

**MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
AEROTROPOLIS AREA COORDINATING METROPOLITAN DISTRICT
(THE “DISTRICT”)
HELD
SEPTEMBER 19, 2024**

A special meeting of the Board of Directors of the Aerotropolis Area Coordinating Metropolitan District (referred to hereafter as the “Board”) was convened on Thursday, September 19, 2024 at 1:11 p.m. This District Board meeting was held via Zoom. The meeting was open to the public.

ATTENDANCE

Directors in Attendance Were:

Matt Hopper, President
Michael Sheldon, Treasurer
Cynthia Sheldon, Assistant Secretary

The absence of Director Ferreira was excused.

Also In Attendance Were:

Denise Denslow, Rachel Alles, Jason Carroll and Jenna Trujillo; CliftonLarsonAllen LLP (“CLA”)
Elisabeth A. Cortese, Esq., Jon Hoistad, Esq. and Kalen Hilliker, Esq.; McGeady Becher Cortese Williams P.C.
Matthew Ruhland, Esq.; Cockrel Ela Glesne Greher & Ruhland, P.C.
Cristina Madrigal and Jerry Jacobs; Timberline District Consulting, LLC (“Timberline”)

ADMINISTRATIVE MATTERS

Disclosures of Potential Conflicts of Interest: The Board 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 by Attorney Cortese that disclosures of potential conflicts of interest were filed with the Secretary of State for all directors, and no additional conflicts were disclosed at the meeting.

Quorum, Confirmation of Meeting Location/Posting of Meeting 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 Hopper, seconded by Director Sheldon 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 virtually via

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Zoom. The Board further noted that notice providing the time, date and audio / video conference access for 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 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 Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Agenda was approved.

Public Comment: There was no public comment.

CONSENT AGENDA

Approval of Minutes of August 15, 2024 Special Meeting

Filing 15 Irrigation Water Service Connection Fee Allocation Agreements (3306 N. Denali, 3100 N. Eld, 3278 N. Main, 23670 E. 34th)

Following discussion, upon motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved and/or ratified approval of the Consent Agenda items.

FINANCIAL MATTERS

Payment of Claims for Operating Costs: Following review and discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved the payment of claims for operating costs, in the amount of \$32,195.79.

Schedule of Cash Position dated July 31, 2024, updated as of September 13, 2024: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board accepted the Schedule of Cash Position dated July 31, 2024, updated as of September 13, 2024.

Recommendation to The Aurora Highlands Community Authority Board ("CAB") for Acceptance of the CAB and District Engineer's Report and Verification of Costs Associated with Public Improvements Draw No. 75 Engineer's Report and Verification of Costs No. 54 prepared by Schedio Group LLC ("Engineer's Report No. 54"): Director Hopper reviewed Engineer's Report No. 54 with the Board. Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board recommended acceptance of Engineer's Report No. 54 to the CAB.

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Recommendation to the CAB for Acceptance of the CAB and District 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. 35 prepared by Schedio Group LLC (“Engineer’s In-Tract Report No. 35”): Director Hopper reviewed Engineer’s Report No. 35 with the Board. Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board recommended acceptance of Engineer’s Report No. 35 to the CAB.

CAPITAL PROJECTS

Funding Sources and Payment: The Board acknowledged the following funding sources and payment in the total amount of \$6,233,503.67* subject to finalization of funding sources.

TAH CAB/Spine Costs	\$1,859,772.76
AH In-Tract Costs	\$1,744,505.90
AF ARTA	\$1,487,171.01
ARTA	\$ 260,650.81
AF ATEC Spine Costs	\$ 877,411.19
Developer	\$ 3,992.00
Total:	<u>\$6,233,503.67</u>

District Capital Projects:

Change Order No. 07.01 to Task Order No. 09 to Master Service Agreement (“MSA”) for Project Support and Review Services between the District and AECOM Technical Services, Inc. for AACMD Construction Management: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Change Order No. 07.01 to Task Order No. 09 to MSA for Project Support and Review Services between the District and AECOM Technical Services, Inc. for AACMD Construction Management**, in the amount of \$1,000.00, upon review and recommendation by the Construction Committee.

Change Order No. 07.02 to Task Order No. 09 to MSA for Project Support and Review Services between the District and AECOM Technical Services, Inc. for AACMD Construction Management: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Change Order No. 07.02 to Task Order No. 09 to MSA for Project Support and Review Services between the District and AECOM Technical Services, Inc. for AACMD Construction Management**, in the amount of \$2,000.00, upon review and recommendation by the Construction Committee.

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Change Order No. 07.03 to Task Order No. 09 to MSA for Project Support and Review Services between the District and AECOM Technical Services, Inc. for AACMD Construction Management: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Change Order No. 07.03 to Task Order No. 09 to MSA for Project Support and Review Services between the District and AECOM Technical Services, Inc. for AACMD Construction Management**, in the amount of \$2,000.00, upon review and recommendation by the Construction Committee.

Change Order No. 08.01 to Task Order No. 09 to MSA for Project Support and Review Services between the District and AECOM Technical Services, Inc. for AACMD Construction Management for North Area A Phase 1 Drainage Construction: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Change Order No. 08.01 to Task Order No. 09 to MSA for Project Support and Review Services between the District and AECOM Technical Services, Inc. for AACMD Construction Management for North Area A Phase 1 Drainage Construction**, in the amount of \$547,000.00, upon review and recommendation by the Construction Committee.

Change Order No. 02 to Task Order No. 12 to MSA for Program Management, Design and Construction Services (ARTA) between the District and AECOM Technical Services, Inc. for 48th Avenue, E470 to Aerotropolis Parkway - Additional Legal Documents: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Change Order No. 02 to Task Order No. 12 to MSA for Program Management, Design and Construction Services (ARTA) between the District and AECOM Technical Services, Inc. for 48th Avenue, E470 to Aerotropolis Parkway - Additional Legal Documents**, in the amount of \$30,000.00, upon review and recommendation by the Construction Committee.

Change Order No. 03 to Task Order No. 13 to MSA for Project Support and Review Services (ATEC) between the District and AECOM Technical Services, Inc. for Farmhouse Site Clearing: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Change Order No. 03 to Task Order No. 13 to MSA for Project Support and Review Services (ATEC) between the District and AECOM Technical Services, Inc. for Farmhouse Site Clearing**, in the amount of \$17,000.00, upon review and recommendation by the Construction Committee.

Change Order No. 07 to Task Order No. 01 to MSA for Design and Construction Services (ATEC) between the District and AECOM Technical Services, Inc. for Crestone Oil Well Support: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Change Order No. 07 to Task Order No. 01 to MSA for Design and Construction Services (ATEC) between the District and AECOM Technical Services, Inc. for Crestone Oil Well Support**, in the amount of \$9,350.00, upon review and

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recommendation by the Construction Committee.

Change Order No. 02 to Task Order No. 16 to MSA for Survey Services between the District and Aztec Consultants, Inc. for Aurora Highlands Development (FDP Amendment): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Change Order No. 02 to Task Order No. 16 to MSA for Survey Services between the District and Aztec Consultants, Inc. for Aurora Highlands Development (FDP Amendment)**, in the amount of \$2,700.00, upon review and recommendation by the Construction Committee.

Change Order No. 01 to Task Order No. 60 to MSA for Survey Services between the District and Aztec Consultants, Inc. for Aquatic Park (Additional Survey Requested): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Change Order No. 01 to Task Order No. 60 to MSA for Survey Services between the District and Aztec Consultants, Inc. for Aquatic Park (Additional Survey Requested)**, in the amount of \$3,200.00, upon review and recommendation by the Construction Committee.

Change Order No. 02 to Task Order No. 68 to MSA for Survey Services between the District and Aztec Consultants, Inc. for Miscellaneous Requests by Fairfield & Woods (Legal Descriptions): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Change Order No. 02 to Task Order No. 68 to MSA for Survey Services between the District and Aztec Consultants, Inc. for Miscellaneous Requests by Fairfield & Woods (Legal Descriptions)**, in the amount of \$18,900.00, upon review and recommendation by the Construction Committee.

Change Order No. 03 to Task Order No. 68 to MSA for Survey Services between the District and Aztec Consultants, Inc. for Miscellaneous Legal Descriptions: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Change Order No. 03 to Task Order No. 68 to MSA for Survey Services between the District and Aztec Consultants, Inc. for Miscellaneous Legal Descriptions**, in the amount of \$7,350.00, upon review and recommendation by the Construction Committee.

Change Order to Task Order to MSA for Survey Services between the District and Aztec Consultants, Inc. for Filing 7 (License Agreements for Mail Kiosks): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Change Order to Task Order to MSA for Survey Services between the District and Aztec Consultants, Inc. for Filing 7 (License Agreements for Mail Kiosks)**, in the amount of \$3,600.00, upon review and recommendation by the Construction Committee.

Task Order No. 69 to MSA for Survey Services between the District and Aztec Consultants, Inc. for Aurora Highlands Development (Dreamfinders 6.1 and 6.2)

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Construction Documents): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Task Order No. 69** to **MSA** for Survey Services between the District and **Aztec Consultants, Inc.** for Aurora Highlands Development (Dreamfinders 6.1 and 6.2 Construction Documents), in the amount of \$4,000.00, upon review and recommendation by the Construction Committee.

Task Order No. 79 to MSA for Survey Services between the District and Aztec Consultants, Inc. for TAH District Trailer – Design Survey: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Task Order No. 79** to **MSA** for Survey Services between the District and **Aztec Consultants, Inc.** for TAH District Trailer – Design Survey, in the amount of \$5,450.00, upon review and recommendation by the Construction Committee.

Task Order No. 80 to MSA for Survey Services between the District and Aztec Consultants, Inc. for TAH Area C Roadway – Final Plat: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Task Order No. 80** to **MSA** for Survey Services between the District and **Aztec Consultants, Inc.** for TAH Area C Roadway – Final Plat, in the amount of \$14,150.00, upon review and recommendation by the Construction Committee.

Task Order to MSA for Survey Services between the District and Aztec Consultants, Inc. for Roadway Alignment Design Survey: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Task Order** to **MSA** for Survey Services between the District and **Aztec Consultants, Inc.** for Roadway Alignment Design Survey in the amount of \$4,300.00, upon review and recommendation by the Construction Committee.

Change Order No. 02 to Task Order No. 02 to Aquatic Center Design Build Contract between the District and A.D. Miller Services, Inc. for Solar Consultant Required by City of Aurora: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Change Order No. 02** to **Task Order No. 02** to **Aquatic Center Design Build Contract** between the District and **A.D. Miller Services, Inc.** for Solar Consultant Required by City of Aurora, in the amount of \$2,925.00, upon review and recommendation by the Construction Committee.

MSA for Materials Testing Services between the District and A.G. Wassenaar, Inc.: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved the **MSA** for Materials Testing Services between the District and **A.G. Wassenaar, Inc.**, upon review and recommendation by the Construction Committee.

Task Order 01 to MSA for Materials Testing Services for North Mass Grading between the District and A.G. Wassenaar, Inc. for Geotechnical Field Observation

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and Material Testing: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Task Order 01** to **MSA** for Materials Testing Services for North Mass Grading between the District and **A.G. Wassenaar, Inc.** for Geotechnical Field Observation and Material Testing, in the amount of \$108,775.00, upon review and recommendation by the Construction Committee.

Task Order No. 03 to MSA for Program Management Services between the District and Bowman Consulting Group Ltd. for PIP Amendment (TAH Job 101): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Task Order No. 03** to **MSA** for Program Management Services between the District and **Bowman Consulting Group Ltd.** for PIP Amendment (TAH Job 101), in the amount of \$45,500.00, upon review and recommendation by the Construction Committee.

Task Order No. 04 to MSA for Program Management Services between the District and Bowman Consulting Group Ltd. for Sanitary Sewer Infrastructure (Documents for Proposed Extension of Two Sanitary Sewer Pipes, Conceptual Design of 32nd Avenue to TAH Parkway): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Task Order No. 04** to **MSA** for Program Management Services between the District and **Bowman Consulting Group Ltd.** for Sanitary Sewer Infrastructure (Documents for Proposed Extension of Two Sanitary Sewer Pipes, Conceptual Design of 32nd Avenue to TAH Parkway), in the amount of \$151,700.00, upon review and recommendation by the Construction Committee.

Task Order No. 05 to MSA for Program Management Services between the District and Bowman Consulting Group Ltd. for District Utility Trailer: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Task Order No. 05** to **MSA** for Program Management Services between the District and **Bowman Consulting Group Ltd.** for District Utility Trailer, in the amount of \$17,000.00, upon review and recommendation by the Construction Committee.

Change Order No. 02 to Task Order No. 01 to Construction Agreement for ISP Landscape between the District and BrightView Landscape Development, Inc. for Boring and Sleeving for Irrigation Lines: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Change Order No. 02** to **Task Order No. 01** to **Construction Agreement** for ISP Landscape between the District and **BrightView Landscape Development, Inc.** for Boring and Sleeving for Irrigation Lines, in the amount of \$58,440.00, upon review and recommendation by the Construction Committee.

Task Order No. 67 to MSA for Geotechnical Engineering between the District and CTL Thompson, Inc. for Waterline Resistivity Testing: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Task Order No. 67** to **MSA** for Geotechnical

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Engineering between the District and **CTL Thompson, Inc.** for Waterline Resistivity Testing, in the amount of \$11,000.00, upon review and recommendation by the Construction Committee.

Task Order No. 01 to MSA for Filing 17 POC Power between the District and Dynalectric Colorado for AACMD Site Trailer Transformer Connection: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Task Order No. 01 to MSA** for Filing 17 POC Power between the District and **Dynalectric Colorado** for AACMD Site Trailer Transformer Connection, in the amount of \$52,538.00, upon review and recommendation by the Construction Committee.

Task Order No. 02 to MSA for Filing 17 POC Power between the District and Dynalectric Company for Monthly Generator Rental: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Task Order No. 02 to MSA** for Filing 17 POC Power between the District and **Dynalectric Company** for Monthly Generator Rental, in the amount of \$15,600.00, upon review and recommendation by the Construction Committee.

Task Order No. 04 to MSA for Filing 17 POC Power between the District and Dynalectric Company for Century Loop Lanes: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Task Order No. 04 to MSA** for Filing 17 POC Power between the District and **Dynalectric Company** for Century Loop Lanes, in the amount of \$47,600.00, upon review and recommendation by the Construction Committee.

Short Form Construction Contract between the District and Elite Industries, Inc. for On Call Services: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved the **Short Form Construction Contract** between the District and **Elite Industries, Inc.** for On Call Services, upon review and recommendation by the Construction Committee.

Change Order No. 01 to Construction Agreement for Farmhouse Demolition and Remediation between the District and Knight Industries, LLC for Contaminated Soil Remediation: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Change Order No. 01 to Construction Agreement** for Farmhouse Demolition and Remediation between the District and **Knight Industries, LLC** for Contaminated Soil Remediation, in the amount of \$490,825.00, upon review and recommendation by the Construction Committee.

Task Order No. 44 to MSA for Program Management Services between the District and Matrix Design Group, Inc. for Design of 38th Avenue (Reserve to Aerotropolis), and Newbern (Little River to 38th) - Landscape, Survey and Irrigation Design: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Task Order No. 44 to**

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MSA for Program Management Services between the District and **Matrix Design Group, Inc.** for Design of 38th Avenue (Reserve to Aerotropolis), and Newbern (Little River to 38th) - Landscape, Survey and Irrigation Design), in the amount of \$868,000.00, upon review and recommendation by the Construction Committee.

Short Form Construction Agreement between the District and Mid City Corporation for On Call Services: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved the **Short Form Construction Agreement** between the District and **Mid City Corporation** for On Call Services, upon review and recommendation by the Construction Committee.

Task Order No. 04 to Short Form Construction Agreement between the District and Mid City Corporation for Fence Repair at TAH Staging Area: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Task Order No. 04 to Short Form Construction Agreement** between the District and **Mid City Corporation** for Fence Repair at TAH Staging Area, in the amount of \$2,950.00, upon review and recommendation by the Construction Committee.

Short Form Construction Contract between the District and Petra Incorporated for On Call Services: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved the **Short Form Construction Contract** between the District and **Petra Incorporated** for On Call Services, upon review and recommendation by the Construction Committee.

Change Order No. 02 to Contract between the District and R.E. Monks Construction Company, LLC for North Mass Grading (SWMP Grading Plan): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Change Order No. 02 to Contract** between the District and **R.E. Monks Construction Company, LLC** for North Mass Grading (SWMP Grading Plan), in the amount of \$72,106.35, upon review and recommendation by the Construction Committee.

Short Form Construction Agreement for North Area A Drainage Ponds Phase I between the District and Wagner Construction, Inc.: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved the **Short Form Construction Agreement** for North Area A Drainage Ponds Phase I between the District and **Wagner Construction, Inc.**, in the amount of \$16,334,662.00, upon review and recommendation by the Construction Committee.

LEGAL MATTERS

Proposed Supplement to ARTA Establishment Agreement: Attorney Hoistad discussed the proposed Supplement. No action was taken by the Board.

Overlap Area Consent Agreement (Filing 30) by and between the District and East

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Cherry Creek Valley Water and Sanitation District: Attorney Hoistad reviewed the Agreement with the Board. Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Shearon and, upon vote unanimously carried, the Board approved the Overlap Area Consent Agreement (Filing 30) by and between the District and East Cherry Creek Valley Water and Sanitation District.

Overlap Area Consent Agreement (Filing 31) by and between the District and East Cherry Creek Valley Water and Sanitation District: Attorney Hoistad reviewed the Agreement with the Board. Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Shearon and, upon vote unanimously carried, the Board approved the Overlap Area Consent Agreement (Filing 31) by and between the District and East Cherry Creek Valley Water and Sanitation District

ARTA MATTERS

None.

MANAGER MATTERS

District Website Accessibility Matters: Attorney Hoistad discussed website accessibility matters with the Board.

Remediation Services: Discussion ensued regarding remediation services for documents statutorily required to be posted on the website. The Board requested information regarding documents statutorily required to be remediated and those that could instead be archived. No action was taken by the Board.

Website Compliance Coordinator: Following discussion, upon a motion duly made by Director M. Hopper, seconded by Director M. Sheldon and, upon vote unanimously carried, the Board designated CLA as the compliance coordinator.

OTHER BUSINESS

None.

EXECUTIVE SESSION

An Executive Session was not needed.

ADJOURNMENT

There being no further business to come before the Board at this time, upon a motion duly made by Director Hopper, the Board adjourned the meeting.

Respectfully submitted,

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By _____
Secretary for the Meeting