

RECORD OF PROCEEDINGS

**MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
AEROTROPOLIS AREA COORDINATING
METROPOLITAN DISTRICT (“DISTRICT”)
HELD
NOVEMBER 18, 2021**

A special meeting of the Board of Directors of the District, County of Adams (referred to hereafter as the “Board”) was convened on Thursday, November 18, 2021 at 1:07 p.m. at the Information Center, 3900 E. 470 Beltway, Aurora, Colorado. The District Board meeting was held with Directors Hopper and Ferreira attending in person at the physical meeting location and the remaining Board members and consultants attending via Zoom. The meeting was also open to the public via Zoom video / telephone conference.

Directors in Attendance Were:

Matt Hopper
Carla Ferreira
Michael Sheldon
Cynthia (Cindy) Shearon

Also in Attendance Were:

Denise Denslow, Celeste Terrell and Debra Sedgely; CliftonLarsonAllen LLP (“CLA”)
Jason Burningham; Lewis Young Robertson & Burningham, Inc.
Brooke Hutchens; D.A. Davidson & Co.
MaryAnn McGeady, Esq., Elisabeth A. Cortese, Esq. and Jon Hoistad, Esq.; McGeady Becher P.C.
Kristine Lay, Esq.; Kutak Rock LLP (for a portion of the meeting)
Juan Lomeli; Resident of The Aurora Highlands Community Authority Board (“CAB”) Service Area
Danielle Chavez; member of the public
Tiana Farrant; member of the public
Audrey Lynch; member of the public
Luke Johanson; member of the public
Anthony Daylon; member of the public
Fayre Ruscysk; member of the public
Nick English; member of the public
Tanya Carter; member of the public
Shauna D’Amito; member of the public
Gerry Bloom; member of the public
Lisa Browne; Aurora Highlands, LLC
John Henderson; Coloradans for Metro District Reform
Margie Sobey; member of the public

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ADMINISTRATIVE MATTERS

Disclosure of Potential Conflicts of Interest: Attorney Cortese 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. No new conflicts were disclosed.

Quorum/Confirmation of Meeting Location/Posting of Notice: Director Hopper confirmed a quorum for the special meeting. The Board entered into a discussion regarding 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 Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried, the Board determined that because there was not a suitable or convenient location within the District boundaries to conduct this meeting it was determined to conduct this meeting at the above-stated location, with Directors Hopper and Shearon attending in person, and 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 taxpaying electors within the District's boundaries have been received.

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

Resolution Establishing Regular Meeting Dates, Times and Location, and Designating Location for Posting 24-Hour Notices: The Board determined to hold regular meetings in 2022 at 1:00 p.m. on the third Thursday of each month at the Information Center, 3900E. 470 Beltway, Aurora, Colorado and virtually. Following discussion, upon a motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote, unanimously carried, the Board adopted the Resolution Establishing Regular Meeting Dates, Times and Location, and Designating Location for Posting 24-Hour Notices.

Public Comment: There were inquiries from several residents, followed by discussion regarding the relationship between the Districts and the CAB, the proposed CAB bond issuance, Board member elections and District transparency. The Board discussed the scheduling of community meetings beginning in the first quarter of 2022.

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CONSENT AGENDA

The Board considered the following actions:

October 21, 2021 and October 28, 2021 special meeting minutes;

District's insurance and Special District Association Membership in 2022;
and

Section 32-1-809, C.R.S., reporting requirements (Transparency Notice)
and mode of eligible elector notification (post on SDA website).

Following review, upon a motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote, unanimously carried, the Board ratified and/or approved of the Consent Agenda items, as presented.

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 ("ECCV"): Attorney McGeady informed the Board that discussions with ECCV are ongoing.

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

Memorandum of Understanding by and between the District and Bridgewater Homes related to Storm Water ("MOU"): Attorney McGeady reviewed the terms of the MOU with the Board. Following discussion, upon a motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote, unanimously carried, the Board approved the MOU and authorized the Board President to execute the MOU and take necessary actions in connection therewith.

CAB Issuance of Special Tax Revenue Refunding and Improvement Bonds, Series 2021A₍₃₎ and Subordinate Special Tax Revenue Draw Down Bonds, Series 2021B₍₃₎ (collectively, the "2021 Bonds"): Attorney McGeady provided an update to the Board regarding the status of the 2021 Bonds.

Revenue Pledge Agreement (Coordinating District) by and between the CAB and the District: Attorney McGeady and Attorney Lay presented the Agreement to the Board.

Resolution authorizing the District to enter into a Revenue Pledge Agreement with the CAB for the purpose of providing revenue to the CAB, to fund the repayment of up to \$4,000,000,000 in Bonds to be issued by the CAB and for the purpose of providing revenue to the CAB not to exceed \$4,000,000,000 annually to fund administration, operations and

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maintenance costs of the CAB; approving the form of such Revenue Pledge Agreement; authorizing the execution and delivery by the District thereof and performance by the District thereunder; approving related financing documents in connection therewith; authorizing incidental action; repealing prior inconsistent actions; and establishing the effective date thereof: Attorney McGeady discussed the Resolution with the Board. Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried, the Board adopted the Resolution authorizing the District to enter into a Revenue Pledge Agreement with the CAB for the purpose of providing revenue to the CAB, to fund the repayment of up to \$4,000,000,000 in Bonds to be issued by the CAB and for the purpose of providing revenue to the CAB not to exceed \$4,000,000,000 annually to fund administration, operations and maintenance costs of the CAB; approving the form of such Revenue Pledge Agreement; authorizing the execution and delivery by the District thereof and performance by the District thereunder; approving related financing documents in connection therewith; authorizing incidental action; repealing prior inconsistent actions; and establishing the effective date thereof.

May 3, 2022 Regular Director Election regarding new legislative requirements and related expenses for same: Attorney McGeady discussed the May 3, 2022 election requirements with the Board.

Resolution Calling May 3, 2022 Election for Directors, appointing the Designated Election Official (“DEO”) and authorizing the DEO to perform all tasks required for the conduct of a mail ballot election: Attorney McGeady reviewed the Resolution with the Board. Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried, the Board adopted the Resolution Calling May 3, 2022 Election for Directors, appointing the DEO and authorizing the DEO to perform all tasks required for the conduct of a mail ballot election.

FINANCIAL MATTERS

Lender Funding Request and Payment of Claims for Operating Costs: Ms. Sedgley reviewed the Lender funding request with the Board. Following discussion, upon a motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board acknowledged approval of the Lender funding request and approved payment of claims for operating costs in the amount of \$24,935.02.

Cash Position Report dated August 31, 2021, updated as of November 15, 2021: Ms. Sedgley reviewed the Cash Position Report with the Board. Following review, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board accepted the Cash Position Reported dated August 31, 2021, updated as of November 15, 2021.

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Public Hearing on Amendment to 2021 Budget: The Board opened the public hearing to consider an amendment to the 2021 Budget. It was noted that publication of Notice stating that the Board would consider amendment of the 2021 Budget and the date, time and place of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to the public hearing.

Public comments were accepted, and the public hearing was closed.

Ms. Sedgeley reviewed the 2021 Budget with the Board. Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote, unanimously carried, the Board adopted the Resolution to Amend the 2021 Budget.

Public Hearing on 2022 Budget: The Board opened the public hearing to consider the proposed 2022 Budget and to discuss related issues.

It was noted that Notice stating that the Board would consider adoption of the 2022 budget and the date, time and place of the public hearing was published pursuant to statute. No written objections were received prior to the public hearing.

Public comments were accepted, and the public hearing was closed.

Ms. Sedgeley revised the 2022 Budget with the Board. Following discussion, upon motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote, unanimously carried, the Board approved the 2022 Budget, as discussed, and considered adoption of the Resolution to Adopt the 2022 Budget and Appropriate Sums of Money and the Resolution to Set Mill Levies (0.000 mills). Following discussion, upon vote unanimously carried, the Board adopted the Resolutions and authorized execution of the Certification of Budget. The District Accountant was directed to transmit the Certification of Tax Levies to the Board of County Commissioners of Adams County not later than December 15, 2021. The District Accountant was directed to transmit the Certification of Budget to the Division of Local Government no later than January 30, 2022.

DLG-70 Mill Levy Certification Form: Following discussion, upon motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote, unanimously carried, the Board authorized the District Accountant to prepare and sign the DLG-70 Mill Levy Certification Form for certification to the Board of County Commissioners and other interested parties.

Master Service Agreement for Accounting Services by and between the District and CLA and related statement(s) of work: Ms. Denslow reviewed the Master Service Agreement with the Board. Following discussion, upon a motion duly made

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by Director Ferreira, seconded by Director Sheldon and, upon vote, unanimously carried, the Board approved the Master Service Agreement for Accounting Services by and between the District and CLA, including the related statement(s) of work.

Appointment of District Accountant to prepare 2023 Budget: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried, the Board appointed the District Accountant to prepare the 2023 Budget.

Audit of 2020 Financial Statements: Ms. Sedgeley provided a status update to the Board.

Engagement of Fiscal Focus Partners LLC to perform the 2021 Audit: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried, the Board approved the engagement of Fiscal Focus Partners LLC to perform the 2021 Audit.

CAB and District Engineer’s Report and Verification of Costs Associated with Public Improvements (Draw No. 41) Engineer’s Report and Verification of Costs No. 18 prepared by Schedio Group LLC (“Engineer’s Report”): Director Hopper reviewed the Engineer’s Report with the Board. Following review and discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board approved the recommendation to the CAB for acceptance of the Engineer’s Report.

CAPITAL PROJECTS

Draw Request No. 41: Ms. Sedgeley reviewed Draw Request No. 41 with the Board. Following discussion, upon motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved Draw Request No. 41, in the amount of \$4,424,032.20, as shown below:

CAB (Major Trunk Improvements)**	\$ 2,840,136.59
CAB (B Bonds)	\$ 11,517.25
ARTA	\$ 1,302,066.85
ATEC	\$ 259,307.51
Developer	\$ 11,004.00
Total:	\$*4,424,032.20

**Cash on deposit from ARTA reimbursement.

Change Order No. 01 to Task Order No. 43 to Master Service Agreement (“MSA”) for Survey Services by and between the District and Aztec Consultants, Inc., for Extra Work Requests (Tributary T and Main Street Phase 3 Infrastructure – Construction Survey): Following discussion, upon a

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motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 01 to Task Order No. 43 to MSA for Survey Services by and between the District and Aztec Consultants, Inc., for Extra Work Requests (Tributary T and Main Street Phase 3 Infrastructure – Construction Survey)**, in the amount of \$18,380.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Change Order No. 02 to Task Order No. 43 to MSA for Survey Services by and between the District and Aztec Consultants, Inc., for Extra Work (Tributary T and Main Street Phase 3 Infrastructure – Construction Survey): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 02 to Task Order No. 43 to MSA for Survey Services by and between the District and Aztec Consultants, Inc., for Extra Work (Tributary T and Main Street Phase 3 Infrastructure – Construction Survey)**, in the amount of \$20,490.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Change Order No. 07 to the Construction Agreement by and between the District and Concrete Curb and Paving, Inc. for 42nd Phase 2 N/S Collector Parkway (Deduct Curb and Gutter and Sidewalk at Area West of Inlets and Sidewalk Along the Haul Road Entrance): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 07 to the Construction Agreement by and between the District and Concrete Curb and Paving, Inc. for 42nd Phase 2 N/S Collector Parkway (Deduct Curb and Gutter and Sidewalk at Area West of Inlets and Sidewalk Along the Haul Road Entrance)**, in the deductive amount of (\$21,941.62), upon review and recommendation by the Construction Committee.

Task Order No. 38 to the MSA for Design and Construction Support Services by and between the District and CTL Thompson, Inc., for South Mass Grading (District Infrastructure): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Task Order No. 38 to the MSA for Design and Construction Support Services by and between the District and CTL Thompson, Inc., for South Mass Grading (District Infrastructure)**, in the amount of \$124,876.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Task Order No. 39 to the MSA for Survey Services by and between the District and CTL Thompson, Inc., for Center Roundabout Monument: Following discussion, upon a motion duly made by Director Hopper, seconded by Director

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Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Task Order No. 39** to the MSA for Survey Services by and between the District and **CTL Thompson, Inc.**, for Center Roundabout Monument, in the amount of \$1,636.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Task Order No. 40 to the MSA for Survey Services by and between the District and CTL Thompson, Inc., for Filing 10 Wet Utilities: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Task Order No. 40** to the MSA for Survey Services by and between the District and **CTL Thompson, Inc.**, for Filing 10 Wet Utilities, in the amount of \$147,082.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Change Order No. 01 to Work Order No. 04 to the Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc., for 36" Water Tie-Ins and Irrigation Taps (Work Added and Deducted): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 01 to Work Order No. 04** to the **Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.**, for 36" Water Tie-Ins and Irrigation Taps (Work Added and Deducted) in the deductive amount of (\$91,956.01), upon review and recommendation by the Construction Committee.

Work Order No. 10 to the Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Filing 10 Wet Utilities: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Work Order No. 10** to the **Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Filing 10 Wet Utilities, for an amount not to exceed \$4,923,206.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Change Order No. 59 to the Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc., for First Creek Tributary Drainage Improvements (NS Collector and Phase 2 Sidewalk Irrigation Sleeving): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 59** to the **Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.**, for First Creek Tributary Drainage Improvements (NS Collector and Phase 2 Sidewalk Irrigation Sleeving) in the amount of \$65,643.44, upon review and recommendation by the Construction Committee and Lender commitment to fund.

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Change Order No. 60 to the Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc., for Tributary T Aurora Parkway Phase 3 and Main Street Phase 3 (Haul/Place/Grade Fill and Aggregate Base for EB Maintenance Access Trail Extension): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 60 to the Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc., for Tributary T Aurora Parkway Phase 3 and Main Street Phase 3 (Haul/Place/Grade Fill and Aggregate Base for EB Maintenance Access Trail Extension)**, in the amount of \$42,458.35, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Change Order No. 61 to the Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc., for Tributary T Aurora Parkway Phase 3 and Main Street Phase 3 (Cost Savings for sub of Lithonia Lighting in Light Fixtures): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 61 to the Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc., for Tributary T Aurora Parkway Phase 3 and Main Street Phase 3 (Cost Savings for sub of Lithonia Lighting in Light Fixtures)**, in the deductive amount of (\$64,958.95), upon review and recommendation by the Construction Committee.

Change Order No. 62 to the Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc., for Tributary T Aurora Parkway Phase 3 and Main Street Phase 3 (Riprap Change from 90% IFC drawings to the 100% IFC Drawings): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 62 to the Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc., for Tributary T Aurora Parkway Phase 3 and Main Street Phase 3 (Riprap Change from 90% IFC drawings to the 100% IFC Drawings)**, in the amount of \$88,557.38, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Change Order No. 63 to the Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc., for Tributary T Aurora Parkway Phase 3 and Main Street Phase 3 (Aurora Public Improvement Permits, Aurora Builder Permit and E-470 Building Permit): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 63 to the Construction Management Agreement**

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(CMAR) by and between the District and **JHL Constructors, Inc.**, for Tributary T Aurora Parkway Phase 3 and Main Street Phase 3 (Aurora Public Improvement Permits, Aurora Builder Permit and E-470 Building Permit), in the amount of \$80,675.59, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Change Order No. 64 to the Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc., for Tributary T Aurora Parkway Phase 3 and Main Street Phase 3 (Curb, Gutter and Sidewalk Work): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 64** to the **Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.**, for Tributary T Aurora Parkway Phase 3 and Main Street Phase 3 (Curb, Gutter and Sidewalk Work), in the amount of \$18,223.88, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Change Order No. 10 to the Construction Agreement by and between the District and Kelley Trucking, Inc., Inc., for Tributary Main Street Phase 3 EWEC (Grading at Main Street and 42nd Avenue previously added as T&M in CO 08): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 10** to the **Construction Agreement** by and between the District and **Kelley Trucking, Inc., Inc.**, for Tributary Main Street Phase 3 EWEC (Grading at Main Street and 42nd Avenue previously added as T&M in CO 08), in the amount of \$3,953.50, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Change Order No. 17 to the Construction Agreement by and between the District and Stormwater Risk Management, LLC, for 42nd Avenue P2 and NS Collector EWEC (Extend Current Stormwater Maintenance through October 31, 2021): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 17** to the **Construction Agreement** by and between the District and **Stormwater Risk Management, LLC**, for 42nd Avenue P2 and NS Collector EWEC (Extend Current Stormwater Maintenance through October 31, 2021), in the amount of \$57,155.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Task Order to the MSA for Stormwater Management Services by and between the District and Stormwater Risk Management, LLC, for Extension of Current Stormwater Regulatory Management through October 31, 2021: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Task**

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Order to the **MSA** for Stormwater Management Services by and between the District and **Stormwater Risk Management, LLC**, for Extension of Current Stormwater Regulatory Management through October 31, 2021, in the amount of \$29,000.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.


MSA for Program Management and Advisory Services by and between the District and Summit Strategies, Inc.: Following discussion, upon a motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote of 3 for and Director Hopper abstaining, the Board approved the **MSA** for Program Management and Advisory Services by and between the District and **Summit Strategies, Inc.**, upon review and recommendation by the Construction Committee and Lender commitment to fund.

ARTA MATTERS None.

OTHER BUSINESS None.

ADJOURNMENT There being no further items before the Board, upon motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried, the meeting was adjourned at 2:41 p.m.

Respectfully submitted,

By  _____
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Secretary for the Meeting