

**THE AURORA HIGHLANDS COMMUNITY
AUTHORITY BOARD (“CAB”)**

8390 East Crescent Parkway, Suite 300

Greenwood Village, CO 80111

Phone: 303-779-5710

NOTICE OF SPECIAL MEETING AND AGENDA

<u>Board of Directors:</u>	<u>Office:</u>	<u>Term/Expiration:</u>
Matt Hopper (AACMD Rep.)	President	2022/May 2022
Carla Ferreira (AACMD Rep.)	Vice President	2022/May 2022
Michael Sheldon (TAH MD Nos. 1 – 3 Rep.)	Treasurer/Asst. Secretary	2023/May 2023
VACANT	Assistant Secretary	2023/May 2023
Cynthia (Cindy) Shearon (AACMD Rep.)	Assistant Secretary	2023/May 2023
Kathleen Sheldon (ATEC 1 Rep.)	Assistant Secretary	2023/May 2023
Deanna Hopper (ATEC 2 Rep.)	Assistant Secretary	2023/May 2022
Denise Denslow	Secretary	N/A

DATE: **October 21, 2021**
TIME: **1:00 P.M.**
PLACE: **Information Center
3900 E. 470 Beltway
Aurora, CO 80019**

THERE WILL BE AT LEAST ONE PERSON PRESENT AT THE ABOVE-REFERENCED PHYSICAL LOCATION. THIS CAB BOARD MEETING WILL ALSO BE ACCESSIBLE BY VIDEO ENABLED WEB CONFERENCE. IF YOU WOULD LIKE TO ATTEND THIS MEETING, PLEASE JOIN THE VIDEO ENABLED WEB CONFERENCE VIA ZOOM AT:

Join Zoom Meeting

<https://us06web.zoom.us/j/84947546225?pwd=Wlg2NlNqOFFrVmduUTNuUElMWEtidz09>

Meeting ID: 849 4754 6225

Passcode: 874942

One tap mobile

1-720-707-2699

I. ADMINISTRATIVE MATTERS

A. Present disclosures of potential conflicts of interest.

- B. Confirm Quorum, location of meeting and posting of meeting notices. Approve Agenda.
- C. Public Comment. Members of the public may express their views to the Board on matters that affect the CAB that are otherwise not on the agenda. Comments will be limited to three (3) minutes per person.

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.

- A. Review and consider approval of the September 16, 2021 special meeting minutes (enclosure).

III. LEGAL MATTERS

- A. Discuss status of Waiver and Release of Reimbursement Rights among the CAB, Aurora Highlands, LLC and Homebuilders.
 - 1. Acknowledge Waiver and Release of Reimbursement Rights by and among the CAB, Aurora Highlands, LLC and Pulte Home Company, LLC.
 - 2. Acknowledge Waiver and Release of Reimbursement Rights by and among the CAB, Aurora Highlands, LLC and Taylor Morrison of Colorado, Inc.
- B. Discuss proposed Special Tax Revenue Refunding and Improvement Bonds, Series 2021A₍₃₎ (“2021A Bonds”) and Subordinate Special Tax Revenue Draw Down Bonds, Series 2021B₍₃₎ (“2021B Bonds”) in a combined maximum aggregate principal amount of up to \$375,000,000 (collectively, the “2021 Bonds”).
 - 1. Discuss update to In-Tract cost assumption.
 - 2. Discuss and consider approval of Engagement Letter with Sherman & Howard L.L.C. as District Special Counsel in connection with the issuance of the CAB’s 2021A Bonds (enclosure).

3. Acknowledge Amended and Restated Inclusion Agreement (Aurora Highlands, LLC / GVR King LLC / GVRE 470 LLC / Green Valley East LLC / SJSA Investments LLC / Aurora Highlands Holdings LLC / Property West of Powhatan) by and among Aerotropolis Area Coordinating Metropolitan District (“AACMD”), Aurora Highlands, LLC, GVR King LLC, GVRE 470 LLC, Green Valley East LLC, SJSA Investments LLC and Aurora Highlands Holdings LLC.
4. Acknowledge Amended and Restated Inclusion Agreement (Aurora Tech Center Holdings, LLC / Aurora Tech Center Development, LLC / Property East of Powhatan) by and among AACMD, Aurora Tech Center Holdings, LLC and Aurora Tech Center Development, LLC.
5. Acknowledge Amended and Restated Inclusion Agreement (GVR King Commercial LLC / Property East of Powhatan) by and among AACMD, GVR King Commercial LLC and Aurora Tech Center Development, LLC.
6. Discuss status of Termination of Inclusion and Exclusion Agreement (Parcels Within Section 20) by and among First Creek Ranch Metropolitan District (“FCRMD”), AACMD and Aurora Highlands, LLC.
7. Discuss and consider approval of Amended and Restated Capital Construction and Reimbursement Agreement (In-Tract Improvements) by and between the CAB and Aurora Highlands, LLC (to be distributed).
8. Discuss and consider approval of Agreement Regarding Coordination of Facilities Funding for ATEC Development Area by and between the CAB and Aurora Tech Center Development, LLC (to be distributed). **Doc. 904393**
9. Discuss and consider approval of Termination of Agreement for Coordination of Facilities Funding for ATEC Development Area by and among ATEC Metropolitan District No. 1 (“ATEC 1”), the CAB and Aurora Tech Center Development, LLC (to be distributed).
10. Discuss separate Revenue Pledge Agreements by and between the CAB and each of the following districts: ATEC 1, ATEC Metropolitan District No. 2 (“ATEC 2”), The Aurora Highlands Metropolitan District No. 1 (“TAH 1”), The Aurora Highlands Metropolitan District No. 2 (“TAH 2”), The Aurora Highlands Metropolitan District No. 3 (“TAH 3”) and AACMD (to be distributed).

11. Discuss separate Resolutions authorizing the CAB to enter into Revenue Pledge Agreements with each of the following districts: ATEC 1, ATEC 2, TAH 1, TAH 2, TAH 3 and AACMD relating to the funding of public improvements serving the residents, occupants, property owners and taxpayers of the foregoing metropolitan districts, all of which are to be in the Authority's service area and the operation, maintenance and administration thereof; approving the forms of the Revenue Pledge Agreements; authorizing the execution and delivery thereof and performance by the Authority thereunder; authorizing incidental action; and establishing the effective date thereof (to be distributed).
12. Discuss and consider approval of Amended and Restated Mill Levy Policy Agreement by and among the CAB, TAH 1, TAH 2, TAH 3, AACMD, ATEC 1, and ATEC 2.
13. Discuss status of Certificate and Waiver (Up to \$165,159,327 The Aurora Highlands Community Authority Board Special Tax Revenue Draw-Down Bonds, Series 2020A) by Oxnard Financial, LLC.
14. Discuss status of Certificate and Waiver (Up to \$32,338,830 The Aurora Highlands Community Authority Board Subordinate Special Tax Revenue Draw-Down Bonds, Series 2020B) by Aurora Highlands, LLC.
15. FIRST READING (2021 BONDS)
 - a. Discuss Resolution authorizing the issuance of the CAB's 2021 Bonds, for the purpose of financing public improvements serving the residents, occupants, property owners and taxpayers of the Authority's service area and paying the costs incidental to the issuance of the Bonds; approving forms of the indentures of trust and other related documents and instruments and authorizing the execution and delivery thereof and performance by the Authority thereunder; appointing an Authority Representative to act on behalf of the Authority under such indentures of trust; appointing an Authorized Delegate to make certain determinations relating to the Bonds as authorized under Section 11-57-205, C.R.S.; authorizing incidental action; and establishing the effective date thereof ("2021 Bond Resolution") (to be distributed).
 - b. Consider approval, at this First Reading, of placement of consideration of adoption of the proposed 2021 Bond Resolution on the Agenda for a Second Reading during the Public Hearing to be held on the 2021 Bond Resolution on November 18, 2021 at 1:00 p.m. at the Information Center, 3900 E. 470 Beltway, Aurora, CO 80019 and via Zoom.

- C. Discuss and consider approval of Shared Use Intergovernmental Agreement by and between the CAB and Adams-Arapahoe 28J School District (enclosure). **Doc. 887210**

IV. FINANCIAL MATTERS

- A. Consider approval of payment of claims for operating costs, in the amount of \$117,715.14 (numbers based upon information available at time of preparation of Agenda, final numbers to be presented by accountant at meeting) (enclosure).
- B. Review and accept cash position report dated August 31, 2021, updated as of October 18, 2021 (enclosure).
- C. Discuss status of 2020 Audit filing.
- D. **FIRST READING (BUDGET MATTERS)**
 - 1. Discuss need for amendment of the 2021 Budget.
 - 2. Discuss proposed 2022 Budget (enclosure).
 - 3. Consider approval, at this First Reading, of placement of consideration of approval of the proposed Amendment to the 2021 Budget and the 2022 Budget on the Agenda for a Second Reading during the Public Hearing to be held on these Budgets on November 18, 2021 at 1:00 p.m. at the Information Center, 3900 E. 470 Beltway, Aurora, CO 80019 and via Zoom.
- E. Report on status of Aerotropolis Area Regional Transportation Authority (“ARTA”) 2021 Bond Issuance.
 - 1. Acknowledge receipt of reimbursement from ARTA.
- F. Discuss and consider approval of acceptance of CAB and AACMD Engineer’s Report and Verification of Costs Associated with Public Improvements (Draw No. 40) Engineer’s Report and Verification of Costs No. 17 prepared by Schedio Group LLC (enclosure).
- G. Discuss and approve processing October 2021 Series 2020B Bond Draw.

1. Discuss and consider approval of acceptance of CAB and AACMD Engineer's Report and Verification of Costs Associated with Public Improvements / In-Tract Improvements (Draw No. 40) (Series B) Engineer's Report and Verification of Costs No. 2 prepared by Schedio Group LLC (enclosure).
2. Discuss and consider adoption of a Resolution of the Board of Directors of the CAB Authorizing a Draw on October 27, 2021 of the CAB Subordinate Special Tax Revenue Draw-Down Bonds, Series 2020B (enclosure).

V. MANAGER MATTERS

- A. Manager's Report.

VI. COVENANT ENFORCEMENT AND COMMUNITY ENGAGEMENT MATTERS

- A. Discuss and consider approval of **Master Service Agreement** ("MSA") for Architectural Design Consulting Services by and between the CAB and **Woodley Architectural Group, Inc.** or Task Order to current MSA by and between AACMD and Woodley Architectural Group, Inc.

VII. EXECUTIVE SESSION

- A. Convene in executive session pursuant to Section 24-6-402(4)(e), C.R.S., to discuss matters that may be subject to negotiations; developing strategy for negotiations; and instructing negotiators and receive legal advice regarding same.

VIII. OTHER BUSINESS

IX. ADJOURNMENT

THE NEXT REGULAR MEETING IS SCHEDULED FOR NOVEMBER 18, 2021.