

**THE AURORA HIGHLANDS METROPOLITAN DISTRICT NOS. 1-3**

8390 East Crescent Parkway, Suite 300

Greenwood Village, CO 80111

Phone: 303-779-5710

NOTICE OF A SPECIAL MEETING AND AGENDA

<u>Boards of Directors:</u>	<u>Office:</u>	<u>Term/Expiration:</u>
Matt Hopper	President	2022/May 2022
Carla Ferreira	Vice President	2022/May 2022
Michael Sheldon	Treasurer	2020/May 2023
Cynthia (Cindy) Shearon	Assistant Secretary	2020/May 2023
VACANCY	Assistant Secretary	2020/May 2023
Denise Denslow	Secretary	N/A

DATE: July 16, 2020

TIME: 1:00 P.M.

PLACE: **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 WILL BE HELD BY VIDEO ENABLED WEB CONFERENCE. IF YOU WOULD LIKE TO ATTEND THIS MEETING, PLEASE JOIN THE VIDEO ENABLED WEB CONFERENCE AT ZOOM:**

<https://hrgreen.zoom.us/j/92511601012?pwd=QklzY1RSTWVJdW9zWmx6M096N2VLUT09>

**Meeting: 925 1160 1012**

**Password: 067433**

**Or Dial In:**

**877- 853-5247**

**I. ADMINISTRATIVE MATTERS**

A. Present disclosures of potential conflicts of interest and confirm quorum.

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B. Approve Agenda, confirm location of the meeting and posting of meeting notices.

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**II. CONSENT AGENDA**

Consent Agenda – These items are considered to be routine and will be ratified by one motion. There will be no separate discussion of these items unless a board member so requests; in which event, the item will be removed from the Consent Agenda and considered in the Regular Agenda.

- Review and consider approval of Minutes from the May 21, 2020 Special Meeting (enclosures).

**III. LEGAL MATTERS**

- A. Discuss and consider approval of Assignment of Responsibilities under Restated Agreement for Reimbursement of Costs (Picadilly Road Cost Reimbursement) by and among the Districts, Aerotropolis Area Coordinating Metropolitan District, Green Valley Aurora Metropolitan District No. 1 and Town Center Metropolitan District (to be distributed).

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- B. Acknowledge CAB Adoption of Long-Term Development Plan – June 2020 Update.

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- C. Acknowledge Inclusion Agreement (Aurora Tech Center Holdings, LLC) by and among Aerotropolis Area Coordinating Metropolitan District (“AACMD”), Aurora Tech Center Holdings, LLC and Aurora Tech Center Development, LLC.

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- D. Acknowledge Inclusion Agreement (GVR King Commercial, LLC) by and among AACMD, GVR King Commercial, LLC and Aurora Tech Center Development, LLC.

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- E. Acknowledge Inclusion Agreement by and among AACMD, Aurora Highlands, LLC, GVR King LLC, GVRE 470 LLC, Green Valley East, LLC, SJSA Investments, LLC, Aurora Highlands

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- F. Acknowledge rescission of Inclusion Agreements by and between AACMD and each of the following entities: Aurora Tech Center Development, LLC; Aurora Tech Center Holdings, LLC; Aurora Highlands Holdings, LLC; Aurora Highlands, LLC; GVR King Commercial, LLC; SJSA Investments, LLC; GVR King LLC; Green Valley East, LLC; and GVRE 470 LLC.

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**IV. FINANCIAL MATTERS**

- A. \_\_\_\_\_
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**V. CONSTRUCTION MATTERS**

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

**VII. OTHER BUSINESS**

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

**VIII. ADJOURNMENT** ***THE NEXT REGULAR MEETING IS SCHEDULED FOR NOVEMBER 19, 2020.***

**MINUTES OF A JOINT SPECIAL MEETING OF  
THE BOARDS OF DIRECTORS OF THE  
AURORA HIGHLANDS METROPOLITAN DISTRICT NOS. 1 - 3  
HELD  
May 21, 2020**

A joint special meeting of the Boards of Directors (the “**Boards**”) of the Aurora Highlands Metropolitan District Nos. 1 - 3, County of Adams (the “**Districts**”) was convened on Thursday, May 21, 2020, at 1:00 p.m. Due to concerns related to COVID-19, all participants attended by GoToMeeting at <https://global.gotomeeting.com/join/250765349>  
**United States (Toll Free): 1 877 568 4106 - One-touch: tel: +18775684106, 250765349# United States: +1 (224) 501-3216 - One-touch: tel: +12245013216, 250765349# Access Code: 250-765-349**

The meeting was open to the public via both means.

**Directors In Attendance Were:**

Matt Hopper  
Carla Ferreira  
Michael Sheldon  
Cynthia (“Cindy”) Shearon

**Also In Attendance Was:**

MaryAnn McGeady, Esq., Elisabeth Cortese, Esq., Jon Hoistad, Esq., and Drew Rippey, Esq.; McGeady Becher P.C.  
Todd Johnson; Terra Forma Solutions, Inc.  
Debra Sedgeley, Denise Denslow and Anna Jones; CliftonLarsonAllen LLP  
Matt Ruhland, Esq. And Sarah Luetjen; Collins Cockrel & Cole

**ADMINISTRATIVE  
MATTERS**

**Disclosure of Potential Conflicts of Interest:** Attorney Ruhland discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Boards to the Secretary of State. The members of the Boards 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 members of the Boards prior to this meeting in accordance with statute. It was noted that the disclosures of potential conflicts of interest were filed with the Secretary of State for all Directors as required by statute. No new conflicts were disclosed.

**Agenda:** The Boards considered the proposed Agenda for the Districts’ special meeting.

Following discussion, upon motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote unanimously carried, the Agenda was approved, as amended.

**Results of the May 5, 2020 Regular Election:** Attorney Ruhland discussed the results of the May 5, 2020 Regular Election, noting that as there were not more candidates than open seats on the Board, the Regular Election was cancelled.

**Appointment of Officers:** Upon a motion duly made by Director Sheldon, seconded by Director Ferreira, and upon vote unanimously carried, the Board kept the current slate of officers.

**Discuss Vacancies on the Board of Directors:** This item was tabled.

**Status of Website Creation and Consider Alternate Platform (Wix) for Website Hosting:** After discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira, and upon vote unanimously carried, the Board authorized CLA to establish the website.

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**CONSENT AGENDA** The Boards considered the following actions:

- Review and consider approval of Minutes from the April 10, 2020 Special Meeting.
- Review and consider approval of Minutes from the April 16, 2020 Special Meeting.

Following discussion, upon motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried, the Boards ratified and/or approved, as applicable, the above actions, as presented.

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**LEGAL MATTERS** **Assignment of Responsibilities under Restated Agreement for Reimbursement of Costs between and among Aerotropolis Area Coordinating Metropolitan district (“AACMD”), the Districts, Green Valley Aurora Metropolitan District and Town Center Metropolitan District:** Attorneys Ruhland and McGeady provided an over of the cost sharing history and service plan amendments that assign the responsibilities of the Green Valley Ranch East, LLC to Green Valley Aurora Metropolitan District No. 1 due to the improvements near their area. Attorney McGeady noted that under this Assignment, AACMD and TAH Metropolitan District Nos. 1, 2 and 3 would no longer responsible for the costs. Following discussion, upon motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote unanimously carried by roll call, the Boards approved the Assignment of Responsibilities under Restated Agreement for Reimbursement of Costs between and among AACMD, the Districts, Green Valley Aurora Metropolitan District and Town Center Metropolitan District, subject to final review and negotiations by legal counsel.

**Notice of Withdrawal from Aurora Regional Improvement Authority No. 2:** Attorneys Ruhland and Cortese reviewed the background, noting that the City never executed the agreement, no documentation was filed with DOLA and a Board was never established. She further noted that this is a 60 day notice that will be jointed filed with The Aurora Highlands Metropolitan District Nos. 1, 2 and 3. Following discussion, upon motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote unanimously carried by roll call, the Boards approved the Notice of Withdrawal from Aurora Regional Improvement Authority No. 2.

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**FINANCIAL MATTERS**

None.

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**CO** None.

None.

**NST**

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**MA**

None.

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**RS**

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None.

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

**OT**

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**ADJ** There being no  
**OU** further business  
**RN** to come before  
**ME** the Board at this  
**NT** time, upon  
motion duly made  
by Director  
Ferreira,  
seconded by  
Director Sheldon  
and upon vote,  
unanimously  
carried, the  
meeting was

Respectfully submitted,

By \_\_\_\_\_  
Secretary for the Meeting

adjourned.

respectfully  
submitted,

y

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Secretary for the  
Meeting