

**MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF THE
AEROTROPOLIS REGIONAL TRANSPORTATION AUTHORITY
HELD
October 23, 2019**

A regular meeting of the Board of Directors (the "Board") of the Aerotropolis Regional Transportation Authority (the "Authority") was held on Wednesday, October 23, 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 (via telephone)

Also in attendance were:

Anna Jones; CliftonLarsonAllen LLP
Tom George; Spencer Fane LLP
MaryAnn McGeady and Todd Johnson; AACMD
Carla Ferreira; The Aurora Highlands
Rick Gonzales; Marchetti & Weaver
Jim Mann; Ehlers
Dan Brotzman and Jason Batchelor; City of Aurora
Benjamin Dahlman and Nick Eagleson; Adams County
Bill Corrado and Sara Zare; Citigroup

1. Call to Order

Chairman Hopper called the meeting to order at 11:25 a.m.

2. Declaration of Quorum/Director Qualifications/Disclosure Matters

Chairman Hopper noted that a quorum was present.

3. Approve Agenda

Upon a motion duly may by Vice-Chairman Gruber, seconded by Secretary Johnston, and upon vote unanimously carried, the Board approved the agenda as presented.

4. Public Comment

None.

5. Consent Agenda

- A. Review and consider approval of September 25, 2019 Regular Meeting Minutes

Upon a motion duly made by Vice-Chairman Gruber, seconded by Secretary Johnston, 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 October 23, 2019 project status report with the Board.

Overall:

- Grading is projected to commence on 38th Parkway from TAH Parkway to Monaghan.
- Project monumentation is still on schedule to be complete by end of November.
- Utility Infrastructure is progressing on all critical phases adjacent to residential areas.
- Concrete and Asphalt projects are projected to start next month.
- Project FDP, Final Plat, ISP and CSP 1 have been recorded.
- The Aurora Highlands Parkway: Design of horizontal, vertical and intersection geometry is occurring along with utility design. Documents are approximately 97%, plans are being reviewed by the City and MHPD. CLOMR is continuing to be reviewed by FEMA.
- 26th Avenue: Documents have been approved and construction is anticipated to commence in the next 10 days.
- E470 Interim Connection (right in/out): Construction is projected to be substantially completed by end of the week.
- E470 Full Interchange: The project team has finalized most design criteria and continues to move forward with the interchange design. Right-of-way limits and potential acquisitions are being reviewed for all quadrants. Design is projected to further progress over the next 30 days.
- I-70 Interchange: CDOT 1601 process is further progressing. Preliminary analysis and design are being performed and are projected to further progress over the next 30 days. The team is continuing to finalize design elements from the review agencies. The team is scheduling an informational meeting with Adams County.
- Powhatan Interim Connection: CDOT 1601 process is further progressing. Preliminary analysis and design are being performed and are projected to 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 progress over the next 30 days. AACMD continues to work

with ARTA's counsel and the City to coordinate responsibilities and commitments along the corridor.

Mr. Johnson noted that the 38th Avenue project will likely be under budget. The Parkway – E470 interchange ramps and land acquisitions may change the budget numbers. Vice-Chairman Gruber asked how much money is allocated for the E-470 ramp. Mr. Johnson noted that the ramp is a temporary design and is a cost effective way which can result in savings. Mr. Johnson also noted that AACMD always anticipated that there would be a ramp (right in and right out) before the full interchange is built out. The Board asked Mr. Johnson about the timing and expenditures.

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

This item will be addressed under financial matters.

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

No additional report.

- D. Development Review Updates
a. City of Aurora – Jason Batchelor
b. Aurora Highlands – Carla Ferreira

Mr. Batchelor indicated the below critical reviews and documents were recorded in advance of the kickoff this weekend:

- Framework Development Plan (referred to as FDP) covers 2500 acres and was approved on October 17th.
- Critical infrastructure has been approved and successfully completed and recorded with the County.
- Accompanying plats are to move ahead.
- Site plan for 1st phase – 84 lots/48 acres were approved.
- 240 lots just to the east are in initial review and are ready to submit for approval.
- Building plans for clocktower are underway. The City will work with the homebuilders to finalize.
- 4-5 home models will be reviewed and approved. Model home building is anticipated to begin in late 2019 or early 2020.
- Expecting to see 3 to 5 site plans annually from homebuilders.

Ms. Ferreira noted that Richmond Homes is the first committed builder for The Aurora Highlands. The developer is in discussions with five additional builders: 1) Century, 2) Bridgewater, 3) Meritage, 4) DR Horton, and 5) William Lyons.

Ms. Ferreira noted the next big milestone is the May 17th 2020 Grand Opening wherein several models will be ready and open for public viewing and touring. September 17th 2020 is the anticipated Phase 2 opening. Other builders are to be determined.

Ms. Ferreira noted the below anticipated absorption by year and home unit count:

- 2020 – 142
- 2020 – 425
- 2021 – 518
- 2022 – 548
- 2023 – 658

Ms. Zare from Citigroup noted the buildout/absorption schedule will impact future lending rates.

7. Financial Matters

- A. Public Hearing on Proposed 2019 Budget Amendment (if needed); Consider for Approval Resolution to Amend 2019 Budget (if needed); Public Hearing on Proposed 2020 Budget (enclosed); Consider for Approval Resolution to Adopt 2020 Budget and Certify Mill Levy; (enclosed). (30 minutes)

Chairman Hopper opened a public hearing on the proposed 2019 amended budget and 2020 budget at 12:29 p.m. There were no public comments. Chairman Hopper closed the public hearing at 12:30 p.m.

Mr. Gonzales reviewed the proposed 2020 General Fund, Debt Service Fund and Capital Project Fund budgets with the Board. He noted that the Capital Project Fund budget needs to be updated with revised numbers from Mr. Johnson. No action was taken by the Board, and budget approval was deferred to the November meeting.

Mr. Gonzales also noted the 2019 Debt Service Fund will need to be amended as expenditures exceeded what were budgeted for 2019. No action was taken, and this item was deferred to the November meeting for approval.

- B. Presentation, discussion and possible action concerning financial statements

Mr. Gonzales reviewed the September 30, 2019 financial statements with the Board. After discussion, upon a motion duly made by Vice-Chairman Gruber, seconded by Secretary Johnston, and upon vote unanimously carried, the Board accepted the financial statements.

- C. Presentation, discussion and possible action on Claims Payable in the amount of \$17,337.14

Mr. Gonzales reviewed the claims with the Board. After discussion, upon a motion duly made by Vice-Chairman Gruber, seconded by Treasurer O'Dorisio, and upon vote, unanimously carried, the Board approved the August claims totaling \$17,337.14.

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

Mr. Johnson reported the September draw request is \$748,255.23. This amount has been certified by Schedio.

Upon a motion duly made to vice-Chairman Gruber, seconded by Treasurer O'Doriso, and upon vote unanimously carried, the Board approved the AACMD Draw Request.

E. Citi Presentation Regarding New Underwriting Team – Sara Zare and Bill Corrado

Ms. Zare and Mr. Corrado gave a presentation and provided ARTA with background booklets. The Board had general questions for Citi representatives, discussion ensued. NO action was taken.

F. Discussion and possible action concerning financial policies

a. Status of Policy for Acceleration of Future Projects.

To be discussed at the November meeting.

G. Other

None.

8. Manager Matters

A. Authority Manager Report

No report.

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

None.

C. Discuss BoardPaq usage and costs

After discussion, the Board decided to discontinue usage of BoardPaq.

D. Other

Ms. Ferreira reviewed the Grand Opening event scheduled for October 25th and provided an update and invitation details.

9. Legal Matters

A. Authority Legal Counsel Report

See description in 9.B below.

- B. Discussion and possible action concerning contracts, intergovernmental agreements and other legal arrangements related to the planning, design and construction of the Authority's Regional Transportation System and related matters.

Mr. George discussed with the Board the outstanding requirement pursuant to ARTA's intergovernmental agreement with E-470 Public Highway Authority regarding the 38th Avenue and E-470 Interchange for ARTA to obtain a "Bridge Performance Guaranty" in order to allow continued public access to the interim connection at 38th Avenue and E-470. Mr. George suggested ARTA simultaneously pursue the two following alternatives to provide the necessary financial assurance to E-470: (1) obtain a funding commitment letter, similar to a letter of credit or loan commitment letter, from the City of Aurora, and (2) agree with E-470 that ARTA will restrict \$8M of its current project funds until a replacement Bridge Performance Guaranty can be obtained by ARTA. Following discussion, upon motion duly made, seconded and unanimously carried, the Board approved both alternatives presented by Mr. George and directed Mr. George to pursue them to completion as necessary to provide the required Bridge Performance Guaranty.

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)

Not needed.

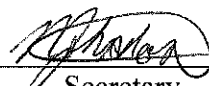
11. Other Business

None.

12. Adjournment

As there were no further matters to discuss, upon a motion duly made by Vice-Chairman Gruber, seconded by Chairman Hopper, and unanimously approved, the Board adjourned the meeting at 1:24 p.m.

Respectfully submitted,


Secretary