

**MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF THE
AEROTROPOLIS REGIONAL TRANSPORTATION AUTHORITY
HELD
July 24, 2019**

A regular meeting of the Board of Directors (the "Board") of the Aerotropolis Regional Transportation Authority (the "Authority") was held on Wednesday, July 24, 2019 at 11:00 a.m. at the City of Aurora, 15151 E. Alameda Avenue, Aurora, Colorado.

Attendance: In attendance were Board members:

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

Also in attendance were:

Bob Blodgett, Wesley LaVanchy and Anna Jones; CliftonLarsonAllen
LLP
Jason Batchelor, Michele Gardner and Mac Callison; City of Aurora
Tom George; Spencer Fane LLP
Elisabeth Cortese and Todd Johnson; AACMD
Jim Mann; Ehlers
Rick Gonzales; Marchetti & Weaver
Alisha Reis and Benjamin Dahlman; Adams County

1. Call to Order

Chairman Hopper called the meeting to order at 11:15 a.m.

2. Declaration of Quorum/Director Qualifications/Disclosure Matters

Chairman Hopper noted that a quorum was present.

3. Approve Agenda

Mr. Blodgett recommended the addition of one Financial Item: 1) disbursement request for reimbursement to ARTA for Costs of Issuance incurred by consultants from the recent bond issue. The Board concurred. Upon a motion duly made by Treasurer O'Dorisio, seconded by Secretary Johnston, and upon vote unanimously carried, the Board approved the agenda as amended.

4. Public Comment

None.

5. Consent Agenda

- A. Review and consider approval of June 28, 2019 Special Meeting Minutes
- B. Ratify approval of Request for Extension of Time to File 2018 Audit
- C. Other

Mr. Gonzales reported the State Auditor has approved the Audit Extension Request. Upon a motion duly made by Vice-Chairman Gruber, seconded by Director Tedesco, and upon vote, unanimously carried, the Board approved the Consent Agenda as submitted.

6. Engineering/Construction Matters

- A. Progress Report from AACMD regarding the design and construction of the Authority's Regional Transportation System, and discussion and possible action concerning same.

Mr. Johnson reviewed the July 21st project status report with the Board.

Overall:

- o Sanitary Sewer is approximately 80% complete.
- o Project monumentation is progressing.
- o Utility Infrastructure is projected to start on Main Street Phase 1 and Phase 2, 42nd Phase 1 and Aura Boulevard Phase 1 first or second week in August.
 - The Aurora Highlands Parkway: Design of horizontal, vertical and intersection geometry is occurring along with utility design. Documents are approximately 95%, plans are being reviewed by the City and initial comments are anticipated mid-August.
 - 26th Avenue: Design of horizontal, vertical and intersection geometry is occurring along with utility design. Documents have been finalized, signature plans are at the City and we are awaiting final approval from the City. Construction is anticipated to commence in the next 90 days.
 - E470 Interim Connection (right in/out): Plans have been approved, bid and awarded and construction is projected to commence in the next 30 days.
 - E470 Full Interchange: The project team meet with E470 on July 17 to discuss the E470 mainline report and interchange analysis with no fatal flaws currently identified. E470 will be finalizing review of the report over the next two weeks. E470 has planned to take action on the Interchange IGA August 8th. The project team will be meeting the following week to recommence the interchange design which is now projected for the second quarter of 2020.
 - I-70 Interchange: CDOT 1601 process is further progressing. Preliminary analyses and design are being performed and are projected to further progress over the next 30 days.
 - Powhatan Interim Connection: CDOT 1601 process is further progressing. Preliminary analysis and design are being performed and are projected to further progress over the next 30 days.

- 38th Avenue: Design of horizontal, vertical and intersection geometry is occurring along with utility design. Documents are approximately 75% complete. The project has been split into three portions (1. Picadilly-Tibet; 2. Tibet-E470; 3. Picadilly-Odessa) to expedite plan approval and the potential construction (by others) of the portion between Picadilly and Tibet. Design on the remaining portions is projected to further progress over the next 30 days. AACMD is working with ARTA's counsel to prepare IGAs for the potential responsible parties along the corridor.

Vice-Chairman Gruber asked if the Certificate of Occupancy issues related to needed fire access required by the City of Aurora have been resolved. Mr. Johnson stated that yes, they have been resolved satisfactorily. Emergency access points will be provided at 26th and Main Street as well as 38th and Monaghan.

The Board accepted the AACMD status report.

- B. Discussion and possible action concerning the review and verification of project costs associated with the Authority's Regional Transportation System

Discussed under Financial Items.

- C. Discussion and possible action concerning planning, design and construction of Authority's Regional Transportation System and related matters

Chairman Hopper stated Mr. Batchelor will be providing a development review update from the City of Aurora at this meeting. Ms. Nancy Bailey, Office of Development Assistance, may provide these updates in the future at the meetings held at the City of Aurora. Mr. Batchelor reported a Framework Development Plan has been approved for Aurora Highlands. CSP1 provides for 84 units on 50+ acres. This is been approved. The necessary right-of-way is dedicated. CSP2 for 43 lots on 61 acres should be approved in August. The District is preparing an Infrastructure Site Plan which describes the roads, water, sewer and storm drainage for the entire project. He anticipates ISP1 to be approved in August.

Mr. Batchelor noted that civil plans for the infrastructure are moving forward. Sanitary sewer is 80% complete. Main Street has been approved, the north-south collector Phase 1 has been approved and Aurora Highlands Parkway is in the initial review phase from 38th to Monaghan.

The building plan for the 110 foot clock tower has been approved. No lots have yet been released to builders. The City reviews and approves 4 – 5 models for each builder. These models are then assigned to different lots within their development phase as submitted.

The City and the District staff meet every other week to coordinate development review issues and keep the project moving forward.

Treasurer O'Dorisio asked if the City has dedicated staff to the Aurora Highlands project. Mr. Batchelor reported the City has development review fees for each project throughout

the City that goes into a special fund so that development pays its own way regarding staff review. The staffing needs fluctuate based on the workload and demand for different projects.

Mr. Batchelor further explained that building inspectors will set up a job trailer at the Aurora Highlands site when production of homes is moving quickly. The City's goal is a 98% response rate for inspections within 24 hours. The City is currently addressing major development issues at southern and southeastern Aurora near Murphy Creek and Southlands. They are processing 900-1200 permits per year.

Ms. Jones asked if there is a backlog of reviews. Mr. Batchelor noted the workload is very high due to demands in southeastern Aurora but the City does not have a backlog.

Secretary Johnston noted the City attempts to be conservative regarding anticipated workload projections and demands.

Mr. Mann asked about occupancy plans. Mr. Batchelor stated he understands the model homes will be built at the end of 2019 for absorption in 2020.

Chairman Hopper recommended that the City provide ARTA a document with important dates from both Mr. Johnson at AACMD and Mr. Batchelor as the Aurora Highlands project moves forward.

Mr. Batchelor will coordinate with Ms. Irvin in the Office of Development Assistance.

7. Financial Matters

A. Presentation, discussion and possible action concerning June 30, 2019 financial statements

Mr. Gonzales reviewed the June 30th financial statements with the Board. He noted the General Fund expenditures are trending slightly higher than projected for the first six months due to the number of meetings early in the year and other reasons. It is possible the General Fund will need an amendment at year end if it exceeds the budget. He noted there are available revenues in the General Fund balance to cover any potential overage.

Treasurer O'Dorisio asked that the consultants develop a plan of action to reduce their costs by year end. Mr. Blodgett and Ms. Jones will coordinate this for the next Board meeting.

Director Tedesco recommended the Board consider meeting only monthly the remainder of the year or only when absolutely needed to reduce costs.

Chairman Hopper and the Board agreed other than the potential need for meetings related to the additional \$15 million bond issue that may occur by year end 2019. Mr. Mann noted that much of the work for this second bond issue has already been done. There would not be as many meetings or as much cost involved with this additional bond.

Upon a motion duly made by Vice-Chairman Gruber, seconded by Treasurer O'Dorisio, and upon vote unanimously carried, the Board accepted the June 30, 2019 financial statements.

Mr. George recommended that any consulting work done related to projects be charged to the Capital Project Fund instead of the General Fund. The Board concurred. The Board directed its consultants to immediately begin invoicing project related work so that those costs could be paid from the Capital Projects Fund, and to proceed with reimbursing any prior work charged to the General Fund, as appropriate.

- B. Presentation, discussion and possible action on Claims Payable in the amount of \$28,243.54

Mr. Gonzales reviewed the claims with the Board. After discussion, upon a motion duly made by Vice-Chairman Gruber, seconded by Director Tedesco, and upon vote, unanimously carried, the Board approved the May claims totaling \$28,243.54.

- C. Update regarding payment in full of all amounts owed under Phase I IGA with AACMD

Mr. Gonzales reported these have been fully paid.

- D. Presentation, discussion and possible action on AACMD Draw Request(s)

Mr. Blodgett distributed copies of the AACMD July 21st Draw Request for \$192,301.33. Mr. George reported he received yesterday the Schedio Verification of Costs report associated with this draw. He recommended the Board approve the draw subject to Mr. Gonzales' review of the Schedio report.

Upon a motion duly made by Vice-Chairman Gruber, seconded by Treasurer O'Dorisio, and upon vote unanimously carried, the Board approved the AACMD Draw Request subject to review and confirmation by Mr. Gonzales.

- E. Discuss possible need for various financial policies

1. Discuss Policy for Acceleration of Future Projects

Mr. Mann recommended the Board approve a policy related to the potential acceleration of future projects such as 38th Ave. west of E470 and others. Vice-Chairman Gruber recommended this be a general policy without too much detail since each request needs to be reviewed on a case-by-case basis. The Board should not have a policy that might restrict them from accelerating a project which improves the Authority's future absorption and ability to issue needed bonds to accelerate a regional transportation project.

Chairman Hopper noted the cost savings, cost of construction, acceleration, timing and absorption are all factors to consider.

After further discussion, the Board authorized Mr. Mann to draft a general acceleration policy for discussion at a future board meeting. The issue of potential inclusion of the adjacent property into the ARTA boundaries will also be addressed.

F. Approve Incumbency Certificate and Signature Authority for BOK

Chairman Hopper recommended Mr. Blodgett be included as an additional signature authority for draw releases along with himself, following Board approval.

Upon a motion duly made by Vice-Chairman Gruber, seconded by Secretary Johnston, and upon vote unanimously carried, the Board approved the incumbency certificate and the addition of Mr. Blodgett, Authority Manager, as an additional signature along with Chairman Hopper.

G. Other

Mr. Blodgett distributed copies of a disbursement request for reimbursement to ARTA for Costs of Issuance incurred by the Authority consultants from the recent bond issue totaling \$43,839.57.

Upon a motion duly made by Treasurer O'Dorisio, seconded by Vice-Chairman Gruber, and upon vote unanimously carried, the Board approved the disbursement request.

8. Manager Matters

A. Authority Manager Report

No report.

B. Discussion and possible action concerning matters presented by Authority Manager

None.

C. Discuss MetroStudy Proposal for Market Study annual update

Mr. Blodgett reported he has not yet received a proposal.

D. Discuss I-70/Harvest Interchange Public Outreach via ARTA Website

Chairman Hopper reported he was contacted by BLN, a consultant to AACMD. BLN is working on the I-70/Harvest interchange for the District. This is a future ARTA project. BLN is required to place their documents on a website for public outreach purposes.

Mr. George recommended he review the request and potential implications associated with environmental review compliance and other issues prior to ARTA hosting the documents.

After discussion, the Board authorized the documents to be placed on ARTA's website subject to Mr. George verifying ARTA's role with BLN.

- E. Review AACMD Proposed Schedule for AACMD and ARTA meeting dates through December 31, 2019

Deferred to the next Board Meeting.

- F. Other

None.

9. Legal Matters

- A. Authority Legal Counsel Report

No report.

- B. Discussion and possible action concerning Intergovernmental Agreement with E470 PHA regarding 38th Ave. Interchange and Phase 1 Access.

- 1. Expected Schedule for E470 IGA:

July 24 – ARTA Board Approves IGA

August 8 – E470 Board approves IGA

Deferred until after the Executive Session.

- C. Discuss amended statute §24-6-402(2)(c)(I), C.R.S. regarding posting notices of regular and special meetings on the Authority's website effective August 2, 2019

After discussion, the Board authorized Mr. George to prepare a resolution approving future Authority meeting notices being posted electronically only on the Authority website for review and approval at the next Board meeting.

- 10. EXECUTIVE SESSION (If needed, an executive session may be called pursuant to and for the purposes set forth in Section 24-6-402(4), C.R.S., after announcement of the specific topic for discussion and statutory citation authorizing the executive session, and a vote of two-thirds of the quorum of the Board present)

Upon a motion duly made by Vice-Chairman Gruber to enter into executive session pursuant to Section 24-6-402(4)(e), C.R.S., for the purposes of determining positions relative to matters that may be subject to negotiations, developing strategy for negotiations, and instructing negotiators with respect to the proposed Intergovernmental Agreement with E470 PHA regarding 38th Ave. Interchange and Phase 1 Access, seconded by Secretary Johnston and unanimously carried, the Board entered into executive session at 12:28 p.m.

Upon a motion duly made by Vice-Chairman Gruber, seconded by Secretary Johnston and unanimously carried, the Board concluded the executive session at 1:08 p.m.

Following the executive session, Mr. George presented the proposed Intergovernmental Agreement with E470 PHA regarding 38th Ave. Interchange and Phase I Access to the Board for consideration and described the key provisions. Discussion ensued regarding the payment and reimbursement obligations of ARTA under the agreement, and the Board noted the significant cost and time savings that should be attained pursuant to the proposed agreement compared to the initial projections contained in the Authority's Establishing Agreement. Mr. George noted for the Board that the proposed Exhibits A and B presented to the Board were in the process of being refined and finalized, but would not be modified substantively. Upon a motion duly made by Vice-Chairman Gruber, seconded by Treasurer O'Dorisio, and upon vote unanimously carried, the Board approved the proposed Intergovernmental Agreement with E470 PHA regarding 38th Ave. Interchange and Phase I Access in substantially the form presented, subject to any necessary technical corrections, final revisions to Exhibits A and B, and subject to final review and approval by Authority legal counsel, and authorized Chairman Hopper to execute the agreement on behalf of the Authority.

Director Tedesco reported the E470 Public Highway Authority Roadway Committee is meeting tomorrow to review the IGA. Mr. George reported E470's approval of the IGA is scheduled for August 8th at the E470 PHA Board meeting.

11. Other Business

None.

12. Adjournment

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

Respectfully submitted,



Secretary