

MINUTES OF A JOINT REGULAR MEETING OF THE
BOARDS OF DIRECTORS

OF THE

AURORA CROSSROADS METROPOLITAN DISTRICT NOS.
1-3

Held: October 31, 2019, at 8:00 A.M. at 4100 East Mississippi
Avenue, Suite 500, Denver, CO 80246

ATTENDANCE

The meeting was held in accordance with the laws of the State of
Colorado. The following directors were in attendance:

Kevin Smith
Patrick Schmitz

Also present were: Jennifer Gruber Tanaka, Esq., White Bear
Ankele Tanaka & Waldron, Attorneys at Law, District general
counsel; and John Simmons, Simmons & Wheeler, P.C., District
accountants.

**ADMINISTRATIVE
MATTERS**

Call to Order

The meeting was called to order.

Declaration of Quorum and
Confirmation of Director
Qualifications

Ms. Tanaka noted that a quorum for each of the Boards was
present and that the directors had confirmed their qualification to
serve.

Combined Meetings

The Districts are meeting in a combined Board meeting. Unless
otherwise noted below, the matters set forth below shall be
deemed to be the actions of the Aurora Crossroads Metropolitan
District Nos. 1, 2, and 3, collectively.

Reaffirmation of Disclosures
of Potential or Existing
Conflicts of Interest

Ms. Tanaka advised the Boards that, pursuant to Colorado law,
certain disclosures might be required prior to taking official
action at the meeting. Ms. Tanaka reported that disclosures for
those directors with potential or existing conflicts of interest
were filed with the Secretary of State's Office and the Boards at
least 72 hours prior to the meeting, in accordance with Colorado
law, and those disclosures were acknowledged by the Boards.
Ms. Tanaka noted that a quorum was present and inquired into
whether members of the Boards had any additional disclosures
of potential or existing conflicts of interest with regard to any

matters scheduled for discussion at the meeting. No additional disclosures were noted. The Boards determined that the participation of the members present was necessary to obtain a quorum or to otherwise enable the Boards to act.

Approval of Agenda Ms. Tanaka presented the Boards with the proposed agenda for the meeting. Upon motion of Mr. Smith, seconded by Mr. Schmitz, the Boards unanimously approved the agenda as amended.

Excusal of Absences The Board noted the absence of Mr. Klein. Upon motion of Mr. Smith, seconded by Mr. Schmitz, the Boards unanimously excused his absence.

PUBLIC COMMENT None.

CONSENT AGENDA MATTERS The Board was presented with the consent agenda items. Upon motion of Mr. Smith, seconded by Mr. Schmitz, the Boards unanimously took the following actions:

- a. Approved the Minutes from July 9, 2019 Special Meeting and Ratified of all Actions Taken Therein
- b. Adopted Resolution No. 2019-10-01: 2020 Joint Annual Administrative Resolution
- c. Adopted Resolution No. 2019-10-02: Calling the May 5, 2020 Elections
- d. Approved the Independent Contractor Agreement with MMI Water Engineers, LLC for Map Updates
- e. Ratified the Third Amendment to Establishment Agreement for ARI Authority No. 5
- f. Ratified the Engagement Letter with Netherland, Sewell & Associates, Inc., for Petroleum Evaluation Services

FINANCIAL MATTERS

Public Hearings on 2020 Budgets and Adoption of Resolution Nos. 2019-10-03 (District No. 1), 2019-10-04 (District No. 2), and 2019-10-05 (District No. 3): Mr. Simmons presented the Boards with the draft 2020 budgets for consideration. Ms. Tanaka reported that the notices of public hearings on the 2020 budgets were provided in accordance with Colorado law and no written objections were received prior to the hearings. Mr. Smith opened the public hearings on the 2020 budgets. There being no public comment, Mr. Smith closed the public hearings.

Adopting Budget, Imposing Mill Levy and Appropriating Funds Upon motion of Mr. Smith, seconded by Mr. Schmitz, the Boards unanimously adopted Resolution Nos. 2019-10-03 (District No. 1), 2019-10-04 (District No. 2), and 2019-10-05 (District No. 3): Adopting Budget, Imposing Mill Levy and

Appropriating Funds.

Opening of Checking Accounts Mr. Simmons noted the need to open checking accounts for the Districts. Upon motion of Mr. Smith, seconded by Mr. Schmitz, the Boards unanimously authorized the opening of checking accounts.

LEGAL MATTERS

Public Hearings on Inclusion of JAMASO, LLC Property and Consider Adoption of Resolution No. 2019-10-06: Joint Resolution and Order for Inclusion of Property (JAMASO, LLC Property – 56.888 Acres) Ms. Tanaka reported that a petition for inclusion has been submitted to the Boards by JAMASO, LLC Property. Ms. Tanaka reported that the notice of public hearing on the inclusion was published in accordance with Colorado law and no written objections were received prior to the hearing. Ms. Tanaka noted that the City Council for the City of Aurora, Colorado, is scheduled to consider its consent to the inclusion in November and this approval is one condition specified in the proposed resolution. Mr. Smith opened the public hearing on the inclusion. There being no public comment, Mr. Smith closed the public hearing.

Upon motion of Mr. Smith, seconded by Mr. Schmitz, the Boards unanimously adopted Resolution No. 2019-10-06: Joint Resolution and Order for Inclusion of Property (JAMASO, LLC Property – 56.888 Acres).

Operating Agreement Among the Districts The Boards discussed the desire for coordinated services among the Districts going forward in order to provide more efficient and cost-effective administrative services. Upon motion of Mr. Smith, seconded by Mr. Schmitz, the Boards approved the Operating Agreement, subject to finalization and review by special counsel.

Engagement of SpencerFane LLP as Special Counsel for District Nos. 2 and 3 Ms. Tanaka noted that she is ethically prohibited from representing both sides to a contract and noted that special counsel will need to be engaged for the purposes of the Operating Agreement. Upon motion of Mr. Smith, seconded by Mr. Schmitz, the Boards unanimously engaged SpencerFane LLP as special counsel for District Nos. 2 and 3 for the Operating Agreement.

Districts' Website Ms. Tanaka updated the Boards with regarding to new legislation that became effective as of August 2, 2019, which allows districts to post notices of meetings electronically on a district-dedicated website. Ms. Tanaka noted an option for the hosting for the website, which is free to public entities, is the Statewide Internet Portal Authority (“SIPA”). Upon motion of Mr. Smith,

seconded by Mr. Schmitz, the Boards unanimously approved the Government Eligibility Agreement with SIPA and adopted Resolution No 2019-10-07: Regarding Electronic Posting of Meeting Notices and directed legal counsel to apply for a website through SIPA.

OTHER BUSINESS
Next Regular Meeting

The next meeting is scheduled for July 28, 2020, at 8:00 a.m.

ADJOURNMENT

There being no further business to come before the Boards, upon motion, second and unanimous vote, the meeting was adjourned.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.

Patrick Schmitz
Patrick Schmitz (Jul 8, 2020 15:21 MDT)

Secretary for the Districts