

## RECORD OF PROCEEDINGS

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### MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE DENVER HIGH POINT AT DIA METROPOLITAN DISTRICT HELD MAY 23, 2022

A regular 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 23<sup>rd</sup> day of May, 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.

## RECORD OF PROCEEDINGS

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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.

**May 3, 2022 Cancelled Election:** Ms. Finn noted for the Board that 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.

**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 March 28, 2022 Regular 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 March 28, 2022 Regular Meeting.

**PUBLIC  
COMMENTS**

There were no public comments.

**FINANCIAL  
MATTERS**

**Claims:** Mr. Leavitt noted the claims for the period beginning April 1, 2022 through May 2022 are not available.

**Financial Statements:** Mr. Leavitt reviewed with the Board the unaudited financial statements of the District, setting forth the cash deposits, investments, budget analysis, and accounts payable vouchers for the period ending March 31, 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 March 31, 2022,

## RECORD OF PROCEEDINGS

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as presented.

**2021 Audit:** Mr. Leavitt discussed the status of the 2021 Audit.

Following discussion, upon motion duly made by Director Smith, seconded by Director Moore and, upon vote, unanimously carried, the Board approved the 2021 Audit (subject to attorney review and to the receipt of an unmodified opinion letter from the auditor), authorized execution of the Representations Letter, and authorized the filing of the 2021 Audit with the State Auditor by the statutory deadline.

**Facility Fee Payment Plan from Hand & H Hotels:** The Board discussed a request from Hand & H Hotels concerning a facility fee payment plan.

Following review and discussion, upon motion duly made by Director Smith, seconded by Director Moore and, upon vote, unanimously carried, the Board approved the facility fee payment plan proposed by Hand & H Hotels.

### **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. 13, dated May 12, 2022, prepared by Schedio Group LLC, for the amount of \$260,443.99 ("Report No. 13").

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. 13.

**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. 13:** The Board discussed verified public improvement costs and the allocation of same among the Districts, pursuant to Report No. 13.

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. 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 "CFRA"), pursuant to Report No. 13:** The Board considered the approval,

## RECORD OF PROCEEDINGS

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ratification or acknowledgement (as appropriate) of reimbursement to ACM under the CFRA, pursuant to Report No. 13.

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. 13.

**Requisition(s) for reimbursement of verified public improvement costs, and any and all resolution(s) relating to such requisition(s), pursuant to Report No. 13:** 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. 13.

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. 13.

**Requisition Nos. 57 and 58 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 Nos. 57 in the amount of \$ \_\_\_\_\_ and 58, in the amount of \$ \_\_\_\_\_ under the CIC MD No. 14 Series 2018 Bonds.

**OPERATIONS AND MAINTENANCE**

There were no operations and maintenance matters.

**LEGAL MATTERS**

There were no legal matters.

**OTHER BUSINESS**

The Board reviewed the 2021 Short Report from the City and County of Denver, which was provided pursuant to the City IGA, concerning the cost sharing of certain public improvements between 2002 and Spring 2022.

Following review, upon motion duly made, seconded and, upon vote, unanimously carried, the Board authorized payment in the amount of \$1,552,723.35 to the City and County of Denver, subject to Director Laudick's review and approval.

## RECORD OF PROCEEDINGS

---

### 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