

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 13 HELD MARCH 28, 2022

A regular meeting of the Board of Directors (referred to hereafter as the "Board") of the Colorado International Center Metropolitan District No. 13 (referred to hereafter as the "District") was convened on Monday, the 28th day of March, 2022, at 1:00 p.m., via conference call. 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 Smith, seconded by Director Moore and, upon vote, unanimously carried, the absence of Director Andrew Klein, was excused.

Also In Attendance Were:

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

Jon Hoistad Esq.; McGeady Becher P.C.

Zachary Leavitt; CliftonLarsonAllen LLP

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

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

ADMINISTRATIVE MATTERS

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

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

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

Designation of 24-Hour Posting Location: Following discussion, upon motion duly made by Director Smith, seconded by Director Moore, and upon vote, unanimously carried, the Board determined that notices of meetings of the District Board required pursuant to Section 24-6-402(2)(c), C.R.S., shall be posted within the boundaries of the District as least 24 hours prior to each meeting at the following location: at the northwest corner of East 64th Avenue and North Dunkirk Street.

Minutes: The Board reviewed the Minutes of the October 25, 2021 Special Meeting.

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 25, 2021 Special Meeting.

PUBLIC COMMENTS

There were no public comments.

FINANCIAL MATTERS

Financial Statements/Schedule of Cash Position: Mr. Leavitt reviewed the unaudited financial statements of the District, setting forth the cash deposits, investments, budget analysis, and accounts payable vouchers for the period ending December 31, 2021, and the schedule of cash position for the period ending December 31, 2021, updated as of March 22, 2022.

Following review and discussion, upon motion duly made by Director Smith, seconded by Director Moore and, upon vote, unanimously carried, the Board accepted the unaudited financial statements for the period ending December 31, 2021, and the schedule of cash position for the period ending December 31, 2021, updated as of March 22, 2022, as presented.

2021 Application for Exemption from Audit: The Board reviewed the 2021 Application for Exemption from Audit.

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

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approved the execution and filing of the Application for Exemption from Audit for 2021.

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. 12, dated March 21, 2022, prepared by Schedio Group LLC, for the amount of \$453,585.66 (“Report No. 12”).

Following review and discussion, upon motion duly made by Director Smith, seconded by Director Moore and, upon vote, unanimously carried, the Board approved Report No. 12.

Acceptance of Verified public improvement costs and allocation of same among Denver High Point at DIA Metropolitan District, Colorado International Center Metropolitan District No. 13, and Colorado International Center Metropolitan District No. 14 (the “Districts”), pursuant to Report No. 12: The Board discussed verified public improvement costs and the allocation of same among the Districts, pursuant to Report No. 12.

Following review and 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 the allocation of same among the Districts, pursuant to Report No. 12.

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 “CFRA”), pursuant to Report No. 12: The Board considered the approval, ratification or acknowledgement (as appropriate) of reimbursement to ACM under the CFRA, pursuant to Report No. 12.

Following review and discussion, upon motion duly made by Director Smith, seconded by Director Moore and, upon vote, unanimously carried, the Board approved, ratified or acknowledged (as appropriate) the reimbursement to ACM under the CFRA, pursuant to Report No. 12.

Requisition(s) for reimbursement of verified public improvement costs, and any and all resolution(s) relating to such requisition(s), pursuant to Report No. 12: The Board considered adoption, approval, ratification or acknowledgement (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. 12.

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Following review and discussion, upon motion duly made by Director Smith, seconded by Director Moore and, upon vote, unanimously carried, the Board adopted, approved, ratified or acknowledged (as appropriate) requisition(s) for reimbursement of verified public improvement costs, and any and all resolution(s) relating to such requisition(s), pursuant to Report No. 12.

Requisition No. 56 under the CIC MD No. 14 Series 2018 Bonds: Following review, upon motion duly made by Director Smith, seconded by Director Moore and, upon vote, unanimously carried, the Board ratified approval of Requisition No. 56, in the amount of \$44,545.75 under the CIC MD No. 14 Series 2018 Bonds.

OPERATIONS AND MAINTENANCE

There were no operations and maintenance matters at this time.

LEGAL MATTERS

May 3, 2022 Regular Election: Ms. Finn noted for the Board the May 3, 2022 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 Moore and Laudick were each deemed elected to 3-year terms ending in May 2025.

OTHER BUSINESS

There was no other business to discuss at this time.

ADJOURNMENT

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

Respectfully submitted,

By: *Ann Finn*
Secretary for the Meeting