

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
SEPTEMBER 28, 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 Thursday, September 28, 2023 at 8:00 a.m. The meeting was held via conference call and was open to the public.

ATTENDANCE

Directors in Attendance Were:

Megan Waldschmidt, Secretary
Mark J. Witkiewicz, Assistant Secretary

Director Klein was absent and excused.

Also, In Attendance Were:

Jennifer Gruber Tanaka, Esq.; White Bear Ankele Tanaka & Waldron
Lisa A. Johnson and Shauna D’Amato; CliftonLarsonAllen LLP (“CLA”)
Joy Tatton; Simmons & Wheeler, PC

ADMINISTRATIVE MATTERS

Call to Order and Quorum: The meeting was called to order at 8:00 am. 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.

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.

RECORD OF PROCEEDINGS

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 Witkiewicz, seconded by Director Waldschmidt and, upon vote, unanimously carried, the Boards approved the Agenda, as presented, and excused the absence of Director Klein.

Public Comment: None.

**DIRECTOR
MATTERS**

Director Appointment: Following discussion, upon a motion duly made by Director Waldschmidt, seconded by Director Witkiewicz and, upon vote, unanimously carried, the Boards appointed Paige Langley to the Boards of Directors. The Oaths of Office will be administered within 30 days.

Election of Officers: Following discussion, upon a motion duly made by Director Waldschmidt, seconded by Director Witkiewicz and, upon vote, unanimously carried, the Boards elected the following Officers:

Office:

President	Mark J. Witkiewicz
Treasurer	Andrew Klein
Secretary	Megan Waldschmidt
Assistant Secretary	Paige Langley

**CONSENT AGENDA
ITEMS**

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

- A. Approval of Minutes from June 26, 2023 Joint Special Meeting.
- B. **ACMD2:** Ratification of Engagement Letter with Fairfield and Woods, P.C. for consulting work connected to a PILOT Opinion.
- C. **ACMD2:** Ratification of engagement of Otten Johnson Robinson Neff & Ragonetti, P.C. as Special Counsel for litigation matters.
- D. **CEMD:** Approval of Intergovernmental Agreement between the City of Aurora, Colorado.
- E. **ACMD1 and 2:** Ratification of Amended and Restated Intergovernmental Agreement between the City of Aurora, Colorado.
- F. Approval of Aurora Regional Improvement Authority No. 5 Fifth Amendment to Establishment Agreement.
- G. **ACMD1:** Termination of Independent Contractor Agreement with Norris Design for Project Coordination Services.
- H. **ACMD1 and 2 and CEMD:** Adoption of Resolution No. 2023-09-01: Resolution Amending 2023 Annual Administrative Resolution.
- I. **ACMD1 Only:** Ratification of claims totaling \$50,237.39
- J. **CEMD Only:** Ratification of claims totaling

RECORD OF PROCEEDINGS

\$3,416.46.

- K. **ACMD2 Only:** Ratification of Subordinate Project Fund Requisitions:

No. 16	\$ 559,022.19
No. 17	\$ 395,778.45
No. 18	\$ 6,526.85

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

FINANCIAL MATTERS

ACMD1: Public Hearing on 2022 Budget Amendment and Consider Adoption of Resolution No. 2023-09-02: The public hearing was opened to consider the proposed amendment to the 2022 Budget.

It was noted that publication of Notice stating that the Board would consider amendment of the 2022 Budget and the date, time and place of the public hearings was made in a newspaper having general circulation within the Districts. No written objections were received prior to the public hearing and the public hearing was closed.

No public comment was made. Ms. Tatton presented the amendment to the Board.

Following review and discussion, upon a motion duly made by Director Witkiewicz, seconded by Director Waldschmidt and, upon vote, unanimously carried, the Board approved the 2022 budget amendment and adopted Resolution No. 2023-09-02 to Amend the 2022 Budget.

ACMD2: Public Hearing on 2022 Budget Amendment and Consider Adoption of Resolution No. 2023-09-03: The public hearing was opened to consider the proposed amendment to the 2022 Budget.

It was noted that publication of Notice stating that the Board would consider amendment of the 2022 Budget and the date, time and place of the public hearings was made in a newspaper having general circulation within the Districts. No written objections were received prior to the public hearing and the public hearing was closed.

No public comment was made. Ms. Tatton presented the amendment to the Board.

Following review and discussion, upon a motion duly made by Director Witkiewicz, seconded by Director Waldschmidt and, upon vote, unanimously

RECORD OF PROCEEDINGS

carried, the Board approved the 2022 budget amendment and adopted Resolution No. 2023-09-03 to Amend the 2022 Budget.

ACMD1: Consider Acceptance of 2022 Audit and Authorize Execution of Representation Letter: Ms. Tatton presented the 2022 audit to the Board. Following review and discussion, upon a motion duly made by Director Waldschmidt, seconded by Director Witkiewicz and, upon vote, unanimously carried, the Board approved the 2022 audit and authorized the execution of the representation letter.

ACMD2: Consider Acceptance of 2022 Audit and Authorize Execution of Representation Letter: Ms. Tatton presented the 2022 audit to the Board. Following review and discussion, upon a motion duly made by Director Waldschmidt, seconded by Director Witkiewicz and, upon vote, unanimously carried, the Board approved the 2022 audit and authorized the execution of the representation letter.

LEGAL MATTERS

Amended and Restated Consolidated Service Plan: Attorney Tanaka presented an update on the Amended and Restated Consolidated Service Plan. She reported that she, on behalf of the Districts, and counsel for JPMorgan Chase Bank, N/A/, jointly requested a continuance of the hearing from the City of Aurora to October 23, 2023, and the request was granted.

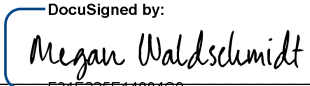
OTHER BUSINESS

The next regular meeting is scheduled for October 26, 2023 at 8:00 a.m. – 2024 Budget Hearing.

ADJOURNMENT

There being no further business to come before the Boards at this time, upon a motion duly made by Director Witkiewicz, seconded by Director Waldschmidt and, upon vote, unanimously carried, the meeting was adjourned at 8:13 a.m.

Respectfully submitted,

By  Secretary for the Meeting
DocuSigned by:
F31E225E14884C9...

Certificate Of Completion

Envelope Id: 89D8D42E6C204D03B176EF085FD0294E	Status: Completed
Subject: Complete with DocuSign: Aurora Crossroads - MINUTES - 9-28-2023 Joint Mtg (ACMDS 1 & 2 and CEMD).pdf	
Client Name: Aurora Crossroads MDs	
Client Number: A162896	
Source Envelope:	
Document Pages: 4	Signatures: 1
Certificate Pages: 4	Initials: 0
AutoNav: Enabled	Envelope Originator:
Enveloped Stamping: Enabled	Cindy Jenkins
Time Zone: (UTC-06:00) Central Time (US & Canada)	220 S 6th St Ste 300
	Minneapolis, MN 55402-1418
	Cindy.Jenkins@claconnect.com
	IP Address: 207.200.223.146

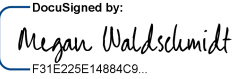
Record Tracking

Status: Original	Holder: Cindy Jenkins	Location: DocuSign
12/4/2023 4:08:32 PM	Cindy.Jenkins@claconnect.com	

Signer Events

Megan Waldschmidt
meganw@westsideinv.com
Secretary
Security Level: Email, Account Authentication (None)

Signature

DocuSigned by:

F31E225E14884C9...
Signature Adoption: Pre-selected Style
Using IP Address: 96.93.223.173

Timestamp

Sent: 12/4/2023 4:10:25 PM
Viewed: 12/5/2023 11:00:58 AM
Signed: 12/5/2023 11:01:06 AM

Electronic Record and Signature Disclosure:
Accepted: 12/5/2023 11:00:58 AM
ID: 421f14a7-5df1-4213-a6ad-33b654e9e7ec

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
Envelope Sent	Hashed/Encrypted	12/4/2023 4:10:25 PM
Certified Delivered	Security Checked	12/5/2023 11:00:58 AM
Signing Complete	Security Checked	12/5/2023 11:01:06 AM
Completed	Security Checked	12/5/2023 11:01:06 AM
Payment Events	Status	Timestamps
Electronic Record and Signature Disclosure		

ELECTRONIC RECORD AND SIGNATURE DISCLOSURE

From time to time, CliftonLarsonAllen LLP (we, us or Company) may be required by law to provide to you certain written notices or disclosures. Described below are the terms and conditions for providing to you such notices and disclosures electronically through the DocuSign system. Please read the information below carefully and thoroughly, and if you can access this information electronically to your satisfaction and agree to this Electronic Record and Signature Disclosure (ERSD), please confirm your agreement by selecting the check-box next to 'I agree to use electronic records and signatures' before clicking 'CONTINUE' within the DocuSign system.

Getting paper copies

At any time, you may request from us a paper copy of any record provided or made available electronically to you by us. You will have the ability to download and print documents we send to you through the DocuSign system during and immediately after the signing session and, if you elect to create a DocuSign account, you may access the documents for a limited period of time (usually 30 days) after such documents are first sent to you. After such time, if you wish for us to send you paper copies of any such documents from our office to you, you will be charged a \$0.00 per-page fee. You may request delivery of such paper copies from us by following the procedure described below.

Withdrawing your consent

If you decide to receive notices and disclosures from us electronically, you may at any time change your mind and tell us that thereafter you want to receive required notices and disclosures only in paper format. How you must inform us of your decision to receive future notices and disclosure in paper format and withdraw your consent to receive notices and disclosures electronically is described below.

Consequences of changing your mind

If you elect to receive required notices and disclosures only in paper format, it will slow the speed at which we can complete certain steps in transactions with you and delivering services to you because we will need first to send the required notices or disclosures to you in paper format, and then wait until we receive back from you your acknowledgment of your receipt of such paper notices or disclosures. Further, you will no longer be able to use the DocuSign system to receive required notices and consents electronically from us or to sign electronically documents from us.

All notices and disclosures will be sent to you electronically

Unless you tell us otherwise in accordance with the procedures described herein, we will provide electronically to you through the DocuSign system all required notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to you during the course of our relationship with you. To reduce the chance of you inadvertently not receiving any notice or disclosure, we prefer to provide all of the required notices and disclosures to you by the same method and to the same address that you have given us. Thus, you can receive all the disclosures and notices electronically or in paper format through the paper mail delivery system. If you do not agree with this process, please let us know as described below. Please also see the paragraph immediately above that describes the consequences of your electing not to receive delivery of the notices and disclosures electronically from us.

How to contact CliftonLarsonAllen LLP:

You may contact us to let us know of your changes as to how we may contact you electronically, to request paper copies of certain information from us, and to withdraw your prior consent to receive notices and disclosures electronically as follows:

To contact us by email send messages to: BusinessTechnology@CLAconnect.com

To advise CliftonLarsonAllen LLP of your new email address

To let us know of a change in your email address where we should send notices and disclosures electronically to you, you must send an email message to us at BusinessTechnology@CLAconnect.com and in the body of such request you must state: your previous email address, your new email address. We do not require any other information from you to change your email address.

If you created a DocuSign account, you may update it with your new email address through your account preferences.

To request paper copies from CliftonLarsonAllen LLP

To request delivery from us of paper copies of the notices and disclosures previously provided by us to you electronically, you must send us an email to BusinessTechnology@CLAconnect.com and in the body of such request you must state your email address, full name, mailing address, and telephone number. We will bill you for any fees at that time, if any.

To withdraw your consent with CliftonLarsonAllen LLP

To inform us that you no longer wish to receive future notices and disclosures in electronic format you may:

i. decline to sign a document from within your signing session, and on the subsequent page, select the check-box indicating you wish to withdraw your consent, or you may;

ii. send us an email to BusinessTechnology@CLAconnect.com and in the body of such request you must state your email, full name, mailing address, and telephone number. We do not need any other information from you to withdraw consent.. The consequences of your withdrawing consent for online documents will be that transactions may take a longer time to process..

Required hardware and software

The minimum system requirements for using the DocuSign system may change over time. The current system requirements are found here: <https://support.docusign.com/guides/signer-guide-signing-system-requirements>.

Acknowledging your access and consent to receive and sign documents electronically

To confirm to us that you can access this information electronically, which will be similar to other electronic notices and disclosures that we will provide to you, please confirm that you have read this ERSD, and (i) that you are able to print on paper or electronically save this ERSD for your future reference and access; or (ii) that you are able to email this ERSD to an email address where you will be able to print on paper or save it for your future reference and access. Further, if you consent to receiving notices and disclosures exclusively in electronic format as described herein, then select the check-box next to ‘I agree to use electronic records and signatures’ before clicking ‘CONTINUE’ within the DocuSign system.

By selecting the check-box next to ‘I agree to use electronic records and signatures’, you confirm that:

- You can access and read this Electronic Record and Signature Disclosure; and
- You can print on paper this Electronic Record and Signature Disclosure, or save or send this Electronic Record and Disclosure to a location where you can print it, for future reference and access; and
- Until or unless you notify CliftonLarsonAllen LLP as described above, you consent to receive exclusively through electronic means all notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to you by CliftonLarsonAllen LLP during the course of your relationship with CliftonLarsonAllen LLP.