

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE DUS METROPOLITAN DISTRICT NO. 3 HELD NOVEMBER 2, 2020

A special meeting of the Board of Directors (“**Board**”) of the DUS Metropolitan District No. 3 (“**District**”) was convened on Monday, November 2, 2020 at 9:00 a.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 via Zoom videoconference. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Frank Cannon, President
Donna Blair, Secretary
Amy Cara, Treasurer
Mark Falcone, Assistant Secretary
Jay Lambiotte, Assistant Secretary (for a portion of the meeting)

Also present were:

Elisabeth A. Cortese, Esq., Emily Murphy, Esq. and Samantha Lillehoff, Esq. (for a portion of the meeting); McGeady Becher P.C.
Debra Sedgely; CliftonLarsonAllen LLP (“**CLA**”)
Matt Schartz; Continuum Partners

ADMINISTRATIVE MATTERS

Disclosure of Potential Conflicts of Interest: A quorum for the meeting was declared and the Board discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board of Directors to the Secretary of State. The members of the Board were requested 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 statute. It was noted by Attorney Cortese that disclosures of potential conflicts of interest were filed with the Secretary of State for all Directors.

Agenda: The Board reviewed the Agenda for the District’s special meeting. Following discussion and upon motion duly made by Director Blair, seconded by Director Falcone, and upon vote unanimously carried, the Board approved the Agenda, as amended.

Approval of Meeting Location 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. Following discussion, and upon motion duly made by Director Blair, seconded by Director Falcone, and upon vote unanimously carried, the Board determined that due to concerns regarding the spread of COVID-19 and the benefit to the control of the spread of the virus by limiting in-person contact, this meeting was conducted via Zoom videoconference and encouraged public participation via Zoom. The Board noted that notice of this meeting and Zoom meeting information was duly posted and the Board had not received any objections to the Zoom meeting or any requests that the meeting be changed by taxpaying electors within the District's boundaries.

Public Comment: No public comment.

Resolution Establishing Regular Meeting Dates, Time, and Location, and Designating 24-Hour Posting Location: The Board discussed the business to be conducted in 2021 and scheduled regular meetings for May 19, 2021 and October 27, 2021 at 8:00 a.m., to be held at the offices of Continuum Partners, 1881 16th Street, 5th Floor, City and County of Denver, when allowed pursuant to COVID-19 guidelines. Until such time, meetings will be held via telephone / video conference. Following discussion, upon motion duly made by Director Blair, seconded by Director Falcone, and upon vote unanimously carried, the Board adopted Resolution No. 2020-11-01, Establishing Regular Meeting Dates, Time, and Location, and Designating 24-Hour Posting Location.

CONSENT AGENDA

The Board considered the following items on the Consent Agenda:

- Approval of May 13, 2020 Special Meeting Minutes.

Following discussion, upon motion duly made by Director Falcone, seconded by Director Blair, and upon vote unanimously carried, the Board approved the above item on the Consent Agenda.

FINANCIAL MATTERS

Amended and Restated Intergovernmental Agreement for Denver Union Station Historic Station Zone At-Grade Public Improvements Operation and Maintenance Agreement among DUS Metropolitan District Nos. 1, 2, 3 and the Regional Transportation District ("RTD IGA"): Attorney Cortese informed the Board that she is awaiting a response from the Regional Transportation District regarding the RTD IGA. Since the RTD IGA, if entered into, would impact the general fund mill levies of the District and District No. 2, the Board determined to continue the meeting.

Insurance Renewal: Discussion deferred to the continued meeting.

2020 Budget Amendment Hearing: The President opened the public hearing to consider amending the 2020 Budget.

It was noted that a Notice stating that the Board would consider amending the 2020 Budget, along with the date, time and place of the public hearing was published in a newspaper having general circulation within the District, in accordance with statutory requirements. No written objections were received prior to the public hearing.

No public comments were received, and the public hearing was continued to November 11, 2020 at 3:30 p.m.

2021 Budget Hearing: The Board opened the public hearing to consider the proposed 2021 Budget. It was noted that a Notice stating that the Board would consider adoption of the 2021 Budget, along with the date, time and place of the public hearing was published in a newspaper having general circulation within the District, in accordance with statutory requirements. No written objections were received prior to the public hearing.

No public comments were received, and the public hearing was continued to November 11, 2020 at 3:30 p.m.

Resolution Authorizing Adjustment of the District Mill Levy in Accordance with the Colorado Constitution, Article X, Section 3: Discussion deferred to the continued meeting.

DLG-70 Mill Levy Certification: Discussion deferred to the continued meeting.

2022 Budget Preparation: Discussion deferred to the continued meeting.

2020 Audit Exemption Application: Discussion deferred to the continued meeting.

LEGAL MATTERS

District Transparency Notice: Discussion deferred to the continued meeting.

First Amendment to District Nos. 1-3 Facilities Funding, Construction and Operations Agreement between DUS Metropolitan District Nos. 1, 2 and 3: Discussion deferred to the continued meeting.

OTHER BUSINESS

Annual Meeting: It was noted that Notice of the public meeting was published as required under the District's Service Plan.

ADJOURNMENT

Upon motion duly made by Director Blair, seconded by Director Falcone, and upon vote unanimously carried, the Board continued the meeting to November 11, 2020 at 3:30 p.m. via Zoom.

The foregoing record constitutes a true and correct copy of the Minutes of the above-referenced meeting.

Roma J Blair

Secretary