

## RECORD OF PROCEEDINGS

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### MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE NBC METROPOLITAN DISTRICT HELD MARCH 2, 2021

A Special Meeting of the Board of Directors (referred to hereafter as “Board”) of the NBC Metropolitan District (referred to hereafter as the “District”) was duly held on Thursday, the 2nd day of March, 2021, at 2:00 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, this District Board meeting was held by conference call. The meeting was open to the public via conference call.

#### ATTENDANCE

#### Directors In Attendance Were:

Charles D. Foster  
Erika Kelly  
Meghan Connifey

#### Also In Attendance Were:

Ann E. Finn and Matt Cohrs; Special District Management Services, Inc.

Paula Williams, Esq; McGeady Becher P.C.

Jason Carroll; CliftonLarsonAllen LLP

Russell Holmes; City Office REIT, Inc.

#### DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

Disclosure of Potential Conflicts of Interest: The Board discussed the requirements pursuant to the Colorado Revised Statutes to disclose any potential conflicts of interest or potential breaches of fiduciary duty to the Board and to the Secretary of State.

Ms. Finn noted that a quorum was present and requested members of the Board to disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting, and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with the statute. Attorney Williams noted that Directors Disclosure Statements were filed pursuant to statute.

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### 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 Foster and seconded by Director Kelley, upon vote unanimously carried, the Agenda was approved, as amended.

**Meeting Location/Manner and Posting of Meeting Notice:** 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 noted that due to Executive Orders issued by Governor Polis and Public Health Orders implementing the Executive Orders issued by the Colorado Department of Public Health and Environment, and the threat posed by the COVID-19 coronavirus, the meeting was held via teleconference.

Ms. Finn reported that notice 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.

**Minutes:** The Board reviewed the Minutes of the January 21, 2021 Special Meeting.

Following discussion, upon motion duly made by Director Foster and seconded by Director Kelley, upon vote unanimously carried, the Board approved the Minutes of the January 21, 2021 Special Meeting as presented.

### PUBLIC COMMENTS

There was no public comment.

### FINANCIAL MATTERS

**Claims:** The Board reviewed and considered ratifying approval of claims for the periods ending as follows:

Fund	Period Ending February 2021
General	\$ 7,694.50
Debt Service	\$ 0
Capital	\$ 0
<b>Total</b>	<b>\$ 7,694.50</b>

Following discussion, upon motion duly made by Director Foster and seconded by Director Kelley, upon vote unanimously carried, the Board ratified approval of the payment of claims.

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**Unaudited Financial Statements:** Mr. Carroll 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 December 31, 2020 and the schedule of cash position, updated as of December 31, 2020.

Following discussion, upon motion duly made by Director Foster and seconded by Director Kelley and, upon vote, unanimously carried, the Board accepted 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, 2020 and the schedule of cash position, updated as of December 31, 2020.

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### **LEGAL MATTERS**

**Termination of 2020 – 2025 Facilities Funding and Acquisition Agreement between the District and CIO Circle Point MH Land, LLC:** The Board discussed the Termination of 2020 – 2025 Facilities Funding and Acquisition Agreement between the District and CIO Circle Point MH Land, LLC.

Following discussion, upon motion duly made by Director Foster and seconded by Director Kelley and, upon vote, unanimously carried, the Board approved the Termination of 2020 – 2025 Facilities Funding and Acquisition Agreement between the District and CIO Circle Point MH Land, LLC.

**2020 – 2025 Facilities Funding and Acquisition Agreement between the District and CIO Circle Point Land, Limited Partnership:** The Board discussed the 2020 – 2025 Facilities Funding and Acquisition Agreement between the District and CIO Circle Point Land, Limited Partnership.

Following discussion, upon motion duly made by Director Foster and seconded by Director Kelley and, upon vote, unanimously carried, the Board approved the 2020 – 2025 Facilities Funding and Acquisition Agreement between the District and CIO Circle Point Land, Limited Partnership.

**Engineer's Report and Certification No. 1 from Ranger Engineering, LLC for NBC Metropolitan District, dated February 10, 2021:** The Board reviewed the Engineer's Report and Certification No. 1 from Ranger Engineering, LLC for NBC Metropolitan District, dated February 10, 2021.

Following discussion, upon motion duly made by Director Foster and seconded by Director Kelley and, upon vote, unanimously carried, the Board approved the Engineer's Report and Certification No. 1 from Ranger Engineering, LLC for NBC Metropolitan District, dated February 10, 2021 and accepted the costs in the amount of \$143,652.50.

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**Reimbursement to CIO Circle Point Land, Limited Partnership pursuant to the 2020 – 2025 Facilities Funding and Acquisition Agreement between the District and CIO Circle Point Land, Limited Partnership:** The Board discussed the reimbursement to CIO Circle Point Land, Limited Partnership pursuant to the 2020 – 2025 Facilities Funding and Acquisition Agreement between the District and CIO Circle Point Land, Limited Partnership.

Following discussion, upon motion duly made by Director Foster and seconded by Director Kelley and, upon vote, unanimously carried, the Board authorized reimbursement of \$143,652.50 to CIO Circle Point Land, Limited Partnership pursuant to the 2020 – 2025 Facilities Funding and Acquisition Agreement between the District and CIO Circle Point Land, Limited Partnership.

**Engagement of Bond Counsel:** The Board entered into discussion regarding the engagement of bond counsel.

Following discussion, upon motion duly made by Director Foster, seconded by Director Kelley and, upon vote, unanimously carried, the Board authorized the engagement of bond counsel.

**Loan Issuance:** The Board entered into discussion regarding the loan issuance.

Following discussion, upon motion duly made by Director Kelley, seconded by Director Connifey and, upon vote, unanimously carried, the Board authorized Director Foster to lock a rate not to exceed 2.75% for a new loan.

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### **OPERATIONS AND MAINTENANCE**

**Operation and Maintenance:** Mr. Cohrs noted he will help coordinate snow plowing between the District and private contractors.

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### **CAPITAL IMPROVEMENTS**

There were no capital improvement matters to discuss.

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### **ADJOURNMENT**

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

Respectfully submitted,

By: *Ann Finn*  
Secretary for the Meeting

<b>TITLE</b>	NBC MD - Approved Docs
<b>FILE NAME</b>	1.21.21 NBCMD Minutes.pdf and 3 others
<b>DOCUMENT ID</b>	9c6ed3b01910b9e931c15613eb5a5120696d136c
<b>AUDIT TRAIL DATE FORMAT</b>	MM / DD / YYYY
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## Document History



SENT

**05 / 06 / 2021**

16:57:35 UTC

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



VIEWED

**05 / 06 / 2021**

18:42:00 UTC

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



SIGNED

**05 / 06 / 2021**

18:42:28 UTC

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



COMPLETED

**05 / 06 / 2021**

18:42:28 UTC

The document has been completed.