

## 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  
FEBRUARY 18, 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, February 18, 2021 at 1:03 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.

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**Directors In Attendance Were:**

Matt Hopper  
Michael Sheldon  
Carla Ferreira  
Cynthia (“Cindy”) Shearon (at physical location)

**Also In Attendance Was:**

Elisabeth A. Cortese, Esq. and Jon Hoistad, Esq.; McGeady Becher P.C.  
Tony Felitsky, Tony DeVito and Dave Center; AECOM  
Debra Sedgely, Zach Leavitt, Denise Denslow, Anna Jones and  
Celeste Terrell; CliftonLarsonAllen LLP (“CLA”)  
Kamille Curylo, Esq. and Tanya Lawless, Esq.; Kutak Rock LLP  
Curren Vite: JHL Constructors, Inc.  
Karen Reutzell, Esq.; Fairfield and Woods P.C.

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**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.

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## RECORD OF PROCEEDINGS

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### ADMINISTRATIVE MATTERS

**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. 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 presented.

**Public Comment:** There were no public comments.

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### CONSENT AGENDA

The Board considered the following actions:

- A. Review and consider approval of January 25, 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.

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### LEGAL MATTERS

There were no legal matters for discussion.

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### FINANCIAL MATTERS

**Lender Funding Request and Payment of Claims for Operating Costs:** Ms. Sedgeley reviewed the Lender funding request with the Board. Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira 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 \$14,600.60.

## RECORD OF PROCEEDINGS

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**Schedule of Unaudited Financial Statements dated December 31, 2020 and Cash Position Report dated December 31, 2020, updated as of February 15, 2021:** Ms. Sedgeley reviewed the Schedule of Unaudited Financial Statements and Cash Position Report with the Board. Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board accepted the Schedule of Unaudited Financial Statements dated December 31, 2020 and the Cash Position Report dated December 31, 2020, updated as of February 15, 2021.

**The Aurora Highlands Community Authority Board (“CAB”) and District Engineer’s Report and Verification of Costs Associated with Public Improvements (Draw No. 32) Engineer’s Report and Verification of Costs No. 9 prepared by Schedio Group LLC (“Engineer’s Report”):** Ms. Sedgeley reviewed the Engineer’s Report with the Board. Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira 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. 32:** Director Hopper reviewed Draw Request No. 32 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. 32, in the amount of \$2,114,915.36, as shown below:

CAB (A Bonds)	\$ 1,626,376.69
CAB (B Bonds)	\$ 22,878.20
ARTA	\$ 455,310.22
ATEC	\$ 8,925.25
Developer	<u>\$ 1,425.00</u>
Total:	\$ 2,114,915.36

### **AEROTROPOLIS AREA COORDINATING CAPITAL PROJECTS**

**Task Order No. 14 to the Master Service Agreement (“MSA”) for Program Management, Design, and Construction Support Services by and between the District and AECOM Technical Services, Inc. for Interim Construction Management Services:** Following discussion, upon motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board approved **Task Order No. 14** to the MSA for Program Management, Design, and Construction Support Services by and

## RECORD OF PROCEEDINGS

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between the District and **AECOM Technical Services, Inc.** for Interim Construction Management Services, in the amount of \$84,375, upon review and recommendation by the Construction Committee and Lender commitment to fund.

**Change Order No. 01 to Task Order No. 14 to the MSA for Program Management, Design, and Construction Support Services by and between the District and AECOM Technical Services, Inc. for Interim Construction Management Services (Time Extension):** Following discussion, upon 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 Order No. 14** to the MSA for Program Management, Design, and Construction Support Services by and between the District and **AECOM Technical Services, Inc.** for Interim Construction Management Services (Time Extension), in the amount of \$25,625, upon review and recommendation by the Construction Committee and Lender commitment to fund.

**Task Order No. 18 to the MSA for Program Management, Design, and Construction Support Services by and between the District and AECOM Technical Services, Inc. for Interim Program Management Oversight Services:** Following discussion, upon motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board approved **Task Order No. 18** to the MSA for Program Management, Design, and Construction Support Services by and between the District and **AECOM Technical Services, Inc.** for Interim Program Management Oversight Services, in the amount of \$185,000, upon review and recommendation by the Construction Committee and Lender commitment to fund.

**Construction Management Agreement by and between the District and JHL Constructors, Inc. and the related Notice to Proceed:** The Board deferred this item to the March Board meeting.

**Materials Bid Procurement Process for Prairie Waterline Relocation Project:** Mr. DeVito explained the Prairie Waterline Relocation Project, which includes a long lead time to obtain necessary materials for the proposed infrastructure. Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote unanimously carried, the Board acknowledged the Lender Commitment to fund and approved the materials bid procurement process for the Prairie Waterline Relocation Project, upon review and recommendation of the Construction Committee.

**Presentation by AECOM Technical Services, Inc. regarding 2021 Construction and Design Master Schedule and Master Budget:** The Board determined to defer this matter.

## RECORD OF PROCEEDINGS

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**2021 Construction and Design Master Schedule:** The Board determined to defer this matter.

**Master Budget:** The Board determined to defer this matter.

**ARTA MATTERS**

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None.  
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**EXECUTIVE SESSION**

It was determined that an executive session was not necessary.  
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**OTHER BUSINESS**

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None.  
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**ADJOURNMENT**

There being no further business to come before the Board at this time, upon motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried, the Board adjourned the meeting at 1:21 p.m.

Respectfully submitted,

DocuSigned by:  
*Denise Denlow*  
By 77517AF6E925439...  
Secretary for the Meeting

## Certificate Of Completion

Envelope Id: E3A0927261E44B2DB39E386DBBA645F6	Status: Completed
Subject: Please DocuSign: Minutes 02-18-21 AACMD.pdf	
Client Name: AACMD	
Client Number: 011-042659-OS03-2021	
Source Envelope:	
Document Pages: 5	Signatures: 1
Certificate Pages: 4	Initials: 0
AutoNav: Enabled	Envelope Originator:
Envelope 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
4/2/2021 9:44:42 AM	Kathy.Suazo@claconnect.com	

## Signer Events

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

## Signature

Signature Adoption: Pre-selected Style  
Using IP Address: 165.225.10.158

## Timestamp

Sent: 4/2/2021 9:45:43 AM  
Viewed: 4/2/2021 11:51:04 AM  
Signed: 4/2/2021 11:51:14 AM

**Electronic Record and Signature Disclosure:**  
Accepted: 4/2/2021 11:51:04 AM  
ID: 3fd38bb5-5887-4ebb-9684-14d37e46828a

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	4/2/2021 9:45:43 AM
Certified Delivered	Security Checked	4/2/2021 11:51:04 AM
Signing Complete	Security Checked	4/2/2021 11:51:14 AM
Completed	Security Checked	4/2/2021 11:51:14 AM

Payment Events	Status	Timestamps
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