

RECORD OF PROCEEDINGS

**MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF THE
AEROTROPOLIS AREA COORDINATING
METROPOLITAN DISTRICT (“DISTRICT”)
HELD
JUNE 16, 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, June 16, 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. and Jon Hoistad, Esq.; McGeady Becher P.C.
Denise Denslow, Shauna D’Amato and Jason Carroll; CliftonLarsonAllen LLP (“CLA”)
Jerry Jacobs and Cristina Madrigal; Timberline District Consulting, LLC (“Timberline”)
Michael Baldwin and Aliraza Hassan; Jefferies LLC
Hannah Harriman and Arianne Myers; JHL Constructors, Inc.
Lippe; 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 Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried, the Board determined that because there was not a suitable or convenient

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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 amended.

Public Comment: There was no public comment.

CONSENT AGENDA

The Board considered the following actions:

May 19, 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 Ferreira, 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 \$44,737.81.

Cash Position Report dated April 30, 2022 updated as of June 10, 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 April 30, 2022, updated as of June 10, 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. 48 Engineer's Report and Verification of Costs No. 26 prepared by Schedio Group LLC ("Engineer's Report No. 26"): Director Hopper reviewed Engineer's Report No. 26 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. 26 to the CAB.

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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. 8 prepared by Schedio Group LLC (“Engineer’s In-Tract Report No. 8”): Director Hopper reviewed Engineer’s In-Tract Report No. 8 with the Board. Following review and discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board recommended acceptance of Engineer’s In-Tract Report No. 8 to the CAB.

CAPITAL PROJECTS

Funding Sources and Payment: Director Hopper reviewed the current funding sources and requested payments with the Board. The Board acknowledged the funding sources and payment in the amount of \$3,300,542.27.

TAH CAB/Spine Costs	\$ 2,747,695.18
AH In-Tract Costs	\$ 133,879.24
AF ARTA	\$ 177,691.49
AF ATEC Spine Costs	\$ 29,252.50
Developer	\$ 212,023.86
Total:	\$3,300,542.27

Change Order No. 16 to Construction Agreement by and between the District and BrightView Landscape Development, Inc. for Landscape, Hardscape and Monumentation (Credit to Fully Close-Out Contract): 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. 16 to Construction Agreement** by and between the District and **BrightView Landscape Development, Inc.** for Landscape, Hardscape and Monumentation (Credit to Fully Close-Out Contract), in the deductive amount of (\$3,675,196.73), upon review and recommendation by the Construction Committee.

Task Order No. 02 to Master Service Agreement (“MSA”) for Civil Engineering Services by and between the District and Cage Engineers, Inc., for Park 02: 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. 02 to MSA** for Civil Engineering Services by and between the District and **Cage Engineers, Inc.**, for Park 02, in the amount of \$36,000.00, upon review and recommendation by the Construction Committee.

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 (Invoices Exceeding the Task Order as Well as Future Work to be Performed): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board

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approved **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 (Invoices Exceeding the Task Order as Well as Future Work to be Performed), in the amount of \$34,429.00, upon review and recommendation by the Construction Committee.

Change Order No. 33 to Construction Agreement for Street Lighting Services by and between the District and Dynalectric Company, for TAH Filing 1 - Lighting (Main Street Phase 2 Under Road Sleeve Damage at Main Street and 42nd 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 **Change Order No. 33 to Construction Agreement** for Street Lighting Services by and between the District and **Dynalectric Company**, for TAH Filing 1 - Lighting (Main Street Phase 2 Under Road Sleeve Damage at Main Street and 42nd Avenue), in the amount of \$11,671.26, upon review and recommendation by the Construction Committee.

Work Order No. 19 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Richmond Filing 1, Pulte Filings 4&5, ISP-01 Gas Line Easement: 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 **Work Order No. 19 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Richmond Filing 1, Pulte Filings 4&5, ISP-01 Gas Line Easement, in the amount of \$3,002.092.00, upon review and recommendation by the Construction Committee.

Change Order No. 1 to Work Order No. 20 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Brightview Landscaping (Furnish and Install Solar Powered Irrigation Controllers): 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. 1 to Work Order No. 20 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Brightview Landscaping (Furnish and Install Solar Powered Irrigation Controllers), in the amount of \$66,194.00, upon review and recommendation by the Construction Committee.

Work Order No. 21 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Interior Monuments: 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 **Work Order No. 21 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Interior Monuments, in the amount of \$4,533,545.00, upon review and recommendation by

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the Construction Committee.

Work Order No. 22 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Filing 9 Wet Utilities:

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 **Work Order No. 22 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Filing 9 Wet Utilities, in the amount of \$2,895,649.00, upon review and recommendation by the Construction Committee.

Change Order No. 03 to Work Order No. 04 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for 36" Waterline Tie-Ins and Irrigation Taps (Added Work at 38th Place):

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 Work Order No. 04 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for 36" Waterline Tie-Ins and Irrigation Taps (Added Work at 38th Place), in the amount of \$91,697.50, upon review and recommendation by the Construction Committee.

Change Order No. 01 to Work Order No. 12 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Center Roundabout Monument (Revisions to General Conditions Indicated in the Original Contract):

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 Work Order No. 12 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Center Roundabout Monument (Revisions to General Conditions Indicated in the Original Contract), in the deductive amount of (\$8,782.12), upon review and recommendation by the Construction Committee.

Change Order No. 02 to Work Order No. 12 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Center Roundabout Monument (Foundation 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 Work Order No. 12 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Center Roundabout Monument (Foundation Revision), in the deductive amount of (\$22,710.00), upon review and recommendation by the Construction Committee.

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Change Order No. 02 to Work Order No. 10 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Bridgewater Filing 10 Wet Utilities (Revised General Conditions Percentages to Match the New Agreed Upon Amounts for Work Orders):

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 Work Order No. 10 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Bridgewater Filing 10 Wet Utilities (Revised General Conditions Percentages to Match the New Agreed Upon Amounts for Work Orders), in the amount of \$19,918.13, upon review and recommendation by the Construction Committee.

Change Order No. 03 to Work Order No. 10 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Bridgewater Filing 10 Wet Utilities (Dry Utility Slewing):

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 Work Order No. 10 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Bridgewater Filing 10 Wet Utilities (Dry Utility Slewing), in the amount of \$86,550.00, upon review and recommendation by the Construction Committee.

Change Order No. 03 to Work Order No. 06 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Section 30 Mass Grading (Phase 2 and Phase 3):

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 Work Order No. 06 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Section 30 Mass Grading (Phase 2 and Phase 3), in the amount of \$4,054,210.00, upon review and recommendation by the Construction Committee.

Change Order No. 04 to Work Order No. 06 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Section 30 Mass Grading (Phase 2 and Phase 3 Erosion Removal):

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. 06 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Section 30 Mass Grading (Phase 2 and Phase 3 Erosion Removal), in the deductive amount of (\$402,819.66), upon review and recommendation by the Construction Committee.

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Change Order No. 72 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Stock Pond NS Reach Seeding (Price of Seed and Mulch for Stock Pond and Tributary): 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. 72 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Stock Pond NS Reach Seeding (Price of Seed and Mulch for Stock Pond and Tributary), in the amount of \$62,207.34, upon review and recommendation by the Construction Committee.

Change Order No. 73 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Roundabout Interior Curb – RFI 110 (Additional Grading): 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. 73 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Roundabout Interior Curb – RFI 110 (Additional Grading), in the amount of \$1,582.18, upon review and recommendation by the Construction Committee.

Change Order No. 74 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Survey Issues Aztec (Removal of Blue Tops and Add'l Roadbase to Rework the Subgrade): 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. 74 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Survey Issues Aztec (Removal of Blue Tops and Add'l Roadbase to Rework the Subgrade), in the amount of \$38,825.01, upon review and recommendation by the Construction Committee.

Change Order No. 75 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Main Street Extension (Additional Asphalt Paving, Sidewalk, and Curb and Gutter): 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. 75 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Main Street Extension (Additional Asphalt Paving, Sidewalk, and Curb and Gutter), in the amount of \$76,511.42, upon review and recommendation by the Construction Committee.

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Change Order No. 76 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for COA ROW Bench Additional Earthwork (Reimbursement for Earthwork Performed Above and Beyond Contract): 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. 76 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for COA ROW Bench Additional Earthwork (Reimbursement for Earthwork Performed Above and Beyond Contract), in the amount of \$66,344.75, upon review and recommendation by the Construction Committee.

Change Order No. 77 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Additional Roadway on 38th Parkway (Costs for August – September 2021 Paving Outside of Contract Limits): 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. 77 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Additional Roadway on 38th Parkway (Costs for August – September 2021 Paving Outside of Contract Limits), in the amount of \$39,974.13, upon review and recommendation by the Construction Committee.

Change Order No. 78 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Manhole Adjustments (Aurora Highlands Parkway and Southbound 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 **Change Order No. 78 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Manhole Adjustments (Aurora Highlands Parkway and Southbound Main Street), in the amount of \$63,623.41, upon review and recommendation by the Construction Committee.

Change Order No. 22 to Construction Agreement by and between the District and Martin Marietta Materials, Inc. for Main Street Phase 1 and Phase 2 and 42nd Aura Phase 1 (Credit for Work Now Being Done Under Work Order No. 09): 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 Construction Agreement** by and between the District and **Martin Marietta Materials, Inc.** for Main Street Phase 1 and Phase 2 and 42nd Aura Phase 1 (Credit for Work Now Being Done Under Work Order No. 09), in the deductive amount of (\$107,878.64), upon review and recommendation by the Construction Committee.

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Proposal from Xcel Energy for Gas Relocation at 3900 E-470: 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 **Proposal from Xcel Energy** for Gas Relocation at 3900 E-470, in the amount of \$18,384.10, upon review and recommendation by the Construction Committee.

LEGAL MATTERS

First Amendment to Intergovernmental Agreement regarding Design and Construction of The Aurora Highlands Parkway by and among the District and the Aerotropolis Regional Transportation Authority (“ARTA”): Attorney Hoistad reviewed the First Amendment to Intergovernmental Agreement with the Board. The Board acknowledged the First Amendment to Intergovernmental Agreement regarding Design and Construction of The Aurora Highlands Parkway by and among the District and ARTA.

ARTA MATTERS

None.

OTHER BUSINESS

Other: Director Ferreira updated the Board regarding the status of installation of the Public Display of Awareness (PDA) art installation. The Board requested that District Counsel work with Director Ferreira and City of Aurora representatives to resolve outstanding issues relative to installation of the PDA installation.

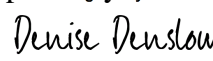
EXECUTIVE SESSION

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 1:20 p.m.

Respectfully submitted,

By 
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Secretary for the Meeting