

**MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
AEROTROPOLIS AREA COORDINATING
METROPOLITAN DISTRICT (“DISTRICT”)
HELD
NOVEMBER 23, 2020**

A special meeting of the Board of Directors of the District, County of Adams (referred to hereafter as the “Board”) was convened on Monday, November 23, 2020 at 3:00 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
Michael Sheldon
Carla Ferreira
Cynthia (“Cindy”) Shearon (at physical location)

Also In Attendance Was:

MaryAnn McGeady, Esq., Elisabeth A. Cortese, Esq. and Jon Hoistad, Esq.;
McGeady Becher P.C.
Chad Rabon, Tony Felitsky and Jeff Dohlby; AECOM
Debra Sedgeley, Denise Denslow, Anna Jones and Nic Carlson;
CliftonLarsonAllen LLP (“CLA”)
Kamille Curylo, Esq. and Tanya Lawless, Esq.; Kutak Rock LLP
Rita Connerly, Esq.; Fairfield and Woods P.C.
Lukasz Dubaj; Mortenson Construction

**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.

Quorum/Confirmation of Meeting Location/Posting of Notice: A quorum for the special meeting was confirmed. 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 taxpaying electors within its boundaries have been received.

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.

Public Comment: There was no public comment.

Meeting Schedule for 2021 and Resolution Establishing Regular Meeting Dates, Times and Location, and Designating Location for Posting 24-Hour Notices: Discussion ensued, and the Board determined to hold regular meetings in 2021 on the third Thursdays of each month at 3:00 p.m. beginning in February, with the January regular meeting to be held on the fourth Monday at 3:00 p.m. Following discussion, upon a motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote, unanimously carried, the Board adopted the Resolution Establishing Regular Meeting Dates, Times and Location, and Designating Location for Posting 24-Hour Notices.

**CONSENT
AGENDA**

The Board considered the following actions:

- A. Discuss and confirm renewal of 2021 Property and Liability Policy and Special District Association
- B. Discuss Section 32-1-809, C.R.S., reporting requirements (Transparency Notice) and mode of eligible elector notification (post on SDA website).

Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote unanimously carried, the Board approved the Consent Agenda.

LEGAL MATTERS **Relocation Reimbursement Agreement by and between the District and Zayo Group, LLC:** Attorney McGeady reviewed the need to relocate fiber-optic utilities in order to develop the “Gun Club” property. 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 Relocation Reimbursement Agreement by and between the District and Zayo Group, LLC.

FINANCIAL MATTERS

Claims: Ms. Sedgeley reviewed the interim claims with the Board, noting the correct amount of the claims is \$338,778.33. Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board ratified approval of payment of interim claims, consisting of check no. 1821, in the amount of \$338,778.33.

Lender Funding Request and Payment of Claims for Operating Costs: Ms. Sedgeley reviewed the Lender funding request with the Board. Following discussion, upon a motion duly made by Director Shearon, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board acknowledged approval of the Lender funding request and approved payment of claims for operating costs in the amount of \$57,470.82.

Schedule of Unaudited Financial Statements dated September 30, 2020 and Cash Position Report dated September 30, 2020, updated as of November 20, 2020: Ms. Sedgeley reviewed the Schedule of Unaudited Financial Statements and Cash Position Report 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 accepted the Schedule of Unaudited Financial Statements dated September 30, 2020 and the Cash Position Report dated September 30, 2020, updated as of November 20, 2020.

Public Hearing on Amendment to 2020 Budget: Director Hopper opened the public hearing to consider an amendment to the 2020 Budget.

It was noted that publication of Notice stating that the Board would consider amendment of the 2020 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 the public hearing.

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

Ms. Sedgeley reviewed the 2020 budget amendment 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 2020 budget amendment and adopted the Resolution to Amend the 2020 Budget.

Public Hearing on 2021 Budget: Director Hopper opened the public hearing to consider the proposed 2021 Budget and to discuss related issues.

It was noted that Notice stating that the Board would consider adoption of the 2021 budget and the date, time and place of the public hearing was published pursuant to statute. No written objections were received prior to the public hearing.

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

Ms. Sedgeley presented the proposed 2021 Budget to the Board. The Board reviewed the estimated 2020 expenditures and the proposed 2021 expenditures.

Following discussion, upon motion duly made by Director Ferreira, seconded by Director Sheldon, and upon vote unanimously carried, the Board approved the 2021 Budget, adopted a Resolution to Adopt the 2021 Budget and Appropriate Sums of Money and a Resolution to Set Mill Levies (0.000 mills in the General Fund) and authorized execution of the Certification of Budget. The District Accountant was directed to transmit the Certification of Tax Levies to the Board of County Commissioners of Adams County not later than December 15, 2020. The District Manager was directed to transmit the Certification of Budget to the Division of Local Government no later than January 30, 2021.

DLG-70 Certification of Tax Levies Form: Following discussion, upon a motion duly made by director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board authorized the District Accountant to prepare and sign the DLG-70 Certification of Tax Levies form for certification to the Board of County Commissioners and other interested parties.

The Aurora Highlands Community Authority Board (“CAB”) and District Engineer’s Report and Verification of Costs Associated with Public Improvements (Draw No. 29) prepared by Schedio Group LLC (“Engineer’s Report”): Attorney McGeady reviewed the Engineer’s Report 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 approved the recommendation to the CAB for acceptance of the Engineer’s Report.

Appointment of District Accountant to Prepare 2022 Budget: Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board appointed the District Accountant to prepare the 2022 budget.

Engagement of Fiscal Focus Partners, LLC for Preparation of 2020 Audit: 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 engagement of Fiscal Focus partners, LLC for preparation of the 2020 Audit.

**CAPITAL
PROJECTS**

Draw Request No. 29: Attorney McGeady reviewed Draw Request No. 29 with the Board.

Following discussion, upon motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote unanimously carried by roll call, the Board approved Draw Request No. 29, in the amount of \$9,802,701.97, as shown below:

CAB (A Bonds)	\$6,911,951.01
CAB (B Bonds)	\$ 2,497.00
ARTA	\$2,866,830.46
ATEC	\$ 21,423.50
Total:	\$ 9,802,701.97

**AEROTROPOLIS
AREA
COORDINATING
CAPITAL
PROJECTS**

Task Order No. 012 to Master Service Agreement (“MSA”) for Program Management, Design and Construction Services by and between the District and AECOM Technical Services, Inc. for CMAR Procurement Support:

Following discussion, upon motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board approved **Task Order No. 012** to the MSA for Program Management, Design and Construction Services by and between the District and **AECOM Technical Services, Inc.** for CMAR Procurement Support, in the amount of \$25,000, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Task Order No. 014 to MSA for Program Management, Design and Construction Services by and between the District and AECOM Technical Services, Inc. for Interim CM Services:

Following discussion, upon motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board approved **Task Order No. 014** to MSA for Program Management, Design and Construction Services by and between the District and **AECOM Technical Services, Inc.** for Interim CM Services, in the amount of \$84,375, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Task Order No. 016 to MSA for Program Management, Design and Construction Services by and between the District and AECOM Technical Services, Inc. for Dedication and Acceptance of Public Improvements:

Following discussion, upon motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board approved **Task Order No. 016** to MSA for Program Management, Design and Construction Services by and between the District and **AECOM Technical Services, Inc.** for Dedication and Acceptance of Public Improvements, in the amount of \$40,000, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Change Order No. 02 to Task Order No. 02 to MSA for Civil Engineering Services by and between the District and Beam, Longest and Neff, LLC for Unexpected Delays and Additional Coordination: Following discussion, upon motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 02 to Task Order No. 02** to MSA for Civil Engineering Services by and between the District and **Beam, Longest and Neff, LLC** for Unexpected Delays and Additional Coordination, in the amount of \$19,350, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Change Order No. 01 to Construction Agreement by and between the District and Dynalectric Company for TAH Filing 1 - Lighting (Revisions Associated with New IFC Drawings): Following discussion, upon motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 01** to Construction Agreement by and between the District and **Dynalectric Company** for TAH Filing 1 - Lighting (Revisions Associated with New IFC Drawings), in the amount of \$55,034, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Change Order No. 02 to Construction Agreement by and between the District and Dynalectric Company for TAH Filing 1 – Lighting (Revisions per RFI-010D): Following discussion, upon motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 02** to Construction Agreement by and between the District and **Dynalectric Company** for TAH Filing 1 – Lighting (Revisions per RFI-010D), in the amount of \$45,682, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Change Order No. 03 to Construction Agreement by and between the District and Dynalectric Company for TAH Filing 1 – Lighting (Revisions to Light Pole Design): Following discussion, upon motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 03** to Construction Agreement by and between the District and **Dynalectric Company** for TAH Filing 1 – Lighting (Revisions to Light Pole Design), in the amount of \$60,318, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Change Order No. 04 to Construction Agreement by and between the District and Dynalectric Company for TAH Filing 1 – Lighting (Revisions per RFI-020D): Following discussion, upon motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 04** to Construction Agreement by and between the District and **Dynalectric Company** for TAH Filing 1 – Lighting (Revisions per RFI-020D), in the deductive amount of (\$17,296), upon review and recommendation by the Construction Committee and Lender commitment to fund.

Task Order No. 42 to MSA for Civil Engineering Services by and between the District and HR Green Development, LLC for Tributary T Channel Design (West of E-470): Following discussion, upon motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board approved **Task Order No. 42** to MSA for Civil Engineering Services by and between the District and **HR Green Development, LLC** for Tributary T Channel Design (West of E-470), in the amount of \$88,286, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Task Order No. 43 to MSA for Civil Engineering Services by and between the District and HR Green Development, LLC for Design Services 38th Parkway Himalaya to Odessa (EB): Following discussion, upon motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board approved **Task Order No. 43** to MSA for Civil Engineering Services by and between the District and **HR Green Development, LLC** for Design Services 38th Parkway Himalaya to Odessa (EB), in the amount of \$269,276, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Change Order No. 12 to Construction Agreement by and between the District and Iron Woman Construction and Environmental Services, LLC for Main St P1-2, 42nd Ave P1 & Aura Blvd P1 – Additional Concrete Work: Following discussion, upon motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 12** to Construction Agreement by and between the District and **Iron Woman Construction and Environmental Services, LLC** for Main St P1-2, 42nd Ave P1 & Aura Blvd P1 – Additional Concrete Work, in the amount of \$42,907, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Change Order No. 13 to Construction Agreement by and between the District and Iron Woman Construction and Environmental Services, LLC for Main St P1-2, 42nd Ave P1 & Aura Blvd P1 – Sidewalk Grading: Following discussion, upon motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 13** to Construction Agreement by and between the District and **Iron Woman Construction and Environmental Services, LLC** for Main St P1-2, 42nd Ave P1 & Aura Blvd P1 – Sidewalk Grading, in the amount of \$47,142, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Change Order No. 14 to Construction Agreement by and between the District and Iron Woman Construction and Environmental Services, LLC for Main St P1-2, 42nd Ave P1 & Aura Blvd P1 – Concrete Curb and Gutter: Following discussion, upon motion duly made by Director Ferreira, seconded by Director

Sheldon and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 14** to Construction Agreement by and between the District and **Iron Woman Construction and Environmental Services, LLC** for Main St P1-2, 42nd Ave P1 & Aura Blvd P1 – Concrete Curb and Gutter, in the amount of \$17,751, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Change Order No. 03 to Construction Agreement by and between the District and JHL Constructors, Inc. for Trib T Aurora Pkwy P3 & Mainstreet P3 (Phase 1 Roadway Work – Stop Work Notice): Following discussion, upon motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 03** to Construction Agreement by and between the District and **JHL Constructors, Inc.** for Trib T Aurora Pkwy P3 & Mainstreet P3 (Phase 1 Roadway Work – Stop Work Notice), in the amount of \$72,599.11, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Change Order No. 19 to Construction Agreement by and between the District and JHL Constructors, Inc. for RFI 070, 040 Safety Railing Changes (RFI-077 “Ameristar Montage Fence Clarifications”): Following discussion, upon motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 19** to Construction Agreement by and between the District and **JHL Constructors, Inc.** for RFI 070, 040 Safety Railing Changes (RFI-077 “Ameristar Montage Fence Clarifications”), in the amount of \$1,181.95, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Change Order No. 21 to Construction Agreement by and between the District and JHL Constructors, Inc. for TAH Parkway Phase 1 Added Road base Scope of Work (Additional Scope to Perform Subgrade Preparation): Following discussion, upon motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 21** to Construction Agreement by and between the District and **JHL Constructors, Inc.** for TAH Parkway Phase 1 Added Road base Scope of Work (Additional Scope to Perform Subgrade Preparation), in the amount of \$493,600.60, upon review and recommendation by the Construction Committee and Lender commitment to fund.

MSA for Limited Construction Management Services by and between the District and JHL Constructors, Inc. (“JHL MSA”): Following discussion, it was determined that the JHL MSA was previously approved at the October 26, 2020 Special Meeting and that no additional action was necessary.

Task Order No. 01 to MSA for Limited Construction Management Services by and between the District and JHL Constructors, Inc. for 4th Quarter 2020 Services, in the amount of \$415,333.08 (“JHL Task Order No. 01”): Following

discussion, it was determined that JHL Task Order No. 01 was previously approved at the October 26, 2020 Special Meeting and that no additional action was necessary.

MSA for Landscape Architectural Technical Assistance by and between the District and KGA DeForest Design, LLC: Following discussion, upon motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board approved the **MSA for Landscape Architectural Technical Assistance** by and between the District and **KGA DeForest Design, LLC**, upon review and recommendation by the Construction Committee and lender commitment.

Task Order No. 01 to MSA for Landscape Architectural Technical Assistance by and between the District and KGA DeForest Design, LLC for Water Park Recreation Center Programming and Conceptual Design: Following discussion, upon motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board approved **Task Order No. 01** to MSA for Landscape Architectural Technical Assistance by and between the District and **KGA DeForest Design, LLC** for Water Park Recreation Center Programming and Conceptual Design, upon review and recommendation by the Construction Committee and lender commitment.

Change Order to Task Order No. 07 under the MSA for Civil Engineering Services by and between the District and Merrick & Company for ISP Scope Revisions: Following discussion, upon motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board approved **Change Order to Task Order No. 07** under the MSA for Civil Engineering Services by and between the District and **Merrick & Company** for ISP Scope Revisions, in the amount of \$3,000, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Change Order to Task Order No. 09 under the MSA for Civil Engineering Services by and between the District and Merrick & Company for Construction Time and Materials (Design Revisions): Following discussion, upon motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board approved **Change Order to Task Order No. 09** under the MSA for Civil Engineering Services by and between the District and **Merrick & Company** for Construction Time and Materials (Design Revisions), in the amount of \$125,643, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Change Order under the Construction Agreement by and between the District and Pase Contracting, Inc. – Colorado for Aurora Highlands, Mainstreet Phase 3 Trib T EWEC (Misc. Hand Grading and Response to Stormwater Logistics Inspections): Following discussion, upon motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote, unanimously carried by

roll call, the Board approved **Change Order** under the Construction Agreement by and between the District and **Pase Contracting, Inc. – Colorado** for Aurora Highlands, Mainstreet Phase 3 Trib T EWEC (Misc. Hand Grading and Response to Stormwater Logistics Inspections), in the amount of \$9,204.05, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Update from Program Manager Regarding CMAR Bidding Schedule and Future Construction Projects: Mr. Dohlby presented the CMAR process to the Board. Attorney McGeady recommended that Mr. Dohlby bring recommendations back to the Board at the next meeting.

ARTA MATTERS

None.

EXECUTIVE SESSION

An executive session of the District convened at 4:33 p.m. for the purpose of discussing personnel matters as authorized by Section 24-6-402(4)(f)(I), C.R.S. and developing strategy for negotiations as authorized by Section 24-6-402(4)(e)(I), C.R.S. During the executive session, 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. The executive session was adjourned at 5:25 p.m. on a motion by Director Ferreira, seconded by Director Sheldon and, upon vote, unanimously carried.

OTHER BUSINESS

Following discussion, upon motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board authorized Director Sheldon to sign the check for JHL Constructors, Inc. as Director Ferreira will be out of town.

ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote, unanimously carried, the Board adjourned the meeting at 5:31 p.m.

Respectfully submitted,

DocuSigned by:
Denise Denlow
77517AF6E925439...

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 Aerotropolis Area Coordinating Metropolitan District convened at 4:33 p.m. on November 23, 2020 for the purpose of discussing personnel matters as authorized by Section 24-6-402(4)(f)(I), C.R.S. and developing strategy for negotiations as authorized by Section 24-6-402(4)(e)(I), C.R.S. I further attest it is my opinion that all of the executive session discussion constituted a privileged attorney-client communication as provided by Section 24-6-402(4)(b), C.R.S., 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.

Signed MaryAnn M. McGeady
MaryAnn M. McGeady, Attorney for
Aerotropolis Area Coordinating
Metropolitan District

Dated: January 26, 2021