

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE MIDCITIES METROPOLITAN DISTRICT NO. 2 HELD MARCH 16, 2021

A special meeting of the Board of Directors (referred to hereafter as “Board”) of the MidCities Metropolitan District No. 2 (referred to hereafter as “District”) was held on Tuesday, the 16th day of March, 2021 at 1:00 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 without any individuals (neither District Representatives or the General Public) attending in person. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Douglas McCormick
Greg Patrick
George Turtle
Charles Tash
Kael T. Russell

Also In Attendance Were:

David Solin; Special District Management Services, Inc.

Paul Cockrel; Collins; Cockrel & Cole, P.C.

Kimberly Johanns; Simmons & Wheeler, P.C.

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

Disclosure of Potential Conflicts of Interest: Attorney Cockrel reported that, in accordance with statutory requirements, Disclosure of Potential Conflict of Interest Statements were previously filed by Directors McCormick with the District and the Secretary of State disclosing potential conflicts of interest, because of such Director respective previous or current ownership, directorship and officership interests in or employment relationships with companies which previously owned and developed property within the District and/or MidCities Metropolitan District No. 2 (referred to hereafter as “District No. 2” and together with the District, the “Districts”) or which were involved in the development of such property, including entering into various construction, funding, acquisition and reimbursement, and management contracts with the Districts, including without limitation the Funding Agreement, the Amended and Restated Reimbursement Agreement, the Parking Garage Lease Purchase Agreement and the Infrastructure Acquisition Agreement (collectively referred to hereafter as “Coalton Contracts”). Director Douglas McCormick has disclosed his former

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involvement as a member, officer or director of, or as owners or creditors having a direct or indirect financial interest in, Alliance Commercial Holdings I, LLC (referred to hereafter as “Alliance Holdings”), which was the manager of Coalton Associates, LLC (referred to hereafter as “Coalton Associates”), which was a member and the sole owner of Coalton Acres, LLC (referred to hereafter as “Coalton Acres”), which had, but now has sold or disposed of, various land ownership and/or development interests within the Districts. Coalton Acres also was a member of Coalton Holdings, LLC (“Coalton Holdings” and together with Coalton Acres, “Coalton”), which also had, but now has disposed of, its land ownership and/or development interests within the District.

The Disclosure of Potential Conflict of Interest Statements were incorporated into the record of the meeting and will be deemed continuing until modified or withdrawn.

All Directors present stated that the participation of at least three of them in the regular meeting was necessary to obtain a quorum of the Board or otherwise enable the Board to act; that written disclosures of such potential conflicts of interest of each Director had previously been filed with the Districts and the Secretary of State in accordance with statutory requirements; and that the nature of each Director’s private interests related to the ownership, creditor or employment relationships or directorship or officership positions in companies, including Coalton, which formerly owned and developed property within the Districts, and is a party to and has interests under the Coalton Contracts. After each Director had summarily stated for the record the fact and nature of his private interests and further stated that the determination to participate in voting or to take any other action on any contract or other matter in which a Director may have a private interest would be made in compliance with Section 24-18-201(1)(b)(V), C.R.S., on an ad hoc basis, the Board turned its attention to the agenda items. All disclosures of potential conflicts of interest of the Directors shall be deemed continuing in nature until withdrawn.

ADMINISTRATIVE MATTERS

Agenda: The Board reviewed the proposed Agenda for the District’s special meeting.

Following discussion, upon motion duly made by Director McCormick, seconded by Director Patrick and, upon vote, unanimously carried, the Agenda was approved, as presented.

Approval of Meeting Location: The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District Board meetings.

Following discussion, upon motion duly made by Director McCormick seconded by Director Patrick and, upon vote, unanimously carried, the Board determined that due to concerns regarding the spread of the Coronavirus (Covid-19) and the benefits to the

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control of the spread of the virus by limiting in person contact, this District Board meeting will be held by conference call without any individuals (neither District Representatives nor the General Public) attending in person on location.

Minutes: The Board reviewed the Minutes of the November 17, 2020 Special Meeting.

Following discussion, upon motion duly made by Director Russell, seconded by Director Turtle and, upon vote, unanimously carried, the Board approved the Minutes of the November 17, 2020, as presented.

PUBLIC COMMENT

There was no public comment.

FINANCIAL MATTERS

Claims: The Board considered ratification of the payment of claims through the period ending as follows:

	Period Ending Nov. 11, 2020	Period Ending Dec. 21, 2020	Period Ending Jan. 14, 2021
General Fund	\$ 7,737.92	\$ 33,299.63	\$ 18,097.68
Debt Service Fund	\$ -0-	\$ 885.00	\$ -0-
Capital Fund	\$ 50,349.83	\$ 4,272.33	\$ 735.83
Total Claims	\$ 58,087.75	\$ 38,456.96	\$ 18,833.51

	Period Ending Feb. 17, 2021
General Fund	\$ 13,271.99
Debt Service Fund	\$ 5,000.00
Capital Fund	\$ 2,782.83
Total Claims	\$ 21,054.82

Following discussion, upon motion duly made by Director Russell, seconded by Director Turtle and, upon vote, unanimously carried, the Board ratified approval of payment of claims, as presented.

Claims Through the Period Ending March 16, 2021: The Board deferred discussion.

Unaudited Financial Statements: Ms. Johanns reviewed with the Board the unaudited financial statements of the District setting forth the cash deposits, investments and budget analysis for the period ending December 31, 2020.

Following review and discussion, upon motion duly made by Director Turtle, seconded by Director Russell and, upon vote, unanimously carried, the Board accepted the

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unaudited financial statements of the District setting forth the cash deposits, investments and budget analysis for the period ending December 31, 2020 as presented.

Sales Tax Report: Mr. Solin discussed with the Board the Sales Tax Report.

LEGAL MATTERS

PIVOT Exclusion Request: Attorney Cockrel reported to the Board that he is working with PIVOT on the exclusion request. It was noted PIVOT is working on permitting matters.

Parking Easement In Gross between the District and FIOA for location of a Storage Building: The Board reviewed a Parking Easement In Gross between the District and FIOA for location of a temporary Storage Building in the District's surface parking lot.

Following discussion, upon motion duly made by Director McCormick, seconded by Director Russell and, upon vote, unanimously carried, the Board approved the Parking Easement In Gross between the District and FIOA for location of a temporary Storage Building in the District's surface parking lot, subject to final legal review.

CAPITAL MATTERS

Parking Structure Project: The Parking Structure Project was discussed in Executive Session. No action was taken by the Board at this time.

Regional Trail Project: There was no update at this time.

Retaining Wall Repair Work: Mr. Solin discussed with the Board the retaining wall repair work. It was noted that two walls will require repair work.

Proposal from Hilltop Securities for Municipal Advisory Services: Mr. Solin informed the Board that he has requested a proposal from Hilltop Securities for Municipal Advisory services in conjunction with the District's needed refunding by December 1, 2021. He anticipates having the proposal ready for Board review at the next meeting.

EXECUTIVE SESSION

EXECUTIVE SESSION: Parking Structure: Pursuant to Section 24-6-402(4) of the Colorado Revised Statutes, upon motion duly made by Director Russell, seconded by Director Turtle and, upon an affirmative vote of at least two-thirds of the quorum present, the Board convened in executive session at 1:27 p.m. for the purpose of receiving from the Board's attorney legal advice relating to the Aequus settlement proposal for transfer of Parking Structure as authorized by Section 24-6-402(4)(b) and (e), C.R.S. The executive session discussion constituted a privileged attorney-client

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communication as provided by Section 24-6-402(4)(b), C.R.S. and, based on that opinion, no further record, written or electronic, was kept or required to be kept pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S.

The Board reconvened in regular session at 1:51 p.m.


OTHER MATTERS

There were no other matters.

ADJOURNMENT

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

Respectfully submitted,

By:  _____
Secretary for the Meeting