

## RECORD OF PROCEEDINGS

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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  
NOVEMBER 2, 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, November 2, 2023, at 3:00 p.m. The meeting was held via Zoom conference call. The meeting was open to the public.

### ATTENDANCE

Directors in Attendance Were:

Mark J. Witkiewicz, President  
Megan Waldschmidt, Secretary  
Paige Langley, Assistant Secretary

Director Andrew R. Klein, Treasurer, was absent and excused.

Also, In Attendance Were:

Jennifer Gruber Tanaka, Esq. and Audrey G. Johnson, Esq.; White Bear Ankele Tanaka & Waldron

### ADMINISTRATIVE MATTERS

**Call to Order and Quorum:** The meeting was called to order at 3:00 p.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.

**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.

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**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.

**CONSENT AGENDA  
ITEMS**

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

- A. Approval of Minutes from September 28, 2023 Joint Special Meeting.

Upon a motion duly made by Director Witkiewicz, seconded by Director Waldschmidt and, upon vote, unanimously carried, the Boards approved the Consent Agenda, as presented.

**LEGAL MATTERS**

**ACMD2: Escrow Agreement with JPMC and UMB Bank:** Attorney Tanaka reviewed the proposed Escrow Agreement with the Board noting that the agreement is a requirement of the Term Sheet. She noted that the Escrow Agreement allows for the submittal of costs by JPMorgan Chase Bank, n.a. (“JPMC”) until August 30, 2026. The Escrow Agreement is under final review by counsel for JPMC. Following review, upon a motion duly made by Director Witkiewicz, seconded by Director Waldschmidt and, upon vote, unanimously carried, the Boards approved the Escrow Agreement with JPMC and UMB Bank, subject to legal review and finalization.

**ACMD1 & 2: Term Sheet with JPMorgan Chase & Co.:** Attorney Tanaka presented the Term Sheet to the Boards.

**EXECUTIVE  
SESSION**

An executive session was not needed.

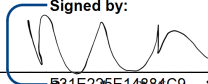
**OTHER BUSINESS**

None.

**ADJOURNMENT**

There being no further business to come before the Boards at this time, the meeting was adjourned at 3:11 p.m.

Respectfully submitted,

By  Signed by:  
Secretary for the Meeting  
F31E226E14884C9

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Marlena Brzeska-Cloyd

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**Signer Events**

Jennifer Gruber Tanaka

jtanaka@wbapc.com

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**Signature**

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*Jennifer Gruber Tanaka*  
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**Electronic Record and Signature Disclosure:**

Accepted: 8/14/2024 5:28:30 PM

ID: 525bf6d5-0ce7-4489-a5fa-1d30ecad29d9

Mark Witkiewicz

markw@westsideinv.com

President

Security Level: Email, Account Authentication (None)

Signed by:  
*Mark Witkiewicz*  
83D9CD4B115F469...

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

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**Electronic Record and Signature Disclosure:**

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ID: a1f5a5fb-3780-4fe3-b212-a6e258befcec

Megan Waldschmidt

meganw@westsideinv.com

Secretary

Security Level: Email, Account Authentication (None)

Signed by:  
*Megan Waldschmidt*  
F31E225E14884C9...

Signature Adoption: Drawn on Device  
Using IP Address: 187.210.224.100  
Signed using mobile

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Viewed: 8/18/2024 9:46:44 AM

Signed: 8/18/2024 9:47:23 AM

**Electronic Record and Signature Disclosure:**

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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
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Carbon Copy Events	Status	Timestamp
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Andie Eckstrum aeckstrum@wbapc.com Security Level: Email, Account Authentication (None) <b>Electronic Record and Signature Disclosure:</b> Not Offered via DocuSign	<b>COPIED</b>	Sent: 8/14/2024 5:26:22 PM Viewed: 8/19/2024 9:46:44 AM
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Witness Events	Signature	Timestamp
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Notary Events	Signature	Timestamp
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Envelope Summary Events	Status	Timestamps
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Certified Delivered	Security Checked	8/18/2024 9:46:44 AM
Signing Complete	Security Checked	8/18/2024 9:47:23 AM
Completed	Security Checked	8/18/2024 9:47:23 AM

Payment Events	Status	Timestamps
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