

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE ACC METROPOLITAN DISTRICT HELD MARCH 9, 2022

A special meeting of the Board of Directors (referred to hereafter as “Board”) of the ACC Metropolitan District (referred to hereafter as “District”) convened on Wednesday, the 9th day of March, 2022, at 11:00 A.M. at the office of McGeady Becher P.C., 450 E. 17th Avenue, Suite 400, Denver Colorado, and via teleconference. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Julie von Clausburg (via teleconference)
John E. Strabel (via teleconference)
Brenda Lamer (via teleconference)

Also In Attendance Were:

David Solin; Special District Management Services, Inc. (via teleconference)

Paula Williams, Esq. (via teleconference) and Kate Olson, Esq. (physical location);
McGeady Becher P.C.

Jim Knopka; First Industrial Realty Trust, Inc. (via teleconference)

Matthew Gray, Esq., Sherman and Howard (via teleconference)

Megan Severs; Vectra Bank Colorado (via teleconference for a portion of the meeting)

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

Disclosures of Potential Conflicts of Interest: Mr. Solin advised the Board regarding the requirements pursuant to the Colorado Revised Statutes to disclose any potential conflicts of interest or potential breaches of fiduciary duty to the Board of Directors and to the Secretary of State. It was noted that a quorum was present, and Directors were asked to disclose any additional conflicts of interest they might have regarding any matters scheduled for discussion at this meeting, and incorporated for the record those applicable disclosures made prior to this meeting in accordance with the statute. Disclosures of potential conflicts of interest were filed with the Secretary of State for all directors, and no additional conflicts were disclosed at the meeting.

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ADMINISTRATIVE MATTERS

Agenda: Mr. Solin 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 von Clausburg, seconded by Director Strabel and, upon vote, unanimously carried, the agenda was approved, as presented.

Meeting Location and Posting of Notice: The Board discussed the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District's Board meeting. Following discussion, upon motion duly made by Director von Clausburg, seconded by Director Strabel and, upon vote, unanimously carried, the Board determined that certain members and consultants of the Board would attend the meeting at the physical location, which is within 20 miles of the District, and certain other board members and consultants would attend via conference call ,and encouraged public participation via telephone. The Board noted that notice of this meeting and physical location and conference call participation information was duly posted and that it had not received any objections to the telephonic meeting or any requests that the meeting be changed by taxpaying electors within the District's boundaries.

PUBLIC COMMENTS

There were no public comments.

FINANCIAL MATTERS

Resolution to amend the Loan Agreement with Zions Bancorporation, N.A. d/b/a Vectra Bank Colorado, dated as of September 26, 2019, pertaining to District Promissory Note, Series 2019B ("Loan Amendment Resolution"): Mr. Gray and Ms. Severs discussed and reviewed the proposed Loan Amendment Resolution with the Board. The Board determined to continue the discussion and reconvene on March 11, 2022 to provide additional time for review of the Loan Amendment Resolution.


OTHER MATTERS

There were no other meetings at this time.

ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made by Director von Clausburg, seconded by Director Strabel and, upon vote, unanimously carried, the meeting was continued to Friday, March 11, 2022 at 11:00 a.m.

Respectfully submitted,

By 
Secretary for the Meeting