

RECORD OF PROCEEDINGS

**MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
AEROTROPOLIS AREA COORDINATING
METROPOLITAN DISTRICT (“DISTRICT”)
HELD
FEBRUARY 15, 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, February 15, 2024 at 1:02 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, Jason Carroll and Jenna Trujillo;
CliftonLarsonAllen LLP (“**CLA**”)
MaryAnn McGeady, Esq., Elisabeth A. Cortese, Esq. and Jon Hoistad, Esq.;
McGeady Becher P.C.
Jerry Jacobs, Cristina Madrigal and Ashely 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 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 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

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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 presented.

Public Comment: None.

CONSENT AGENDA

The Board considered the following actions:

November 14, 2023 Statutory Annual Meeting Minutes

January 18, 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 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 Ferreira and, upon vote unanimously carried, the Board approved payment of claims for operating costs, in the amount of \$57,626.20.

Cash Position Report dated December 31, 2023 updated as of February 12, 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 December 31, 2023, updated as of February 12, 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. 68 Engineer's Report and Verification of Costs No. 47 prepared by Schedio Group LLC ("Engineer's Report No. 47"): Director Hopper reviewed Engineer's Report No. 47 with the Board. Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote unanimously carried, the Board recommended acceptance of Engineer's Report No. 47 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. 28 prepared by Schedio Group LLC ("Engineer's In-Tract Report No. 28"): Director Hopper reviewed Engineer's In-Tract Report No. 28 with the Board. Following discussion, upon a

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motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote unanimously carried, the Board recommended acceptance of Engineer's In-Tract Report No. 28 to the CAB.

CAPITAL PROJECTS

Funding Sources and Payment: The Board acknowledged the following funding sources and payment in the total amount of \$9,108,165.40, subject to finalization of funding sources.

TAH CAB/Spine Costs	\$ 1,843,592.35
AH In-Tract Costs	\$ 1,381,296.08
AF ARTA	\$ 499,059.28
ARTA	\$ 3,754,563.15
AF ATEC Spine Costs	\$ 29,036.50
Developer	\$ 1,600,618.04
Total:	\$ 9,108,165.40

Change Order No. 85 to Construction Management Agreement by and between the District and JHL Constructors, Inc. for TAH First Creek Tributary Drainage Improvements (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. 85 to Construction Management Agreement** by and between the District and **JHL Constructors, Inc.** for TAH First Creek Tributary Drainage Improvements (Final Contract Reconciliation), in the deductive amount of (\$489,696.20), upon review and recommendation by the Construction Committee.

Task Order No. 28 to Master Service Agreement ("MSA") for Program Management Services by and between the District and Matrix Design Group, Inc., for Dreamfinders 6.1 and 6.2 Construction Documents: 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. 28 to MSA** for Program Management Services by and between the District and **Matrix Design Group, Inc.**, for Dreamfinders 6.1 and 6.2 Construction Documents, in the amount of \$353,100.00, upon review and recommendation by the Construction Committee.

Task Order to MSA for Program Management Services by and between the District and Matrix Design Group, Inc., for North District Roadways B (District Infrastructure 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 to MSA** for Program Management Services by and between the District and **Matrix Design Group, Inc.**, for North District Roadways B (District Infrastructure Design), in the amount of \$465,000.00, upon review and recommendation by the Construction Committee.

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Change Order to Task Order No. 13 to MSA for Civil Engineering Services by and between the District and Merrick & Company for SWMP for Filing 12 (Trib T Phase 1): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote unanimously carried, the Board approved **Change Order to Task Order No. 13 to MSA** for Civil Engineering Services by and between the District and **Merrick & Company** for SWMP for Filing 12 (Trib T Phase 1), in the amount of \$19,700.00, upon review and recommendation by the Construction Committee.

Task Order to MSA for Planning and Landscape Architecture Services by and between the District and Norris Design, Inc. for Filing 9 Construction Observation: 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 Planning and Landscape Architecture Services by and between the District and **Norris Design, Inc.** for Filing 9 Construction Observation, in the amount of \$49,000.00, upon review and recommendation by the Construction Committee.

Change Order No. 5 to Task Order No. 18 to MSA for Planning and Landscape Architecture Services by and between the District and Norris Design, Inc. for Monuments, Main St, 42nd, 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. 5 to Task Order No. 18 to MSA** for Planning and Landscape Architecture Services by and between the District and **Norris Design, Inc.** for Monuments, Main St, 42nd, North South Collector (Denali), F2, F4, F8, F10 and F11 CA Services, in the amount of \$44,200.00, upon review and recommendation by the Construction Committee.

LEGAL MATTERS None.

ARTA MATTERS None.

OTHER BUSINESS None.

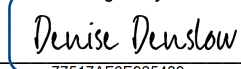
EXECUTIVE
SESSION None.

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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,

By 
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Secretary for the Meeting