

RECORD OF PROCEEDINGS

**MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF THE
AEROTROPOLIS AREA COORDINATING
METROPOLITAN DISTRICT (“DISTRICT”)
HELD
APRIL 21, 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, April 21, 2022 at 1:05 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 Cortese, Esq. and Jon Hoistad, Esq.; McGeady Becher P.C.
Denise Denslow, Anna Jones, Shauna D’Amato and Jason Carroll; CliftonLarsonAllen LLP (“CLA”)
Jerry Jacobs, Christina Madrigal and Corey Pilato; Timberline District Consulting, LLC (“Timberline”)
Michael Baldwin, Aliraza Hassan and Pedro Ramos; Jefferies LLC
Hannah Harriman and Ariana Meyers; JHL Constructors, Inc.
Alaina Bomar; Schedio Group LLC

**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

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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 participants attending both in person and via videoconference. The Board further noted that notice providing the time, date and location of the meeting 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 Sheldon, seconded by Director Ferreira 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:

March 17, 2022 Regular Meeting Minutes

Following discussion, upon motion duly made by Director Ferreira, seconded by Director Sheldon 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 Hopper, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board approved payment of claims for operating costs, in the amount of \$26,009.04.

Cash Position Report dated February 28, 2022 updated as of April 14, 2022: Mr. Carroll 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 February 28, 2022, updated as of April 14, 2022.

Public Hearing on Amendment to 2022 Budget: The Board opened the public hearing to consider an amendment to the 2022 Budget.

It was noted that publication of Notice stating that the Board would consider amendment of the 2022 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.

There were no public comments, and the public hearing was closed.

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Mr. Carroll and Attorney McGeady reviewed the 2022 Budget Amendment with the Board, noting the upcoming bond issue. Following discussion, upon a motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote, unanimously carried, the Board adopted the Resolution to Amend the 2022 Budget.

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. 46 Engineer’s Report and Verification of Costs No. 24 prepared by Schedio Group LLC (“Engineer’s Report No. 24”): Director Hopper reviewed Engineer’s Report No. 24 with the Board. Following review and discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board recommended acceptance of Engineer’s Report No. 24 to the CAB.

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, Engineer’s Report and Verification of Costs No. 6 prepared by Schedio Group LLC (“Engineer’s In-Tract Report No. 6”): Director Hopper reviewed Engineer’s In-Tract Report No. 6 with the Board. Following review and discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board recommended acceptance of Engineer’s In-Tract Report No. 6 to the CAB.

CAPITAL PROJECTS

Funding Sources and Payment: Mr. Carroll reviewed the current funding sources and requested payments 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 the current funding sources and requested payments, in the amount of \$4,036,217.38, as shown below:

CAB (A Bonds)	\$ 2,255,626.98
CAB (In-Tract)	\$ 274,769.85
ARTA	\$ 1,490,830.49
ATEC Spine Costs	\$ 11,996.50
Developer	\$ 2,993.56
Total:	\$4,036,217.38

Change Order No. 01 to Task Order No. 03 to Master Service Agreement (“MSA”) for Program Management, Design and Construction Services by and between the District and AECOM Technical Services, Inc., for Continued Services for SWMP Plan for Overlot Grading South of Tributary T: 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

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Change Order No. 01 to Task Order No. 03 to MSA for Program Management, Design and Construction Services by and between the District and AECOM Technical Services, Inc., for Continued Services for SWMP Plan for Overlot Grading South of Tributary T, in the amount of \$50,00.00, upon review and recommendation by the Construction Committee.

MSA for Professional Engineering Services by and between the District and Architectural Engineering Design Group, Inc., d/b/a AE Design: 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 the **MSA for Professional Engineering Services by and between the District and Architectural Engineering Design Group, Inc., d/b/a AE Design**, upon review and recommendation by the Construction Committee.

Task Order No. 01 to MSA for Professional Engineering Services by and between the District and Architectural Engineering Design Group, Inc., d/b/a AE Design, for Warm Springs Avenue West Extension: 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 No. 01 to MSA for Professional Engineering Services by and between the District and Architectural Engineering Design Group, Inc., d/b/a AE Design, for Warm Springs Avenue West Extension**, in the amount of \$4,900.00, upon review and recommendation by the Construction Committee.

Change Order No. 02 to Task Order No. 13 to MSA for Survey Services by and between the District and Aztec Consultants, Inc., for Miscellaneous Services - Prairie Waters Project (Extra Work): 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. 02 to Task Order No. 13 to MSA for Survey Services by and between the District and Aztec Consultants, Inc., for Miscellaneous Services - Prairie Waters Project (Extra Work)**, in the amount of \$49,590.00, upon review and recommendation by the Construction Committee.

Change Order No. 01 to Task Order No. 29 to MSA for Survey Services by and between the District and Aztec Consultants, Inc., for Miscellaneous Extras to Calculate and Stake Erosion Control for North Mass Grading Project (Main St. P1, 42nd P2, Aura Blvd. P1: 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. 01 to Task Order No. 29 to MSA for Survey Services by and between the District and Aztec Consultants, Inc., for Miscellaneous Extras to Calculate and Stake Erosion Control for North Mass Grading Project (Main St. P1, 42nd P2, Aura Blvd. P1)**, in the amount of \$7,000.00, upon review and recommendation by the Construction Committee.

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Change Order No. 03 to Task Order No. 31 to MSA for Survey Services by and between the District and Aztec Consultants, Inc., for Miscellaneous Easements (TAH Filing 1, 2, 4, 5, & 8): 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. 03 to Task Order No. 31 to MSA** for Survey Services by and between the District and **Aztec Consultants, Inc.**, for Miscellaneous Easements (TAH Filing 1, 2, 4, 5, & 8), in the amount of \$2,500.00, upon review and recommendation by the Construction Committee.

Change Order No. 02 to Task Order No. 35 to MSA for Survey Services by and between the District and Aztec Consultants, Inc., for Park 01 and School 01 Surveying (Extra Work): 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. 02 to Task Order No. 35 to MSA** for Survey Services by and between the District and **Aztec Consultants, Inc.**, for Park 01 and School 01 Surveying (Extra Work), in the amount of \$1,900.00, upon review and recommendation by the Construction Committee.

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) Design Survey and Final Plat: 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) Design Survey and Final Plat, in the amount of \$10,600.00, upon review and recommendation by the Construction Committee.

Task Order to MSA for Survey Services by and between the District and Aztec Consultants, Inc., for Plat for 32nd Avenue (TAH Filing 19): 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 (TAH Filing 19), in the amount of \$7,350.00, upon review and recommendation by the Construction Committee.

Task Order No. 51 to MSA for Survey Services by and between the District and Aztec Consultants, Inc., for On-Call Refill - Survey Services (Miscellaneous Tasks): 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 No. 51 to MSA** for Survey Services by and between the District and **Aztec Consultants, Inc.**, for On-Call Refill - Survey Services (Miscellaneous Tasks), in the amount of \$50,000.00, upon review and recommendation by the Construction Committee.

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Task Order No. 53 to MSA for Survey Services by and between the District and Aztec Consultants, Inc., for Legal Descriptions in Support of Tract M Walls (16 Lots and Legal Descriptions): 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 No. 53 to MSA** for Survey Services by and between the District and **Aztec Consultants, Inc.**, for Legal Descriptions in Support of Tract M Walls (16 Lots and Legal Descriptions), in the amount of \$13,600.00, upon review and recommendation by the Construction Committee.

Task Order No. 54 to MSA for Survey Services by and between the District and Aztec Consultants, Inc., for Filing 16 Test Hole Locations: 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 No. 54 to MSA** for Survey Services by and between the District and **Aztec Consultants, Inc.**, for Filing 16 Test Hole Locations, in the amount of \$9,650.00, upon review and recommendation by the Construction Committee.

Task Order No. 55 to MSA for Survey Services by and between the District and Aztec Consultants, Inc., for Final Plat for Warm Springs and Retail Parcels: 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 No. 55 to MSA** for Survey Services by and between the District and **Aztec Consultants, Inc.**, for Final Plat for Warm Springs and Retail Parcels, in the amount of \$8,350.00, upon review and recommendation by the Construction Committee.

Task Order No. 41 to MSA for Geotechnical Services by and between the District and CTL Thompson, Inc., for Geotechnical / Subgrade Investigation and Pavement Design / 32nd Avenue, Highlands Creek Blvd. to 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 **Task Order No. 41 to MSA** for Geotechnical Services by and between the District and **CTL Thompson, Inc.**, for Geotechnical / Subgrade Investigation and Pavement Design / 32nd Avenue, Highlands Creek Blvd. to TAH Parkway, in the amount of \$3,500.00, upon review and recommendation by the Construction Committee.

Task Order No. 42 to MSA for Geotechnical Services by and between the District and CTL Thompson, Inc., for Geotechnical Investigation / Filing 18 Park Geotech: 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 No. 42 to MSA** for Geotechnical Services by and between the District and **CTL Thompson, Inc.**, for Geotechnical Investigation

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/ Filing 18 Park Geotech, in the amount of \$3,750.00, upon review and recommendation by the Construction Committee.

Task Order to MSA for Geotechnical Services by and between the District and CTL Thompson, Inc., for Geotechnical Engineering – Warm Springs West of Main Street: 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 the **Task Order to MSA for Geotechnical Services by and between the District and CTL Thompson, Inc., for Geotechnical Engineering – Warm Springs West of Main Street**, in the amount of \$3,000.00, upon review and recommendation by the Construction Committee.

Change Order No. 02 to Task Order No. 16 to MSA for Civil Engineering Services by and between the District and HR Green Development, LLC, for Tributary T Coordination (Site Plan/Filing No. 12): 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. 02 to Task Order No. 16 to MSA for Civil Engineering Services by and between the District and HR Green Development, LLC, for Tributary T Coordination (Site Plan/Filing No. 12)**, in the amount of \$5,200.00, upon review and recommendation by the Construction Committee.

Change Order No. 02 to Task Order No. 26 to MSA for Civil Engineering Services by and between the District and HR Green Development, LLC, for 38th Parkway/Avenue Pond Certifications, Main Street Inlet Retrofit Design and TAH Parkway Street Light Plan Revision: 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. 02 to Task Order No. 26 to MSA for Civil Engineering Services by and between the District and HR Green Development, LLC, for 38th Parkway/Avenue Pond Certifications, Main Street Inlet Retrofit Design and TAH Parkway Street Light Plan Revision**, in the amount of \$15,150.00, upon review and recommendation by the Construction Committee.

Service Agreement for Irrigation System Design Services by and between the District and Hydrosystems-KDI, Inc.: 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 **Service Agreement for Irrigation System Design Services by and between the District and Hydrosystems-KDI, Inc.**, for an amount not to exceed \$4,350.00, upon review and recommendation by the Construction Committee.

Work Order No. 18 to the Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for 16-Inch Waterline Relocation: Following discussion, upon a motion duly made by Director Hopper,

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seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board approved **Work Order No. 18** to the **Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for 16-Inch Waterline Relocation, in the amount of \$3,037,813.00, upon review and recommendation by the Construction Committee.

Change Order No. 04 to Work Order No. 08 to the Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Credit Unused Funds for Winter Weather Protection: 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. 04 to Work Order No. 08** to the **Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Credit Unused Funds for Winter Weather Protection, in the deductive amount of (\$97,522.36), upon review and recommendation by the Construction Committee.

Task Order No. 06 to MSA for Program Management Services by and between the District and Matrix Design Group, Inc., for Construction Management Services (Homebuilders in South Area): 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 No. 06** to **MSA** for Program Management Services by and between the District and **Matrix Design Group, Inc.**, for Construction Management Services (Homebuilders in South Area), in the amount not to exceed 2.75% of Earthwork for Homebuilders, upon review and recommendation by the Construction Committee.

Task Order 07 to MSA for Program Management Services by and between the District and Matrix Design Group, Inc., for Project Management, Development Application, Civil Construction Documents and Coordination related to Design of Warm Springs (West of Main Street): 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 07** to **MSA** for Program Management Services by and between the District and **Matrix Design Group, Inc.**, for Project Management, Development Application, Civil Construction Documents and Coordination related to Design of Warm Springs (West of Main Street), in the amount of \$149,00.00.00, upon review and recommendation by the Construction Committee.

Change Order No. 01 to Task Order No. 01 to MSA for Civil Engineering Services by and between the District and Merrick & Company, for Phase 1 LOMR for Tributary T Improvements: 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. 01** to **Task Order No. 01** to **MSA** for Civil Engineering Services by and between the District and **Merrick & Company**, for Phase 1 LOMR for Tributary T

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Improvements, in the amount of \$57,970.00, upon review and recommendation by the Construction Committee.

Change Order No. 02 to Task Order No. 01 to MSA for Civil Engineering Services by and between the District and Merrick & Company, for LOMR for Tributary W Inclusion: 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. 02 to Task Order No. 01 to MSA for Civil Engineering Services by and between the District and Merrick & Company, for LOMR for Tributary W Inclusion**, in the amount of \$26,324.00, upon review and recommendation by the Construction Committee.

Change Order No. 01 to Task Order No. 12 to MSA for Civil Engineering Services by and between the District and Merrick & Company, for Tributary W (Additional Work): 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. 01 to Task Order No. 12 to MSA for Civil Engineering Services by and between the District and Merrick & Company, for Tributary W (Additional Work)**, in the amount of \$15,880.00, upon review and recommendation by the Construction Committee.

Task Order No. 13 to MSA for Civil Engineering Services by and between the District and Merrick & Company, for Tributary T Site Plan Support: 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 No. 13 to MSA for Civil Engineering Services by and between the District and Merrick & Company, for Tributary T Site Plan Support**, in the amount of \$24,865.00, upon review and recommendation by the Construction Committee.

LEGAL MATTERS

Amended and Restated Intergovernmental Agreement by and between the City of Aurora, Colorado and the District: Attorney McGeady reviewed the Agreement with the Board, noting that the City has approved the Agreement. Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried, the Board approved the Amended and Restated Intergovernmental Agreement by and between the City of Aurora, Colorado and the District.

District's Publication, Filing and Transmittal of Notice of Intent to Undertake Certain Actions under the District's Second Amended and Restated Service Plan on April 14, 2022: Attorney McGeady reviewed the Notice of Intent to Undertake Certain Actions with the Board. The Board acknowledged the District's publication, filing and transmittal of the Notice of Intent to Undertake Certain Actions under the District's Second Amended and Restated Service Plan on April 14, 2022.

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Amendment to CAB First Amended and Restated Establishment Agreement between and among the District, The Aurora Highlands Metropolitan District Nos. 1, 2 and 3 and ATEC Metropolitan District Nos. 1 and 2: Attorney McGeady described potential updates to the CAB First Amended and Restated Establishment Agreement to the Board. Following discussion, the Board directed staff to prepare the proposed updates, as discussed.

ARTA MATTERS

Other: Director Hopper noted there was nothing to report.

OTHER BUSINESS

None.

**EXECUTIVE
SESSION**

None.

ADJOURNMENT

There being no further items before the Board, upon motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote, unanimously carried, the meeting was adjourned at 1:16 p.m.

Respectfully submitted,

DocuSigned by:
By Denise Denstow
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Secretary for the Meeting