

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
NOVEMBER 15, 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 Wednesday, November 15, 2023, at 2:00 p.m. The meeting was held at 4100 E. Mississippi Ave., Suite 500, Glendale, CO 80246 and via 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
Lisa A. Johnson; CliftonLarsonAllen LLP (“CLA”)
Joy Tatton and Georgia Harland; Simmons & Wheeler, PC

ADMINISTRATIVE MATTERS

Call to Order and Quorum: The meeting was called to order at 2:00 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.

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

Public Comment: None.

**CONSENT AGENDA
ITEMS**

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

- A. Approval of Minutes from September 28, 2023 Joint Special Meeting.
- B. Approval of Master Services Agreement and Statements of Work with CliftonLarsonAllen LLP for Management Services for 2024.
- C. Adoption of Joint Resolution No. 2023-11-01: 2024 Annual Administrative Resolution.
- D. Approval of 2024 Insurance Renewal.
- E. **ACMD1:** Ratification of Claims Totaling \$43,524.17.
- F. **CEMD:** Ratification of Claims Totaling \$4,952.22.
- G. **ACMD2:** Ratification of Subordinate Project Fund Requisitions:

No. 19	\$ 154,377.29
No. 20	\$ 5,878,906.58
No. 21	\$ 330,257.09

- H. **CEMD:** Ratification of 2022 Audit Exemption.
- I. **ACMD1 and 2:** Ratification of 2022 Audits.
- J. Ratification of 2022 Annual Report.
- K. **ACMD1 and 2:** Acceptance of August 31, 2023 Unaudited Financial Statements.
- L. **ACMD1 and 2:** Approval of Engagement Letter with Wipfli LLP for 2023 Audit Services.
- M. **ACMD1:** Approval of Second Amendment to Funding and Reimbursement Agreement with Aurora Crossroads, LLC.
- N. **ACMD2:** Approval of Second Amendment to Funding and Reimbursement Agreement with Aurora Crossroads, LLC.
- O. Approval of IGA with City of Aurora pursuant to Amended and Restated Service Plan.

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Upon a motion duly made by Director Witkiewicz, seconded by Director Waldschmidt and, upon vote, unanimously carried, the Boards approved and/or ratified approval, as appropriate, the Consent Agenda items, as amended with the addition of Item O.

FINANCIAL MATTERS

ACMD2: Public Hearing on 2023 Budget Amendment and Consider Adoption of Resolution No. 2023-11-02: The public hearing was opened to consider the amendment to the 2023 Budget at 2:08 p.m.

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 hearings was made in a newspaper having general circulation within the District. No written objections were received prior to the public hearing.

No public was in attendance and the public hearing was closed at 2:09 p.m.

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 adopted Resolution No. 2023-11-02 to Amend the 2023 Budget.

Public Hearing on Proposed 2024 Budgets. Adoption of Resolution No. 2023-11-03: Adopting 2024 Budget, Imposing Mill Levy, and Appropriating Funds (ACMD1); Resolution No. 2023-11-04: Adopting 2024 Budget, Imposing Mill Levy, and Appropriating Funds (ACMD2), and Resolution 2023-11-05: Adopting 2024 Budget, Imposing Mill Levy, and Appropriating Funds (CEMD): The public hearing was opened to consider the proposed 2024 Budgets at 2:09 p.m.

It was noted that publication of Notice stating that the Boards would consider the proposed 2024 Budgets 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.

No public was in attendance and the public hearing was closed at 2:09 p.m.

Ms. Tatton presented the proposed 2024 Budgets to the Boards.

Following review and discussion, upon a motion duly made by Director Witkiewicz, seconded by Director Waldschmidt and, upon vote, unanimously carried, the Boards approved the 2024 Budgets and adopted Resolution No. 2023-11-03: Adopting 2024 Budget, Imposing Mill Levy, and Appropriating Funds (ACMD1); Resolution No. 2023-11-04: Adopting 2024 Budget,

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Imposing Mill Levy, and Appropriating Funds (ACMD2); and Resolution No. 2023-11-05: Adopting 2024 Budget, Imposing Mill Levy, and Appropriating Funds, subject to receipt of final assessed valuation from the County.

OTHER BUSINESS

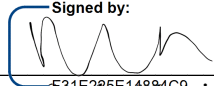
Next Regular Meeting Scheduled for July 18, 2024 at 10:00 a.m.:
Confirmed.

Director Witkiewicz stated that QTS has asked if the Aurora Crossroads Metropolitan District No. 1 can assume the responsibility to maintain a park within the boundaries of the District. He will work with Attorney Tanaka on what is required to consider this.

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 2:20 p.m.

Respectfully submitted,

By  Signed by:

Secretary for the Meeting
F31E285E14894C9

Certificate Of Completion

Envelope Id: 2063FB019E28419C96BC1CCBBDB93822

Status: Completed

Subject: ACMD1-2, CEMD, ABPMD - 08-07-2024 Signature Items

Client Name: Aurora Crossroads MD1-2, Crossroads East MD, Aspen Business Park MD

Client Number: Aurora Crossroads MD1-2, Crossroads East MD, Aspen Business Park MD

Source Envelope:

Document Pages: 42

Signatures: 18

Envelope Originator:

Certificate Pages: 5

Initials: 0

Marlena Brzeska-Cloyd

AutoNav: Enabled

220 S 6th St Ste 300

Envelopeld Stamping: Enabled

Minneapolis, MN 55402-1418

Time Zone: (UTC-06:00) Central Time (US & Canada)

Marlena.Brzeska-Cloyd@claconnect.com

IP Address: 73.3.149.126

Record Tracking

Status: Original

Holder: Marlena Brzeska-Cloyd

Location: DocuSign

8/14/2024 4:37:17 PM

Marlena.Brzeska-Cloyd@claconnect.com

Signer Events

Jennifer Gruber Tanaka

jtanaka@wbapc.com

Security Level: Email, Account Authentication (None)

Signature

DocuSigned by:

Jennifer Gruber Tanaka
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Timestamp

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Signature Adoption: Pre-selected Style

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Signed using mobile

Electronic Record and Signature Disclosure:

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

Mark Witkiewicz

markw@westsideinv.com

President

Security Level: Email, Account Authentication (None)

Signed by:

Mark Witkiewicz
83D9CD4B115F469...

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Viewed: 8/14/2024 6:55:08 PM

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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...

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

Signature Adoption: Drawn on Device

Using IP Address: 187.210.224.100

Signed using mobile

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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Abby Franz afranz@wbapc.com Security Level: Email, Account Authentication (None) Electronic Record and Signature Disclosure: Not Offered via DocuSign	COPIED	Sent: 8/14/2024 5:26:22 PM
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Andie Eckstrum aeckstrum@wbapc.com Security Level: Email, Account Authentication (None) Electronic Record and Signature Disclosure: Not Offered via DocuSign	COPIED	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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Completed	Security Checked	8/18/2024 9:47:23 AM

Payment Events	Status	Timestamps
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Electronic Record and Signature Disclosure
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