

**MINUTES OF A SPECIAL MEETING OF  
THE BOARD OF DIRECTORS OF THE  
GREEN VALLEY AURORA METROPOLITAN DISTRICT NO. 1  
HELD  
JULY 21, 2020**

A special meeting of the Board of Directors of the Green Valley Aurora Metropolitan District No. 1, County of Adams (referred to hereafter as the “Board”) was convened on Tuesday, July 21, 2020, at 8:00 a.m. at the Information Center, 3900 E. 470 Beltway, Aurora, Colorado. 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, the District Board meeting was held and properly noticed to be held via video enabled web conference, with Director Shearon being the one individual attending in person. The meeting was open to the public via videoconference.

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**Directors In Attendance Were:**

Matt Hopper  
Carla Ferreira  
Michael Sheldon  
Cynthia (“Cindy”) Shearon

**Also In Attendance Was:**

MaryAnn McGeady, Esq., Elisabeth Cortese, Esq., Drew Rippey, Esq. and Jon Hoistad, Esq.; McGeady Becher P.C.  
Todd Johnson; Terra Forma Solutions, Inc.  
Debra Sedgeley, Denise Denslow and Anna Jones; CliftonLarsonAllen LLP (“CLA”)  
Rita Connerly, Esq.; Fairfield & Woods P.C.  
Matthew Ruhland, Esq.; Collins Cockrel & Cole P.C.  
Tanya Barton, Esq.; Kutak Rock LLP

**ADMINISTRATIVE MATTERS** **Disclosure of Potential Conflicts of Interest/Quorum:** 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 and a quorum was confirmed.

**Public Comment:** Director Hopper noted that this meeting is open to the public. The public is welcome to speak, but those who choose to speak must identify themselves for the record. People who don't wish to speak, but would like to be identified in the Minutes are encouraged to introduce themselves. The public is not required to identify themselves if not speaking.

**Agenda:** The Board considered the proposed Agenda for the District's special meeting.

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

**Meeting Location:** The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District's Board meeting. Following discussion, upon motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote unanimously carried, the Board determined that due to concerns regarding the spread of COVID-19 and the benefits to the control of the spread of the virus by limiting in-person contact, the District Board meeting was held and properly noticed to be held via video/telephonic means (Zoom), without any individuals (neither District representatives nor the general public) attending in person. The Board further noted that notice providing the conference bridge information was duly posted and that they have not received any objections or any requests that the means of hosting the meeting be changed by taxpaying electors within the District's boundaries.

**Resignation of Lisa Johnson as Secretary of the Board of Directors:** The Board acknowledged the resignation of Lisa Johnson as Secretary of the Board of Directors.

**Engagement of CLA as District Manager:** Following discussion, upon a motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote unanimously carried by roll call, the Board approved the engagement of CLA as District Manager.

**Results of May 5, 2020 Directors' Election:** Ms. McGeady advised the Board that the election was canceled pursuant to Section 1-13.5-513, C.R.S. because there were not more candidates than seats available on the Board. It was noted that Directors Sheldon and Shearon were re-elected to 3-year terms ending in May, 2023.

**Appointment of Officers:** Upon a motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote, unanimously carried, the Board appointed the following officers:

President:

Matt Hopper

Vice President:	Carla Ferreira
Assistant Secretary:	Michael Sheldon
Assistant Secretary:	Cindy Shearon
Secretary:	Denise Denslow

**Website Creation:** Following discussion, upon a motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote unanimously carried by roll call, the Board authorized CLA to establish a District website utilizing Wix.

**Minutes from November 21, 2019 Special Meeting:** The Board determined to defer this matter to the next Board meeting.

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## **FINANCIAL MATTERS**

**Application for Exemption from Audit for 2019:** Ms. Sedgeley reviewed the Application for Exemption from Audit with the Board. Following discussion, upon a motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote unanimously carried by roll call, the Board ratified approval of the preparation, execution and filing of the Application for Exemption from Audit for 2019.

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## **LEGAL MATTERS**

**Assignment of Responsibilities under Restated Agreement for Reimbursement of Costs (Picadilly Road Cost Reimbursement) by and among Aerotropolis Area Coordinating Metropolitan District, The Aurora Highlands Metropolitan District Nos. 1, 2 and 3 and Green Valley Aurora Metropolitan District No. 1 (the "District"):** Attorney McGeady presented the Assignment of Responsibilities to the Board.

Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote unanimously carried by roll call, the Board approved the Assignment of Responsibilities under Restated Agreement for Reimbursement of Costs (Picadilly Road Cost Reimbursement) by and among the Aerotropolis Area Coordinating Metropolitan District, The Aurora Highlands Metropolitan District Nos. 1, 2 and 3 and the District.

**Funding and Reimbursement Agreement (Picadilly Road Cost Reimbursement) by and among Green Valley Aurora LLC, Clayton Properties Group II, Inc., the District, Green Valley Ranch Metropolitan District Nos. 6 and 7 and Second Creek Ranch Metropolitan District:** Attorney McGeady discussed the Funding and Reimbursement Agreement with the Board. Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote unanimously carried by roll call, the Board approved the Funding and Reimbursement Agreement (Picadilly Road Cost Reimbursement) by and among Green Valley Aurora LLC, Clayton Properties Group II, Inc., the District, Green Valley Ranch Metropolitan District Nos. 6 and 7 and Second Creek Ranch Metropolitan District.

**Resolution of the Board of Directors of the District Imposing Picadilly Road Improvements Fee:** Attorney McGeady discussed the Resolution with the Board. Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote unanimously carried by roll call, the Board approved the Resolution of the Board of Directors of the District Imposing Picadilly Road Improvements Fee.


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**OTHER BUSINESS** There was no other business for discussion at this time.

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

Respectfully submitted,

DocuSigned by:  
  
77517AF6E925439... \_\_\_\_\_  
Secretary for the Meeting

## Certificate Of Completion

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Client Name: GVA MD	
Client Number: 011-042659-OS03-2020	
Source Envelope:	
Document Pages: 4	Signatures: 1
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Time Zone: (UTC-06:00) Central Time (US & Canada)	220 South 6th Street
	Suite 300
	Minneapolis, MN 55402
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11/17/2020 4:18:01 PM	Kathy.Suazo@claconnect.com	

## Signer Events

Denise Denslow  
denise.denslow@claconnect.com  
Security Level: Email, Account Authentication (None)

## Signature

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Envelope Summary Events	Status	Timestamps
Envelope Sent	Hashed/Encrypted	11/17/2020 4:19:10 PM
Certified Delivered	Security Checked	11/21/2020 11:24:29 AM
Signing Complete	Security Checked	11/21/2020 11:24:40 AM
Completed	Security Checked	11/21/2020 11:24:40 AM
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