

RECORD OF PROCEEDINGS

MINUTES OF A JOINT SPECIAL MEETING OF
THE BOARDS OF DIRECTORS OF THE
AURORA CROSSROADS METROPOLITAN DISTRICT NOS. 1 – 2 AND
CROSSROADS EAST METROPOLITAN DISTRICT
(THE “DISTRICTS”)
HELD
JUNE 26, 2023

A joint special meeting of the Boards of Directors of the Aurora Crossroads Metropolitan District Nos. 1 – 2 and Crossroads East Metropolitan District (referred to hereafter as the “Boards”) was convened on Monday, June 26, 2023 at 10:00 a.m. The meeting was held via conference call and was open to the public.

ATTENDANCE

Directors in Attendance Were:

Otis C. Moore III, President
Andrew R. Klein, Treasurer
Megan Waldschmidt, Secretary
Mark Witkiewicz, Assistant Secretary

Also, In Attendance Were:

Jennifer Gruber Tanaka, Esq., and Audrey G. Johnson, Esq.; White Bear Ankele Tanaka & Waldron
Lisa Johnson; CliftonLarsonAllen LLP (“CLA”)
Joy Tatton; Simmons & Wheeler, PC
Keenan Rice; MuniCap, Inc.
Tiffany Leichman; Sherman & Howard L.L.C.
KC Vieo; Kline Alvarado Veio, P.C.
Shelby Noble and Katie McVey; Piper Sandler & Co.

ADMINISTRATIVE MATTERS

Call to Order and Quorum: The meeting was called to order at 10:04 a.m. A quorum was confirmed.

Disclosures of Potential Conflicts of Interest: Attorney 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. Attorney 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.

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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 and 2, and Crossroads East Metropolitan District, collectively.

Location of Meeting and Posting of Meeting Notices. Approve Agenda: The Boards reviewed the Agenda for the meeting. Following discussion, upon a motion duly made by Director Waldschmidt, seconded by Director Witkiewicz and, upon vote, unanimously carried, the Boards approved the Agenda, as presented.

Public Comment: None.

CONSENT AGENDA

The Boards were presented with the following Consent Agenda for consideration:

- A. Approval of Minutes from June 13, 2023 Joint Special Meeting.
- B. **ACMD2 Only:** Ratification of Engagement Letter with Sherman & Howard L.L.C. as Bond and Special Counsel.
- C. **ACMD2 Only:** Ratification of Agreement for Consulting Services with MuniCap, Inc. for Financial Advisory Services
- D. **ACMD2 Only:** Approval of Engagement Letter with Piper Sandler & Co. for Underwriter Services.
- E. **ACMD2 Only:** Ratification of Special Bond Fee Disclosure Letter with White Bear Ankele Tanaka & Waldron, PC regarding issuance of Series 2023 Bonds.
- F. **ACMD1 Only:** Ratification of Notice of Award and Approval of Agreement with SMH West LLC for Subdivision Filing No. 1 Civil Infrastructure
- G. **ACMD1 Only:** Ratification of Notice of Award and Approval of Agreement with Dynalectric Company for Street Light Project
- H. **ACMD1 Only:** Ratification of Agreement for Fiber Relocation with MCI Metro Access Transmission Services, LLC
- I. **ACMD1 Only:** Ratification of claims totaling \$41,260.41
- J. **CEMD Only:** Ratification of claims totaling \$6,478.27
- K. **ACMD2 Only:** Ratification of Subordinate Project Fund Requisitions:

No. 8	\$ 359,845.86
No. 9	\$ 102,020.32
No. 10	\$ 127,209.61
No. 11	\$ 273,369.38

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No. 12	\$ 52,390.69
No. 13	\$ 376,386.19
No. 14	\$1,221,093.42
No. 15	\$ 160,078.47

Following review and discussion, upon a motion duly made by Director Witkiewicz, seconded by Director Moore and, upon vote, unanimously carried, the Boards approved and/or ratified approval, as appropriate, the Consent Agenda items as listed above.

FINANCIAL MATTERS

MD2 Only: 2023 Bond Issuance:

- **Final determination to issue general obligation indebtedness, specifically, consider the adoption of Resolution No. 2023-06-01 authorizing the issuance of the District's Second Subordinate General Obligation Limited Tax Bonds, Series 2023C (the "Series 2023C Bonds") in a maximum aggregate principal amount of not to exceed \$18,000,000 for the purpose of paying or reimbursing the costs of public improvements serving the residents and taxpayers of the District; approving, ratifying, and confirming the execution of certain related agreements and documents; making determinations and findings as to other matters related to such financing transactions; authorizing incidental action; and repealing prior inconsistent actions:**

Ms. Noble and Ms. Leichman presented the terms of the bonds as well as the Resolution. Following review and discussion, upon a motion duly made by Director Moore, seconded by Director Witkiewicz and, upon vote, unanimously carried, the Board approved the terms of the bonds and adopted Resolution No. 2023-06-01 authorizing the issuance of the District's Second Subordinate General Obligation Limited Tax Bonds, Series 2023C (the "Series 2023C Bonds") in a maximum aggregate principal amount of not to exceed \$18,000,000 for the purpose of paying or reimbursing the costs of public improvements serving the residents and taxpayers of the District; approving, ratifying, and confirming the execution of certain related agreements and documents; making determinations and findings as to other matters related to such financing transactions; authorizing incidental action; and repealing prior inconsistent actions.

- **Public Hearing on 2023 Budget Amendment and Consider Adoption of Resolution No. 2023-06-02:** The public hearing was opened at 10:12 a.m. to consider the proposed amendment to the 2023 Budget.

It was noted that publication of Notice stating that the Board would consider amendment of the 2023 Budget and the date, time and place of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to the public hearing and the public hearing was closed at 10:13 a.m.

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Attorney Tanaka presented the proposed 2023 Budget amendment to the Board. Following review and discussion, upon a motion duly made by Director Moore, seconded by Director Witkiewicz and, upon vote, unanimously carried, the Board approved the 2023 budget amendment, and adopted Resolution No. 2023-06-02 to Amend the 2023 Budget.

LEGAL 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 Klein, seconded by Director Witkiewicz and, upon vote, unanimously carried, the meeting was adjourned at 10:13 a.m.

Respectfully submitted,

By  Secretary for the Meeting
DocuSigned by:
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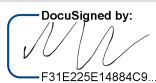
Megan Waldschmidt

meganw@westsideinv.com

Secretary

Security Level: Email, Account Authentication
(None)**Signature**

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Signature Adoption: Drawn on Device

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Sent: 9/28/2023 1:26:35 PM

Viewed: 9/30/2023 9:53:16 AM

Signed: 9/30/2023 9:53:37 AM

Electronic Record and Signature Disclosure:

Accepted: 9/30/2023 9:53:16 AM

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In Person Signer Events**Signature****Timestamp****Editor Delivery Events****Status****Timestamp****Agent Delivery Events****Status****Timestamp****Intermediary Delivery Events****Status****Timestamp****Certified Delivery Events****Status****Timestamp****Carbon Copy Events****Status****Timestamp****Witness Events****Signature****Timestamp****Notary Events****Signature****Timestamp****Envelope Summary Events****Status****Timestamps**

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