

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 5 HELD MAY 28, 2021

A Special Meeting of the Board of Directors (referred to hereafter as the "Board") of the Colorado International Center Metropolitan District No. 5 (referred to hereafter as the "District") was convened on Monday, the 28th day of May, 2021, at 10:30 a.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 video/telephone conference. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Kevin Smith
Otis Moore, III
Theodore Laudick
Mark Witkiewicz

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.

Also In Attendance Were:

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

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

Debra Sedgeley and 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 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.

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ADMINISTRATIVE MATTERS

Location/Manner of Meeting and Posting of 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 video/telephonic means, and encouraged public participation via video or telephone. The Board further noted that notice of the time, date and location/manner of the meeting was duly posted and that the District had not received any objections to the video/telephonic manner of the meeting, or any requests that the video/telephonic manner of the meeting be changed by taxing electors within the District boundaries.

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 presented.

Consent Agenda: The Board considered the following actions:

- Approve Minutes from the October 26, 2020 Special Meeting.

Following review, upon motion duly made by Director Moore, seconded by Director Smith and, upon vote, unanimously carried, the Board approved and/or ratified approval of, as appropriate, the above actions.

PUBLIC COMMENT

There was no public comment.

FINANCIAL MATTERS

2020 Application for Exemption from Audit: The Board reviewed the 2020 Application for Exemption from Audit.

Following review and discussion, upon motion duly made by Director Moore, seconded by Director Smith and, upon vote, unanimously carried, the Board ratified approval of the preparation, execution and filing of the Application for Exemption from Audit for 2020.

LEGAL MATTERS

Facilities Acquisition Agreement between Colorado International Center Metropolitan District No. 5 and BOZ High Point Owner, LLC: Attorney Becher reviewed with the Board the Facilities Acquisition Agreement between Colorado International Center Metropolitan District No. 5 and BOZ High Point Owner, LLC.

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Following review, 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 between Colorado International Center Metropolitan District No. 5 and BOZ High Point Owner, LLC.

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 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