

RECORD OF PROCEEDINGS

**MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF THE
AEROTROPOLIS AREA COORDINATING
METROPOLITAN DISTRICT (“DISTRICT”)
HELD
OCTOBER 20, 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, October 20, 2022 at 1:06 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:

Elisabeth A. Cortese, Esq. and Jon Hoistad, Esq.; McGeady Becher P.C.
Denise Denslow, Shauna D’Amato, Jason Carroll and Gina Karapetyan;
CliftonLarsonAllen LLP
Jerry Jacobs, Cristina Madrigal and Ashley Meyers; Timberline District Consulting, LLC (“**Timberline**”)

**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 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 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

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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:

Approval of the September 15, 2022 Regular Meeting Minutes

Following discussion, upon motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote unanimously carried, the Board 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, the Board approved payment of claims for operating costs, in the amount of \$52,296.30.

Cash Position Report dated August 31, 2022 updated as of October 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, the Board accepted the Cash Position Report dated August 31, 2022, updated as of October 14, 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. 52 Engineer's Report and Verification of Costs No. 30 prepared by Schedio Group LLC ("Engineer's Report No. 30"): Director Hopper reviewed Engineer's Report No. 30 with the Board. Following 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 Report No. 30 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. 12 prepared by Schedio Group LLC ("Engineer's In-Tract Report No. 12"): Director Hopper reviewed

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Engineer's In-Tract Report No. 12 with the Board. Following 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. 12 to the CAB.

Additional Verification Report Related to Project Funding Requisition No. 21: Attorney Hoistad and Director M. Hopper updated the Board regarding an additional verification report that Director M. Hopper had requested be prepared relative to Project Funding Requisition No. 21, which accounted for the draws on and funding of the Construction Reserve. No such verification report was prepared because, following further discussion by the CAB's consultants and Director M. Hopper, it was determined to not be needed.

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 \$9,565,422.90.

TAH CAB/Spine Costs	\$ 6,198,692.98
AH In-Tract Costs	\$ 736,418.73
AF ARTA	\$ 2,544,188.01
AF ATEC Spine Costs	\$ 4,063.50
Developer	\$ 82,059.68
Total:	\$ 9,565,422.90

Task Order No. 55 to Master Service Agreement ("MSA") for Surveying Services by and between the District and Aztec Consultants, Inc., for Warm Springs Plat (Two Legal Descriptions): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote unanimously carried, the Board approved **Task Order No. 55 to MSA** for Surveying Services by and between the District and **Aztec Consultants, Inc.**, for Warm Springs Plat (Two Legal Descriptions), in the amount of \$1,700.00, upon review and recommendation by the Construction Committee.

Task Order No. 59 to MSA for Surveying Services by and between the District and Aztec Consultants, Inc., for Tributary W Legal Descriptions: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote unanimously carried, the Board approved **Task Order No. 59 to MSA** for Surveying Services by and between the District and **Aztec Consultants, Inc.**, for Tributary W Legal Descriptions, in the amount of \$5,500.00, upon review and recommendation by the Construction Committee.

Task Order No. 60 to MSA for Surveying Services by and between the District and Aztec Consultants, Inc., for Filing No. 25 (PA-24 Park) Water Park Design and Plat: Following discussion, upon a motion duly made by Director Hopper,

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seconded by Director Ferreira and, upon vote unanimously carried, the Board approved **Task Order No. 60** to **MSA** for Surveying Services by and between the District and **Aztec Consultants, Inc.**, for Filing No. 25 (PA-24 Park) Water Park Design and Plat, in the amount of \$15,800.00, upon review and recommendation by the Construction Committee.

Task Order to MSA for Civil Engineering Services by and between the District and Cage Engineering, Inc., for Over-Excavation Grading Revisions (Filing 7): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote unanimously carried, the Board approved **Task Order** to **MSA** for Civil Engineering Services by and between the District and **Cage Engineering, Inc.**, for Over-Excavation Grading Revisions (Filing 7), in the amount of \$29,750.00, upon review and recommendation by the Construction Committee.

Task Order No. 47 to MSA for Civil Engineering Services by and between the District and HR Green Development, LLC, for Updating Master Utility Report for Hospital Site - Increased Size: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote unanimously carried, the Board approved **Task Order No. 47** to **MSA** for Civil Engineering Services by and between the District and **HR Green Development, LLC**, for Updating Master Utility Report for Hospital Site - Increased Size, in the amount of \$18,540.00, upon review and recommendation by the Construction Committee.

Change Order No. 06 to Work Order No. 06 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc., for Section 30 Mass Grading (Earthwork Grading for 32nd and East of Century): 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. 06** to **Work Order No. 06** to **Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.**, for Section 30 Mass Grading (Earthwork Grading for 32nd and East of Century), in the amount of \$0.00, upon review and recommendation by the Construction Committee.

Change Order No. 07 to Work Order No. 07 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc., for Section 30 Mass Grading (5' Overex Grade Work - 32nd Avenue): 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. 07** to **Work Order No. 07** to **Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.**, for Section 30 Mass Grading (5' Overex Grade Work - 32nd Avenue), in the amount of \$116,364.00, upon review and recommendation by the Construction Committee.

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Change Order No. 04 to Work Order No. 012 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc., for Center Roundabout Monument (Additional Shipping Costs): 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. 04 to Work Order No. 012 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.**, for Center Roundabout Monument (Additional Shipping Costs), in the amount of \$5,595.57, upon review and recommendation by the Construction Committee.

Change Order No. 01 to Work Order No. 014 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc., for Walls and Fence Installation Phases 1 and 2 (Anti-Graffiti Coating Credit): 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 Work Order No. 014 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.**, for Walls and Fence Installation Phases 1 and 2 (Anti-Graffiti Coating Credit), in the deductive amount of (\$275,654.83), upon review and recommendation by the Construction Committee.

Change Order No. 03 to Work Order No. 019 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc., for Pulte/Richmond Landscaping and Gas Line Easement (Added Neighborhood Signs): 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. 03 to Work Order No. 019 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.**, for Pulte/Richmond Landscaping and Gas Line Easement (Added Neighborhood Signs), in the amount of \$64,391.60, upon review and recommendation by the Construction Committee.

Change Order No. 01 to Work Order No. 21 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc., for Interior Monuments (Illumination of Monument Chopsticks): 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 Work Order No. 21 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.**, for Interior Monuments (Illumination of Monument Chopsticks), in the amount of \$50,395.31, upon review and recommendation by the Construction Committee.

Work Order No. 024 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc., for ECCV Relocation (Roadway): Following discussion, upon a motion duly made by Director Hopper,

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seconded by Director Ferreira and, upon vote unanimously carried, the Board approved **Work Order No. 024 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.**, for ECCV Relocation (Roadway), in the amount of \$138,157.22, upon review and recommendation by the Construction Committee.

Task Order to MSA for Program Management Services by and between the District and Matrix Design Group, Inc. for Site Plan A – 829 Lots (Traffic, Landscape and Civil Engineering Support): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote unanimously carried, the Board approved **Task Order to MSA for Program Management Services by and between the District and Matrix Design Group, Inc.** for Site Plan A – 829 Lots (Traffic, Landscape and Civil Engineering Support), in the amount of \$702,470.00, upon review and recommendation by the Construction Committee.

Task Order to MSA for Program Management Services by and between the District and Matrix Design Group, Inc. for Site Plan B (Traffic, Landscape and Civil Engineering Support): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote unanimously carried, the Board approved **Task Order to MSA for Program Management Services by and between the District and Matrix Design Group, Inc.** for Site Plan B (Traffic, Landscape and Civil Engineering Support), in the amount of \$604,710.00, upon review and recommendation by the Construction Committee.

Task Order to MSA for Program Management Services by and between the District and Matrix Design Group, Inc. for Site Plan A – District Infrastructure (Traffic, Landscape and Civil Engineering Support): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote unanimously carried, the Board approved **Task Order to MSA for Program Management Services by and between the District and Matrix Design Group, Inc.** for Site Plan A – District Infrastructure (Traffic, Landscape and Civil Engineering Support), in the amount of \$175,450.00, upon review and recommendation by the Construction Committee.

Task Order to MSA for Program Management Services by and between the District and Matrix Design Group, Inc. for Site Plan B (Traffic, Landscape and Civil Engineering Support): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote unanimously carried, the Board approved **Task Order to MSA for Program Management Services by and between the District and Matrix Design Group, Inc.** for Site Plan B (Traffic, Landscape and Civil Engineering Support), in the amount of \$67,190.00, upon review and recommendation by the Construction Committee.

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Task Order to MSA for Civil Engineering Services by and between the District and Merrick & Company for Final Design of Tributary W Pipeline Design:

Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote unanimously carried, the Board approved **Task Order to MSA for Civil Engineering Services by and between the District and Merrick & Company for Final Design of Tributary W Pipeline Design**, in the amount of \$101,429.00, upon review and recommendation by the Construction Committee.

LEGAL MATTERS **Other:** None.

ARTA MATTERS **Other:** None.

OTHER BUSINESS **Other:** 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 1:11 p.m.

Respectfully submitted,

DocuSigned by:
By Denise Denlow
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Secretary for the Meeting