

**MINUTES OF A CONTINUED SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
AEROTROPOLIS AREA COORDINATING
METROPOLITAN DISTRICT (“DISTRICT”)
HELD
OCTOBER 28, 2021**

A continued special meeting of the Board of Directors of the District, County of Adams (referred to hereafter as the “Board”) was reconvened on Thursday, October 28, 2021 at 1:04 p.m. at the Information Center, 3900 E. 470 Beltway, Aurora, Colorado. The District Board meeting was held with Directors M. Hopper, Ferreira, Shearon attending in person at the physical meeting location. The meeting was also open to the public via videoconference.

Directors In Attendance Were:

Matt Hopper, President
Michael Sheldon, Treasurer
Carla Ferreira, Vice-President
Cindy Shearon, Assistant Secretary

Also In Attendance Were:

Jon Hoistad, Esq.; McGeady Becher P.C.
Debra Sedgeley, Zach Leavitt, Gina Karapetyan, Denise Denslow and Anna Jones;
CliftonLarsonAllen LLP (“CLA”)
Rita Connerly; Fairfield and Woods P.C.
Brooke Hutchens; D.A. Davidson & Co.
Jason Burningham; Lewis Young Robertson & Burningham, Inc.

**ADMINISTRATIVE
MATTERS**

Disclosure of Potential Conflicts of Interest: Attorney Hoistad 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 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.

Quorum/Confirmation of Meeting Location/Posting of Notice: A quorum for the special meeting was confirmed. The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the Board meeting. Following discussion, upon motion duly made by Director Ferreira, seconded by Director Shearon and, upon vote, unanimously carried, the Board determined to conduct this meeting at the above-stated location, with Directors Hopper, Ferreira and Shearon attending in person, with the remaining Board members and consultants attending via videoconference. The Board further noted that notice providing the time, date and location was duly posted and that no

objections, or any requests that the means of hosting the meeting be changed by any interested person have been received.

Agenda: The Board considered the proposed Agenda for the continued special meeting. Following discussion, upon motion duly made by Director Ferreira, seconded by Director Shearon and, upon vote, unanimously carried, the Agenda was approved, as presented.

Public Comment: There was no public comment.

CONSENT AGENDA The Board considered the following actions:

Other: None.

LEGAL MATTERS

Terms for Cooperative Agreement Regarding Construction of The Aurora Highlands Parkway by and between Aerotropolis Regional Transportation Authority (“ARTA”), the District and East Cherry Creek Valley Water & Sanitation District and authorize execution of same: There was no update available.

Executive Session: It was determined that an executive session was not necessary.

Amended and Restated Inclusion Agreement (Aurora Highlands, LLC / GVR King LLC / GVRE 470 LLC / Green Valley East LLC / SJSA Investments LLC / Aurora Highlands Holdings LLC / Property West of Powhatan) by and among the District, Aurora Highlands, LLC, GVR King LLC, GVRE 470 LLC, Green Valley East LLC, SJSA Investments LLC and Aurora Highlands Holdings LLC: Attorney Hoistad reviewed the Amended and Restated Inclusion Agreement with the Board. Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried, the Board approved the Amended and Restated Inclusion Agreement (Aurora Highlands, LLC / GVR King LLC / GVRE 470 LLC / Green Valley East LLC / SJSA Investments LLC / Aurora Highlands Holdings LLC / Property West of Powhatan) by and among the District, Aurora Highlands, LLC, GVR King LLC, GVRE 470 LLC, Green Valley East LLC, SJSA Investments LLC and Aurora Highlands Holdings LLC.

Amended and Restated Inclusion Agreement (Aurora Tech Center Holdings, LLC / Aurora Tech Center Development, LLC / Property East of Powhatan) by and among the District, Aurora Tech Center Holdings, LLC and Aurora Tech Center Development, LLC: Attorney Hoistad reviewed the Amended and Restated Inclusion Agreement with the Board. Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried, the Board approved the Amended and Restated Inclusion Agreement (Aurora Tech Center Holdings, LLC / Aurora Tech Center Development, LLC / Property East of Powhatan) by and among the District, Aurora Tech Center Holdings, LLC and Aurora Tech Center Development, LLC.

Amended and Restated Inclusion Agreement (GVR King Commercial LLC / Property East of Powhatan) by and among the District, GVR King Commercial LLC

and Aurora Tech Center Development, LLC: Attorney Hoistad reviewed the Amended and Restated Inclusion Agreement with the Board. Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried, the Board approved the Amended and Restated Inclusion Agreement (GVR King Commercial LLC / Property East of Powhatan) by and among the District, GVR King Commercial LLC and Aurora Tech Center Development, LLC.

Termination of Inclusion and Exclusion Agreement (Parcels Within Section 20) by and among First Creek Ranch Metropolitan District (“FCRMD”), the District and Aurora Highlands, LLC: Attorney Hoistad reviewed the Termination of Inclusion and Exclusion Agreement with the Board. Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Hopper and, upon vote, unanimously carried, the Board approved the Termination of Inclusion and Exclusion Agreement (Parcels Within Section 20) by and among FCRMD, the District and Aurora Highlands, LLC.

Amended and Restated Mill Levy Allocation Policy Agreement by and among the Aurora Highlands Community Authority Board (“CAB”), The Aurora Highlands Metropolitan District No. 1, The Aurora Highlands Metropolitan District No. 2, The Aurora Highlands Metropolitan District No. 3, the District, ATEC Metropolitan District No. 1, and ATEC Metropolitan District No. 2: Attorney Hoistad reviewed the Amended and Restated Mill Levy Allocation Policy Agreement with the Board. Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried, the Board approved the Amended and Restated Mill Levy Allocation Policy Agreement by and among the CAB, The Aurora Highlands Metropolitan District No. 1, The Aurora Highlands Metropolitan District No. 2, The Aurora Highlands Metropolitan District No. 3, the District, ATEC Metropolitan District No. 1, and ATEC Metropolitan District No. 2.

Termination of First Amended and Restated Facilities Funding and Acquisition Agreement by and between the District and Aurora Highlands, LLC: Attorney Hoistad reviewed the Termination of First Amended and Restated Facilities Funding and Acquisition Agreement with the Board. Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Shearon and, upon vote, unanimously carried, the Board approved the Termination of First Amended and Restated Facilities Funding and Acquisition Agreement by and between the District and Aurora Highlands, LLC.

FINANCIAL MATTERS

Other: None.

ARTA MATTERS

Other: None.

OTHER BUSINESS

None.

ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote, unanimously carried, the meeting was adjourned at 1:12 p.m.

Respectfully submitted,

DocuSigned by:
Denise Denlow
By 77517AF6E925439...
Secretary for the Meeting

Certificate Of Completion

Envelope Id: 1CF7E035B858494B9FC49E51C7FC1982	Status: Completed
Subject: AACMD 10-28 minutes	
Client Name: AACMD	
Client Number: 011-042659-OS03-2022	
Source Envelope:	
Document Pages: 4	Signatures: 1
Certificate Pages: 4	Initials: 0
AutoNav: Enabled	Envelope Originator:
Enveloped Stamping: Enabled	Kathy Suazo
Time Zone: (UTC-06:00) Central Time (US & Canada)	220 South 6th Street
	Suite 300
	Minneapolis, MN 55402
	Kathy.Suazo@claconnect.com
	IP Address: 165.225.10.179


Record Tracking

Status: Original	Holder: Kathy Suazo	Location: DocuSign
1/7/2022 3:41:16 PM	Kathy.Suazo@claconnect.com	

Signer Events

Denise Denslow
denise.denslow@claconnect.com
Secretary
Security Level: Email, Account Authentication (None)

Signature

DocuSigned by:

77517AF6E925439...
Signature Adoption: Pre-selected Style
Using IP Address: 165.225.10.167

Timestamp

Sent: 1/7/2022 3:42:17 PM
Viewed: 1/9/2022 9:47:54 AM
Signed: 1/9/2022 9:48:03 AM

Electronic Record and Signature Disclosure:
Accepted: 1/9/2022 9:47:54 AM
ID: 17beefdd-eb90-4b42-9ea1-3ba3d080f3c3

In Person Signer Events	Signature	Timestamp
--------------------------------	------------------	------------------

Editor Delivery Events	Status	Timestamp
-------------------------------	---------------	------------------

Agent Delivery Events	Status	Timestamp
------------------------------	---------------	------------------

Intermediary Delivery Events	Status	Timestamp
-------------------------------------	---------------	------------------

Certified Delivery Events	Status	Timestamp
----------------------------------	---------------	------------------

Carbon Copy Events	Status	Timestamp
---------------------------	---------------	------------------

Witness Events	Signature	Timestamp
-----------------------	------------------	------------------

Notary Events	Signature	Timestamp
----------------------	------------------	------------------

Envelope Summary Events	Status	Timestamps
--------------------------------	---------------	-------------------

Envelope Sent	Hashed/Encrypted	1/7/2022 3:42:17 PM
Certified Delivered	Security Checked	1/9/2022 9:47:54 AM
Signing Complete	Security Checked	1/9/2022 9:48:03 AM
Completed	Security Checked	1/9/2022 9:48:03 AM

Payment Events	Status	Timestamps
-----------------------	---------------	-------------------

Electronic Record and Signature Disclosure

ELECTRONIC RECORD AND SIGNATURE DISCLOSURE

From time to time, CliftonLarsonAllen LLP (we, us or Company) may be required by law to provide to you certain written notices or disclosures. Described below are the terms and conditions for providing to you such notices and disclosures electronically through the DocuSign system. Please read the information below carefully and thoroughly, and if you can access this information electronically to your satisfaction and agree to this Electronic Record and Signature Disclosure (ERSD), please confirm your agreement by selecting the check-box next to 'I agree to use electronic records and signatures' before clicking 'CONTINUE' within the DocuSign system.

Getting paper copies

At any time, you may request from us a paper copy of any record provided or made available electronically to you by us. You will have the ability to download and print documents we send to you through the DocuSign system during and immediately after the signing session and, if you elect to create a DocuSign account, you may access the documents for a limited period of time (usually 30 days) after such documents are first sent to you. After such time, if you wish for us to send you paper copies of any such documents from our office to you, you will be charged a \$0.00 per-page fee. You may request delivery of such paper copies from us by following the procedure described below.

Withdrawing your consent

If you decide to receive notices and disclosures from us electronically, you may at any time change your mind and tell us that thereafter you want to receive required notices and disclosures only in paper format. How you must inform us of your decision to receive future notices and disclosure in paper format and withdraw your consent to receive notices and disclosures electronically is described below.

Consequences of changing your mind

If you elect to receive required notices and disclosures only in paper format, it will slow the speed at which we can complete certain steps in transactions with you and delivering services to you because we will need first to send the required notices or disclosures to you in paper format, and then wait until we receive back from you your acknowledgment of your receipt of such paper notices or disclosures. Further, you will no longer be able to use the DocuSign system to receive required notices and consents electronically from us or to sign electronically documents from us.

All notices and disclosures will be sent to you electronically

Unless you tell us otherwise in accordance with the procedures described herein, we will provide electronically to you through the DocuSign system all required notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to you during the course of our relationship with you. To reduce the chance of you inadvertently not receiving any notice or disclosure, we prefer to provide all of the required notices and disclosures to you by the same method and to the same address that you have given us. Thus, you can receive all the disclosures and notices electronically or in paper format through the paper mail delivery system. If you do not agree with this process, please let us know as described below. Please also see the paragraph immediately above that describes the consequences of your electing not to receive delivery of the notices and disclosures electronically from us.

How to contact CliftonLarsonAllen LLP:

You may contact us to let us know of your changes as to how we may contact you electronically, to request paper copies of certain information from us, and to withdraw your prior consent to receive notices and disclosures electronically as follows:

To contact us by email send messages to: BusinessTechnology@CLAconnect.com

To advise CliftonLarsonAllen LLP of your new email address

To let us know of a change in your email address where we should send notices and disclosures electronically to you, you must send an email message to us at BusinessTechnology@CLAconnect.com and in the body of such request you must state: your previous email address, your new email address. We do not require any other information from you to change your email address.

If you created a DocuSign account, you may update it with your new email address through your account preferences.

To request paper copies from CliftonLarsonAllen LLP

To request delivery from us of paper copies of the notices and disclosures previously provided by us to you electronically, you must send us an email to BusinessTechnology@CLAconnect.com and in the body of such request you must state your email address, full name, mailing address, and telephone number. We will bill you for any fees at that time, if any.

To withdraw your consent with CliftonLarsonAllen LLP

To inform us that you no longer wish to receive future notices and disclosures in electronic format you may:

i. decline to sign a document from within your signing session, and on the subsequent page, select the check-box indicating you wish to withdraw your consent, or you may;

ii. send us an email to BusinessTechnology@CLAconnect.com and in the body of such request you must state your email, full name, mailing address, and telephone number. We do not need any other information from you to withdraw consent.. The consequences of your withdrawing consent for online documents will be that transactions may take a longer time to process..

Required hardware and software

The minimum system requirements for using the DocuSign system may change over time. The current system requirements are found here: <https://support.docusign.com/guides/signer-guide-signing-system-requirements>.

Acknowledging your access and consent to receive and sign documents electronically

To confirm to us that you can access this information electronically, which will be similar to other electronic notices and disclosures that we will provide to you, please confirm that you have read this ERSD, and (i) that you are able to print on paper or electronically save this ERSD for your future reference and access; or (ii) that you are able to email this ERSD to an email address where you will be able to print on paper or save it for your future reference and access. Further, if you consent to receiving notices and disclosures exclusively in electronic format as described herein, then select the check-box next to ‘I agree to use electronic records and signatures’ before clicking ‘CONTINUE’ within the DocuSign system.

By selecting the check-box next to ‘I agree to use electronic records and signatures’, you confirm that:

- You can access and read this Electronic Record and Signature Disclosure; and
- You can print on paper this Electronic Record and Signature Disclosure, or save or send this Electronic Record and Disclosure to a location where you can print it, for future reference and access; and
- Until or unless you notify CliftonLarsonAllen LLP as described above, you consent to receive exclusively through electronic means all notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to you by CliftonLarsonAllen LLP during the course of your relationship with CliftonLarsonAllen LLP.