

ATEC METROPOLITAN DISTRICT NOS. 1 AND 2
8390 East Crescent Parkway, Suite 300
Greenwood Village, CO 80111
Phone: 303-779-5710

NOTICE OF A SPECIAL MEETING AND AGENDA

<u>Boards of Directors:</u>	<u>Office:</u>	<u>Term/Expiration:</u>
Matt Hopper	President	2022/May 2022
Carla Ferreira	Vice President	2022/May 2022
Michael Sheldon	Treasurer	2022/May 2022
VACANT	Assistant Secretary	2023/May 2022
Kathleen Sheldon	Assistant Secretary	2023/May 2023
Denise Denslow	Secretary	N/A

DATE: May 21, 2020

TIME: 1:00 P.M.

PLACE: **DUE TO CONCERNS REGARDING THE SPREAD OF THE CORONAVIRUS (COVID-19) AND THE BENEFITS TO THE CONTROL OF THE SPREAD OF THE VIRUS BY LIMITING IN-PERSON CONTACT, THIS DISTRICT BOARD MEETING WILL BE HELD BY VIDEO ENABLED WEB CONFERENCE WITHOUT ANY INDIVIDUALS (NEITHER DISTRICT REPRESENTATIVES NOR THE GENERAL PUBLIC) ATTENDING IN PERSON. IF YOU WOULD LIKE TO ATTEND THIS MEETING, PLEASE JOIN THE VIDEO ENABLED WEB CONFERENCE AT <https://global.gotomeeting.com/join/250765349>.**

YOU CAN ALSO DIAL IN USING YOUR PHONE. (FOR SUPPORTED DEVICES, TAP A ONE-TOUCH NUMBER BELOW TO JOIN INSTANTLY.)

United States (Toll Free): 1 877 568 4106
- One-touch: tel:+18775684106, 250765349#
United States: +1 (224) 501-3216
- One-touch: tel:+12245013216, 250765349#
Access Code: 250-765-349

I. ADMINISTRATIVE MATTERS

A. Present disclosures of potential conflicts of interest and confirm quorum.

B. Approve Agenda, confirm location of the meeting and posting of meeting notices.

C. Discuss results of the May 5, 2020 Regular Election (enclosure).

- D. Consider the appointment of eligible elector, Deanna Hopper, to fill vacant seats on the ATEC Metropolitan District Nos. 1 and 2 (hereinafter referred to as “District No. 1”, “District No. 2” and collectively the “Districts”).

- E. Consider appointment of officers.

President: _____

Secretary: _____

Treasurer: _____

Assistant Secretary: _____

Assistant Secretary: _____

- F. Discuss status of District website creation and consider alternative platform (Wix) for website hosting.

II. CONSENT AGENDA

Consent Agenda – These items are considered to be routine and will be ratified by one motion. There will be no separate discussion of these items unless a board member so requests; in which event, the item will be removed from the Consent Agenda and considered in the Regular Agenda.

- Review and consider approval of the April 10, 2020 and April 16, 2020 meeting minutes (enclosure).

III. LEGAL MATTERS

- A. Rescind approval of Intergovernmental Agreement regarding Coordination of Facilities Funding for District No. 1 Projects by and among District No. 1, The Aurora Highlands Community Authority Board (the “CAB”) and Aurora Highlands, LLC.

- B. Discuss and consider approval of Intergovernmental Agreement regarding Coordination of Facilities Funding for District No. 1 Projects by and among District No. 1, the CAB and Aurora Tech Center Holdings, LLC.

IV. FINANCIAL MATTERS

- A. Discuss status of proposed CAB bond issuance.

V. CONSTRUCTION MATTERS

- A. None.

VI. OTHER BUSINESS

- A. None.

VIII. ADJOURNMENT THE NEXT REGULAR MEETING IS SCHEDULED FOR NOVEMBER 19, 2020.

**NOTICE OF CANCELLATION
and
CERTIFIED STATEMENT OF RESULTS**
§1-13.5-513(6), 32-1-104, 1-11-103(3) C.R.S.

NOTICE IS HEREBY GIVEN by the ATEC Metropolitan District No. 1, Adams County, Colorado, that at the close of business on the sixty-third day before the election, there were not more candidates for director than offices to be filled, including candidates filing affidavits of intent to be write-in candidates; therefore, the election to be held on May 5, 2020 is hereby canceled pursuant to section 1-13.5-513(6) C.R.S.

The following candidates are declared elected for the following terms of office:

<u>Name</u>	<u>Term</u>
Kathleen Sheldon	Second Regular Election, May 2023
VACANT	Second Regular Election, May 2023

/s/ Judy Leyshon
(Assistant Designated Election Official)

Contact Person for the District:	Judy Leyshon
Telephone Number of the District:	303-987-0835
Address of the District:	141 Union Boulevard, Suite 150, Lakewood, CO 80228
District Facsimile Number:	303-987-2032
District Email:	jleyshon@sdmsi.com

NOTICE OF CANCELLATION
and
CERTIFIED STATEMENT OF RESULTS
 §1-13.5-513(6), 32-1-104, 1-11-103(3) C.R.S.

NOTICE IS HEREBY GIVEN by the ATEC Metropolitan District No. 2, Adams County, Colorado, that at the close of business on the sixty-third day before the election, there were not more candidates for director than offices to be filled, including candidates filing affidavits of intent to be write-in candidates; therefore, the election to be held on May 5, 2020 is hereby canceled pursuant to section 1-13.5-513(6) C.R.S.

The following candidates are declared elected for the following terms of office:

<u>Name</u>	<u>Term</u>
Kathleen Sheldon	Second Regular Election, May 2023
VACANT	Second Regular Election, May 2023

/s/ Judy Leyshon
 (Assistant Designated Election Official)

Contact Person for the District:	Judy Leyshon
Telephone Number of the District:	303-987-0835
Address of the District:	141 Union Boulevard, Suite 150, Lakewood, CO 80228
District Facsimile Number:	303-987-2032
District Email:	jleyshon@sdmsi.com

**MINUTES OF A SPECIAL MEETING OF
THE BOARDS OF DIRECTORS OF
ATEC METROPOLITAN DISTRICT NOS. 1 AND 2
HELD
APRIL 10, 2020**

A special meeting of the Boards of Directors (hereinafter referred to collectively as the “Boards”) of ATEC Metropolitan District Nos. 1 and 2 (hereinafter referred to as “District No. 1”, “District No. 2” and collectively as the “Districts”), County of Adams, was convened on Friday, April 10, 2020, at 1:00 p.m., at the Aurora Highlands Construction Trailer, 4271 North Gun Club Road, Aurora, Colorado 80019. Due to concerns related to COVID-19, Mr. Johnson was the only individual present at the physical location, all other participants attended by teleconference at 1-888-875-1833; code 562567. The meeting was open to the public via both means.

Directors In Attendance Were:

Matt Hopper
Carla Ferreira
Michael Sheldon
Deanna Hopper

Following discussion, the Board excused the absence of Director K. Sheldon.

Also In Attendance Was:

MaryAnn McGeady, Esq., Elisabeth Cortese, Esq., Jon Hoistad, Esq., Drew Rippey, Esq. and Jennifer Pino; McGeady Becher P.C.

Todd Johnson; Terra Forma Solutions, Inc.

Debra Sedgeley, Denise Denslow and Anna Jones; CliftonLarsonAllen LLP

Cindy Shearon, Board Member of The Aurora Highlands Community Authority Board (“CAB”) and Aerotropolis Area Coordinating Metropolitan District (“AACMD”)

Matt Ruhland; Collins Cockrel & Cole

Rita Connerly; Fairfield and Woods P.C.

Creig Veldhuizen; Piper Sandler & Co.

**ADMINISTRATIVE
MATTERS**

Disclosure of Potential Conflicts of Interest: Attorney McGeady 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 Board 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 Board members prior to this meeting in accordance with statute. It was noted by Ms. Pino that the disclosures of potential conflicts of interest were filed with the Secretary of State for all Directors as required by statute. No new conflicts were disclosed.

Agenda: The Boards considered the proposed Agenda for the Districts' special meeting.

Following discussion, upon motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote unanimously carried, the Agenda was approved, as amended to remove certain items from consideration.

Approval of Meeting Location: The Boards entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the Districts' Board meeting. Following discussion, upon motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote unanimously carried, the Boards determined that because there was not a suitable or convenient location within the Districts' boundaries, to conduct this meeting, it was determined to conduct the meeting at the above-stated date, time and location. It was reported that notices were duly posted and that no objections to the location or any requests that the meeting place be changed by taxpaying electors within its boundaries have been received.

CONSENT AGENDA The Boards considered the following actions:

- Ratify approval of engagement of CliftonLarsonAllen LLP for District Management Services.
- Consider appointment of Denise Denslow as Secretary to the Boards of Directors.
- Review and consider approval of Minutes from the November 21, 2019 Organizational Meeting and the December 5, 2019 Special Meeting.

Following discussion, upon motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote, unanimously carried, the Boards ratified and/or approved, as applicable, the above actions, as presented.

**BUDGET
AMENDMENT**

2020 Budget Amendment Hearing: The Boards opened the public hearings to consider Resolutions to Amend the 2020 Budgets and discuss related issues.

It was noted that publication of Notice stating that the Boards would consider adoption of Resolutions to Amend the 2020 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 hearings. There were no comments from the

public in attendance and the public hearings were closed.

Following discussion, it was determined that Amendments to the 2020 Budgets would not be necessary.

LEGAL MATTERS

Resolutions of the Districts Acknowledging and Adopting the Master Declaration of Covenants, Conditions and Restrictions for the Aurora Highlands: Following discussion, upon motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote unanimously carried by roll call, the Boards adopted the Resolutions of the Districts Acknowledging and Adopting the Master Declaration of Covenants, Conditions and Restrictions for the Aurora Highlands.

CAB First Amended and Restated Establishment Agreement between and among AACMD, The Aurora Highlands Metropolitan District Nos. 1, 2 and 3 and the Districts: The Boards determined to defer this matter.

Inclusion Agreements by and between AACMD and each of the following entities: Aurora Tech Center Development, LLC; Aurora Tech Center Holdings, LLC; Aurora Highlands Holdings, LLC; Aurora Highlands, LLC; GVR King Commercial, LLC; SJSA Investments, LLC; GVR King LLC; Green Valley East, LLC; and GVRE 470 LLC: The Boards determined to defer this matter.

Intergovernmental Agreement regarding Coordination of Facilities Funding for District No. 1 Projects by and among District No. 1, the CAB and Aurora Highlands, LLC: The Board determined to defer this matter.

Disclosure to Purchasers: The Boards determined to defer this matter.

FINANCIAL MATTERS

2019 Applications for Exemption from Audits: Following discussion, upon motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote unanimously carried by roll call, the Boards ratified approval of the preparation, execution and filing of the Districts' 2019 Applications for Exemption from Audits.

Proposed CAB Bond Issuance and Related Pledge Agreements: The Boards determined to defer this matter.

Mill Levy Policy Agreement by and among the CAB, AACMD, The Aurora Highlands Metropolitan District Nos. 1, 2 and 3 and the Districts: The Boards determined to defer this matter.

Resolutions Authorizing a Capital Pledge Agreement by and among each of the Districts, Zions Bancorporation, National Association and the CAB for the purpose of securing debt obligations of the CAB thereunder in a maximum aggregate

principal amount of up \$4,000,000,000 and authorizing the execution and delivery by each District of all documents, agreements and certificates in connection therewith:

The Boards determined to defer this matter.

CONSTRUCTION MATTERS

None.

OTHER BUSINESS

None.

ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made by Director Ferreira, seconded by Director Sheldon and upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By _____
Secretary for the Meeting

**MINUTES OF A SPECIAL MEETING OF
THE BOARDS OF DIRECTORS OF
ATEC METROPOLITAN DISTRICT NOS. 1 AND 2
HELD
APRIL 16, 2020**

A special meeting of the Boards of Directors (hereinafter referred to collectively as the “Boards”) of ATEC Metropolitan District Nos. 1 and 2 (hereinafter referred to as “District No. 1”, “District No. 2” and collectively as the “Districts”), County of Adams, was convened on Thursday, April 16, 2020, at 3:00 p.m., at the Aurora Highlands Construction Trailer, 4271 North Gun Club Road, Aurora, Colorado 80019. Due to concerns related to COVID-19, Ms. Shearon was the only individual present at the physical location, all other participants attended by GoToMeeting at <https://global.gotomeeting.com/join/645829749> and teleconference at **United States (Toll Free): 1 877 568 4106 - One-touch: tel: +18775684106, 645829749# United States: +1 (224) 501-3216 - One-touch: tel: +12245013216,645829749# Access Code: 645-829-749**

The meeting was open to the public via both means.

Directors In Attendance Were:

Matt Hopper
Carla Ferreira
Michael Sheldon
Deanna Hopper
Kathleen Sheldon

Also In Attendance Was:

MaryAnn McGeady, Esq., Elisabeth Cortese, Esq., Jon Hoistad, Esq., Drew Rippey, Esq.; McGeady Becher P.C.
Todd Johnson; Terra Forma Solutions, Inc.
Debra Sedgeley, Denise Denslow and Anna Jones; CliftonLarsonAllen LLP
Cindy Shearon, Board Member of The Aurora Highlands Community Authority Board (“CAB”) and Aerotropolis Area Coordinating Metropolitan District (“AACMD”)
Matt Ruhland, Esq.; Collins Cockrel & Cole
Rita Connerly, Esq. ; Fairfield and Woods P.C.
Creig Veldhuizen; Piper Sandler & Co.
Kaille Curylo, Esq. and Kristine Lay, Esq.; Kutak Rock LLP
Brooke Hutchens; D.A. Davidson & Co.

**DISCLOSURE OF
POTENTIAL
CONFLICTS OF
INTEREST**

Disclosure of Potential Conflicts of Interest: Attorney McGeady 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 Board 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 Board members prior to this meeting in accordance with statute. It was noted that the disclosures of potential conflicts of interest were filed with the Secretary of State for all Directors as required by statute. No new conflicts were disclosed.

ADMINISTRATIVE MATTERS

Agenda: The Boards considered the proposed Agenda for the Districts' special meeting.

Following discussion, upon motion duly made by Director Ferreira, seconded by Director M. Sheldon and, upon vote unanimously carried, the Agenda was approved, as presented.

Approval of Meeting Location: The Boards entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the Districts' Board meeting. Following discussion, upon motion duly made by Director Ferreira, seconded by Director M. Sheldon and, upon vote unanimously carried, the Boards determined that because there was not a suitable or convenient location within the Districts' boundaries, to conduct this meeting, it was determined to conduct the meeting at the above-stated date, time and location. It was reported that notices were duly posted and that no objections to the location or any requests that the meeting place be changed by taxpaying electors within its boundaries have been received.

CONSENT AGENDA The Boards considered the following actions:

- None.
-

LEGAL MATTERS

CAB First Amended and Restated Establishment Agreement between and among AACMD, the Aurora Highlands Metropolitan District Nos. 1, 2 and 3 and the Districts: Following discussion, upon motion duly made by Director M. Sheldon, seconded by Director K. Sheldon and, upon vote unanimously carried by roll call, the Boards approved the CAB First Amended and Restated Establishment Agreement between and among AACMD, the Aurora Highlands Metropolitan District Nos. 1, 2 and 3 and the Districts.

Inclusion Agreements by and between AACMD and each of the following entities: Aurora Tech Center Development, LLC; Aurora Tech Center Holdings, LLC; Aurora Highlands Holdings, LLC; Aurora Highlands, LLC; GVR King Commercial, LLC; SJSA Investments, LLC; GVR King LLC; Green Valley East, LLC; and GVRE 470 LLC: Following discussion, upon motion duly made by Director D. Hopper, seconded by Director Ferreira and, upon vote unanimously carried by roll call, the Boards acknowledged the Inclusion Agreements by and between AACMD and each of the following entities: Aurora Tech Center Development, LLC; Aurora Tech Center Holdings, LLC; Aurora Highlands Holdings, LLC; Aurora Highlands, LLC; GVR King Commercial, LLC; SJSA Investments, LLC; GVR King LLC; Green Valley East, LLC; and GVRE 470 LLC.

Intergovernmental Agreement regarding Coordination of Facilities Funding for District No. 1 Projects by and among District No. 1, the CAB and Aurora Highlands, LLC:

Following discussion, upon motion duly made by Director D. Hopper, seconded by Director Ferreira and, upon vote unanimously carried by roll call, the Boards approved the Intergovernmental Agreement regarding Coordination of Facilities Funding for District No. 1 Projects by and among District No. 1, the CAB and Aurora Highlands, LLC subject to the name change from the Aurora Highlands, LLC to Aurora Tech Center Development, LLC .

Disclosure to Purchasers: Following discussion, upon motion duly made by Director M. Sheldon, seconded by Director D. Hopper and, upon vote unanimously carried by roll call, the Boards approved the Disclosure to Purchasers.

FINANCIAL MATTERS

Proposed CAB Bond Issuance and Related Pledge Agreements:

Acknowledge CAB adoption of Long-Term Capital Improvements Plan: Mr. Johnson described the CAB’s Long-Term Capital Improvement Plan. The Board acknowledged the CAB adoption of Long-Term Capital Improvements Plan.

Mill Levy Policy Agreement by and among the CAB, AACMD, The Aurora Highlands Metropolitan District Nos. 1, 2 and 3 and the Districts (“Mill Levy Policy Agreement”): Attorney Lay presented the Mill Levy Policy Agreement, which obligates each of the CAB districts to impose mill levies as directed by the CAB for the repayment of the CAB’s Bonds. Following discussion, upon a motion duly made by Director M. Sheldon, seconded by Director D. Hopper and upon vote of four (4) carried by roll call, with Director Ferreira abstaining, the Boards approved the Mill Levy Policy Agreement.

Resolutions Authorizing a Capital Pledge Agreement by and among each of the Districts, Zions Bancorporation, National Association and the CAB for the purpose of securing debt obligations of the CAB thereunder in a maximum aggregate principal amount of up \$4,000,000,000 and authorizing the execution and delivery by each District of all documents, agreements and certificates in connection therewith: Following discussion, upon motion duly made by Director M. Sheldon, seconded by Director D. Hopper and, upon vote carried by roll call of four (4), with Director Ferreira abstaining, the Boards adopted the Resolutions Authorizing a Capital Pledge Agreement by and among each of the Districts, Zions Bancorporation, National Association and the CAB for the purpose of securing debt obligations of the CAB thereunder in a maximum aggregate principal amount of up \$4,000,000,000 and authorizing the execution and delivery by each District of all documents, agreements and certificates in connection therewith.

CONSTRUCTION MATTERS

None.

OTHER BUSINESS

None.

ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made by Director M. Sheldon a, seconded by Director D. Hopper and upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By _____
Secretary for the Meeting