

**MINUTES OF A SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF THE
NBC METROPOLITAN DISTRICT
HELD
JUNE 4, 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 Friday, the 4th day of June, 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 and Tom Pappas; 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.

Mr. Cohrs 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 Director Disclosure Statements were filed pursuant to statute.

**ADMINISTRATIVE
MATTERS**

Agenda: Mr. Cohrs 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 presented.

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.

Mr. Cohrs 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.

Board Vacancies: Mr. Cohrs discussed with the Board the vacancies on the Board of Directors. It was noted that there are currently no interested parties to fill the Board vacancies at this time. Following discussion, the board determined three Board members is working for the District.

Minutes: The Board reviewed the Minutes of the April 12, 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 April 12, 2021 Special Meeting as presented.

Resignation of Secretary: The resignation of Ms. Finn as Secretary effective as of June 4, 2021, was acknowledged.

The Board considered the appointment of Mr. Cohrs to fill the vacancy of Secretary. Following discussion, upon motion duly made by Director Foster, seconded by Director Kelley and, upon vote, unanimously carried, the Board appointed Mr. Cohrs to fill a vacant position of Secretary to the Board of Directors.

2021 SDA Conference: Mr. Cohrs discussed the SDA Conference with the Board and noted the information concerning the details of the conference will be emailed to them once the information is available.

Following discussion, upon motion duly made by Director Foster, seconded by Director Kelley and, upon vote, unanimously carried, the Board authorized interested Board members to attend the 2021 SDA Conference.

Construction Manager: Mr. Cohrs discussed interviews with three potential candidates for Construction Manager for the reconstruction of Circle Park.

Following discussion, upon motion duly made by Director Connife, seconded by Director Kelley and, upon vote, unanimously carried, the Board approved the Service Agreement for Construction Management Services between the District and Zanone Project Management, LLC.

**PUBLIC
COMMENTS**

There was no public comment.

**FINANCIAL
MATTERS**

Claims: The Board reviewed and considered ratifying the payment of claims for the period ending as follows:

Fund	Period Ending March 31, 2021	Period Ending April 30, 2021	Period Ending May 31, 2021
General	\$ 21,578.90	\$ 9,703.56	\$ 24,213.56
Debt Service	\$ -0-	\$ -0-	\$ -0-
Capital	\$ -0-	\$ -0-	\$ -0-
Total	\$ 21,578.90	\$ 9,703.56	\$ 24,213.56

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

Unaudited Financial Statements: Mr. Carroll reviewed with the Board the March 31, 2021 Schedule of Cash Position, updated as of May 28, 2021 and the Property Tax Reconciliation.

Following discussion, upon motion duly made by Director Foster and seconded by Director Kelley and, upon vote, unanimously carried, the Board accepted the March 31, 2021 Schedule of Cash Position, updated as of May 28, 2021 and the Property Tax Reconciliation.

2020 Audit: Mr. Carroll reviewed the draft 2020 Audit with the Board.

Following review and discussion, upon motion duly made by Director Foster, seconded by Director Kelley, and upon vote, unanimously carried, the Board approved the 2020 Audited Financial Statements and authorized execution of the Representations Letter, subject to final legal review and receipt of an unmodified opinion letter by the Auditor.

2022 Budget Public Hearing: The Board entered into discussion regarding setting the date for a Public Hearing to adopt the 2022 Budget.

Following discussion, upon motion duly made by Director Foster, seconded by Director Kelley and, upon vote, unanimously carried, the Board determined to

hold the public hearing to consider adoption of the 2022 Budget on November 9, 2021, at 2:00 p.m., at Special District Management Services, Inc., 141 Union Blvd, Lakewood, CO 80228 or virtually pending COVID-19 restrictions.

LEGAL MATTERS

First Amendment to Resolution No. 2015-11-05 Regarding Continuing Disclosure Policies and Procedures: The Board reviewed a First Amendment to Resolution No. 2015-11-05 Regarding Continuing Disclosure Policies and Procedures.

Following discussion, upon motion duly made by Director Foster, seconded by Director Kelley and, upon vote, unanimously carried, the Board approved the First Amendment to Resolution No. 2015-11-05 Regarding Continuing Disclosure Policies and Procedures.

Engineer's Reports and Certifications prepared by Ranger Engineering, LLC: The Board deferred discussion. No action was taken.

OPERATIONS AND MAINTENANCE

Operation and Maintenance: Mr. Cohrs noted that the Operation and Maintenance Report had been distributed. The Board did not have any questions on the report at this time.

CAPITAL IMPROVEMENTS

Development Updates: Mr. Holmes provided an update to the Board regarding the 112th Avenue extension. It was noted the project is expected to be complete by the end of 2021 and that Mr. Holmes will work with the Construction Manager on bid packages once the design for the park is complete.

OTHER MATTERS

There were no other matters.

ADJOURNMENT

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

Respectfully submitted,

By: *Ann Finn*
Secretary for the Meeting