

RECORD OF PROCEEDINGS

**MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
AEROTROPOLIS AREA COORDINATING
METROPOLITAN DISTRICT (“DISTRICT”)
HELD
JANUARY 18, 2024**

A special meeting of the Board of Directors of the District, County of Adams (referred to hereafter as the “**Board**”) was convened on Thursday, January 18, 2024 at 1:05 p.m. virtually via Zoom. The meeting was open to the public.

Directors in Attendance Were:

Matt Hopper
Michael Sheldon
Carla Ferreira
Cynthia Shearon

Also in Attendance Were:

Denise Denslow, Rachel Alles and Jenna Trujillo; 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**”)

**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 special 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 Ferreira, 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 conduct this meeting virtually via Zoom. The Board further noted that notice providing the time, date and audio / video conference access for the meeting was duly posted and that no objections, or any requests that the means of hosting the

RECORD OF PROCEEDINGS

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 special meeting. Following discussion, upon motion duly made by Director Ferreira, 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 December 21, 2023 Special Meeting Minutes

Following discussion, upon motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote unanimously carried, the Board approved of the Consent Agenda item, 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 Ferreira and, upon vote unanimously carried, the Board approved payment of claims for operating costs, in the amount of \$645.90.

Cash Position Report dated November 30, 2023 updated as of January 11, 2024: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote unanimously carried, the Board accepted the Cash Position Report dated November 30, 2023, updated as of January 11, 2024.

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. 67 Engineer's Report and Verification of Costs No. 46 prepared by Schedio Group LLC ("Engineer's Report No. 46"): Director Hopper reviewed Engineer's Report No. 46 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. 46 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. 27 prepared by Schedio Group LLC ("Engineer's In-Tract Report No. 27"): Director Hopper reviewed Engineer's In-Tract Report No. 27 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-

RECORD OF PROCEEDINGS

Tract Report No. 27 to the CAB.

CAPITAL PROJECTS

Funding Sources and Payment: The Board acknowledged the following funding sources and payment in the total amount of \$4,797,026.80, subject to finalization of funding sources.

TAH CAB/Spine Costs	\$ 2,297,342.68
AH In-Tract Costs	\$ 1,414,254.13
AF ARTA	\$ 586,491.67
ARTA	\$ 431,054.16
AF ATEC Spine Costs	\$ 38,531.50
Developer	\$ 29,352.66

Total:	\$ 4,797,026.80
--------	-----------------

Task Order No. 11 to Master Service Agreement (“MSA”) for Program Management Design and Construction Services by and between the District and AECOM Technical Services, Inc. for Visualization Development (TAH Parkway and Aerotropolis Parkway): 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. 11 to MSA** for Program Management Design and Construction Services by and between the District and **AECOM Technical Services, Inc.** for Visualization Development (TAH Parkway and Aerotropolis Parkway), in the amount of \$55,000.00, upon review and recommendation by the Construction Committee.

Change Order No. 01 to Task Order No. 09 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 Ferreira and, upon vote unanimously carried, the Board approved **Change Order No. 01 to Task Order No. 09 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 \$50,000.00, upon review and recommendation by the Construction Committee.

Change Order No. 02 to Task Order No. 09 to MSA for Design and Construction Support Services (ARTA) by and between the District and AECOM Technical Services, Inc. for TAH Parkway from 38th Ave. to 26th Ave. Structural Design of Trib T Crossing: 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 Task Order No. 09 to MSA** for Design and Construction Support Services (ARTA) by and between the District and **AECOM Technical Services, Inc.** for TAH Parkway from 38th Ave. to 26th Ave. Structural Design of Trib T Crossing, in the amount of

RECORD OF PROCEEDINGS

\$157,630.00, upon review and recommendation by the Construction Committee.

Task Order No. 13 to MSA for Project Support and Review Services by and between the District and AECOM Technical Services, Inc. for ATEC Mass Grading Site Clearance Construction Management Initiation Cost: 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. 13 to MSA for Project Support and Review Services by and between the District and AECOM Technical Services, Inc. for ATEC Mass Grading Site Clearance Construction Management Initiation Cost**, in the amount of \$41,000.00, upon review and recommendation by the Construction Committee.

Change Order No. 03 to Task Order No. 43 to MSA for Civil Engineering Services by and between the District and HR Green, Inc. for 38th Ave. Phase 1 Piccadilly to Himalaya Design Services: 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 Task Order No. 43 to MSA for Civil Engineering Services by and between the District and HR Green, Inc. for 38th Ave. Phase 1 Piccadilly to Himalaya Design Services**, in the amount of \$50,000.00, upon review and recommendation by the Construction Committee.

Change Order No. 15 to Work Order No. 15 to Construction Management Agreement (“CMAR”) by and between the District and JHL Constructors, Inc. for Filings 3, 10 & 11 Roadways (Savings Split-Final Billing): 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. 15 to Work Order No. 15 to Construction Management Agreement (“CMAR”) by and between the District and JHL Constructors, Inc. for Filings 3, 10 & 11 Roadways (Savings Split-Final Billing)**, in the deductive amount of (\$191,602.22), upon review and recommendation by the Construction Committee.

Change Order No. 11 to Work Order No. 26 to CMAR by and between the District and JHL Constructors, Inc. for Aurora Highlands Development – Consolidated Landscaping (Credit for Unused Overtime Allowance): 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. 11 to Work Order No. 26 to CMAR by and between the District and JHL Constructors, Inc. for Aurora Highlands Development – Consolidated Landscaping (Credit for Unused Overtime Allowance)**, in the deductive amount of (\$41,799.90), upon review and recommendation by the Construction Committee.

Agreement by and between the District and Kiewit Infrastructure Co., for Aurora Highlands SMA Patch: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote unanimously

RECORD OF PROCEEDINGS

carried, the Board approved the **Agreement** by and between the District and **Kiewit Infrastructure Co.**, for Aurora Highlands SMA Patch, in the amount of \$29,319.00, upon review and recommendation by the Construction Committee.

Task Order No. 22 to MSA for Program Management Services by and between the District and Matrix Design Group, Inc., for North Construction Management for Grading: 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. 22 to MSA** for Program Management Services by and between the District and **Matrix Design Group, Inc.**, for North Construction Management for Grading, in the amount of \$18,942.00 plus 2.75% of Hard Cost, upon review and recommendation by the Construction Committee.

Change Order No. 04 to Task Order No. 01 to MSA for Erosion Control Services by and between the District and Stormwater Logistics, LLC, for North Mass Grading Area A & B - Additional Scope: 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. 04 to Task Order No. 01 to MSA** for Erosion Control Services by and between the District and **Stormwater Logistics, LLC**, for North Mass Grading Area A & B - Additional Scope, in the amount of \$197,970.00, upon review and recommendation by the Construction Committee.

LEGAL MATTERS None.

ARTA MATTERS None.

OTHER BUSINESS **Art Installation Schedule:** Director Ferreira informed the Board that the schedule for 2024 art installations had been set and was timely progressing to date.

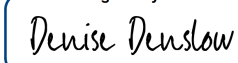
Beach Club Plans: Director Ferreira shared a presentation of the beach club plans.

Arrow Shuttle: Director Ferreira informed the Board that the Arrow Shuttle is operational and may be requested by residents via The Aurora Highlands App.

EXECUTIVE SESSION None.

ADJOURNMENT There being no further items before the Board, upon motion duly made by Director Hopper, seconded by Director Ferreira, the Board adjourned the meeting.

Respectfully submitted,

By  _____
77517AF6E925439...
Secretary for the Meeting

RECORD OF PROCEEDINGS
