, unanimously carried, the Board appointed the District Accountant to prepare the 2021 Budget.

LEGAL MATTERS

Election Resolution: The Board discussed Resolution No. 2019-10-04; Resolution Calling a Regular Election for Directors on May 5, 2020, 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 Smith, seconded by Director Laudick and, upon vote, unanimously carried, the Board adopted Resolution No. 2019-10-04; Resolution Calling a Regular Election for Directors on May 5, 2020, appointing the 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.

CONSTRUCTION MATTERS

Partial Subordination of Utility Interests by and among ACM High Point VI LLC, the District, and AT&T Corporation: The Board reviewed the Partial

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Subordination of Utility Interests by and among ACM High Point VI LLC, the District, and AT&T Corporation.

Following discussion, upon motion duly made by Director Smith, seconded by Director Moore and, upon vote, unanimously carried, the Board ratified approval of the Partial Subordination of Utility Interests by and among ACM High Point VI LLC, the District, and AT&T Corporation.

OTHER BUSINESS

There was no other business.

ADJOURNMENT

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

Respectfully submitted,

By: _____
Secretary for the Meeting

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 14 HELD OCTOBER 21, 2019

A Special Meeting of the Board of Directors (referred to hereafter as the "Board") of the Colorado International Center Metropolitan District No. 14 (referred to hereafter as the "District") was convened on Monday, the 21st day of October, at 10:00 a.m., at the offices of Westside Investment Partners, Inc., 4100 East Mississippi Avenue, Suite 500, Glendale, Colorado 80246. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Kevin Smith
Otis Moore, III
Theodore Laudick

Following discussion, upon motion duly made by Director Moore, seconded by Director Smith and, upon vote, unanimously carried, the absence of Director Klein was excused, and Director Smith was appointed Acting President for the purposes of this meeting only.

Also In Attendance Were:

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

Debra Sedgely; 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. Ms. Finn 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. Finn distributed for the Board's review and approval a proposed Agenda for the District's Special Meeting.

RECORD OF PROCEEDINGS

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

Minutes: The Board reviewed the Minutes of the July 8, 2019 Regular Meeting.

Following discussion, upon motion duly made by Director Moore, seconded by Director Smith and, upon vote, unanimously carried, the Board approved the Minutes of the July 8, 2019 Regular Meeting.

Board Vacancy: The Board entered into discussion regarding the vacancy on the Board of Directors. It was noted that there were no interested eligible candidates at this time.

Legislative Posting Change: Ms. Finn discussed with the Board new legislation regarding posting meeting notices and establishment of a website. Following discussion, the Board directed staff to establish a website for the District, pursuant to the resolution being considered next on the agenda.

Resolution No. 2019-10-01; Resolution Establishing Regular Meeting Dates, Time and Location, Establish District Website, and Designating Locations for Posting of 24-Hour Notices: Ms. Finn discussed with the Board Resolution No. 2019-10-01; Resolution Establishing Regular Meeting Dates, Time and Location, Establish District Website, and Designating Locations for Posting of 24-Hour Notices.

The Board determined to meet at 10:00 a.m. on February 10, 2020, May 11, 2020, July 13, 2020 and October 26, 2020 at the Westside Investment Partners, Inc., 4100 East Mississippi Avenue, Suite 500, Glendale, Colorado.

Following discussion, upon motion duly made by Director Moore, seconded by Director Smith and, upon vote, unanimously carried, the Board adopted Resolution No. 2019-10-01; Establishing Regular Meeting Dates, Time and Location, Establishing District Website, and Designating Location for 24-Hour Notices.

§32-1-809, C.R.S. Reporting Requirements, Mode of Eligible Elector Notification for 2020: The Board discussed §32-1-809, C.R.S. reporting requirements and mode of eligible elector notification for 2020.

Following discussion, upon motion duly made by Director Moore, seconded by Director Smith and, upon vote, unanimously carried, the Board determined to post the required transparency notice information on the Special District Association's website and the District website once it has been created.

RECORD OF PROCEEDINGS

Insurance Coverage: Ms. Finn discussed with the Board insurance renewal, insurance schedules, and renewal of the Special District Association membership.

Following discussion, upon motion duly made by Director Moore, seconded by Director Smith and, upon vote, unanimously carried, the Board directed Ms. Finn to take the necessary actions to renew the District's insurance coverage and Special District Association membership.

**PUBLIC
COMMENTS**

There were no public comments at this time.

**FINANCIAL
MATTERS**

Claims: The Board considered ratifying the approval of the payment of claims for the period of July 24, 2019 through September 20, 2019.

Funds	
General	\$ 68,082.80
Capital Projects	\$ 2,981,918.86
Regional Capital Projects	\$ -0-
Total Claims	\$ 3,050,001.66

Following discussion, upon motion duly made by Director Smith, seconded by Director Moore and, upon vote, unanimously carried, the Board ratified approval of the payment of claims in the amount of \$3,050,001.66.

The Board considered approval of the payment of claims through the period ending October 17, 2019.

Funds	
General	\$ 10,919.03
Capital Projects	\$ 836,704.32
Regional Capital Projects	\$ -0-
Total Claims	\$ 847,623.35

Following discussion, upon motion duly made by Director Moore, seconded by Director Smith and, upon vote, unanimously carried, the Board approved the payment of claims in the amount of \$847,623.35.

Unaudited Financial Statements: Ms. Sedgeley discussed with the Board the unaudited financial statements, dated September 30, 2019 and the schedule of cash position, dated September 30, 2019, updated as of October 18, 2019.

RECORD OF PROCEEDINGS

Following discussion, upon motion duly made by Director Smith, seconded by Director Moore and, upon vote, unanimously carried, the Board accepted the unaudited financial statements, September 30, 2019 and the schedule of cash position, dated September 30, 2019, updated as of October 18, 2019, as presented

2019 Audit: The Board reviewed the proposal from Schilling & Company, Inc. to perform the 2019 Audit.

Following discussion, upon motion duly made by Director Laudick, seconded by Director Smith and, upon vote, unanimously carried, the Board approved the engagement of Schilling & Company, Inc. to perform the 2019 Audit, for an amount not to exceed \$3,600.

2019 Budget Amendment Hearing: The Acting President opened the public hearing to consider a Resolution to Amend the 2019 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider adoption of a Resolution to Amend the 2019 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 Acting President closed the public hearing.

The Board determined that an amendment to the 2019 Budget was not necessary

2020 Budget Hearing: The Acting President opened the public hearing to consider the proposed 2020 Budget and discuss related issues.

It was noted that publication of a Notice stating that the Board would consider adoption of the 2020 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 Acting President closed the public hearing.

Ms. Sedgeley reviewed the estimated year-end 2019 revenues and expenditures and the proposed 2020 estimated revenues and expenditures.

Following discussion, the Board considered the adoption of Resolution No. 2019-10-03 to Adopt the 2020 Budget and Appropriate Sums of Money and Resolution No. 2019-10-04 to Set Mill Levies (for the General Fund at 10.000 mills, the Debt Service Fund at 50.000 mills, and for Contractual Obligations - Regional at 15.000 mills, for a total mill levy of 75.000 mills). Upon motion duly made by Director Smith, seconded by Director Moore and, upon vote, unanimously carried, the Resolutions were adopted, as discussed, and execution of the Certification of

RECORD OF PROCEEDINGS

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, 2019. Ms. Finn was authorized to transmit the Certification of Mill Levies to the Division of Local Government not later than December 15, 2019. Ms. Finn was also authorized to transmit the Certification of Budget to the Division of Local Government not later than January 30, 2020. Copies of the adopted Resolutions are 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 Smith, seconded by Director Moore 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.

Preparation of the 2021 Budget: The Board discussed preparation of the 2021 Budget.

Following discussion, upon motion duly made by Director Smith, seconded by Director Moore, and upon vote, unanimously carried, the Board appointed the District Accountant to prepare the 2021 Budget.

LEGAL MATTERS

Election Resolution: The Board discussed Resolution No. 2019-10-05; Resolution Calling a Regular Election for Directors on May 5, 2020, 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 Smith, seconded by Director Laudick and, upon vote, unanimously carried, the Board adopted Resolution No. 2019-10-05; Resolution Calling a Regular Election for Directors on May 5, 2020, appointing the 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.

CONSTRUCTION MATTERS

There were no construction matters at this time.

OTHER BUSINESS

There was no other business.

RECORD OF PROCEEDINGS

ADJOURNMENT

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

Respectfully submitted,

By: _____
Secretary for the Meeting

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE DENVER HIGH POINT AT DIA METROPOLITAN DISTRICT HELD MARCH 11, 2020

A special meeting of the Board of Directors (referred to hereafter as the "Board") of the Denver High Point at DIA Metropolitan District (referred to hereafter as the "District") was convened on Wednesday, the 11th day of March, 2020, at 2:00 p.m., at the offices of Westside Investment Partners, Inc., 4100 East Mississippi Avenue, Suite 500, Glendale, Colorado 80246. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Andrew Klein
Kevin Smith
Otis Moore, III
Theodore Laudick

Also In Attendance Were:

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

Jon Hoistad, Esq.; McGeady Becher P.C.

Debra Sedgeley; 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. Ms. Finn 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. Finn distributed for the Board's review and approval a proposed Agenda for the District's Special Meeting.

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

RECORD OF PROCEEDINGS

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.

Following discussion, upon motion duly made by Director Moore, seconded by Director Smith and, upon vote, unanimously carried, the Board determined that because there was not a suitable or convenient location within its boundaries to conduct this meeting, it was determined to conduct the meeting at the above-stated location, which is within 20 miles of the District. The Board further noted that notice of the time, date and location of the meeting was duly posted, and that no objections to the location or any requests that the meeting place be changed were received from taxpaying electors within the District's boundaries.

**PUBLIC
COMMENTS**

There were no public comments.

**CAPITAL
MATTERS**

Facilities Acquisition Agreement among Denver High Point at DIA Metropolitan District, Colorado International Center Metropolitan District No. 13 and William Lyon Homes, Inc.: The Board discussed the Facilities Acquisition Agreement among Denver High Point at DIA Metropolitan District, Colorado International Center Metropolitan District No. 13 and William Lyon Homes, Inc.

Following discussion, upon motion duly made by Director Smith, seconded by Director Moore and, upon vote, unanimously carried, the Board approved the Facilities Acquisition Agreement among Denver High Point at DIA Metropolitan District, Colorado International Center Metropolitan District No. 13 and William Lyon Homes, Inc.

Service Agreement for Independent Engineer's Report and Cost Verification Services by and between Denver High Point at DIA Metropolitan District, Colorado International Center Metropolitan District No. 13 and Schedio Group LLC: The Board reviewed the Service Agreement for Independent Engineer's Report and Cost Verification Services by and between Denver High Point at DIA Metropolitan District, Colorado International Center Metropolitan District No. 13 and Schedio Group LLC.

Following discussion, upon motion duly made by Director Moore, seconded by Director Smith and, upon vote, unanimously carried, the Board ratified approval of the Service Agreement for Independent Engineer's Report and Cost Verification Services by and between Denver High Point at DIA Metropolitan District, Colorado International Center Metropolitan District No. 13 and Schedio Group LLC.

RECORD OF PROCEEDINGS

Engineer's Report and Verification of Costs Associated with Public Improvements Report No. 1 (High Point Filing No. 3) prepared by Schedio Group LLC: The Board discussed the Engineer's Report and Verification of Costs Associated with Public Improvements Report No. 1 (High Point Filing No. 3) prepared by Schedio Group LLC.

Following discussion, upon motion duly made by Director Moore, 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. 1 (High Point Filing No. 3) prepared by Schedio Group LLC, for the amount of \$1,539,097.09.

Allocation of Costs between Denver High Point at DIA Metropolitan District and Colorado International Center Metropolitan District No. 13: The Board reviewed the allocation of costs between Denver High Point at DIA Metropolitan District and Colorado International Center Metropolitan District No. 13.

Following discussion, upon motion duly made by Director Moore, seconded by Director Laudick and, upon vote, unanimously carried, the Board ratified approval of the allocation of costs between Denver High Point at DIA Metropolitan District and Colorado International Center Metropolitan District No. 13.

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: 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.

Following discussion, upon motion duly made by Director Moore, seconded by Director Smith 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.

FINANCIAL MATTERS

Claims: The Board reviewed the Cash Position Schedule, dated December 31, 2019, updated as of March 9, 2020, and the payment of claims for the period ending October 17, 2019 through March 18, 2020, as follows:

RECORD OF PROCEEDINGS

Funds	
General	\$ 71,885.98
Capital Projects	\$ 5,410,075.96
Regional Capital Projects	\$ -0-
Total Claims	\$ 5,481,961.94

Following discussion, upon motion duly made by Director Smith, seconded by Director Moore and, upon vote, unanimously carried, the Board accepted the Cash Position Schedule, dated December 31, 2019, updated as of March 9, 2020 and ratified approval of the payment of claims for the period ending March 18, 2020, as presented.

OTHER BUSINESS

There were no other business matters at this time.

ADJOURNMENT

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

Respectfully submitted,

By: _____
Secretary for the Meeting

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 13 HELD MARCH 11, 2020

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 Wednesday, the 11th day of March, 2020, at 2:00 p.m., at the offices of Westside Investment Partners, Inc., 4100 East Mississippi Avenue, Suite 500, Glendale, Colorado 80246. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Andrew Klein
Kevin Smith
Otis Moore, III
Theodore Laudick

Also In Attendance Were:

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

Jon Hoistad, Esq.; McGeady Becher P.C.

Debra Sedgeley; 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. Ms. Finn 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. Finn distributed for the Board's review and approval a proposed Agenda for the District's Special Meeting.

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

RECORD OF PROCEEDINGS

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.

Following discussion, upon motion duly made by Director Moore, seconded by Director Smith and, upon vote, unanimously carried, the Board determined that because there was not a suitable or convenient location within its boundaries to conduct this meeting, it was determined to conduct the meeting at the above-stated location, which is within 20 miles of the District. The Board further noted that notice of the time, date and location of the meeting was duly posted, and that no objections to the location or any requests that the meeting place be changed were received from taxpaying electors within the District's boundaries.

PUBLIC COMMENTS

There were no public comments.

FINANCIAL MATTERS

2019 Application for Exemption from Audit: The Board reviewed the 2019 Application for Exemption from Audit.

Following review and discussion, upon motion duly made by Director Moore, seconded by Director Laudick and, upon vote, unanimously carried, the Board approved the execution and filing of the Application for Exemption from Audit for 2019.

CAPITAL MATTERS

Facilities Acquisition Agreement among Denver High Point at DIA Metropolitan District, Colorado International Center Metropolitan District No. 13 and William Lyon Homes, Inc.: The Board discussed the Facilities Acquisition Agreement among Denver High Point at DIA Metropolitan District, Colorado International Center Metropolitan District No. 13 and William Lyon Homes, Inc.

Following discussion, upon motion duly made by Director Smith, seconded by Director Moore and, upon vote, unanimously carried, the Board approved the Facilities Acquisition Agreement among Denver High Point at DIA Metropolitan District, Colorado International Center Metropolitan District No. 13 and William Lyon Homes, Inc.

Service Agreement for Independent Engineer's Report and Cost Verification Services by and between Denver High Point at DIA Metropolitan District, Colorado International Center Metropolitan District No. 13 and Schedio Group LLC: The Board reviewed the Service Agreement for Independent Engineer's Report and Cost Verification Services by and between Denver High

RECORD OF PROCEEDINGS

Point at DIA Metropolitan District, Colorado International Center Metropolitan District No. 13 and Schedio Group LLC.

Following discussion, upon motion duly made by Director Moore, seconded by Director Smith and, upon vote, unanimously carried, the Board ratified approval of the Service Agreement for Independent Engineer's Report and Cost Verification Services by and between Denver High Point at DIA Metropolitan District, Colorado International Center Metropolitan District No. 13 and Schedio Group LLC.

Engineer's Report and Verification of Costs Associated with Public Improvements Report prepared by Schedio Group LLC: The Board discussed the Engineer's Report and Verification of Costs Associated with Public Improvements Report No. 1 (High Point Filing No. 3) prepared by Schedio Group LLC.

Following discussion, upon motion duly made by Director Moore, 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. 1 (High Point Filing No. 3) prepared by Schedio Group LLC, for the amount of \$1,539,097.09.

Allocation of Costs between Denver High Point at DIA Metropolitan District and Colorado International Center Metropolitan District No. 13: The Board reviewed the allocation of costs between Denver High Point at DIA Metropolitan District and Colorado International Center Metropolitan District No. 13.

Following discussion, upon motion duly made by Director Moore, seconded by Director Laudick and, upon vote, unanimously carried, the Board ratified approval of the allocation of costs between Denver High Point at DIA Metropolitan District and Colorado International Center Metropolitan District No. 13.

OTHER BUSINESS

There were no other business matters at this time.

ADJOURNMENT

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

Respectfully submitted,

By: _____
Secretary for the Meeting

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE DENVER HIGH POINT AT DIA METROPOLITAN DISTRICT HELD APRIL 24, 2020

A special meeting of the Board of Directors (referred to hereafter as the "Board") of the Denver High Point at DIA Metropolitan District (referred to hereafter as the "District") was convened on Friday, the 24th day of April, 2020, at 1:00 p.m. The meeting was open to the public.

The meeting was held via conference call due to the State of Emergency declared by Governor Polis and Public Health Order 20-23 Implementing Social Distancing Measures, and the threat posed by the COVID-19 coronavirus.

ATTENDANCE

Directors In Attendance Were:

Andrew Klein
Kevin Smith
Otis Moore, III
Theodore Laudick

Also In Attendance Were:

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

Megan Becher Esq., and Jon Hoistad, Esq.; McGeady Becher P.C.

Debra Sedgeley; 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. Ms. Finn 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. Finn distributed for the Board's review and approval a proposed Agenda for the District's Special Meeting.

RECORD OF PROCEEDINGS

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

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 that, 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, the meeting would be held by telephonic means without any individuals (neither District Representatives nor the General Public) attending in person. Ms. Finn reported that notice 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 taxpaying electors within the District boundaries have been received.

There were no public comments.

PUBLIC COMMENTS

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. 2 (High Point Filing No. 3), prepared by Schedio Group LLC.

Following discussion, upon motion duly made by Director Smith, seconded by Director Moore and, upon vote, unanimously carried, the Board approved the Engineer's Report and Verification of Costs Associated with Public Improvements Report No. 2 (High Point Filing No. 3) prepared by Schedio Group LLC, for the amount of \$365,194.50.

Allocation of Costs between Denver High Point at DIA Metropolitan District and Colorado International Center Metropolitan District No. 13: The Board reviewed the allocation of costs between Denver High Point at DIA Metropolitan District and Colorado International Center Metropolitan District No. 13.

Following discussion, upon motion duly made by Director Moore, seconded by Director Laudick and, upon vote, unanimously carried, the Board approved the allocation of costs between Denver High Point at DIA Metropolitan District and Colorado International Center Metropolitan District No. 13.

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: The Board

RECORD OF PROCEEDINGS

discussed 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.

Following discussion, upon motion duly made by Director Smith, seconded by Director Laudick and, upon vote, unanimously carried, the Board approved 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.

OTHER BUSINESS

There were no other business matters at this time.

ADJOURNMENT

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

Respectfully submitted,

By: _____
Secretary for the Meeting

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 13 HELD APRIL 24, 2020

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 Friday, the 24th day of April, 2020, at 1:00 p.m. The meeting was open to the public.

The meeting was held via conference call due to the State of Emergency declared by Governor Polis and Public Health Order 20-23 Implementing Social Distancing Measures, and threat posed by the COVID-19 coronavirus.

ATTENDANCE

Directors In Attendance Were:

Andrew Klein
Kevin Smith
Otis Moore, III
Theodore Laudick

Also In Attendance Were:

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

Megan Becker, Esq. and Jon Hoistad, Esq.; McGeady Becher P.C.

Debra Sedgeley; 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. Ms. Finn 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. Finn distributed for the Board's review and approval a proposed Agenda for the District's Special Meeting.

RECORD OF PROCEEDINGS

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

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 that, 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, the meeting would be held by telephonic means without any individuals (neither District Representatives nor the General Public) attending in person. Ms. Finn reported that notice 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 taxpaying electors within the District boundaries have been received.

There were no public comments.

PUBLIC COMMENTS

CAPITAL MATTERS

Engineer's Report and Verification of Costs Associated with Public Improvements Report prepared by Schedio Group LLC: The Board discussed the Engineer's Report and Verification of Costs Associated with Public Improvements Report No. 2 (High Point Filing No. 3) prepared by Schedio Group LLC.

Following discussion, upon motion duly made by Director Smith, seconded by Director Moore and, upon vote, unanimously carried, the Board approved the Engineer's Report and Verification of Costs Associated with Public Improvements Report No. 2 (High Point Filing No. 3) prepared by Schedio Group LLC, for the amount of \$365,194.50.

Allocation of Costs between Denver High Point at DIA Metropolitan District and Colorado International Center Metropolitan District No. 13: The Board reviewed the allocation of costs between Denver High Point at DIA Metropolitan District and Colorado International Center Metropolitan District No. 13.

Following discussion, upon motion duly made by Director Moore, seconded by Director Laudick and, upon vote, unanimously carried, the Board approved the allocation of costs between Denver High Point at DIA Metropolitan District and Colorado International Center Metropolitan District No. 13.

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: The Board

RECORD OF PROCEEDINGS

discussed 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.

Following discussion, upon motion duly made by Director Smith, seconded by Director Laudick and, upon vote, unanimously carried, the Board approved 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.

Resolution Regarding Acceptance of District Eligible Costs for Requisition No. 34:
The Board considered adoption of a Resolution Regarding Acceptance of District Eligible Costs for Requisition No. 34.

Following discussion, upon motion duly made by Director Smith, seconded by Director Moore and, upon vote, unanimously carried, the Board adopted the Resolution Regarding Acceptance of District Eligible Costs for Requisition No. 34.

OTHER BUSINESS

There were no other business matters at this time.

ADJOURNMENT

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

Respectfully submitted,

By: _____
Secretary for the Meeting

RESOLUTION NO. 2020 - 05 - ____

**RESOLUTION OF THE BOARD OF DIRECTORS OF
THE DENVER HIGH POINT AT DIA METROPOLITAN DISTRICT
ESTABLISHING REGULAR MEETING DATES, TIME, AND LOCATION, AND
DESIGNATING LOCATION FOR POSTING OF 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)(I), 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 public place at which notice of the date, time and location of regular and special meetings ("**Notice of Meeting**") will be physically posted at least 24 hours prior to each meeting ("**Designated Public Place**"). A special district is deemed to have given full and timely notice of a regular or special meeting if it posts its Notice of Meeting at the Designated Public Place at least 24 hours prior to the meeting.

C. Pursuant to Section 24-6-402(2)(c)(III), C.R.S., special districts are relieved of the requirement to post the Notice of Meeting at the Designated Public Place, and are deemed to have given full and timely notice of a public meeting, if a special district posts the Notice of Meeting online at a public website of the special district ("**District Website**") at least 24 hours prior to each regular and special meeting

D. Pursuant to Section 24-6-402(2)(c)(III), C.R.S., if a special district is unable to post a Notice of Meeting on the District Website at least 24 hours prior to the meeting due to exigent or emergency circumstances, then it must physically post the Notice of Meeting at the Designated Public Place at least 24 hours prior to the meeting.

E. 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.

F. 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 Board of Directors of the Denver High Point at DIA Metropolitan District (the "**District**"), 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 Board of Directors (the “**District Board**”) has 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 of the twenty (20) mile radius requirement.

3. That regular meetings of the District Board for the year 2020 shall be held on _____ at _____, at the offices of _____ in the City and County of 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. That, if the District has established a District Website, the Notice of Meeting of the District Board shall be posted on the District Website at least 24 hours prior to each regular and special meeting pursuant to Section 24-6-402(2)(c)(III), C.R.S. and Section 32-1-903(2), C.R.S.

8. That, if the District has not yet established a District Website or is unable to post the Notice of Meeting on the District Website at least 24 hours prior to each meeting due to exigent or emergency circumstances, the Notice of Meeting shall be posted within the boundaries of the District at least 24 hours prior to each meeting, pursuant to Section 24-6-402(2)(c)(I) and (III), C.R.S., at the following Designated Public Place:

(a) _____.

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

[SIGNATURE PAGE FOLLOWS]

**SIGNATURE PAGE TO RESOLUTION ESTABLISHING REGULAR MEETING
DATES, TIME, AND LOCATION, AND DESIGNATING LOCATION FOR 24-HOUR
NOTICES**

RESOLUTION APPROVED AND ADOPTED on May 20, 2020.

**DENVER HIGH POINT AT DIA
METROPOLITAN DISTRICT**

By: _____
President

Attest:

Secretary

RESOLUTION NO. 2020-05-_____

**RESOLUTION OF THE BOARD OF DIRECTORS OF
THE COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 13
ESTABLISHING REGULAR MEETING DATES, TIME, AND LOCATION, AND
DESIGNATING LOCATION FOR POSTING OF 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)(I), 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 public place at which notice of the date, time and location of regular and special meetings ("**Notice of Meeting**") will be physically posted at least 24 hours prior to each meeting ("**Designated Public Place**"). A special district is deemed to have given full and timely notice of a regular or special meeting if it posts its Notice of Meeting at the Designated Public Place at least 24 hours prior to the meeting.

C. Pursuant to Section 24-6-402(2)(c)(III), C.R.S., special districts are relieved of the requirement to post the Notice of Meeting at the Designated Public Place, and are deemed to have given full and timely notice of a public meeting, if a special district posts the Notice of Meeting online at a public website of the special district ("**District Website**") at least 24 hours prior to each regular and special meeting

D. Pursuant to Section 24-6-402(2)(c)(III), C.R.S., if a special district is unable to post a Notice of Meeting on the District Website at least 24 hours prior to the meeting due to exigent or emergency circumstances, then it must physically post the Notice of Meeting at the Designated Public Place at least 24 hours prior to the meeting.

E. 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.

F. 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 Board of Directors of the Colorado International Center Metropolitan District No. 13 (the "**District**"), 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 Board of Directors (the “**District Board**”) has 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 of the twenty (20) mile radius requirement.

3. That regular meetings of the District Board for the year 2020 shall be held on _____ at _____, at the offices of _____ in City and County of 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. That, if the District has established a District Website, the Notice of Meeting of the District Board shall be posted on the District Website at least 24 hours prior to each regular and special meeting pursuant to Section 24-6-402(2)(c)(III), C.R.S. and Section 32-1-903(2), C.R.S.

8. That, if the District has not yet established a District Website or is unable to post the Notice of Meeting on the District Website at least 24 hours prior to each meeting due to exigent or emergency circumstances, the Notice of Meeting shall be posted within the boundaries of the District at least 24 hours prior to each meeting, pursuant to Section 24-6-402(2)(c)(I) and (III), C.R.S., at the following Designated Public Place:

(a) _____.

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

[SIGNATURE PAGE FOLLOWS]

**SIGNATURE PAGE TO RESOLUTION ESTABLISHING REGULAR MEETING
DATES, TIME, AND LOCATION, AND DESIGNATING LOCATION FOR 24-HOUR
NOTICES**

RESOLUTION APPROVED AND ADOPTED on May 20, 2020.

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

By: _____
President

Attest:

Secretary

RESOLUTION NO. 2020-05-____

**RESOLUTION OF THE BOARD OF DIRECTORS OF
THE COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 14
ESTABLISHING REGULAR MEETING DATES, TIME, AND LOCATION, AND
DESIGNATING LOCATION FOR POSTING OF 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)(I), 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 public place at which notice of the date, time and location of regular and special meetings ("**Notice of Meeting**") will be physically posted at least 24 hours prior to each meeting ("**Designated Public Place**"). A special district is deemed to have given full and timely notice of a regular or special meeting if it posts its Notice of Meeting at the Designated Public Place at least 24 hours prior to the meeting.

C. Pursuant to Section 24-6-402(2)(c)(III), C.R.S., special districts are relieved of the requirement to post the Notice of Meeting at the Designated Public Place, and are deemed to have given full and timely notice of a public meeting, if a special district posts the Notice of Meeting online at a public website of the special district ("**District Website**") at least 24 hours prior to each regular and special meeting

D. Pursuant to Section 24-6-402(2)(c)(III), C.R.S., if a special district is unable to post a Notice of Meeting on the District Website at least 24 hours prior to the meeting due to exigent or emergency circumstances, then it must physically post the Notice of Meeting at the Designated Public Place at least 24 hours prior to the meeting.

E. 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.

F. 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 Board of Directors of the Colorado International Center Metropolitan District No. 14 (the "**District**"), 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 Board of Directors (the “**District Board**”) has 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 of the twenty (20) mile radius requirement.

3. That regular meetings of the District Board for the year 2020 shall be held on _____ at _____, at the offices of _____ in City and County of 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. That, if the District has established a District Website, the Notice of Meeting of the District Board shall be posted on the District Website at least 24 hours prior to each regular and special meeting pursuant to Section 24-6-402(2)(c)(III), C.R.S. and Section 32-1-903(2), C.R.S.

8. That, if the District has not yet established a District Website or is unable to post the Notice of Meeting on the District Website at least 24 hours prior to each meeting due to exigent or emergency circumstances, the Notice of Meeting shall be posted within the boundaries of the District at least 24 hours prior to each meeting, pursuant to Section 24-6-402(2)(c)(I) and (III), C.R.S., at the following Designated Public Place:

(a) _____.

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

[SIGNATURE PAGE FOLLOWS]

**SIGNATURE PAGE TO RESOLUTION ESTABLISHING REGULAR MEETING
DATES, TIME, AND LOCATION, AND DESIGNATING LOCATION FOR 24-HOUR
NOTICES**

RESOLUTION APPROVED AND ADOPTED on May 20, 2020.

**COLORADO INTERNATIONAL
CENTER METROPOLITAN DISTRICT
NO. 14**

By: _____
President

Attest:

Secretary

FACILITIES ACQUISITION AGREEMENT

This **FACILITIES ACQUISITION AGREEMENT** (“**Agreement**”) is made and entered into this [____] day of ___, March, 2020 (“**Effective Date**”), by and between **DENVER HIGH POINT AT DIA METROPOLITAN DISTRICT**, a quasi-municipal corporation and political subdivision of the State of Colorado (“**Master District**”); **COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 13**, a quasi-municipal corporation and political subdivision of the State of Colorado (“**District No. 13**” and, with the Master District, the “**Districts**”); and **WILLIAM LYON HOMES, INC.**, a California corporation (the “**Buyer**”) (individually, each a “**Party**” and collectively the “**Parties**”).

RECITALS

A. The Buyer entered into that certain Purchase and Sale Agreement and Joint Escrow Instructions dated April 9, 2018 (as amended from time to time, the “**PSA**”), with **ACM HIGH POINT VILLC**, a Delaware limited liability company (the “**Seller**”), pursuant to which the Buyer is the owner of property within a project located in the City and County of Denver (the “**City**”), Colorado, legally described on **Exhibit A** attached hereto and incorporated herein by this reference (the “**Property**”).

B. The Property is within the boundaries and/or service area of District No. 13.

C. Pursuant to the authority granted to the Master District by its Service Plan, as approved by the City on March 13, 2006, and to District No. 13 by its Service Plan, approved by the City on March 13, 2006, as each may be amended from time to time (the “**Service Plans**”), the Districts are authorized to construct, acquire and install public improvements, including water, sanitation (including storm drainage), street, safety protection, park and recreation, transportation, fire protection, television relay and translation, and mosquito control and other facilities and services (“**District Improvements**”), which benefit property within the Districts’ boundaries and/or service area.

D. The District Improvements are necessary for the development of the Property.

E. The Districts have determined that for reasons of economic efficiency and timeliness it is in the best interests of the Districts for the Seller and/or Buyer to construct or cause construction of certain of the District Improvements.

F. The Master District, District No. 13 and Colorado International Center Metropolitan District No. 14 (“**District No. 14**”) are each a party to that certain Facilities Funding, Construction and Operations Agreement dated June 28, 2007 (as amended from time to time, the “**Master IGA**”) whereby the Master District acts as the “**Managing District**” for, in part, District No. 13 and is responsible for coordinating the financing, construction and operation and maintenance of the District Improvements for District No. 13 and certain other metropolitan districts within its service area.

G. The Master District and Seller have entered into that certain Capital Funding and Reimbursement Agreement dated July 20, 2017 (as it has been and may be amended from time to

time, the “CFRA”), pursuant to which the Master District and Seller have agreed to provide for the construction or acquisition of certain District Improvements, including, but not limited to the design, testing, engineering, and construction of the District Improvements, together with the related consultant and management fees associated with the construction of the District Improvements (“**Construction Related Expenses**”), and to the extent the Seller advances monies to the Master District for such Construction Related Expenses or expends monies on Construction Related Expenses for District Improvements to be acquired by the Master District, District No. 13, City or other local government entity, the Master District agreed to reimburse the Seller for such Construction Related Expenses, as provided therein.

H. Pursuant to a separate Agreement and Assignment Regarding Metropolitan District Payments dated of even date herewith by and between Seller and Buyer, Buyer and Seller have agreed that, to the extent Buyer constructs any District Improvements, Seller shall retain any and all right in and to reimbursements from the Districts arising from the Construction Related Expenses incurred by Buyer in association with the District Improvements (the “**District Reimbursement Rights**”).

The Districts and Buyer desire to set forth their respective rights, obligations and the procedures by which Construction Related Expenses incurred by the Buyer will be verified for eligibility for reimbursement to Seller as District Reimbursement Rights and by which any District Improvements that are not otherwise dedicated to the City or other government entity will be conveyed to one of the Districts.

NOW, THEREFORE, in consideration of the foregoing and the respective agreements of the Parties contained herein, the Parties agree as follows:

COVENANTS AND AGREEMENTS

1. Construction of District Improvements. The Buyer agrees to design, construct, and complete the District Improvements in full conformance with the design standards and specifications as established by the Districts and communicated to Buyer prior to commencement of the work, if applicable, and substantially in accordance with (and only to the extent set forth in) the City-approved plans (the “**Plans**”). If the Districts so requests, the Buyer shall provide periodic reports on the status of completion and costs of the District Improvements.

2. Transfer of Completed District Improvements. Upon completion of District Improvements by Buyer or a third party, Buyer shall, subject to the City’s rights to the District Improvements, transfer the completed District Improvements by special warranty bill of sale to District No. 13 or the Master District as directed by the Districts (such recipient, the “**Acquiring District**” hereunder), substantially in a form attached hereto as Exhibit B and incorporated herein by this reference (“**Bill of Sale**”).

3. Seller Reimbursement Rights. With acknowledgment of consideration previously and otherwise paid, Buyer acknowledges that: (i) the construction and conveyance of the District Improvements shall be without compensation from the Districts to Buyer; and (ii) District Reimbursement Rights shall remain the property of the Seller and shall not be conveyed to Buyer.

4. Construction Warranty and Assignment; Limitation of Buyer's Liability.

a. Buyer shall require, in each construction contract for all or any portion of the District Improvements, that the contractor under such construction contract provide a warranty for the period of time between initial acceptance and final acceptance of the District Improvements by the appropriate accepting jurisdiction. Upon Buyer's substantial completion of any District Improvements to be perpetually owned, operated and maintained by any of the Districts, if any, and after initial acceptance by the City, if required, Buyer shall give the acquiring District a non-exclusive assignment of all warranties from third-party contractors and subcontractors in connection with all District Improvements caused to be constructed by Buyer and eligible to be financed by the Districts pursuant to their respective service plans.

b. Notwithstanding anything to the contrary contained in this Agreement, the Parties acknowledge and agree that Buyer's agreement to construct or cause the construction of the District Improvements as set forth in this Agreement is done as an accommodation to the Districts and that, except as expressly set forth in this subsection 4(b), Buyer shall have no responsibility, liability or obligation with respect to (and the Districts hereby covenants not to sue Buyer for, and hereby releases the Buyer from, all liability and claims relating to or arising from) the design, engineering, construction or completion of the District Improvements, any damage, loss or injury to the District or otherwise related to any action or inaction of Buyer in connection with this Agreement, or any defect in the materials or workmanship pertaining to the District Improvements, except for any "Buyer Covered Liability," as hereinafter defined. "**Buyer Covered Liability**" means the following matters for which Buyer shall be liable to the Districts in connection with its performance under this Agreement: (i) any damage, loss or injury arising from the willful misconduct, bad faith, recklessness or illegal acts of the Buyer in performing or failing to perform hereunder, or (ii) damage, loss or injury arising from the fraudulent conduct of Buyer; provided, however, that any damages to which the Districts shall be entitled to recover for any Buyer Covered Liability shall be limited to out-of-pocket losses, costs, damages or expenses, and the District shall not be entitled to recover from Buyer any punitive or consequential losses, costs, damages or expenses or lost profits as a result of, or in connection with, any Buyer Covered Liability. Buyer makes no representation or warranty with respect to the District Improvements, and shall have no liability for any defect in the materials or workmanship pertaining thereto. Upon initial acceptance of completion of any District Improvements by the District or applicable "Governmental Authorities" (as such term is defined in the PSA), Buyer shall provide the acquiring District with non-exclusive assignments of warranty from all contractors that have completed the District Improvements. Upon receipt of such assignments, the acquiring District hereby agrees to look solely to the contractors engaged to construct and complete the District Improvements for any contractual violation, indemnity, warranty or guarantee relating to the District Improvements. This Subsection 4(b) shall survive expiration or termination of this Agreement.

5. Deliverables. Buyer shall deliver the following to the acquiring District at the time of or prior to the transfer of the District Improvements to the City or District(s), and at such other times upon request of the District:

(a) As-built drawings for the District Improvements to be transferred to the acquiring District;

(b) Lien waivers from each contractor in a commercially reasonable form verifying that all amounts due to contractors, subcontractors, material providers or suppliers have been paid in full except for any retainage that is held by Buyer until final acceptance of the District Improvements;

(c) Copies of all contracts, pay requests, change orders, invoices, the final AIA payment form (or similar form), canceled checks, and any other reasonably requested documentation, to verify the expenses incurred by Buyer relative to the construction and installation of District Improvements by Buyer;

(d) For any District Improvements to be perpetually owned, operated and maintained by an acquiring District, an executed Bill of Sale conveying the District Improvements to the acquiring District; and

(e) To the extent necessary, any licenses or easements held by Buyer and related to the installation, operation or maintenance of the District Improvements.

6. Verification of Costs. Upon Buyer's completion of any District Improvements, Buyer shall cooperate with Seller and the Districts, at no out-of-pocket cost to Buyer, to enable the District's engineer or other independent engineer licensed in the State of Colorado to prepare a cost verification of the District Improvements so that expenses can be verified as qualified Construction Related expenses that may be eligible for reimbursement to Seller as District Reimbursement Rights. Such cost verification shall include, but not necessarily be limited to, a certification by the engineer generally stating that: (i) the Improvement(s) are fit for the intended purpose; (ii) the District Improvements (including individual components) were constructed in substantial accordance with their design; and (iii) the costs for the design, construction and completion of said District Improvements are reasonable.

7. Acquisition of District Improvements. The acquiring District shall only acquire those District Improvements identified on Exhibit D upon the expiration of any applicable warranty period, upon receipt, review and approval by the acquiring District's accountant and engineer of the Deliverables set forth in Section 5, above, and the Verification of Costs, as set forth in Section 6, above. The Districts covenant to take such reasonable steps necessary to process the Deliverables and Verifications of Costs.

8. Representations. Buyer hereby represents and warrants to and for the benefit of the District as follows:

(a) The Buyer is a corporation formed in the State of California and is qualified to do business in the State of Colorado.

(b) Buyer has the full power and legal authority to enter into this Agreement. Neither the execution and delivery of this Agreement nor the compliance by the Buyer with any of its terms, covenants or conditions is or shall become a default under any other agreement or contract to which Buyer is a party or by which Buyer is or may be bound. Buyer has taken or performed all requisite acts or actions which may be required by its organizational or operational documents to confirm its authority to execute, deliver and perform each of its obligations under this Agreement.

(c) Buyer represents that it has sufficient available funds to fulfill its obligations under this Agreement.

(d) By its execution hereof, the Buyer confirms and ratifies all of the certifications, statements, representations and warranties set forth in **Exhibit C** attached hereto and made a part hereof by this reference.

The foregoing representations and warranties are made as of the date hereof and shall be deemed continually made by Buyer to the Districts for the entire term of this Agreement.

9. Term; Repose. This Agreement shall become effective on the Effective Date and shall remain in effect until all applicable District Improvements have been constructed by the Buyer, all documentation and information reasonably required for verification of Construction Related Expenses has been provided and any District Improvements constructed by Buyer have been conveyed to the City, Districts, or other governing local government entity.

10. Notices. All notices, demands, requests or other communications to be sent by one party to the other hereunder or required by law shall be in writing and shall be deemed to have been validly given or served by delivery of same in person to the addressee or by courier delivery via Federal Express or other nationally-recognized overnight air courier service, by electronically-confirmed email transmission, or by depositing same in the United States mail, postage prepaid, addressed as follows:

To Districts: c/o McGeady Becher PC
450 E. 17th Avenue, Suite 400
Phone: 303-592-4380
Email: mbecher@specialdistrictlaw.com
Attn: Megan Becher

To Buyer: William Lyon Homes
8400 East Orchard Road, Suite 1000
Greenwood Village, Colorado 80111
Attention: Jeff McGovern, Robert A. Johnson
Telephone: (303) 795-1976
E-mail: Jeff.McGovern@lyonhomes.com
Rob.Johnson@lyonhomes.com

With A Copy To:

Taylor Morrison
4900 N. Scottsdale Rd., Suite 2000
Scottsdale, AZ 85251
Phone: +14804483747
Attn: Benjamin A. Aronovitch VP and Deputy
General Counsel
Email: BAronovitch@taylormorrison.com

and

Means Law Group, LLC
3570 East 12th Avenue, Suite 314
Denver, Colorado 80206
Attn: Paul Means
Email: paul@meanslaw.com

All notices, demands, requests or other communications shall be effective upon such personal delivery, one (1) business day after being deposited with United Parcel Service or other nationally-recognized overnight air courier service, on the date of transmission if sent by electronically-confirmed or email transmission, or three (3) business days after deposit in the United States mail. By giving the other party hereto at least ten (10) days written notice thereof in accordance with the provisions hereof, each of the Parties shall have the right from time to time to change its address or contact information. Any notice of default to Buyer may not be delivered via e-mail and must be delivered by one of the other delivery methods set forth above.

11. Assignment. The Buyer shall not assign any of its rights or delegate any of its duties hereunder to any person or entity. Any purported assignment or delegation in violation of the provisions hereof shall be void and ineffectual.

12. Parties Interested Herein. Nothing expressed or implied in this Agreement is intended or shall be construed to confer upon, or to give to, any person other than the Districts and the Buyer any right, remedy, or claim under or by reason of this Agreement or any covenants, terms, conditions, or provisions thereof, and all the covenants, terms, conditions, and provisions in this Agreement by and on behalf of the Districts and the Buyer shall be for the sole and exclusive benefit of the Districts and the Buyer.

13. Default/Remedies. In the event of a breach or default of this Agreement by either Party, the non-defaulting Party shall be entitled to exercise all remedies available at law or in equity. In the event of any litigation, arbitration or other proceeding to enforce the terms, covenants or conditions hereof, the prevailing Party in such proceeding shall obtain as part of its judgment or award its reasonable attorneys' fees.

14. Governing Law and Jurisdiction. This Agreement shall be governed and construed under the laws of the State of Colorado. Venue for any legal action relating to this Agreement shall be exclusive to the District Court in and for the City and County of Denver, Colorado.

15. Inurement. Each of the terms, covenants and conditions hereof shall be binding upon and inure to the benefit of the Parties hereto and their respective permitted successors and assigns.

16. Integration. This Agreement constitutes the entire agreement between the Parties with respect to the matters addressed herein. All prior discussions and negotiations regarding the subject matter hereof are merged herein.

17. Severability. If any covenant, term, condition, or provision under this Agreement shall, for any reason, be held to be invalid or unenforceable, the invalidity or unenforceability of such covenant, term, condition, or provision shall not affect any other provision contained herein, the intention being that such provisions are severable.

18. Counterparts. This Agreement may be executed in one or more counterparts, each of which shall constitute an original and all of which shall constitute one and the same document.

19. Paragraph Headings. Paragraph headings are inserted for convenience of reference only.

20. Amendment. This Agreement may be amended from time to time by agreement between the Parties hereto, provided, however, that no amendment, modification, or alteration of the terms or provisions hereof shall be binding upon the Districts or the Buyer unless the same is in writing and duly executed by the Parties hereto.

21. Certification of Compliance with Illegal Alien Statute. By its execution of this Agreement, the Buyer confirms and ratifies all of the certifications, statements, representations and warranties set forth in **Exhibit C** attached hereto and made a part hereof by this reference.

[District Signature Page]

IN WITNESS WHEREOF, the Parties have executed this Agreement as of the day and year first set forth above.

DISTRICT:

**COLORADO INTERNATIONAL CENTER
METROPOLITAN DISTRICT NO. 13**, a quasi-municipal corporation and political subdivision of the State of Colorado

By: _____
[], President

ATTEST:

[], Secretary

**DENVER HIGH POINT AT DIA METROPOLITAN
DISTRICT**, a quasi-municipal corporation and political subdivision of the State of Colorado

By: _____
[], President

ATTEST:

[], Secretary

[Buyer Signature Page]

IN WITNESS WHEREOF, the Parties have executed this Agreement as of the day and year first set forth above.

BUYER:

WILLIAM LYON HOMES, INC., a California corporation

By: _____
[NAME/TITLE]

By: _____
[NAME/TITLE]

EXHIBIT A
PROPERTY

LOTS 1 THROUGH 6, BLOCK 1;

LOTS 1 THROUGH 13, BLOCK 2;

LOTS 1 THROUGH 15, BLOCK 3;

LOTS 1 THROUGH 28, BLOCK 4;

LOTS 1 THROUGH 26, BLOCK 5;

LOTS 1 THROUGH 35, BLOCK 6;

LOTS 1 THROUGH 31, BLOCK 7;

LOTS 1 THROUGH 24, BLOCK 8;

LOTS 1 THROUGH 16, BLOCK 9;

LOTS 1 THROUGH 6, BLOCK 10;

LOTS 1 THROUGH 4, BLOCK 11;

LOTS 1 THROUGH 8, BLOCK 12;

LOTS 1 THROUGH 13, BLOCK 13;

TRACTS A, B, C, D, E, F, G, H, J, K, M, N, P, Q, R, S, T, U, V, W, X, Y, Z, AA, BB, CC, DD, EE, FF, GG, HH, JJ, KK, LL, MM, NN, PP AND QQ;

HIGH POINT SUBDIVISION FILING NO. 3, CITY AND COUNTY OF DENVER, STATE OF COLORADO.

Exhibit A
(District Improvements)

Project Description

Estimated/Actual Cost

EXHIBIT C
Certification of Buyer

1. Pursuant to the requirements of Section 8-17.5-102(1), C.R.S., the Buyer hereby certifies to the Districts that the Buyer does not knowingly employ or contract with an illegal alien who will perform work under the Agreement and that it will participate in the E-Verify Program or Department Program (as defined in Sections 8-17.5-101(3.3) and (3.7), C.R.S.) in order to confirm the employment eligibility of all employees of the Buyer who are newly hired to perform work under the Agreement.

2. In accordance with Section 8-17.5-102(2)(a), C.R.S., the Buyer shall not:

(a) Knowingly employ or contract with an illegal alien to perform work under the Agreement; or

(b) Enter into a contract with a subcontractor that fails to certify to the Buyer that the subcontractor shall not knowingly employ or contract with an illegal alien to perform work under the Agreement.

3. The Buyer represents and warrants it has confirmed the employment eligibility of all employees who are newly hired for employment to perform work under the Agreement through participation in either the E-Verify Program or the Department Program.

4. *Intentionally Deleted.*

5. If the Buyer obtains actual knowledge that a subcontractor performing work under the Agreement knowingly employs or contracts with an illegal alien, the Buyer shall:

(a) Notify the subcontractor and the Districts within three days that the Buyer has actual knowledge that the subcontractor is employing or contracting with an illegal alien; and

(b) Terminate the subcontract with the subcontractor if within three days of receiving the notice the subcontractor does not stop employing or contracting with the illegal alien; except that the Buyer shall not terminate the contract with the subcontractor if during such three days the subcontractor provides information to establish that the subcontractor has not knowingly employed or contracted with an illegal alien.

6. The Buyer shall comply with any reasonable request by the Colorado Department of Labor and Employment (“Department”) made in the course of an investigation that the Department is undertaking, pursuant to the law.

If the Buyer violates any provision of Section 8-17.5-102(1), C.R.S., the Districts may terminate the Agreement immediately and the Buyer shall be liable to the Districts for actual damages of the Districts resulting from such termination, and the Districts shall report such violation by the Buyer to the Colorado Secretary of State, as required by law.

Exhibit D

District Improvements to be Acquired by the Districts