

RECORD OF PROCEEDINGS

**MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
AEROTROPOLIS AREA COORDINATING
METROPOLITAN DISTRICT (“DISTRICT”)
HELD
DECEMBER 16, 2021**

A special meeting of the Board of Directors of the District, County of Adams (referred to hereafter as the “Board”) was convened on Thursday, December 16, 2021 at 2:00 p.m. at the Information Center, 3900 E. 470 Beltway, Aurora, Colorado. The District Board meeting was held with all Directors attending in person at the physical meeting location. The meeting was also open to the public via videoconference.

Directors in Attendance Were:

Matt Hopper
Carla Ferreira
Michael Sheldon
Cynthia (Cindy) Shearon

Also in Attendance Were:

Denise Denslow, Celeste Terrell, Anna Jones, Jenny Hackelman and Debra Sedgeley; CliftonLarsonAllen LLP (“CLA”)
Jason Burningham; Lewis Young Robertson & Burningham, Inc.
MaryAnn McGeady, Esq., and Jon Hoistad, Esq.; McGeady Becher P.C.
Matthew Ruhland, Esq.; Collins Cockrel & Cole P.C.
Rita Connerly, Esq.; Fairfield and Woods P.C.
Kristine Lay, Esq.; Kutak Rock LLP
Kyle Thomas; D.A. Davidson & Co.
Curren Vite; JHL Constructors, Inc.
Tony DeVito; AECOM
Lisa Browne; Aurora Highlands, LLC
Sue Wieraga; member of the public
Rudy; member of the public
JT; member of the public
Nick English; member of the public
RCII representative present
Hono Mai Pu’uwei LLC representative present
Darian Crosby; member of the public
Michael Winakor; member of the public
Tami Romeis; member of the public
Tyler D.; member of the public
William Westmoreland; member of the public
Rudolph Hicks; member of the public
John Henderson; Coloradans for Metro District Reform

RECORD OF PROCEEDINGS

Other Members of the Public were in attendance virtually without identification

ADMINISTRATIVE MATTERS

Disclosure of Potential Conflicts of Interest: Attorney Cortese 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 special 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 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 all Directors attending in person, and the consultants attending 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 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: The Board accepted comments from residents of the CAB service area and other interested persons.

CONSENT AGENDA

None.

FINANCIAL MATTERS

Payment of Claims for Operating Costs: Ms. Sedgley reviewed the Lender funding request 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 acknowledged approval of the Lender funding request and approved payment of claims for operating costs in the amount of \$48,395.51.

RECORD OF PROCEEDINGS

Cash Position Report Dated August 31, 2021, updated as of December 13, 2021:

Ms. Sedgeley reviewed the Cash Position Report with the Board. Following review, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board accepted the Cash Position Reported dated August 31, 2021, updated as of December 13, 2021.

The Aurora Highlands Community Authority Board (“CAB”) and District Engineer’s Report and Verification of Costs Associated with Public Improvements (Draw No. 41) (Series B) Engineer’s Report and Verification of Costs No. 3 prepared by Schedio Group LLC (“Engineer’s Report (Draw 41)”):

Ms. Sedgeley and Director Hopper reviewed the Engineer’s Report (Draw 41) 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 approved the recommendation to the CAB for acceptance of the Engineer’s Report (Draw 41).

CAB and District Engineer’s Report and Verification of Costs Associated with Public Improvements (Draw No. 42) Engineer’s Report and Verification of Costs No. 19 prepared by Schedio Group LLC (“Engineer’s Report (Draw 42)”):

Ms. Sedgeley reviewed the Engineer’s Report (Draw 42) 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 approved the recommendation to the CAB for acceptance of Engineer’s Report (Draw No. 42).

CAPITAL
PROJECTS

Draw Request No. 42: Ms. Sedgeley reviewed Draw Request No. 42 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. 42, in the amount of \$7,100,021.40, as shown below:

CAB (A Bonds Improvements)**	\$ 740,757.07
CAB (B Bonds Improvements)	\$ 4,700,141.83
ARTA	\$ 1,653,788.59
Developer	\$ 5,333.91
Total:	\$7,100,021.40

**Cash on deposit from ARTA reimbursement.

Following discussion, the Board acknowledged the funding sources for Draw Request 42.

RECORD OF PROCEEDINGS

Task Order to Master Service Agreement (“MSA”) for Survey Services by and between the District and Aztec Consultants, Inc., for Plat for 32nd Avenue:

Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board approved **Task Order to MSA** for Survey Services by and between the District and **Aztec Consultants, Inc.**, for Plat for 32nd Avenue, in the amount of \$7,350.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Task Order to MSA for Survey Services by and between the District and Aztec Consultants, Inc., for Plat for Filing 3 (Park North of District Trailer):

Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board approved **Task Order to MSA** for Survey Services by and between the District and **Aztec Consultants, Inc.**, for Plat for Filing 3 (Park North of District Trailer), in the amount of \$10,600.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Change Order to the Construction Agreement by and between the District and CageEngineering, Inc. for District Collector Roadways and Pond (Change to Drainage Approach):

Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board approved **Change Order to the Construction Agreement** by and between the District and **CageEngineering, Inc.** for District Collector Roadways and Pond (Change to Drainage Approach), in the amount of \$77,900.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Task Order to the MSA for Lighting Design and Electrical Engineering Services by and between the District and Clanton Engineering, Inc., D/B/A Clanton & Associates for Lighting Design for 32nd Avenue:

Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board approved **Task Order to the MSA** for Lighting Design and Electrical Engineering Services by and between the District and **Clanton Engineering, Inc., D/B/A Clanton & Associates** for Lighting Design for 32nd Avenue, in the amount of \$35,400.000, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Task Order to the MSA for Lighting Design and Electrical Engineering Services by and between the District and Clanton Engineering, Inc., D/B/A Clanton & Associates for Lighting Support - North Site Plan Stage A:

Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board

RECORD OF PROCEEDINGS

approved **Task Order** to the **MSA** for Lighting Design and Electrical Engineering Services by and between the District and **Clanton Engineering, Inc., D/B/A Clanton & Associates** for Lighting Support - North Site Plan Stage A, in the amount of \$37,180.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Task Order to the MSA for Lighting Design and Electrical Engineering Services by and between the District and Clanton Engineering, Inc., D/B/A Clanton & Associates for Lighting Support - North Site Plan Stage B: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board approved **Task Order** to the **MSA** for Lighting Design and Electrical Engineering Services by and between the District and **Clanton Engineering, Inc., D/B/A Clanton & Associates** for Lighting Support - North Site Plan Stage B, in the amount of \$37,180.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Task Order to the MSA for Lighting Design and Electrical Engineering Services by and between the District and Clanton Engineering, Inc., D/B/A Clanton & Associates for Lighting Support - North Site Plan Stage C: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board approved **Task Order** to the **MSA** for Lighting Design and Electrical Engineering Services by and between the District and **Clanton Engineering, Inc., D/B/A Clanton & Associates** for Lighting Support - North Site Plan Stage C, in the amount of \$37,180.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Task Order to the MSA for Geotechnical Services by and between the District and CTL Thompson, Inc., for Geotech Reports: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board approved **Task Order** to the **MSA** for Geotechnical Services by and between the District and **CTL Thompson, Inc.**, for Geotech Reports, in the total amount of \$213,400.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Change Order No. 18 to the Construction Agreement by and between the District and Stormwater Risk Management, LLC, for 42nd Avenue P2 and NS Collector EWEC (Install BMPs for Ponds 5101 and 511): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 18** to the **Construction Agreement** by and between the District and **Stormwater Risk Management, LLC**, for 42nd Avenue P2 and NS Collector EWEC (Install

RECORD OF PROCEEDINGS

BMPs for Ponds 5101 and 511), in the amount of \$7,296.78, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Change Order No. 19 to the Construction Agreement by and between the District and Stormwater Risk Management, LLC, for Extension of Current Stormwater Regulatory Management through November 30, 2021: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 19 to the Construction Agreement by and between the District and Stormwater Risk Management, LLC, for Extension of Current Stormwater Regulatory Management through November 30, 2021**, in the amount of \$57,155.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Change Order No. 20 to the Construction Agreement by and between the District and Stormwater Risk Management, LLC, for 42nd Avenue P2 and NS Collector EWEC (Furnish and Install Erosion Control Measures to Sections of TAH Parkway): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 20 to the Construction Agreement by and between the District and Stormwater Risk Management, LLC, for 42nd Avenue P2 and NS Collector EWEC (Furnish and Install Erosion Control Measures to Sections of TAH Parkway)**, in the amount of \$5,615.04, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Change Order No. 21 to the Construction Agreement by and between the District and Stormwater Risk Management, LLC, for 42nd Avenue P2 and NS Collector EWEC (Extend Current Stormwater Maintenance through December 31, 2021): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 21 to the Construction Agreement by and between the District and Stormwater Risk Management, LLC, for 42nd Avenue P2 and NS Collector EWEC (Extend Current Stormwater Maintenance through December 31, 2021)**, in the amount of \$57,155.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Change Order No. 22 to the MSA for Stormwater Management Services by and between the District and Stormwater Risk Management, LLC, for 42nd Avenue P2 and NS Collector EWEC (Additional BMPs to Address Notice of Violations from City): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 22 to the MSA for Stormwater Management Services by and between the District and Stormwater Risk Management, LLC, for 42nd Avenue P2 and NS Collector EWEC (Additional BMPs to Address Notice**

RECORD OF PROCEEDINGS

of Violations from City), in the amount of \$7,011.46, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Task Order to the MSA for Stormwater Management Services by and between the District and Stormwater Risk Management, LLC, for Extension of Current Stormwater Regulatory Management through November 30, 2021: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board approved **Task Order** to the MSA for Stormwater Management Services by and between the District and **Stormwater Risk Management, LLC**, for Extension of Current Stormwater Regulatory Management through November 30, 2021, in the amount of \$29,000.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Task Order to the MSA for Stormwater Management Services by and between the District and Stormwater Risk Management, LLC, for Extension of Current Stormwater Regulatory Management through December 31, 2021: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board approved **Task Order** to the MSA for Stormwater Management Services by and between the District and **Stormwater Risk Management, LLC**, for Extension of Current Stormwater Regulatory Management through December 31, 2021, in the amount of \$29,000.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

ARTA MATTERS None.

OTHER BUSINESS None.

LEGAL MATTERS **Cooperative Agreement Regarding Construction of The Aurora Highlands Parkway by and between Aerotropolis Regional Transportation Authority (“ARTA”), the District and East Cherry Creek Valley Water & Sanitation District:** There was no update available at this time.

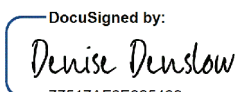
Executive session pursuant to Section 24-6-402(4)(e), C.R.S., to discuss matters that may be subject to negotiations; developing strategy for negotiations; and instructing negotiators and receive legal advice regarding same: An executive session was not necessary.

RECORD OF PROCEEDINGS

ADJOURNMENT

There being no further items before the Board, upon motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried, the meeting was adjourned at 2:17 p.m.

Respectfully submitted,

By  _____
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Secretary for the Meeting