

RECORD OF PROCEEDINGS

**MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF THE
AEROTROPOLIS AREA COORDINATING
METROPOLITAN DISTRICT (“DISTRICT”)
HELD
JULY 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, July 21, 2022 at 1:14 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., Elizabeth A. Cortese, Esq. and Jon Hoistad, Esq.;
McGeady Becher P.C.
Denise Denslow, Shauna D’Amato, Zach Leavitt and Jason Carroll;
CliftonLarsonAllen LLP
Cristina Madrigal; Timberline District Consulting, LLC (“**Timberline**”)
Michael Baldwin and Aliraza Hassan; Jefferies LLC
Hannah Harriman and Arianne Myers; JHL Constructors, Inc.

**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 by roll call, the Board determined that because there was not a suitable or convenient location within the District boundaries to conduct this meeting it was

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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 by roll call, the Agenda was approved, as presented.

Public Comment: There was no public comment.

CONSENT AGENDA

The Board considered the following actions:

June 16, 2022 Regular Meeting Minutes:

Following discussion, upon motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, 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 Ferreira and, upon vote, unanimously carried by roll call, the Board approved payment of claims for operating costs, in the amount of \$25,171.86.

Cash Position Report dated May 31, 2022 updated as of July 14, 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 May 31, 2022, updated as of July 14, 2022.

2021 Audit: Mr. Carroll reviewed the 2021 Audit with the Board, noting he expects a clean opinion. Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved the 2021 Audit, and authorized execution of the representations letter, subject to final legal review.

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. 49 Engineer's Report and Verification of Costs No. 27 prepared by Schedio Group LLC ("Engineer's Report No. 27"): Director Hopper reviewed Engineer's Report

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No. 27 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 Report No. 27 to the CAB.

Recommendation to the 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. 9 prepared by Schedio Group LLC ("Engineer's In-Tract Report No. 9"): Director Hopper reviewed Engineer's In-Tract Report No. 9 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. 9 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 following funding sources and payment in the total amount of \$6,029,163.94.

TAH CAB/Spine Costs	\$ 4,175,627.85
AH In-Tract Costs	\$ 366,885.47
AF ARTA	\$ 1,370,785.44
AF ATEC Spine Costs	\$ 67,791.00
Developer	\$ 48,074.18
Total:	\$6,029,163.94

Task Order No. 45 to Master Service Agreement ("MSA") for Survey Services by and between the District and CTL Thompson, Inc., for Geotechnical Investigation for Tributary W Drainage Improvements and Filing No. 1 Waterline Relocation: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Task Order No. 45 to MSA** for Survey Services by and between the District and **CTL Thompson, Inc.**, for Geotechnical Investigation for Tributary W Drainage Improvements and Filing No. 1 Waterline Relocation, in the amount of \$10,000.00, upon review and recommendation by the Construction Committee.

Change Order No. 34 to Construction Agreement for Street Lighting Services by and between the District and Dynalectric Company, for TAH Filing 1 - Lighting (Pulte Home Builders Request to Relocate Conduit Around Service A5): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 34 to Construction Agreement** for Street Lighting Services by and between the District and **Dynalectric Company**, for TAH Filing

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1 - Lighting (Pulte Home Builders Request to Relocate Conduit Around Service A5), in the amount of \$5,620.53, upon review and recommendation by the Construction Committee.

Change Order No. 35 to Construction Agreement for Street Lighting Services by and between the District and Dynalectric Company, for TAH Filing 1 - Lighting (Replace and Repair 2 Pole N15 on 42nd Avenue Phase 2): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 35 to Construction Agreement** for Street Lighting Services by and between the District and **Dynalectric Company**, for TAH Filing 1 - Lighting (Replace and Repair 2 Pole N15 on 42nd Avenue Phase 2), in the amount of \$2,152.47, upon review and recommendation by the Construction Committee.

Change Order No. 05 to Task Order No. 01 to MSA for Civil Engineering Services by and between the District and Felsburg Holt & Ullevig, Inc. for E-470 / TAH Pkwy Interchange -Additional Fee for Response to City of Aurora and E-470 Authority Comments: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 05 to Task Order No. 01 to MSA** for Civil Engineering Services by and between the District and **Felsburg Holt & Ullevig, Inc.** for E-470 / TAH Pkwy Interchange -Additional Fee for Response to City of Aurora and E-470 Authority Comments, in the amount of \$238,620.00, upon review and recommendation by the Construction Committee.

Change Order No. 01 to Task Order No. 18 to MSA for Civil Engineering Services by and between the District and HR Green Development, LLC for Revision to Sanitary Sewer Design to Match Site Plan A Utility Layout: Following discussion, upon a motion duly made by Director Hopper, 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 Civil Engineering Services by and between the District and **HR Green Development, LLC** for Revision to Sanitary Sewer Design to Match Site Plan A Utility Layout, in the amount of \$15,900.00, upon review and recommendation by the Construction Committee.

Change Order No. 79 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for First Creek Tributary Drainage Improvements (PCO#084 and PCO#107): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 79 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for First Creek Tributary Drainage Improvements (PCO#084 and PCO#107), in the amount of \$13,677.35, upon review and recommendation by the Construction Committee.

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Change Order No. 80 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for First Creek Tributary Drainage Improvements (PCO#181 -Extension of Contract Time – 8 months to 9/30/2022): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 80 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for First Creek Tributary Drainage Improvements (PCO#181 - Extension of Contract Time – 8 months to 9/30/2022), in the amount of \$0.00, upon review and recommendation by the Construction Committee.

Change Order No. 05 to Work Order No. 01 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Prairie Waters Pipeline (Unloading 72” Steel Pipe Casing): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 05 to Work Order No. 01 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Prairie Waters Pipeline (Unloading 72” Steel Pipe Casing), in the amount of \$47,371.86, upon review and recommendation by the Construction Committee.

Change Order No. 04 to Work Order No. 10 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Bridgewater Filing 10 Utilities (Irrigation Sleeving): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 04 to Work Order No. 10 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Bridgewater Filing 10 Utilities (Irrigation Sleeving), in the amount of \$34,835.00, upon review and recommendation by the Construction Committee.

Change Order No. 05 to Work Order No. 10 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Bridgewater Filing 10 Utilities (Sanitary and Stormwater Material Cost Increases): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 05 to Work Order No. 10 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Bridgewater Filing 10 Utilities (Sanitary and Stormwater Material Cost Increases), in the amount of \$79,870.00, upon review and recommendation by the Construction Committee.

Change Order No. 01 to Work Order No. 19 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Irrigation Sleeving (JHL PCI-01): Following discussion, upon a motion duly

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made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 01 to Work Order No. 19 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Irrigation Sleeving (JHL PCI-01), in the amount of \$25,186.00, upon review and recommendation by the Construction Committee.

Change Order No. 04 to Task Order No. 03 to MSA for Subsurface Utility Engineering by and between the District and Lamb-Star Engineering, L.P., for Final Subsurface Utility Engineering and Verification: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 04 to Task Order No. 03 to MSA for Subsurface Utility Engineering by and between the District and Lamb-Star Engineering, L.P., for Final Subsurface Utility Engineering and Verification**, in the amount of \$19,757.00, upon review and recommendation by the Construction Committee.

Task Order to MSA for Civil Engineering Services by and between the District and Merrick & Company for Drainage Design (Tributary W Pipeline Design from Pond 8540 to Tributary T): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Task Order to MSA for Civil Engineering Services by and between the District and Merrick & Company for Drainage Design (Tributary W Pipeline Design from Pond 8540 to Tributary T)**, in the amount of \$99,450.00, upon review and recommendation by the Construction Committee.

Change Order No. 01 to Task Order No. 20 to MSA for Planning and Landscape Architecture Services by and between the District and Norris Design, Inc. for Filing 3 Park – Construction Observation: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 01 to Task Order No. 20 to MSA for Planning and Landscape Architecture Services by and between the District and Norris Design, Inc. for Filing 3 Park – Construction Observation**, in the amount of \$30,000.00, upon review and recommendation by the Construction Committee.

Change Order No. 02 to Task Order No. 15 to MSA for Planning and Landscape Architecture Services by and between the District and Norris Design, Inc. for Filing 2 NAC Park - Construction Observation: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 02 to Task Order No. 15 to MSA for Planning and Landscape Architecture Services by and between the District and Norris Design, Inc. for Filing 2 NAC Park - Construction Observation**, in the amount of \$30,000.00, upon

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review and recommendation by the Construction Committee.

Change Order No. 04 to Task Order No. 18 to MSA for Planning and Landscape Architecture Services by and between the District and Norris Design, Inc. for Filing 2, Filing 4, Filing 5, Filing 8, Filing 10 and Filing 11 - Construction Assistance Services: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 04 to Task Order No. 18 to MSA** for Planning and Landscape Architecture Services by and between the District and **Norris Design, Inc.** for Filing 2, Filing 4, Filing 5, Filing 8, Filing 10 and Filing 11 - Construction Assistance Services, in the amount of \$46,000.00, upon review and recommendation by the Construction Committee.

Task Order No. 32 to MSA for Planning and Landscape Architecture Services by and between the District and Norris Design, Inc. for Filing 18 – Construction Observation: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Task Order No. 32 to MSA** for Planning and Landscape Architecture Services by and between the District and **Norris Design, Inc.** for Filing 18 – Construction Observation, in the amount of \$30,000.00, upon review and recommendation by the Construction Committee.

Change Order No. 04 to Task Order No. 01 to MSA for District Engineering Services by and between the District and Schedio Group LLC for AACMD/ARTA Cost Verification (Time and Materials): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 04 to Task Order No. 01 to MSA** for District Engineering Services by and between the District and **Schedio Group LLC** for AACMD/ARTA Cost Verification (Time and Materials), in the amount of \$504,000.00, upon review and recommendation by the Construction Committee.

LEGAL MATTERS

Letter Agreement by and between Taylor Morrison of Colorado, Inc. and the District: Attorney Hoistad reviewed the Letter Agreement with the Board, noting that it is relative to costs for the traffic signal and turn lane in Filing 15. Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved the Letter Agreement by and between Taylor Morrison of Colorado, Inc. and the District.

Agreement by and between E-470 Public Highway Authority, the District, NE Denver/Highlands, LLC and Aurora Highlands, LLC regarding Temporary Construction Access: Attorney Hoistad reviewed the Agreement with the Board, noting that it is relative to the E-470/38th Avenue Interchange. Following discussion, upon a motion duly made by Director Sheldon, seconded by Director

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Ferreira and, upon vote, unanimously carried by roll call, the Board approved the Agreement by and between E-470 Public Highway Authority, the District, NE Denver/Highlands, LLC and Aurora Highlands, LLC regarding Temporary Construction Access.

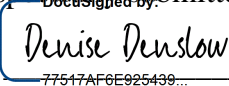
ARTA MATTERS None.

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 by roll call, the meeting was adjourned at 1:26 p.m.

Respectfully submitted,

By  _____
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Secretary for the Meeting

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Subject: AACMD Minutes 07-21-2022 AACMD Final.pdf	
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Document Pages: 8	Signatures: 1
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Denise Denslow
denise.denslow@claconnect.com
Secretary
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Notary Events

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Envelope Summary Events	Status	Timestamps
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Certified Delivered	Security Checked	8/28/2022 4:44:56 PM
Signing Complete	Security Checked	8/28/2022 4:45:19 PM
Completed	Security Checked	8/28/2022 4:45:21 PM

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To request delivery from us of paper copies of the notices and disclosures previously provided by us to you electronically, you must send us an email to BusinessTechnology@CLAconnect.com and in the body of such request you must state your email address, full name, mailing address, and telephone number. We will bill you for any fees at that time, if any.

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- Until or unless you notify CliftonLarsonAllen LLP as described above, you consent to receive exclusively through electronic means all notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to you by CliftonLarsonAllen LLP during the course of your relationship with CliftonLarsonAllen LLP.