

RECORD OF PROCEEDINGS

**MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF THE
AEROTROPOLIS AREA COORDINATING
METROPOLITAN DISTRICT (“DISTRICT”)
HELD
DECEMBER 15, 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, December 15, 2022 at 1:19 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
Michael Sheldon
Cindy Shearon

The absence of Director Carla Ferreira was excused.

Also in Attendance Were:

Denise Denslow, Shauna D’Amato and Gina Karapetyan;
CliftonLarsonAllen LLP (“CLA”)
Jason Burningham; Lewis Young Robertson & Burningham, Inc.
Shelby Noble; Piper Sandler & Co.
Elisabeth Cortese, Esq. and Jon Hoistad, Esq.; McGeady Becher P.C.
Kristine Lay, Esq.; Kutak Rock LLP
Jerry Jacobs and Cristina Madrigal; Timberline District Consulting, LLC
 (“Timberline”)
Arianne Myers and Hannah Harriman; JHL Constructors, Inc.
William Westmoreland; The Aurora Highlands Metropolitan District No. 1

**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

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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 Hopper, 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 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 taxing 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 Hopper, 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 November 17, 2022 Regular Meeting Minutes

Following discussion, upon motion duly made by Director Hopper, 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: Following review and discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved payment of claims for operating costs, in the amount of \$23,245.90.

Cash Position Report dated October 31, 2022 updated as of December 9, 2022: Following review, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board accepted the Cash Position Report dated October 31, 2022, updated as of December 9, 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. 54 Engineer's Report and Verification of Costs No. 32 prepared by Schedio Group LLC ("Engineer's Report No. 32"): Director Hopper reviewed Engineer's Report No. 32 with the Board. Following 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. 32 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. 14 prepared by Schedio Group LLC (“Engineer’s In-Tract Report No. 14”): Director Hopper reviewed Engineer’s In-Tract Report No. 14 with the Board. Following 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 In-Tract Report No. 14 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 \$8,434,975.66.

TAH CAB/Spine Costs	\$ 6,166,360.06
AH In-Tract Costs	\$ 637,122.65
AF ARTA	\$ 1,565,483.28
AF ATEC Spine Costs	\$ 54,537.67
Developer	\$ 11,472.00
Total:	\$ 8,434,975.66

Task Order to Master Service Agreement (“MSA”) for Surveying Services by and between the District and AZTEC Consultants, Inc., for Aurora Highland Filing 7 Mass Grading: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Task Order to MSA** for Surveying Services by and between the District and **AZTEC Consultants, Inc.**, for Aurora Highland Filing 7 Mass Grading, in the amount of \$289,950.00, upon review and recommendation by the Construction Committee.

Task Order No. 06 to MSA for Civil Engineering Services by and between the District and Beam, Longest & Neff, LLC, for Final Design for Harvest Road to I-70 to 26th Avenue: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Task Order No. 06 to MSA** for Civil Engineering Services by and between the District and **Beam, Longest & Neff, LLC**, for Final Design for Harvest Road to I-70 to 26th Avenue, in the amount of \$1,062,700.00, upon review and recommendation by the Construction Committee.

Change Order No. 02 to Work Order No. 20 to Construction Agreement between the District and Brightview Landscape Development, Inc. (Credit for Maintenance Services Already Included): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Change Order No. 02 to Work Order**

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No. 20 to Construction Agreement between the District and **Brightview Landscape Development, Inc.** (Credit for Maintenance Services Already Included), in the deductive amount of (\$177,832.31), upon review and recommendation by the Construction Committee.

Task Order No. 02 to MSA for Lighting Design and Electrical Engineering Services by and between the District and Clanton Engineering, Inc., for Lighting and Electrical Design for Harvest Road to 26th Avenue: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Task Order No. 02 to MSA for Lighting Design and Electrical Engineering Services by and between the District and Clanton Engineering, Inc., for Lighting and Electrical Design for Harvest Road to 26th Avenue**, in the amount of \$37,591.00, upon review and recommendation by the Construction Committee.

Task Order No. 45 to MSA for Geotechnical Services between the District and CTL Thompson, Inc., for Tributary W Drainage Improvements and Filing No. 1 Waterline Relocation: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Task Order No. 45 to MSA for Geotechnical Services by and between the District and CTL Thompson, Inc., for Tributary W Drainage Improvements and Filing No. 1 Waterline Relocation**, in the amount of \$10,300.00, upon review and recommendation by the Construction Committee.

Change Order No. 06 to Task Order No. 26 to MSA for Civil Engineering Services by and between the District and HR Green Development, LLC, for Prairies Water Pipeline Relocation (Post Design Services): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Change Order No. 06 to Task Order No. 26 to MSA for Civil Engineering Services by and between the District and HR Green Development, LLC, for Prairies Water Pipeline Relocation (Post Design Services)**, in the amount of \$35,000.00, upon review and recommendation by the Construction Committee.

Change Order No. 07 to Work Order No. 10 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. (Bridgewater Filing 10 Utilities - Credit F15 Waterline): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Change Order No. 07 to Work Order No. 10 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. (Bridgewater Filing 10 Utilities - Credit F15 Waterline)**, in the deductive amount of (\$208,783.00), upon review and recommendation by the Construction Committee.

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Change Order No. 06 to Work Order No. 10 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. (Bridgewater Filing 10 Utilities - Credit Approved Plan Quantities): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Change Order No. 06 to Work Order No. 10 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** (Bridgewater Filing 10 Utilities - Credit Approved Plan Quantities), in the deductive amount of (\$43,159.00), upon review and recommendation by the Construction Committee.

Change Order No. 06 to Work Order No. 12 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc., for Center Roundabout Monument (Credit for 50/50 Split of Unused Funds): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Change Order No. 06 to Work Order No. 12 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.**, for Center Roundabout Monument (Credit for 50/50 Split of Unused Funds), in the deductive amount of (\$17,082.76), upon review and recommendation by the Construction Committee.

Change Order No. 08 to Work Order No. 19 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc., for Pulte/Richmond Landscaping and Gas Line Easement (Pulte F5 Tree Upsize): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Change Order No. 08 to Work Order No. 19 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.**, for Pulte/Richmond Landscaping and Gas Line Easement (Pulte F5 Tree Upsize), in the amount of \$4,211.00, upon review and recommendation by the Construction Committee.

Change Order No. 09 to Work Order No. 19 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc., for Pulte/Richmond Landscaping and Gas Line Easement (Pulte F5- Change Seed to Sod): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Change Order No. 09 to Work Order No. 19 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.**, for Pulte/Richmond Landscaping and Gas Line Easement (Pulte F5- Change Seed to Sod), in the amount of \$181,779.00, upon review and recommendation by the Construction Committee.

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Change Order No. 10 to Work Order No. 19 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc., for Pulte/Richmond Landscaping and Gas Line Easement (Pulte F5 Entry Walls): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Change Order No. 10 to Work Order No. 19 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.**, for Pulte/Richmond Landscaping and Gas Line Easement (Pulte F5 Entry Walls), in the amount of \$41,865.00.00, upon review and recommendation by the Construction Committee.

Change Order No. 11 to Work Order No. 19 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc., for Pulte/Richmond Landscaping and Gas Line Easement (North Gas Line Trail and Tie Ins): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Change Order No. 11 to Work Order No. 19 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.**, for Pulte/Richmond Landscaping and Gas Line Easement (North Gas Line Trail and Tie Ins), in the amount of \$42,755.00, upon review and recommendation by the Construction Committee.

Change Order No. 01 to Task Order No. 27 to MSA for Planning and Landscape Architecture by and between the District and Norris Design, Inc., for E-470 Interchange (Large Format Rendering of Proposed Interchange and Bridge): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Change Order No. 01 to Task Order No. 27 to MSA** for Planning and Landscape Architecture by and between the District and **Norris Design, Inc.**, for E-470 Interchange (Large Format Rendering of Proposed Interchange and Bridge), in the amount of \$8,750.00, upon review and recommendation by the Construction Committee.

MSA for Transportation System Analysis by and between the District and Northeast Transportation Connections: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved the **MSA** for Transportation System Analysis by and between the District and **Northeast Transportation Connections**, in the amount of \$1,251,250.00, upon review and recommendation by the Construction Committee.

LEGAL MATTERS

Other: None.

ARTA MATTERS

Other: None.

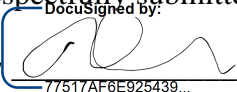
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OTHER BUSINESS **Other:** None.

EXECUTIVE
SESSION It was determined that an executive session was not necessary.

ADJOURNMENT There being no further items before the Board, upon motion duly made by Director Sheldon, seconded by Director Hopper and, upon vote unanimously carried, the meeting was adjourned.

Respectfully submitted,

By  _____
DocuSigned by:
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Secretary for the Meeting

Certificate Of Completion

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Client Number: A517419-OS03-2023	
Source Envelope:	
Document Pages: 7	Signatures: 1
Certificate Pages: 5	Initials: 0
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	Kathy.Suazo@claconnect.com
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Signer Events

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

Signature

DocuSigned by:

77517AF6E925439...
Signature Adoption: Drawn on Device
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Electronic Record and Signature Disclosure:
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In Person Signer Events

Signature

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Editor Delivery Events

Status

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Agent Delivery Events

Status

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Intermediary Delivery Events

Status

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Status

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Jenny Pino
jpino@specialdistrictlaw.com
Security Level: Email, Account Authentication (None)

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Notary Events

Signature

Timestamp

Envelope Summary Events	Status	Timestamps
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Signing Complete	Security Checked	1/23/2023 11:34:21 AM
Completed	Security Checked	1/23/2023 11:34:24 AM

Payment Events	Status	Timestamps
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ii. send us an email to BusinessTechnology@CLAconnect.com and in the body of such request you must state your email, full name, mailing address, and telephone number. We do not need any other information from you to withdraw consent.. The consequences of your withdrawing consent for online documents will be that transactions may take a longer time to process..

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