

**MINUTES OF A SPECIAL MEETING OF  
THE BOARD OF DIRECTORS OF THE  
AEROTROPOLIS AREA COORDINATING METROPOLITAN DISTRICT  
HELD  
JULY 16, 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, July 16, 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  
Matthew Ruhland; Collins Cockrel & Cole P.C.  
Rita Connerly; Fairfield & Woods P.C.  
Carlo Ferreira; Aurora Highlands, LLC (for a portion of the meeting)

**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 Shearon 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 Ferreira, seconded by Director Sheldon and, upon vote unanimously carried, the Board determined that 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 June 18, 2020 Special Meeting, the June 23, 2020 Special Meeting and the June 24, 2020 Reconvened Special Meeting.
- Ratify approval of **Task Order No. 01** under the Master Service Agreement (“MSA”) for Civil Engineering Services by and between Aerotropolis Area Coordinating Metropolitan District (“District”) and **Cage Engineering, Inc.** for Infrastructure Site Plan 03 (Southwest/DRH area) in the amount of \$300,000.
- Ratify approval of **Change Order No. 01 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 \$43,450.
- Ratify Approval of **Task Order No. 07** under the MSA for Subsurface Utility Engineering Services by and between the District and **Lamb-Star Engineering, L.P.** for Infrastructure Site Plan 03.
- Ratify approval of **Task Order No. 20** under the 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 Architectural Services by and between the District and **Norris Design, Inc.** for Infrastructure Site Plan 04 in the amount of \$115,000.

Following discussion, upon a motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote, unanimously carried, the Board approved the above actions, with the exception of Task Order No. 20 and Task Order No. 23 under the MSA for Planning and Landscape Architecture Services with Norris Design, Inc. which items were deferred to the July 21, 2020 Special Meeting.

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**LEGAL MATTERS** **Assignment of Responsibilities under Restated Agreement for Reimbursement of Costs (Picadilly Road Cost Reimbursement) by and among the District, the Aurora Highlands Metropolitan District Nos. 1, 2 & 3, Green Valley Aurora Metropolitan District No. and Town Center Metropolitan District:** The Board determined to defer this matter to the July 21, 2020 Special Meeting.

**FINANCIAL MATTERS** **Claims:** Ms. Sedgeley presented to the Board for ratification the payment of claims represented by check no. 1672 - 1673 and five (5) ACH payments in the total amount of \$22,867.88.

Following discussion, upon motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote unanimously carried by roll call, the Board ratified approval of the payment of claims represented by check no. 1672 - 1673 and five (5) ACH payments, in the total amount of \$22,867.88, noting that the Lender has committed the necessary funding.

**Claims:** Ms. Sedgeley presented to the Board the payment of claims represented by check nos. 1705 - 1707, in the total amount of \$79,520.65. The Board determined to defer this matter to the July 21, 2020 Special meeting.

**Lender funding request and consider approval of payment of claims for spine administrative costs represented by check nos. 1706 – 1707, in the amount of \$31,401.11:** The Board determined to defer this matter to the July 21, 2020 Special Meeting.

**Lender funding request and consider approval of payment of claims for in-tract and cost-sharing administrative costs represented by check no. 1707, in the amount of \$3,720.00:** The Board determined to defer this matter to the July 21, 2020 Special Meeting.

**Schedule of Unaudited Financial Statements dated May 31, 2020 and Cash Position Report dated May 31, 2020, updated as of July 13, 2020:** Ms. Sedgeley reviewed the Schedule of Unaudited Financial Statements dated May 31, 2020 and Cash Position Report dated May 31, 2020, updated as of July 13, 2020.

Following discussion, upon 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 May 31, 2020 and Cash Position Report dated May 31, 2020, updated as of July 13, 2020.

**2019 Audited Financial Statements and authorize execution of Representation Letter:** Ms. Sedgely reviewed the 2019 Audited Financial Statements and Representation Letter 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 accepted the 2019 Audited Financial Statements and authorized the execution of the Representation Letter.

**CAB / District Engineer's Report and Verification of Costs Associated with Public Improvements, (July 2020 Draw), prepared by Schedio Group LLC:**  
The Board determined to defer this matter to the July 21, 2020 Special Meeting.

**Draw Request No. 25:** The Board determined to defer this matter to the July 21, 2020 Special meeting.

**Plans and Specifications Budget:** After discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried by roll call, the Board accepted the Plans and Specifications Budget and authorized Director Hopper to make technical changes with regard to accounting codes and budgets.

**CAPITAL  
PROJECTS**

**AEROTROPOLIS  
AREA  
COORDINATING  
CAPITAL  
PROJECTS**

**Notice of Award of Construction Contract to Arvada Excavating Co. for The Aurora Highlands Filing No. 3 Park Earthwork and Erosion Control and authorize execution of Notice to Proceed:** Following discussion, this item was deferred.

**Task Order No. 48 under the MSA for Surveying Services by and between the District and Aztec Consultants, Inc. for Filing 11 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. 48 under the MSA for Surveying Services by and between the District and Aztec Consultants, Inc. for Filing 11 Design Survey in the amount of \$5,350.00, upon review and recommendation by the Construction Committee.

**Task Order No. 49 under the MSA for under the MSA for Surveying Services by and between the District and Aztec Consultants, Inc. for Filing 12 Design Survey:** 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. 49 under the MSA for Surveying Services by and between the District and Aztec Consultants, Inc. for Filing 12 Design Survey in the amount of \$5,350.00, upon review and recommendation by the Construction Committee.

**Change Order No. 01 to the Construction Agreement between the District and Bemas Construction, Inc. for 38<sup>th</sup> Parkway Reserve to Powhatan EWEC:** 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 the Construction Agreement between the District and Bemas Construction, Inc. for 38<sup>th</sup> Parkway Reserve to Powhatan EWEC in the deductive amount of (\$5,860.00), upon review and recommendation by the Construction Committee.

**Change Order No. 04 to the Construction Agreement between the District and Bemas Construction, Inc. for 38<sup>th</sup> Parkway, Powhatan to Monaghan:** 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 the Construction Agreement between the District and Bemas Construction, Inc. for 38<sup>th</sup> Parkway, Powhatan to Monaghan, in the deductive amount of (\$5,860.00), upon review and recommendation by the Construction Committee.

**Task Order No. 43 under the MSA for Pre-Constructive Services by and between the District and Contour Services, LLC for The Aurora Highlands Street Lighting:** 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 under the MSA for Pre-Constructive Services by and between the District and Contour Services, LLC for The Aurora Highlands Street Lighting in the amount of \$98,400.00, upon review and recommendation by the Construction Committee.

**Task Order No. 33 under the MSA for Geotechnical Services by and between the District and CTL Thompson, Inc. for Street Lights (multiple roadways):** 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. 33 under the MSA for Geotechnical Services by and between the District and CTL Thompson, Inc. for Street Lights (multiple roadways) in the amount of \$17,990.00, 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:** This item was removed from consideration.

**Task Order No. 24 under the MSA for Planning and Landscape Architecture Services by and between the District and Norris Design, Inc. for The Aurora Highlands – Main Street Soccer Field Study:** 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. 24 to the MSA for Planning and Landscape Architecture Services by and between the District and Norris Design, Inc. for The Aurora Highlands – Main Street Soccer Field Study, in the amount of \$13,000.00, upon review and recommendation by the Construction Committee.

**Change Order No. 02 under the Construction Agreement by and between the District and Pase Contracting, Inc. - Colorado for Main Street Phase 3 Tributary T EWEC:** 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 under the Construction Agreement by and between the District and Pase Contracting, Inc. - Colorado for Main Street Phase 3 Tributary T EWEC in the amount of \$12,000.00, upon review and recommendation by the Construction Committee.

**Change Order No. 08 under the Construction Agreement by and between the District and Pase Contracting, Inc. - Colorado for Main Street Phase I:** 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. 08 under the Construction Agreement by and between the District and Pase Contracting, Inc. - Colorado for Main Street Phase 1 in the amount of \$51,304.00, 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 38<sup>th</sup> Parkway Reserve to Powhaton to EWEC:** 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 under the Construction Agreement by and between the District and Stormwater Risk Management, LLC for 38<sup>th</sup> Parkway Reserve to Powhaton to EWEC in the amount of \$16,070.00, upon review and recommendation by the Construction Committee.



**Change Order No. 03 under the Construction Agreement by and between the District and Stormwater Risk Management, LLC for 38<sup>th</sup> Parkway, Powhatan to Monaghan EWEC:** 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 under the Construction Agreement by and between the District and Stormwater Risk Management, LLC for 38<sup>th</sup> Parkway, Powhatan to Monaghan EWEC in the amount of \$16,070.00, upon review and recommendation by the Construction Committee.

**Change Order No. 08 under the Construction Agreement by and between the District and Stormwater Risk Management, LLC for 38<sup>th</sup> Place and 38<sup>th</sup> Avenue EWEC:** 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. 08 under the Construction Agreement by and between the District and Stormwater Risk Management, LLC for 38<sup>th</sup> Place and 38<sup>th</sup> Avenue EWEC in the amount of \$28,840.00, upon review and recommendation by the Construction Committee.

**Change Order No. 13 under the Construction Agreement by and between the District and Stormwater Risk Management, LLC for 42<sup>nd</sup> Avenue Phase 1, Aura Boulevard Phase 1 and Phase 2, EWEC and Demolition:** 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 under the Construction Agreement by and between the District and Stormwater Risk Management, LLC for 42<sup>nd</sup> Avenue Phase 1, Aura Boulevard Phase 1 and Phase 2, EWEC and Demolition in the amount of \$29,076.69, upon review and recommendation by the Construction Committee.

**Change Order No. 07 to the Construction Agreement by and between the District and Wagner Construction, Inc. - Colorado for Sanitary Sewer Filing 1:** 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. 07 to the Construction Agreement by and between the District and Wagner Construction, Inc. - Colorado for Sanitary Sewer Filing 1 in the amount of \$21,600.00, upon review and recommendation by the Construction Committee.

**Builder's Risk Insurance through the Colorado Special District Property and Liability Pool:** The Board determined to defer this matter.

**Sales and Use Tax Procedures:** Mr. Johnson and Ms. Sedgeley reviewed the sales and use tax procedures with the Board.

**AEROTROPOLIS  
REGIONAL  
TRANSPORTATION  
AUTHORITY  
CAPITAL  
PROJECTS**

There were no ARTA capital projects for discussion at this time.

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**ARTA MATTERS**

There were no ARTA matters for discussion at this time.

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**EXECUTIVE  
SESSION**

The Board determined that an Executive Session was not necessary.

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**OTHER BUSINESS**

There was no other business for discussion at this time.

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**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:

*Cindy Shearon*

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Secretary for the Meeting



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