

ACC METROPOLITAN DISTRICT

141 Union Boulevard, Suite 150
Lakewood, Colorado 80228-1898
Tel: 303-987-0835 800-741-3254
Fax: 303-987-2032

NOTICE OF SPECIAL MEETING AND AGENDA

<u>Board of Directors</u>	<u>Office</u>	<u>Term/Expires</u>
Julie von Clausburg	President	2023/May 2023
John E. Strabel	Treasurer	2023/May 2023
Brenda Lamer	Assistant Secretary	2025/May 2025
VACANT		2025/May 2023
VACANT		2025/May 2023
David Solin	Secretary	

DATE June 8, 2022 (Wednesday)

TIME: 9:30 A.M.

PLACE: *This meeting will be held via telephone conference without any individuals (neither District representatives nor the general public) attending in person. The meeting can be joined through the directions below:*

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

Phone: 1-669-900-6833

ID Number: 5469119353

Passcode: 912873

I. ADMINISTRATIVE MATTERS

- A. Confirm Quorum and Present Disclosures of Potential Conflicts of Interest.

- B. Approve Agenda, confirm location of the meeting and posting of meeting notices and designate 24-hour posting location.

- C. Discuss results of cancelled May 3, 2022 Regular Election for Directors (enclosure).

- D. Confirm filing of Oaths of Office.

- E. Discuss Board vacancies.

F. Consider appointment of Officers:

President _____
 Treasurer _____
 Secretary _____
 Asst. Secretary _____

G. Consider approval of the Minutes from November 3, 2021 special meeting and the March 9, 2022 special meeting (enclosures).

H. Discuss the status of District website.

II. PUBLIC COMMENTS

A. _____

III. FINANCIAL MATTERS

A. Review and ratify the approval of the payment of claims as follows (enclosures):

Fund	Period Ending Nov. 30, 2021	Period Ending Dec. 31, 2021	Period Ending Jan. 31, 2022	Period Ending Feb. 28, 2022
General	\$ 1,732.45	\$ 4,614.08	\$ 1,050.30	\$ 697.41
Debt	\$ -0-	\$ -0-	\$ -0-	\$ -0-
Capital	\$ 24,419.78	\$ 16,377.64	\$ 460,648.54	\$ 13,641.61
Total	\$ 26,152.23	\$ 20,991.72	\$ 461,698.84	\$ 14,339.02

Fund	Period Ending March 31, 2022	Period Ending April 30, 2022	Period Ending May 31, 2022
General	\$ 1,356.03	\$ 1,808.32	\$ 3,266.52
Debt	\$ 16,150.06	\$ -0-	\$ -0-
Capital	\$ 14,919.22	\$ 733,044.95	\$ 26,244.64
Total	\$ 32,425.31	\$ 734,853.27	\$ 29,511.16

B. Review and accept unaudited financial statements for the period ending March 31, 2022 and Cash Position Statement dated March 31, 2022 (enclosure).

C. Discuss status of 2021 Audit.

IV. LEGAL MATTERS

- A. Discuss status of Public Improvements Deferral Agreement with City of Aurora (enclosures).
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V. CAPITAL IMPROVEMENTS

- A. Discuss Ownership and Maintenance of Improvements.
-

VI. OTHER MATTERS

- A. _____
-

- VII. ADJOURNMENT **THE NEXT REGULAR MEETING IS SCHEDULED FOR NOVEMBER 2, 2022 AT 9:30 A.M. – (BUDGET HEARING).**

**NOTICE OF CANCELLATION OF
REGULAR ELECTION
BY THE DESIGNATED ELECTION
OFFICIAL FOR THE
ACC METROPOLITAN DISTRICT**

NOTICE IS HEREBY GIVEN by the ACC Metropolitan District, Adams County, Colorado, that at the close of business on the sixty-third (63rd) 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.

The following candidates are declared elected:

Brenda Lamer
3 Year Term

VACANT
3 Year Term

VACANT
3 Year Term

DATED this 1st day of March, 2022.

ACC METROPOLITAN DISTRICT
David Solin
Designated Election Official

Published on: March 24, 2022
Published in: Sentinel

**AVISO DE CANCELACIÓN DE ELECCIÓN
REGULAR
POR EL FUNCIONARIO ELECTORAL
DESIGNADO PARA EL
ACC METROPOLITAN DISTRICT**

POR ESTE MEDIO SE DA AVISO por parte del ACC Metropolitan District, Adams County, Colorado, que al cierre de operaciones del día sesenta y tres (63) antes de la elección no había más candidatos para Director que cargos por cubrir, incluidos candidatos que presentaron declaraciones juradas de intención de ser candidatos por escrito; por lo tanto, se cancela la elección a celebrarse el 3 de mayo de 2022.

Se declaran elegidos los siguientes candidatos:

Brenda Lamer
Término de tres años [3]

VACANT
Término de tres años [3]

VACANT
Término de tres años [3]

FECHADO este 1st día de marzo de 2022.

ACC METROPOLITAN DISTRICT
David Solin
Oficial Electoral Designado

Publicado el: March 24, 2022
Publicado en: Sentinel

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE ACC METROPOLITAN DISTRICT HELD NOVEMBER 3, 2021

A special meeting of the Board of Directors (referred to hereafter as “Board”) of the ACC Metropolitan District (referred to hereafter as “District”) convened on Wednesday, the 3rd day of November, 2021, at 9:30 A.M. 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 by conference call. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Julie von Clausburg
John E. Strabel
Brenda Lamer

Also In Attendance Were:

David Solin and Jim Ruthven (for a portion); Special District Management Services, Inc.
Paula Williams, Esq. and Kate Olson, Esq.; McGeady Becher P.C.
Jim Knopka; First Industrial Realty Trust, Inc.

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

Disclosures of Potential Conflicts of Interest: Mr. Solin advised the Board regarding the requirements pursuant to the Colorado Revised Statutes to disclose any potential conflicts of interest or potential breaches of fiduciary duty to the Board of Directors and to the Secretary of State. It was noted that a quorum was present, and Directors were asked to disclose any additional conflicts of interest they might have regarding any matters scheduled for discussion at this meeting, and incorporated for the record those applicable disclosures made prior to this meeting in accordance with the statute. Disclosures of potential conflicts of interest were filed with the Secretary of State for all directors, and no additional conflicts were disclosed at the meeting.

ADMINISTRATIVE MATTERS

Agenda: Mr. Solin distributed for the Board’s review and approval, a proposed agenda for the District’s special meeting.

Following discussion, upon motion duly made by Director von Clausburg, seconded by Director Lamer and, upon vote, unanimously carried, the agenda was approved, as presented.

RECORD OF PROCEEDINGS

Meeting Location and Posting of Notice: The Board discussed 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 von Clausburg, seconded by Director Lamer and, upon vote, unanimously carried, the Board determined due to concerns regarding the spread of COVID-19 and the benefit to the control of the spread of the virus by limiting in-person contact, this meeting was conducted via conference call and encouraged public participation via telephone. The Board noted that notice of this meeting and conference call participation information was duly posted and that it had not received any objections to the telephonic meeting or any requests that the meeting be changed by taxpaying electors within the District's boundaries.

June 9, 2021 Minutes: The Board reviewed the Minutes of the June 9, 2021 special meeting.

Following discussion, upon motion duly made by Director von Clausburg, seconded by Director Lamer and, upon vote, unanimously carried, the Minutes of the June 9, 2021 special meeting were approved, as presented.

Resolution No. 2021-11-01 Establishing Regular Meeting Dates, Time, and Location, Establishing District Website and Designating Location for Posting of 24-Hour Notices: Mr. Solin reviewed the business to be conducted in 2022 to meet the statutory compliance requirements. The Board determined to meet on June 8, 2022 and November 2, 2022 at 9:30 a.m. via conference call.

Following discussion, upon motion duly made by Director von Clausburg, seconded by Director Lamer and, upon vote, unanimously carried, the Board adopted Resolution No. 2021-11-01 Establishing Regular Meeting Dates, Time, and Location, Establishing District Website and Designating Location for Posting 24-Hour Notices.

§32-1-809, C.R.S. Requirements (Transparency Notice): The Board discussed §32-1-809, C.R.S. reporting requirements and mode of eligible elector notification for 2022.

The Board determined to post the required transparency notice information on the Special District Association's website and the District website once active.

District Website: Mr. Solin updated the Board on the status of the District website. No further action was taken.

RECORD OF PROCEEDINGS

**PUBLIC
COMMENTS**

There were no public comments.

**FINANCIAL
MATTERS**

Payment of Claims: The Board considered ratifying the approval of claims as follows:

Fund	Period Ending June 30, 2021	Period Ending July 31, 2021	Special Check Aug. 30, 2021	Special Check Sept. 30, 2021
General	\$ 975.40	\$ 8,005.52	\$ 2,770.80	\$ 1,767.43
Debt	\$ -0-	\$ -0-	\$ -0-	\$ 3,000.00
Capital	\$ 273,427.67	\$ 199,006.69	\$ 68,426.38	\$ 65,760.33
Total	\$ 274,403.07	\$ 207,012.21	\$ 71,197.18	\$ 70,527.76

Fund	Period Ending Sept. 23, 2021 Special Check	Period Ending Oct. 31, 2021
General	\$ -0-	\$ 1,930.70
Debt	\$ -0-	\$ -0-
Capital	\$ 190,000.00	\$ 11,327.54
Total	\$ 190,000.00	\$ 13,258.24

Following discussion, upon motion duly made by Director von Clausburg, seconded by Director Strabel and, upon vote, unanimously carried, the Board ratified approval of the payment of claims as presented.

Unaudited Financial Statements: Mr. Ruthven reviewed with the Board the unaudited financial statements of the District setting forth the cash deposits, investments, budget analysis, and accounts payable vouchers for the period ending September 30, 2021 and the Schedule of Cash Position as of September 30, 2021.

Following review, upon motion duly made by Director von Clausburg, seconded by Director Strabel and, upon vote, unanimously carried, the unaudited financial statements of the District the period ending September 30, 2021 and the Schedule of Cash Position as of September 30, 2021, were accepted.

Preparation of 2021 Audit: Mr. Ruthven discussed with the Board the statutory requirements of an audit. The Board reviewed the engagement letter from Wipfli LLP to perform the 2021 Audit.

Following discussion, upon motion duly made by Director von Clausburg, seconded by Director Strabel and, upon vote, unanimously carried, the Board approved the engagement of Wipfli LLP to perform the 2021 Audit, for an amount not to exceed \$7,000.

RECORD OF PROCEEDINGS

Public Hearing on 2021 Budget Amendment: The President opened the public hearing to consider the Resolution to Amend the 2021 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider adoption of a Resolution to Amend the 2021 Budget and the date, time and place of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to this public hearing. No public comments were received, and the public hearing was closed.

Following review and discussion, Director von Clausburg moved to adopt the Resolution to Amend the 2021 Budget, Director Strabel seconded the motion and, upon vote, unanimously carried, the Board adopted Resolution No. 2021-11-02 to Amend the 2021 Budget. A copy of the adopted Resolution is attached hereto and incorporated herein by this reference.

Public Hearing on 2022 Budget: The President opened the public hearing to consider the proposed 2022 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider adoption of the 2022 Budget and the date, time and place of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to this public hearing.

No public comments were received, and the public hearing was closed.

Mr. Solin reviewed the estimated 2021 expenditures and the proposed 2022 expenditures.

Following discussion, the Board considered the adoption of Resolution No. 2021-11-03 to Adopt the 2022 Budget and Appropriate Sums of Money and Resolution No. 2021-11-04 to Set Mill Levies (for the General Fund at 3.388 mills and the Debt Service Fund at 32.612 mills and to set the Area Regional Improvement mill levy at 1.000 mill, for a total mill levy of 37.000 mills). Upon motion duly made by Director von Clausburg, seconded by Director Strabel and, upon vote, unanimously carried, Resolution No. 2021-11-03 to Adopt the 2022 Budget and Appropriate Sums of Money and Resolution No. 2021-11-04 to Set Mill Levies were adopted, as discussed, and execution of the Certification of Budget and Certification of Mill Levies was authorized, subject to receipt of final Certification of Assessed Valuation from the County on or before December 10, 2021. Mr. Solin was authorized to transmit the Certification of Mill Levies to the Board of County Commissioners of Adams County, not later than December 15, 2021. Mr. Solin was also authorized to transmit the Certification of Budget to the Division of Local Government not later than January 30, 2022. Copies of the adopted Resolutions are attached to these Minutes and incorporated herein by this reference.

RECORD OF PROCEEDINGS

DLG-70 Mill Levy Certification Form: Following discussion, upon motion duly made by Director von Clausburg, seconded by Director Strabel and, upon vote, unanimously carried, the Board authorized the District Accountant to prepare and sign the DLG-70 Mill Levy Certification form for certification to the Board of County Commissioners and other interested parties.

Preparation of the 2023 Budget: Following discussion, upon motion duly made by Director von Clausburg, seconded by Director Strabel, and upon vote, unanimously carried, the Board appointed the District Accountant to prepare the 2023 Budget and set the Budget Hearing to consider adoption of the 2023 Budget for November 2, 2022.

Verification of Costs Associated with Public Improvements Report No. 2 (“Report No. 2”), prepared by Independent District Engineering Services, LLC (“IDES”): The Board deferred discussion of this matter.

LEGAL MATTERS

Resolution Calling the May 3, 2022 Regular Election: The Board discussed the upcoming election and Resolution No. 2021-11-05 to Call the May 3, 2022 Election.

Following discussion, upon motion duly made by Director von Clausburg seconded by Director Strabel and, upon vote, unanimously carried, the Board adopted Resolution No. 2021-11-05 Calling the May 3, 2022 Election and appointed David Solin as the Designated Election Official and authorized him to perform all tasks required for the May 3, 2022 Regular Election of the Board of Directors for the conduct of a polling place/mail ballot election. A copy of the adopted Resolution is attached hereto and incorporated herein by this reference.

Amendment to Agreement Regarding Design, Permitting, and Construction of Fee-in-Lieu Drainage and Flood Control Improvements for First Creek Upstream of 26th Avenue, Aurora Commerce Center City of Aurora By and Between the District and Urban Drainage and Flood Control District D/B/A Mile High Flood District: Following review and discussion, upon motion duly made by Director von Clausburg, seconded by Director Strabel and, upon vote, unanimously carried, the Board ratified the Amendment to Agreement Regarding Design, Permitting, and Construction of Fee-in-Lieu Drainage and Flood Control Improvements for First Creek upstream of 26th Avenue, Aurora Commerce Center City of Aurora by and between the District.

Public Improvements Deferral Agreement with City of Aurora: Attorney Williams and Mr. Knopka discussed with the Board the status of the Deferral Agreement with the City of Aurora. No further action was taken at this time.

RECORD OF PROCEEDINGS

**CAPITAL
IMPROVEMENTS**

Status of Capital Improvement Projects for 2021 and Forecast for 2022: Mr. Knopka updated the Board on the status of capital improvement projects for 2021 and the forecast for 2022.

OTHER MATTERS

None.

ADJOURNMENT

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

Respectfully submitted,

By _____
Secretary for the Meeting

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE ACC METROPOLITAN DISTRICT HELD MARCH 9, 2022

A special meeting of the Board of Directors (referred to hereafter as “Board”) of the ACC Metropolitan District (referred to hereafter as “District”) convened on Wednesday, the 9th day of March, 2022, at 11:00 A.M. at the office of McGeady Becher P.C., 450 E. 17th Avenue, Suite 400, Denver Colorado, and via teleconference. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Julie von Clausburg (via teleconference)
John E. Strabel (via teleconference)
Brenda Lamer (via teleconference)

Also In Attendance Were:

David Solin; Special District Management Services, Inc. (via teleconference)

Paula Williams, Esq. (via teleconference) and Kate Olson, Esq. (physical location);
McGeady Becher P.C.

Jim Knopka; First Industrial Realty Trust, Inc. (via teleconference)

Matthew Gray, Esq., Sherman and Howard (via teleconference)

Megan Severs; Vectra Bank Colorado (via teleconference for a portion of the meeting)

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

Disclosures of Potential Conflicts of Interest: Mr. Solin advised the Board regarding the requirements pursuant to the Colorado Revised Statutes to disclose any potential conflicts of interest or potential breaches of fiduciary duty to the Board of Directors and to the Secretary of State. It was noted that a quorum was present, and Directors were asked to disclose any additional conflicts of interest they might have regarding any matters scheduled for discussion at this meeting, and incorporated for the record those applicable disclosures made prior to this meeting in accordance with the statute. Disclosures of potential conflicts of interest were filed with the Secretary of State for all directors, and no additional conflicts were disclosed at the meeting.

RECORD OF PROCEEDINGS

ADMINISTRATIVE MATTERS

Agenda: Mr. Solin distributed for the Board's review and approval, a proposed agenda for the District's special meeting.

Following discussion, upon motion duly made by Director von Clausburg, seconded by Director Strabel and, upon vote, unanimously carried, the agenda was approved, as presented.

Meeting Location and Posting of Notice: The Board discussed 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 von Clausburg, seconded by Director Strabel and, upon vote, unanimously carried, the Board determined that certain members and consultants of the Board would attend the meeting at the physical location, which is within 20 miles of the District, and certain other board members and consultants would attend via conference call ,and encouraged public participation via telephone. The Board noted that notice of this meeting and physical location and conference call participation information was duly posted and that it had not received any objections to the telephonic meeting or any requests that the meeting be changed by taxpaying electors within the District's boundaries.

PUBLIC COMMENTS

There were no public comments.

FINANCIAL MATTERS

Resolution to amend the Loan Agreement with Zions Bancorporation, N.A. d/b/a Vectra Bank Colorado, dated as of September 26, 2019, pertaining to District Promissory Note, Series 2019B ("Loan Amendment Resolution"): Mr. Gray and Ms. Severs discussed and reviewed the proposed Loan Amendment Resolution with the Board. The Board determined to continue the discussion and reconvene on March 11, 2022 to provide additional time for review of the Loan Amendment Resolution.

OTHER MATTERS

There were no other meetings at this time.

ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made by Director von Clausburg, seconded by Director Strabel and, upon vote, unanimously carried, the meeting was continued to Friday, March 11, 2022 at 11:00 a.m.

Respectfully submitted,

By _____
Secretary for the Meeting

RECORD OF PROCEEDINGS

ACC Metropolitan District
November-21

Vendor	Invoice #	Date	Due Date	Amount	Expense Account	Account Number
Aurora Media Group	101486	10/29/2021	11/28/2021	\$ 35.85	Miscellaneous	1-685
Kimley Horn and Associates, Inc.	096583002-0921	9/30/2021	9/30/2021	\$ 8,739.61	Engineering	3-784
Kimley Horn and Associates, Inc.	096583000-1021	10/31/2021	10/31/2021	\$ 1,731.13	Engineering	3-784
Kimley Horn and Associates, Inc.	096583003-0921	9/30/2021	9/30/2021	\$ 1,077.50	Engineering	3-784
Kimley Horn and Associates, Inc.	096583000-0921	9/30/2021	9/30/2021	\$ 1,861.88	Engineering	3-784
Matrix Design Group	35307	11/9/2021	12/9/2021	\$ 4,297.50	Engineering	3-784
Matrix Design Group	34989	11/1/2021	12/1/2021	\$ 4,196.25	Engineering	3-784
McGeady Becher P.C.	685W 9-2021	9/30/2021	9/30/2021	\$ 1,314.71	Legal	3-675
McGeady Becher P.C.	685W 9-2021	9/30/2021	9/30/2021	\$ 876.46	Legal	1-675
Special District Management Services	Oct-21	11/16/2021	11/16/2021	\$ 576.80	Accounting	1-612
Special District Management Services	Oct-21	11/16/2021	11/16/2021	\$ 865.20	Management / Accounting	3-612
Special District Management Services	Oct-21	11/16/2021	11/16/2021	\$ 19.34	Miscellaneous	1-685
Special District Management Services	Oct-21	11/16/2021	11/16/2021	\$ 336.00	District Management	3-614
Special District Management Services	Oct-21	11/16/2021	11/16/2021	\$ 224.00	Management	1-614
				\$ 26,152.23		

ACC Metropolitan District
November-21

	General	Debt	Capital	Totals
Disbursements	\$ 1,732.45		\$ 24,419.78	\$ 26,152.23
Total Disbursements from Checking Acct	\$ 1,732.45	\$ -	\$ 24,419.78	\$ 26,152.23

ACC Metropolitan District
December-21

Vendor	Invoice #	Date	Due Date	Amount	Expense Account	Account Number
Colorado Special Districts P&L	POL-0007861	9/26/2021	9/26/2021	\$ 2,028.00	Prepaid Expenses	1-141
Kimley Horn and Associates, Inc.	096583003-1021	10/31/2021	10/31/2021	\$ 1,175.00	Engineering	3-784
Kimley Horn and Associates, Inc.	096583002-1021	10/31/2021	10/31/2021	\$ 5,730.37	Engineering	3-784
Langan Engineering and Env. Svcs. Inc	LAN 0344976	12/3/2021	1/2/2022	\$ 1,084.20	Engineering	3-784
Langan Engineering and Env. Svcs. Inc	LAN 0343918	11/9/2021	12/9/2021	\$ 1,201.20	Engineering	3-784
McGeady Becher P.C.	685W 10-2021	10/31/2021	10/31/2021	\$ 1,782.90	Legal	3-675
McGeady Becher P.C.	685W 10-2021	10/31/2021	10/31/2021	\$ 1,188.60	Legal	1-675
Special District Management Services	Nov-21	12/21/2021	12/21/2021	\$ 296.80	Accounting	1-612
Special District Management Services	Nov-21	12/21/2021	12/21/2021	\$ 445.20	Management / Accounting	3-612
Special District Management Services	Nov-21	12/21/2021	12/21/2021	\$ 79.08	Miscellaneous	1-685
Special District Management Services	Nov-21	12/21/2021	12/21/2021	\$ 789.90	District Management	3-614
Special District Management Services	Nov-21	12/21/2021	12/21/2021	\$ 526.60	Management	1-614
T Charles Wilson Insurance	10327	10/25/2021	1/1/2022	\$ 495.00	Prepaid Expenses	1-141
Union Pacific Railroad Company	90111937	11/12/2021	11/12/2021	\$ 4,168.87	Engineering	3-784
				\$ 20,991.72		

ACC Metropolitan District
December-21

	General	Debt	Capital	Totals
Disbursements	\$ 4,614.08		\$ 16,377.64	\$ 20,991.72
<u>Total Disbursements from Checking Acct</u>	<u>\$ 4,614.08</u>	<u>\$ -</u>	<u>\$ 16,377.64</u>	<u>\$ 20,991.72</u>

ACC Metropolitan District
January-22

Vendor	Invoice #	Date	Due Date	Amount	Expense Account	Account Number
Concrete Express, Inc.	Pay App 12	8/31/2021	8/31/2021	\$ 8,825.00	Capital Outlay	3-790
Concrete Express, Inc.	Pay App 12	8/31/2021	8/31/2021	\$ (441.25)	Retainage Payable	3-318
Concrete Express, Inc.	Pay App 13	9/30/2021	1/31/2022	\$ 8,825.00	Capital Outlay	3-790
Concrete Express, Inc.	Pay App 13	9/30/2021	1/31/2022	\$ (441.25)	Retainage Payable	3-318
Concrete Express, Inc.	Pay App 14	10/31/2021	1/31/2022	\$ 12,645.00	Capital Outlay	3-790
Concrete Express, Inc.	Pay App 14	10/31/2021	1/31/2022	\$ (632.25)	Retainage Payable	3-318
Concrete Express, Inc.	Pay App 15	12/22/2021	1/31/2022	\$ 440,813.45	Capital Outlay	3-790
Concrete Express, Inc.	Pay App 15	12/22/2021	1/31/2022	\$ (22,040.67)	Retainage Payable	3-318
Kimley Horn and Associates, Inc.	096583000-1121	11/30/2021	11/30/2021	\$ 3,574.71	Engineering	3-784
Kimley Horn and Associates, Inc.	096583003-1121	11/30/2021	11/30/2021	\$ 1,245.00	Engineering	3-784
Kumar & Associates, Inc.	210767	1/18/2022	1/18/2022	\$ 1,311.50	Engineering	3-784
Langan Engineering and Env. Svcs. Inc	347967	1/18/2022	2/17/2022	\$ 5,453.50	Engineering	3-784
McGeady Becher P.C.	685W 11/2021	11/30/2021	11/30/2021	\$ 903.00	Legal	3-675
McGeady Becher P.C.	685W 11/2021	11/30/2021	11/30/2021	\$ 602.00	Legal	1-675
Special District Management Services	Dec-21	12/31/2021	12/31/2021	\$ 257.60	Accounting	1-612
Special District Management Services	Dec-21	12/31/2021	12/31/2021	\$ 386.40	Management / Accounting	3-612
Special District Management Services	Dec-21	12/31/2021	12/31/2021	\$ 43.10	Miscellaneous	1-685
Special District Management Services	Dec-21	12/31/2021	12/31/2021	\$ 221.40	District Management	3-614
Special District Management Services	Dec-21	12/31/2021	12/31/2021	\$ 147.60	Management	1-614
				\$461,698.84		

ACC Metropolitan District
January-22

	General	Debt	Capital	Totals
Disbursements	\$ 1,050.30		\$ 460,648.54	\$ 461,698.84
<u>Total Disbursements from Checking Acct</u>	<u>\$ 1,050.30</u>	<u>\$ -</u>	<u>\$ 460,648.54</u>	<u>\$ 461,698.84</u>

ACC Metropolitan District
February-22

Vendor	Invoice #	Date	Due Date	Amount in USD	Expense Account	Account Number
Kimley Horn and Associates, Inc.	096583000-1221	12/31/2021	12/31/2021	808.04	Engineering	3-784
Matrix Design Group	35489	1/27/2022	2/26/2022	11,856.25	Engineering	3-784
McGeady Becher P.C.	685W 12-2021	12/31/2021	12/31/2021	159.88	Legal	3-675
McGeady Becher P.C.	685W 12-2021	12/31/2021	12/31/2021	106.58	Legal	1-675
Special District Management Services	Jan-22	1/31/2022	1/31/2022	432.16	Accounting	1-612
Special District Management Services	Jan-22	1/31/2022	1/31/2022	648.24	Management / Accounting	3-612
Special District Management Services	Jan-22	1/31/2022	1/31/2022	45.87	Miscellaneous	1-685
Special District Management Services	Jan-22	1/31/2022	1/31/2022	169.20	District Management	3-614
Special District Management Services	Jan-22	1/31/2022	1/31/2022	112.80	Management	1-614
				14,339.02		

ACC Metropolitan District
February-22

	General	Debt	Capital	Totals
Disbursements	\$ 697.41		\$ 13,641.61	\$ 14,339.02
<u>Total Disbursements from Checking Acct</u>	<u>\$ 697.41</u>	<u>\$ -</u>	<u>\$ 13,641.61</u>	<u>\$ 14,339.02</u>

ACC Metropolitan District
March-22

Vendor	Invoice #	Date	Due Date	Amount in USD	Expense Account	Account Number
Adams County Treasure	R0172849	3/14/2022	3/14/2022	\$ 4.56	Treasurer's Fees	1-700
Aurora Regional Transportation Authority	3/7/2022	3/7/2022	3/7/2022	\$ 16,150.06	ARTA One Mill Levy	2-620
Kimley Horn and Associates, Inc.	096583002-0122	1/31/2022	1/31/2022	\$ 3,328.25	Engineering	3-784
Kimley Horn and Associates, Inc.	096583000-0122	1/31/2022	1/31/2022	\$ 1,095.69	Engineering	3-784
Kumar & Associates, Inc.	211306	2/17/2022	2/17/2022	\$ 1,615.50	Engineering	3-784
Langan Engineering and Env. Svcs. Inc	LAN 0349280	2/14/2022	3/16/2022	\$ 2,581.80	Engineering	3-784
Matrix Design Group	35792	3/4/2022	4/3/2022	\$ 4,928.00	Engineering	3-784
McGeady Becher P.C.	685W 1-2022	1/31/2022	1/31/2022	\$ 481.50	Legal	3-675
McGeady Becher P.C.	685W 1-2022	1/31/2022	1/31/2022	\$ 321.00	Legal	1-675
Special District Association of Colorado	2022 SDA	2/23/2022	3/25/2022	\$ 310.22	Insurance/SDA Dues	1-670
Special District Management Services	22-Feb	2/28/2022	2/28/2022	\$ 414.40	Accounting	1-612
Special District Management Services	22-Feb	2/28/2022	2/28/2022	\$ 621.60	Management / Accounting	3-612
Special District Management Services	22-Feb	2/28/2022	2/28/2022	\$ 9.53	Miscellaneous	1-685
Special District Management Services	22-Feb	2/28/2022	2/28/2022	\$ 118.40	Election	1-680
Special District Management Services	22-Feb	2/28/2022	2/28/2022	\$ 266.88	District Management	3-614
Special District Management Services	22-Feb	2/28/2022	2/28/2022	\$ 177.92	Management	1-614
				\$ 32,425.31		

ACC Metropolitan District
March-22

	General	Debt	Capital	Totals
Disbursements	\$ 1,356.03	\$ 16,150.06	\$ 14,919.22	\$ 32,425.31
<u>Total Disbursements from Checking Acct</u>	<u>\$ 1,356.03</u>	<u>\$ 16,150.06</u>	<u>\$ 14,919.22</u>	<u>\$ 32,425.31</u>

ACC Metropolitan District
April-22

Vendor	Invoice #	Date	Due Date	Amount	Expense Account	Account Number
Aurora Media Group	102552	3/17/2022	4/16/2022	\$ 62.20	Election	1-680
Concrete Express, Inc.	Pay App 16	12/25/2021	4/18/2022	\$202,328.43	Capital Outlay	3-790
Concrete Express, Inc.	Pay App 16	12/25/2021	4/18/2022	\$ (10,116.42)	Retainage Payable	3-318
Concrete Express, Inc.	Pay App 18	2/25/2022	4/18/2022	\$103,280.00	Capital Outlay	3-790
Concrete Express, Inc.	Pay App 18	2/25/2022	4/18/2022	\$ (5,164.00)	Retainage Payable	3-318
Concrete Express, Inc.	Pay App 17	1/25/2022	4/18/2022	\$450,958.06	Capital Outlay	3-790
Concrete Express, Inc.	Pay App 17	1/25/2022	4/18/2022	\$ (22,549.79)	Retainage Payable	3-318
Kimley Horn and Associates, Inc.	096583000-0222	2/28/2022	2/28/2022	\$ 1,066.92	Engineering	3-784
Langan Engineering and Env. Svcs. Inc	LAN 0351253	3/15/2022	4/14/2022	\$ 2,870.40	Engineering	3-784
Matrix Design Group	36024	3/31/2022	4/18/2022	\$ 6,860.00	Engineering	3-784
McGeady Becher P.C.	685W 02/2022	2/28/2022	2/28/2022	\$ 1,140.00	Legal	3-675
McGeady Becher P.C.	685W 02/2022	2/28/2022	2/28/2022	\$ 760.00	Legal	1-675
Special District Management Services	Mar-22	3/31/2022	3/31/2022	\$ 331.52	Accounting	1-612
Special District Management Services	Mar-22	3/31/2022	3/31/2022	\$ 497.28	Management / Accounting	3-612
Special District Management Services	Mar-22	3/31/2022	3/31/2022	\$ 30.60	Miscellaneous	1-685
Special District Management Services	Mar-22	3/31/2022	3/31/2022	\$ 296.00	Election	1-680
Special District Management Services	Mar-22	3/31/2022	3/31/2022	\$ 492.00	District Management	3-614
Special District Management Services	Mar-22	3/31/2022	3/31/2022	\$ 328.00	Management	1-614
Union Pacific Railroad Company	90114351	3/17/2022	3/17/2022	\$ 1,382.07	Engineering	3-784
				\$734,853.27		

ACC Metropolitan District
April-22

	General	Debt	Capital	Totals
Disbursements	\$ 1,808.32		\$ 733,044.95	\$ 734,853.27
<u>Total Disbursements from Checking Acct</u>	<u>\$ 1,808.32</u>	<u>\$ -</u>	<u>\$ 733,044.95</u>	<u>\$ 734,853.27</u>

ACC Metropolitan District
May-22

Vendor	Invoice #	Date	Due Date	Amount	Expense Account	Account Number
Kimley Horn and Associates, Inc.	096583000-0322	3/31/2022	3/31/2022	\$ 415.79	Engineering	3-784
Kimley Horn and Associates, Inc.	096583002-0422	4/30/2022	4/30/2022	\$ 5,948.24	Engineering	3-784
Kimley Horn and Associates, Inc.	096583002-0322	3/31/2022	3/31/2022	\$ 6,735.73	Engineering	3-784
Kimley Horn and Associates, Inc.	096583003-0322	3/31/2022	3/31/2022	\$ 1,105.00	Engineering	3-784
Matrix Design Group	36262	3/31/2022	3/31/2022	\$ 7,216.00	Engineering	3-784
McGeady Becher P.C.	685W 03/2022	3/31/2022	3/31/2022	\$ 3,749.40	Legal	3-675
McGeady Becher P.C.	685W 03/2022	3/31/2022	3/31/2022	\$ 2,499.60	Legal	1-675
Special District Management Services	Apr-22	4/30/2022	4/30/2022	\$ 509.12	Accounting	1-612
Special District Management Services	Apr-22	4/30/2022	4/30/2022	\$ 763.68	Management / Accounting	3-612
Special District Management Services	Apr-22	4/30/2022	4/30/2022	\$ 6.20	Miscellaneous	1-685
Special District Management Services	Apr-22	4/30/2022	4/30/2022	\$ 44.40	Election	1-680
Special District Management Services	Apr-22	4/30/2022	4/30/2022	\$ 310.80	District Management	3-614
Special District Management Services	Apr-22	4/30/2022	4/30/2022	\$ 207.20	Management	1-614
				\$29,511.16		

ACC Metropolitan District
May-22

	General	Debt	Capital	Totals
Disbursements	\$ 3,266.52		\$ 26,244.64	\$ 29,511.16
<u>Total Disbursements from Checking Acct</u>	<u>\$ 3,266.52</u>	<u>\$ -</u>	<u>\$ 26,244.64</u>	<u>\$ 29,511.16</u>

ACC METROPOLITAN DISTRICT
Schedule of Cash Position
March 31, 2022

	<u>Rate</u>	<u>Operating</u>	<u>Debt Service</u>	<u>Capital Projects</u>	<u>Total</u>
Checking:					
Cash in Bank-FirstBank		\$ 50,180.43	\$ 556,173.19	\$ 2,173,405.13	\$ 2,779,758.75
Investments:					
Cash in Bank-ColoTrust	0.1001%	23.94	-	2,457.89	2,481.83
Trustee:					
Zion Bank Project Fund		-	10,814.97	-	10,814.97
Zion Bank Cap Interest Fund		-	0.51	-	0.51
Zion Bank Pledged Revenue		-	0.38	-	0.38
Zion Bank 2019A Loan Pymt Fund		-	2,804.30	-	2,804.30
Zion Bank 2019B Loan Pymt Fund		-	3,425.42	-	3,425.42
TOTAL FUNDS:		<u>\$ 50,204.37</u>	<u>\$ 573,218.77</u>	<u>\$ 2,175,863.02</u>	<u>\$ 2,799,286.16</u>

2022 Mill Levy Information

Certified General Fund Mill Levy	3.388
Certified Debt Service Fund Mill Levy	32.612
ARTA Mill Levy	<u>1.000</u>
Total Certified Mill Levy	<u>37.000</u>

Board of Directors

* Julie von Clausburg
* John E. Strabel
Brenda Lamer

*authorized signer on checking account

ACC METROPOLITAN DISTRICT
FINANCIAL STATEMENTS
March 31, 2022

ACC METROPOLITAN DISTRICT
COMBINED BALANCE SHEET - ALL FUND TYPES AND ACCOUNT GROUPS
March 31, 2022

	<u>GENERAL</u>	<u>DEBT SERVICE</u>	<u>CAPITAL PROJECTS</u>	<u>FIXED ASSETS</u>	<u>LONG-TERM DEBT</u>	<u>TOTAL MEMO ONLY</u>
Assets						
Cash in Bank-FirstBank	\$ 50,180	\$ 556,173	\$ 2,173,405	\$ -	\$ -	\$ 2,779,759
Cash in Bank-ColoTrust	24	-	2,458	-	-	2,482
Zion Bank Project Fund	-	10,815	-	-	-	10,815
Zion Bank Cap Interest Fund	-	1	-	-	-	1
Zion Bank 2019A Loan Pymt Fund	-	2,804	-	-	-	2,804
Zion Bank 2019B Loan Pymt Fund	-	3,425	-	-	-	3,425
Property Taxes Receivable	77,406	767,942	-	-	-	845,348
Construction in progress	-	-	-	12,449,171	-	12,449,171
Total Current Assets	<u>127,610</u>	<u>1,341,161</u>	<u>2,175,863</u>	<u>12,449,171</u>	<u>-</u>	<u>16,093,805</u>
Other Debits						
Amount in Debt Service Fund	-	-	-	-	557,069	557,069
Amount to be Provided for Debt	-	-	-	-	24,396,990	24,396,990
Total Other Debits	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>24,954,058</u>	<u>24,954,058</u>
Total Assets	<u>\$ 127,610</u>	<u>\$ 1,341,161</u>	<u>\$ 2,175,863</u>	<u>\$ 12,449,171</u>	<u>\$ 24,954,058</u>	<u>\$ 41,047,863</u>
Liabilities						
Accounts Payable	\$ -	\$ 16,150	\$ -	\$ -	\$ -	\$ 16,150
Retainage Payable	-	-	113,862	-	-	113,862
Series 2019A Loan	-	-	-	-	9,305,000	9,305,000
Series 2019B Loan	-	-	-	-	5,180,673	5,180,673
Operational Funding-Due Dev	-	-	-	-	71,312	71,312
Capital Funding-Due Developer	-	-	-	-	4,606,898	4,606,898
Operational-Developer Adv Int	-	-	-	-	20,675	20,675
Capital-Developer Adv Interest	-	-	-	-	588,827	588,827
Total Liabilities	<u>-</u>	<u>16,150</u>	<u>113,862</u>	<u>-</u>	<u>24,954,058</u>	<u>25,084,070</u>
Deferred Inflows of Resources						
Deferred Property Taxes	77,406	767,942	-	-	-	845,348
Total Deferred Inflows of Resources	<u>77,406</u>	<u>767,942</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>845,348</u>
Fund Balance						
Investment in Fixed Assets	-	-	-	12,449,171	-	12,449,171
Fund Balance	47,360	492,592	2,090,562	-	-	2,630,513
Current Year Earnings	2,845	64,477	(28,561)	-	-	38,761
Total Fund Balances	<u>50,204</u>	<u>557,069</u>	<u>2,062,002</u>	<u>12,449,171</u>	<u>-</u>	<u>15,118,445</u>
Total Liabilities, Deferred Inflows of Resources and Fund Balance	<u>\$ 127,610</u>	<u>\$ 1,341,161</u>	<u>\$ 2,175,863</u>	<u>\$ 12,449,171</u>	<u>\$ 24,954,058</u>	<u>\$ 41,047,863</u>

ACC METROPOLITAN DISTRICT
Statement of Revenues, Expenditures and Changes in Fund Balance - Budget and Actual
For the 3 Months Ending
March 31, 2022
General Fund

<u>Account Description</u>	<u>Period Actual</u>	<u>YTD Actual</u>	<u>Budget</u>	<u>Favorable (Unfavorable) Variance</u>	<u>% of Budget</u>
Revenues					
Property Tax Revenue	\$ 7,853	\$ 7,853	\$ 85,259	\$ (77,406)	9.2%
Specific Ownership Taxes	392	392	2,200	(1,808)	17.8%
Total Revenues	<u>8,245</u>	<u>8,245</u>	<u>87,459</u>	<u>(79,214)</u>	<u>9.4%</u>
Expenditures					
Accounting	847	847	11,000	10,153	7.7%
District Management	291	291	15,000	14,709	1.9%
Audit	-	-	7,000	7,000	0.0%
Insurance/SDA Dues	3,283	3,283	4,000	717	82.1%
Legal	428	428	15,000	14,572	2.9%
Election	118	118	3,000	2,882	0.04
Miscellaneous	311	311	2,000	1,689	15.6%
Treasurer's Fees	122	122	1,279	1,157	9.6%
Emergency Reserve	-	-	2,624	2,624	0.0%
Total Expenditures	<u>5,400</u>	<u>5,400</u>	<u>60,903</u>	<u>55,503</u>	<u>8.9%</u>
Excess (Deficiency) of Revenues Over Expenditures	2,845	2,845	26,556	(23,710)	
Beginning Fund Balance	47,360	47,360	24,295	23,065	
Ending Fund Balance	<u>\$ 50,204</u>	<u>\$ 50,204</u>	<u>\$ 50,851</u>	<u>\$ (646)</u>	

ACC METROPOLITAN DISTRICT
Statement of Revenues, Expenditures and Changes in Fund Balance - Budget and Actual
For the 3 Months Ending
March 31, 2022
Debt Service Fund

<u>Account Description</u>	<u>Period Actual</u>	<u>YTD Actual</u>	<u>Budget</u>	<u>Favorable (Unfavorable) Variance</u>	<u>% of Budget</u>
Revenues					
Property Tax Revenue	\$ 75,589	\$ 75,589	\$ 820,684	\$ (745,095)	9.2%
Specific ownership tax	3,889	3,889	25,000	(21,111)	15.6%
ARTA Revenue	2,318	2,318	25,165	(22,847)	9.2%
Interest Income	0	0	25	(25)	1.0%
Total Revenues	<u>81,796</u>	<u>81,796</u>	<u>870,874</u>	<u>(789,078)</u>	<u>9.4%</u>
Expenditures					
Note Principal	-	-	40,000	40,000	0.0%
Note Interest	-	-	365,756	365,756	0.0%
ARTA - one mill levy	16,185	16,185	-	(16,185)	-
Paying Agent Fees	-	-	8,000	8,000	0.0%
Treasurer's Fees	1,134	1,134	12,310	11,176	9.2%
Total Expenditures	<u>17,319</u>	<u>17,319</u>	<u>447,066</u>	<u>429,747</u>	<u>3.9%</u>
Excess (Deficiency) of Revenues Over Expenditures	64,477	64,477	423,808	(359,331)	
Beginning Fund Balance	492,592	492,592	763,907	(271,315)	
Ending Fund Balance	<u>\$ 557,069</u>	<u>\$ 557,069</u>	<u>\$ 1,187,715</u>	<u>\$ (630,646)</u>	

ACC METROPOLITAN DISTRICT
Statement of Revenues, Expenditures and Changes in Fund Balance - Budget and Actual
For the 3 Months Ending
March 31, 2022
Capital Projects Fund

<u>Account Description</u>	<u>Period Actual</u>	<u>YTD Actual</u>	<u>Budget</u>	<u>Favorable (Unfavorable) Variance</u>	<u>% of Budget</u>
Revenues					
2019A Loan Proceeds	\$ -	\$ -	\$ 575,060	\$ (575,060)	0.0%
Total Revenues	<u>0</u>	<u>0</u>	<u>575,060</u>	<u>(575,060)</u>	<u>0.0%</u>
Expenditures					
Management / Accounting	1,270	1,270	6,000	4,730	21.2%
District Management	436	436	9,000	8,564	4.8%
Legal	641	641	15,000	14,359	4.3%
Professional Services	-	-	15,000	15,000	0.0%
Engineering	26,214	26,214	600,000	573,786	4.4%
Capital Outlay	-	-	1,487,996	1,487,996	0.0%
Contingency	-	-	100,000	100,000	0.0%
Total Expenditures	<u>28,561</u>	<u>28,561</u>	<u>2,232,996</u>	<u>2,204,435</u>	<u>1.3%</u>
Excess (Deficiency) of Revenues Over Expenditures	(28,561)	(28,561)	(1,657,936)	1,629,375	
Beginning Fund Balance	2,090,562	2,090,562	1,657,936	432,626	
Ending Fund Balance	<u>\$ 2,062,002</u>	<u>\$ 2,062,002</u>	<u>\$ -</u>	<u>\$ 2,062,002</u>	

PUBLIC IMPROVEMENT DEFERRAL AGREEMENT
(ROADWAY IMPROVEMENTS)

This Agreement, made this _____ day of _____, 20____, by and between the ACC Metropolitan District, a quasi-municipal corporation and political subdivision of the State of Colorado, referred to as "**District**," and the City of Aurora, Colorado, a municipal corporation for the State of Colorado, hereinafter referred to as "**Aurora**" or the "**City**."

WITNESSETH:

WHEREAS, pursuant to the authority granted to the District by its Service Plan, as approved by the City Council of the City of Aurora on September 8, 2003, as it may be amended from time to time (the "**Service Plan**"), the District was formed, among other things, to provide for the design, construction and financing of public improvements to benefit properties within its boundaries, which include the Aurora Commerce Center, in the City of Aurora, County of Adams, State of Colorado.

WHEREAS, the Service Plan for the District contemplated that the District would be responsible for certain improvements to Picadilly Road, including those improvements as set forth on the construction plans attached hereto and incorporated herein as **Exhibit A** (the "**Deferred Improvements**"), which construction plans have been approved by the City;

WHEREAS, Deferred Improvements are the all improvements within the approved plans (COA EDN 221219), except those depicted within this exhibit a noted as "non-deferred construction".

Commented [BJH1]: COA Engineers to review exhibit and confirm understanding of deferred improvements

WHEREAS, certain of the Deferred Improvements will also require approval and permits from the Union Pacific Railroad Company ("**UPRR**") as well as the Colorado Public Utilities Commission ("**PUC**"), which UPRR and PUC permits and approvals have not yet been obtained;

WHEREAS, there are a number of improvements that constitute the complete construction of the public improvements (the "**Ultimate Build Improvements**") as contained within approved Civil Plans (EDN XXXXXXX), dated DATE, prepared by Kimley..., "~~storm~~" (this agreement) including, but not limited to the Deferred Agreements set forth herein and certain other ~~and "roadway"~~ storm sewer improvements" as set forth in a separate deferral agreement (the Storm Deferral Agreement) and "non-deferred" improvements, as defined in Exhibits -A ("Deferred Improvements"), B (Storm Sewer Improvements), and C (Non-Deferred Improvements), and "roadway" is covered under a separate deferral agreement

Commented [BJH2]: Requirements to move forward:
-UPRR Utility Permit
-Funding in place
Anything else???

WHEREAS, at this time the City and other third-parties are not yet ready to commence construction of all portions of the **Ultimate Build Improvements for a variety of reasons**;

~~WHEREAS, construction of the Deferred Improvements without construction of the Concurrent Obligations will result in inefficiencies and cost increases for both the Deferred Improvements and the Concurrent Obligations;~~

WHEREAS, the District has issued general obligation indebtedness that is to be repaid from the imposition of a mill levy and the ad valorem tax revenue generated there from;

WHEREAS, the District will benefit from the development of property within the District to create a tax base to repay the District's general obligation indebtedness;

WHEREAS, certain real property within the District is anticipated to be developed, namely: Aurora Commerce Center Subdivision Filing No 3, Lots 1 and 2, and Block 1 (the "Property");

WHEREAS, in connection with the development of the Property, the District has the obligation to complete the Deferred Improvements;

WHEREAS, the District has requested that the Property be allowed to develop and an Occupancy Permit from Aurora granted therefore without having installed the Deferred Improvements; and

WHEREAS, pursuant to City Code Section 146-5.3.19(b), the Director of Public Works has granted a deferral of the Deferred Improvements.

NOW, THEREFORE, in consideration of the foregoing premises and further consideration of Aurora deferring the installation of the Deferred Improvements, IT IS AGREED:

1. That Aurora shall issue the Occupancy Permit requested.
2. Within 180 days following the mutual execution hereof, the City and the District will agree on an intergovernmental reimbursement agreement (the "**Roadway Reimbursement IGA**") pursuant to which the Deferred Improvements will be constructed. The Roadway Reimbursement IGA will provide the terms for the bidding, construction and funding of both the Deferred Improvements and certain of the **Concurrent Improvements** **Ultimate Build Improvements**. The Roadway Reimbursement IGA will identify that if the District is the constructing party for both the **Ultimate Build Improvements** **Concurrent Improvements** and the Deferred Improvements, that the City will segregate funds to pay for that portion of the **Ultimate Build Improvements** for which the City is responsible **Concurrent Improvements** and make the same available to the District to draw upon as certain construction milestones are satisfied. If, however, the Roadway Reimbursement IGA identifies the City as the constructing party, then, the District will adopt an Appropriations Resolution that appropriates the funds necessary for the Deferred Improvements and the District will make the same available to the City as certain construction milestones are satisfied. The exact terms and conditions of the Roadway Reimbursement Agreement shall be mutually agreeable to the Parties and the same shall be deemed incorporated herein at such time as the Roadway Reimbursement IGA is executed.
- ~~2-3.~~ That the District, for itself, its heirs, successors and assigns, agrees with Aurora that within six (6) months following the later to occur of: (a) the date the UPRR and PUC approvals/permits are obtained; (b) the date the **Roadway Reimbursement IGA** is approved by both Parties and executed; and (c) the date upon which Aurora gives written notice by Certified Mail to the District, the District shall commence construction of the Deferred Improvements in accordance with the **Roadway Reimbursement IGA** or ~~cause an Appropriations Resolution to be adopted that commits payment to Aurora of sufficient funds, as determined by Aurora in~~ provide a method of security as provided in Code Section 146-5.3.19(c), for the installation of the Deferred Improvements. Aurora may issue said notice at any time, including but not limited to, such time as the Director of

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Public Works determines that additional public improvement construction is to occur adjacent to or near the above-described Property.

Commented [BJH3]: Paragraph stays the same for storm and roadway deferral agreements

~~3-4.~~ Failure of the District to respond and comply (as defined in City Code Section 146-5.3.19(b) with the notice given by Aurora to commence construction of the public improvements or adopt the Appropriations Resolution committing funds for the installation of the Deferred Improvements shall constitute the District's consent to Aurora's pursuit of one or more of the following remedies:

A. Application of the funds which are payable or due the City to the construction of said public improvements or institute suit in any court of competent jurisdiction to obtain the amount which may be due and owing to it either on any method of security or for breach of contract or such other remedy as may be appropriate.

~~A-B.~~ Draw on the security provided by the District ~~Performance Bond??~~

Commented [BJH4]: What other authority does the district belong to?

~~4-5.~~ In the event the City creates a special improvement district for the construction of the said public improvements with Aurora, the District, for itself, its heirs, successors, and assigns, agrees this Agreement shall constitute District's consent to and petition for the creation of a special improvement district by Aurora for the construction of the public improvements required by the above-referenced Covenant. The Property shall be assessed for the costs of construction, engineering, and incidentals in conjunction with the creation of said improvement district. Said costs shall represent the special benefits accruing to the Property due to the construction of said public improvements. The assessment of said costs shall constitute a lien against the Property described herein until fully paid.

VR: Potential for Performance Bond? Paula to confirm if this is something the MD can obtain.

LOC likely not possible.

~~6.~~ The City agrees that it will authorize an approval extension of the expiration of the currently approved civil plans (EDN XXXXXX) for a period of five (5) years following the date hereof. The City reserves the right to request revision, prior to issuance of Public Improvement Permit, to approved civil plans if the City's code and criteria have been updated, and the updates impact public health and safety.

Commented [BJH5]: Victor/Haley to look into option to adjust civil plan approval notation from one year to 5 years and reference deferral agreement

~~5-7.~~ This Agreement shall be recorded with the Clerk and Recorder of Adams County, and shall run with the land, and shall be binding upon and inure to the benefit of the heirs, successors, and assignees of the parties hereto.

Might need option for updates to improvements based on new standards 5 years from now – maybe limit to public health & safety.

IN WITNESS WHEREOF, the Parties have caused their names to be hereunto subscribed this ____ day of _____, 20__.

DISTRICT:

ACC METROPOLITAN DISTRICT, a quasi-municipal corporation and political subdivision of the State of Colorado

By: _____

Title: _____

STATE OF COLORADO)
County of) ss.
)

The foregoing Agreement was acknowledged before me this ____ day of _____, 20__, by _____ as President of the ACC Metropolitan District, a quasi-municipal corporation and political subdivision of the State of Colorado.

Witness my hand and official seal.

Notary Public

My Commission expires: _____

CITY OF AURORA:

Director of Public Works

Approved as to form

Reviewed by City Engineer

Reviewed by Aurora Water

Reviewed by Real Property

PUBLIC IMPROVEMENT DEFERRAL AGREEMENT
(STORM SEWER IMPROVEMENTS)

This Agreement, made this _____ day of _____, 20____, by and between the ACC Metropolitan District, a quasi-municipal corporation and political subdivision of the State of Colorado, referred to as "**District**," and the City of Aurora, Colorado, a municipal corporation for the State of Colorado, hereinafter referred to as "**Aurora**" or the "**City**."

WITNESSETH:

WHEREAS, pursuant to the authority granted to the District by its Service Plan, as approved by the City Council of the City of Aurora on September 8, 2003, as it may be amended from time to time (the "**Service Plan**"), the District was formed, among other things, to provide for the design, construction and financing of public improvements to benefit properties within its boundaries, which include the Aurora Commerce Center, in the City of Aurora, County of Adams, State of Colorado.

WHEREAS, the Service Plan for the District contemplated that the District would be responsible for certain public improvements, including those storm sewer improvements as set forth on the construction plans attached hereto and incorporated herein as **Exhibit A** (the "**Deferred Improvements**"), which construction plans have been approved by the City;

WHEREAS, Deferred Improvements are the all improvements within the approved plans (COA EDN 221219), except those depicted within this exhibit a noted as "non-deferred construction".

WHEREAS, certain of the Deferred Improvements will also require approval and permits from the Union Pacific Railroad Company ("**UPRR**"), which UPRR permits and approvals have not yet been obtained;

WHEREAS, there are a number of improvements that constitute the complete construction of the public improvements (the "**Ultimate Build Improvements**") as contained within approved Civil Plans (EDN XXXXXXXX), dated DATE, prepared by Kimley..., including, but not limited to those Deferred Improvements set forth herein and certain other roadway improvements (the "**Roadway Improvements**") to be set forth in a separate deferral agreement (the "**Roadway deferral Agreement**") and "non-deferred", as defined in Exhibits A (Deferred Improvements), B (Roadway Improvements), and C (Non-Deferred Improvements).

WHEREAS, at this time the City and other third-parties are not yet ready to commence construction of all portions of the **Ultimate Build Improvements** for a variety of reasons;

WHEREAS, the District has issued general obligation indebtedness that is to be repaid from the imposition of a mill levy and the ad valorem tax revenue generated there from;

WHEREAS, the District will benefit from the development of property within the District to create a tax base to repay the District's general obligation indebtedness;

WHEREAS, certain real property within the District is anticipated to be developed, namely: Aurora Commerce Center Subdivision Filing No 3, Lots 1 and 2, and Block 1 (the "**Property**");

WHEREAS, in connection with the development of the Property, the District has the obligation to complete the Deferred Improvements;

WHEREAS, the District has requested that the Property be allowed to develop and an Occupancy Permit from Aurora granted therefore without having installed the Deferred Improvements; and

WHEREAS, pursuant to City Code Section 146-5.3.19(b), the Director of Public Works has granted a deferral of the Deferred Improvements.

NOW, THEREFORE, in consideration of the foregoing premises and further consideration of Aurora deferring the installation of the Deferred Improvements, IT IS AGREED:

1. That Aurora shall issue the Occupancy Permit requested.
2. That the District, for itself, its heirs, successors and assigns, agrees with Aurora that within six (6) months following the later to occur of: (a) the date the UPRR approvals/permits are obtained; and (b) the date upon which Aurora gives written notice by Certified Mail to the District, the District shall commence construction of the Deferred Improvements in accordance with this Agreement and the terms of that certain Roadway Construction and Cost Reimbursement Agreement dated _____, 2022 by and between the Parties (the “**Reimbursement IGA**”) or secure the same by a method of security as provided in Code Section 146-5.3.19(c), for the installation of the Deferred Improvements. Aurora may issue said notice at any time, including but not limited to, such time as the Director of Public Works determines that additional public improvement construction is to occur adjacent to or near the above-described Property.
3. Failure of the District to respond and comply (as defined in City Code Section 146-5.3.19(b) with the notice given by Aurora to commence construction of the public improvements or provide security for the installation of the Deferred Improvements shall constitute the District's consent to Aurora's pursuit of one or more of the following remedies:
 - A. Application of the funds which are payable or due the City to the construction of said public improvements or institute suit in any court of competent jurisdiction to obtain the amount which may be due and owing to it either on any method of security or for breach of contract or such other remedy as may be appropriate.
 - B. Draw on any security provided by the District.
4. In the event the City creates a special improvement district for the construction of the said public improvements with Aurora, the District, for itself, its heirs, successors, and assigns, agrees this Agreement shall constitute District's consent to and petition for the creation of a special improvement district by Aurora for the construction of the public improvements required by the above-referenced Covenant. The Property shall be assessed for the costs of construction, engineering, and incidentals in conjunction with the creation of said improvement district. Said costs shall represent the special benefits accruing to the Property due to the construction of said public improvements. The

assessment of said costs shall constitute a lien against the Property described herein until fully paid.

5. The City agrees that it will authorize an approval extension of the expiration of the currently approved civil plans (EDN XXXXXX) for a period of five (5) years following the date hereof. The City reserves the right to request revision, prior to issuance of Public Improvement Permit, to approved civil plans if the City's code and criteria have been updated, and the updates impact public health and safety.
6. This Agreement shall be recorded with the Clerk and Recorder of Adams County, and shall run with the land, and shall be binding upon and inure to the benefit of the heirs, successors, and assignees of the parties hereto.

DRAFT

