

## 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  
MARCH 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, March 16, 2023 at 1:03 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  
Carla Ferreira  
Michael Sheldon  
Cindy Shearon

**Also in Attendance Were:**

Denise Denslow, Shauna D’Amato, and Gina Karapetyan;  
CliftonLarsonAllen LLP (“CLA”)  
MaryAnn McGeady, Esq. and Jon Hoistad, Esq.; McGeady Becher P.C.  
Jerry Jacobs, Cristina Madrigal, and Ashley Myers; Timberline District  
Consulting, LLC (“Timberline”)  
Jason Burningham; Lewis Young Robertson & Burningham, Inc.  
Kyle Thomas; D.A. Davidson & Co.

**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 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

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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 February 16, 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 \$37,572.62.

**Cash Position Report dated January 31, 2023 updated as of March 10, 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 January 31, 2023, updated as of March 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. 57 Engineer's Report and Verification of Costs No. 35 prepared by Schedio Group LLC ("Engineer's Report No. 35"):** Director Hopper reviewed Engineer's Report No. 35 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. 35 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. 17 prepared by Schedio Group LLC (“Engineer’s In-Tract Report No. 17”)**: Director Hopper reviewed Engineer’s In-Tract Report No. 17 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. 17 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 \$6,696,235.65.

TAH CAB/Spine Costs	\$ 1,835,433.60
AH In-Tract Costs	\$ 936,087.12
AF ARTA	\$ 2,390,587.96
ARTA	\$ 624,048.38
AF ATEC Spine Costs	\$ 8,376.14
Developer	\$ 901,702.45
Total:	\$ 6,696,235.65

**Change Order No. 02 to Task Order No. 05 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 ARTA Traffic Impact Study**: 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. 05 to MSA** for Program Management, Design and Construction Support Services (ARTA) by and between the District and **AECOM Technical Services, Inc.** for ARTA Traffic Impact Study, in the amount of \$54,760.00, upon review and recommendation by the Construction Committee.

**Change Order No. 01 to Task Order No. 06 to MSA for Project Support and Review Services by and between the District and AECOM Technical Services, Inc. for AACMD Construction Management Oversight**: 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. 06 to MSA** for Project Support and Review Services by and between the District and **AECOM Technical Services, Inc.** for AACMD Construction Management Oversight, in the amount of \$183,039.00, upon review and recommendation by the Construction Committee.

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**Task Order No. 13 to MSA for Program Management, Design and Construction Support Services (ARTA) by and between the District and AECOM Technical Services, Inc. for Geotechnical Boring Report for 16" Waterline under E-470:** 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. 13** to MSA for Program Management, Design and Construction Support Services (ARTA) by and between the District and **AECOM Technical Services, Inc.** for Geotechnical Boring Report for 16" Waterline under E-470, in the amount of \$56,943.00, upon review and recommendation by the Construction Committee.

**Task Order No. 26 to MSA for Program Management, Design and Construction Support Services (ARTA) by and between the District and AECOM Technical Services, Inc. for 26<sup>th</sup> Avenue from Aerotropolis Pkwy to Monaghan Road:** 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. 26** to MSA for Program Management, Design and Construction Support Services (ARTA) by and between the District and **AECOM Technical Services, Inc.** for 26<sup>th</sup> Avenue from Aerotropolis Pkwy to Monaghan Road, in the amount of \$1,202,150.00, upon review and recommendation by the Construction Committee.

**Task Order No. 27 to MSA for Program Management, Design and Construction Support Services (ARTA) by and between the District and AECOM Technical Services, Inc. for 26<sup>th</sup> Powhatan to Monaghan Program Management:** 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. 27** to MSA for Program Management, Design and Construction Support Services (ARTA) by and between the District and **AECOM Technical Services, Inc.** for 26<sup>th</sup> Powhatan to Monaghan Program Management, in the amount of \$141,276.00, upon review and recommendation by the Construction Committee.

**Task Order No. 61 to MSA for Survey Services by and between the District and Aztec Consultants, Inc. for ECCV Waterline Relocation Construction Staking:** 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. 61** to MSA for Survey Services by and between the District and **Aztec Consultants, Inc.** for ECCV Waterline Relocation Construction Staking, in the amount of \$6,300.00, upon review and recommendation by the Construction Committee.

**Task Order No. 08 to MSA for Architecture, MEP and Structural Engineering Services by and between the District and EV Studio, LLC for Tributary T Structural and Electrical Support:** Following discussion, upon a motion duly

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made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Task Order No. 08** to **MSA** for Architecture, MEP and Structural Engineering Services by and between the District and **EV Studio, LLC** for Tributary T Structural and Electrical Support, in the amount of \$23,120.00, upon review and recommendation by the Construction Committee.

**Change Order No. 01 to Work Order No. 16 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Prairie Waters Pipeline Installation (Fiber Installation for E-470 Fiber Line):** 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. 16 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Prairie Waters Pipeline Installation (Fiber Installation for E-470 Fiber Line), in the amount of \$52,769.85, upon review and recommendation by the Construction Committee.

**Change Order No. 15 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 (Gas Line COA Path and Dog Park Revisions):** 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. 15 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 (Gas Line COA Path and Dog Park Revisions), in the amount of \$11,485.00, upon review and recommendation by the Construction Committee.

**Change Order No. 16 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 (Electrical Rough-In for POC's and Shade Structures):** 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. 16 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 (Electrical Rough-In for POC's and Shade Structures), in the amount of \$27,613.00, upon review and recommendation by the Construction Committee.

**Change Order No. 17 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 (POC and Shade Structure Permanent Power):** Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously

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carried, the Board approved **Change Order No. 17 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 (POC and Shade Structure Permanent Power), in the amount of \$81,741.28, upon review and recommendation by the Construction Committee.

**Change Order No. 18 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 (Gas Line Changes for 10/21 Event):** 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. 18 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 (Gas Line Changes for 10/21 Event), in the amount of \$6,585,00, upon review and recommendation by the Construction Committee.

**Change Order No. 02 to Work Order No. 21 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Interior Monuments (Electrical Work for POC's):** 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. 21 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Interior Monuments (Electrical Work for POC's), in the amount of \$65,575.86, upon review and recommendation by the Construction Committee.

**Change Order No. 01 to Work Order No. 25 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Filing 9 Utility Install (Warm Springs Avenue - Additional 4' Sanitary Manhole):** 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. 25 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Filing 9 Utility Install (Warm Springs Avenue - Additional 4' Sanitary Manhole), in the amount of \$18,464.63, upon review and recommendation by the Construction Committee.

**Change Order No. 02 to Work Order No. 26 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Consolidated Landscaping (Filing 8 Added Park - Additional Irrigation Work):** 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. 26 to Construction Management Agreement (CMAR)** by and between the District and **JHL**

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**Constructors, Inc.** for Consolidated Landscaping (Filing 8 Added Park - Additional Irrigation Work), in the amount of \$7,763.00, upon review and recommendation by the Construction Committee.

**Work Order No. 28 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Filing 18 Park:** Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Work Order No. 28 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Filing 18 Park, in the amount of \$5,781,358.21, upon review and recommendation by the Construction Committee.

**Task Order No. 16 to MSA for Program Management Services by and between the District and Matrix Design Group, Inc. for FDP Amendment Support:** 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. 16 to MSA** for Program Management Services by and between the District and **Matrix Design Group, Inc.** for FDP Amendment Support, in the amount of \$48,750.00, upon review and recommendation by the Construction Committee.

**Change Order No. 01 to Task Order No. 11 to MSA for Civil Engineering Services by and between the District and Merrick & Company for Miscellaneous Meetings and Support:** 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. 11 to MSA** for Civil Engineering Services by and between the District and **Merrick & Company** for Miscellaneous Meetings and Support, in the amount of \$5,000.00, upon review and recommendation by the Construction Committee.

**Change Order No. 01 to Task Order No. 13 to MSA for Civil Engineering Services by and between the District and Merrick & Company for Site Plan Process (Requiring Amendment to Tributary T CD's):** 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. 13 to MSA** for Civil Engineering Services by and between the District and **Merrick & Company** for Site Plan Process (Requiring Amendment to Tributary T CD's), in the amount of \$43,020.00, upon review and recommendation by the Construction Committee.

**Task Order No. 14 to MSA for Civil Engineering Services by and between the District and Merrick & Company for Tributary W LOMR F Preparation:** 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. 14 to MSA** for Civil Engineering Services by and between the District

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and **Merrick & Company** for Tributary W LOMR F Preparation, in the amount of \$32,901.00, upon review and recommendation by the Construction Committee.

**Task Order No. 33 to MSA for Planning and Landscape Architecture Services by and between the District and Norris Design, Inc. for Filing 2, Mylar Revision #1 (Shade Structure Change):** 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. 33 to MSA for Planning and Landscape Architecture Services by and between the District and Norris Design, Inc. for Filing 2, Mylar Revision #1 (Shade Structure Change)**, in the amount of \$2,500.00, upon review and recommendation by the Construction Committee.

**Task Order No. 34 to MSA for Planning and Landscape Architecture by and between the District and Norris Design, Inc. for Filing 16, Mylar Revision #1 (Shade Structure Change):** 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. 34 to MSA for Planning and Landscape Architecture by and between the District and Norris Design, Inc. for Filing 16, Mylar Revision #1 (Shade Structure Change)**, in the amount of \$2,500.00, upon review and recommendation by the Construction Committee.

**Dirt Fill Purchase by and between the District and Aurora Highlands LLC for Interchange Offramp Development:** Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved the Dirt Fill Purchase by and between the District and Aurora Highlands LLC for Interchange Offramp Development, in the amount of \$2,000,000.00, upon review and recommendation by the Construction Committee.

### LEGAL MATTERS

**East Cherry Creek Valley Water and Sanitation District Overlap Area Consent Agreement Regarding Aurora Highlands Filing No. 9 by and between the District and East Cherry Creek Valley Water and Sanitation District:** Attorney McGeady reviewed the Overlap Area Consent Agreement with the Board, noting that it had been previously approved by the Board. Following discussion, the Board acknowledged execution of the East Cherry Creek Valley Water and Sanitation District Overlap Area Consent Agreement Regarding Aurora Highlands Filing No. 9 by and between the District and East Cherry Creek Valley Water and Sanitation District.

### ARTA MATTERS

**Other:** None.

### OTHER BUSINESS

**Other:** None.



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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, the meeting was adjourned.

Respectfully submitted,

DocuSigned by:  
By Denise Denstow  
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Secretary for the Meeting