

RECORD OF PROCEEDINGS

**MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF THE
AEROTROPOLIS AREA COORDINATING
METROPOLITAN DISTRICT (“DISTRICT”)
HELD
JANUARY 20, 2022**

A regular meeting of the Board of Directors of the District, County of Adams (referred to hereafter as the “Board”) was convened on Thursday, January 20, 2022 at 1:10 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 via videoconference.

Directors in Attendance Were:

Matt Hopper
Carla Ferreira
Michael Sheldon

The absence of Director Shearon was excused.

Also in Attendance Were:

MaryAnn McGeady, Esq., Elisabeth A. Cortese, Esq. and Jon Hoistad, Esq.;
McGeady Becher P.C.
Denise Denslow, Anna Jones, Celeste Terrell and Debra Sedgeley;
CliftonLarsonAllen LLP (“CLA”)
Jerry Jacobs, Brittany Barnett and Christina Sandoval; Timberline District
Consulting, LLC
Lisa Browne; Aurora Highlands, LLC
Tim Hammer; AECOM

**ADMINISTRATIVE
MATTERS**

Disclosure of Potential Conflicts of Interest: Attorney McGeady 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 Ferreira, seconded by Director Sheldon and, upon vote, unanimously

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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 the time, date and location 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 Ferreira, seconded by Director Sheldon and, upon vote, unanimously carried, the Agenda was approved, as amended to reflect that this is a regular meeting, rather than special.

Public Comment: None.

CONSENT AGENDA

The Board considered the following actions:

November 18, 2021, December 16, 2021 and December 22, 2021 Special Meeting Minutes

Following discussion, upon motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried, the Board ratified and/or approved of the Consent Agenda items, as presented.

FINANCIAL MATTERS

Payment of Claims for Operating Costs: Ms. Sedgley reviewed the Lender funding request with the Board. Following discussion, upon a motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board acknowledged approval of the Lender funding request and approved payment of claims for operating costs in the amount of \$67,224.76.

Cash Position Report Dated November 30, 2021 updated as of January 18, 2022: Ms. Sedgley reviewed the Cash Position Report with the Board. Following review, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board accepted the Cash Position Reported dated November 30, 2021, updated as of January 18, 2022.

The Aurora Highlands Community Authority Board ("CAB") acceptance of the CAB and District Engineer's Report and Verification of Costs Associated with Public Improvements (Draw No. 43) Engineer's Report and Verification of Costs No. 21 prepared by Schedio Group LLC: Ms. Sedgley reviewed the Engineer's Report with the Board. Following review and discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board accepted the CAB and District

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Engineer's Report and Verification of Costs Associated with Public Improvements (Draw No. 43) Engineer's Report and Verification of Costs No. 21 prepared by Schedio Group LLC.

CAPITAL PROJECTS

Draw Request No. 43: Ms. Sedgeley reviewed Draw Request No. 43 with the Board. Following discussion, upon motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved Draw Request No. 43, in the amount of \$6,622,326.02, as shown below:

| | |
|---------------|-----------------|
| CAB (A Bonds) | \$ 5,526,326.02 |
| CAB (B Bonds) | \$ 9,665.25 |
| ARTA | \$ 1,038,943.93 |
| ATEC | \$ 47,517.01 |
| Developer | \$ 4,658.00 |

| | |
|--------|----------------|
| Total: | \$6,622,326.02 |
|--------|----------------|

Task Order No. 09 to Master Service Agreement (“MSA”) for Program Management, Design and Construction Services (Aerotropolis Regional Transportation Authority (“ARTA”) Projects) by and between the District and AECOM Technical Services, Inc., for TAH Parkway Phase 2 (Time and Materials): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Task Order No. 09 to MSA** for Program Management, Design and Construction Services (ARTA Projects) by and between the District and **AECOM Technical Services, Inc.**, for TAH Parkway Phase 2 (Time and Materials), in the amount of \$3,408,002.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Task Order No. 11 to MSA for Program Management, Design and Construction Services (ARTA Projects) by and between the District and AECOM Technical Services, Inc., for Aerotropolis Parkway 26th to 48th (Time and Materials): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Task Order No. 11 to MSA** for Program Management, Design and Construction Services (ARTA Projects) by and between the District and **AECOM Technical Services, Inc.**, for Aerotropolis Parkway 26th to 48th (Time and Materials), in the amount of \$3,117,539.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Change Order No. 65 to the Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Tributary T Aurora Parkway Phase 3 and Main Street Phase 3 (Haul, Place and Grade the Northwest Corner of the Roundabout Required to Install Landscape Walls): Following discussion, upon a motion duly made by Director Hopper, seconded by

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Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 65** to the **Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Tributary T Aurora Parkway Phase 3 and Main Street Phase 3 (Haul, Place and Grade the Northwest Corner of the Roundabout Required to Install Landscape Walls), in the amount of \$14,026.38, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Change Order No. 66 to the Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Tributary T Aurora Parkway Phase 3 and Main Street Phase 3 (Install the Road Base for Temporary Access Road and Weed Removal): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 66** to the **Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Tributary T Aurora Parkway Phase 3 and Main Street Phase 3 (Install the Road Base for Temporary Access Road and Weed Removal), in the amount of \$16,174.09, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Change Order No. 67 to the Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Tributary T Aurora Parkway Phase 3 and Main Street Phase 3 (Skim Coating Concrete Columns on Bridge per RFI-181): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 67** to the **Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Tributary T Aurora Parkway Phase 3 and Main Street Phase 3 (Skim Coating Concrete Columns on Bridge per RFI-181), in the amount of \$47,211.48, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Change Order No. 68 to the Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Tributary T Aurora Parkway Phase 3 and Main Street Phase 3 (Additional General Conditions Costs and Schedule Impacts Due to IFC Delay and Weather Conditions): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 68** to the Construction Management Agreement (CMAR) by and between the District and **JHL Constructors, Inc.** for Tributary T Aurora Parkway Phase 3 and Main Street Phase 3 (Additional General Conditions Costs and Schedule Impacts Due to IFC Delay and Weather Conditions), in the amount of \$800,000.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

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Work Order No. 13 to the Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Walls and Fencing Material Procurement: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Work Order No. 13 to the Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Walls and Fencing Material Procurement, in the amount of \$6,485,800.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

LEGAL MATTERS

Second Amended and Restated Service Plan: Attorney McGeady updated the Board regarding submission of the Second Amended and Restated Service Plan for consideration. District staff was authorized to take all necessary actions in connection with the proposed Second Amended and Restated Service Plan.

Cooperative Agreement Regarding Construction of The Aurora Highlands Parkway by and between ARTA, the District and East Cherry Creek Valley Water & Sanitation District: No update regarding this matter was available.

Executive session pursuant to Section 24-6-402(4)(e), C.R.S., to discuss matters that may be subject to negotiations; developing strategy for negotiations; and instructing negotiators and receive legal advice regarding same: An executive session was not necessary.

ARTA MATTERS

Other: None.

OTHER BUSINESS

None.

ADJOURNMENT

There being no further items before the Board, upon motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote, unanimously carried, the meeting was adjourned at 1:16 p.m.

Respectfully submitted,

DocuSigned by:
Denise Denlow
By _____
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Secretary for the Meeting

Certificate Of Completion

| | |
|---|----------------------------|
| Envelope Id: 5E9AE447B08245C6B155D018792DE2F7 | Status: Completed |
| Subject: AACMD Minutes 01-20-22 AACMD Final.pdf | |
| Client Name: AACMD | |
| Client Number: 011-042659-OS03-2022 | |
| Source Envelope: | |
| Document Pages: 5 | Signatures: 1 |
| Certificate Pages: 4 | Initials: 0 |
| AutoNav: Enabled | Envelope Originator: |
| Enveloped Stamping: Enabled | Kathy Suazo |
| Time Zone: (UTC-06:00) Central Time (US & Canada) | 220 South 6th Street |
| | Suite 300 |
| | Minneapolis, MN 55402 |
| | Kathy.Suazo@claconnect.com |
| | IP Address: 165.225.10.179 |


Record Tracking

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|-----------------------|----------------------------|--------------------|
| Status: Original | Holder: Kathy Suazo | Location: DocuSign |
| 2/23/2022 12:40:31 PM | Kathy.Suazo@claconnect.com | |

Signer Events

Denise Denslow
denise.denslow@claconnect.com
Secretary
Security Level: Email, Account Authentication (None)

Signature

DocuSigned by:

77517AF6E925439...
Signature Adoption: Pre-selected Style
Using IP Address: 165.225.10.178

Timestamp

Sent: 2/23/2022 12:42:32 PM
Viewed: 2/23/2022 2:12:43 PM
Signed: 2/23/2022 2:12:56 PM

Electronic Record and Signature Disclosure:

Accepted: 2/23/2022 2:12:43 PM
ID: 1f076c0e-c315-4bfb-8d1c-04fbbcbce37d

In Person Signer Events

Signature

Timestamp

Editor Delivery Events

Status

Timestamp

Agent Delivery Events

Status

Timestamp

Intermediary Delivery Events

Status

Timestamp

Certified Delivery Events

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Carbon Copy Events

Status

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Witness Events

Signature

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Notary Events

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Envelope Summary Events

Status

Timestamps

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| Envelope Sent | Hashed/Encrypted | 2/23/2022 12:42:32 PM |
| Certified Delivered | Security Checked | 2/23/2022 2:12:43 PM |
| Signing Complete | Security Checked | 2/23/2022 2:12:56 PM |
| Completed | Security Checked | 2/23/2022 2:12:56 PM |

Payment Events

Status

Timestamps

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