

**MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
AEROTROPOLIS AREA COORDINATING
METROPOLITAN DISTRICT (“DISTRICT”)
HELD**

MARCH 18, 2021 AND CONTINUED TO MARCH 25, 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, March 18, 2021 at 1:00 p.m. and continued on Thursday, March 25, 2021 at 1:15 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 for the March 18, 2021 Special Meeting and Kortny Voegeli attending in person at the physical meeting location for the March 25, 2021 Continued Special Meeting. The meetings were open to the public via videoconference.

Directors In Attendance Were:

Matt Hopper
Michael Sheldon
Carla Ferreira
Cynthia (Cindy) Shearon (3.18.21 Special Meeting only)

Also In Attendance Were:

Elisabeth A. Cortese, Esq. and Jon Hoistad, Esq.; McGeady Becher P.C.
Debra Sedgeley, Denise Denslow, Zach Leavitt, Anna Jones and
Celeste Terrell; CliftonLarsonAllen LLP (“CLA”)
Kamille Curylo, Esq. and Tanya Lawless, Esq.; Kutak Rock LLP
Brooke Hutchens; D.A. Davidson & Co. (3.25.21 Continued Special
Meeting only)
Tony Felitsky, Dave Center, Tony Devito and Eric Antillon (3.25.21
Continued Special Meeting only); AECOM
Curren Vite: JHL Constructors, Inc.
Kortny Voegeli; The Aurora Highlands (3.25.21 Continued Special
Meeting only)
Deanna Hopper; The Aurora Highlands Community Authority Board

**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 as required by statute. No new conflicts were disclosed.

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 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 at the above-stated location, with Director Shearon attending in person at the March 18, 2021 Special Meeting and Kortny Voegeli attending in person at the March 25, 2021 Special Meeting. 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 Ferreira and, upon vote, unanimously carried, the Agenda was approved, as amended.

Public Comment: There was no public comment.

CONSENT AGENDA

The Board considered the following actions:

- A. **Review and consider approval of February 18, 2021 special meeting minutes.**

Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote unanimously carried, the Board approved the Consent Agenda.

LEGAL MATTERS

Aerotropolis Regional Transportation Authority ("ARTA") Inclusions and Regional Transportation System Projects:

Presentation by Director Hopper: Director Hopper presented information prepared by Ehlers concerning the inclusion of property into ARTA and the accompanying addition of the Regional Transportation System Improvements under the First Supplement to the ARTA Establishment Agreement.

CONTINUATION

Continuation: Director Ferreira requested that the meeting be continued to the following week after the City’s presentation to the ARTA Board. Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried, the Board determined to continue the meeting to March 25, 2021 at 1:00 p.m.

Continued Special Meeting March 25, 2021: Director Hopper reconvened the special meeting held March 18, 2021 at 1:15 p.m. on March 25, 2021.

**LEGAL MATTERS
(CONTINUED)**

First Supplement to ARTA Establishment Agreement, Exhibit A-1 (Regional Transportation System), and Exhibit D-1 (Phasing Plan): No action was taken.

Termination of Intergovernmental Agreement Regarding Sharing of Tax Revenue by and among First Creek Ranch Metropolitan District, Second Creek Ranch Metropolitan District, Central Adams County Water and Sanitation District and the District: No action was taken.

**FINANCIAL
MATTERS**

Lender Funding Request and Payment of Claims for Operating Costs: No action was taken.

Cash Position Report dated December 31, 2020, updated as of March 10, 2021: No action was taken.

The Aurora Highlands Community Authority Board (“CAB”) and District Engineer’s Report and Verification of Costs Associated with Public Improvements (Draw No. 33) Engineer’s Report and Verification of Costs No. 10 prepared by Schedio Group LLC (“Engineer’s Report”): No action was taken.

CAPITAL PROJECTS

Draw Request No. 33: No action was taken.

DISTRICT CAPITAL
PROJECTS

Construction Management Agreement by and between the District and JHL Constructors, Inc. and the related Notice to Proceed: No action was taken.

Task Order No. 1 to Construction Management Agreement by and between the District and JHL Constructors, Inc. for Project Management of Existing Scope, in an amount to be determined: No action was taken.

Work Order No. 1 to Construction Management Agreement by and between the District and JHL Constructors, Inc. for Prairie Water Line Material Procurement, in an amount to be determined: No action was taken.

Change Order No. 01 to Task Order No. 12 to the Master Service Agreement (“MSA”) for Program Management, Design, and Construction Services by and between the District and AECOM Technical Services, Inc. for Additional Work - CMaR Procurement Support: No action was taken.

Change Order No. 02 to Task Order No. 14 to the MSA for Program Management, Design, and Construction Services by and between the District and AECOM Technical Services, Inc. for Interim CM Services: No action was taken.

Change Order No. 07 to the Construction Agreement by and between the District and Dynalectric Company for TAH Filing 1 - Lighting (Utility Sleeving and Conduit Installation): No action was taken.

Change Order No. 08 to the Construction Agreement by and between the District and Dynalectric Company for TAH Filing 1 - Lighting (Credits Associated with Removing Designed Electrical Work for 38th Pkwy): No action was taken.

Change Order No. 01 to Task Order No. 01 to the MSA for Civil Engineering Services by and between the District and Felsburg Holt & Ullevig, Inc. for E-470 & 38th Ave. Interchange Budget Supplement Request: No action was taken.

Change Order No. 01 to Task Order No. 27 to the MSA for Civil Engineering Services by and between the District and HR Green Development, LLC for 38th Ave. Preliminary Design (N/S Collector – Powhaton): No action was taken.

Task Order No. 42 to the MSA for Civil Engineering Services by and between the District and HR Green Development, LLC for Design Services - 38th Pkwy. (Himalaya to Odessa): No action was taken.

Task Order No. 43 to the MSA for Civil Engineering Services by and between the District and HR Green Development, LLC for Tributary T Channel Design (West of E470): No action was taken.

Change Order No. 01 to Task Order No. 29 to the MSA for Civil Engineering Services by and between the District and HR Green Development, LLC for 38th Ave. (Powhatan - Monaghan): No action was taken.

Change Order No. 01 to Task Order No. 35 to the MSA for Civil Engineering Services by and between the District and HR Green Development, LLC for Streetlight Plan Modifications: No action was taken.

Change Order No. 33 to the Construction Agreement by and between the District and JHL Constructors, Inc. for Trib T Aurora Pkwy P3 & Mainstreet P3 (Revised Planter Bowls -9): No action was taken.

Change Order No. 34 to the Construction Agreement by and between the District and JHL Constructors, Inc. for Trib T Aurora Pkwy P3 & Mainstreet P3 (Earthwork Necessary to Update Pond 8571): No action was taken.

Change Order No. 06 to the Construction Agreement by and between the District and Kelley Trucking, Inc. for Tributary MS Phase 3 EWEC (Tree Removal Along E-470 Relay Topsoil, etc.): No action was taken.

Change Order No. 16 to the Construction Agreement by and between the District and Stormwater Risk Management, LLC for 42nd Phase 1 and Aura Phase 1-2 (Balancing Remaining Contract): No action was taken.

Change Order No. 04 to the Construction Agreement by and between the District and Stormwater Risk Management, LLC for 38th Pkwy EWEC-Powhatan-Monaghan (Balancing Remaining Contract): No action was taken.

Change Order No. 05 to the Construction Agreement by and between the District and Stormwater Risk Management, LLC for 38th Pkwy EWEC Reserve-Powhatan (Balancing Remaining Contract): No action was taken.

Change Order No. 11 to the Construction Agreement by and between the District and Stormwater Risk Management, LLC for 38th Place & 38th Avenue EWEC (Balancing Remaining Contract): No action was taken.

Change Order No. 08 to the Construction Agreement by and between the District and Stormwater Risk Management, LLC for 42nd Avenue Phase 2 and NS Collector EWEC (Balancing Remaining Contract): No action was taken.

Change Order No. 04 to the Construction Agreement by and between the District and Stormwater Risk Management, LLC for Community Markers (Balancing Remaining Contract): No action was taken.

Change Order No. 12 to the Construction Agreement by and between the District and Stormwater Risk Management, LLC for Main Street Phase 1-2, 42nd & Aura Blvd. Phase 1 (Balancing Remaining Contract): No action was taken.

Change Order No. 04 to the Construction Agreement by and between the District and Stormwater Risk Management, LLC for Residential Filing 1 Phase 1-2 EWEC (Balancing Remaining Contract): No action was taken.

Change Order No. 07 to the Construction Agreement by and between the District and Stormwater Risk Management, LLC for Sanitary Sewer Filing 1 (Balancing Remaining Contract): No action was taken.

Change Order No. 16 to the Construction Agreement by and between the District and Stormwater Risk Management, LLC 42nd Phase 1 and Aura Phase 1-2 (Balancing Remaining Contract): No action was taken.

Presentation by Construction Manager Concerning Projects at Substantial Completion and Close-Out of Construction Agreements: No action was taken.

Recommendation of Construction Manager and Direction to Publish Notice of Final Payment and Related Authorization for Release of Final Retainage for the Following Completed Construction Agreements:

- a. Aggregate Industries – WCR, Inc. – Project 032 (E470 & 38th P1);
- b. Iron Woman Construction and Environmental Services, LLC – Project 032 (E470 & 38th P1);
- c. Iron Woman Construction and Environmental Services, LLC – Project 028 (Main Street P1 and P2, 42nd Ave., and Aura P1);
- d. Pase Contracting, Inc. – Project 019 (Mainstreet P1 EWEC);
- e. Pase Contracting, Inc. – Project 031 (42nd P2 N/S Collector Pkwy);
- f. Pase Contracting, Inc. – Project 037 (Tributary T EWEC)
- g. Stormwater Risk Management, LLC – Project 023 (Sanitary Sewer F1);
- h. Stormwater Risk Management, LLC – Project 032 (E470 & 38th P1);

- i. Stormwater Risk Management, LLC – Project 035 (38th Pwky [Powhaton – Monaghan]);
- j. Stormwater Risk Management, LLC – Project 036 (38th Pkwy [Reserve – Powhaton]); and
- k. Stormwater Risk Management, LLC – Project 036 (Residential F1).

No action was taken.

Presentation by AECOM Technical Services, Inc.: No action was taken.

2021 Construction and Design Master Schedule: No action was taken.

Master Budget: No action was taken.

ARTA MATTERS

None.

EXECUTIVE
SESSION

No action was taken.


OTHER BUSINESS

None.

ADJOURNMENT

Upon motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried, the Board adjourned the continued special meeting.

Respectfully submitted,

By  _____
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Secretary for the Meeting

Certificate Of Completion

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Subject: Please DocuSign: 2.A.1. Minutes 03-18-21 AACMD - Final.pdf	
Client Name: AACMD	
Client Number: 011-042659-OS03-2021	
Source Envelope:	
Document Pages: 7	Signatures: 1
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Signer Events

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

Signature

Signature Adoption: Pre-selected Style
Using IP Address: 165.225.10.163

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Sent: 4/22/2021 4:58:57 PM
Viewed: 4/24/2021 5:30:11 PM
Signed: 4/24/2021 5:30:17 PM

Electronic Record and Signature Disclosure:
Accepted: 4/24/2021 5:30:11 PM
ID: e0ab5239-4dc1-429b-a285-e9a18099cd89

In Person Signer Events	Signature	Timestamp
Editor Delivery Events	Status	Timestamp
Agent Delivery Events	Status	Timestamp
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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	4/22/2021 4:58:57 PM
Certified Delivered	Security Checked	4/24/2021 5:30:11 PM
Signing Complete	Security Checked	4/24/2021 5:30:17 PM
Completed	Security Checked	4/24/2021 5:30:17 PM
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