

## RECORD OF PROCEEDINGS

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### MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE COLORADO INTERNATIONAL CENTER METROPOLITAN DISTRICT NO. 11 HELD MARCH 24, 2022

A Special Meeting of the Board of Directors (referred to hereafter as the "Board") of the Colorado International Center Metropolitan District No. 11 (referred to hereafter as the "District") was convened on Thursday, the 24th day of March, 2022, at 4:00 p.m. This District Board meeting was held and properly noticed to be held via Zoom. The meeting was open to the public.

#### ATTENDANCE

#### Directors In Attendance Were:

Timothy D'Angelo  
Todd Witty  
Theodore Laudick (for a portion of the meeting)

#### Also In Attendance Were:

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

Megan Becher, Esq. and Erica Montague, Esq.; McGeady Becher P.C.

Jason Carroll; CliftonLarsonAllen LLP

Paul Hyde; Hyde Development

#### 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 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

Location 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 this 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

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manner of the meeting be changed by taxpaying 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 D'Angelo, seconded by Director Witty and, upon vote, unanimously carried, the Agenda was approved, as presented.

**Designation of 24-Hour Posting Location:** Following discussion, upon motion duly made by Director D'Angelo, seconded by Director Laudick, 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 at least 24 hours prior to each meeting at the eastern most point accessible on the north side of 64th Avenue, within the boundaries of the District.

**Consent Agenda:** The Board considered the following actions:

- Approve Minutes from the December 3, 2021 Special Meeting.

Following review, upon motion duly made by Director D'Angelo, seconded by Director Witty and, upon vote, unanimously carried, the Board approved and/or ratified approval of, as appropriate, the above action.

**May 3, 2022 Regular 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. Director Laudick was deemed elected to a 3-year term ending in May 2025.

**PUBLIC  
COMMENT**

There was no public comment.

**FINANCIAL  
MATTERS**

**Application for Exemption from Audit for 2021:** The Board deferred discussion.

**LEGAL MATTERS**

**Facilities Completion Agreement:** The Board reviewed the Facilities Completion Agreement by and between Colorado International Center Metropolitan District No. 7, Colorado International Center Metropolitan District No. 11, Highpoint North Acquisition, LLC, Highpoint North Bulwip Acquisition, LLC, and DG Strategic VII, LLC.

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Following review and discussion, upon motion duly made by Director D'Angelo and seconded by Director Witty and upon vote, unanimously carried, the Board ratified approval of the Facilities Completion Agreement by and between Colorado International Center Metropolitan District No. 7, Colorado International Center Metropolitan District No. 11, Highpoint North Acquisition, LLC, Highpoint North Bulwip Acquisition, LLC, and DG Strategic VII, LLC.

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**OTHER BUSINESS** There was no other business to discuss at this time.

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**ADJOURNMENT** There being no further business to come before the Board at this time, upon motion duly made by Director Laudick, seconded by Director D'Angelo and, upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By: *Ann Finn*  
Secretary for the Meeting