

RECORD OF PROCEEDINGS

**MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF THE
AEROTROPOLIS AREA COORDINATING
METROPOLITAN DISTRICT (“DISTRICT”)
HELD
JULY 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, July 20, 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. 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”)
Elisabeth A. Cortese, Esq. and Jon Hoistad, Esq.; McGeady Becher P.C.
Cristina Madrigal and Ashley Myers; Timberline District Consulting, LLC
 (“Timberline”)

**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 Shearon 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 conduct this meeting at the above-stated location, with participants attending both in person and via videoconference. The Board further noted that notice providing

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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 Shearon 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 June 15, 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 \$34,779.48.

Cash Position Report dated May 31, 2023 updated as of July 14, 2023: Mr. Carroll reviewed the Cash Position Report with the Board. Following discussion, 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 May 31, 2023, updated as of July 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. 61 Engineer's Report and Verification of Costs No. 39 prepared by Schedio Group LLC ("Engineer's Report No. 39"): Director Hopper reviewed Engineer's Report No. 39 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. 39 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. 21 prepared by Schedio Group LLC ("Engineer's In-Tract Report No. 21"): Director Hopper reviewed Engineer's In-Tract Report No. 21 with the Board. Following discussion, upon a

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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. 21 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 \$12,019,083.38, subject to finalization of funding sources, as noted above.

TAH CAB/Spine Costs	\$ 5,850,049.89
AH In-Tract Costs	\$ 3,132,337.85
AF ARTA	\$ 2,413,857.30
ARTA	\$ 536,208.13
AF ATEC Spine Costs	\$ 81,609.51
Developer	\$ 5,020.70
Total:	\$12,019,083.38

Service Agreement for Engineering Services by and between the District and Carrick Engineering Corp.: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved the **Service Agreement** for Engineering Services by and between the District and **Carrick Engineering Corp.**, upon review and recommendation by the Construction Committee.

Change Order No. 02 to Task Order No. 06 to Master Service Agreement ("MSA") for Project Support and Review Services (AACMD) by and between the District and AECOM Technical Services, Inc. for 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. 02 to Task Order No. 06 to MSA** for Project Support and Review Services (AACMD) by and between the District and **AECOM Technical Services, Inc.** for Construction Management Oversight, in the deductive amount of (\$11,724.00), upon review and recommendation by the Construction Committee.

Change Order No. 02 to Task Order No. 06 to MSA for Program Management, Design and Construction Support Services (ARTA) by and between the District and AECOM Technical Services, Inc. for E-470 & 38th Ave / TAH Ave Interchange Program Management: 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. 06 to MSA** for Program Management, Design and Construction Support Services (ARTA) by and between the District and **AECOM Technical Services, Inc.** for E-470 & 38th Ave / TAH Ave Interchange Program Management, in the

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amount of \$60,000.00, upon review and recommendation by the Construction Committee.

Task Order No. 29 to MSA for Program Management, Design and Construction Support Services (ARTA) by and between the District and AECOM Technical Services, Inc. for 48th 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. 29** to MSA for Program Management, Design and Construction Support Services (ARTA) by and between the District and **AECOM Technical Services, Inc.** for 48th Powhatan to Monaghan Program Management, in the amount of \$196,788.00, upon review and recommendation by the Construction Committee.

Task Order No. 07 to MSA for Project Support and Review Services (AACMD) by and between the District and AECOM Technical Services, Inc. for AACMD Interim 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. 07** to MSA for Project Support and Review Services (AACMD) by and between the District and **AECOM Technical Services, Inc.** for AACMD Interim Construction Management Services, in the amount of \$184,000.00, upon review and recommendation by the Construction Committee.

Task Order No. 08 to MSA for Design and Construction Support Services (ATEC Metropolitan Districts) by and between the District and AECOM Technical Services, Inc. for ATEC Master Drainage Report: 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. 08** to MSA for Design and Construction Support Services (ATEC Metropolitan Districts) by and between the District and **AECOM Technical Services, Inc.** for ATEC Master Drainage Report, in the amount of \$128,738.00, 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 \$9,540.00, upon review and recommendation by the Construction Committee.

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Task Order No. 67 to MSA for Survey Services by and between the District and Aztec Consultants, Inc. for Bore Hole Staking for Geotech – Site Plan 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. 67 to MSA for Survey Services by and between the District and Aztec Consultants, Inc. for Bore Hole Staking for Geotech – Site Plan A, B and C**, in the amount of \$10,480.00, upon review and recommendation by the Construction Committee.

Change Order No. 08 to Work Order No. 06 to Construction Management Agreement (“CMAR”) by and between the District and JHL Constructors, Inc. for Section 30 Mass Grading (Credit for Unused Funds): 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. 08 to Work Order No. 06 to Construction Management Agreement (“CMAR”) by and between the District and JHL Constructors, Inc. for Section 30 Mass Grading (Credit for Unused Funds)**, in the deductive amount of (\$2,071,724.26), upon review and recommendation by the Construction Committee.

Change Order No. 09 to Work Order No. 06 to CMAR by and between the District and JHL Constructors, Inc. for Section 30 Mass Grading (Filing 7 & 21 Design 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. 09 to Work Order No. 06 to CMAR by and between the District and JHL Constructors, Inc. for Section 30 Mass Grading (Filing 7 & 21 Design Revisions)**, in the amount of \$1,995,865.31, upon review and recommendation by the Construction Committee.

Change Order No. 03 to Work Order No. 21 to CMAR by and between the District and JHL Constructors, Inc. for Interior Monuments (Final Scope and Plan 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. 03 to Work Order No. 21 to CMAR by and between the District and JHL Constructors, Inc. for Interior Monuments (Final Scope and Plan Changes)**, in the amount of \$15,541.75, upon review and recommendation by the Construction Committee.

Change Order No. 02 to Work Order No. 23 to CMAR by and between the District and JHL Constructors, Inc. for Tributary W Drainage (Winter Conditions Allowance and EW 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. 02 to Work Order No. 23 to CMAR by and between the District and JHL Constructors, Inc. for Tributary W Drainage (Winter Conditions Allowance and EW Credit)**, in the

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deductive amount of (\$4,928.34), upon review and recommendation by the Construction Committee.

Change Order No. 04 to Work Order No. 28 to CMAR by and between the District and JHL Constructors, Inc. for Filing 18 Park (Shade Structure Install Incentive): 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. 28 to CMAR** by and between the District and **JHL Constructors, Inc.** for Filing 18 Park (Shade Structure Install Incentive), in the amount of \$49,000.00, upon review and recommendation by the Construction Committee.

Change Order No. 05 to Work Order No. 28 to CMAR by and between the District and JHL Constructors, Inc. for Filing 18 Park (Overtime to Expedite Utilities and Concrete): 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. 28 to CMAR** by and between the District and **JHL Constructors, Inc.** for Filing 18 Park (Overtime to Expedite Utilities and Concrete), in the amount of \$95,699.87, upon review and recommendation by the Construction Committee.

Change Order No. 06 to Work Order No. 28 to CMAR by and between the District and JHL Constructors, Inc. for Filing 18 Park (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. 06 to Work Order No. 28 to CMAR** by and between the District and **JHL Constructors, Inc.** for Filing 18 Park (Credit for Unused Allowances), in the deductive amount of (\$47,865.02), upon review and recommendation by the Construction Committee.

Short Form Construction Agreement by and between the District and Landtech Contractors, LLC f/k/a Landtech Contractors, Inc. for Landscape, Hardscape and Monumentation: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved the **Short Form Construction Agreement** by and between the District and **Landtech Contractors, LLC f/k/a Landtech Contractors, Inc.** for Landscape, Hardscape and Monumentation, in the amount of \$638,942.00, upon review and recommendation by the Construction Committee.

Change Order No. 01 to Short Form Construction Agreement by and between the District and Landtech Contractors, LLC f/k/a Landtech Contractors, Inc. for Filing 3 Park - Landscape and Irrigation: 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 Short Form Construction Agreement** by and between the District and **Landtech**

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Contractors, LLC f/k/a Landtech Contractors, Inc. for Filing 3 Park - Landscape and Irrigation, in the amount of \$116,202.00, 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 North Area A District Infrastructure Construction Drawings (Main St., Denali, Fultondale, 46th Avenue and Coolidge): 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 North Area A District Infrastructure Construction Drawings (Main St., Denali, Fultondale, 46th Avenue and Coolidge), in the amount of \$478,500.00, upon review and recommendation by the Construction Committee.

Master Service Agreement for Erosion Control Services by and between the District and SRM Holdings, LLC, d/b/a Stormwater Logistics: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved the **Master Service Agreement** for Erosion Control Services by and between the District and **SRM Holdings, LLC, d/b/a Stormwater Logistics**, upon review and recommendation by the Construction Committee.

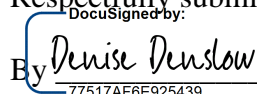
Task Order No. 01 to MSA for Erosion Control Services by and between the District and SRM Holdings, LLC, d/b/a Stormwater Logistics for North Mass Grading Area A and Area B: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Task Order No. 01 to MSA** for Erosion Control Services by and between the District and **SRM Holdings, LLC, d/b/a Stormwater Logistics** for North Mass Grading Area A and Area B, in the amount of \$58,625.00, upon review and recommendation by the Construction Committee.

ARTA MATTERS None.

OTHER BUSINESS None.

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

Respectfully submitted,

DocuSigned by:

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Secretary for the Meeting