MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE AEROTROPOLIS AREA COORDINATING METROPOLITAN DISTRICT HELD **JUNE 18, 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 Thursday, June 18, 2020, at 1:00 p.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 and properly noticed to be held via video enabled web conference, without any individuals (neither District representatives nor the general public) attending in person. 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., Jon Hoistad, Esq. and

Drew Rippey, Esq.; McGeady Becher P.C. Todd Johnson; Terra Forma Solutions, Inc.

Debra Sedgeley, Denise Denslow and Anna Jones; CliftonLarsonAllen LLP ("CLA")

Ryan Littleton: HR Green Development, LLC

Rita Connerly; Fairfield & Woods P.C.

Carlo Ferreira and Kortny Voegeli; Aurora Highlands, LLC

MATTERS

ADMINISTRATIVE 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 presented.

Meeting Location: The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District's Board meeting. Following discussion, upon motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote unanimously carried, the Board determined that because there was not a suitable or convenient location within the District boundaries to conduct this meeting and due to concerns regarding the spread of COVID-19, and the benefits to the control of the virus by limiting in-person contact, the District Board meeting was held via videoconference, without any individuals (neither District representatives nor the general public) attending in person. 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.

CONSENT AGENDA The Board considered the following actions:

 Review and consider approval of Minutes from the May 21, 2020 Special Meeting

Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried, the Board approved the above actions, as amended.

LEGAL MATTERS

Special Meeting: Attorney McGeady advised that a special meeting had been scheduled for June 23rd at 7:00 p.m. to finalize and approve outstanding bond documentation.

Inclusion Agreement (Aurora Tech Center Holdings, LLC) by and among Aerotropolis Area Coordinating Metropolitan District (the "District"), Aurora Tech Center Holdings, LLC and Aurora Tech Center Development, LLC: Attorney McGeady discussed the Inclusion Agreement with the Board, noting that it had been reviewed and approved by the developer. Ms. Connerly, attorney for the developer, confirmed the same. 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 Inclusion Agreement (Aurora Tech Center Holdings, LLC) by and among the District, Aurora Tech Center Holdings, LLC and Aurora Tech Center Development, LLC.

Inclusion Agreement (GVR King Commercial, LLC) by and among the District, GVR King Commercial, LLC and Aurora Tech Center Development, LLC: Attorney McGeady discussed the Inclusion Agreement with the Board, noting that it had been reviewed and approved by the developer. Ms. Connerly, attorney for the developer, confirmed the same. 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 Inclusion Agreement (GVR King Commercial, LLC) by and among the District, GVR King Commercial, LLC and Aurora Tech Center Development, LLC.

Inclusion Agreement by and among the District, Aurora Highlands, LLC, GVR King LLC, GVRE 470 LLC, Green Valley East, LLC, SJSA Investments, LLC, Aurora Highlands Holdings, LLC and Aurora Highlands Development, LLC: Attorney McGeady discussed the Inclusion Agreement with the Board, noting that it had been reviewed and approved by the developer. Ms. Connerly, attorney for the developer, confirmed same. 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 Inclusion Agreement by and among the District, Aurora Highlands, LLC, GVR King LLC, GVRE 470 LLC, Green Valley East, LLC, SJSA Investments, LLC, Aurora Highlands Holdings, LLC and Aurora Highlands Development, LLC.

Rescission of Inclusion Agreement (Aurora Tech Center Holdings, LLC) by and between the District and Aurora Tech Center Holdings, LLC: 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 Inclusion Agreement (Aurora Tech Center Holdings, LLC) by and between the District and Aurora Tech Center Holdings, LLC.

Rescission of Inclusion Agreement (Aurora Highlands Holdings, LLC) by and between the District and Aurora Highlands Holdings, LLC: 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 Inclusion Agreement (Aurora Highlands Holdings, LLC) by and between the District and Aurora Highlands Holdings, LLC.

Rescission of Inclusion Agreement (Aurora Highlands, LLC) by and between the District and Aurora Highlands, LLC: 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 Inclusion Agreement (Aurora Highlands, LLC) by and between the District and Aurora Highlands, LLC.

Rescission of Inclusion Agreement (GVR King Commercial, LLC) by and

between the District and GVR King Commercial, LLC: 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 Inclusion Agreement (GVR King Commercial, LLC) by and between the District and GVR King Commercial, LLC.

Rescission of Inclusion Agreement (SJSA Investments, LLC) by and between the District and SJSA Investments, LLC: 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 Inclusion Agreement (SJSA Investments, LLC) by and between the District and SJSA Investments, LLC.

Rescission of Inclusion Agreement (GVR King LLC) by and between the District and GVR King LLC: 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 Inclusion Agreement (GVR King LLC) by and between the District and GVR King LLC.

Rescission of Inclusion Agreement (Green Valley East, LLC) by and between the District and Green Valley East, LLC: 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 Inclusion Agreement (Green Valley East, LLC) by and between the District and Green Valley East, LLC.

Rescission of Inclusion Agreement (GVRE 470 LLC) by and between the District and GVRE 470 LLC: 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 Inclusion Agreement (GVRE 470 LLC) by and between the District and GVRE 470 LLC.

Joint Resolution of the Board of Directors of The Aurora Highlands Community Authority Board ("CAB") and the District Establishing Project Procurement/Cost Verification and Cost Accounting Procedures: This item was deferred to the June 23, 2020 Special meeting.

FINANCIAL MATTERS

<u>Claims</u>: Ms. Sedgeley presented to the Board for ratification the payment of claims represented by check no. 1642 and four (4) ACH payments in the total amount of \$91,288.85.

Following discussion, upon motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote unanimously carried by roll call, the Board ratified approval of the payment of claims represented by check no. 1642 and four (4) ACH payments, in the total amount of \$91,288.85, noting that the Lender has committed

the necessary funding.

<u>Claims</u>: Ms. Sedgeley presented to the Board the payment of claims represented by check nos. 1643 - 1645, in the total amount of \$54,508.95, noting that these are administrative costs and that a developer advance request has been made for these expenses in the amount of \$135,000, which will also cover previously approved claims still outstanding.

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 payment of claims represented by check nos. 1643 - 1645, in the total amount of \$54,508.95, noting that the Lender has committed the necessary funding.

Schedule of Unaudited Financial Statements dated May 31, 2020 and Cash Position Report dated April 30, 2020, updated as of June 15, 2020: Ms. Sedgeley reviewed the Schedule of Unaudited Financial Statements, dated May 31, 2020 and Cash Position Report dated April 30, 2020, updated as of June 15, 2020, noting that a budget amendment will likely be necessary.

Following discussion, upon motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote unanimously carried by roll call, the Board accepted the Schedule of Unaudited Financial Statements dated May 31, 2020 and Cash Position Report dated April 30, 2020, updated as of June 15, 2020.

Status of Proposed CAB Bond Issuance: Attorney McGeady updated the Board on the status of the CAB's Bond issuance, noting the bond closing is scheduled for June 30, 2020.

Engineer's Report and Verification of Cost Report(s) Associated with Public Improvements, (Costs Reviewed Include: February 2016 – May 2020, Draw Nos. 1-24), prepared by Schedio Group LLC: The Board determined to defer this matter.

CAPITAL PROJECTS

<u>Draw Request No. 24</u>: Mr. Johnson presented the Board with Draw Request No. 24 prepared by the District's Program Manager.

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. 24 prepared by the District's Program Manager in the amount of \$2,501,102/82 represented by check nos. 1646 through 1670, as shown below:

Developer AACMD \$ 0 \$1,683,232.09

ARTA	\$ 809,044.03
ATEC	\$ 8,826.70
Total:	\$2,501,102.82

AEROTROPOLIS
AREA
COORDINATING
CAPITAL
PROJECTS

Master Service Agreement ("MSA") for Surveying Services by and between the District and Aztec Consultants, Inc. for Entry Monument Staking at The Aurora Highlands Phase 2 Entry Monument: Following discussion, upon motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote unanimously carried by roll call, the Board approved the MSA for Surveying Services by and between the District and Aztec Consultants, Inc. for Entry Monument Staking at The Aurora Highlands Phase 2 Entry Monument, in the amount of \$7,600.00, upon review and recommendation by the Construction Committee.

Change Order No. 2 to Task Order No. 13 under the MSA for Surveying Services by and between the District and Aztec Consultants, Inc. for Miscellaneous Services: Following discussion, upon motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote unanimously carried by roll call, the Board approved Change Order No. 2 to Task Order No. 13 under the MSA for Surveying Services by and between the District and Aztec Consultants, Inc. for Miscellaneous Services, in the amount of \$2,820.00, upon review and recommendation by the Construction Committee.

Task Order No. 48 under the MSA for Surveying Services by and between the District and Aztec Consultants, Inc. for Updated Site Topography: Following discussion, upon motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote unanimously carried by roll call, the Board approved Task Order No. 48 under the MSA for Surveying Services by and between the District and Aztec Consultants, Inc. for Updated Site Topography, in the amount of \$7,200.00, upon review and recommendation by the Construction Committee.

MSA for Construction Management by and between the District and Contour Services, LLC for The Aurora Highlands Entry Monument Phase 2: Following discussion, upon motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote unanimously carried by roll call, the Board approved the MSA for Construction Management by and between the District and Contour Services, LLC for The Aurora Highlands Entry Monument Phase 2, in the amount of \$98,900.00, upon review and recommendation by the Construction Committee.

Change Order No. 03 to Task Order No. 02 under the MSA for Architecture, MEP and Structural Engineering Services by and between the District and EV Studio, LLC for The Aurora Highlands Interior Monuments Phase 1: Following discussion, upon motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote unanimously carried by roll call, the Board

approved Change Order No. 03 to Task Order No. 02 under the MSA for Architecture, MEP and Structural Engineering Services by and between the District and EV Studio, LLC for The Aurora Highlands Interior Monuments Phase 1, in the amount of \$16,300.00, upon review and recommendation by the Construction Committee.

Change Order No. 02 under the Construction Agreement by and between the District and Iron Woman Construction & Environmental Services, LLC for Main Street Phase 1 & 2 and 42nd and Aura Phase 1: Following discussion, upon motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote unanimously carried by roll call, the Board approved Change Order No. 02 under the Construction Agreement by and between the District and Iron Woman Construction & Environmental Services, LLC for Main Street Phase 1 & 2 and 42nd and Aura Phase 1, in the amount of \$8,740.75, upon review and recommendation by the Construction Committee.

Change Order No. 03 under the Construction Agreement by and between the District and Iron Woman Construction & Environmental Services, LLC for Main Street Phase 1 & 2 and 42nd and Aura Phase 1: Following discussion, upon motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote unanimously carried by roll call, the Board approved Change Order No. 03 under the Construction Agreement by and between the District and Iron Woman Construction & Environmental Services, LLC for Main Street Phase 1 & 2 and 42nd and Aura Phase 1, in the amount of \$6,292.81, upon review and recommendation by the Construction Committee.

Change Order No. 03 under the Construction Agreement by and between the District and Martin Marietta Materials, Inc. for Main Street Phase 1 & 2 and 42nd and Aura Phase 1: Following discussion, upon motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote unanimously carried by roll call, the Board approved Change Order No. 03 under the Construction Agreement by and between the District and Martin Marietta Materials, Inc. for Main Street Phase 1 & 2 and 42nd and Aura Phase 1, in the amount of \$167,945.10, upon review and recommendation by the Construction Committee.

MSA for Entitlement of The Aurora Highlands – Neighborhood Park #05 by and between the District and Norris Design, Inc.: Following discussion, this item was removed from consideration.

Change Order No. 07 under the Construction Agreement by and between the District and Pase Contracting, Inc. for Main Street Phase 1: Following discussion, upon motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote unanimously carried by roll call, the Board approved Change Order No. 07 under the Construction Agreement by and between the District and Pase Contracting, Inc. for Main Street Phase 1, in the amount of

\$31,930.00, upon review and recommendation by the Construction Committee.

Change Order No. 01 under the Construction Agreement by and between the District and Stormwater Risk Management, LLC for 38th Parkway, Powhaton to Monaghan EWEC: Following discussion, upon motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote unanimously carried by roll call, the Board approved Change Order No. 01 under the Construction Agreement by and between the District and Stormwater Risk Management, LLC for 38th Parkway, Powhaton to Monaghan EWEC, in the amount of \$950.00, upon review and recommendation by the Construction Committee.

Change Order No. 01 under the Construction Agreement by and between the District and Stormwater Risk Management, LLC for 38th Parkway Reserve to Powhaton to EWEC: Following discussion, upon motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote unanimously carried by roll call, the Board approved Change Order No. 01 under the Construction Agreement by and between the District and Stormwater Risk Management, LLC for 38th Parkway Reserve to Powhaton to EWEC, in the amount of \$3,481.00, upon review and recommendation by the Construction Committee.

Change Order No. 01 under the Construction Agreement by and between the District and Stormwater Risk Management, LLC for Community Markers: Following discussion, upon motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote unanimously carried by roll call, the Board approved Change Order No. 01 under the Construction Agreement by and between the District and Stormwater Risk Management, LLC for Community Markers, in the amount of \$5,707.00, upon review and recommendation by the Construction Committee.

Change Order No. 02 under the Construction Agreement by and between the District and Stormwater Risk Management, LLC for 38th Parkway, Powhaton to Monaghan EWEC: Following discussion, upon motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote unanimously carried by roll call, the Board approved Change Order No. 02 under the Construction Agreement by and between the District and Stormwater Risk Management, LLC for 38th Parkway, Powhaton to Monaghan EWEC, in the amount of \$654.00, upon review and recommendation by the Construction Committee.

Change Order No. 02 under the Construction Agreement by and between the District and Stormwater Risk Management, LLC for Residential Filing 1, Phase 1 & Phase 2 EWEC: Following discussion, upon motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote unanimously carried by roll call, the Board approved Change Order No. 02 under the Construction Agreement by and between the District and Stormwater Risk Management, LLC for Residential Filing 1, Phase 1 & Phase 2 EWEC, in the

amount of \$3,385.00, upon review and recommendation by the Construction Committee.

Change Order No. 05 under the Construction Agreement by and between the District and Stormwater Risk Management, LLC for Main Street Phase 2: Following discussion, upon motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote unanimously carried by roll call, the Board approved Change Order No. 05 under the Construction Agreement by and between the District and Stormwater Risk Management, LLC for Main Street Phase 2, in the amount of \$20,025.00, upon review and recommendation by the Construction Committee.

Change Order No. 06 under the Construction Agreement by and between the District and Stormwater Risk Management, LLC for Main Street Phase 2: Following discussion, upon motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote unanimously carried by roll call, the Board approved Change Order No. 06 under the Construction Agreement by and between the District and Stormwater Risk Management, LLC for Main Street Phase 2, in the amount of \$9,092.00, upon review and recommendation by the Construction Committee.

Change Order No. 07 under the Construction Agreement by and between the District and Stormwater Risk Management, LLC for Main Street Phase 2: Following discussion, upon motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote unanimously carried by roll call, the Board approved Change Order No. 07 under the Construction Agreement by and between the District and Stormwater Risk Management, LLC for Main Street Phase 2, in the amount of \$5,773.00, upon review and recommendation by the Construction Committee.

Change Order No. 12 under the Construction Agreement by and between the District and Stormwater Risk Management, LLC for 42nd Avenue Phase 1, Aura Boulevard Phase 1 and Phase 2 EWEC and Demolition: Following discussion, upon motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote unanimously carried by roll call, the Board approved Change Order No. 12 under the Construction Agreement by and between the District and Stormwater Risk Management, LLC for 42nd Avenue Phase 1, Aura Boulevard Phase 1 and Phase 2 EWEC and Demolition, in the amount of \$6,455.00, upon review and recommendation by the Construction Committee.

Notice of Award of Construction Agreement by and between the District and Dynalectric Company for Street Lighting: Following discussion, upon motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote unanimously carried by roll call, the Board approved the Notice of Award of Construction Agreement by and between the District and Dynalectric Company for

Street Lighting, in the amount of \$2,317,721.28, subject to approval of Construction Committee.

Change Order No. 08 to the Construction Agreement by and between the District and Wagner Construction, Inc. - Colorado for Main Street Phase I <u>Utilities</u>: Following discussion, upon motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote unanimously carried by roll call, the Board approved Change Order No. 08 to the Construction Agreement by and between the District and Wagner Construction, Inc. - Colorado for Main Street Phase I Utilities, in the amount of \$7,342.23, upon review and recommendation by the Construction Committee.

Change Order No. 09 to Construction Agreement by and between the District and Wagner Construction, Inc. – Colorado for 42nd Ave Phase 1 and North South Collector Parkway Waterline: Following discussion, upon motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote unanimously carried by roll call, the Board approved Change Order No. 09 to Construction Agreement by and between the District and Wagner Construction, Inc. – Colorado for 42nd Ave Phase 1 and North South Collector Parkway Waterline, in the amount of \$10,000.00, upon review and recommendation by the Construction Committee.

Change Order No. 10 to Construction Agreement by and between the District and Wagner Construction, Inc. – Colorado for 42nd Ave Phase 2 and North South Collector Parkway Waterline: Following discussion, upon motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote unanimously carried by roll call, the Board approved Change Order No. 10 to Construction Agreement by and between the District and Wagner Construction, Inc. – Colorado for 42nd Ave Phase 2 and North South Collector Parkway Waterline, in the amount of \$46,967.21, upon review and recommendation by the Construction Committee.

Builder's Risk Insurance through the Colorado Special District Property and Liability Pool: Attorney Cortese advised the Board that she is in the process of obtaining Builders' Risk Insurance relative to construction of Public Improvements. This item was deferred to the July meeting.

AEROTROPOLIS	There were no ARTA matters for discussion at this time.
REGIONAL	
TRANSPORTATION	
AUTHORITY	
CAPITAL	
<u>PROJECTS</u>	

ARTA MATTERS

There were no Authority matters for discussion at this time.

EXECUTIVE SESSION

The Board determined that an Executive Session was not necessary.

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

ADJOURNMENT

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

Respectfully submitted,
-DocuSigned by:

Denise Denslow

Secretary for the Meeting



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