

## RECORD OF PROCEEDINGS

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**MINUTES OF A REGULAR MEETING OF  
THE BOARD OF DIRECTORS OF THE  
AEROTROPOLIS AREA COORDINATING  
METROPOLITAN DISTRICT (“DISTRICT”)  
HELD  
JANUARY 19, 2023**

A regular meeting of the Board of Directors of the District, County of Adams (referred to hereafter as the “Board”) was convened on Thursday, January 19, 2023 at 1:02 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:**

Denise Denslow, Shauna D’Amato and Gina Karapetyan;  
CliftonLarsonAllen LLP (“CLA”)  
Elisabeth A, Cortese, Esq. and Jon Hoistad, Esq.; McGeady Becher P.C.  
Jerry Jacobs, Cristina Madrigal and Ashley Myers; Timberline District  
Consulting, LLC (“Timberline”)  
Arianne Myers and Hannah Harriman; JHL Constructors, Inc.  
William Westmoreland; The Aurora Highlands Metropolitan District No. 1  
Rudolph Hicks; Member of the Public

**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 Hopper, seconded by Director Sheldon 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.

**Designation of 24-Hour Posting Location:** Following discussion, upon motion duly made by Director Hopper, seconded by Director Sheldon, and upon vote unanimously carried, the Board determined that notices of meetings of the District Board required pursuant to Section 24-6-402(2)(c), C.R.S., shall be posted on the District website at least 24 hours prior to each meeting, or if the website is unavailable at the following location: within the District's boundaries, north of East 26<sup>th</sup> Avenue.

**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:** Mr. Hicks addressed the Board regarding concerns related to snow removal issues within the developed area. Director Hopper requested that Timberline review a map depicting snow plowing responsibility with Mr. Hicks and further requested that Timberline and/or CLA work with the snow removal company to ensure that the District's responsibilities are being timely met.

### CONSENT AGENDA

The Board considered the following actions:

#### **Approval of the December 15, 2022 Regular Meeting Minutes**

Following discussion, upon motion duly made by Director Sheldon, seconded by Director Shearon 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 Sheldon, seconded by Director Shearon and, upon vote unanimously carried, the Board approved payment of claims for operating costs, in the amount of \$68,659.00.

**Cash Position Report dated November 30, 2022 updated as of January 13, 2023:** Ms. Karapetyan reviewed the Cash Position Report with the Board. Following review, upon a motion duly made by Director Sheldon, seconded by Director Shearon and, upon vote unanimously carried, the Board accepted the Cash Position Report dated November 30, 2022, updated as of January 13, 2023.

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**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. 55 Engineer’s Report and Verification of Costs No. 33 prepared by Schedio Group LLC (“Engineer’s Report No. 33”)**: Director Hopper reviewed Engineer’s Report No. 33 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. 33 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. 15 prepared by Schedio Group LLC (“Engineer’s In-Tract Report No. 15”)**: Director Hopper reviewed Engineer’s In-Tract Report No. 15 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. 15 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 \$7,537,749.08.

TAH CAB/Spine Costs	\$ 3,457,111.78
AH In-Tract Costs	\$ 1,013,199.29
AF ARTA	\$ 339,524.71
ARTA	\$ 1,170,779.42
AF ATEC Spine Costs	\$ 13,081.83
Developer	\$ 1,544,052.05
Total:	\$ 7,537,749.08

**Change Order No. 03 to Task Order No. 03 to Master Service Agreement (“MSA”) for Program Management, Design and Construction Support Services (ARTA) by and between the District and AECOM Technical Services, Inc. for SWMP Plan for Overlot Grading South of Tributary T**: 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. 03 to Task Order No. 03 to MSA** for Program Management, Design and Construction Support Services (ARTA) by and between the District and **AECOM Technical Services, Inc.** for SWMP Plan for Overlot Grading South of Tributary T, in the amount of \$50,000.00, upon review and recommendation by the Construction Committee.

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**Change Order No. 02 to Task Order No. 01 to MSA for Design and Construction Support Services (ATEC Metropolitan Districts) by and between the District and AECOM Technical Services, Inc. for ATEC Crestone Oil Wells:** 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 Task Order No. 01** to MSA for Design and Construction Support Services (ATEC Metropolitan Districts) by and between the District and **AECOM Technical Services, Inc.** for ATEC Crestone Oil Wells, in the amount of \$25,000.00, upon review and recommendation by the Construction Committee.

**Task Order No. 19 to MSA for Program Management, Design and Construction Support Services (ARTA) by and between the District and AECOM Technical Services, Inc. for ECCV Waterline Relocation Construction Management Services:** 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. 19** to MSA for Program Management, Design and Construction Support Services (ARTA) by and between the District and **AECOM Technical Services, Inc.** for ECCV Waterline Relocation Construction Management Services, in the amount of \$40,000.00, upon review and recommendation by the Construction Committee.

**Task Order No. 21 to MSA for Program Management, Design and Construction Support Services (ARTA) by and between the District and AECOM Technical Services, Inc. for Monaghan Road - 26<sup>th</sup> Avenue to 48<sup>th</sup> Avenue Design:** 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. 21** to MSA for Program Management, Design and Construction Support Services (ARTA) by and between the District and **AECOM Technical Services, Inc.** for Monaghan Road - 26<sup>th</sup> Avenue to 48<sup>th</sup> Avenue Design, in the amount of \$2,283,900.00, upon review and recommendation by the Construction Committee.

**Task Order No. 24 to MSA for Program Management, Design and Construction Support Services (ARTA) by and between the District and AECOM Technical Services, Inc. for ECCV Waterline Relocation Construction Materials Testing:** 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. 24** to MSA for Program Management, Design and Construction Support Services (ARTA) by and between the District and **AECOM Technical Services, Inc.** for ECCV Waterline Relocation Construction Materials Testing, in the amount of \$15,000.00, upon review and recommendation by the Construction Committee.

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**Task Order No. 25 to MSA for Program Management, Design and Construction Support Services (ARTA) by and between the District and AECOM Technical Services, Inc. for Review and Audit of AACMD Job Code 241:** 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. 25** to MSA for Program Management, Design and Construction Support Services (ARTA) by and between the District and **AECOM Technical Services, Inc.** for Review and Audit of AACMD Job Code 241, in the amount of \$40,000.00, upon review and recommendation by the Construction Committee.

**Change Order No. 03 to Task Order No. 04 to MSA for Civil Engineering Services by and between the District and Beam, Longest and Neff, LLC for I-70/Harvest Road Interchange Project (Interchange Final Design Supplement):** 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. 03** to **Task Order No. 04** to MSA for Civil Engineering Services by and between the District and **Beam, Longest and Neff, LLC** for I-70/Harvest Road Interchange Project (Interchange Final Design Supplement), in the amount of \$51,700.00, upon review and recommendation by the Construction Committee.

**Change Order No. 01 to Task Order 06 to MSA for Civil Engineering Services by and between the District and Beam, Longest and Neff, LLC for I-70/Aerotropolis Parkway – I-70 to 26<sup>th</sup> (Railroad Bridge Aesthetics/Architectural Final Design Supplement):** 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 06** to MSA for Civil Engineering Services by and between the District and **Beam, Longest and Neff, LLC** for I-70/Aerotropolis Parkway – I-70 to 26<sup>th</sup> (Railroad Bridge Aesthetics/Architectural Final Design Supplement), in the amount of \$51,610.00, upon review and recommendation by the Construction Committee.

**MSA for Lighting Design and Electrical Engineering Services by and between the District and Clanton Engineering, Inc. d/b/a Clanton & Associates:** 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 Lighting Design and Electrical Engineering Services by and between the District and **Clanton Engineering, Inc. d/b/a Clanton & Associates**, upon review and recommendation by the Construction Committee.

**Task Order to MSA for Lighting Design and Electrical Engineering Services by and between the District and Clanton Engineering, Inc. d/b/a Clanton & Associates for Contract Reconciliation:** 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 Lighting Design and Electrical Engineering Services by and between the District and **Clanton**

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**Engineering, Inc. d/b/a Clanton & Associates** for Contract Reconciliation in the amount of \$2,700.00, upon review and recommendation by the Construction Committee.

**Change Order No. 01 to Work Order No. 10 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Filing 3, 10 and 11 Roadways (Filing 11 Wet and Dry Utility Sleeving):** 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 Work Order No. 10 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Filing 3, 10 and 11 Roadways (Filing 11 Wet and Dry Utility Sleeving), in the amount of \$57,162.00, upon review and recommendation by the Construction Committee.

**Change Order No. 05 to Work Order No. 12 (REVISED) to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Center Roundabout Monument (Final Schedule and Unused Allowances):** 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. 05 to Work Order No. 12 (REVISED) to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Center Roundabout Monument (Final Schedule and Unused Allowances), in the deductive amount of (\$57,552.91), upon review and recommendation by the Construction Committee.

**Task Order No. 10 to MSA for Program Management Services by and between the District and Matrix Design Group for Warm Springs West of Main Street (Civil, Traffic and Landscape) and Lighting, Irrigation Design and Geotechnical Engineering:** 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. 10 to MSA** for Program Management Services by and between the District and **Matrix Design Group** for Warm Springs west of Main Street (Civil, Traffic and Landscape) and Lighting, Irrigation Design and Geotechnical Engineering, in the amount of \$149,900.00, upon review and recommendation by the Construction Committee.

**Task Order No. 12 to MSA for Program Management Services by and between the District and Matrix Design Group for 470 Concept Landscape Design:** 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. 12 to MSA** for Program Management Services by and between the District and **Matrix Design Group** for 470 Concept Landscape Design, in the amount of \$35,00.00, upon review and recommendation by the Construction Committee.

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### LEGAL MATTERS

**Grant of Public Service Company of Colorado Easement (Gun Club Road and E. 42<sup>nd</sup> Avenue) from Aurora Highlands, LLC and the District to Public Service Company of Colorado:** Attorney Hoistad reviewed the Grant of Public Service Company of Colorado Easement with the Board. Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved the grant of Public Service Company of Colorado Easement (Gun Club Road and E. 42<sup>nd</sup> Avenue) from Aurora Highlands, LLC and the District to Public Service Company of Colorado.

### ARTA MATTERS

**Other:** None.

### 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,

DocuSigned by:  
By Denise Denlow  
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Secretary for the Meeting