

## 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  
SEPTEMBER 16, 2021**

A special meeting of the Board of Directors of the District, County of Adams (referred to hereafter as the “Board”) was convened on Thursday, September 16, 2021 at 1:41 p.m. at the Information Center, 3900 E. 470 Beltway, Aurora, Colorado. Due to concerns regarding the spread of the Coronavirus (COVID-19) and the benefits to the control of the spread of the virus by limiting in-person contact, the District Board meeting was held and properly noticed to be held via video enabled web conference, with Directors Hopper, Ferreira and Shearon attending in person at the physical meeting location. The meeting was open to the public via videoconference.

**Directors in Attendance Were:**

Matt Hopper  
Carla Ferreira  
Cynthia (Cindy) Shearon

**Also in Attendance Were:**

Elisabeth A. Cortese, Esq. and Jon Hoistad, Esq.; McGeady Becher P.C.  
Denise Denslow, Anna Jones, Celeste Terrell, Debra Sedgeley and Zach Leavitt; CliftonLarsonAllen LLP (“CLA”)  
Tanya Lawless, Esq.; Kutak Rock LLP  
Rita Connerly, Esq.; Fairfield & Woods  
Brooke Hutchens; D.A. Davidson & Co.

**ADMINISTRATIVE  
MATTERS**

**Disclosure of Potential Conflicts of Interest:** Attorney Cortese 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

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Director Ferreira, seconded by Director Shearon 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 at the above-stated location, with Directors Hopper, Ferreira and Shearon attending in person. Due to concerns regarding the spread of COVID-19, and the benefits to the control of the virus by limiting in-person contact, the remaining Board members and consultants attended via videoconference. The Board further noted that notice providing the time, date and video link information was duly posted and that no objections, or any requests that the means of hosting the meeting be changed by taxpaying electors within its 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 Shearon and, upon vote, unanimously carried, the Agenda was approved, as presented and the absence of Director Sheldon was excused.

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

**Organizational Flowchart:** The Board determined to defer discussion of this item to a future meeting.

### CONSENT AGENDA

The Board considered the following actions:

#### **Review and consider approval of August 19, 2021 special meeting minutes:**

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

### LEGAL MATTERS

**Terms for Cooperative Agreement Regarding Construction of The Aurora Highlands Parkway by and between Aerotropolis Regional Transportation Authority (“ARTA”), the District and East Cherry Creek Valley Water & Sanitation District (“ECCV”):** Attorney Hoistad provided a brief, high-level update on negotiations with ECCV. The waterline matter remains unresolved.

**Executive Session:** It was determined that an executive session was not necessary.

**ARTA’s Proposed 2021 Bond issuance:** Attorney Hoistad informed the Board that ARTA now intends to issue its Series 2021 Bonds in early to mid-October.

### FINANCIAL MATTERS

**Lender Funding Request and 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 Shearon and, upon vote, unanimously carried by roll call, the Board acknowledged approval of

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the Lender funding request and approved payment of claims for operating costs in the amount of \$48,074.45.

**Cash Position Report Dated July 31, 2021, updated as of September 9, 2021:**

Ms. Sedgeley reviewed the Cash Position Report with the Board. Following review, upon a motion duly made by Director Ferreira, seconded by Director Shearon and, upon vote, unanimously carried by roll call, the Board accepted the Cash Position Reported dated July 31, 2021, updated as of September 9, 2021.

**2020 Audit:** Ms. Sedgeley reviewed the 2020 Audit with the Board. Following discussion, upon a motion duly made by Director Ferreira, seconded by Director Shearon and, upon vote, unanimously carried, the Board approved the 2020 Audit and authorized execution of the representations letter, subject to incorporation of revisions requested by McGeady Becher P.C. and final legal review.

**The Aurora Highlands Community Authority Board (“CAB”) and District Engineer’s Report and Verification of Costs Associated with Public Improvements (Draw No. 39) Engineer’s Report and Verification of Costs No. 16 prepared by Schedio Group LLC (“Engineer’s Report”):**

Ms. Sedgeley reviewed the Engineer’s Report with the Board. Following review and discussion, upon a motion duly made by Director Ferreira, seconded by Director Shearon and, upon vote, unanimously carried by roll call, the Board approved the recommendation to the CAB for acceptance of the Engineer’s Report.

**CAPITAL  
PROJECTS**

**Draw Request No. 39:** Ms. Sedgeley reviewed Draw Request No. 39 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. 39, in the amount of \$4,206,639.39, as shown below:

CAB (A Bonds)	\$ 2,653,369.20
CAB (B Bonds)	\$ 15,096.00
ARTA	\$ 1,535,967.94
ATEC	\$ 2,206.25
Developer	\$ 0.00
	\$ 4,206,639.39

**Notice of Award of Construction Contract for 38<sup>th</sup> Avenue and Main Street Paving:** Following discussion, upon a motion duly made by Director Ferreira, seconded by Director Shearon and, upon vote, unanimously carried by roll call, the Board approved the **Notice of Award of Construction Contract** for 38<sup>th</sup> Avenue and Main Street Paving to \_\_\_\_\_ and authorized execution of the related Notice to Proceed.

**Task Order No. 01 to Master Service Agreement (“MSA”) for Project Support**

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**and Review Services (District) by and between the District and AECOM Technical Services, Inc., for Transfer of Remaining Balance of Task Order No. 17 (Coordinate Geotechnical Investigation for Over Excavation ...)**: Following discussion, upon a motion duly made by Director Ferreira, seconded by Director Shearon and, upon vote, unanimously carried by roll call, the Board approved **Task Order No. 01** to the MSA for Project Support and Review Services (District) by and between the District and **AECOM Technical Services, Inc.**, for Transfer of Remaining Balance of Task Order No. 17 (Coordinate Geotechnical Investigation for Over Excavation ...), in the amount of \$9,000.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

**Task Order No. 02 to the MSA for Project Support and Review Services (District) by and between the District and AECOM Technical Services, Inc., for As Needed Support Services**: Following discussion, upon a motion duly made by Director Ferreira, seconded by Director Shearon and, upon vote, unanimously carried by roll call, the Board approved **Task Order No. 02** to the MSA for Project Support and Review Services (District) by and between the District and **AECOM Technical Services, Inc.**, for As Needed Support Services, in the amount of \$50,000.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

**Task Order No. 03 to MSA for Project Support and Review Services (District) by and between the District and AECOM Technical Services, Inc., for Transfer of Remaining Balance of Task Order No. 22 (SWMP Plan for Overlot Grading South of Trib T under 2020 MSA to Task Order No. 03 ...)**: Following discussion, upon a motion duly made by Director Ferreira, seconded by Director Shearon and, upon vote, unanimously carried by roll call, the Board approved **Task Order No. 03** to MSA for Project Support and Review Services (District) by and between the District and **AECOM Technical Services, Inc.**, for Transfer of Remaining Balance of Task Order No. 22 (SWMP Plan for Overlot Grading South of Trib T under 2020 MSA to Task Order No. 03 ...), in the amount of \$146,530.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

**Task Order No. 01 to MSA for Design and Construction Support Services (ATEC Metropolitan Districts) by and between the District and AECOM Technical Services, Inc., for Transfer of Remaining Balance of Task Order No. 15 (Crestone Oil Well ...)**: Following discussion, upon a motion duly made by Director Ferreira, seconded by Director Shearon and, upon vote, unanimously carried by roll call, the Board approved **Task Order No. 01** to MSA for Design and Construction Support Services (ATEC Metropolitan Districts) by and between the District and **AECOM Technical Services, Inc.**, for Transfer of Remaining Balance of Task Order No. 15 (Crestone Oil Well ...), in the amount of \$9,000.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

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**Change Order No. 01 to Task Order No. 06 to MSA for Program Management, Design and Construction Support Services by and between the District and AECOM Technical Services, Inc., for Statewide Grading Analysis:** Following discussion, upon a motion duly made by Director Ferreira, seconded by Director Shearon and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 01 to Task Order No. 06 to MSA** for Program Management, Design and Construction Support Services by and between the District and **AECOM Technical Services, Inc.**, for Statewide Grading Analysis, in the amount of \$39,597.50, upon review and recommendation by the Construction Committee and Lender commitment to fund.

**Change Order No. 07 to the Construction Agreement by and between the District and Brightview Landscape Development, Inc., for Landscape, Hardscape & Monumentation (PCI #17 – Furnish and Install Available Trees)** Following discussion, upon a motion duly made by Director Ferreira, seconded by Director Shearon and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 07 to the Construction Agreement** by and between the District and **Brightview Landscape Development, Inc.**, for Landscape, Hardscape & Monumentation (PCI #17 – Furnish and Install Available Trees), in the amount of \$7,510.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

**Change Order No. 08 to the Construction Agreement by and between the District and Brightview Landscape Development, Inc., for Landscape, Hardscape & Monumentation (Added Irrigation Value Zone):** Following discussion, upon a motion duly made by Director Ferreira, seconded by Director Shearon and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 08 to the Construction Agreement** by and between the District and **Brightview Landscape Development, Inc.**, for Landscape, Hardscape & Monumentation (Added Irrigation Value Zone), in the amount of \$6,416.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

**Change Order No. 09 to the Construction Agreement by and between the District and Brightview Landscape Development, Inc., for Landscape, Hardscape & Monumentation (Two (2) Bores under Denali Blvd. at 38<sup>th</sup> Place):** Following discussion, upon a motion duly made by Director Ferreira, seconded by Director Shearon and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 09 to the Construction Agreement** by and between the District and **Brightview Landscape Development, Inc.**, for Landscape, Hardscape & Monumentation (Two (2) Bores under Denali Blvd. at 38<sup>th</sup> Place), in the amount of \$8,757.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

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**Change Order No. 10 to the Construction Agreement by and between the District and Brightview Landscape Development, Inc., for Landscape, Hardscape & Monumentation (Time and Labor for Trench through 12,466 LF of Sod and Backfill...)**: Following discussion, upon a motion duly made by Director Ferreira, seconded by Director Shearon and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 10** to the **Construction Agreement** by and between the District and **Brightview Landscape Development, Inc.**, for Landscape, Hardscape & Monumentation (Time and Labor for Trench through 12,466 LF of Sod and Backfill...), in the amount of \$12,221.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

**Change Order No. 11 to the Construction Agreement by and between the District and Brightview Landscape Development, Inc., for Landscape, Hardscape & Monumentation (Cleanup, Fill and Grading for Evergreen Trees)**: Following discussion, upon a motion duly made by Director Ferreira, seconded by Director Shearon and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 11** to the **Construction Agreement** by and between the District and **Brightview Landscape Development, Inc.**, for Landscape, Hardscape & Monumentation (Cleanup, Fill and Grading for Evergreen Trees), in the amount of \$4,551.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

**Change Order No. 12 to the Construction Agreement by and between the District and Brightview Landscape Development, Inc., for Landscape, Hardscape & Monumentation (Grading around Clocktower Landscape Walls and Roundabout Landscape Walls)**: Following discussion, upon a motion duly made by Director Ferreira, seconded by Director Shearon and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 12** to the **Construction Agreement** by and between the District and **Brightview Landscape Development, Inc.**, for Landscape, Hardscape & Monumentation (Grading around Clocktower Landscape Walls and Roundabout Landscape Walls), in the amount of \$14,505.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

**Task Order to MSA by and between the District and Cage Engineering Colorado, Inc. for Mass Grading Plans for South End of TAH**: Following discussion, upon a motion duly made by Director Ferreira, seconded by Director Shearon and, upon vote, unanimously carried by roll call, the Board approved **Task Order** to MSA by and between the District and **Cage Engineering Colorado, Inc.** for Mass Grading Plans for South End of TAH, in the amount of \$50,000.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

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**Task Order No. 01 to MSA by and between the District and Cage Engineering Colorado, Inc., for Channel and Box Updates, Expansion of Pond 8540 and Water and Sewer Construction Plans:** Following discussion, upon a motion duly made by Director Ferreira, seconded by Director Shearon and, upon vote, unanimously carried by roll call, the Board approved **Task Order No. 01 to MSA** by and between the District and **Cage Engineering Colorado, Inc.**, for Channel and Box Updates, Expansion of Pond 8540 and Water and Sewer Construction Plans, in the amount of \$15,250.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

**Task Order No. 04 to MSA by and between the District and Ecological Resource Consultants, Inc., for Geomorphology Report to Support Channel Design:** Following discussion, upon a motion duly made by Director Ferreira, seconded by Director Shearon and, upon vote, unanimously carried by roll call, the Board approved **Task Order No. 04 to MSA** by and between the District and **Ecological Resource Consultants, Inc.**, for Geomorphology Report to Support Channel Design, in the amount of \$14,000.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

**Task Order No. 44 to MSA for Civil Engineering Services by and between the District and HR Green Development, LLC, for Attendance at Coordination and Construction Meetings in 2021:** Following discussion, upon a motion duly made by Director Ferreira, seconded by Director Shearon and, upon vote, unanimously carried by roll call, the Board approved **Task Order No. 44 to MSA** for Civil Engineering Services by and between the District and **HR Green Development, LLC**, for Attendance at Coordination and Construction Meetings in 2021, in the amount of \$68,800.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

**Task Order No. 05 to MSA for In-Tract Public Improvements by and between the District and HR Green Development, LLC, for Addition of Curb Cuts along Main Street:** Following discussion, upon a motion duly made by Director Ferreira, seconded by Director Shearon and, upon vote, unanimously carried by roll call, the Board approved **Task Order No. 05 to MSA** for In-Tract Public Improvements by and between the District and **HR Green Development, LLC**, for Addition of Curb Cuts along Main Street, in the amount of \$13,962.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

**Task Order to MSA by and between the District and HR Green Development, LLC for Updating Basins, Re-running CUHP/SWMM Model and Submitting Report to COA for Approval:** Following discussion, upon a motion duly made by Director Ferreira, seconded by Director Shearon and, upon vote, unanimously carried by roll call, the Board approved **Task Order to MSA** by and between the District and **HR Green Development, LLC** for Updating Basins, Re-running

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CUHP/SWMM Model and Submitting Report to COA for Approval, in the amount of \$20,160.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

**Change Order No. 21 to the Construction Agreement by and between the District and Martin Marietta Materials, Inc. (Denver), for Mainstreet P1-2 and 42<sup>nd</sup> Aura P1 (Furnish and Install six (6) 36" signs and five (5) 2" Telespar Post and Bases for Construction Entrance Signage at 26<sup>th</sup> Avenue)**: Following discussion, upon a motion duly made by Director Ferreira, seconded by Director Shearon and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 21 to the Construction Agreement** by and between the District and **Martin Marietta Materials, Inc. (Denver)**, for Mainstreet P1-2 and 42<sup>nd</sup> Aura P1 (Furnish and Install six (6) 36" signs and five (5) 2" Telespar Post and Bases for Construction Entrance Signage at 26<sup>th</sup> Avenue), in the amount of \$2,526.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

**Change Order to Task Order No. 18 to the Construction Agreement by and between the District and Norris Design, Inc. for Main Street, TAH Parkway and Aura Street P1 CA Support (Additional Time and Support of CA Services)**: Following discussion, upon a motion duly made by Director Ferreira, seconded by Director Shearon and, upon vote, unanimously carried by roll call, the Board approved **Change Order to Task Order No. 18 to the Construction Agreement** by and between the District and **Norris Design, Inc.** for Main Street, TAH Parkway and Aura Street P1 CA Support (Additional Time and Support of CA Services), in the amount of \$50,000.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

**Change Order to Task Order No. 19 to the Construction Agreement by and between the District and Norris Design, Inc. for Aurora Highlands Development Filing 9 (Additional Scope Added to Project)**: Following discussion, upon a motion duly made by Director Ferreira, seconded by Director Shearon and, upon vote, unanimously carried by roll call, the Board approved **Change Order to Task Order No. 19 to the Construction Agreement** by and between the District and **Norris Design, Inc.** for Aurora Highlands Development Filing 9 (Additional Scope Added to Project), in the amount of \$76,400.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

**Change Order to Task Order No. 02 to MSA for District Engineering Services by and between the District and Schedio Group LLC, for Tributary T Acceptance Required by COA and MHFD**: Following discussion, upon a motion duly made by Director Ferreira, seconded by Director Shearon and, upon vote, unanimously carried by roll call, the Board approved **Change Order to Task Order No. 02 to MSA for District Engineering Services** by and between the District



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and **Schedio Group LLC**, for Tributary T Acceptance Required by COA and MHFD, in the amount of \$16,000.00, upon review and recommendation of the Construction Committee and Lender commitment to fund.

**Change Order No. 14 to the Construction Agreement by and between the District and Stormwater Risk Management, LLC, for 42<sup>nd</sup> Avenue P2 and NS Collector EWEC (Install Back of Curb Controls)**: Following discussion, upon a motion duly made by Director Ferreira, seconded by Director Shearon and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 14** to the **Construction Agreement** by and between the District and **Stormwater Risk Management, LLC, for 42<sup>nd</sup> Avenue P2 and NS Collector EWEC (Install Back of Curb Controls)**, in the amount of \$22,016.25, upon review and recommendation by the Construction Committee and Lender commitment to fund.

ARTA MATTERS           None.

OTHER BUSINESS       None.

ADJOURNMENT           Following discussion, upon motion duly made by Director Ferreira, seconded by Director Shearon and, upon vote, unanimously carried, the Board adjourned the meeting at 2:12 p.m.

Respectfully submitted,

DocuSigned by:  
B Denise Denstow  
77517AF6E925439...  
Secretary for the Meeting

**Certificate Of Completion**

Envelope Id: 1DD09F17F268414CBB22F23AD5C4237F	Status: Completed
Subject: AACMD Minutes to sign	
Client Name: AACMD	
Client Number: 011-042659-OS03-2021	
Source Envelope:	
Document Pages: 9	Signatures: 1
Certificate Pages: 4	Initials: 0
AutoNav: Enabled	Envelope Originator:
Envelopeld Stamping: Enabled	Kathy Suazo
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	Minneapolis, MN 55402
	Kathy.Suazo@claconnect.com
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Denise Denslow  
denise.denslow@claconnect.com  
Secretary  
Security Level: Email, Account Authentication (None)

**Signature**

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Sent: 10/26/2021 3:30:09 PM  
Viewed: 10/26/2021 7:47:05 PM  
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Accepted: 10/26/2021 7:47:05 PM  
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In Person Signer Events	Signature	Timestamp
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Editor Delivery Events	Status	Timestamp
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Agent Delivery Events	Status	Timestamp
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Intermediary Delivery Events	Status	Timestamp
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Certified Delivery Events	Status	Timestamp
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Carbon Copy Events	Status	Timestamp
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Witness Events	Signature	Timestamp
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Notary Events	Signature	Timestamp
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Envelope Summary Events	Status	Timestamps
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Envelope Sent	Hashed/Encrypted	10/26/2021 3:30:09 PM
Certified Delivered	Security Checked	10/26/2021 7:47:05 PM
Signing Complete	Security Checked	10/26/2021 7:47:13 PM
Completed	Security Checked	10/26/2021 7:47:13 PM

Payment Events	Status	Timestamps
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You may contact us to let us know of your changes as to how we may contact you electronically, to request paper copies of certain information from us, and to withdraw your prior consent to receive notices and disclosures electronically as follows:

To contact us by email send messages to: [BusinessTechnology@CLAconnect.com](mailto:BusinessTechnology@CLAconnect.com)

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To let us know of a change in your email address where we should send notices and disclosures electronically to you, you must send an email message to us at [BusinessTechnology@CLAconnect.com](mailto:BusinessTechnology@CLAconnect.com) and in the body of such request you must state: your previous email address, your new email address. We do not require any other information from you to change your email address.

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- Until or unless you notify CliftonLarsonAllen LLP as described above, you consent to receive exclusively through electronic means all notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to you by CliftonLarsonAllen LLP during the course of your relationship with CliftonLarsonAllen LLP.