

RECORD OF PROCEEDINGS

**MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF
THE AURORA HIGHLANDS COMMUNITY
AUTHORITY BOARD (“CAB”)
HELD
MARCH 17, 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, March 17, 2022 at 1:27 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. and Jon Hoistad, Esq.; McGeady Becher P.C.
Denise Denslow, Anna Jones, Celeste Terrell, Shauna D’Amato, Zach Leavitt 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
Ariane Myers and Hannah Harriman; JHL Constructors, Inc.
Unidentified Interested Person via Telephone (310-428-9647)

**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 discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning

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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 presented.

Public Comment: There was no public comment.

CONSENT AGENDA

The Board considered the following actions:

February 17, 2022 Special Meeting Minutes

Following discussion, upon motion duly made by Director M. Sheldon, seconded by Director Ferreira 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 \$193,754.00.

Cash Position Report Dated January 31, 2022, updated as of March 14, 2022:

Mr. Carroll reviewed the Cash Position Report with the Board. Following review, upon a motion duly made by Director M. Hopper, seconded by Director M. Sheldon and, upon vote, unanimously carried by roll call, the Board accepted the Cash Position Reported dated January 31, 2022, updated as of March 14, 2022.

CAB and Aerotropolis Area Coordinating Metropolitan District ("AACMD") Engineer's Report and Verification of Costs Associated with Public Improvements Draw No. 45 Engineer's Report and Verification of Costs No. 23 prepared by Schedio Group LLC ("Engineer's Report No. 23"): 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. 23.

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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. 5 prepared by Schedio Group LLC ("Engineer's In-Tract Report No. 5"): 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 the Engineer's In-Tract Report No. 5.

Project Fund Requisition No. 06, under the CAB's Special Tax Revenue Refunding and Improvement Bonds, Series 2021A Bonds (Project Fund Requisition No. 06'): 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. 06.

Investment Advisor Service Agreement (CAB) by and between the CAB and Zions Capital Advisors, Inc.: Attorney McGeady reviewed the Agreement with the Board. 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 the Investment Advisor Service Agreement (CAB) by and between the CAB and Zions Capital Advisors, Inc.

FIRST READING (BUDGET MATTERS): Mr. Carroll reported that consideration of amendment to the 2022 Budget was necessary to accommodate the proposed 2022 Bond issuance and capital expenditures.

2022 Budget Amendment: Attorney McGeady and Mr. Carroll presented the draft 2022 Budget Amendment to the Board.

First Reading, Placement of Consideration of Approval of the Proposed Amendment to the 2022 Budget on the Agenda for a Second Reading during the Public Hearing to be held on the proposed Amendment to the 2022 Budget on April 21, 2022 at 1:00 p.m. at the Construction Trailer, 3900 E. 470 Beltway, Aurora, CO 80019 and via Zoom: 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, on First Reading, the draft 2022 Budget Amendment and advanced the proposed 2022 Budget Amendment to a Second Reading and Public Hearing scheduled to be held and published for April 21, 2022 at 1:00 p.m. at the Construction Trailer, 3900 E. 470 Beltway, Aurora, CO 80019 and via Zoom.

Resolution of the Board of the CAB Regarding Continuing Disclosure Policies and Procedures (Special Tax Revenue Refunding and Improvement Bonds, Series 2021A): Attorney Hoistad reviewed the Resolution 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

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adopted the Resolution of the Board of the CAB Regarding Continuing Disclosure Policies and Procedures (Special Tax Revenue Refunding and Improvement Bonds, Series 2021A).

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): Attorney McGeady and Mr. Baldwin described the terms of the CAB's issuance of the proposed 2022 Bonds to the Board.

2022 Update to Long-Term Capital Improvement Plan: Attorney McGeady and Director M. Hopper reported that the CAB's consultants have been working on an update to the CAB's Long-Term Capital Improvement Plan and described updated projects and associated costs to the Board. Following discussion, upon a motion duly made by Director M. Sheldon, seconded by Director M. Hopper, and upon vote, unanimously carried by roll call, the Board approved the 2022 Update to the Long-Term Capital Improvement Plan.

Engagement Letter by and between the CAB and Sherman & Howard L.L.C. for Special Counsel Services: 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 the Engagement Letter by and between the CAB and Sherman & Howard L.L.C. for Special Counsel services.

Second Amended and Restated Inclusion Agreement (Aurora Tech Center Holdings, LLC / Aurora Tech Center Development, LLC / Property East of Powhatan) by and between AACMD, Aurora Tech Center Holdings, LLC and Aurora Tech Center Development, LLC: Attorney McGeady reviewed the Second Amended and Restated Inclusion Agreement with the Board. No action was taken.

Second Amended and Restated Inclusion Agreement (GVR King Commercial, LLC / Property East of Powhatan) by and between AACMD, GVR King Commercial, LLC and Aurora Tech Center Development, LLC: Attorney McGeady reviewed the Second Amended and Restated Inclusion Agreement with the Board. No action was taken.

Inclusion Agreement (Aurora Tech Center Holdings, LLC / Aurora Tech Center Development LLC / Property East of Powhatan) by and between ATEC Metropolitan District No. 1, Aurora Tech Center Holdings, LLC and Aurora Tech Center Development, LLC: Attorney McGeady reviewed the Inclusion Agreement with the Board. No action was taken.

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FIRST READING (2022 BONDS)

Resolution which, if adopted on Second Reading at a subsequent Board meeting, would: authorize the issuance of the CAB's 2022 Bonds for the purpose of financing public improvements serving occupants, property owners and taxpayers within the CAB's Service Area and paying the costs of issuance thereof; approve the forms of the Indenture and other financing documents; authorize the execution and delivery thereof and performance by the CAB thereunder; appoint a CAB Representative to act on behalf of the CAB under the Indenture; appoint an Authorized Delegate to make certain determinations relating to the 2022 Bonds as authorized under Section 11-57-205, C.R.S.; and authorize incidental action ("2022 Bond Resolution"): Mr. Baldwin described the structure of the proposed 2022 Bonds in detail.

Placement of Consideration of Adoption of the Proposed 2022 Bond Resolution on Future Agenda for a Second Reading: 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, on First Reading the anticipated issuance of up to \$200,000,000 in 2022 Bonds pursuant to the proposed 2022 Bond Resolution, and the placement of consideration of adoption of the proposed 2022 Bond Resolution on a future Agenda for a Second Reading.

MANAGER MATTERS

Manager's Report: No report.

COMMUNITY MANAGEMENT AND COVENANT ENFORCEMENT MATTERS

Update from Timberline District Consulting, LLC: The Timberline team provided updates on current projects.

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

Town Hall Meetings: Mr. Jacobs updated the Board, noting the first of such meetings is scheduled for March 23rd at 6:00 p.m.

Design Guidelines / Rules and Regulations: Mr. Jacobs reported on proposed revisions to the CAB's Design Guidelines.

LEGAL MATTERS

Service Plan Amendments: Attorney McGeedy reported that the City of Aurora city Council Ordinances approving the various Service Plan Amendments would be effective April 23, 2022.

Waiver and Release of Reimbursement Rights among the CAB, Aurora Highlands, LLC and Homebuilders: Attorney Hoistad updated the Board.

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Acknowledge Waiver and Release of Reimbursement Rights by and among the CAB, Aurora Highlands, LLC and Bridgewater Development Entity:

The Board acknowledged the Waiver and Release of Reimbursement Rights by and among the CAB, Aurora Highlands, LLC and Bridgewater development entity.

PorterCare Operation Funding and Contribution Agreement by and between the CAB and PorterCare Adventist Health System:

Attorney McGeady described the changes in the PorterCare / hospital site transaction.

RESCIND Prior Approval of PorterCare Operation Funding and Contribution Agreement by and between the CAB and PorterCare Adventist Health System:

Following discussion, upon a motion duly made by Director M. Sheldon, seconded by Director M. Hopper, and upon vote, unanimously carried by roll call, the Board rescinded the prior approval related to PorterCare Operation Funding and Contribution Agreement by and between the CAB and PorterCare Adventist Health System.

PorterCare Operation Funding and Contribution Agreement by and between the CAB and PorterCare Adventist Health System:

Following discussion, upon a motion duly made by Director M. Sheldon, seconded by Director M. Hopper, and upon vote of three for and Director Ferreira abstaining, the Board approved the current version of the PorterCare Operation Funding and Contribution Agreement by and between the CAB and PorterCare Adventist Health System, and gave CAB consultants authority to finalize the Agreement under mutually agreeable terms.

Covenant for Payment in Lieu of Taxes and Exceptions to the PILOT:

Attorney McGeady provided the Board with information on the PILOT and exceptions. No action taken.

Form of Irrigation (Water) Service Connection Fee Allocation Agreement by and between the CAB and the City of Aurora by and through its Utility Enterprise:

Following discussion, upon a motion duly made by Director M. Hopper, seconded by Director Ferreira, and upon vote, unanimously carried by roll call, the Board approved the form of Irrigation (Water) Service Connection Fee Allocation Agreement by and between the CAB and the City of Aurora by and through its Utility Enterprise, noting that future agreements in the approved form will be presented to the Board as they are executed.

AACMD and East Cherry Creek Valley Water and Sanitation District Overlap Area Consent Agreement (The Aurora Highlands Parkway and Pedestrian Pathway) by and between the AACMD and East Cherry Creek Valley Water and Sanitation District:

Attorney McGeady presented the Overlap Area Consent Agreement to the Board. Following discussion, upon a motion duly made by

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Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board acknowledged the AACMD and East Cherry Creek Valley Water and Sanitation District Overlap Area Consent Agreement (The Aurora Highlands Parkway and Pedestrian Pathway) by and between AACMD and East Cherry Creek Valley Water and Sanitation District.

Settlement Agreement by and between ARTA, AACMD, Green Valley East LLC, GVR King LLC, Aurora Highlands Holdings LLC, the CAB, the City of Aurora and East Cherry Creek Valley Water and Sanitation District: Attorney McGeady presented the Settlement Agreement to the Board. Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board acknowledged the Settlement Agreement by and between ARTA, AACMD, Green Valley East LLC, GVR King LLC, Aurora Highlands Holdings LLC, the CAB, the City of Aurora and East Cherry Creek Valley Water and Sanitation District.

Executive Session pursuant to Section 24-6-402(4)(e), C.R.S., to discuss matters that may be subject to negotiations; developing strategy for negotiations; and instructing negotiators and receive legal advice regarding same: Pursuant to Section 24-6-402(4)(e), C.R.S., and upon a motion made by Director M. Hopper, seconded by Director Ferreira and, upon vote unanimously carried by roll call, the Board, District Counsel and certain CAB consultants convened in Executive Session at 2:14 p.m. for the purposes of receiving legal advice on specific legal questions regarding negotiations. The Board did not engage in substantial discussion of any matter not enumerated in Section 24-6-402(4), C.R.S. The Board did not adopt any proposed policy, position, resolution, rule, regulation or formal action. At no time during the executive session did the CAB consultants participate in or influence the Board's deliberations.

Pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S., no record will be kept of those portions of the Executive Session that, in the opinion of the Board's attorneys, constitute privileged attorney-client communication pursuant to Section 24-6-402(4), C.R.S.

The executive session meeting was adjourned at 2:36 upon a motion duly made by Director M. Hopper, seconded by Director Ferreira and, upon vote unanimously carried by roll call.

OTHER BUSINESS

None.

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ADJOURNMENT

There being no further items before the Board, upon motion duly made by Director M. Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried, the meeting was adjourned at 2:37 p.m.

Respectfully submitted,

DocuSigned by:
Denise Denlow
By 77547AF6E925430...
Secretary for the Meeting

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ATTORNEY STATEMENT REGARDING PRIVILEGED ATTORNEY-CLIENT COMMUNICATION

Pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S., I attest that, in my capacity as the attorney representing The Aurora Highlands Community Authority Board (“**CAB**”), I attended the executive session meeting the CAB convened at 2:14 p.m. on March 17, 2022 for the sole purpose of receiving legal advice on specific legal questions regarding negotiations as authorized by Section 24-6-402(4)(e), C.R.S. I further attest it is my opinion that all or a portion of the executive session discussion constituted a privileged attorney-client communication as provided by Section 24-6-402(4)(b), C.R.S., and, based on that opinion, no further record, written or electronic, was kept or required to be kept pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S.

Signed MaryAnn M. McGeady
MaryAnn M. McGeady, Esq.

Dated: April 25, 2022