

RECORD OF PROCEEDINGS

**MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF THE
AEROTROPOLIS AREA COORDINATING
METROPOLITAN DISTRICT (“DISTRICT”)
HELD
FEBRUARY 16, 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, February 16, 2023 at 1:07 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 virtually via Zoom.

Directors in Attendance Were:

Matt Hopper
Michael Sheldon
Cindy Shearon

The absence of Director Ferreira was excused.

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”)
Hannah Harriman; JHL Constructors, Inc.
William Westmoreland and Nick English; 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 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

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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 Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Agenda was approved, as presented.

Public Comment: None.

CONSENT AGENDA

The Board considered the following actions:

Approval of the January 19, 2023 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 Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved payment of claims for operating costs, in the amount of \$112,916.68.

Cash Position Report dated December 31, 2022 updated as of February 10, 2023: Ms. Karapetyan reviewed the Cash Position Report with the Board. 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 December 31, 2022, updated as of February 10, 2023.

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. 56 Engineer's Report and Verification of Costs No. 34 prepared by Schedio Group LLC ("Engineer's Report No. 34"): Director Hopper reviewed Engineer's Report No. 34 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. 34 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. 16 prepared by Schedio Group LLC (“Engineer’s In-Tract Report No. 16”): Director Hopper reviewed Engineer’s In-Tract Report No. 16 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. 16 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 \$8,394,340.35.

TAH CAB/Spine Costs	\$ 3,466,280.64
AH In-Tract Costs	\$ 2,434,508.80
AF ARTA	\$ 917,800.66
ARTA	\$ 462,312.63
AF ATEC Spine Costs	\$ 10,711.52
Developer	\$ 1,102,726.10
Total:	\$ 8,394,340.35

Change Order No. 03 to Task Order No. 43 to Master Service Agreement (“MSA”) for Survey Services by and between the District and Aztec Consultants, Inc. for Tributary T & Main St Phase 3 Infrastructure – Construction Survey: 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. 43 to MSA for Survey Services by and between the District and Aztec Consultants, Inc. for Tributary T & Main St Phase 3 Infrastructure – Construction Survey**, in the amount of \$11,220.00, upon review and recommendation by the Construction Committee.

Change Order No. 02 to Task Order No. 45 to MSA for Survey Services by and between the District and Aztec Consultants, Inc. for Current and Future Survey – Miscellaneous: 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. 45 to MSA for Survey Services by and between the District and Aztec Consultants, Inc. for Current and Future Survey - Miscellaneous**, in the amount of \$5,000.00, upon review and recommendation by the Construction Committee.

Change Order No. 40 to Construction Agreement by and between the District and Dynalectric Company for Refeed Services A5 and A6: Following discussion, upon a motion duly made by Director Hopper, seconded by Director

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Sheldon and, upon vote unanimously carried, the Board approved **Change Order No. 40 to Construction Agreement** by and between the District and **Dynalectric Company** for Refeed Services A5 and A6, in the amount of \$13,310.31, upon review and recommendation by the Construction Committee.

Change Order No. 06 to Work Order No. 09 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Southbound Main Street (Credit for Remaining Unused Contingency and Traffic Control 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. 06 to Work Order No. 09 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Southbound Main Street (Credit for Remaining Unused Contingency and Traffic Control Allowances), in the deductive amount of (\$49,551.23), upon review and recommendation by the Construction Committee.

Change Order No. 03 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 3 Utility Redesign): 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 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 3 Utility Redesign), in the amount of \$83,478.00, upon review and recommendation by the Construction Committee.

Change Order No. 02 to Work Order No. 15 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Filing 3, 10 and 11 Roadways (Filing 3 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. 02 to Work Order No. 15 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Filing 3, 10 and 11 Roadways (Filing 3 Wet and Dry Utility Sleeving), in the amount of \$46,374.00, upon review and recommendation by the Construction Committee.

Change Order No. 12 to Work Order No. 19 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Pulte / Richmond Landscaping + Gas Line Easement (Neighborhood Entry Signage Foundation): 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. 12 to Work Order No. 19 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Pulte / Richmond Landscaping + Gas Line Easement (Neighborhood Entry Signage Foundation), in the amount of \$7,933.00, upon

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review and recommendation by the Construction Committee.

Change Order No. 13 to Work Order No. 19 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Pulte / Richmond Landscaping + Gas Line Easement (Tract M Landscape & POC 8 Changes): 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. 13 to Work Order No. 19 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Pulte / Richmond Landscaping + Gas Line Easement (Tract M Landscape & POC 8 Changes), in the deductive amount of (\$21,630.15), upon review and recommendation by the Construction Committee.

Change Order No. 14 to Work Order No. 19 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Pulte / Richmond Landscaping + Gas Line Easement (Pulte F4 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. 14 to Work Order No. 19 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Pulte / Richmond Landscaping + Gas Line Easement (Pulte F4 Change Seed to Sod), in the amount of \$107,553.21, upon review and recommendation by the Construction Committee.

Change Order No. 03 to Work Order No. 20 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Added Landscape Walls at 42nd Avenue (Brightview Landscaping): 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 Work Order No. 20 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Added Landscape Walls at 42nd Avenue (Brightview Landscaping), in the amount of \$318,956.00, upon review and recommendation by the Construction Committee.

Change Order No. 04 to Work Order No. 20 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Furnish and Installation of Irrigation Meter at 26th & Main St (Brightview Landscaping): 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. 04 to Work Order No. 20 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Furnish and Installation of Irrigation Meter at 26th & Main St (Brightview Landscaping), in the amount of \$49,892.00, upon review and recommendation by the Construction Committee.

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Change Order No. 01 to Work Order No. 26 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Consolidated Landscaping (Update Work Order Summary Sheet to Properly Allocate 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. 01 to Work Order No. 26 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Consolidated Landscaping (Update Work Order Summary Sheet to Properly Allocate Allowances), in the amount of \$0.00, upon review and recommendation by the Construction Committee.

Task Order No. 01 to MSA for Transportation System Analysis by and between the District and Northeast Transportation Connections for I-70 & Aerotropolis Interchange TDM Plan Phase 1: 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. 01 to MSA for Transportation System Analysis by and between the District and Northeast Transportation Connections for I-70 & Aerotropolis Interchange TDM Plan Phase 1**, in the amount of \$233,750.00, upon review and recommendation by the Construction Committee.

Change Order No. 27 to Construction Agreement for 42nd Avenue P2 and HS Collector EWEC by and between the District and Stormwater Risk Management, LLC for Contract Close Credit: 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. 27 to Construction Agreement for 42nd Avenue P2 and HS Collector EWEC by and between the District and Stormwater Risk Management, LLC for Contract Close Credit**, in the deductive amount of (\$49,543.47), upon review and recommendation by the Construction Committee.

LEGAL MATTERS **Other:** None.

ARTA MATTERS **Other:** None.

OTHER BUSINESS **Other:** None.

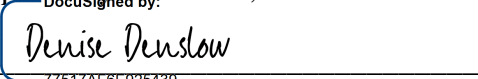
EXECUTIVE SESSION It was determined that an executive session was not necessary.

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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:
7/517AF6E925439
Secretary for the Meeting