

**THE AURORA HIGHLANDS METROPOLITAN DISTRICT NO. 3
(THE “DISTRICT”)**

8390 East Crescent Parkway, Suite 300

Greenwood Village, CO 80111

Phone: 303-779-5710

<https://theaurorahighlands.specialdistrict.net/>

NOTICE OF A SPECIAL MEETING AND AGENDA

<u>Board of Directors:</u>	<u>Office:</u>	<u>Term/Expiration:</u>
Matt Hopper	President	May 2025
Carla Ferreira	Vice President	May 2025
Michael Sheldon	Treasurer	May 2023
VACANT	Assistant Secretary	May 2025
Cynthia (Cindy) Shearon	Assistant Secretary	May 2023
Denise Denslow	Secretary	N/A

DATE: **September 21, 2022**
TIME: **2:00 P.M.**
PLACE: **Construction Trailer (formerly Information Center)
3900 E. 470 Beltway
Aurora, CO 80019**

THIS DISTRICT BOARD MEETING WILL ALSO BE ACCESSIBLE BY VIDEO ENABLED WEB CONFERENCE. IF YOU WOULD LIKE TO ATTEND THIS MEETING, PLEASE JOIN THE VIDEO ENABLED WEB CONFERENCE VIA ZOOM AT:

1. To attend via Zoom Videoconference use the below link:

Join Zoom Meeting

<https://us02web.zoom.us/j/83201579755?pwd=N0wxaHZzSkVzWFNtaG1qWVpWcHhCdz09>

Meeting ID: 832 0157 9755

Passcode: 314241

Or to join audio only:

One tap mobile

1-719-359-4580

Passcode: 314241

I. ADMINISTRATIVE MATTERS

- A. Present disclosures of potential conflicts of interest and confirm quorum.
- B. Approve Agenda, confirm location of the meeting and posting of meeting notices.

- C. Public Comment. Matters not specifically included on the Agenda may be addressed. As a courtesy to others, comments shall be limited to three minutes per person.
- D. Discuss results of the May 3, 2022 Regular Election.
- E. Consider appointment of officers.

President: _____
 Secretary: _____
 Treasurer: _____
 Assistant Secretary: _____
 Assistant Secretary: _____

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 the April 27, 2022 special meeting minutes (enclosure).

III. LEGAL MATTERS

- A. Conduct Public Hearing to consider the inclusion of approximately 14.913 acres of property owned by Aurora Highlands, LLC into The Aurora Highlands Metropolitan District No. 3 boundaries. Consider adoption of The Aurora Highlands Metropolitan District No. 3 Order for Inclusion of Real Property (enclosures; Petition and Order).

IV. FINANCIAL MATTERS

- A. None.

V. MANAGER MATTERS

- A. None.

VI. CONSTRUCTION MATTERS

A. None.

VII. OTHER BUSINESS

A. None.

VIII. ADJOURNMENT

THE NEXT REGULAR MEETING IS SCHEDULED FOR NOVEMBER 3, 2022

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARDS OF DIRECTORS OF THE AURORA HIGHLANDS METROPOLITAN DISTRICT NOS. 1, 2, & 3 HELD APRIL 27, 2022

A special meeting of the Boards of Directors (the “Boards”) of The Aurora Highlands Metropolitan District No. 1 (“District No. 1”), The Aurora Highlands Metropolitan District No. 2 (“District No. 2”) and The Aurora Highlands Metropolitan District No. 3 (“District No. 3”, along with District No. 1 and District No. 2, the “Districts”), County of Adams, was convened on Wednesday, April 27, 2022 at 3:17 p.m. at the Construction Trailer (formerly Information Center), 3900 E. 470 Beltway, Aurora, Colorado. The Districts’ Board meeting was held with all Directors attending in person at the physical meeting location. The meeting was also open to the public via videoconference.

Directors in Attendance Were:

Matt Hopper
Carla Ferreira
Michael Sheldon
Cynthia (Cindy) Shearon

Also in Attendance Were:

Matthew Ruhland, Esq. of Cockrel Ela Glesne Greher & Ruhland, P.C.
MaryAnn McGeady, Esq., Elisabeth A. Cortese, Esq. and Jon Hoistad, Esq. of McGeady Becher P.C.
Denise Denslow and Shauna D’Amato of CliftonLarsonAllen LLP
Jerry Jacobs, Christina Madrigal and Corey Pilato of Timberline District Consulting, LLC
Nicholas English, member of the public

**ADMINISTRATIVE
MATTERS**

Disclosure of Potential Conflicts of Interest: Mr. Ruhland discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Boards of Directors 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 Boards’ 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 Boards entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location

RECORD OF PROCEEDINGS

of the Districts' Board meeting. Following discussion, upon motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote, unanimously carried, the Boards determined that because there was not a suitable or convenient location within the Districts' boundaries to conduct this meeting it was determined to conduct this meeting at the above-stated location, with all Directors attending in person, and the consultants attending via videoconference. The Boards 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 taxing electors within the Districts' boundaries have been received.

Agenda: The Boards considered the proposed Agenda for the Districts' 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.

Public Comment: Nicholas English expressed overall concerns about the new Service Plan and development in the community. He also expressed concerns regarding Director Hopper, and he believes the relationship between Summit Strategies and the Districts has not been adequately explained and inquired whether there was a conflict of interest.

CONSENT AGENDA

November 4, 2021 Special Meeting Minutes: Following discussion, upon motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote, unanimously carried, the Consent Agenda was approved.

LEGAL MATTERS

Consolidated Second Amended and Restated Service Plan: Mr. Ruhland reviewed the Consolidated Second Amended and Restated Service Plan with the Boards, noting this has been discussed at a previous meeting. He also reported that this has been in effect since April 23, 2022.

Amended and Restated Intergovernmental Agreement by and between the City of Aurora, Colorado and the Districts: Mr. Ruhland reviewed the Amended and Restated Intergovernmental Agreement with the Boards. Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira, and upon vote, unanimously carried, the Boards approved the Amended and Restated Intergovernmental Agreement by and between the City of Aurora, Colorado and the Districts.

The Aurora Highlands Community Authority Board ("CAB") Second Amended and Restated Establishment Agreement between and among Aerotropolis Area Coordinating Metropolitan District, the Districts, The Aurora Highlands Metropolitan District No. 6 (formerly known as First Creek Ranch Metropolitan District), ATEC Metropolitan District No. 1, ATEC Metropolitan District No. 2 and the CAB:

RECORD OF PROCEEDINGS

Resolutions of the Boards of Directors of the Districts Approving the Addition of The Aurora Highlands Metropolitan District No. 6 (formerly known as First Creek Ranch Metropolitan District) into the CAB and authorizing execution of the Second Amended and Restated Establishment Agreement between and among Aerotropolis Area Coordinating Metropolitan District, the Districts, The Aurora Highlands Metropolitan District No. 6 (formerly known as First Creek Ranch Metropolitan District), ATEC Metropolitan District No. 1, ATEC Metropolitan District No. 2 and the CAB: Mr. Ruhland reviewed the Second Amended and Restated Establishment Agreement with the Boards. Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried, the Board approved The Aurora Highlands Community Authority Board (“CAB”) Second Amended and Restated Establishment Agreement between and among Aerotropolis Area Coordinating Metropolitan District, the Districts, The Aurora Highlands Metropolitan District No. 6 (formerly known as First Creek Ranch Metropolitan District), ATEC Metropolitan District No. 1, ATEC Metropolitan District No. 2 and the CAB and adopted the Resolutions of the Boards of Directors of the Districts Approving the Addition of The Aurora Highlands Metropolitan District No. 6 (formerly known as First Creek Ranch Metropolitan District) into the CAB and authorized execution of the Second Amended and Restated Establishment Agreement between and among Aerotropolis Area Coordinating Metropolitan District, the Districts, The Aurora Highlands Metropolitan District No. 6 (formerly known as First Creek Ranch Metropolitan District), ATEC Metropolitan District No. 1, ATEC Metropolitan District No. 2 and the CAB.

Amended and Restated Disclosure to Purchasers for Aerotropolis Area Coordinating Metropolitan District, the Districts, The Aurora Highlands Metropolitan District No. 6 (formerly known as First Creek Ranch Metropolitan District), ATEC Metropolitan District No. 1, ATEC Metropolitan District No. 2 and the CAB: Mr. Ruhland reviewed the Amended and Restated Disclosure to Purchasers with the Boards. Following discussion, the Boards directed staff to prepare, record and file the Amended and Restated Disclosure to Purchasers for Aerotropolis Area Coordinating Metropolitan District, the Districts, The Aurora Highlands Metropolitan District No. 6 (formerly known as First Creek Ranch Metropolitan District), ATEC Metropolitan District No. 1, ATEC Metropolitan District No. 2 and the CAB, in compliance with requirements of the districts’ service plans and to post it on the Districts’ website.

Public Hearing on Petition for Inclusion of approximately 58.990 acres of Real Property owned by Aurora Highlands, LLC into the Aurora Highlands Metropolitan District No. 1 boundaries; Consider adoption of the Aurora Highlands Metropolitan District No. 1 of Resolution for Inclusion of Real

RECORD OF PROCEEDINGS

Property: Upon a duly made motion by Director Hopper, the District No. 1 Board opened the public hearing at 3:21 p.m. to consider the inclusion of approximately 58.990 acres of real property into the boundaries of District No. 1 and to consider adoption of Resolution for Inclusion of Real Property. It was noted that publication of notice stating that the District No. 1 Board would consider approving the inclusion of approximately 58.990 acres of real property into of the boundaries of District No. 1 was made in a newspaper having general circulation within District No. 1. No written objections were received prior to this public hearing. No further public comments were received and the public hearing was closed at 3:22 p.m.

Mr. Ruhland reviewed the Petition for Inclusion with District No. 1 Board. Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried, the District No. 1 Board approved the Petition for Inclusion of approximately 58.990 real property into of the boundaries of District No. 1 and adopted the Resolution for Inclusion of Real Property.

Update on the Districts' Regular Elections: Mr. Ruhland updated the Boards on the election, noting that District Nos. 2 and 3 have canceled their elections with no change to their Boards. District No. 1 also canceled its election and will have two new Board members in May.

**FINANCIAL
MATTERS**

None.

**MANAGER
MATTERS**

None.

**CONSTRUCTION
MATTERS**

None

OTHER BUSINESS

None.

ADJOURNMENT

There being no further items before the Boards, upon motion duly made by Director Ferreira, seconded by Director Shearon and, upon vote, unanimously carried, the meeting was adjourned at 3:23 p.m.

Respectfully submitted,

By _____
Secretary for the Meeting

**PETITION FOR INCLUSION OF PROPERTY
PETITION FOR INCLUSION**

In accordance with Section 32-1-401(1)(a), C.R.S., the undersigned, Aurora Highlands, LLC, a Nevada limited liability company (the "**Petitioner**"), does hereby respectfully petition The Aurora Highlands Metropolitan District No. 3 (the "**District**"), acting by and through its Board of Directors (the "**Board**"), for the inclusion of certain real property into the boundaries of the District, subject to the conditions described herein (the "**Inclusion**").

The Petitioners represent to the District as follows:

1. The land to be included consists of approximately 14.913 acres, situate in the City of Aurora, County of Adams, State of Colorado, and is legally described on Exhibit A attached hereto and incorporated herein by this reference (the "**Property**").

2. The Petitioner owns the Property and is the fee owner of one hundred percent (100%) of the Property and no other person or entity owns an interest in the Property except as beneficial holders of encumbrances.

3. The Petitioner hereby assents to the inclusion of the Property into the boundaries of the District and to the entry of an Order in the Adams County District Court, including the Property into the boundaries of the District (the "**Order for Inclusion**"). The Petitioners acknowledge that from and after the entry of the Order for Inclusion, the Property shall be liable for taxes, assessments, or other obligations of the District, including its proportionate share of existing bonded indebtedness of the District, subject to the conditions and limitations set forth herein.

4. The Petitioners acknowledge that the District is not required to enlarge or extend its facilities beyond those currently existing and all such enlargements or extensions are undertaken in the exercise of discretion as a governmental function in the interest of public health, safety and welfare.

5. The Petitioners acknowledge that acceptance of this petition by the District does not constitute any assurance from the District that the Property can be served by the District and acknowledges that there shall be no withdrawal of this Petition from consideration by the Board after publication of notice of the hearing therefore, without the Board's consent.

6. The Petitioners agree that the Board may, in its sole and absolute discretion, require the Petitioner to enter into an Inclusion Agreement prior to Inclusion of the Property into the District.

7. The Petitioner agrees that it will pay, or cause to be paid, the costs incurred by the District for the Inclusion if this Petition is accepted, including the costs of publication of appropriate legal notices and legal fees and costs incurred by the District in connection with the Inclusion of the Property.

The Petitioner hereby requests that the Board approve the Inclusion of the Property into the boundaries of the District, and that the District file a motion for an order to be entered in the District Court, County of Adams, State of Colorado, including the Property into the boundaries of


the District such that, as of the effective date of the Order for Inclusion, the Property shall be subject to all of the taxes and charges imposed by the District, and the Property shall be liable for its proportionate share of existing bonded indebtedness of the District.

Signed this 5 day of August, 2022.

PETITIONER:

AURORA HIGHLANDS, LLC
a Nevada limited liability company

By: CGF Management, Inc.,
a Nevada corporation

By: 

Carlo G. Ferreira, President

STATE OF Colorado)
) ss.
COUNTY OF Denver)

The foregoing instrument was acknowledged before me this 5 day of August, 2022, by Carlo G. Ferreira, President of CGF Management, Inc., a Nevada corporation, Manager of Aurora Highlands, LLC, a Nevada limited liability company.

Witness my hand and official seal.



Notary Public

My commission expires: 9/17/2024

[SEAL]

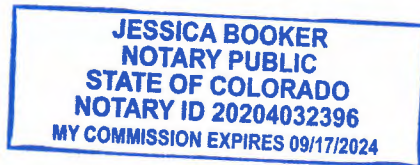


EXHIBIT A

A PARCEL OF LAND BEING A PORTION OF TRACT A, THE AURORA HIGHLANDS SUBDIVISION FILING NO. 1, RECORDED AT RECEPTION NO. 2019000089309 IN THE OFFICIAL RECORDS OF THE CLERK AND RECORDER, COUNTY OF ADAMS, STATE OF COLORADO, SITUATED IN THE EAST HALF OF SECTION 19, TOWNSHIP 3 SOUTH, RANGE 65 WEST OF THE SIXTH PRINCIPAL MERIDIAN, CITY OF AURORA, SAID COUNTY AND STATE, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT A POINT ON THE WESTERLY BOUNDARY OF SAID TRACT A, BEING THE SOUTHERLY TERMINUS OF THAT CERTAIN COURSE SHOWN AS HAVING A BEARING OF SOUTH 00°19'04" EAST, A DISTANCE OF 2,712.87 FEET, AS SHOWN ON SAID THE AURORA HIGHLANDS SUBDIVISION FILING NO. 1;

THENCE SOUTH 83°43'19" EAST, A DISTANCE OF 465.30 FEET TO A POINT ON THE SOUTHERLY BOUNDARY OF SAID TRACT A, AND THE **POINT OF BEGINNING**;

THENCE DEPARTING SAID SOUTHERLY BOUNDARY, NORTH 00°00'48" EAST, A DISTANCE OF 338.89 FEET;

THENCE SOUTH 89°59'12" EAST, A DISTANCE OF 200.00 FEET;

THENCE NORTH 00°00'48" EAST, A DISTANCE OF 565.03 FEET;

THENCE SOUTH 89°59'12" EAST, A DISTANCE OF 624.39 FEET TO THE BEGINNING OF A TANGENT CURVE CONCAVE SOUTHWESTERLY HAVING A RADIUS OF 20.00 FEET;

THENCE SOUTHEASTERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 90°00'00", AN ARC LENGTH OF 31.42 FEET;

THENCE SOUTH 00°00'48" WEST, A DISTANCE OF 766.98 FEET;

THENCE SOUTH 07°36'29" WEST, A DISTANCE OF 37.83 FEET;

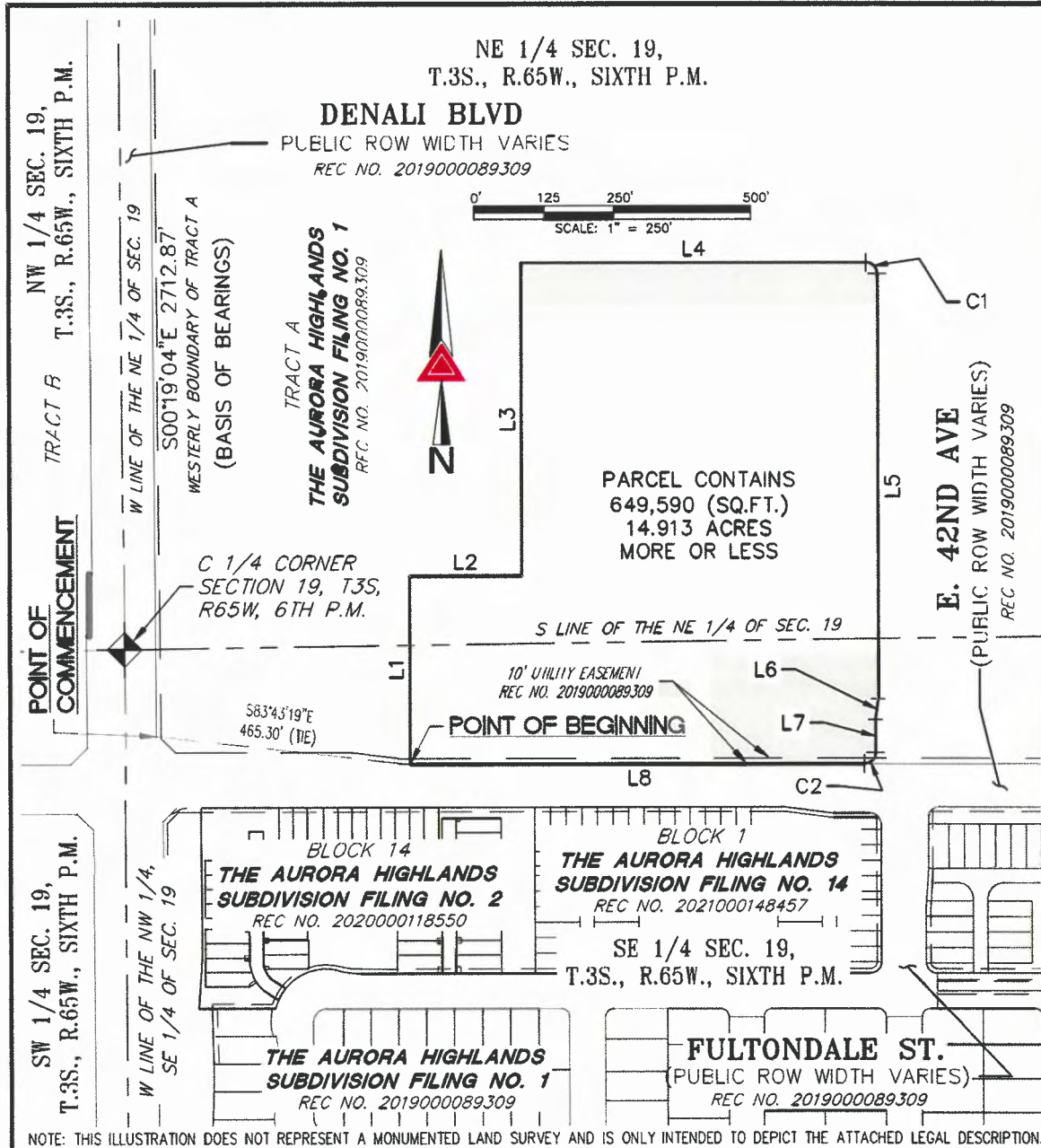
THENCE SOUTH 00°00'48" WEST, A DISTANCE OF 59.44 FEET TO THE BEGINNING OF A TANGENT CURVE CONCAVE NORTHWESTERLY HAVING A RADIUS OF 20.00 FEET;

THENCE SOUTHWESTERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 90°00'00", AN ARC LENGTH OF 31.42 FEET TO THE SOUTHERLY BOUNDARY OF SAID TRACT A;

THENCE ALONG SAID SOUTHERLY BOUNDARY, NORTH 89°59'12" WEST, A DISTANCE OF 819.39 FEET TO THE **POINT OF BEGINNING**.

CONTAINING AN AREA OF 14.913 ACRES, (649,590 SQUARE FEET), MORE OR LESS.
ALL LINEAL DISTANCES ARE REPRESENTED IN U.S. SURVEY FEET.
ILLUSTRATION ATTACHED AND MADE A PART HEREOF

ILLUSTRATION TO EXHIBIT A



NOTE: THIS ILLUSTRATION DOES NOT REPRESENT A MONUMENTED LAND SURVEY AND IS ONLY INTENDED TO DEPICT THE ATTACHED LEGAL DESCRIPTION.

PATH: Q:\132419-16\DWG\EXHIBITS
 DWG NAME: 2022-01-10 TAH F3 Lot 1 Exhibit
 DWG: BJM CHK: BJM
 DATE: 1/10/2022
 SCALE: 1" = 250'



EXHIBIT A
 E2 OF SEC. 19, T3S, R65W, 6TH P.M.
 AURORA, COLORADO
 JOB NUMBER 132419-16 2 OF 3 SHEETS

**ORDER BY BOARD OF DIRECTORS OF
THE AURORA HIGHLANDS METROPOLITAN DISTRICT NO. 3
FOR INCLUSION OF REAL PROPERTY**

WHEREAS, there was filed with the Board of Directors (the “**Board**”) of The Aurora Highlands Metropolitan District No. 3 (the “**District**”) a duly acknowledged Petition, a copy of which is attached hereto as Exhibit A and incorporated herein by this reference, signed on behalf of Aurora Highlands, LLC, a Nevada limited liability company (“**Petitioner**”), one hundred percent (100%) fee owner of the real property described in the Petition attached hereto, and requesting that the Board include such property within the District; and

WHEREAS, the Petition was heard at an open meeting of the Board on September 21, 2022, at the hour of 2:00 p.m., at the Construction Trailer (former Information Center), located at 3900 East 470 Beltway, Aurora, CO 80019 and via Zoom:

1. To attend via Zoom Videoconference, contact Kathy Suazo at 1-303-779-5710 to obtain the link, or access the link directly using the information below:

<https://us02web.zoom.us/j/83201579755?pwd=N0wxaHZzSkVzWFNtaG1qWVpWcHhCdz09>

2. To attend via telephone, dial 1-719-359-4580 and enter the following additional information:

(a) Meeting ID: 832 0157 9755

(b) Passcode: 314241,

after publication of notice of the filing of such Petition, and the place, time and date of such meeting, the name of the Petitioner and a general description of the property to be included, in the Denver Post on September 16, 2022, which proof of publication is attached hereto as Exhibit B and incorporated herein by this reference; and

WHEREAS, no objection has been filed to the inclusion of the property into the District; and

WHEREAS, the subject property is capable of being served by the District facilities; and

WHEREAS, it is deemed to be in the best interests of the District and the taxpaying electors thereof that such Petition be granted.

IT IS THEREFORE ORDERED that such Petition be granted as to the real property described herein; that the boundaries of the District shall be enlarged by the inclusion of the real property described herein; and that the Adams County District Court, in which Court an Order was entered establishing this District, be requested to enter an Order that the real property described herein be included within the District.

I certify that the foregoing Order was unanimously passed at a meeting of the Board of Directors of The Aurora Highlands Metropolitan District No. 3, duly called and held on September 21, 2022, at the hour of 2:00 p.m. and that the undersigned is the duly acting and authorized Chair of the District.

THE AURORA HIGHLANDS
METROPOLITAN DISTRICT NO. 3

By: _____
Chair

ATTEST:

By: _____
Secretary

**EXHIBIT A TO ORDER BY BOARD OF DIRECTORS
(PETITION FOR INCLUSION)**

**EXHIBIT B TO ORDER BY BOARD OF DIRECTORS
(PROOF OF PUBLICATION)**