

RECORD OF PROCEEDINGS

**MINUTES OF AN ORGANIZATIONAL MEETING OF
THE BOARDS OF DIRECTORS OF
THE AURORA HIGHLANDS METROPOLITAN DISTRICT NOS.
4 & 5 (“DISTRICTS”)
HELD
DECEMBER 15, 2022**

An organizational meeting of the Boards of Directors of The Aurora Highlands Metropolitan District Nos. 4 and 5, County of Adams (referred to hereafter as the “Boards”) was convened on Thursday, December 15, 2022 at the Construction Trailer, 3900 E. 470 Beltway, Aurora, Colorado. The Boards’ meeting was held both in person at the physical meeting location and virtually via Zoom. The meeting was open to the public.

Directors in Attendance Were:

Matt Hopper
Michael Sheldon
Cynthia Shearon

The absence of Directors Carla Ferreira and Deanna Hopper were excused.

Also in Attendance Were:

Denise Denslow and Shauna D’Amato; CliftonLarsonAllen LLP (“CLA”)
Jason Burningham; Lewis Young Robertson & Burningham, Inc.
Shelby Noble; Piper Sandler & Co.
Elisabeth Cortese, Esq. and Jon Hoistad, Esq.; McGeady Becher P.C.
Kristine Lay, Esq.; Kutak Rock LLP
Jerry Jacobs and Cristina Madrigal; Timberline District Consulting, LLC
 (“Timberline”)
Arianne Myers and Hannah Harriman; JHL Constructors, Inc.
William Westmoreland; The Aurora Highlands Metropolitan District No. 1

**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 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 Directors M. Hopper, Ferreira, Sheldon, and Shearon. No new conflicts were disclosed.

Quorum/Confirmation of Meeting Location/Posting of Notice: Director M. Hopper confirmed a quorum for the organizational meeting. The Boards entered

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into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the Districts' Board meeting. Following discussion, upon motion duly made by Director M. Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Boards determined to conduct this meeting at the above-stated location, with participants attending both in person and via videoconference. The Boards 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 Districts' boundaries have been received.

Agenda: The Boards considered the proposed Agenda for the Districts' organizational meeting. Following discussion, upon motion duly made by Director M. Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Agenda was approved, as presented.

Public Comment: None.

Oaths of Office and Organizational Documents: Attorney Cortese confirmed the Oaths of Office for each Director were administered and filed and confirmed filing of organizational documents with the Division of Local Government.

Section 32-1-104.8, C.R.S., regarding Special District Public Disclosure Document: Attorney Cortese confirmed recording of the public disclosure documents.

Appointment of officers: Following discussion, upon motion duly made by Director Sheldon, seconded by Director M. Hopper and, upon vote, unanimously carried, the following slate of officers were appointed:

President:	Matthew Hopper
Vice President:	Carla Ferreira
Treasurer:	Michael Sheldon
Assistant Secretary:	Cynthia Shearon
Assistant Secretary:	Deanna Hopper
Secretary:	Denise Denslow (non-elected position)

Engagement of McGeady Becher P.C. as District Counsel: Following discussion, upon a motion duly made by Director M. Hopper, seconded by Director Sheldon and, upon vote, unanimously carried, the Boards approved the engagement of McGeady Becher P.C. as District Counsel.

Engagement of CliftonLarsonAllen LLP for District Management and Accounting Services: Following discussion, upon a motion duly made by Director M. Hopper, seconded by Director Sheldon and, upon vote, unanimously carried, the Boards approved the engagement of CliftonLarsonAllen LLP for District

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Management and Accounting Services.

Resolution No. 2022-12-01 Establishing Regular Meeting Dates, Times and Location, and Designating Location for Posting 24-Hour Notices: Following discussion, upon a motion duly made by Director M. Hopper, seconded by Director Sheldon and, upon vote, unanimously carried, the Boards approved the business conducted in 2023 and location, regular meeting schedule and adopted the Resolution No. 2022-12-01 Establishing Regular Meeting Dates, Times and Location, and Designating Location for Posting 24-Hour Notices.

Discuss website requirements: Attorney Cortese reviewed the requirements with the Boards. Timberline will update website to meet compliance in 2023.

Resolution No. 2022-12-02 to obtain insurance coverage through the Colorado Special Districts Property and Liability Pool: Director M. Hopper reviewed the insurance requirements with the Boards. Following discussion, upon a motion duly made by Director M. Hopper, seconded by Director Sheldon and, upon vote, unanimously carried, the Boards approved the insurance for 2023 and adopted Resolution No. 2022-12-02 to obtain insurance coverage through the Colorado Special Districts Property and Liability Pool and authorized membership in the Special District Association.

Agency Services Agreement between the Districts and T. Charles Wilson Insurance Service: Following discussion, upon a motion duly made by Director M. Hopper, seconded by Director Sheldon and, upon vote, unanimously carried, the Boards approved the Agency Services Agreement between the Districts and T. Charles Wilson Insurance Service.

Section 32-1-809, C.R.S., and direct staff regarding compliance for 2023 (Transparency Notice): Attorney Cortese discussed the special district transparency requirements of Section 32-1-809, C.R.S., with the Boards. Following discussion, the Boards directed District Counsel to post the special district transparency notice on the Special District Association website.

FINANCIAL MATTERS

Federal Employer Identification Number ("FEIN"), Sales Tax Exemption and PDPA Numbers: Following discussion, upon a motion duly made by Director M. Hopper, seconded by Director Sheldon and, upon vote, unanimously carried, the Board approved the execution of the following documents and authorized the General Counsel to apply for the required numbers:

1. Application for FEIN;
2. Application for Sales Tax Exemption for Colorado; and
3. Application for Assignment of PDPA Number for Public Funds Deposited in Banks.

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Investment Policy: Following discussion, upon a motion duly made by Director M. Hopper, seconded by Director Shearon and, upon vote, unanimously carried, the Boards approved the establishment of a policy authorizing investments in accordance with state statutes.

Operating Accounts: Following discussion, upon a motion duly made by Director Sheldon, seconded by Director M. Hopper and, upon vote, unanimously carried, the Boards approved the establishment of operating accounts and authorize all Board Members to be signers on the accounts.

2022 and 2023 Budgets: Following discussion, upon a motion duly made by Director M. Hopper, seconded by Director Sheldon and, upon vote, unanimously carried, the Boards ratified the appointment of District Accountant to prepare 2022 and 2023 Budgets.

District Accountant to prepare 2024 Budgets: Following discussion, upon a motion duly made by Director Sheldon, seconded by Director M. Hopper and, upon vote, unanimously carried, the Boards ratified the appointment of the District Accountant to prepare the 2024 Budgets.

Public Hearings on 2022 and 2023 Budgets: Director M. Hopper opened the public hearings to consider the proposed 2022 and 2023 Budgets and to discuss related issues.

It was noted that Notice stating that the Boards would consider adoption of the 2022 and 2023 budgets 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.

No public comments were received, and the public hearing was closed.

Upon motion duly made by Director M. Hopper, seconded by Director Sheldon and, upon vote, unanimously carried, the Boards approved the 2022 and 2023 Budgets, as discussed, and considered adoption of Resolution No. 2022-12-03 to Adopt the 2022 Budget and Appropriate Sums of Money and Resolution No. 2022-12-04 to Adopt the 2023 Budget. Following discussion, upon vote unanimously carried, the Boards adopted the Resolutions and authorized execution of the Certifications of Budgets. District Management was directed to transmit the Certifications of Budget to the Division of Local Government no later than January 30, 2023.

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

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2022 Audit Exemption Applications: Following discussion, upon a motion duly made by Director Sheldon, seconded by Director M. Hopper and, upon vote, unanimously carried, the Boards appointed the District Accountant to prepare Applications for Exemption from Audit for 2022.

LEGAL MATTERS

Intergovernmental Agreement between the Districts and the City of Aurora: Attorney Cortese reviewed the Intergovernmental Agreement with the Boards. Following discussion, upon a motion duly made by Director Sheldon, seconded by Director M. Hopper and, upon vote, unanimously carried, the Boards approved the Agreement between the Districts and the City of Aurora.

Resolution No. 2022-12-06, Resolution of the Board of Directors of The Aurora Highlands Metropolitan District No. 4 Requesting to be added into The Aurora Highlands Community Authority Board: Attorney Cortese reviewed the Resolution with the District No. 4 Board. Following discussion, upon a motion duly made by Director Sheldon, seconded by Director M. Hopper and, upon vote, unanimously carried, the District No. 4 Board adopted Resolution No. 2022-12-06, Resolution of the Board of Directors of The Aurora Highlands Metropolitan District No. 4 Requesting to be added into and Authorizing the Execution of the Third Amended and Restated The Aurora Highlands Community Authority Board Establishment Agreement Pursuant to Section 23-1-203.5, C.R.S.

Resolution No. 2022-12-06, Resolution of the Board of Directors of The Aurora Highlands Metropolitan District No. 5 Requesting to be added into The Aurora Highlands Community Authority Board: Attorney Cortese reviewed the Resolution with the District No. 5 Board. Following discussion, upon a motion duly made by Director Sheldon, seconded by Director M. Hopper and, upon vote, unanimously carried, the District No. 5 Board adopted Resolution No. 2022-12-06, Resolution of the Board of Directors of The Aurora Highlands Metropolitan District No. 5 Requesting to be added into and Authorizing the Execution of the Third Amended and Restated The Aurora Highlands Community Authority Board Establishment Agreement Pursuant to Section 23-1-203.5, C.R.S.

Resolution No. 2022-12-07 Providing Policy Regarding Recording of Public and Executive Session Meetings: Attorney Cortese discussed the executive session meeting procedures and the Resolution with the Boards. Following discussion, upon a motion duly made by Director Sheldon, seconded by Director M. Hopper and, upon vote, unanimously carried, the Boards adopted Resolution No. 2022-12-08 Providing Policy Regarding Recording of Public and Executive Session Meetings.

Resolution No. 2022-12-08 Providing for the Defense and Indemnification of Directors and Employees of the Districts: Attorney Cortese discussed the Resolution with the Boards. Following discussion, upon a motion duly made by Director Sheldon, seconded by Director M. Hopper and, upon vote, unanimously

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carried, the Boards adopted Resolution No. 2022-12-09 Providing for the Defense and Indemnification of Directors and Employees of the Districts.

Resolution No. 2022-12-9 Regarding Colorado Open Records Act Requests: Attorney Cortese discussed the Resolution with the Boards. Following discussion, upon a motion duly made by Director Sheldon, seconded by Director M. Hopper and, upon vote, unanimously carried, the Boards adopted Resolution No. 2022-12-10 Regarding Colorado Open Records Act Requests.

Resolution No. 2022-12-10 Regarding the Retention and Disposal of Public Records and Adopting a Public Records Retention Schedule: Attorney Cortese discussed Resolution with the Boards. Following discussion, upon a motion duly made by Director Sheldon, seconded by Director M. Hopper and, upon vote, unanimously carried, the Boards adopted Resolution No. 2022-12-11 Regarding the Retention and Disposal of Public Records and Adopting a Public Records Retention Schedule.

Resolution No. 2022-12-11 Calling May 2, 2023 Election for Directors, appointing Designated Election Official (“DEO”): Attorney Cortese discussed the May 2, 2023 election and Resolution with the Boards. Following discussion, upon a motion duly made by Director Sheldon, seconded by Director M. Hopper and, upon vote, unanimously carried, the Boards adopted the Resolution No. 2022-12-12 Calling May 2, 2023 Election for Directors, appointed Designated Election Official (“DEO”) and authorized the DEO to perform all tasks required for the conduct of a mail ballot election.

Aerotropolis Regional Transportation Authority: Attorney Cortese discussed potential agreements with Aerotropolis Regional Transportation Authority (“ARTA”) with the Boards. Following discussion, upon a motion duly made by Director M. Hopper, seconded by Director Sheldon and, upon vote, unanimously carried, the Boards authorized District Counsel to coordinate with ARTA to prepare any agreements necessary to meet the Districts’ Service Plan obligations relating to the funding and development of regional improvements.

OTHER BUSINESS

2023 Development/Construction Outlook: There were no updates.

BOARD MEMBER MATTERS

Other: None.

EXECUTIVE SESSION

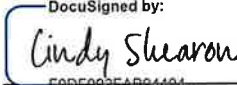
None.

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ADJOURNMENT

There being no further items before the Board, upon motion duly made by Director Sheldon, seconded by Director M. Hopper, upon vote unanimously carried, the meeting was adjourned.

Respectfully submitted,

By  _____
Secretary for the Meeting