

MINUTES
Regular Meeting of the Board of Directors
Denver Metropolitan Major League Baseball Stadium District
August 29, 2019

Board Members Present

Raymond T. Baker, Chairman
Jim Basey
Patty Imhoff
Scott Martinez
Bob Lee

Board Members Absent

Stephanie Forbes Donner
Lisa Neal Graves

Agenda Item 1.

On Thursday, August 29, 2019, a meeting of the Board of Directors of the Denver Metropolitan Major League Baseball Stadium District was called to order at 10:00 a.m. by Raymond T. Baker, Chairman. As there was a quorum, the following business was conducted.

Agenda Item 2.

Approval of Minutes

A motion to approve the minutes of the July 15, 2019 meeting of the Board of Directors was made by Bob Lee, seconded by Patty Imhoff and unanimously approved.

Agenda Item 3.

New Business

Amended and Restated Ground Lease for the West Lot:

Ray introduced Craig Umbaugh, the District's legal counsel who was joined by Chris Toll of Otten Johnson who also worked on the Amended and Restated Ground Lease. Craig gave a summary of the changes in connection with the proposed Amended and Restated Ground Lease for the West Lot. Under the existing Ground Lease, a parcel is leased to the Colorado Rockies, as Tenant, and an easement is granted to the Tenant over a second parcel known as the Wynkoop Walkway. The Amended and Restated Lease amends the original Ground Lease, to add the Wynkoop Walkway to the Premises leased by the Tenant so that the Tenant may undertake maintenance, insurance and include the Wynkoop Walkway within the development plan. The District has reserved certain rights in the Wynkoop Walkway to include pedestrian and emergency vehicular access rights across the Wynkoop Walkway; no permanent structures may be constructed within the Wynkoop Walkway (although Tenant can building a parking garage under, and balconies over, the Wynkoop Walkway); protection of the ability to have the 20th Street bridge tie to the Wynkoop Walkway; and access rights are available to the baseball team occupying the stadium (which may not be the Rockies, if Tenant no longer owns the Rockies).

Amended and Restated Ground (continued):

Tenant will be responsible for cleaning and maintaining the Wynkoop Walkway.

Under the proposed Amended and Restated Ground Lease, the District agrees to cooperate with Tenant in connection with a reasonable number of declarations for the Premises. The District has a right to approve the form and substance of each declaration which will not be unreasonably withheld. The District's title will not be subject or subordinated to any Declaration and District will not be obligated to pay any amounts or perform any obligations in connection with any Declaration, unless District acquires title to the improvements (for instance, if the Amended and Restated Ground Lease were to be terminated).

Craig advised that the District is approving the Development Plan as attached as Exhibit E. The Amended and Restated Ground Lease will provide the Tenant with the ability to develop the property in a variety of different methods, including the use of a condominium structure of the leasehold interests. The Tenant intends to create condominiums for various aspects of the project and create the appropriate declarations.

In connection with special districts, the District agrees to cooperate with Tenant in the Tenant's establishment of one or more special districts, business improvement districts and/or general improvement districts.

There are further provisions and protections with regards to easements, title insurance, timing of subleases, sublease approval and nondisturbance agreements, along with prohibited uses being slight revised, such as allowing car washes in conjunction with an office, pets in the residential units and if allowed by law, limited sports betting on site.

Jim Basey said it all sounded very comprehensive and thanked everyone for their in-depth work on the Amended and Restated Ground Lease.

Patty Imhoff asked about the current thoughts on special districts. Hal Roth, counsel for the Rockies, advised that two metro districts were established for maintaining improvements and operating the development.

Scott Martinez asked if there were any issues regarding the Wynkoop Walkway being designated as a City-property and being subject to issues such as last year's ballot initiative. Craig said that the walkway is not City-owned and therefore would have not been subject to the initiative. The Rockies maintain the right to secure the walkway so there is public access but it is not a public right-of-way. Scott thought it would be useful to keep the issue in mind since similar initiatives may arise in the future.

After no further discussion, Ray asked for a motion to approve the Amended and Restated Ground Lease for the West Lot. A motion was made by Jim Basey, seconded by Scott Martinez and unanimously approved (5-0).

RESOLUTION 4-19:

A motion to approve the Amended and Restated Ground Lease for the Land Known as the West Lot by and between Denver Metropolitan Major League Baseball Stadium District, as Landlord, and Colorado Rockies Baseball Club, Ltd., as Tenant (the "Amended and Restated Ground Lease"), and authorizing the Chair, any of the District Board of Directors, or District staff, or their designated representatives to execute the Amended and Restated Ground Lease, and any other documents contemplated by the Amended and Restated Ground Lease or necessary to effectuate the transaction contemplated by the Amended and Restated Ground Lease, including but not limited to the Amended and Restated Memorandum, Non-Disturbance and Recognition Agreement (Master Sublease), Non-Disturbance and Recognition Agreement with Unit Owner, Non-Disturbance and Recognition Agreement (Commercial Occupant), Non-Disturbance and Recognition Agreement (Residential Occupants), Consents to Subleases, agreements with the City and County of Denver, all with such minor changes as they deem appropriate, and take all actions necessary to effectuate the purposes of the resolution.

First Amendment to User Agreement, Lease and Management Agreement

Ray asked Craig to give an overview of the First Amendment to User Agreement, Lease and Management Agreement. Craig explained that under the Ground Lease, the Wynkoop Walkway Parcel was made part of the Ground Lease premises and therefore, the legal description under the User Agreement needed to be modified to reflect that change. In addition, a provision was added to the User Agreement make clear that the patrons of the baseball team had access rights across the Wynkoop Walkway for events.

Ray asked for a motion to approve the First Amendment to the Amended and Restated Ground Lease which was made by Jim Basey and seconded by Scott Martinez and unanimously approved (5-0).

RESOLUTION 5-19:

A motion to approve the First Amendment to User Agreement, Lease and Management Agreement by and between Denver Metropolitan Major League Baseball Stadium District and Colorado Rockies Baseball Club, Ltd. ("First Amendment"), and hereby authorizes the Chair, any of the District Board of Directors, or District staff, or their designated representatives to execute the First Amendment and any other documents contemplated by the First Amendment or necessary to effectuate the transaction contemplated by the First Amendment, including but not limited to a memorandum of lease, easements, and agreements with the City and County of Denver, all with such minor changes as they deem appropriate, and take all actions necessary to effectuate the purposes of the resolution.

Capital Repairs and Improvements:

Kevin Kahn, Director of Operations for the Rockies, presented the Capital Repair Plan for 2020 requesting approval of the amount of \$7,102,000 which would cover replacement of boilers, speakers on main concourse and club level, escalator replacements (7 and 8), security cameras, restroom floor coating replacement, playground updates, hot water field heat and recovering pads. Allyson Gutierrez of the Rockies advised that with the new field heat, they will now be able to heat the field with hot water running in a loop underground to heat the field instead of electricity which will be much more efficient.

Jim Basey asked about the back-to-back concerts recently held and how the grass turf held up. Kevin advised that playability was not affected even though the Rockies had heard of other stadiums that did suffer damage to the field. Even with the extra day of setup, the Rockies were very pleased with the results.

Kevin further advised that the repair plan is based on the Populous long term improvement and replacement engineering plan.

Capital Repairs and Improvements (continued):

Michael Kent, CFO of the Rockies, advised that sufficient funds to cover the funds requested for the 2020 plan would be available based on current funds and funding from the additional concert incomes and lease payments due Sept. 15, 2019 and Jan. 1, 2020. Ray asked about the \$1,000,000 balance was being included in the Capital Repairs Fund and Michael advised they were maintaining the balance. Michael said that going into 2021, the Rockies would like to recoup some of the prepayment of the funds that were used for capital repairs. Ray said that they would review at that time.

No further discussion was had on the Capital Repairs Plan for 2020 and Ray requested a motion to approve the expenditure \$7,102,000 for the 2020 Capital Repairs Plan as presented by the Rockies. A motion was made by Jim Basey, seconded by Patty Imhoff and unanimously approved (5-0).

RESOLUTION 6-19:

A motion to approve the 2020 Capital Repairs Plan in the amount of \$7,102,000 and authorizing the Chair, or any of the District Directors, or staff to execute such documents take such other and further action as necessary to effect the purposes of this resolution.

West Lot Update:

Allyson Gutierrez, gave a brief update on the progress of the construction on the west lot and showed pictures of the construction on the site.

Stadium Netting:

Kevin advised that they continue to work with Populous and reviewing other venues to evaluate the netting issue for Coors Field in order find a viable solution to likely extend the netting. Kevin has reached out to other venues, but has found that each one varies as to layout and none have the same attributes as Coors Field, thus requiring unique engineering solutions for each one. The Rockies are continuing to compile the data and further study this, as it is an ongoing process. Patty Imhoff asked if extended netting was mandated yet by the MLB. Kevin said not at this time, but the Rockies are committed to keeping a safe environment for their fans and are working diligently.

Scooters:

Kevin also brought up the scooter issue in and around Coors Field. The Rockies have the ability to close streets in and around Coors Field during games and have now put up electronic signs making riders dismount when accessing the sidewalks around Coors Field. Also, there have been recent ordinances passed by the city with regard to scooters having to use bike lanes and streets instead of sidewalks.

Consultant Contract:

Ray presented a Consultant Agreement for the oversight and operations of the District to be performed by Zuccaro PR, LLC. Discussion was held and a motion was made to approve the consultant agreement by Scott Martinez and seconded by Patty Imhoff and unanimously approved (5-0).

RESOLUTION 7-19:

A motion to approve the Consultant Agreement for oversight and operations of the District by Zuccaro PR LLC and authorizing the Chair, or any of the District Directors, to execute the Consultant Agreement and to take such other and further action as necessary to effect the purposes of this resolution.

Agenda Item 4.

Comments from the Public

There were no comments from the Public.

Agenda Item 5.

Comments from the Board:

The next meeting of the board of directors is currently scheduled for September 18, 2019, but may be delayed. Ray said that all directors will be advised of the date.

Agenda Item 6.


Other Business

None

Agenda Item 7.

Adjourn

There being no other business, a motion to adjourn this meeting of the District was made by Scott Martinez, seconded by Patty Imhoff and unanimously approved.



Secretary-Treasurer