

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 8 HELD AUGUST 20, 2020

A Special Meeting of the Board of Directors (referred to hereafter as the "Board") of the Colorado International Center Metropolitan District No. 8 (referred to hereafter as the "District") was convened on Thursday, August 20, 2020, at 3:00 p.m. 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 District Board meeting was held and properly noticed to be held via telephone conference. There was one person present at the physical location at the offices of McGeady Becher P.C., 450 E. 17th Ave., Suite 400, Denver, Colorado 80203. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Andrew Klein (via phone)
Kevin Smith (via phone)
Otis Moore, III (via phone)
Theodore Laudick (via phone)

Also In Attendance Were:

Ann E. Finn; Special District Management Services, Inc. (via phone)

Megan Becher, Esq., Erica Montague, Esq. and Craig Sorensen; McGeady Becher P.C. (via phone)

Jon Hoistad, Esq.; McGeady Becher P.C. (in person at the meeting location and also via phone)

Jason Carroll; CliftonLarsonAllen LLP (via phone)

Laci Knowles; D.A. Davidson & Co. (via phone)

Kamille Curylo, Esq. and Tanya Barton, Esq.; Kutak Rock LLP (via phone)

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

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had not been previously disclosed. No additional conflicts were disclosed 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.

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, and encouraged public participation via telephone. There was one person at the physical meeting location as posted. The Board further noted that notice of the time, date and location was duly posted and that 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.

PUBLIC COMMENT

There was no public comment.

LEGAL MATTERS

Public Hearing on the Inclusion of approximately 205 acres of land owned by ACM High Point VI LLC: Director Klein opened the Public Hearing on a Petition for Inclusion of approximately 205 acres of land owned by ACM High Point VI LLC ("Petition").

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

Following discussion, upon motion duly made by Director Smith, seconded by Director Moore and, upon vote, unanimously carried, the Board approved the inclusion of the property as described in the Petition and adopted Resolution No. 2020-08-01, Resolution for Inclusion of Real Property. A copy of the resolution is attached hereto and incorporated herein by this reference.

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Public Hearing on the Exclusion of approximately one acre of land owned by ACM High Point VI LLC: Director Klein opened the Public Hearing on a Petition for Exclusion of approximately one acre of land owned by ACM High Point VI LLC (“Petition”).

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

Following discussion, upon motion duly made by Director Smith, seconded by Director Moore and, upon vote, unanimously carried, the Board approved the exclusion of the property as described in the Petition and adopted Resolution No. 2020-08-02, Resolution for Exclusion of Real Property. A copy of the resolution is attached hereto and incorporated herein by this reference.

FINANCIAL MATTERS

2020 Budget Amendment Hearing: The President opened the public hearing to consider a Resolution to Amend the 2020 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 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 this public hearing. No public comments were received, and the public hearing was closed.

Following review and discussion, Director Smith moved to adopt a Resolution to Amend 2020 Budget, Director Moore seconded the motion and, upon vote, unanimously carried, the Board adopted Resolution No. 2020-08-03 to Amend the 2020 Budget. A copy of the adopted Resolution is attached hereto and incorporated herein by this reference.

LEGAL MATTERS (continued)

Boundary Map: The Board discussed the need to obtain proposals for updating the District boundary map.

Following discussion, upon motion duly made by Director Smith, seconded by Director Moore and, upon vote, unanimously carried, the Board authorized staff to obtain a proposal from Martin/Martin, Inc. to update the District boundary map.

Resolution Authorizing the Issuance by Colorado International Center Metropolitan District No. 8 (The “District”) of its Limited Tax General Obligation Bonds, Series 2020A (The “Bonds”) in an Aggregate Principal Amount of up to \$52,000,000 for the Purpose of Paying, Reimbursing and

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Financing Certain Public Improvements and Paying the Costs Incidental to the Issuance of the Bonds; and in Connection Therewith, Authorizing the Levy of Ad Valorem Property Taxes for the Payment of such Bonds; Approving an Indenture of Trust, a Bond Purchase Agreement, a Capital Pledge Agreement, a Continuing Disclosure Agreement, a PILOT Covenant and Other Related Documents and Instruments; Authorizing the Execution and Delivery thereof and Performance by the District Thereunder; Appointing a District Representative to Act on Behalf of the District Under the Indenture; Adopting a District Policy Regarding Tax-Exempt Obligations and Appointing a Responsible Person in Connection Therewith; Appointing an Authorized Delegate to Make Certain Determinations Relating to the Bonds as Authorized Under Section 11-57-205, C.R.S.; Authorizing the Use by the Underwriter of the Preliminary Limited Offering Memorandum in Connection with the Offer and Sale of the Bonds; Authorizing Incidental Action; Repealing Prior Inconsistent Actions; and Establishing the Effective Date Hereof (the “Series 2020A Bond Resolution”):

Ms. Knowles discussed with the Board the financial structure of the Bonds. Attorney Curylo reviewed the Series 2020A Bond Resolution and related documents with the Board.

Following discussion, upon motion duly made by Director Smith, seconded by Director Moore and, upon vote, unanimously carried, the Board appointed Director Klein as the primary Authorized Delegate and Director Smith as the alternate Authorized Delegate.

Following further discussion, upon motion duly made by Director Smith, seconded by Director Moore and, upon vote, unanimously carried, the Board appointed Director Klein as the primary District Representative and Director Smith as the alternate District Representative.

Following further discussion, upon motion duly made by Director Smith, seconded by Director Moore and, upon vote, unanimously carried, the Board appointed CliftonLarsonAllen LLP as the Responsible Person for post issuance compliance.

Following further extensive discussion, upon motion duly made by Director Smith, seconded by Director Moore and, upon vote, unanimously carried, the Board adopted the Series 2020A Bond Resolution.

64th Ave. ARI Authority Cost Sharing Agreement between and among Colorado International Center Metropolitan District Nos. 6, 7, 8, 9, 10 and 11: Attorney Becher reviewed with the Board the 64th Ave. ARI Authority Cost Sharing Agreement between and among Colorado International Center Metropolitan District Nos. 6, 7, 8, 9, 10 and 11.

Following discussion, upon motion duly made by Director Smith, seconded by Director Moore and, upon vote, unanimously carried, the Board approved the 64th

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Ave. ARI Authority Cost Sharing Agreement between and among Colorado International Center Metropolitan District Nos. 6, 7, 8, 9, 10 and 11, subject to final review by counsel.

OTHER BUSINESS

There was no other business for discussion.

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

TITLE	CICMD 4-11 - Approved Minutes
FILE NAME	CICMD4 Minutes, 7-13-20.pdf and 21 others
DOCUMENT ID	c5a71d2e9655568a6fbade9baad1c877278bc0a2
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SENT

05 / 13 / 2021

18:00:13 UTC

Sent for signature to Ann Finn (afinn@sdmsi.com) from apadilla@sdmsi.com
IP: 50.78.200.153



VIEWED

05 / 13 / 2021

18:48:18 UTC

Viewed by Ann Finn (afinn@sdmsi.com)
IP: 50.78.200.153



SIGNED

05 / 13 / 2021

18:49:43 UTC

Signed by Ann Finn (afinn@sdmsi.com)
IP: 50.78.200.153



COMPLETED

05 / 13 / 2021

18:49:43 UTC

The document has been completed.

**COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT No. 8
CAPITAL PROJECTS FUND
2020 AMENDED BUDGET**

	BUDGET 2020	AMENDED 2020
BEGINNING FUND BALANCES	\$ -	\$ -
REVENUES		
Bond issuance	-	52,000,000
Total revenues	<u>-</u>	<u>52,000,000</u>
Total funds available	<u>-</u>	<u>52,000,000</u>
EXPENDITURES		
Capital projects		
Cost of issuance	-	1,531,500
Intergovernmental payments	-	50,468,500
Total expenditures	<u>-</u>	<u>52,000,000</u>
Total expenditures and transfers out requiring appropriation	<u>-</u>	<u>52,000,000</u>
ENDING FUND BALANCES	<u>\$ -</u>	<u>\$ -</u>