

RECORD OF PROCEEDINGS

**MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF THE
AEROTROPOLIS AREA COORDINATING
METROPOLITAN DISTRICT (“DISTRICT”)
HELD
FEBRUARY 17, 2022**

A regular meeting of the Board of Directors of the District, County of Adams (referred to hereafter as the “Board”) was convened on Thursday, February 17, 2022 at 1:13 p.m. at the Construction Trailer, 3900 E. 470 Beltway, Aurora, Colorado. The District Board meeting was accessible both in person at the physical meeting location, and via videoconference.

Directors in Attendance Were:

Matt Hopper
Carla Ferreira
Michael Sheldon
Cindy Shearon

Also in Attendance Were:

MaryAnn McGeady, Esq., Elisabeth A. Cortese, Esq. and Jon Hoistad, Esq.;
McGeady Becher P.C.
Denise Denslow, Celeste Terrell, Zach Leavitt and Jason Carroll;
CliftonLarsonAllen LLP (“CLA”)
Jerry Jacobs, Brittany Barnett and Corey Pilato; Timberline District
Consulting, LLC
Aliraza Hassan; Jefferies LLC
D.A. Graves; Member of the Public

**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. No new conflicts were disclosed.

Quorum/Confirmation of Meeting Location/Posting of Notice: Director Hopper confirmed a quorum for the regular meeting. 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

RECORD OF PROCEEDINGS

location within the District boundaries to conduct this meeting it was determined to conduct this meeting at the above-stated location, with participants attending both in person and via videoconference. The Board further noted that notice providing the time, date and location was duly posted and that no objections, or any requests that the means of hosting the meeting be changed by taxpaying electors within the District's boundaries have been received.

Agenda: The Board considered the proposed Agenda for the District's regular meeting. Following discussion, upon motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote, unanimously carried, the Agenda was approved, as presented.

Public Comment: There was no public comment.

CONSENT AGENDA

The Board considered the following actions:

January 20, 2022 Special Meeting Minutes

Following discussion, upon motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried, the Board ratified and/or approved of the Consent Agenda items, as presented.

FINANCIAL MATTERS

Payment of Claims for Operating Costs: Mr. Carroll reviewed the Claims for Operating Costs 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 payment of the Claims for Operating Costs, in the amount of \$58,003.34.

Cash Position Report Dated December 31, 2021 updated as of February 11, 2022: Mr. Carroll reviewed the Cash Position Report with the Board. Following review, upon a motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board accepted the Cash Position Reported dated December 31, 2021, updated as of February 11, 2022.

Recommendation to The Aurora Highlands Community Authority Board ("CAB") for Acceptance of the CAB and District Engineer's Report and Verification of Costs Associated with Public Improvements Draw No. 44 Engineer's Report and Verification of Costs No. 22 prepared by Schedio Group LLC ("Engineer's Report No. 22"): Director Hopper reviewed Engineer's Report No. 22 with the Board. Following review and discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board recommended acceptance of Engineer's Report No. 22 to the CAB.

RECORD OF PROCEEDINGS

Recommendation to CAB for Acceptance of the CAB and District Engineer’s Report and Verification of Costs Associated with Public Improvements, In-Tract Improvements / In Tract Home Builder Expenses + Draw 42, Engineer’s Report and Verification of Costs No. 4 prepared by Schedio Group LLC (“Engineer’s In-Tract Report No. 4”): Director Hopper reviewed Engineer’s In-Tract Report No. 4 with the Board. Following review and discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board recommended acceptance of Engineer’s In-Tract Report No. 4 to the CAB.

CAPITAL PROJECTS

Draw Request No. 44: Mr. Carroll reviewed Draw Request No. 44 with the Board. 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. 44, in the amount of \$2,746,677.00, as shown below:

CAB (A Bonds)	\$ 2,209,093.87
CAB (B Bonds)	\$ 49,362.75
ARTA	\$ 340,272.12
ATEC	\$ 147,948.26
Developer	\$ 0
Total:	\$2,746,677.00

Task Order No. 03 to Master Service Agreement (“MSA”) for Program Management, Design and Construction Support Services (ATEC Projects) by and between the District and AECOM Technical Services, Inc., for Utility Modeling for Land Use Changes (Time and Materials): 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 **Task Order No. 03 to MSA** for Program Management, Design and Construction Support Services (ATEC Projects) by and between the District and **AECOM Technical Services, Inc.**, for Utility Modeling for Land Use Changes (Time and Materials), in the amount of \$238,092.00, upon review and recommendation by the Construction Committee.

Task Order No. 12 to MSA for Program Management, Design and Construction Support Services (Aerotropolis Regional Transportation Authority (“ARTA”) Projects) by and between the District and AECOM Technical Services, Inc., for 48th Avenue from E-470 to Aerotropolis Parkway (Time and Materials): 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 **Task Order No. 12 to MSA** for Program Management, Design and Construction Support Services (ARTA Projects) by and between the District and **AECOM Technical Services, Inc.**, for 48th Avenue from E-470 to Aerotropolis Parkway (Time and Materials), in the amount of

RECORD OF PROCEEDINGS

\$2,874,787.00, upon review and recommendation by the Construction Committee.

Change Order No. 01 to Task Order No. 01 to MSA for Program Management, Design and Construction Support Services (ATEC) by and between the District and AECOM Technical Services, Inc., for Crestone Oil Well (Time and Materials): 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 **Change Order No. 01 to Task Order No. 01 to MSA for Program Management, Design and Construction Support Services (ATEC) by and between the District and AECOM Technical Services, Inc., for Crestone Oil Well (Time and Materials)**, in the amount of \$24,450.00, upon review and recommendation by the Construction Committee.

Change Order No. 13 to the Construction Agreement by and between the District and BrightView Landscape Development, Inc., for Landscape, Hardscape and Monumentation (Increase to Height of Colloidal Walls South Clocktower): 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 **Change Order No. 13 to the Construction Agreement by and between the District and BrightView Landscape Development, Inc., for Landscape, Hardscape and Monumentation (Increase to Height of Colloidal Walls South Clocktower)**, in the amount of \$15,189.00, upon review and recommendation by the Construction Committee.

Change Order No. 15 to the Construction Agreement by and between the District and BrightView Landscape Development, Inc., for Landscape, Hardscape and Monumentation (Credit for Nine Austrian Pine Trees): 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 **Change Order No. 15 to the Construction Agreement by and between the District and BrightView Landscape Development, Inc., for Landscape, Hardscape and Monumentation (Credit for Nine Austrian Pine Trees)**, in the deductive amount of (\$4,500.00), upon review and recommendation by the Construction Committee.

Change Order No. 02 to Task Order No. 16 to MSA for Survey Services by and between the District and CTL Thompson, Inc., for Main Street, Phase 2, 42nd Phase 1 and Aurora Boulevard Phase 1 (Cost of Work Exceeding Task Order and Future Work): 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 **Change Order No. 02 to Task Order No. 16 to MSA for Survey Services by and between the District and CTL Thompson, Inc., for Main Street, Phase 2, 42nd Phase 1 and Aurora Boulevard Phase 1 (Cost of Work Exceeding Task Order and Future Work)**, in the amount of \$22,669.00, upon review and recommendation by the Construction Committee.

RECORD OF PROCEEDINGS

Change Order No. 01 to Task Order No. 18 to MSA for Survey Services by and between the District and CTL Thompson, Inc., for Main Street, Phase 1 (Northbound Lane) (Cost of Work Exceeding Task Order and Future Work):

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 **Change Order No. 01 to Task Order No. 18 to MSA for Survey Services by and between the District and CTL Thompson, Inc., for Main Street, Phase 1 (Northbound Lane) (Cost of Work Exceeding Task Order and Future Work)**, in the amount of \$56,327.00, upon review and recommendation by the Construction Committee.

Change Order No. 01 to Task Order No. 19 to MSA for Survey Services by and between the District and CTL Thompson, Inc., for 42nd Avenue, Phase 2, NS Collector and TAH Parkway Water Construction Testing (Cost of Work Exceeding Task Order and Future Work):

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 **Change Order No. 01 to Task Order No. 19 to MSA for Survey Services by and between the District and CTL Thompson, Inc., for 42nd Avenue, Phase 2, NS Collector and TAH Parkway Water Construction Testing (Cost of Work Exceeding Task Order and Future Work)**, in the amount of \$48,859.00, upon review and recommendation by the Construction Committee.

Change Order No. 01 to Task Order No. 25 to MSA for Survey Services by and between the District and CTL Thompson, Inc., for Tributary T and Main Street Phase 3 (Cost of Work Exceeding Task Order and Future Work):

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 **Change Order No. 01 to Task Order No. 25 to MSA for Survey Services by and between the District and CTL Thompson, Inc., for Tributary T and Main Street Phase 3 (Cost of Work Exceeding Task Order and Future Work)**, in the amount of \$105,781.00, upon review and recommendation by the Construction Committee.

Change Order No. 02 to the Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for 36" Water Line Tie-Ins & Irrigation Taps (Survey for Area J and Replacement of Damaged Hydrant):

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 **Change Order No. 02 to the Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for 36" Water Line Tie-Ins & Irrigation Taps (Survey for Area J and Replacement of Damaged Hydrant)**, in the amount of \$7,254.21, upon review and recommendation by the Construction Committee.

RECORD OF PROCEEDINGS

Change Order No. 02 to the Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Section 30 Mass Grading (Bridgewater District Mass Grading): 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 **Change Order No. 02 to the Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Section 30 Mass Grading (Bridgewater District Mass Grading), in the amount of \$242,782.95, upon review and recommendation by the Construction Committee.

Change Order No. 02 to the Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for 38th Parkway (Added Guard Rail to Temporary Gas Line Bridge): 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 **Change Order No. 02 to the Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for 38th Parkway (Added Guard Rail to Temporary Gas Line Bridge), in the amount of \$32,901.00, upon review and recommendation by the Construction Committee.

Change Order No. 02 to the Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Southbound Main Street (Electrical Revisions per Approved Curb Cut Designs): 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 **Change Order No. 02 to the Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Southbound Main Street (Electrical Revisions per Approved Curb Cut Designs), in the amount of \$16,535.57, upon review and recommendation by the Construction Committee.

Change Order No. 03 to Work Order No. 09 to the Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Southbound Main Street (Paving at Main Street Phase 1, Phase 2, 42nd Phase 1 and Aura Blvd.): 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 **Change Order No. 03 to Work Order No. 09 to the Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Southbound Main Street (Paving at Main Street Phase 1, Phase 2, 42nd Phase 1 and Aura Blvd.), in the amount of \$29,947.36, upon review and recommendation by the Construction Committee.

Change Order No. 01 to Work Order No. 11 to the Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Frac Tank Rental for Temp Site Watering (Credit for Usage through 9/22/21): Following discussion, upon a motion duly made by Director Sheldon,

RECORD OF PROCEEDINGS

seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 01 to Work Order No. 11** to the **Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Frac Tank Rental for Temp Site Watering (Credit for Usage through 9/22/21), in the deductive amount of (\$18,075.00), upon review and recommendation by the Construction Committee.

Work Order No. 12 to the Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Center Roundabout Monument: 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 **Work Order No. 12** to the **Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Center Roundabout Monument, in the amount of \$475,419.00, upon review and recommendation by the Construction Committee.

Change Order No. 69 to the Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Tributary T Aurora Parkway Phase 3 and Main Street Phase 3 (Additional Scope of Work Added to Merrick Drawings from Revision 5 to Revision 6 in RFI-177 and Merrick Revision 6 Drawings): 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 **Change Order No. 69** to the **Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Tributary T Aurora Parkway Phase 3 and Main Street Phase 3 (Additional Scope of Work added to Merrick Drawings from Revision 5 to Revision 6 in RFI-177 and Merrick Revision 6 Drawings), in the amount of \$67,332.58, upon review and recommendation by the Construction Committee.

Change Order No. 70 to the Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Tributary T Aurora Parkway Phase 3 and Main Street Phase 3 (Earthwork for Landscape Mounds along EB and WB TAH Parkway per Tributary T Landscape Berm Plan): 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 **Change Order No. 70** to the **Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Tributary T Aurora Parkway Phase 3 and Main Street Phase 3 (Earthwork for Landscape Mounds along EB and WB TAH Parkway per Tributary T Landscape Berm Plan), in the amount of \$117,913.59, upon review and recommendation by the Construction Committee.

Change Order No. 03 to Task Order No. 03 to the MSA for Subsurface Utility Engineering by and between the District and Lamb-Star Engineering, LLC for Additional 11 QL-A Test Holes in the Area of 38th Avenue and Future E-

RECORD OF PROCEEDINGS

470 Interchange: 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 **Change Order No. 03 to Task Order No. 03** to the MSA for Subsurface Utility Engineering by and between the District and **Lamb-Star Engineering, LLC** for Additional 11 QL-A Test Holes in the area of 38th Avenue and Future E-470 Interchange, in the amount of \$22,824.00, upon review and recommendation by the Construction Committee.

Change Order No. 23 to the Construction Agreement by and between the District and Stormwater Risk Management, LLC for 42nd Avenue Phase 2 and NS Collector EWEC (Back of Curb Control in Tributary to Address City Violations / Region 2 Re-Stabilization Back of Walk at 42nd Avenue Phase):

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 **Change Order No. 23** to the **Construction Agreement** by and between the District and **Stormwater Risk Management, LLC** for 42nd Avenue Phase 2 and NS Collector EWEC (Back of Curb Control in Tributary to Address City Violations / Region 2 Re-Stabilization Back of Walk at 42nd Avenue Phase), in the amount of \$6,038.38, upon review and recommendation by the Construction Committee.

Change Order No. 24 to the Construction Agreement by and between the District and Stormwater Risk Management, LLC for 42nd Avenue Phase 2 and NS Collector EWEC (Installation of Rock Socks):

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 **Change Order No. 24** to the **Construction Agreement** by and between the District and **Stormwater Risk Management, LLC** for 42nd Avenue Phase 2 and NS Collector EWEC (Installation of Rock Socks), in the amount of \$2,711.25, upon review and recommendation by the Construction Committee.

Change Order No. 25 to the Construction Agreement by and between the District and Stormwater Risk Management, LLC for 42nd Avenue Phase 2 and NS Collector EWEC (Back Charge for Damaging Fire Hydrant Installed in Area A by JHL and Final Stabilization of the North Community Marker):

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 **Change Order No. 25** to the **Construction Agreement** by and between the District and **Stormwater Risk Management, LLC** for 42nd Avenue Phase 2 and NS Collector EWEC (Back Charge for Damaging Fire Hydrant Installed in Area A by JHL and Final Stabilization of the North Community Marker), in the deductive amount of (\$3,593.75), upon review and recommendation by the Construction Committee.

RECORD OF PROCEEDINGS

Short Form Construction Agreement by and between the District and SRM 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 approved the **Short Form Construction Agreement** by and between the District and **SRM Holdings, LLC**, in the amount of \$1,394,955.00, upon review and recommendation by the Construction Committee.

LEGAL MATTERS

Second Amended and Restated Service Plan: Attorney Cortese updated the Board regarding status of the Second Amended and Restated Service Plan, which was approved on First Reading at the February 14, 2022 Aurora City Council meeting, and scheduled for Second Reading at the February 28, 2022 Aurora City Council meeting.

Temporary Construction and Access Easement Agreement by and between the District and The Phillips Family Trust (Temporary Construction and Access Easement”): Attorney Hoistad reviewed the Temporary Construction and Access Easement 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 Temporary Construction and Access Easement, with consideration not to exceed \$100,000.00.

Cooperative Agreement Regarding Construction of The Aurora Highlands Parkway by and between ARTA, the District and East Cherry Creek Valley Water & Sanitation District: Director Hopper reported the District is working with necessary parties in efforts to resolve this matter.

Executive session pursuant to Section 24-6-402(4)(e), C.R.S., to discuss matters that may be subject to negotiations; developing strategy for negotiations; and instructing negotiators and receive legal advice regarding same: An executive session was not necessary.

ARTA MATTERS

Other: None.

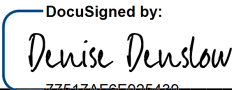
OTHER BUSINESS

None.

ADJOURNMENT

There being no further items before the Board, upon motion duly made by Director Ferreira, seconded by Director Shearon and, upon vote, unanimously carried, the meeting was adjourned at 1:23 p.m.

Respectfully submitted,

By 
 77517AF6E925439...
 Secretary for the Meeting

Certificate Of Completion

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Client Number: 011-042659-OS03-2022	
Source Envelope:	
Document Pages: 9	Signatures: 1
Certificate Pages: 5	Initials: 0
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Time Zone: (UTC-06:00) Central Time (US & Canada)	220 South 6th Street
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	Minneapolis, MN 55402
	Kathy.Suazo@claconnect.com
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Signer Events

Denise Denslow
denise.denslow@claconnect.com
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ID: 71b8cf4e-92cd-4989-980e-8eb334699e86

In Person Signer Events

Signature

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Agent Delivery Events

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Intermediary Delivery Events

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Status

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Jenny Pino
jpino@specialdistrictlaw.com
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Timestamps

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Completed	Security Checked	3/28/2022 10:29:45 AM
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