

RECORD OF PROCEEDINGS

**MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
AEROTROPOLIS REGIONAL TRANSPORTATION AUTHORITY
HELD
August 15, 2018**

A special meeting of the Board of Directors (the "Board") of the Aerotropolis Regional Transportation Authority (the "Authority") was held on Wednesday, August 15, 2018 at 11:00 a.m. at the Adams County Government Center, 4430 S. Adams County Parkway, Brighton, Colorado.

Attendance: In attendance were Board members:

Matthew Hopper, Chairman
Dave Gruber, Vice Chairman
Nicole Johnston, Secretary
Steve O'Dorisio, Treasurer
Charles "Chaz" Tedesco, Director

Also in attendance were:

Alisha Reis; Adams County
Jason Batchelor, Dan Brotzman and Michelle Gardner; City of Aurora
James Mann, Melissa Buck and Jim Harrington; Ehlers
Bob Blodgett and Anna Jones; CliftonLarsonAllen LLP
Rick Kron and Tom George; Spencer Fane LLP
Carla Ferreira; District Alternate to the Authority
Elisabeth Cortese and MaryAnn McGeady, McGeady Becher P.C.
Rick Gonzales, Marchetti & Weaver, LLC

1. Call to Order and Approve Agenda

Chairman Hopper called the meeting to order at 11:30 a.m. Upon a motion duly made by Vice-Chairman Gruber, seconded by Director Tedesco, and upon vote unanimously carried, the Board amended the agenda to include the legal matters after the administrative matters prior to discussing the financial matters.

2. Declaration of Quorum/Director Qualifications/Disclosure Matters

Chairman Hopper noted that a quorum was present. No additional disclosures of potential conflicts of interest were made.

3. Public Comment

There were no public comments.

4. Administrative Matters

A. Review and Consider Approval of August 10, 2018 Meeting Minutes

Mr. George recommended a minor revision. After review, upon a motion duly made by Vice-Chairman Gruber, seconded by Director Tedesco, and upon vote unanimously carried, the Board approved the August 10, 2018 minutes as amended.

B. Other

None.

5. Legal Matters

A. Review and Consider Approval of Intergovernmental Agreement for Project Funding and Reimbursement for Initial Design of ARTA Phase 1 Improvements - \$750,000 ("IGA")

Mr. Kron distributed copies of the revised initial design IGA and reviewed it with the Board. He reported the Authority is not approving a debt instrument and the agreement does not create an obligation of the Authority as the term is used in the Authority's Organizational IGA.

The Board requested representatives from the Authority's municipal financial advisor, Ehlers, comment on the proposed IGA. Mr. Mann stated the 9% interest rate is high and the City and County could consider a note or instrument to take out this loan at a lower interest rate. Vice-Chairman Gruber indicated the City is exploring this possibility. Director Tedesco stated Adams County is financially supportive of the Authority's requested projects but cannot consider a short-term financing note at a lower interest rate at this time. Treasurer O'Dorisio thanked Ehlers for their comments on the IGA and their due diligence on behalf of the Authority.

After additional discussion, upon a motion duly made by Vice-Chairman Gruber, seconded by Treasurer O'Dorisio, and upon vote unanimously carried, the Board approved the IGA subject to technical corrections and final approval by Authority Counsel and authorized the Vice-Chairman to sign the agreement. Chairman Hopper stated he would defer to Vice-Chairman Gruber to sign on behalf of the Board.

6. Financial Items

A. Update on City, County and District Funding of Authority Operating Account

Mr. Gonzales reported that UMB Bank has provided signature cards today for approval by the Board members to open the district's checking and investment accounts. The Board authorized UMB to collect this information and open the respective accounts for the Authority.

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Mr. Blodgett reported that Aerotropolis Area Coordinating Metropolitan District will be preparing a check to transmit to the Authority in the next few days. Mr. Batchelor stated approval of the City's \$350,000 contribution is on the City Council agenda next week. Adams County indicated their \$350,000 contribution is forthcoming in the near future.

B. Discuss Status of Unsolicited Proposal for Design, Build and Finance of Certain Transportation Improvements from the Aerotropolis Area Coordinating Metropolitan District

Mr. Harrington, Mr. Mann and Ms. Buck distributed copies of a report dated August 15, 2018 titled "Ehlers' Review of the Unsolicited Proposal, Mini Unsolicited Proposal and Supporting Documents." They reviewed their comments and questions with the Board.

The Board encouraged Ehlers to see if other options and proposals are available. It is important for the Authority to know if there are other options to consider before making a decision on the unsolicited proposal.

After discussion, the Board asked that the consultants have a work session to review Ehlers' comments. The Board asked that joint comments and recommendations be provided at the September 5, 2018 meeting for action by the Board. Mr. Blodgett's office will coordinate the work session.

C. Review Proposed Budget

Mr. Gonzales distributed copies of a draft 2018 budget. The Board asked that a line item for Ehlers be added. The Board had numerous questions regarding the need for a contingency line item and its potential uses. The Board asked that the cost for BoardPaq be a separate line item. The Board asked about consultant authority to make expenditures outside of Board meetings. Mr. Blodgett indicated that, typically, all expenditures over \$500 are first reviewed by the Board regardless of whether they are budgeted, and Mr. George reminded the Board that the Authority Bylaws require the signatures of at least two Board members on all checks.

Ms. McGeady recommended that a Debt Service Fund be included in the budget in case debt is issued by the Authority in the future. Mr. Gonzales indicated this could be added now or through a budget amendment at a future date. Mr. Gonzales will amend the budget to reflect the \$750,000 IGA approved today by the Board for initial design.

The Board decided the expenditure for name plates for the Board members was not needed. The Board discussed whether reimbursement for travel mileage and toll expenses for Board members attending Authority meetings is acceptable. Upon motion duly made, seconded and unanimously approved, the Board authorized the reimbursement of Director expenses associated with mileage, at the current IRS rate, and tolls for travel to attend Authority Board meetings, unless such expenses are otherwise reimbursed by a member entity.

Approval of the 2018 budget is scheduled for the August 22, 2018 Board meeting along with the required public hearing.

D. Other

None.

7. Manager Items

A. Status of Insurance Policy – Colorado Special District Property and Liability Pool Proposal

Mr. Blodgett reported his office will request a proposal from the Colorado Special District Property and Liability Pool as soon as the requisite resolution and intergovernmental agreement are executed and transmitted to the Pool.

B. Status of Website

Ms. Reis reported Adams County is ready to transition the website to CLA for administration. Mr. Blodgett will contact Mr. Monke to determine the status of the website and whether it is live yet.

C. Status of BoardPaq

Ms. Jones provided a status report on implementation of BoardPaq for the Authority and consultants. The Board stated Adams County will need seven users, the City of Aurora will need seven users and other consultants should be added. If there is a break in cost between 20 and 30 users, the Board approved the higher number so that future users can be added as necessary.

The Board decided that the BoardPaq cost should be a separate line item in the 2018 budget. Mr. Blodgett will provide an update at the August 22, 2018 Board meeting.

8. Other Business

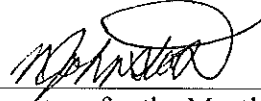
The Board decided to meet on August 22, 2018 to conduct the 2018 Budget Public Hearing and discuss other matters. The Board decided to cancel the August 29, 2018 meeting. The update and discussion on the unsolicited proposal will be scheduled for the September 5, 2018 Board meeting.

Vice-Chairman Gruber stated the Authority should coordinate with the City of Aurora regarding future infrastructure issues such as the streetlights and whether or not there might be an advantage for the Authority to own these lights.

9. Adjournment

As there were no further matters to discuss, Chairman Hopper adjourned the meeting at 12:55 p.m.

Respectfully submitted,



Secretary for the Meeting