

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 13 HELD MAY 20, 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 20th day of May, 2020, at 11:00 a.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. Attorney Becher 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.

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Following discussion, upon motion duly made by Director Smith, seconded by Director Moore 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 taxing electors within the District boundaries have been received.

May 5, 2020 Cancelled Election: Ms. Finn noted for the Board that the May 5, 2020 Directors' Election was cancelled, as allowed under Colorado law, by the Designated Election Official because there were no more candidates than positions available on the Board of Directors. Directors Klein and Smith were each deemed elected to 3-year terms ending in May 2023.

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

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

Minutes: The Board reviewed the Minutes of the October 21, 2019 Special Meeting, March 11, 2020 and April 24, 2020 Special Meetings.

Following discussion, upon motion duly made by Director Smith, seconded by Director Moore and, upon vote, unanimously carried, the Board approved the Minutes of the October 21, 2019 Special Meeting, March 11, 2020 and April 24, 2020 Special Meetings.

Resolution Establishing Regular Meeting Dates, Time and Location and Designating Location for Posting of 24-Hour Notices: Ms. Finn discussed with the Board Resolution No. 2020-05-01; Resolution Establishing Regular Meeting Dates, Time and Location and Designating Location for Posting of 24-Hour Notices.

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The Board determined to meet at 10:30 a.m. on July 13, 2020 and October 26, 2020 at 10:30 a.m. at Westside Investment Partners, Inc., 4100 East Mississippi Avenue, Suite 500, Glendale, Colorado.

Following discussion, upon motion duly made by Director Smith, seconded by Director Moore and, upon vote, unanimously carried, the Board adopted Resolution No. 2020-05-01; Establishing Regular Meeting Dates, Time and Location and Designating Location for Posting of 24-Hour Notices.

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. Facilities Acquisition Agreement among Denver High Point at DIA Metropolitan District, Colorado International Center Metropolitan District No. 13, and William Lyon Homes, Inc.: Attorney Becher reviewed with the Board 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 Laudick and, upon vote, unanimously carried, the Board ratified approval of the Facilities Acquisition Agreement among Denver High Point at DIA Metropolitan District, Colorado International Center Metropolitan District No. 13, and William Lyon Homes, Inc.

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: Attorney Becher reviewed with the Board the 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.

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

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Review, acknowledge, ratify and/or approve (as appropriate) the following items:

- (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.

Following review, upon motion duly made by Director Smith, seconded by Director Moore and, upon vote, unanimously carried, the Board acknowledged, ratified and/or approved (as appropriate) the above items.

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. 3 dated May 20, 2020, prepared by Schedio Group LLC, for the amount of \$514,520.44 ("Report No. 3").

Following discussion, upon motion duly made by Director Smith, seconded by Director Moore and, upon vote, unanimously carried, the Board approved Report No. 3.

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. 3: Following discussion, upon motion duly made by Director Smith, seconded by Director Moore and, upon vote, unanimously carried, the Board accepted the verified public improvement costs and allocation of same among Denver High Point at DIA Metropolitan District,

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Colorado International Center Metropolitan District No. 13, and Colorado International Center Metropolitan District No. 14, pursuant to Report No. 3.

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. 3: Following review, upon motion duly made by Director Smith, seconded by Director Moore and, upon vote, unanimously carried, the Board acknowledged, ratified and/or approved (as appropriate) the reimbursement to ACM High Point VI LLC (“ACM”) under the Capital Funding and Reimbursement Agreement (Denver High Point – Westside) between Denver High Point at DIA Metropolitan District and ACM, pursuant to Report No. 3.

Requisition(s) for reimbursement of verified public improvement costs, and any and all resolution(s) relating to such requisition(s), pursuant to Report No. 3: Following review, upon motion duly made by Director Smith, seconded by Director Moore and, upon vote, unanimously carried, the Board acknowledged, ratified and/or approved (as appropriate) Requisition No. 35 for reimbursement of verified public improvement costs in the amount of \$514,520.44, and adopted any and all resolution(s) relating to such Requisition No. 35, pursuant to Report No. 3.

LEGAL MATTERS

Resolution No. 2020-05-02, 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: Attorney Becher reviewed with the Board Resolution No. 2020-05-02, 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.

Following review, upon motion duly made by Director Smith, seconded by Director Laudick and, upon vote, unanimously carried, the Board adopted Resolution No. 2020-05-02, 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.

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.

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Respectfully submitted,

By: 
Secretary for the Meeting

RESOLUTION NO. 2020-05-01

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 July 13, 2020 and October 26, 2020 at 10:30 am, at the offices of Westside Investment Partners, Inc. 4100 E. Mississippi Avenue, #500, Glendale, Colorado 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) Northwest Corner of East 64th Avenue and North Dunkirk Street.

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