

## RECORD OF PROCEEDINGS

---

**MINUTES OF A REGULAR MEETING OF  
THE BOARD OF DIRECTORS OF THE  
AEROTROPOLIS AREA COORDINATING  
METROPOLITAN DISTRICT (“DISTRICT”)  
HELD  
APRIL 20, 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, April 20, 2023 at 1:12 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 Jason Carroll; CliftonLarsonAllen LLP (“CLA”)  
MaryAnn McGeady, Esq., Elisabeth A. Cortese, Esq., and Jon Hoistad, Esq.; McGeady Becher P.C.  
Jerry Jacobs and Cristina Madrigal; Timberline District Consulting, LLC (“Timberline”)  
Hannah Harriman; JHL Constructors, Inc.  
Dr. William Westmoreland and James Birkenfeld; The Aurora Highlands Metropolitan District No. 1

**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 Sheldon, seconded by Director Ferreira and, upon vote unanimously

## RECORD OF PROCEEDINGS

---

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 Sheldon, seconded by Director Ferreira 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 March 16, 2023 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 \$57,786.94.

**Cash Position Report dated February 28, 2023 updated as of April 14, 2023:** 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 February 28, 2023, updated as of April 14, 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. 58 Engineer's Report and Verification of Costs No. 36 prepared by Schedio Group LLC ("Engineer's Report No. 36"):** Director Hopper reviewed Engineer's Report No. 36 with the Board, noting that Schedio Group, LLC had been directed to revise the Report to incorporate corrections to the funding sources (verified amount is accurate as presented, but adjustment to the funding sources is necessary). 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. 36 to the CAB, subject to finalization of

## RECORD OF PROCEEDINGS

---

funding sources and final review by staff.

**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. 18 prepared by Schedio Group LLC ("Engineer's In-Tract Report No. 18"):** Director Hopper reviewed Engineer's In-Tract Report No. 18 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. 18 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 \$11,130,336.40, subject to finalization of funding sources, as noted above.

|                     |                 |
|---------------------|-----------------|
| TAH CAB/Spine Costs | \$ 3,989,360.89 |
| AH In-Tract Costs   | \$ 1,523,389.60 |
| AF ARTA             | \$ 1,700,930.15 |
| ARTA                | \$ 3,378,289.16 |
| AF ATEC Spine Costs | \$ 2,499.50     |
| Developer           | \$ 535,867.10   |
| Total:              | \$11,130,336.40 |

**Task Order to Master Service Agreement ("MSA") for Surveying Services by and between the District and Aztec Consultants, Inc. for Filing 24 (PA 13) Final Plat:** 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 Surveying Services by and between the District and **Aztec Consultants, Inc.** for Filing 24 (PA 13) Final Plat, in the amount of \$25,000.00, upon review and recommendation by the Construction Committee.

**Task Order No. 47 to the MSA for Geotechnical Services by and between the District and CTL Thompson, Inc. for Waterline Resistivity Testing:** 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 Geotechnical Services by and between the District and **CTL Thompson, Inc.** for Waterline Resistivity Testing, in the amount of \$950.00, upon review and recommendation by the Construction Committee.

**Change Order No. 03 to Task Order No. 25 to the MSA for Geotechnical Services by and between the District and CTL Thompson, Inc. for Tributary T & Main Street P3:** Following discussion, upon a motion duly made by Director

## RECORD OF PROCEEDINGS

---

Hopper, seconded by Director Ferreira and, upon vote unanimously carried, the Board approved **Change Order No. 03 to Task Order No. 25** to the MSA for Geotechnical Services by and between the District and **CTL Thompson, Inc.** for Tributary T & Main Street P3, in the amount of \$267.25, upon review and recommendation by the Construction Committee.

**Task Order No. 09 to MSA for Architecture, MEP and Structural Engineering Services by and between the District and EV Studio, LLC for Carousel Foundation 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 No. 09** to MSA for Architecture, MEP and Structural Engineering Services by and between the District and **EV Studio, LLC** for Carousel Foundation Design, in the amount of \$4,800.00, upon review and recommendation by the Construction Committee.

**Change Order No. 01 to Task Order No. 42 to MSA for Civil Engineering Services by and between the District and HR Green Development, LLC for Tributary T Channel Design (Design Revision and Added Coordination to Finalize Hydraulic Reviews by FEMA, MHFD and the City of Aurora):** 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 Task Order No. 42** to MSA for Civil Engineering Services by and between the District and **HR Green Development, LLC** for Tributary T Channel Design (Design Revision and Added Coordination to Finalize Hydraulic Reviews by FEMA, MHFD and the City of Aurora), in the amount of \$27,400.00, upon review and recommendation by the Construction Committee.

**Short Form Construction Agreement by and between the District and JBS Pipeline, LLC d/b/a JBS Pipeline Contractors for ECCV Waterline Relocation:** Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote unanimously carried, the Board approved the **Short Form Construction Agreement** by and between the District and **JBS Pipeline, LLC d/b/a JBS Pipeline Contractors** for ECCV Waterline Relocation in the amount of \$865,025.00, upon review and recommendation by the Construction Committee.

**Addendum to Short Form Construction Agreement by and between the District and JBS Pipeline, LLC d/b/a JBS Pipeline Contractors for ECCV Waterline Relocation:** Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote unanimously carried, the Board approved the **Addendum to Short Form Construction Agreement** by and between the District and **JBS Pipeline, LLC d/b/a JBS Pipeline Contractors** for ECCV Waterline Relocation, upon review and recommendation by the Construction Committee.

## RECORD OF PROCEEDINGS

---

**Change Order No. 08 to Work Order No. 10 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Bridgewater Filing 10 Utilities (Final Schedule, Credit and Savings Split):**

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. 08 to Work Order No. 10 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Bridgewater Filing 10 Utilities (Final Schedule, Credit and Savings Split), in the deductive amount of (\$122,517.58), upon review and recommendation by the Construction Committee.

**Change Order No. 03 to Work Order No. 22 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Consolidated Landscaping (Filing 8 Play Equipment Alternate):**

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. 22 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Consolidated Landscaping (Filing 8 Play Equipment Alternate), in the amount of \$3,695.00, upon review and recommendation by the Construction Committee.

**Change Order No. 01 to Work Order No. 22 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Filing 9 Wet Utility Material Procurement (Storm Material & Staging Yard Reconciliation):**

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. 22 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Filing 9 Wet Utility Material Procurement (Storm Material & Staging Yard Reconciliation) in the amount of \$56,915.53, upon review and recommendation by the Construction Committee.

**Change Order No. 01 to Work Order No. 23 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Tributary W Drainage (Final Approved Plans and Material Escalation):**

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. 23 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Tributary W Drainage (Final Approved Plans and Material Escalation) in the amount of \$41,999.00, upon review and recommendation by the Construction Committee.

## RECORD OF PROCEEDINGS

---

**Change Order No. 01 to Work Order No. 24 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for ECCV Relocation – Roadway (Final Savings Split and Credits):** 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. 24 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for ECCV Relocation – Roadway (Final Savings Split and Credits) in the deductive amount of (\$19,036.09), upon review and recommendation by the Construction Committee.

**Change Order No. 02 to Work Order No. 25 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Filing 9 Wet Utility Install (Installation of Two (2) 2” Irrigation Services along Warm Springs Ave/Highlands Creek Pkwy):** 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. 02 to Work Order No. 25 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Filing 9 Wet Utility Install (Installation of Two (2) 2” Irrigation Services along Warm Springs Ave/Highlands Creek Pkwy), in the amount of \$60,092.50, upon review and recommendation by the Construction Committee.

**Work Order No. 27 to Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Filing 9 Roadways and Drainage Channel:** Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote unanimously carried, the Board approved **Work Order No. 27 to Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Filing 9 Roadways and Drainage Channel, in the amount of \$10,234,471.52, upon review and recommendation by the Construction Committee.

**Task Order No. 17 to MSA for Program Management Services by and between the District and Matrix Design Group, Inc. for Phase 1A North (Design of 2 Detention Ponds and 4 WQ Ponds along with Conveyance System):** 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. 17 to MSA** for Program Management Services by and between the District and **Matrix Design Group, Inc.** for Phase 1A North (Design of 2 Detention Ponds and 4 WQ Ponds along with Conveyance System), in the amount of \$335,200.00, upon review and recommendation by the Construction Committee.

**Task Order No. 18 to MSA for Program Management Services by and between the District and Matrix Design Group, Inc. for Site Plan A (Design of Landscape with PA-7 as part of Site Plan A):** Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon

## RECORD OF PROCEEDINGS

---

vote unanimously carried, the Board approved **Task Order No. 18 to MSA** for Program Management Services by and between the District and **Matrix Design Group, Inc.** for Site Plan A (Design of Landscape with PA-7 as part of Site Plan A), in the amount of \$71,150.00, upon review and recommendation by the Construction Committee.

LEGAL MATTERS

**Temporary Construction License Agreement by and between the District and Taylor Morrison of Colorado, Inc. (The Aurora Highlands Subdivision Filing No. 15):** Attorney Hoistad reviewed the Temporary Construction License Agreement with the Board. Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried, the Board ratified approval of the Temporary Construction License Agreement by and between the District and Taylor Morrison of Colorado, Inc. (The Aurora Highlands Subdivision Filing No. 15).

**Partial Vacation of Easement from East Cherry Creek Valley Water and Sanitation District:** Attorney Hoistad provided an update. The Board acknowledged the recordation of the Partial Vacation of Easement from East Cherry Creek Valley Water and Sanitation District.

ARTA MATTERS

None.

OTHER BUSINESS

None.

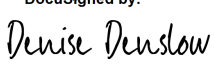
EXECUTIVE SESSION

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 Hopper, the meeting was adjourned.

Respectfully submitted,

By  \_\_\_\_\_  
DocuSigned by:  
77517AF6E925439  
Secretary for the Meeting