

RECORD OF PROCEEDINGS

MINUTES OF A JOINT SPECIAL MEETING OF
THE BOARDS OF DIRECTORS OF THE
AURORA CROSSROADS METROPOLITAN DISTRICT NOS. 1 – 3
(THE “DISTRICTS”)
HELD
MAY 13, 2021

A joint special meeting of the Boards of Directors of the Aurora Crossroads Metropolitan District Nos. 1 – 3 (referred to hereafter as the “Boards”) was convened on Thursday, May 13, 2021 at 8:30 a.m. Due to concerns regarding the spread of the Coronavirus (COVID-19), the meeting was held via conference call. The meeting was open to the public.

ATTENDANCE

Directors in Attendance Were:

Kevin Smith, President

Patrick Schmitz, Secretary/Treasurer

The absence of Director Klein was excused.

Also, In Attendance Were:

Jennifer Tanaka, Esq. and Heather Hartung, Esq.; White Bear Ankele Tanaka & Waldron

Lisa Johnson and Krista Baptist; CliftonLarsonAllen LLP (“CLA”)

Ted Laudick; Silver Bluffs Companies

Georgia Harland and Bill Flynn; Simmons & Wheeler, PC

ADMINISTRATIVE MATTERS

Call to Order: Director Smith called the meeting to order at 8:35 a.m.

Quorum and Director Qualifications: The presence of a quorum was confirmed.

Disclosure of Potential or Existing Conflicts of Interest: The Boards 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 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 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

Agenda: The Boards reviewed the Agenda for the meeting. Following discussion, upon a motion duly made by Director Smith, seconded by Director Schmitz and, upon vote, unanimously carried, the Boards approved the Agenda,

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as amended, and excused the absence of Director Klein.

Public Comment: None.

CONSENT AGENDA

- A. **Approval of Minutes from October 29, 2020 Joint Special Meeting**
- B. **Acceptance of Unaudited Financial Statements as of December 31, 2020**
- C. **Ratification of Payment of Claims as of May 6, 2021 (\$25,353.98 and \$7,600.25)**
- D. **Ratification of Senior Project Fund Requisition Nos. 2-6 for the Series 2020A Bonds**
- E. **Ratification of the Aurora Crossroads Subdivision Filing No. 1 Plat and Conveyance of Tract A to the City of Aurora, Colorado**
- F. **Ratification of Independent Contractor Agreement with T2 Utility Engineers for Subsurface Utility Engineering Services**
- G. **Ratification of Independent Contractor Agreement with Brierley Associates for Sanitary Sewer Services**
- H. **Ratification of Independent Contractor Agreement with GROUND Engineering for Subsurface Exploration Services**
- I. **Ratification of Public Improvements Acquisition and Reimbursement Agreement among Aurora Crossroads Metropolitan District No. 2, Aurora Crossroads, LLC and QTS Aurora, LLC, dated as of April 2021**
- J. **Ratification of Monument Easement Agreement from QTS Aurora, LLC to Aurora Crossroads Metropolitan District No. 1**

Following discussion, upon a motion duly made by Director Schmitz, seconded by Director Smith and, upon vote, unanimously carried, the Boards approved and/or ratified approval, as appropriate, the consent agenda items with the exception of Item I, which was deferred.

FINANCIAL MATTERS

None.

LEGAL MATTERS

Independent Contractor Agreement with AE Design, Inc. for Engineering and Design Services: Following discussion, upon a motion duly made by Director Smith, seconded by Director Schmitz and, upon vote, unanimously

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carried, the Boards approved the Independent Contractor Agreement with AE Design, Inc. for Engineering and Design Services.

Independent Contractor Agreement with Martin/Martin for Civil Engineering Professional Services: Following discussion, upon a motion duly made by Director Smith, seconded by Director Schmitz and, upon vote, unanimously carried, the Boards approved the Independent Contractor Agreement with Martin/Martin for Civil Engineering Professional Services.

CONSTRUCTION MATTERS

Bid Summary and Award of Contract for Crossroads Overlot Grading Project: Mr. Laudick presented the bid summary and reported receiving only one bid out of seven firms requesting plans. The bid was in the amount of \$2.8M. Mr. Laudick met with the contractor and clarified the cost, etc. and asked them to resubmit a bid. He then received a revised bid in the amount of \$1.315M. Mr. Laudick recommended award of the contract to Summit Excavation & Grading LLC.

Following discussion, upon a motion duly made by Director Smith, seconded by Director Schmitz and, upon vote, unanimously carried, the Boards approved the award of contract to Summit Excavation & Grading LLC for the Crossroads Overlot Grading Project in the amount of \$1.315M.

MANAGER MATTERS

None.

OTHER BUSINESS

None.

ADJOURNMENT

There being no further business to come before the Boards at this time, upon a motion duly made by Director Schmitz, seconded by Director Smith and, upon vote, unanimously carried, the meeting was adjourned at 8:46 a.m.

Respectfully submitted,

By _____
DocuSigned by:
Patrick Schmitz
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Secretary for the Meeting