

**MINUTES OF A MEETING OF
THE BOARD OF DIRECTORS OF THE
AEROTROPOLIS REGIONAL TRANSPORTATION AUTHORITY
HELD
December 5, 2018**

A meeting of the Board of Directors (the "Board") of the Aerotropolis Regional Transportation Authority (the "Authority") was held on Wednesday, December 5, 2018 at 11:00 a.m. at the County of Adams, 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:

Dan Brotzman, Jason Batchelor and Michelle Gardner; City of Aurora
Alisha Reis and Benjamin Dahlman; Adams County
Bob Blodgett and Anna Jones; CliftonLarsonAllen LLP
Rick Kron; Spencer Fane LLP
MaryAnn McGeady and Elisabeth Cortese; McGeady Becher P.C.
Rick Gonzales; Marchetti & Weaver, LLC
Todd Johnson; AACMD
Jim Mann; Ehlers
Kathryn Schlatter

1. Call to Order and Approve Agenda

Chairman Hopper called the meeting to order at 11:24 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

After review, upon a motion duly made by Vice-Chairman Gruber, seconded by Treasurer O'Dorisio, and upon vote unanimously carried, the Board approved the agenda as presented.

4. Public Comment

Kathryn Schlatter reported she is present representing the Schlatter homestead. The Board thanked her for her attendance.

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5. Consent Agenda

- A. Review and Consider Approval of November 14, 2018 and November 28, 2018 Special Meeting Minutes

Mr. Blodgett reported the November 14, 2018 minutes are not yet ready. They will be available for the December 12, 2018 Board meeting.

- B. Accept Approved Timeline Regarding Implementation of Establishing IGA

Upon a motion duly made by Vice-Chairman Gruber, seconded by Director Tedesco, and upon vote unanimously carried, the Board accepted the approved timeline from the November 28, 2018 meeting regarding the implementation of the Establishing IGA by a 4 to 1 vote, (Treasurer O'Dorisio voting no).

- C. Ratify Agreement with Cohn Communications

Chairman Hopper recommended removal of the \$350 fee for the logo for the Harvest/I-70 Interchange Project. He reported this is required by CDOT with the submittal for approval. The District is paying for this.

Upon a motion duly made by Director Tedesco, seconded by Secretary Johnston, and upon vote unanimously carried, the Board approved the agreement with Cohn Communications as amended.

6. Engineering/Construction Matters

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

Mr. Johnson reported the initial coordination with other City projects is being conducted by the District with the City of Aurora. He will have a further written report on the financial status of the design projects next week after a District meeting to review and approve current pay applications.

Mr. Blodgett reviewed the draft flowchart regarding the decision-making process to engage the Schedio Group to review the estimated design and construction projects by the District before the design is finalized and the construction is completed. This additional task is being added to the Schedio contract.

Vice-Chairman Gruber asked that a traditional decision-making tree be added to the chart indicating where ARTA has a choice to engage Schedio for this work at ARTA's expense. Mr. Blodgett will revise for the December 12th Board meeting.

7. Financial Matters

- A. Review RFP Responses

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Mr. Mann reviewed his report with the Board indicating that 10 RFP responses have been received. Ehlers is still reviewing them. They will recommend an estimated 2 to 4 firms that are most qualified for final interviews with the Board at their December 19th Special meeting. After discussion, the Board agreed to meet on December 19th starting at 8:30 a.m. and conduct their regular business until 9:30 a.m. Up to four interviews with RFP responders would be scheduled at 9:30 a.m., 10:30 a.m., 11:30 a.m. and 12:30 p.m. with 30 to 45 minute presentations and time for questions from the Board.

Vice-Chairman Gruber asked that Ehlers prepare criteria for the Board to consider as well as questions for each of the finalists. Ms. McGeady offered to provide input from the District since they have expertise in this area as well. The Board asked Mr. Mann to circulate his recommended criteria and questions to the Authority's other consultants for review. This will be finalized at the December 12th Board meeting.

Secretary Johnston expressed concern about the consideration of Wells Fargo considering the various scandals that Wells Fargo has admitted to in the past few years that negatively impacted millions of their customers. Director Tedesco acknowledged this fact but indicated he did not want to handicap Ehlers in their review of Wells Fargo's experience and qualifications for this particular financing.

The Board asked that all 10 proposals be sent to them and the ARTA consultants for review if desired prior to Ehlers prioritizing the top 2 to 4 firms.

The Board decided the interviews would be conducted in public session. Adams County will locate a larger conference room in which to conduct the interviews at this address.

B. Review 2018 Audit Proposals

Mr. Gonzales reviewed the three audit proposals with the Board. He noted that the prices were \$4,800, \$5,500 and \$7,800 for the work. He reported all three are qualified. He and other consultants reported some positive experience with McMahan & Associates who were the low bid at \$4,800.

Upon a motion duly made by Vice-Chairman Gruber, seconded by Director Tedesco, and upon vote unanimously carried, the Board approved an engagement with McMahan & Associates for the 2018 audit in the amount of \$4,800.

8. Manager Matters

A. Website Update

Ms. Jones reviewed the website with the Board, noting that she and Ms. Cipperly put this together so that the Authority public documents will be available immediately. Cohn Communications will replace this with a permanent website during the next 4 to 6 weeks.

Director Tedesco recommended a key page in the document section that defines the acronym's terms used throughout the website. The Board concurred.

The Board discussed whether or not the audio recordings of each Board meeting should be included on the website. Some Board members noted the approved minutes are the official record of each Board meeting. Other Board members stated public transparency is very important and the recordings themselves should also be on the website.

After additional discussion, upon a motion by Treasurer O'Dorisio, seconded by Secretary Johnston, the Board approved placing the audio recordings of each Board meeting on the website by a 3 to 2 vote (Director Tedesco and Chairman Hopper voting no).

The Board authorized completion of the website and having it go live immediately.

B. Other

None.

9. Legal Matters

A. Approve Agreement with Schedio Group LLC for cost verification engineering services

Mr. Kron recommended this agreement be deferred so that the District could provide additional comments and Exhibit A and D can be completed. The Board concurred. This will be brought back at the December 12th Board meeting.

B 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).

Not needed.

10. Other Business

Vice-Chairman Gruber reported Mr. Batchelor will brief the City Council in a Study Session on Monday, December 10th regarding the status of the RTA and its efforts to finance the regional improvements. They will also discuss the possibility of the City purchasing \$15-\$20 million of bonds in the early years. Vice-Chairman Gruber reported they will also discuss the fact that the interest paid on the previously proposed District-RTA financing IGA of 9% or any other lower interest rate would not be paid until the funds are withdrawn to make payments for design or construction work. Payment will not be made on the entire loan or bond issue until the funds are drawn. This will reduce the overall interest costs.

The Board asked Mr. Johnson to provide a draw schedule to the Board regarding future tranches and drawdown of ARTA regional funding commitment. Mr. Johnson will provide to the Board and consultants.

Mr. Johnson stated the District will need enough funds for approximately 60 to 90 days (quarterly) for contractor payments. The first District contract will be let with a traditional structure of all of the money first being in the bank. Future contracts will have the funds available on a quarterly basis for the duration of the contract periods.

Adding additional property and/or districts to the RTA:

Treasurer O'Dorisio asked if the Authority should consider adding the Porteos project and District to provide more revenue to meet its obligations. Chairman Hopper noted Porteos will also want some regional projects included as a result.

Vice-Chairman Gruber noted initial revenues on the Aurora Highlands project and the Porteos project need to be identified.

Director Tedesco noted this is a good idea but the Board needs to determine how it affects the RTA phasing and financing plan. He also posited the question of whether this would require a vote of the RTA from each governing body - the City, County and the District.

Chairman Hopper noted a property owner can petition to join the RTA and the staff would conduct a cost analysis regarding additional revenue and additional project expenses.

Vice-Chairman Gruber noted the Windler property is in an Opportunity Zone. Their District could join the RTA and the RTA would build regional improvements for their property.

Director Tedesco asked how the Windler addition or other additions would affect the adopted timeline of projects in the IGA.

Mr. Kron noted revising the capital plan requires the unanimous approval of the Board.

Secretary Johnston noted the City of Aurora would like the RTA boundary expanded to add additional property from surrounding developments.

Treasurer O'Dorisio again asked if there is a reason not to explore adding additional property to the RTA boundaries.

Vice-Chairman Gruber noted these additions would be a secondary objective. The primary objective of the RTA is to finance regional improvements benefiting the Aurora Highlands project and surrounding developments.

Mr. Batchelor noted consideration of expanding the boundaries is a negotiation related to the future revenues and expenses requested by that property owner and approved by the Board. Director Tedesco asked if a Board vote is required to expand its boundaries Mr. Kron responded yes. The Board does have additional debt noted in its election question beyond \$175 million.

Mr. Mann reported a financial analysis of any additional property revenue and expenses could be conducted by Ehlers.

Mr. Mann reported additional properties should come in on the same terms and conditions as the current properties within the RTA. Treasurer O'Dorisio stated the petition would need to accept the five mill levy on their property. Mr. Kron noted the inclusion of additional properties is up to the Board of Directors.

The Board discussed whether or not the new property would also contribute revenues from Adams County and the City of Aurora for taxes and fees per the existing properties within the RTA boundaries.

Director Tedesco noted that there has not been a petition yet from a property owner for the Board to consider so the Board should move on with its primary objective until one is received.

11. Adjournment

Upon a motion duly made by Director Tedesco, seconded by vice-Chairman Gruber, and upon vote unanimously carried, the Board called a Special Meeting for Wednesday, December 19th at 8:30 a.m. at the Adams County Government Center. The meeting will adjourn by 1:30 p.m.

As there were no further matters to discuss, upon a motion duly made by Director Gruber, seconded by Director Johnston and, upon vote, unanimously carried, the Board adjourned the meeting at 1:25 p.m.

Respectfully submitted,



Secretary for the Meeting