

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE AVIATION STATION NORTH METROPOLITAN DISTRICT NO. 1 HELD JUNE 7, 2023

A Regular Meeting of the Board of Directors (the “Board”) of Aviation Station North Metropolitan District No. 1 (the “District”), City and County of Denver, Colorado, was duly posted and held on Wednesday, June 7, 2023, at 2:52 p.m. The District Board meeting was held by video conference via Microsoft Teams. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Ferdinand Belz, III, President
Mark Throckmorton
Henry “Rick” Wells, Assistant Secretary
Matthew Stewart

Also in Attendance:

Paula Williams, Esq. and Erica Montague, Esq.; McGeady Becher P.C.
Matt Urkoski, Alyssa Ferreira and Shauna D’Amato; CliftonLarsonAllen LLP (“CLA”)
Gregg Johnson, John Rhoades and Erik Prakop; L.C. Fulenwider, Inc.

ADMINISTRATIVE MATTERS

Disclosure of Potential Conflicts of Interest: The Board discussed the requirements pursuant to the Colorado Revised Statutes to disclose any potential conflicts of interest or potential breaches of fiduciary duty to the Board of Directors and to the Secretary of State. Attorney Williams requested that members of the Board disclose any potential conflicts of interest regarding 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 the statute. No new disclosures were made. Attorney Williams noted that all Directors’ Disclosure Statements were filed.

Quorum, Location of Meeting and Posting of Meeting Notice: The presence of a quorum was confirmed.

The Board entered into 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 Belz, seconded by Director Throckmorton and, upon vote unanimously carried, the Board determined to conduct this meeting via video conference and encouraged public participation via Microsoft Teams. The Board further noted that notice of the time, date and Microsoft Teams access information was duly posted and that no objections or requests that the means of hosting the meeting be changed by taxpaying electors within the District’s

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boundaries have been received.

Agenda: Following review and discussion regarding the Agenda, upon a motion duly made by Director Belz, seconded by Director Throckmorton and, upon vote unanimously carried, the Agenda was approved, as presented.

Public Comment: There were no public comments.

May 2, 2023 Regular Directors Election: Mr. Urkoski informed the Board that the election was canceled pursuant to Section 1-13.5-513, C.R.S. because there were not more candidates than seats available on the Board. It was noted that Mark Throckmorton and Matthew Stewart were each elected by acclamation to four-year terms ending in May, 2027.

Appointment of Officers: Following discussion, upon motion duly made by Director Belz, seconded by Director Wells and, upon vote unanimously carried, the following slate of officers were appointed for the District:

President:	Ferdinand Belz, III
Secretary:	Mark Throckmorton
Treasurer:	Matthew Stewart
Assistant Secretary:	Rick Wells

March 1, 2023 Regular Meeting Minutes: Following review, upon a motion duly made by Director Throckmorton, seconded by Director Wells and, upon vote unanimously carried, the Board approved the March 1, 2023 Regular Meeting Minutes.

FINANCIAL MATTERS

Claims: Ms. Ferreira reviewed the claims with the Board. Following discussion, upon a motion duly made by Director Wells, seconded by Director Throckmorton and, upon vote unanimously carried, the Board approved and/or ratified approval of the payment of claims in the amount of \$434,389.37.

April 30, 2023 Unaudited Financial Statements: Ms. Ferreira reviewed the April 30, 2023 Unaudited Financial Statements with the Board. Following discussion, upon a motion duly made by Director Wells, seconded by Director Stewart and, upon vote unanimously carried, the Board accepted the April 30, 2023 Unaudited Financial Statements.

Public Hearing on Amendment to 2022 Budget: Director Belz opened the public hearing to consider an amendment to the 2022 Budget.

It was noted that publication of Notice stating that the Board would consider amendment of the 2022 Budget and the date, time and place of the public hearing was

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made in a newspaper having general circulation within the District. No written objections were received prior to the public hearing.

No public comments were received, and the public hearing was closed.

Following discussion, upon motion duly made by Director Throckmorton, seconded by Director Belz and, upon vote unanimously carried, the Board adopted the Resolution to Amend the 2022 Budget.

2022 Audit: Ms. Ferreira reviewed the 2022 Audit with the Board. Following discussion, upon motion duly made by Director Belz, seconded by Director Stewart and, upon vote unanimously carried, the Board approved the 2022 Audit, subject to final legal review and receipt of a clean opinion from the auditor, and authorized execution of the Representations Letter.

Engineer's Report and Certification #20 - Phase III: Pena Station Filing 3, dated February 28, 2023, prepared by Ranger Engineering, LLC: Ms. Ferreira reviewed Engineer's Report and Certification #20 with the Board. Following discussion, upon a motion duly made by Director Throckmorton, seconded by Director Wells and, upon vote unanimously carried, the Board accepted Engineer's Report and Certification #20 - **Phase III: Pena Station Filing 3**, dated February 28, 2023, prepared by Ranger Engineering, LLC in the amount of \$12,176.05.

Engineer's Report and Certification #21 - Phase III: Pena Station Filing 3, dated March 31, 2023, prepared by Ranger Engineering, LLC: Ms. Ferreira reviewed Engineer's Report and Certification #21 with the Board. Following discussion, upon a motion duly made by Director Throckmorton, seconded by Director Wells and, upon vote unanimously carried, the Board accepted Engineer's Report and Certification #21 - **Phase III: Pena Station Filing 3**, dated March 31, 2023, prepared by Ranger Engineering, LLC in the amount of \$1,808.50.

Engineer's Report and Certification #22 - Phase III: Pena Station Filing 3, dated May 5, 2023, prepared by Ranger Engineering, LLC: Ms. Ferreira reviewed Engineer's Report and Certification #22 with the Board. Following discussion, upon a motion duly made by Director Throckmorton, seconded by Director Wells and, upon vote unanimously carried, the Board accepted Engineer's Report and Certification #22 - **Phase III: Pena Station Filing 3**, dated May 5, 2023, prepared by Ranger Engineering, LLC in the amount of \$4,489.77.

Engineer's Report and Certification #23 - Phase III: Pena Station Filing 3, dated May 18, 2023, prepared by Ranger Engineering, LLC: Ms. Ferreira reviewed Engineer's Report and Certification #23 with the Board. Following discussion, upon a motion duly made by Director Throckmorton, seconded by Director Wells and, upon vote unanimously carried, the Board accepted Engineer's Report and

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Certification #23 - **Phase III: Pena Station Filing 3**, dated May 18, 2023, prepared by Ranger Engineering, LLC in the amount of \$222,624.37.

Engineer's Report and Certification #04 - Phase IV: Pena Station Filing 4, dated February 28, 2023, prepared by Ranger Engineering, LLC: Ms. Ferreira reviewed Engineer's Report and Certification #04 with the Board. Following discussion, upon a motion duly made by Director Throckmorton, seconded by Director Wells and, upon vote unanimously carried, the Board accepted Engineer's Report and Certification #04 - **Phase IV: Pena Station Filing 4**, dated February 28, 2023, prepared by Ranger Engineering, LLC in the amount of \$39,393.75.

Engineer's Report and Certification #05 - Phase IV: Pena Station Filing 4, dated March 31, 2023, prepared by Ranger Engineering, LLC: Ms. Ferreira reviewed Engineer's Report and Certification #05 with the Board. Following discussion, upon a motion duly made by Director Throckmorton, seconded by Director Wells and, upon vote unanimously carried, the Board accepted Engineer's Report and Certification #05 - **Phase IV: Pena Station Filing 4**, dated March 31, 2023, prepared by Ranger Engineering, LLC in the amount of \$2,290.00.

Engineer's Report and Certification #06 - Phase IV: Pena Station Filing 4, dated May 5, 2023, prepared by Ranger Engineering, LLC: Ms. Ferreira reviewed Engineer's Report and Certification #06 with the Board. Following discussion, upon a motion duly made by Director Throckmorton, seconded by Director Wells and, upon vote unanimously carried, the Board accepted Engineer's Report and Certification #06 - **Phase IV: Pena Station Filing 4**, dated May 5, 2023, prepared by Ranger Engineering, LLC in the amount of \$16,111.50.

Engineer's Report and Certification #07 - Phase VI: Pena Station Filing 4, dated May 18, 2023, prepared by Ranger Engineering, LLC: Ms. Ferreira reviewed Engineer's Report and Certification #07 with the Board. Following discussion, upon a motion duly made by Director Throckmorton, seconded by Director Wells and, upon vote unanimously carried, the Board accepted Engineer's Report and Certification #07 - **Phase VI: Pena Station Filing 4**, dated May 18, 2023, prepared by Ranger Engineering, LLC in the amount of \$11,105.50.

Engineer's Report and Certification #09 - Core Infrastructure, dated February 28, 2023, prepared by Ranger Engineering, LLC: Ms. Ferreira reviewed Engineer's Report and Certification #09 with the Board. Following discussion, upon a motion duly made by Director Throckmorton, seconded by Director Wells and, upon vote unanimously carried, the Board accepted Engineer's Report and Certification #09 - **Core Infrastructure**, dated February 28, 2023, prepared by Ranger Engineering, LLC in the amount of \$109,416.45.

Engineer's Report and Certification #10 – Core Infrastructure, dated March 31, 2023, prepared by Ranger Engineering, LLC: Ms. Ferreira reviewed Engineer's

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Report and Certification #10 with the Board. Following discussion, upon a motion duly made by Director Throckmorton, seconded by Director Wells and, upon vote unanimously carried, the Board accepted Engineer's Report and Certification #10 – **Core Infrastructure**, dated March 31, 2023, prepared by Ranger Engineering, LLC in the amount of \$47,054.73.

Engineer's Report and Certification #11 – Core Infrastructure, dated May 5, 2023, prepared by Ranger Engineering, LLC: Ms. Ferreira reviewed Engineer's Report and Certification #11 with the Board. Following discussion, upon a motion duly made by Director Throckmorton, seconded by Director Wells and, upon vote unanimously carried, the Board accepted Engineer's Report and Certification #11 – **Core Infrastructure**, dated May 5, 2023, prepared by Ranger Engineering, LLC in the amount of \$23,457.71.

Engineer's Report and Certification #12 – Core Infrastructure, dated May 18, 2023, prepared by Ranger Engineering, LLC: Ms. Ferreira reviewed Engineer's Report and Certification #12 with the Board. Following discussion, upon a motion duly made by Director Throckmorton, seconded by Director Wells and, upon vote unanimously carried, the Board accepted Engineer's Report and Certification #12 – **Core Infrastructure**, dated May 18, 2023, prepared by Ranger Engineering, LLC in the amount of \$212,161.74.

LEGAL MATTERS

None.

MANAGER MATTERS

Proposal for Geotechnical Engineering Study and Pavement Thickness Design, Pena Station Filing 5 Infrastructure, West of the Intersection of East 61st Avenue and Tower Road, by and between the District and Kumar & Associates, Inc.: Mr. Urkoski reviewed the Proposal with the Board. Following discussion, upon a motion duly made by Director Throckmorton, seconded by Director Wells and, upon vote unanimously carried, the Board ratified approval of the Proposal for Geotechnical Engineering Study and Pavement Thickness Design, Pena Station Filing 5 Infrastructure, West of the Intersection of East 61st Avenue and Tower Road, by and between the District and Kumar & Associates, Inc., for the amount of \$6,655.00.

Service Agreement for Concrete Work at Pena Station Monument Sign by and between the District and Alpine Custom Concrete, Inc.: Mr. Urkoski reviewed the Service Agreement with the Board. Following discussion, upon a motion duly made by Director Throckmorton, seconded by Director Wells and, upon vote unanimously carried, the Board ratified approval of the Service Agreement for Concrete Work at Pena Station Monument Sign by and between the District and Alpine Custom Concrete, Inc., for the amount of \$4,200.00.

Service Agreement for Concrete Work at Pena Station Monument Sign by and between the District and MGT Landscaping, Inc.: Mr. Urkoski reviewed the

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Service Agreement with the Board. Following discussion, upon a motion duly made by Director Throckmorton, seconded by Director Wells and, upon vote unanimously carried, the Board ratified approval of the Service Agreement for Concrete Work at Pena Station Monument Sign by and between the District and MGT Landscaping, Inc., for the amount of \$29,052.00.

Service Agreement for Street Lighting Design for Pena Station Filing #5 and Telluride Way District Infrastructure by and between the District and AE Design, Inc.: Mr. Urkoski reviewed the Service Agreement with the Board. Following discussion, upon a motion duly made by Director Throckmorton, seconded by Director Wells and, upon vote unanimously carried, the Board ratified approval of the Service Agreement for Street Lighting Design for Pena Station Filing #5 and Telluride Way District Infrastructure by and between the District and AE Design, Inc., for the amount of \$5,300.00.

Service Agreement for Street Lighting Design for Pena Station Filing #7 District Infrastructure by and between the District and AE Design, Inc.: Mr. Urkoski reviewed the Service Agreement with the Board. Following discussion, upon a motion duly made by Director Throckmorton, seconded by Director Wells and, upon vote unanimously carried, the Board ratified approval of the Service Agreement for Street Lighting Design for Pena Station Filing #7 District Infrastructure by and between the District and AE Design, Inc., for the amount of \$2,900.00.

Service Agreement for Design Development and Final Design for Pena Station Filing #7 District Infrastructure by and between the District and JR Engineering, LLC: Mr. Urkoski reviewed the Service Agreement with the Board. Following discussion, upon a motion duly made by Director Throckmorton, seconded by Director Wells and, upon vote unanimously carried, the Board ratified approval of the Service Agreement for Design Development and Final Design for Pena Station Filing #7 District Infrastructure by and between the District and JR Engineering, LLC, for the amount of \$79,560.00.

Change Order No. 01 to Service Agreement for Design Development and Final Design for Pena Station Filing #6 District Infrastructure by and between the District and JR Engineering, LLC: Mr. Urkoski reviewed Change Order No. 01 with the Board. Following discussion, upon a motion duly made by Director Throckmorton, seconded by Director Wells and, upon vote unanimously carried, the Board ratified approval of Change Order No. 01 to Service Agreement for Design Development and Final Design for Pena Station Filing #6 District Infrastructure by and between the District and JR Engineering, LLC, for reduced scope of work, in the deductive amount of (\$29,338.35).

Change Order No. 01 to Service Agreement for Design Development and Final Design for Pena Station Filing #6 District Infrastructure by and between the District and AE Design, Inc.: Mr. Urkoski reviewed Change Order No. 01 with the

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Board. Following discussion, upon a motion duly made by Director Throckmorton, seconded by Director Wells and, upon vote unanimously carried, the Board ratified approval of Change Order No. 01 to Service Agreement for Design Development and Final Design for Pena Station Filing #6 District Infrastructure by and between the District and AE Design, Inc., for reduced scope of work, in the deductive amount of (\$500.00).

Pena Station Filing 3 – Core – Park Infrastructure Work Order No. 07 to Standard Agreement and General Conditions between Owner and Construction Manager (Where the CM is At-Risk) by and between the District and Crossland Construction Company, Inc.: Mr. Urkoski reviewed Work Order No. 07 with the Board. Following discussion, upon a motion duly made by Director Throckmorton, seconded by Director Wells and, upon vote unanimously carried, the Board ratified approval of Pena Station Filing 3 – Core – Park Infrastructure Work Order No. 07 to Standard Agreement and General Conditions between Owner and Construction Manager (Where the CM is At-Risk) by and between the District and Crossland Construction Company, Inc., for extension of time for weather and non-construction manager related delays, in the amount of \$98,647.51.

CAPITAL IMPROVEMENTS

None.

OTHER BUSINESS

None.

ADJOURNMENT

There being no further business to come before the Board, upon motion duly made by Director Belz, the Board adjourned the meeting.

Respectfully submitted,

DocuSigned by:
By Mark Throckmorton
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Secretary for the Meeting

Certificate Of Completion

Envelope Id: 44C3F5FDCC3A4FE3A61210B5493E7C69	Status: Completed
Subject: ASNMD5 : Minutes 06-07-2023 ASNMD1 Final.pdf	
Client Name: ASNMD1	
Client Number: A179442-OS01-2023	
Source Envelope:	
Document Pages: 7	Signatures: 1
Certificate Pages: 5	Initials: 0
AutoNav: Enabled	Envelope Originator:
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	Kathy.Suazo@claconnect.com
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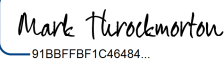
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Signer Events

Mark Throckmorton
 mark@fulenwider.com
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Signature

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 Signed: 9/8/2023 9:04:15 AM

Electronic Record and Signature Disclosure:
 Accepted: 4/2/2020 10:38:39 AM
 ID: 6799deac-ee39-486d-bebc-e0a23294735d

In Person Signer Events

Signature

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Editor Delivery Events

Status

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Agent Delivery Events

Status

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Intermediary Delivery Events

Status

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Certified Delivery Events

Status

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Carbon Copy Events

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Jenny Pino
 jpino@specialdistrictlaw.com
 Designated Election Official
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Envelope Summary Events

Status

Timestamps

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Certified Delivered	Security Checked	9/8/2023 9:03:27 AM
Signing Complete	Security Checked	9/8/2023 9:04:15 AM

Envelope Summary Events	Status	Timestamps
Completed	Security Checked	9/8/2023 9:04:16 AM
Payment Events	Status	Timestamps
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