

RECORD OF PROCEEDINGS

**MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF
THE AURORA HIGHLANDS COMMUNITY
AUTHORITY BOARD (“CAB”)
HELD
APRIL 21, 2022**

A regular meeting of the Board of Directors of the CAB, County of Adams (referred to hereafter as the “Board”) was convened on Thursday, April 21, 2022 at 1:23 p.m. at the Construction Trailer, 3900 E. 470 Beltway, Aurora, Colorado. The CAB Board meeting was accessible both in person at the physical meeting location, and via videoconference.

Directors in Attendance Were:

Matt Hopper (AACMD Rep.)
Carla Ferreira (AACMD Rep.)
Michael Sheldon (TAH MD Nos. 1 – 3 Rep.)
Cynthia Shearon (AACMD Rep.)

The absences of Directors Kathleen Sheldon and Deanna Hopper were excused.

Also in Attendance Were:

MaryAnn McGeady, Esq., Elisabeth Cortese, Esq. And Jon Hoistad, Esq.;
McGeady Becher P.C.
Denise Denslow, Anna Jones, Shauna D’Amato and Jason Carroll;
CliftonLarsonAllen LLP (“CLA”)
Jerry Jacobs, Christina Madrigal and Corey Pilato; Timberline District
Consulting, LLC (“**Timberline**”)
Michael Baldwin, Aliraza Hassan and Pedro Ramos; Jefferies LLC
Hanna Harriman and Ariana Meyers; JHL Constructors, Inc.
Alaina Bomar; Schedio Group LLC

**ADMINISTRATIVE
MATTERS**

Disclosure of Potential Conflicts of Interest: Attorney McGeady 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 M. Hopper confirmed a quorum for the regular meeting. The Board entered into a

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discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the CAB's Board meeting. Following discussion, upon motion duly made by Director Ferreira, seconded by Director M. Sheldon and, upon vote, unanimously carried, the Board determined to conduct this meeting at the above-stated location, with participants attending both in person and via videoconference. The Board further noted that notice providing the time, date and location of the meeting was duly posted and that no objections, or any requests that the means of hosting the meeting be changed by taxpaying electors within the CAB's boundaries have been received.

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

Public Comment: There was no public comment.

CONSENT AGENDA

The Board considered the following actions:

March 17, 2022 Special Meeting Minutes

Following discussion, upon 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.

FINANCIAL MATTERS

Payment of Claims for Operating Costs: Mr. Carroll reviewed the claims for operating costs with the Board. Following discussion, upon a motion duly made by Director Ferreira, seconded by Director M. Sheldon and, upon vote, unanimously carried by roll call, the Board approved the payment of claims for operating costs, in the amount of \$67,066.45.

Cash Position Report dated February 28, 2022, updated as of April 14, 2022: Mr. Carroll reviewed the Cash Position Report with the Board. Following review, upon a motion duly made by Director M. Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board accepted the Cash Position Reported dated February 28, 2022, updated as of April 14, 2022.

CAB and Aerotropolis Area Coordinating Metropolitan District ("AACMD") Engineer's Report and Verification of Costs Associated with Public Improvements Draw No. 46 Engineer's Report and Verification of Costs No. 24 prepared by Schedio Group LLC ("Engineer's Report No. 24"): Following review and discussion, upon a motion duly made by Director M. Hopper, seconded by Director M. Sheldon and, upon vote, unanimously carried by roll call, the Board approved Engineer's Report No. 24.

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CAB and AACMD Engineer's Report and Verification of Costs Associated with Public Improvements, In-Tract Improvements / In Tract Home Builder Expenses, Engineer's Report and Verification of Costs No. 6 prepared by Schedio Group LLC ("Engineer's In-Tract Report No. 6"): Following review and discussion, upon a motion duly made by Director M. Hopper, seconded by Director M. Sheldon and, upon vote, unanimously carried by roll call, the Board approved Engineer's In-Tract Report No. 6.

Project Fund Requisition No. 07, under the CAB's Special Tax Revenue Refunding and Improvement Bonds, Series 2021A Bonds ("Project Fund Requisition No. 07"): Following discussion, upon a motion duly made by Director M. Hopper, seconded by Director M. Sheldon, and upon vote, unanimously carried by roll call, the Board approved Project Fund Requisition No. 07.

SECOND READING (BUDGET MATTERS):

Public Hearing on Amendment to 2022 Budget: The Board opened the public hearing to consider an amendment to the 2022 Budget.

It was noted that publication of Notice stating that the Board would consider amendment of the 2022 Budget and the date, time and place of the public hearing was made in a newspaper having general circulation within the CAB's service area. No written objections were received prior to the public hearing.

There were no public comments, and the public hearing was closed.

Mr. Carroll reviewed the 2022 Budget Amendment with the Board. Following discussion, upon a motion duly made by Director Ferreira, seconded by Director M. Sheldon and, upon vote, unanimously carried, the Board adopted the Resolution to Amend the 2022 Budget.

Issuance of the CAB's Proposed Special Tax Revenue Bonds, Series 2022, in the Aggregate Principal Amount of up to \$200,000,000 ("2022 Bonds") (ATEC MD No. 1 / Commercial):

SECOND READING (2022 BONDS): Attorney McGeady updated the Board regarding the status of the proposed 2022 Bond issuance, noting that the first reading on the 2022 Bonds took place at the April regular meeting. Attorney McGeady explained that an update to the Long Term Capital Improvements Plan would be presented at the April 27th special meeting and that the Second Reading on the 2022 Bonds was deferred until the May 9th special meeting. No action was taken by the Board.

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MANAGER MATTERS

Manager's Report: There was no report available. It was noted that Community-Wide Architectural Review Committee operations are being transitioned to Timberline.

COMMUNITY MANAGEMENT AND COVENANT ENFORCEMENT MATTERS

Update from Timberline: Mr. Jacobs updated the Board regarding various community management and covenant enforcement matters.

Website: Mr. Jacobs provided an update, noting that the new CAB / district website is still under development.

Town Hall Meetings: Mr. Jacobs updated the Board on the status of scheduling proposed town hall style meetings within the community.

Design Guidelines / Rules and Regulations: Mr. Jacobs reported that proposed revisions to the CAB's Design Guidelines had been provided to real estate counsel for consideration.

Engagement of Architect: The Board took no action on this matter.

LEGAL MATTERS

Memorandum of Operation Funding and Construction Agreement by and between PorterCare Adventist Health System ("PorterCare") and the CAB:

PorterCare Operation Funding and Contribution Agreement by and between PorterCare and the CAB: The Board acknowledged the recording of the Memorandum of Operation Funding and Contribution Agreement by and between PorterCare and the CAB and acknowledged the execution of the PorterCare Operation Funding and Contribution Agreement by and between PorterCare and the CAB.

Memorandum of PILOT Exception Agreement by and between PorterCare, the CAB, Aurora Highlands, LLC, Aurora Highlands Holdings, LLC, Green Valley East, LLC, GVRE 470 LLC, GVR King, LLC, GVR King Commercial, LLC, Aurora Tech Center Holdings, LLC, Aurora Tech Center Development, LLC and Oxnard Financial, LLC:

PILOT Exception Agreement by and between PorterCare, the CAB, Aurora Highlands, LLC, Aurora Highlands Holdings, LLC, Green Valley East, LLC, GVRE 470 LLC, GVR King, LLC, GVR King Commercial, LLC, Aurora Tech Center Holdings, LLC, Aurora Tech Center Development, LLC and Oxnard Financial, LLC: The Board acknowledged the recording of the Memorandum of PILOT Exception Agreement by and between PorterCare, the CAB, Aurora Highlands, LLC, Aurora Highlands Holdings, LLC, Green Valley East, LLC, GVRE 470 LLC, GVR King, LLC, GVR King Commercial, LLC, Aurora Tech Center Holdings, LLC, Aurora Tech Center Development, LLC and Oxnard Financial, LLC.

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Tech Center Development, LLC and Oxnard Financial, LLC and acknowledged the execution of the PILOT Exception Agreement by and between PorterCare, the CAB, Aurora Highlands, LLC, Aurora Highlands Holdings, LLC, Green Valley East, LLC, GVRE 470 LLC, GVR King, LLC, GVR King Commercial, LLC, Aurora Tech Center Holdings, LLC, Aurora Tech Center Development, LLC and Oxnard Financial, LLC.

Reimbursement to Aurora Highlands, LLC from Payment in Lieu of Taxes (PILOT) Funds Received from Sale of Property to PorterCare under the PorterCare Operation Funding and Contribution Agreement: The Board noted the receipt of the \$4,000,000 Contribution from PorterCare paid pursuant to the PorterCare Operation Funding and Contribution Agreement. Director M. Hopper requested that the Board consider reimbursement of the advances made by Aurora Highlands, LLC for administrative, operations and maintenance expenses to date and to set aside the remainder of the Contribution to be used for administrative, operations and maintenance expenses going forward. Following discussion, upon a motion duly made by Director M. Sheldon, seconded by M. Hopper and, upon vote of three (3) for, with Director Ferreira abstaining, the Board authorized reimbursement of Aurora Highlands, LLC and provided the direction to staff to use the remaining Contribution for the funding of administrative, operations and maintenance expenses going forward.

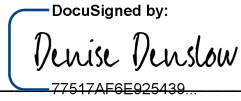
Amendment to the CAB First Amended and Restated Establishment Agreement between and among AACMD, The Aurora Highlands Metropolitan District Nos. 1, 2 and 3 and ATEC Metropolitan District Nos. 1 and 2: Attorney McGeady described potential updates to the CAB First Amended and Restated Establishment Agreement to the Board, including the addition of The Aurora Highlands Metropolitan District No. 6 as a CAB member district. Following discussion, the Board directed staff to prepare the proposed updates, as discussed.

OTHER BUSINESS None.

EXECUTIVE SESSION None.

ADJOURNMENT There being no further items before the Board, upon motion duly made by Director Ferreira, seconded by Director M. Sheldon and, upon vote, unanimously carried, the meeting was adjourned at 1:57 p.m.

Respectfully submitted,

By 
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 Secretary for the Meeting