

**MINUTES OF A REGULAR MEETING OF  
THE BOARD OF DIRECTORS OF THE  
AEROTROPOLIS AREA COORDINATING METROPOLITAN DISTRICT  
(THE “DISTRICT”)  
HELD  
JANUARY 16, 2025**

A regular meeting of the Board of Directors of the Aerotropolis Area Coordinating Metropolitan District (referred to hereafter as the “Board”) was convened on Thursday, January 16, 2025 at 1:14 p.m. This District Board meeting was held via Zoom. The meeting was open to the public.

**ATTENDANCE**

**Directors in Attendance Were:**

Matt Hopper, President  
Carla Ferreira, Vice President  
Michael Sheldon, Treasurer  
Cynthia Shearon, Assistant Secretary

**Also In Attendance Were:**

Denise Denslow, Rachel Alles, Jason Carroll and Peter Maleski; CliftonLarsonAllen LLP (“CLA”)  
Elisabeth A. Cortese, Esq. and Kalen Hilliker, Esq.; McGeady Becher Cortese Williams P.C.  
Jerry Jacobs, Cristina Madrigal and Ashley Myers; Timberline District Consulting, LLC (“Timberline”)  
Matthew Ruhland, Esq.; Collins Ela Glesne Greher & Ruhland P.C.  
Dr. William Westmoreland and James Birkenfeld; The Aurora Highlands Metropolitan District No. 1 Board Members

**ADMINISTRATIVE MATTERS**

**Disclosures of Potential Conflicts of Interest:** The Board 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 by Attorney Cortese that disclosures of potential conflicts of interest were filed with the Secretary of State for all directors, and no additional conflicts were disclosed at the meeting.

**Quorum, Confirmation of Meeting Location/Posting of Meeting Notice:** Director Hopper confirmed a quorum for the 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

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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 by taxpaying electors within the District's boundaries have been received.

**Designation of 24-Hour Posting Location:** Following discussion, upon motion duly made by Director Hopper, seconded by Director Ferreira, and upon vote unanimously carried, the Board determined that notices of meetings of the District Board required pursuant to Section 24-6-402(2)(c), C.R.S., shall be posted on the District website at least 24 hours prior to each meeting, or if the website is unavailable at the following location: within the District's boundaries, north of East 26<sup>th</sup> Avenue.

**Agenda:** The Board considered the proposed Agenda for the District's regular meeting. Following discussion, upon motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote unanimously carried, the Agenda was approved.

**Public Comment:** There was no public comment.

### CONSENT AGENDA

#### **Approval of Minutes of the November 13, 2024 Statutory Annual Meeting and the December 19, 2024 Special Meeting**

Following discussion, upon motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote unanimously carried, the Board approved 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 the payment of claims for operating costs, in the amount of \$969.20.

**Schedule of Cash Position dated November 30, 2024, updated as of January 10, 2025:** Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote unanimously carried, the Board accepted the Schedule of Cash Position dated November 30, 2024, updated as of January 10, 2025.

**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. 79 Engineer's Report and Verification of Costs No. 58 prepared by Schedio Group LLC ("Engineer's Report No. 58"):** Director Hopper reviewed Engineer's Report No. 58 with the Board. Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira

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and, upon vote unanimously carried, the Board recommended acceptance of Engineer’s Report No. 58 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. 39 prepared by Schedio Group LLC (“Engineer’s In-Tract Report No. 39”)**: Director Hopper reviewed Engineer’s In-Tract Report No. 39 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 In-Tract Report No. 39 to the CAB.

**CAPITAL PROJECTS**

**Funding Sources and Payment:** The Board acknowledged the following funding sources and payment in the total amount of \$4,682,396.31\* subject to finalization of funding sources.

TAH CAB/Spine Costs	\$2,783,796.96
AH In-Tract Costs	\$ 916,515.84
AF ARTA	\$ 953,570.91
ARTA	\$ 0.00
AF ATEC Spine Costs	\$ 16,093.25
Developer	\$ 12,419.35
Total:	<u>\$4,682,396.31</u>

**District Capital Projects:**

**Task Order No. 47 to Master Service Agreement (“MSA”) for Program Management Services between the District and Matrix Design Group, Inc. for Master Drainage Plan and Report Amendment (Update to Reflect Approach to Online Detention and Reduction of Flows at Denver/Aurora Boundary):** 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. 47 to MSA** for Program Management Services between the District and **Matrix Design Group, Inc.** for Master Drainage Plan and Report Amendment (Update to Reflect Approach to Online Detention and Reduction of Flows at Denver/Aurora Boundary), in the amount of \$24,000.00, upon review and recommendation by the Construction Committee.

**Task Order No. 48 to MSA for Program Management Services between the District and Matrix Design Group, Inc. for Mapping Support for Rezone (Preparation of Two Maps):** 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. 48 to MSA** for Program Management Services between the District and **Matrix Design Group, Inc.** for Mapping Support for Rezone (Preparation of Two Maps), in the amount of \$3,000.00, upon review and recommendation by the Construction

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Committee.

**Task Order No. 49 to MSA for Program Management Services between the District and Matrix Design Group, Inc. for Utility Potholing (S.U.E. Utility Investigation and Support of Design Effort):** 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. 49 to MSA** for Program Management Services between the District and **Matrix Design Group, Inc.** for Utility Potholing (S.U.E. Utility Investigation and Support of Design Effort) in the amount of \$39,800.00, upon review and recommendation by the Construction Committee.

**Change Order No. 02 to Task Order No. 18 to MSA for Program Management Services between the District and Matrix Design Group, Inc. for PA-24 (Aquatic Center Park Design Construction Management Support):** 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. 18 to MSA** for Program Management Services between the District and **Matrix Design Group, Inc.** for PA-24 (Aquatic Center Park Design Construction Management Support) in the amount of \$15,000.00, upon review and recommendation by the Construction Committee.

**Change Order No. 03 to Task Order No. 18 to MSA for Program Management Services between the District and Matrix Design Group, Inc. for PA-24 (aquatic Center Park Design Construction Management Support):** 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. 18 to MSA** for Program Management Services between the District and **Matrix Design Group, Inc.** for PA-24 (Aquatic Center Park Design Construction Management Support) in the amount of \$19,460.00, upon review and recommendation by the Construction Committee.

### LEGAL MATTERS

None.

### ARTA MATTERS

There were no ARTA matters to discuss.

### MANAGER MATTERS

There were no manager matters to discuss.

### OTHER BUSINESS

None.

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### EXECUTIVE SESSION

An Executive Session was not needed.

### ADJOURNMENT

There being no further business to come before the Board at this time, upon a motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote unanimously carried, the Board adjourned the meeting.

Respectfully submitted,

By

*Denise Denlow*

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Secretary for the Meeting