

AURORA HIGH POINT AT DIA METROPOLITAN DISTRICT

141 Union Boulevard, Suite 150
Lakewood, Colorado 80228-1898

Tel: (303) 987-0835

Fax: (303) 987-2032

Aurorahp.colorado.gov

NOTICE OF REGULAR MEETING AND AGENDA

<u>Board of Directors</u>	<u>Office</u>	<u>Term/Expires</u>
Andrew Klein	President	2023/May 2023
Kevin Smith	Treasurer	2023/May 2023
Otis Moore, III	Assistant Secretary	2025/May 2025
Theodore Laudick	Assistant Secretary	2025/May 2025
Mark Witkiewicz	Assistant Secretary	2025/May 2025
Ann Finn	Secretary	

DATE: July 25, 2022

TIME: 10:00 a.m.

PLACE: **VIA Conference Call**

TO ATTEND THIS MEETING DIAL THE PHONE NUMBER BELOW, AND ENTER THE INDICATED MEETING ID NUMBER AND PASSCODE WHEN PROMPTED:

Teleconference information:

Phone Number: 1-669-900-6833

Meeting ID: 434 948 0582

Passcode: 355867

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. Discuss results of May 3, 2022 Regular Election (enclosure).

D. Consider appointment of Officers:

President _____
Treasurer _____
Secretary _____
Asst. Secretary _____
Asst. Secretary _____
Asst. Secretary _____

E. Review and consider Minutes of the February 28, 2022 Regular Meeting (enclosure).

II. PUBLIC COMMENTS

A. Members of the public may express their view to the Board on matters that affect the District. Comments will be limited to three (3) minutes.

III. FINANCIAL MATTERS

A. Ratify approval of the payment of claims for the period beginning March 1, 2022 through June 30, 2022, in the amount of \$_____ (to be distributed).

B. Review and accept the Unaudited Financial Statements for the period ending March 31, 2022 and Cash Position Schedule, dated _____, updated as of _____ (to be distributed).

C. Review and approve approval of 2021 Audit and authorization of execution of the Representations Letter (to be distributed).

IV. LEGAL MATTERS

A. Discuss document request from CICMD No. 3 (enclosure).

V. CAPITAL PROJECTS

A. Discuss status of the capital improvements projects:

1. Lisbon Street Extension Project (Millstone Weber, LLC).

2. High Point North Grading Project (Summit Excavation & Grading, LLC).

3. Discuss the status of the 64th Ave. and Denali Street Lighting Package Project.

4. Discuss the status of the Possum Gully Channel Improvement Project.

5. Discuss the status of the High Point 66th & 67th Ave. Improvement Project.

6. Discuss the status of the High Point North Pinon Sanitary Sewer Improvement Project (Vortex Services, LLC).

7. Discuss the status of the Gun Club Road Project (RCD Construction Inc.).

VI. OTHER BUSINESS

A.

VII. ADJOURNMENT **THE NEXT REGULAR MEETING IS SCHEDULED FOR
OCTOBER 24, 2022.**

**NOTICE OF CANCELLATION
AND
CERTIFIED STATEMENT OF RESULTS
Aurora High Point @ DIA Metropolitan District
Adams County, Colorado**

§1-13.5-513(6), 32-1-104, 1-11-103(3) C.R.S.

NOTICE IS HEREBY GIVEN by the Aurora High Point @ DIA Metropolitan District, 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 3, 2022 is hereby cancelled pursuant to Section 1-13.5-513, C.R.S.

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

Name	Length of Term	Term Expiration
Theodore Laudick	3 Years	May, 2025
Otis Moore	3 Years	May, 2025
Mark Witkiewicz	1 Year	May, 2023



(Signature of Designated Election Official)

Natalie Fleming
(DEO's Printed Name)

Contact Person for the District: Colin B. Mielke, Esq.

Address of the District: 7400 East Orchard Road, Suite 3300
Greenwood Village, CO 80111

Telephone Number of the District: (303) 770-2700

Fax Number of the District: (303) 770-2701

District Email: cmielke@svwpc.com

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE AURORA HIGH POINT AT DIA METROPOLITAN DISTRICT HELD FEBRUARY 28, 2022

A Regular Meeting of the Board of Directors (referred to hereafter as the "Board") of the Aurora High Point at DIA Metropolitan District (referred to hereafter as the "District") was convened on Monday, the 28th day of February, 2022, at 10:00 a.m. This District Board meeting was held and properly noticed to be held by via Zoom. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Kevin Smith
Otis Moore, III
Theodore Laudick
Mark Witkiewicz

Following discussion, upon motion duly made by Director Smith, seconded by Director Moore and, upon vote, unanimously carried, the absence of Director Andrew Klein was excused.

Also In Attendance Were:

Ann Finn; Special District Management Services, Inc.

Colin B. Mielke, Esq.; Seter & Vander Wall, P.C.

Zachary Leavitt and Jason Carroll; CliftonLarsonAllen LLP

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

Disclosure of Potential Conflicts of Interest: The Board noted it was in receipt of disclosures of potential conflicts of interest statements for each of the Directors and that the statements had been filed with the Secretary of State at least seventy-two hours in advance of the meeting. Attorney Mielke requested that the Directors review the Agenda for the meeting and advised the Board of any new conflicts of interest which had not been previously disclosed. No further disclosures were made by Directors present at the meeting.

ADMINISTRATIVE MATTERS

Agenda: Ms. Finn distributed for the Board's review and approval a proposed Agenda for the District's Regular Meeting.

RECORD OF PROCEEDINGS

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

Minutes: The Board reviewed the Minutes of the October 25, 2021 and November 22, 2021 Special Meetings.

Following discussion, upon motion duly made by Director Smith, seconded by Director Moore and, upon vote, unanimously carried, the Board approved the Minutes of the October 25, 2021 and November 22, 2021 Special Meetings.

PUBLIC COMMENT

There was no public comment.

FINANCIAL MATTERS

Claims: Mr. Leavitt reviewed with the Board the payment of claims for the period beginning October 22, 2021 through February 23, 2022, in the amount of \$8,669,449.21.

Following discussion, upon motion duly made by Director Smith, seconded by Director Moore and, upon vote, unanimously carried, the Board approved the payment of claims for the period beginning October 22, 2021 through February 23, 2022, in the amount of \$8,669,449.21.

Unaudited Financial Statements: Mr. Leavitt reviewed with the Board the Unaudited Financial Statements for the period ending December 31, 2021 and the Cash Position Statement dated February 24, 2022.

Following discussion, upon motion duly made by Director Smith, seconded by Director Moore and, upon vote, unanimously carried, the Board approved the Unaudited Financial Statements for the period ending December 31, 2021.

LEGAL MATTERS

May 3, 2022 Election: Attorney Mielke discussed the upcoming deadlines for the May 3, 2022 Regular Election with the Board.

CAPITAL PROJECTS

Capital Improvement Projects:

Lisbon Street Extension Project (Millstone Weber, LLC): Director Laudick reported the paving portion of the Project will begin in late March 2022.

High Point North Grading Project (Summit Excavation & Grading, LLC): Director Laudick reported the Project is complete, except for the punch list items.

RECORD OF PROCEEDINGS

64th Avenue and Denali Street Lighting Package Project: Director Laudick reported they are waiting on Xcel to install the transformers.

Possum Gully Channel Improvement Project: Director Laudick reported the Project should be completed in March, except for the trail which will be constructed in May 2022.

High Point 66th & 67th Ave Improvement Project: Director Laudick reported the the underground improvements have been installed and paving is scheduled for April 2022.

High Point North Pinon Sanitary Sewer Improvement Project: Director Laudick reported boring will start this week and trenching will begin at the end of April 2022.

Gun Club Road Project ("Project"): Director Laudick review bids for the Gun Club Road Project with the Board.

Following discussion, upon motion duly made by Director Moore, seconded by Director Smith and, upon vote, unanimously carried, the Board awarded the Gun Club Road Project to RCD Construction Inc., for the amount of \$4,099,594.26 and authorized Director Laudick to issue the Notice of Award and Notice to Proceed to the contractor.

OTHER BUSINESS

There was no other business to discuss at this time.

ADJOURNMENT

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

Respectfully submitted,

By: _____
Secretary for the Meeting



Board Members
Natasha Vollmuth, President
Scot Phillips, Treasurer
Hicham Mialled
Janet Philipp
Robert Parma

12210 Brighton Rd #8 Henderson, CO 80640

(720) 541-7725

June 08, 2022

Barbara Vander Wall
Aurora High Point at DIA Metropolitan District
c/o Seter & Vander Wall, PC
7400 E Orchard Rd, Suite 3300
Greenwood Village, CO 80111

Ms. Vander Wall:

The Colorado International Center Metropolitan District No 3 (CICMD3) has been performing an internal review of its records and has noted certain records are either missing or not previously received from the Aurora High Point at DIA Metropolitan District (AHPDMD) under the January 21, 2005 Facilities Funding, Construction and Operations Agreement (FFCOA) between AHPDMD and CICMD3.

On April 18, 2018, the District issued \$2,540,000 Subordinate Limited tax general Obligation Bonds (Subordinate Bonds) and \$750,000 Junior Lien Limited Tax General Obligation Bonds (Junior Lien Bonds). The net proceeds from the sale of the Subordinate and Junior Lien Bonds (totaling \$2,195,200) were transferred to AHPDMD under a 2005 Facilities Funding, Construction and Operations Agreement where the District agreed to reimburse AHPDMD for costs AHPDMD incurred related to installing public infrastructure within the District.

Page 75 of the Series 2018 Subordinate and Junior Lien Bonds Limited Offering Memorandum states:

“Under the [FFCOA], [AHPDMD] is responsible for all administrative aspects of the construction, management and operation of the Aurora High Point Districts. As owner of the facilities in each Taxing District, it may sell, lease, transfer, dedicate or otherwise convey the facilities if such action is reasonably determined by [AHPDMD] to be in the best interest of the Aurora High Point Districts. [AHPDMD] **oversees the construction process, including soliciting bids, supervision of construction process, and ensuring compliance with all construction contracts.** It must give the applicable Taxing District written notice of any claim against a contractor and of any material breach of a construction contract. Its administrative responsibilities also include providing an annual audit of the funding account to each Taxing District, obtaining and administering appropriate insurance coverage for each Taxing District, acting as custodian of the records and files for all Aurora High Point Districts, and coordinating board meetings for each Taxing District, including any required legal postings and the distribution of meeting information packets and minutes.”



Board Members

Natasha Vollmuth, President
Scot Phillips, Treasurer
Hicham Miale
Janet Philipp
Robert Parma

12210 Brighton Rd #8 Henderson, CO 80640

(720) 541-7725

On April 24, 2018, AHPDMD submitted a requisition request on behalf of the District to the 2018 Bond Trustee (UMB Bank) requesting \$2,195,200 be transferred to ACM High Point VI, LLC. (See **Exhibit A**) The funds were wired by UMB to ACM High Point VI, LLC that same day.

Please provide the District with information regarding how AHPDMD complied with the FFCOA. Specifically, please provide the District with documentation that demonstrates AHPDMD oversaw the construction of public infrastructure (e.g. managing the bid solicitation process, supervision of construction work and monitoring contractor compliance with City ordinances, State laws and IRS rules regarding public construction projects) related to the cash transfer of \$2,195,200 to ACM High Point VI, LLC.

Also, please provide the District with the documentation supporting how the \$2,195,200 in funds was used by ACM High Point VI, LLC.

Regards,

Charles Wolfersberger, CPA
District Manager
Colorado International Center Metropolitan District No 3

EXHIBIT A

2018 REQUISITION REQUEST TO UMB FOR DISTRIBUTION OF SERIES 2018 BOND PROCEEDS

JRR
4/24/18
C00:1602989

147772.4
\$2,195,000.00
client #99099
wire instrs below
jw

Requisition No. 1

\$2,540,000

Colorado International Center Metropolitan District No. 3 In the City of Aurora, Colorado Subordinate Limited Tax General Obligation Bonds Series 2018B

The undersigned certifies that s/he is the District Representative under that certain Indenture of Trust (Subordinate) dated as of April 1, 2018 (the “**Indenture**”) between Colorado International Center Metropolitan District No. 3, in the City of Aurora, Colorado (the “**District**”) and UMB Bank, n.a., as trustee (the “**Trustee**”).

All capitalized terms used in this requisition (“**Requisition**”) shall have the respective meanings assigned in the Indenture.

The undersigned District Representative hereby makes a requisition from the Subordinate Project Fund held by the Trustee under the Indenture, and in support thereof states:

1. The amount requisitioned is \$2,195,200, which amount is hereby allocated to the electoral authorization of the District as follows:

Infrastructure Category	Requested Reimbursement Amount	Total Amount Previously Disbursed (not including this requisition)	Total Amount of Electoral Authorization Applied (including this requisition)	Total Amount of Electoral Authorization Remaining (1)
Streets	\$ 875,226.24	\$ 9,503,000.00	\$ 10,378,226.24	\$ 389,621,773.76
Park and Recreation	\$ 848,883.84	\$ 1,104,000.00	\$ 1,952,883.84	\$ 398,047,116.16
Water	\$ 174,957.44	\$ 2,111,000.00	\$ 2,285,957.44	\$ 397,714,042.56
Sanitation	\$ 296,132.48	\$ 4,529,000.00	\$ 4,825,132.48	\$ 395,174,867.52
Transportation	\$ -	\$ -	\$ -	\$ 400,000,000.00
Mosquito Control	\$ -	\$ -	\$ -	\$ 400,000,000.00
Safety Protection	\$ -	\$ -	\$ -	\$ 400,000,000.00
Fire Protection	\$ -	\$ -	\$ -	\$ 400,000,000.00
Television Relay	\$ -	\$ -	\$ -	\$ 400,000,000.00
Total	\$ 2,195,200.00	\$ 17,247,000.00	\$ 19,442,200.00	\$ 3,580,557,800.00
(1) To include amounts (if any) previously allocated to the electoral authorization as a result of disbursements from the project fund held under the 2016 Senior Indenture and the 2018C Junior Lien Indenture.				

2. The name and address of the person, firm, or corporation to whom payment is due or has been made is as follows:

ACM High Point VI LLC
4100 E. Mississippi Ave., Suite 500
Glendale, CO 80246

3. Payment is due to the above person for (describe nature of the obligation):

The District entered into a Facilities Funding, Construction and Operations Agreement (FFCOA) on January 21, 2005, (as amended on July 27, 2006), with Aurora High Point at DIA Metropolitan District (AHP), which requires the District to contribute to the costs of construction of the Aurora High Point development facilities. Pursuant to the FFCOA, project funds are to be transferred to AHP.

AHP has entered into a Capital Funding and Reimbursement Agreement with ACM High Point VI LLC (ACM) dated July 20, 2017, (as amended on April 12, 2018). Pursuant to this Agreement, AHP is obligated to reimburse ACM for certain advances made to AHP which funded capital improvements.

In order to create efficiencies in the process of reimbursement, the District requests that the project funds be paid directly to ACM.

4. The above payment obligations have been or will be properly incurred, is or will be a proper charge against the Subordinate Project Fund, and have not been the basis of any previous withdrawal. The disbursement requested herein will be used solely for the payment of Project Costs.

5. The costs for which the disbursement is requested herein are authorized by the Service Plan and constitute Project Costs. To the extent that the amount to be paid pursuant to this Requisition will be used to acquire improvements from or reimburse the costs funded for improvements pursuant to the Reimbursement Agreement, an independent engineer (the "Engineer") has provided to Aurora High Point a written certificate regarding the reasonableness of the costs of such improvements, if and to the extent required by the Reimbursement Agreement.

6. Disbursement instructions are attached hereto.

IN WITNESS WHEREOF, I have hereunto set my hand this 24th day of April, 2018.



District Representative

Disbursement Instructions:

Bank: First Republic Bank

ABA: 321081669

Account Number: 80006167482

Account Name: ACM High Point VI LLC

wire instrs confirmed by Debbie
Sedgely on 4/24/18, 2:28pm.
jw