

**MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
AEROTROPOLIS AREA COORDINATING METROPOLITAN
DISTRICT
HELD
JULY 29, 2020**

A special meeting of the Board of Directors of the Aerotropolis Area Coordinating Metropolitan District, County of Adams (referred to hereafter as the “Board”) was convened on Wednesday, July 29, 2020, at 3:07 p.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 attending in person at the physical meeting location. The meeting was open to the public via videoconference.

Directors In Attendance Were:

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

Also In Attendance Was:

MaryAnn McGeady, Esq., Elisabeth Cortese, Esq., and Jon Hoistad, Esq.;
McGeady Becher P.C.
Todd Johnson; Terra Forma Solutions, Inc.
Debra Sedgely, Denise Denslow and Anna Jones; CliftonLarsonAllen LLP (“CLA”)
Rita Connerly; Fairfield & Woods P.C.
Saranne Maxwell and Tanya Barton; Kutak Rock LLP

**ADMINISTRATIVE
MATTERS**

Disclosure of Potential Conflicts of Interest: Attorney McGeady discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board of Directors to the Secretary of State. The members of the Board were requested to disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting, and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with statute. It was noted 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.

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 amended.

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 Sheldon, seconded by Director Ferreira and, upon vote unanimously carried, the Board determined that because there was not a suitable or convenient location within the District boundaries to conduct this meeting it was determined to conduct this meeting at the above-stated location, with Director Shearon attending in person. Due to concerns regarding the spread of COVID-19, and the benefits to the control of the virus by limiting in-person contact, the remaining Board members and consultants attended via videoconference. The Board further noted that notice providing the time, date and video link information was duly posted and that no objections, or any requests that the means of hosting the meeting be changed by taxing electors within its boundaries have been received.

Eligible Governmental Entity Agreement with Statewide Internet Portal Authority of Colorado ("EGE"): Attorney McGeady discussed rescinding the approval of the EGE. Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote unanimously carried by roll call, the Board rescinded approval of the EGE.

The Board considered the following actions:

CONSENT
AGENDA

- Ratify approval of Task Order No. 20 under the Master Service Agreement ("MSA") for Planning and Architectural Services by and between the District and Norris Design, Inc. for Park 03 Site Plan, in the amount of \$160,000.
- Ratify approval of Task Order No. 23 under the MSA for Planning and Landscape Architecture Services by and between the District and Norris Design, Inc. for Infrastructure Site Plan 04, in the amount of \$115,000.

- Discuss and consider approval of an Intergovernmental Agreement Regarding Design and Construction of The Aurora Highlands Parkway (“IGA”) by and between the Aerotropolis Regional Transportation Authority (“ARTA”) and Aerotropolis Area Coordinating Metropolitan District (“District”).

Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Shearon and, upon vote, unanimously carried, the Board determined to defer Task Order No. 20 and Task Order No. 23 under the MSA for Planning and Landscape Architecture Services with Norris Design, Inc. to the next agenda and approve the IGA by and between ARTA and the District.

LEGAL MATTERS None.

FINANCIAL MATTERS

The Aurora Highlands Community Authority Board (“CAB”) and District Engineer’s Report and Verification of Costs Associated with Public Improvements, (Draw No. 25), prepared by Schedio Group LLC, in the amount of \$3,412,016.46: Attorney McGeady and Ms. Sedgely reviewed Draw No. 25 with the Board. Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Shearon and, upon vote, unanimously carried by roll call, the Board approved the Engineer’s Report and Verification of Costs Report Associated with the Public Improvements (Draw No. 25), prepared by Schedio Group LLC, in the amount of \$3,412,016.46.

CAPITAL PROJECTS

Draw Request No. 25: Mr. Johnson presented the Board with Draw Request No. 25.

Following discussion, upon motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote unanimously carried by roll call, the Board approved Draw Request No. 25, in the amount of \$3,461,285.68 represented by check nos. 1674 through 1704, as shown below:

Developer	\$ -
AACMD (spine) Bond A	\$3,348,257.51 (1)
AACMD (in-tract) Bond B	\$ 12,461.18 (2)
ARTA	\$ 49,269.22 (3)
ATEC (spine)	<u>\$ 51,297.77 (2)</u>
Total:	\$3,461,285.68

Attorney McGeady advised the Board that a waiver will be requested for Draw No. 2 on 2020A Bonds due to the project cost job coding not being complete. The Board acknowledged this requirement.

Project Cost Job Coding: Mr. Johnson reported on the status of project cost job coding with the Board.

ARTA MATTERS

There were no ARTA matters for discussion at this time.

OTHER BUSINESS

Executive Session: The Board notified those present that it would need to convene in Executive Session for the purpose of receiving legal advice on specific legal questions regarding contract negotiations.

Pursuant to Sections 24-6-402(4)(b) and (e), C.R.S., and upon a motion made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried by roll call, the Board, District Counsel and District Management convened in Executive Session at 3:21 p.m. for the purposes of receiving legal advice on specific legal questions regarding contract negotiations. The Board did not engage in substantial discussion of any matter not enumerated in Section 24-6-402(4), C.R.S. The Board did not adopt any proposed policy, position, resolution, rule, regulation or formal action. At no time during the executive session did Denise Denslow or Anna Jones participate in or influence the Board's deliberations.

Pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S., no record will be kept of those portions of the Executive Session that, in the opinion of the Board's attorneys, constitute privileged attorney-client communication pursuant to Section 24-6-402(4), C.R.S.

The executive session meeting was adjourned at 3:57 upon a motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote unanimously carried by roll call.

ADJOURNMENT

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

Respectfully submitted,

DocuSigned by:

Cindy Shearon

22D0DB3A872B4F8...

Secretary for the Meeting

Attorney Statement

REGARDING PRIVILEGED ATTORNEY-CLIENT COMMUNICATION

Pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S., I attest that, in my capacity as the attorney representing Aerotropolis Area Coordinating Metropolitan District, I attended the executive session meeting of Aerotropolis Area Coordinating Metropolitan District convened at 3:21 p.m., on July 29, 2020, for the purposes of receiving legal advice on specific legal questions regarding contract negotiations, as authorized by Sections 24-6-402(4)(b) and (e) C.R.S. I further attest it is my opinion that all of the executive session discussion constituted a privileged attorney-client communication and, based on that opinion, no further record, written or electronic, was kept or required to be kept pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S.

MaryAnn M. McGeady

MaryAnn McGeady, Attorney for the District
July 29, 2020