

**MINUTES OF A MEETING OF
THE BOARD OF DIRECTORS OF THE
AEROTROPOLIS REGIONAL TRANSPORTATION AUTHORITY
HELD
November 7, 2018**

A meeting of the Board of Directors (the “Board”) of the Aerotropolis Regional Transportation Authority (the “Authority”) was held on Wednesday, November 7, 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 and Ben Dahlman; Adams County
Dan Brotzman and Michelle Gardner; City of Aurora
Bob Blodgett and Anna Jones; CliftonLarsonAllen LLP
Tom George and Rick Kron; Spencer Fane LLP
MaryAnn McGeady and Elisabeth Cortese; McGeady Becher P.C.
Rick Gonzales; Marchetti & Weaver, LLC
Todd Johnson; AACMD
Carla Ferreira; AACMD
Melissa Buck; Ehlers

1. Call to Order and Approve Agenda

Chairman Hopper called the meeting to order at 11:23 a.m.

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. Approve Agenda

Mr. George recommended the addition of one item under legal matters: 1) discussion on the Colorado Oil and Gas Commission action on the Extraction Oil and Gas Form 2A approval. Vice-Chairman Gruber recommended the addition of discussing Senate Bill 152 recently adopted by the citizens of Aurora. After discussion, upon a motion duly made by Vice-Chairman Gruber, seconded by Secretary Johnston, and upon vote unanimously carried, the Board approved the agenda as amended

4. Public Comment

There were no public comments.

5. Administrative Matters

A. Review and Consider Approval of October 24, 2018 Special Meeting Minutes

After review, upon a motion duly made by Vice-Chairman Gruber, seconded by Director Tedesco, and upon vote unanimously carried, the Board approved the minutes of the October 24th Special Meeting minutes as presented.

B. Other

None.

6. Engineering/Construction Matters

A. Update on Initial Design and Adjacent Improvements Initial Design IGA

Mr. Johnson reported that he met with Green Valley Ranch regarding the 38th Avenue work. Green Valley Ranch is pursuing work from Harvest to E-470. This work will tie into the design work the District is completing. He also reported the District is moving forward with Main Street from 26th to 48th. Work related to the I-70/E-470 interchange design is also progressing. He will have a written report following the District's Board meeting on November 13th.

B. Review Options for Professional Engineering Independent Cost Verification Services

Mr. Blodgett recommended deferring this matter to the November 14th Board meeting. The Board concurred.

7. Financial Matters

A. Consider for Approval Letter to City of Aurora Regarding Potential Financing of Regional Transportation System

This item was tabled indefinitely.

B. Consider for Approval Request for Proposals to Finance Regional Transportation System

Ms. Buck reviewed the proposed RFP to be distributed to underwriters and others to finance the Regional Transportation System's \$200,000,000 of regional improvements. Mr. George recommended a deadline of November 30th. The Board concurred. Ms. Buck noted that a market study will almost certainly be needed for potential underwriters

to move forward with any financing after their selection. Ms. McGeady recommended that the responders indicate their experience with transportation financing. The Board asked that the RFP be sent to the District, the City of Aurora and Adams County staff for comments prior to its release.

After discussion, upon a motion by Treasurer O’Dorisio, seconded by Secretary Johnston, and upon vote unanimously carried, the Board authorized Ms. Buck, after receiving comments from the District, the City of Aurora and Adams County staff, to finalize and distribute the RFP with a revised deadline of November 30th.

C. Other

Ms. Buck presented a slideshow indicating the sensitivity between interest rates of 6-9% regarding repayment of the cost of the Regional Transportation System with different absorptions and housing values. The Board acknowledged the report.

Mr. George noted for the Board that pursuant to statute the RTA’s mill levy authority sunsets in 2026. This is true for all Regional Transportation Authorities. It is likely the State Legislature will be addressing this issue in the future.

Discussion ensued regarding the Gallagherization of the District and RTA mill levies. It was noted that the ARTA mill levy of five mills cannot be increased based on a decline in the residential assessed value. The District can increase its regional mill levy to compensate for Gallagher adjustments, and the District has indicated that the District could utilize its regional mill levy to offset any decrease in ARTA’s mill levy due to Gallagher, if the Authority finances the proposed regional improvements through the District.

Further discussion was tabled to a future board meeting.

8. Managers Matters

A. Other

None.

9. Legal Matters

A. Oil and Gas Issues

Mr. George reported the Colorado Oil and Gas Commission approved Extraction Oil and Gas’s Form 2A permit in the vicinity of the RTA boundaries. He reported the City will be appealing that decision prior to November 9th. Mr. George reported he was contacted by the attorney for the City, Mr. Robbins, and asked if ARTA would join the appeal.

Secretary Johnston stated support for ARTA appealing. Director Tedesco asked about ARTA’s standing and ability to appeal.

Ms. McGeady reported she was also contacted by Mr. Robbins regarding the District's position on a possible appeal.

Treasurer O'Dorisio expressed concern about whether or not this was an issue that directly affected the RTA because the proposed Extraction Oil and Gas development is located outside the RTA boundaries.

After additional discussion, upon a motion by Vice-Chairman Gruber, seconded by Chairman Hopper, and upon a 4-1 vote with Director O'Dorisio voting no, the Board authorized legal counsel, in consultation with Mr. Robbins, to prepare and submit a letter or other document, as appropriate, to the Colorado Oil and Gas Commission to appeal the recent Extraction Oil and Gas decision similar to or in support of the City's appeal.

B. Senate Bill 152

Vice-Chairman Gruber reported the City of Aurora voted to remove the City from Senate Bill 152 restrictions regarding internet and other high-speed fiber services. He reported that consistent with the City's "Smart City" initiative, the City is looking at smart streetlights, Bluetooth monitors and public-private partnerships to implement a high-speed communications system in the future. Vice-Chairman Gruber reported the Smart City areas include Colfax to the Denver International Airport.

Chairman Hopper asked Mr. Johnson if the District is reviewing this issue. Mr. Johnson reported the District consultants have been evaluating the options and he should have a report for the Board within approximately two weeks. This will be placed on a future Board meeting agenda.

C. Other Business

The Board decided to change the 2019 Budget Public Hearing from November 14th to November 28th. Mr. Blodgett's office will revise and resubmit the public meeting notices.

D. Discussion and Possible Action Concerning Regional Public Improvements Financing Options (possible executive session under C.R.S. 24-6-402(4)(e) to develop negotiating positions, strategy, or instruct negotiations concerning the same).

Upon a motion duly made by Director Tedesco, seconded by Treasurer O'Dorisio, and unanimously carried, the Board adjourned into executive session pursuant to C.R.S. 24-6-402(4)(e) to develop negotiating positions, strategy, or instruct negotiations concerning financing options for the RTA's proposed Regional Transportation System at 12:58 p.m. Upon a motion duly made by Vice-Chairman Gruber, second by Secretary Johnston, the Board adjourned out of executive session 1:25 p.m.

Ms. McGeady reported she was also contacted by Mr. Robbins regarding the District's position on a possible appeal.

Treasurer O'Dorisio expressed concern about whether or not this was an issue that directly affected the RTA because the proposed Extraction Oil and Gas development is located outside the RTA boundaries.

After additional discussion, upon a motion by Vice-Chairman Gruber, seconded by Chairman Hopper, and upon a 4-1 vote with Director O'Dorisio voting no, the Board authorized legal counsel, in consultation with Mr. Robbins, to prepare and submit a letter or other document, as appropriate, to the Colorado Oil and Gas Commission to appeal the recent Extraction Oil and Gas decision similar to or in support of the City's appeal.

B. Senate Bill 152

Vice-Chairman Gruber reported the City of Aurora voted to remove the City from Senate Bill 152 restrictions regarding internet and other high-speed fiber services. He reported that consistent with the City's "Smart City" initiative, the City is looking at smart streetlights, Bluetooth monitors and public-private partnerships to implement a high-speed communications system in the future. Vice-Chairman Gruber reported the Smart City areas include Colfax to the Denver International Airport.

Chairman Hopper asked Mr. Johnson if the District is reviewing this issue. Mr. Johnson reported the District consultants have been evaluating the options and he should have a report for the Board within approximately two weeks. This will be placed on a future Board meeting agenda.

C. Other Business

The Board decided to change the 2019 Budget Public Hearing from November 14th to November 28th. Mr. Blodgett's office will revise and resubmit the public meeting notices.

D. Discussion and Possible Action Concerning Regional Public Improvements Financing Options (possible executive session under C.R.S. 24-6-402(4)(e) to develop negotiating positions, strategy, or instruct negotiations concerning the same).

Upon a motion duly made by Director Tedesco, seconded by Treasurer O'Dorisio, and unanimously carried, the Board adjourned into executive session pursuant to C.R.S. 24-6-402(4)(e) to develop negotiating positions, strategy, or instruct negotiations concerning financing options for the RTA's proposed Regional Transportation System at 12:58 p.m. Upon a motion duly made by Vice-Chairman Gruber, second by Secretary Johnston, the Board adjourned out of executive session 1:25 p.m.

11. Adjournment

As there were no further matters to discuss, upon a motion duly made by Treasurer O'Dorisio, seconded by Vice-Chairman Gruber the Board adjourned the meeting at 1:26 p.m.

Respectfully submitted,

Secretary for the Meeting