

## RECORD OF PROCEEDINGS

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**MINUTES OF A SPECIAL MEETING OF  
THE BOARD OF DIRECTORS OF THE  
AEROTROPOLIS AREA COORDINATING  
METROPOLITAN DISTRICT (“DISTRICT”)  
HELD  
MARCH 21, 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, March 21, 2024 at 1:03 p.m. virtually via Zoom. The meeting was open to the public.

**Directors in Attendance Were:**

Matt Hopper  
Carla Ferreira  
Cynthia Shearon

The absence of Director Sheldon was excused.

**Also in Attendance Were:**

Denise Denslow, Rachel Alles and Jenna Trujillo; CliftonLarsonAllen LLP (“**CLA**”)  
Elisabeth A. Cortese, Esq. and Jon Hoistad, Esq.; McGeady Becher P.C.  
Jerry Jacobs and Cristina Madrigal; Timberline District Consulting, LLC (“**Timberline**”)  
Dr. William Westmoreland; The Aurora Highlands Metropolitan District No. 1

**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 Hopper, 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 conduct this meeting virtually via Zoom. The Board further noted that notice providing the

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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 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 Hopper, seconded by Director Ferreira and, upon vote unanimously carried, the Agenda was approved, as amended to revise Agenda Item IV.U.

**Public Comment:** None.

### CONSENT AGENDA

The Board considered the following actions:

#### **February 15, 2024 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.

### 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 \$36,808.64.

#### **Cash Position Report dated January 31, 2024 updated as of March 15, 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 January 31, 2024, updated as of March 15, 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. 69 Engineer's Report and Verification of Costs No. 48 prepared by Schedio Group LLC ("Engineer's Report No. 48"):**

Director Hopper reviewed Engineer's Report No. 48 with the Board. Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote unanimously carried, the Board recommended acceptance of Engineer's Report No. 48 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. 29 prepared by Schedio Group LLC ("Engineer's In-Tract Report No. 29"):**

Director Hopper reviewed Engineer's In-Tract Report No. 29 with the Board. Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote

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unanimously carried, the Board recommended acceptance of Engineer's In-Tract Report No. 29 to the CAB.

### CAPITAL PROJECTS

**Funding Sources and Payment:** The Board acknowledged the following funding sources and payment in the total amount of \$7,519,798.50, subject to finalization of funding sources.

TAH CAB/Spine Costs	\$ 7,195,176.54
AH In-Tract Costs	\$ 605,867.01
AF ARTA	\$ 873,195.28
ARTA	\$ (1,191,690.83)
AF ATEC Spine Costs	\$ 27,561.50
Developer	\$ 9,689.00
Total:	\$ 7,519,798.50

**Change Order No. 06 to Task Order No. 01 to Master Service Agreement (“MSA”) for Design and Construction Support Services (ATEC) between the District and AECOM Technical Services, Inc. for ATEC Crestone Oil Well:**

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. 06 to Task Order No. 01 to MSA for Design and Construction Support Services (ATEC) between the District and AECOM Technical Services, Inc. for ATEC Crestone Oil Well**, in the amount of \$50,000.00, upon review and recommendation by the Construction Committee.

**Change Order No. 01 to Task Order No. 11 to MSA for Program Management, Design and Construction Services between the District and AECOM Technical Services, Inc. for Visualization Development:**

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. 11 to MSA for Program Management, Design and Construction Services between the District and AECOM Technical Services, Inc. for Visualization Development**, in the amount of \$80,000.00, upon review and recommendation by the Construction Committee.

**Task Order No. 14 to MSA for Design and Construction Support Services (ARTA) between the District and AECOM Technical Services, Inc. for ATEC Farm Phase 2 Environmental and Hazmat Inspections:**

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. 14 to MSA for Design and Construction Support Services (ARTA) between the District and AECOM Technical Services, Inc. for ATEC Farm Phase 2 Environmental and Hazmat Inspections**, in the amount of \$35,500.00, upon review and recommendation

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by the Construction Committee.

**Task Order No. 70 to MSA for Surveying Services between the District and Aztec Consultants, Inc. for TAH Filing 7 Easements:** 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. 70 to MSA** for Surveying Services between the District and **Aztec Consultants, Inc.** for TAH Filing 7 Easements, in the amount of \$5,100.00, upon review and recommendation by the Construction Committee.

**Task Order No. 71 to MSA for Surveying Services between the District and Aztec Consultants, Inc. for TAH Filing 24 Easements:** 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. 71 to MSA** for Surveying Services between the District and **Aztec Consultants, Inc.** for TAH Filing 24 Easements, in the amount of \$6,800.00, upon review and recommendation by the Construction Committee.

**Task Order No. 04 to MSA for Landscape Maintenance Services between the District and Brightview Landscape Development, Inc. for Interim Maintenance - TAH Filing 18:** 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. 04 to MSA** for Landscape Maintenance Services between the District and **Brightview Landscape Development, Inc.** for Interim Maintenance - TAH Filing 18, in the amount of \$82,729.20, upon review and recommendation by the Construction Committee.

**Task Order No. 05 to MSA for Landscape Maintenance Services between the District and Brightview Landscape Development, Inc. for Interim Maintenance - Pulte Filing Nos. 4 and 5, and Gas Line Easement Area:** 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. 05 to MSA** for Landscape Maintenance Services between the District and **Brightview Landscape Development, Inc.** for Interim Maintenance - Pulte Filing Nos. 4 and 5, and Gas Line Easement Area, in the amount of \$75,616.50, upon review and recommendation by the Construction Committee.

**Change Order 07 to Task Order No. 04 to MSA for Civil Engineering Services between the District and Beam, Longest & Neff, LLC, n/k/a Egis BLN USA Inc. for Structural Design Modification – MSE Abutment:** Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote unanimously carried, the Board approved **Change Order 07 to Task Order No. 04 to MSA** for Civil Engineering Services between the District and **Beam, Longest & Neff, LLC, n/k/a Egis BLN USA Inc.** for Structural Design Modification – MSE Abutment, in the amount of \$6,223.00, upon review and

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recommendation by the Construction Committee.

**Change Order No. 10 to Work Order No. 06 to Construction Management Agreement (“CMAR”) between the District and JHL Constructors, Inc. for Section 30 Mass Grading (Final Contract 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. 10 to Work Order No. 06 to CMAR** between the District and **JHL Constructors, Inc.** for Section 30 Mass Grading (Final Contract Reconciliation), in the deductive amount of (\$639,094.74), upon review and recommendation by the Construction Committee.

**Change Order No. 11 to Work Order No. 06 to CMAR between the District and JHL Constructors, Inc. for Section 30 Mass Grading (Final Monks Changes):** 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. 06 to CMAR** between the District and **JHL Constructors, Inc.** for Section 30 Mass Grading (Final Monks Changes), in the amount of \$18,803.50, upon review and recommendation by the Construction Committee.

**Change Order No. 15 to Work Order No. 20 to CMAR between the District and JHL Constructors, Inc. for Landscape, Hardscape & Monumentation (Filing 15 Entry Monument Splash Block and Landscape Walls):** 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. 20 to CMAR** between the District and **JHL Constructors, Inc.** for Landscape, Hardscape & Monumentation (Filing 15 Entry Monument Splash Block and Landscape Walls), in the amount of \$24,102.40, upon review and recommendation by the Construction Committee.

**Change Order No. 16 to Work Order No. 26 to CMAR between the District and JHL Constructors, Inc. for Consolidated Landscaping (CSP-02 Playground Surfacing Change per James Hannon):** 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. 16 to Work Order No. 26 to CMAR** between the District and **JHL Constructors, Inc.** for Consolidated Landscaping (CSP-02 Playground Surfacing Change per James Hannon), in the deductive amount of (\$303,243.60), upon review and recommendation by the Construction Committee.

**Change Order No. 17 to Work Order No. 26 to CMAR between the District and JHL Constructors, Inc. for Consolidated Landscaping (Savings Split of Unused Erosion Control Funds):** Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote unanimously carried,

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the Board approved **Change Order No. 17 to Work Order No. 26 to CMAR** between the District and **JHL Constructors, Inc.** for Consolidated Landscaping (Savings Split of Unused Erosion Control Funds), in the deductive amount of (\$11,218.79), upon review and recommendation by the Construction Committee.

**Change Order No. 18 to Work Order No. 26 to CMAR between the District and JHL Constructors, Inc. for Consolidated Landscaping (Savings Split of Unused Landscape Funds)**: 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. 18 to Work Order No. 26 to CMAR** between the District and **JHL Constructors, Inc.** for Consolidated Landscaping (Savings Split of Unused Landscape Funds), in the deductive amount of (\$230,629.94), upon review and recommendation by the Construction Committee.

**Task Order No. 01 to MSA (ARTA) between the District and Kiewit Infrastructure Co. for Aurora Highlands Parkway SMA Patch (Place final 3" SMA lift along Eastbound TAH Pkwy)**: 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. 01 to MSA (ARTA)** between the District and **Kiewit Infrastructure Co.** for Aurora Highlands Parkway SMA Patch (Place final 3" SMA lift along Eastbound TAH Pkwy), in the amount of \$29,319.00, upon review and recommendation by the Construction Committee.

**Change Order No. 01 to Task Order No. 01 to MSA (ARTA) between the District and Kiewit Infrastructure Co. for Aurora Highlands Parkway SMA Patch (Additional Lane of SMA Paving)**: 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. 01 to MSA (ARTA)** between the District and **Kiewit Infrastructure Co.** for Aurora Highlands Parkway SMA Patch (Additional Lane of SMA Paving), in the amount of \$23,124.94, upon review and recommendation by the Construction Committee.

**Task Order No. 30, 31 and 32 to MSA for Program Management Services between the District and Matrix Design Group, Inc., for Sub-Ex for Pulte Lots North of 42<sup>nd</sup> Avenue in Areas A and B**: 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. 30, 31 and 32 to MSA** for Program Management Services between the District and **Matrix Design Group, Inc.**, for Sub-Ex for Pulte Lots North of 42<sup>nd</sup> Avenue in Areas A and B, in the amount of \$36,050.00, upon review and recommendation by the Construction Committee.

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**MSA between the District and Mid City Corporation for ECCV 48" Waterline Bypass – Eastbound Aurora Highlands Parkway Striping:** Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote unanimously carried, the Board approved the **MSA** between the District and **Mid City Corporation** for ECCV 48" Waterline Bypass – Eastbound Aurora Highlands Parkway Striping, in the amount of \$6,767.90, upon review and recommendation by the Construction Committee.

**Aquatic Center Design Build Contract between the District and A.D. Miller Services, Inc. for Hard Cost and A&E Fee and Preconstruction Services:** Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote unanimously carried, the Board approved the **Aquatic Center Design Build Contract** between the District and **A.D. Miller Services, Inc.** for Hard Cost and A&E Fee and Preconstruction Services, in the amount of \$13,328,757.00, upon review and recommendation by the Construction Committee.

**Task Order No. 01 to Aquatic Center Design Build Contract between the District and A.D. Miller Services, Inc. for Energy Consultant Services:** 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. 01** to the **Aquatic Center Design Build Contract** between the District and **A.D. Miller Services, Inc.**, for Energy Consultant Services performed by Bowman Consulting Group Ltd. in the amount of \$13,200.00, upon review and recommendation by the Construction Committee.

**Change Order No. 03 to Task Order No. 10 to MSA for Planning and Landscape Architecture Services between the District and Norris Design, Inc. for TAH Parkway Phase 1 (CA Support for Landscape):** 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. 10** to **MSA** for Planning and Landscape Architecture Services between the District and **Norris Design, Inc.** for TAH Parkway Phase 1 (CA Support for Landscape), in the amount of \$35,000.00, upon review and recommendation by the Construction Committee.

**Change Order No. 05 to Task Order No. 18 to MSA for Planning and Landscape Architecture Services between the District and Norris Design, Inc. for Monuments, Main St, 42<sup>nd</sup>, North South Collector (Denali), F2, F4, F8, F10 and F11 CA 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. 05** to **Task Order No. 18** to **MSA** for Planning and Landscape Architecture Services between the District and **Norris Design, Inc.** for Monuments, Main St, 42<sup>nd</sup>, North South Collector (Denali), F2, F4, F8, F10 and F11 CA Services, in the amount of \$71,000.00, upon review and recommendation

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by the Construction Committee.

**Short Form Construction Agreement between the District and SRM Holdings, LLC for Erosion Control and Stormwater Management Services:** 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** between the District and **SRM Holdings, LLC** for Erosion Control and Stormwater Management Services, in the amount of \$2,007,282.25, upon review and recommendation by the Construction Committee.

LEGAL MATTERS

None.

ARTA MATTERS

**Construction Update:** Director Hopper provided an ARTA construction update, noting that the I-70 Interchange bidding has opened and a contract will be awarded soon.

OTHER BUSINESS

**CAB Public Art Program:** Director Ferreira informed the Board that the CAB had recently won an award for its Public Art Program.

EXECUTIVE  
SESSION

None.

ADJOURNMENT

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

Respectfully submitted,

DocuSigned by:  
By Denise Denstow  
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Secretary for the Meeting