

RECORD OF PROCEEDINGS

**MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
AEROTROPOLIS AREA COORDINATING
METROPOLITAN DISTRICT (“DISTRICT”)
HELD
APRIL 15, 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, April 15, 2021 at 1:14 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 Director Shearon attending in person at the physical meeting location. The meeting was open to the public via videoconference.

Directors in Attendance Were:

Matt Hopper
Michael Sheldon
Cynthia (Cindy) Shearon

Absent and excused was Director Ferreira.

Also in Attendance Were:

Elisabeth A. Cortese, Esq. and Jon Hoistad, Esq.; McGeady Becher P.C.
Denise Denslow, Anna Jones, Celeste Terrell, Deb Sedgely and Zach Leavitt; CliftonLarsonAllen LLP (“CLA”)
Dave Center and Tony Devito; AECOM
Tanya Lawless, Esq.; Kutak Rock LLP
Deanna Hopper; The Aurora Highlands Community Authority Board
James Hannon; Big West Consulting LLC

**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.

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Quorum/Confirmation of Meeting Location/Posting of Notice: A quorum for the special meeting was confirmed. 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 Sheldon, 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 Director 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 Sheldon, seconded by Director Shearon and, upon vote, unanimously carried, the Agenda was approved, as amended and the absence of Director Ferreira was excused.

Public Comment: There was no public comment.

CONSENT AGENDA

The Board considered the following actions:

- A. **Review and consider approval of March 18, 2021/Continued March 25, 2021, March 25, 2021 and April 1, 2021 special meeting minutes.**
- B. **Ratify approval of First Supplement to ARTA Establishment Agreement, Exhibit A-1 (Regional Transportation System), and Exhibit D-1 (Phasing Plan)**

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

LEGAL MATTERS

Form Termination of Temporary Construction Easement and Authorization of Use: Attorney Hoistad reviewed the form Partial Termination of Temporary Construction Easement with the Board. Following review and discussion, upon motion duly made by Director Sheldon, seconded by Director Shearon and, upon vote, unanimously carried, the Board approved the form Partial Termination of

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Temporary Construction Easement and authorized the use of the form Partial Termination of Temporary Construction Easement as required, including, but not limited to, for The Aurora Highlands Subdivision Filing Nos. 4 and 5.

Form Temporary Construction License Agreement and Authorization of Use:

Attorney Hoistad reviewed the form Temporary Construction License Agreement with the Board. Following review and discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote, unanimously carried, the Board approved the form Temporary Construction License Agreement and authorized the use of the form Temporary Construction License Agreement as required, including, but not limited to, by and between the District and Aurora Highlands, LLC in connection with the construction of public improvements in The Aurora Highlands Subdivision Filing Nos. 4 and 5.

**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 Sheldon, seconded by Director Shearon 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 \$13,149.15.

Cash Position Report Dated December 31, 2020, updated as of April 12, 2021:

Ms. Sedgley reviewed the Cash Position Report with the Board. Following review and discussion, upon a motion duly made by Director Sheldon, seconded by Director Shearon and, upon vote, unanimously carried by roll call, the Board accepted the Cash Position Reported dated December 31, 2020, updated as of April 12, 2021.

The Aurora Highlands Community Authority Board (“CAB”) and District Engineer’s Report and Verification of Costs Associated with Public Improvements (Draw No. 34) Engineer’s Report and Verification of Costs No. 11 prepared by Schedio Group LLC (“Engineer’s Report”):

Ms. Sedgley reviewed the Engineer’s Report with the Board. Following review and discussion, upon a motion duly made by Director Sheldon, 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. 34: Ms. Sedgley reviewed Draw Request No. 34 with the Board. Following discussion, upon motion duly made by Director Sheldon, seconded by Director Shearon and, upon vote, unanimously carried by roll call, the Board approved Draw Request No. 34, in the amount of \$3,128,966.15, as shown below:

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CAB (A Bonds)	\$	2,303,741.34
CAB (B Bonds)	\$	7,867.00
ARTA	\$	786,971.26
ATEC	\$	13,307.75
Developer	\$	17,078.80
TOTAL:	\$	3,128,966.15

Task Order No. 01 to Master Service Agreement (“MSA”) for Civil Engineering Services by and between the District and Cage Engineering, Inc. for District Collector Roadways and Pond (8540 EURV Preliminary and Final Engineering): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board approved Task Order No. 01 to the MSA for Civil Engineering Services by and between the District and Cage Engineering, Inc. for District Collector Roadways and Pond (8540 EURV Preliminary and Final Engineering), in the amount of \$130,750.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Change Order No. 01 to Work Order No. 01 to Construction Management Agreement by and between the District and JHL Constructors, Inc., for Procurement of 60” Steel Transmission Line and 72” Casing Steel Pipe for Prairie Water Pipeline: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board approved Change Order No. 01 to Work Order No. 01 to Construction Management Agreement by and between the District and JHL Constructors, Inc., for Procurement of 60” Steel Transmission Line and 72” Casing Steel Pipe for Prairie Water Pipeline, in an amount to be determined, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Work Order No. 02 to Construction Management Agreement by and between the District and JHL Constructors, Inc., for Procurement and Installation of Landscape Fencing and Concrete Walls: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board approved Work Order No. 02 to Construction Management Agreement by and between the District and JHL Constructors, Inc., for Procurement and Installation of Landscape Fencing and Concrete Walls, in an amount to be determined, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Change Order No. 01 to Task No. 01 to the MSA for Civil Engineering Services by and between the District and Merrick & Company for LOMR Submittal Phase 1 Trib T Improvements: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board approved Change Order No. 01 to Task No. 01 to the

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MSA for Civil Engineering Services by and between the District and Merrick & Company for LOMR Submittal Phase 1 Trib T Improvements, in the amount of \$57,970.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Change Order No. 02 to Task Order No. 09 to the MSA for Civil Engineering Services by and between the District and Merrick & Company for Construction Related Services - T&M (Meetings, RFI's, Submittals):

Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board approved Change Order No. 02 to Task Order No. 09 to the MSA for Civil Engineering Services by and between the District and Merrick & Company for Construction Related Services - T&M (Meetings, RFI's, Submittals), in the amount of \$60,000.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Task Order No. 11 to the MSA for Civil Engineering Services by and between the District and Merrick & Company for Miscellaneous Meetings and Exhibits, in the Amount of \$10,000.00:

Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board approved Task Order No. 11 to the MSA for Civil Engineering Services by and between the District and Merrick & Company for Miscellaneous Meetings and Exhibits, in the amount of \$10,000.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

ARTA MATTERS

None.

OTHER BUSINESS

None.

EXECUTIVE SESSION

The Board notified those present that it would need to convene in Executive Session for the purpose of receiving legal advice on specific legal questions regarding matters subject to negotiations.

Pursuant to Sections 24-6-402(4)(b) and (e), C.R.S., and upon a motion made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried by roll call, the Board, District Counsel and certain District consultants convened in Executive Session at 1:53 p.m. for the purposes of receiving legal advice on specific legal questions regarding negotiations. The Board did not engage in substantial discussion of any matter not enumerated in Section 24-6-402(4), C.R.S. The Board

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did not adopt any proposed policy, position, resolution, rule, regulation or formal action. At no time during the executive session did the District consultants participate in or influence the Board's deliberations.

Pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S., no record will be kept of those portions of the Executive Session that, in the opinion of the Board's attorneys, constitute privileged attorney-client communication pursuant to Section 24-6-402(4), C.R.S.

The executive session meeting was adjourned at 2:15 upon a motion duly made by Director Sheldon, seconded by Director Shearon and, upon vote unanimously carried by roll call.

ADJOURNMENT

Following discussion, upon motion duly made by Director Sheldon, seconded by Director Shearon and, upon vote, unanimously carried, the Board adjourned the meeting at 2:15 p.m.

Respectfully submitted,

DocuSigned by:
Denise Denlow
By _____
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Secretary for the Meeting

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Attorney Statement

REGARDING PRIVILEGED ATTORNEY-CLIENT COMMUNICATION

Pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S., I attest that, in my capacity as the attorney representing Aerotropolis Area Coordinating Metropolitan District, I attended the executive session meeting of Aerotropolis Area Coordinating Metropolitan District convened at 1:53 p.m., on April 15, 2021, for the purposes of receiving legal advice on specific legal questions regarding contract negotiations, as authorized by Sections 24-6-402(4)(b) and (e) C.R.S. I further attest it is my opinion that all of the executive session discussion constituted a privileged attorney-client communication and, based on that opinion, no further record, written or electronic, was kept or required to be kept pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S.

DocuSigned by:

Elisabeth Cortese _____

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ELISABETH A. CORTESE, Attorney for the District

April 15, 2021

Certificate Of Completion

Envelope Id: EB7B88485B4C4F39AB4494588BDA2569	Status: Completed
Subject: Please DocuSign: Minutes 04-15-21 - AACMD (Final).pdf	
Client Name: AACMD	
Client Number: 011-042659-OS03-2021	
Source Envelope:	
Document Pages: 7	Signatures: 2
Certificate Pages: 5	Initials: 0
AutoNav: Enabled	Envelope Originator:
Envelopeld 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: 67.137.57.251

Record Tracking

Status: Original	Holder: Kathy Suazo	Location: DocuSign
6/8/2021 6:46:39 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: 165.225.10.160

Timestamp

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Signed: 6/9/2021 3:56:25 PM

Electronic Record and Signature Disclosure:
Accepted: 6/9/2021 3:56:08 PM
ID: 65487820-1a55-4610-a333-3662f4a8c276

Elisabeth Cortese
ecortese@specialdistrictlaw.com
Security Level: Email, Account Authentication (None)

DocuSigned by:

523BA0FA8BEC4B3...
Signature Adoption: Pre-selected Style
Using IP Address: 50.220.120.106

Sent: 6/8/2021 6:49:21 PM
Viewed: 6/10/2021 10:03:37 AM
Signed: 6/10/2021 10:03:53 AM

Electronic Record and Signature Disclosure:
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ID: 354727d8-277f-4f96-a881-86cc75c890c4

In Person Signer Events	Signature	Timestamp
Editor Delivery Events	Status	Timestamp
Agent Delivery Events	Status	Timestamp
Intermediary Delivery Events	Status	Timestamp
Certified Delivery Events	Status	Timestamp
Carbon Copy Events	Status	Timestamp
Witness Events	Signature	Timestamp
Notary Events	Signature	Timestamp

Envelope Summary Events	Status	Timestamps
Envelope Sent	Hashed/Encrypted	6/8/2021 6:49:21 PM
Certified Delivered	Security Checked	6/10/2021 10:03:37 AM
Signing Complete	Security Checked	6/10/2021 10:03:53 AM
Completed	Security Checked	6/10/2021 10:03:53 AM

Payment Events	Status	Timestamps
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Electronic Record and Signature Disclosure

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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.