

RECORD OF PROCEEDINGS

**MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF THE
AEROTROPOLIS AREA COORDINATING
METROPOLITAN DISTRICT (“DISTRICT”)
HELD
JUNE 15, 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, June 15, 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. The meeting was open to the public.

Directors in Attendance Were:

Matt Hopper
Carla Ferreira
Michael Sheldon
Cindy Shearon

Also in Attendance Were:

Denise Denslow, Shauna D’Amato, JoAnn Giddings 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.

**ADMINISTRATIVE
MATTERS**

Disclosure of Potential Conflicts of Interest: Director Hopper 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 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 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 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 May 18, 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 \$40,975.59.

Cash Position Report dated April 30, 2023 updated as of June 9, 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 April 30, 2023, updated as of June 9, 2023.

2022 Audit: Mr. Carroll reviewed the 2022 Audit with the Board, noting that he expects an unmodified opinion from the auditor. Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote unanimously carried, the Board approved the 2022 Audit, subject to final legal revision and authorized the execution of the representation letter.

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. 60 Engineer's Report and Verification of Costs No. 38 prepared by Schedio Group LLC ("Engineer's Report No. 38"): Director Hopper reviewed Engineer's Report No. 38 with the Board. Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the

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Board recommended acceptance of Engineer's Report No. 38 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. 20 prepared by Schedio Group LLC ("Engineer's In-Tract Report No. 20"): Director Hopper reviewed Engineer's In-Tract Report No. 20 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. 20 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 \$6,872,481.19, subject to finalization of funding sources, as noted above.

TAH CAB/Spine Costs	\$ 2,737,279.27
AH In-Tract Costs	\$ 3,118,628.53
AF ARTA	\$ 529,593.62
ARTA	\$ 259,099.78
AF ATEC Spine Costs	\$ 33,729.50
Developer	\$ 194,150.49
Total:	<u><u>\$ 6,872,481.19</u></u>

Change Order No. 03 to Task Order No. 01 to Master Service Agreement ("MSA") for Design and Construction Support Services (ATEC) by and between the District and AECOM Technical Services, Inc. for ATEC Crestone Oil Well (Support for Negotiations and Exhibits for Crestone Bijou and King North Well Layout Coordination in Section 21 and 28): 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. 01 to MSA** for Design and Construction Support Services (ATEC) by and between the District and **AECOM Technical Services, Inc.** for ATEC Crestone Oil Well (Support for Negotiations and Exhibits for Crestone Bijou and King North Well Layout Coordination in Section 21 and 28), in the amount of \$30,000.00, upon review and recommendation by the Construction Committee.

Task Order No. 28 to MSA for Program Management, Design and Construction Services (ARTA) by and between the District and AECOM Technical Services, Inc. for 48th Avenue from Aerotropolis to Monaghan Road Design / 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. 28 to MSA** for Program Management,

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Design and Construction Services (ARTA) by and between the District and **AECOM Technical Services, Inc.** for 48th Avenue from Aerotropolis to Monaghan Road Design / Program Management, in the amount of \$1,819,843.96, upon review and recommendation by the Construction Committee.

Task Order No. 30 to MSA for Program Management, Design and Construction Services (ARTA) by and between the District and AECOM Technical Services, Inc. for Aerotropolis Pkwy. Access Control Plan (I-70 to 56th 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. 30 to MSA** for Program Management, Design and Construction Services (ARTA) by and between the District and **AECOM Technical Services, Inc.** for Aerotropolis Pkwy. Access Control Plan (I-70 to 56th Avenue), in the amount of \$56,416.00, upon review and recommendation by the Construction Committee.

Change Order No. 01 to Task Order No. 63 to MSA for Survey Services by and between the District and Aztec Consultants, Inc. for Filing 3 Soccer Field (Construction Staking): 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. 63 to MSA** for Survey Services by and between the District and **Aztec Consultants, Inc.** for Filing 3 Soccer Field (Construction Staking), in the amount of \$12,240.00, upon review and recommendation by the Construction Committee.

Change Order No. 01 to Task Order No. 64 to MSA for Survey Services by and between the District and Aztec Consultants, Inc. for North Mass Grading TOPO (Construction Staking): 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. 64 to MSA** for Survey Services by and between the District and **Aztec Consultants, Inc.** for North Mass Grading TOPO (Construction Staking), in the amount of \$27,850.00, upon review and recommendation by the Construction Committee.

Change Order No. 05 to Work Order No. 20 to Construction Management Agreement (“CMAR”) by and between the District and JHL Constructors, Inc. for Brightview Landscape Development, Inc. Landscape, Hardscape and Monumentation (Add Main St. East Side Tree Lawn & Back of Walk): 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. 20 to CMAR** by and between the District and **JHL Constructors, Inc.** for **Brightview Landscape Development, Inc.** Landscape, Hardscape and Monumentation (Add Main St. East Side Tree Lawn & Back of Walk), in the amount of \$485,389.02, upon review and recommendation by the Construction Committee.

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Change Order No. 06 to Work Order No. 20 to CMAR for Brightview Landscape Development, Inc. Landscape, Hardscape and Monumentation for Updated Schedule (Extension for Sales Tax Exemption): 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. 20 to CMAR for Brightview Landscape Development, Inc. Landscape, Hardscape and Monumentation for Updated Schedule (Extension for Sales Tax Exemption)**, in the amount of \$0.00, upon review and recommendation by the Construction Committee.

Change Order No. 07 to Work Order No. 20 to CMAR for Brightview Landscape Development, Inc. Landscape, Hardscape and Monumentation for Main Street Phase 1 Medians and West Side Tree Lawn: 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. 20 to CMAR for Brightview Landscape Development, Inc. Landscape, Hardscape and Monumentation for Main Street Phase 1 Medians and West Side Tree Lawn**, in the amount of \$881,742.80, upon review and recommendation by the Construction Committee.

Task Order No. 48 to MSA for Geotechnical Services by and between the District and CTL Thompson, Inc. for Preliminary Geotechnical Investigation (TAH - North Areas A, B and C): 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. 48 to MSA for Geotechnical Services by and between the District and CTL Thompson, Inc. for Preliminary Geotechnical Investigation (TAH - North Areas A, B and C)**, in the amount of \$288,200.00, upon review and recommendation by the Construction Committee.

Task Order No. 49 to MSA for Geotechnical Services by and between the District and CTL Thompson, Inc. for Waterline Resistivity Testing (TAH Filing 7, 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. 49 to MSA for Geotechnical Services by and between the District and CTL Thompson, Inc. for Waterline Resistivity Testing (TAH Filing 7, Phase 1)**, in the amount of \$5,100.00, upon review and recommendation by the Construction Committee.

Task Order No. 50 to MSA for Geotechnical Services by and between the District and CTL Thompson, Inc. for Geotechnical Investigation (Aquatic Center and Park): 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. 50 to MSA for Geotechnical Services by and between the District and CTL Thompson, Inc. for Geotechnical Investigation (Aquatic Center and Park)**, in the amount of \$8,750.00, upon review and

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recommendation by the Construction Committee.

Task Order No. 58 to MSA for Geotechnical Services by and between the District and CTL Thompson, Inc. for Construction Observation and Materials Testing (Filing 3 Park): 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. 58 to MSA for Geotechnical Services by and between the District and CTL Thompson, Inc. for Construction Observation and Materials Testing (Filing 3 Park)**, in the amount of \$26,885.00, upon review and recommendation by the Construction Committee.

Change Order No. 04 to Work Order No. 15 to CMAR by and between the District and JHL Constructors, Inc. for Final Paving Permit Credit (Filing 3, 10 & 11 Roadways): 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. 15 to CMAR by and between the District and JHL Constructors, Inc. for Final Paving Permit Credit (Filing 3, 10 & 11 Roadways)**, in the deductive amount of (\$8,375.47), upon review and recommendation by the Construction Committee.

Change Order No. 05 to Work Order No. 15 to CMAR by and between the District and JHL Constructors, Inc. for Final Construction Water Usage (Filing 3, 10 and 11 Roadways): 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. 15 to CMAR by and between the District and JHL Constructors, Inc. for Final Construction Water Usage (Filing 3, 10 and 11 Roadways)**, in the deductive amount of (\$6,132.06), upon review and recommendation by the Construction Committee.

Change Order No. 06 to Work Order No. 15 to CMAR by and between the District and JHL Constructors, Inc. for Credit for Unused Earthwork Budgets (Filing 3, 10 and 11 Roadways): 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. 15 to CMAR by and between the District and JHL Constructors, Inc. for Credit for Unused Earthwork Budgets (Filing 3, 10 and 11 Roadways)**, in the deductive amount of (\$15,921.89), upon review and recommendation by the Construction Committee.

Change Order No. 02 to Work Order No. 16 to CMAR by and between the District and JHL Constructors, Inc. for Prairie Waters Pipeline Installation (Final Savings Splits and Credits): 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. 16 to CMAR by and between the District and JHL Constructors, Inc. for**

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Prairie Waters Pipeline Installation (Final Savings Splits and Credits), in the deductive amount of (\$253,926.76), upon review and recommendation by the Construction Committee.

Change Order No. 19 to Work Order No. 19 to CMAR by and between the District and JHL Constructors, Inc. for Pulte/Richmond Landscaping and Gas Line Easement (Credit for 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. 19 to Work Order No. 19 to CMAR** by and between the District and **JHL Constructors, Inc.** for Pulte/Richmond Landscaping and Gas Line Easement (Credit for Unused Allowances), in the deductive amount of (\$11,017.08), upon review and recommendation by the Construction Committee.

Change Order No. 03 to Work Order No. 25 to CMAR by and between the District and JHL Constructors, Inc. for Filing 9 Utility Install (Storm Reconciliation and Plan Approval Delays): 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. 25 to CMAR** by and between the District and **JHL Constructors, Inc.** for Filing 9 Utility Install (Storm Reconciliation and Plan Approval Delays), in the amount of \$124,878.30, upon review and recommendation by the Construction Committee.

Change Order No. 01 to Work Order No. 28 to CMAR by and between the District and JHL Constructors, Inc. for Filing 18 Park (Carousel 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. 01 to Work Order No. 28 to CMAR** by and between the District and **JHL Constructors, Inc.** for Filing 18 Park (Carousel Foundation), in the amount of \$80,802.95, upon review and recommendation by the Construction Committee.

Change Order No. 02 to Work Order No. 28 to CMAR by and between the District and JHL Constructors, Inc. for Filing 18 Park (Xcel Sleeving for Electrical Service): 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. 28 to CMAR** by and between the District and **JHL Constructors, Inc.** for Filing 18 Park (Xcel Sleeving for Electrical Service), in the amount of \$13,659.91, upon review and recommendation by the Construction Committee.

Change Order No. 03 to Work Order No. 28 to CMAR by and between the District and JHL Constructors, Inc. for Filing 18 Park (Electrical Design Revision): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board

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approved **Change Order No. 03** to **Work Order No. 28** to **CMAR** by and between the District and **JHL Constructors, Inc.** for Filing 18 Park (Electrical Design Revision), in the amount of \$14,175.65, upon review and recommendation by the Construction Committee.

Change Order No. 05 to Task Order No. 18 to MSA for Planning and Landscape Architectural Services by and between the District and Norris Design, Inc. for Construction Assistance (Multiple Projects): 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 Task Order No. 18 to MSA** for Planning and Landscape Architectural Services by and between the District and **Norris Design, Inc.** for Construction Assistance (Multiple Projects), in the amount of \$71,000.00, upon review and recommendation by the Construction Committee.

ARTA MATTERS

None.


OTHER BUSINESS

Director Ferreira discussed the 4th of July Festival hosted by the District.

ADJOURNMENT

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

Respectfully submitted,

By 
Secretary for the Meeting