

# ACC METROPOLITAN DISTRICT

141 Union Boulevard, Suite 150  
Lakewood, Colorado 80228-1898  
Tel: 303-987-0835 800-741-3254  
Fax: 303-987-2032

## NOTICE OF SPECIAL MEETING AND AGENDA

<u>Board of Directors</u>	<u>Office</u>	<u>Term/Expires</u>
Julie von Clausburg	President	2023/May 2023
John E. Strabel	Treasurer	2023/May 2023
Brenda Lamer	Assistant Secretary	2022/May 2022
<b>VACANT</b>		2022/May 2022
<b>VACANT</b>		2022/May 2022
David Solin	Secretary	

DATE: March 9, 2022 (Wednesday)  
TIME: 11:00 A.M.  
PLACE: McGeady Becher P.C.  
450 E. 17<sup>th</sup> Avenue, Suite 400  
Denver, Colorado 80203-1254

**CERTAIN BOARD MEMBERS AND CONSULTANTS OF THE DISTRICT MAY ATTEND THIS MEETING IN PERSON AT THE ABOVE-REFERENCED LOCATION. HOWEVER, CERTAIN OTHER BOARD MEMBERS AND CONSULTANTS OF THE DISTRICT MAY ATTEND THIS MEETING VIA TELECONFERENCE. MEMBERS OF THE PUBLIC WHO WISH TO ATTEND THIS MEETING MAY CHOOSE TO ATTEND VIA TELECONFERENCE. TO ATTEND THIS MEETING, DIAL THE PHONE NUMBER BELOW, AND ENTER THE INDICATED ID NUMBER AND PASSCODE WHEN PROMPTED:**

**Phone: 1-669-900-6833**  
**ID Number: 5469119353**  
**Passcode: 912873**

### I. ADMINISTRATIVE MATTERS

A. Present Disclosures of Potential Conflicts of Interest.

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B. Confirm quorum, location of the meeting and posting of meeting notices. Approve agenda.

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### II. PUBLIC COMMENTS

A. \_\_\_\_\_

III. FINANCIAL MATTERS

- A. Review and consider adoption of a 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 (enclosure).
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IV. OTHER MATTERS

- A. \_\_\_\_\_

- V. ADJOURNMENT **THE NEXT REGULAR MEETING IS SCHEDULED FOR JUNE 8, 2022.**

**CERTIFIED RECORD**  
**OF**  
**PROCEEDINGS**  
**ACC METROPOLITAN DISTRICT**  
**IN THE CITY OF AURORA, ADAMS COUNTY, COLORADO**  
**RELATING TO**  
**THE SERIES 2019B LIMITED TAX GENERAL OBLIGATION LOAN INCURRED BY THE**  
**DISTRICT FROM ZIONS BANCORPORATION, N.A.**  
**DBA VECTRA BANK COLORADO**

3/2/22 MBPC's Comments

(Attach copy of notice of meeting, as posted)

STATE OF COLORADO )  
 )  
ADAMS COUNTY )  
 )  
ACC METROPOLITAN DISTRICT )

The Board of Directors of ACC Metropolitan District, in the City of Aurora, Adams County, Colorado, met in special session at \_\_\_\_\_, Colorado, and via conference call, on March 9, 2022, at the hour of 11:00 a.m.

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***In accordance with Section 11-57-211, C.R.S., one or more of the members of the Board participated in this meeting and voted through the use of a conference telephone, and there was at least one person physically present at the designated meeting area to ensure that the physical location of the public meeting was in fact accessible to the public.***

The following members of the Board of Directors were present, constituting a quorum:

President:	Julie von Clausburg
Treasurer:	John E. Strabel
Assistant Secretary:	Brenda Lamer

Absent: NONE

Thereupon there was introduced the following resolution:

## **RESOLUTION**

**WHEREAS**, ACC Metropolitan District, in the City of Aurora, Adams County, Colorado (the “District”), is a duly and regularly created, established, organized, and existing metropolitan district, existing as such under and pursuant to the constitution and laws of the State of Colorado; and

**WHEREAS**, the District has previously entered into a Loan Agreement with Zions Bancorporation, N.A. d/b/a Vectra Bank Colorado dated as of September 26, 2019 (the “Loan Agreement”) pertaining to the ACC Metropolitan District Promissory Note, Series 2019B; and

**WHEREAS**, the definition of Index Rate in the Loan Agreement did not reflect the intended agreement of the parties; and

**WHEREAS**, the District intends to act to correct the definition of Index Rate set forth in the Loan Agreement as set forth in the attached revised Loan Agreement (the “Revised Loan Agreement”); and

**WHEREAS**, there has been presented to this meeting of the Board the form of the Revised Loan Agreement; and

**WHEREAS**, the Board desires to authorize the execution and delivery of the Revised Loan Agreement.

**THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF ACC METROPOLITAN DISTRICT:**

**Section 1. Definitions.** Unless the context indicates otherwise, as used herein, capitalized terms used herein and not otherwise defined shall have the meanings ascribed by the preambles hereto, and the following capitalized terms shall have the respective meanings set forth below:

Authorized Officer: the person or persons authorized to sign the Financing Agreements, which shall be any member of the Board of Directors of the District.

Delegated Authority: the authority delegated by this Authorizing Resolution to any Authorized Officer to sign the Financing Agreements.

**Section 2. Approvals, Authorizations, and Amendments.** The Revised Loan Agreement is incorporated herein by reference and are hereby approved. The District shall enter into and perform its obligations under the Revised Loan Agreement in the form presented at this meeting, with only such changes as are not inconsistent herewith. Any Authorized Officer is hereby authorized and directed to execute the Revised Loan Agreement and to affix the seal of the District thereto. The Revised Loan Agreement is to be executed in substantially the form presented at this meeting of the Board, provided that the Revised Loan Agreement may be completed, corrected, or revised as deemed necessary by the parties thereto in order to carry out

the purposes of this Authorizing Resolution. Copies of the Revised Loan Agreement shall be delivered, filed, and recorded as provided therein.

Upon execution and delivery of the Revised Loan Agreement, the covenants, agreements, recitals, and representations of the District therein shall be effective with the same force and effect as if specifically set forth herein, and such covenants, agreements, recitals, and representations are hereby adopted and incorporated herein by reference.

The proper officers of the District are hereby authorized and directed to prepare and furnish to any interested person certified copies of all proceedings and records of the District relating to the Revised Loan Agreement and such other affidavits and certificates as may be required to show the facts relating to the authorization and issuance thereof.

The execution of any instrument by an authorized officer of the District in connection with the Revised Loan Agreement not inconsistent herewith shall be conclusive evidence of the approval by the District of such instrument in accordance with the terms thereof and hereof.

**Section 3. Authorization.** The District is entitled to execute and deliver the Revised Loan Agreement in accordance with the Constitution of the State of Colorado; the Colorado Supplemental Public Securities Act contained in Title 11, Article 57, Part 2, C.R.S.; Title 32, Article 1, Part 11, C.R.S.; and all other laws of the State of Colorado thereunto enabling.

**Section 4. Permitted Amendments to Authorizing Resolution.** The District may amend this Authorizing Resolution in the same manner, and subject to the same terms and conditions as apply to an amendment or supplement to the Revised Loan Agreement.

**Section 5. Authorization to Execute Documents.** The officers of the District are hereby authorized and directed to take all actions necessary or appropriate to effectuate the provisions of this Authorizing Resolution, including but not limited to the execution of the Revised Loan Agreement and such certificates and affidavits as may be reasonably required by the Bank.

**Section 6. Ratification and Approval of Prior Actions.** All actions heretofore taken by the officers of the District and the members of the Board, not inconsistent with the provisions of this Authorizing Resolution, relating to the Revised Loan Agreement, are hereby ratified, approved, and confirmed.

**Section 7. Authorizing Resolution Irrepealable.** After the Revised Loan Agreement has been executed and delivered, this Authorizing Resolution shall constitute a contract between the Bank and the District, and shall be and remain irrepealable until the Revised Loan Agreement and all amounts due in connection therewith have been fully paid, satisfied, and discharged in accordance with the Revised Loan Agreement.

**Section 8. Repealer.** All orders, bylaws, and resolutions of the District, or parts thereof, inconsistent or in conflict with this Authorizing Resolution, are hereby repealed to the extent only of such inconsistency or conflict.

**Section 9. Severability.** If any section, paragraph, clause, or provision of this Authorizing Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Authorizing Resolution, the intent being that the same are severable.

**Section 10. Effective Date.** This Authorizing Resolution shall take effect immediately upon its adoption and approval.

[Remainder of page left intentionally blank]



**ADOPTED AND APPROVED** this [\_\_] day of [\_\_\_\_], 2022.

( S E A L )

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President or Treasurer

ATTESTED:

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Secretary or Assistant Secretary

Thereupon, Director [\_\_\_\_] moved the adoption of the foregoing resolution. The motion to adopt the resolution was duly seconded by Director [\_\_\_\_], put to a vote, and carried on the following recorded vote:

Those voting AYE:

Julie Von Clausburg  
John E. Strabel  
Brenda Lamer

Those voting NAY:

NONE

Thereupon the President, as Chairman of the meeting, declared the Authorizing Resolution duly adopted and the Secretary was directed to enter the foregoing proceedings and resolution upon the minutes of the Board.

Thereupon, after consideration of other business before the Board, the meeting was adjourned.

STATE OF COLORADO )  
 )  
ADAMS COUNTY )  
 )  
ACC METROPOLITAN DISTRICT )

The undersigned, as the Secretary or an Assistant Secretary of ACC Metropolitan District, in the City of Aurora, Adams County, Colorado, hereby certifies that the foregoing pages constitute a true and correct copy of that portion of the record of proceedings of the Board of Directors of said District relating to the adoption of a resolution revising a loan agreement between the District and Zions Bancorporation, N.A. dba Vectra Bank Colorado, adopted at a special meeting of the Board held at \_\_\_\_\_, Colorado, and via conference call

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on the 9<sup>th</sup> day of March, 2022, at the hour of 11:00 a.m., as recorded in the official record of proceedings of said District kept in my office; that the proceedings were duly had and taken; that the meeting was duly held; that the persons therein named were present at said meeting and voted as shown therein; that each director of the Board was informed of the date, time, place, and purpose of the special meeting; and that a notice of meeting, in the form herein set forth at page 1, was posted at three public places within the District, and at the office of the county clerk and recorder in the county or counties in which the District is located, at least 72 hours prior to the meeting, in accordance with law.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed the official seal of the District, as of the [\_\_\_\_] day of [\_\_\_\_], 2022.

( S E A L )

\_\_\_\_\_  
Secretary or Assistant Secretary

**EXHIBIT A**  
**to**  
**REVISED LOAN RESOLUTION**  
*[Revised Loan Agreement]*