

RECORD OF PROCEEDINGS

**MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF THE
AEROTROPOLIS AREA COORDINATING
METROPOLITAN DISTRICT (“DISTRICT”)
HELD
AUGUST 18, 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, August 18, 2022 at 1:09 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 Elisabeth A. Cortese, Esq.; McGeady Becher P.C.
Denise Denslow, Jason Carroll and Zach Leavitt; CliftonLarsonAllen LLP
Cristina Madrigal and Jerry Jacobs; Timberline District Consulting, LLC (“Timberline”)
Michael Baldwin and Simon Wirecki; Jefferies LLC
Hannah Harriman and Arianne Myers; JHL Constructors, Inc.
Tony DeVito; AECOM Technical Services, Inc.
Ashley Meyers; 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

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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 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:

July 21, 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, the Board approved payment of claims for operating costs, in the amount of \$27,975.93.

Cash Position Report dated June 30, 2022 updated as of August 12, 2022: Mr. Carroll reviewed the Cash Position Report with the Board. Following discussion, upon a motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote unanimously carried, the Board accepted the Cash Position Reported dated June 30, 2022, updated as of August 12, 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. 50 Engineer's Report and Verification of Costs No. 28 prepared by Schedio Group LLC ("Engineer's Report No. 28"): Director Hopper reviewed Engineer's Report No. 28 with the Board. Following review and discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board recommended acceptance of Engineer's Report No. 28 to the CAB.

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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. 10 prepared by Schedio Group LLC ("Engineer's In-Tract Report No. 10"): Director Hopper reviewed Engineer's In-Tract Report No. 10 with the Board. Following review and discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote unanimously carried, the Board recommended acceptance of Engineer's In-Tract Report No. 10 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 \$4,508,212.89.

TAH CAB/Spine Costs	\$ 2,659,106.22
AH In-Tract Costs	\$ 292,670.10
AF ARTA	\$ 1,541,160.26
AF ATEC Spine Costs	\$ 12,282.75
Developer	\$ 2,993.56
Total:	\$ 4,508,212.89

Change Order No. 01 to Task Order No. 06 to Master Service Agreement ("MSA") for ARTA Program Management Services by and between the District and AECOM Technical Services, Inc., for I-70 and Aerotropolis Parkway Interchange Program Management: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote unanimously carried, the Board approved **Change Order No. 01 to Task Order No. 06 to MSA** for ARTA Program Management Services by and between the District and **AECOM Technical Services, Inc.**, for I-70 and Aerotropolis Parkway Interchange Program Management, in the amount of \$156,000.00, upon review and recommendation by the Construction Committee.

Change Order No. 01 to Task Order No. 07 to MSA for ARTA Project Management Services by and between the District and AECOM Technical Services, Inc., for E-470/38th/TAH Avenue Interchange Program Management: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote unanimously carried, the Board approved **Change Order No. 01 to Task Order No. 07 to MSA** for ARTA Project Management Services by and between the District and **AECOM Technical Services, Inc.**, for E-470/38th/TAH Avenue Interchange Program Management, in the amount of \$150,000.00, upon review and recommendation by the Construction Committee.

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Work Order No. 23 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Tributary W Drainage:

Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote unanimously carried, the Board approved **Work Order No. 23 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Tributary W Drainage, in the amount of \$6,585,568.00, upon review and recommendation by the Construction Committee.

LEGAL MATTERS

Special Warranty Deed from Aurora Highlands, LLC to the District (ECCV new Northern Line alignment): Attorney McGeady presented the Special Warranty Deed to the Board. Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote unanimously carried, the Board acknowledged the Special Warranty Deed from Aurora Highlands, LLC to the District (ECCV new Northern Line alignment).

Qualified Letter of Authorization from Century Communities Concerning the Commencement of Construction of and along 32nd Avenue: Following discussion, upon a motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote unanimously carried, the Board authorized the President of the Board to countersign a Qualified Letter of Authorization from Century Communities Concerning the Commencement of Construction of and along 32nd Avenue.

ARTA MATTERS

Other: Director Ferreira requested an update on the status of 38th Avenue, asking if the alignment can coincide with the school construction anticipated to commence next year. Director Hopper noted that the current schedule for construction does reflect that timing will all coincide for August 2023. Mr. DeVito was directed to correspond with E-470 regarding timing and provide an update to the Board on a quarterly basis.

OTHER BUSINESS

None.

**EXECUTIVE
SESSION**

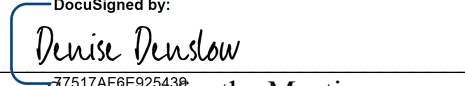
None.

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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  Denise Denlow
77517AF6E925439
Secretary for the Meeting

Certificate Of Completion

Envelope Id: FF2EFB2B9FFF4D68929FE6E7D404BA50	Status: Completed
Subject: AACMD : Mlnutes 08-18-2022 AACMD.pdf	
Client Name: AACMD	
Client Number: 011-042659-OS03-2022	
Source Envelope:	
Document Pages: 5	Signatures: 1
Certificate Pages: 5	Initials: 0
AutoNav: Enabled	Envelope Originator:
Enveloped Stamping: Enabled	Kathy Suazo
Time Zone: (UTC-06:00) Central Time (US & Canada)	220 S 6th St Ste 300
	Minneapolis, MN 55402-1418
	Kathy.Suazo@claconnect.com
	IP Address: 4.28.101.70

Record Tracking

Status: Original	Holder: Kathy Suazo	Location: DocuSign
9/22/2022 1:26:00 PM	Kathy.Suazo@claconnect.com	

Signer Events

Denise Denslow
denise.denslow@claconnect.com
Secretary
Security Level: Email, Account Authentication (None)

Signature

DocuSigned by:

77517AF6E925439...
Signature Adoption: Pre-selected Style
Using IP Address: 165.225.10.156

Timestamp

Sent: 9/22/2022 1:27:42 PM
Viewed: 9/26/2022 3:17:21 PM
Signed: 9/26/2022 3:17:28 PM

Electronic Record and Signature Disclosure:
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In Person Signer Events	Signature	Timestamp
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Editor Delivery Events	Status	Timestamp
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Agent Delivery Events	Status	Timestamp
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Intermediary Delivery Events	Status	Timestamp
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Certified Delivery Events	Status	Timestamp
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Carbon Copy Events	Status	Timestamp
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Jenny Pino jpino@specialdistrictlaw.com Security Level: Email, Account Authentication (None)	COPIED	Sent: 9/26/2022 3:17:29 PM
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Electronic Record and Signature Disclosure:
Not Offered via DocuSign

Cristina Madrigal theaurorahighlands@timberlinedc.com Security Level: Email, Account Authentication (None)	COPIED	Sent: 9/26/2022 3:17:30 PM Viewed: 9/26/2022 4:10:08 PM
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Electronic Record and Signature Disclosure:
Not Offered via DocuSign

Witness Events	Signature	Timestamp
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Notary Events	Signature	Timestamp
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Envelope Summary Events	Status	Timestamps
Envelope Sent	Hashed/Encrypted	9/22/2022 1:27:43 PM
Certified Delivered	Security Checked	9/26/2022 3:17:21 PM
Signing Complete	Security Checked	9/26/2022 3:17:28 PM
Completed	Security Checked	9/26/2022 3:17:30 PM

Payment Events	Status	Timestamps
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Electronic Record and Signature Disclosure

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