

**MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
AEROTROPOLIS REGIONAL TRANSPORTATION AUTHORITY
HELD
April 22, 2020**

A special meeting of the Board of Directors (the “Board”) of the Aerotropolis Regional Transportation Authority (the “Authority”) was held on Wednesday, April 22, 2020 at 11:00 a.m., at CliftonLarsonAllen LLP, 8390 E. Crescent Parkway, Suite 300 (Pikes Peak Conference Room), Greenwood Village, CO 80111 and via GoToMeeting by teleconference or by computer/tablet due to directives from local, state and federal jurisdictions related to COVID-19.

Attendance: In attendance was:

Bob Blodgett; CliftonLarsonAllen LLP

In attendance via conference call were:

Matthew Hopper, Chairman
David Gruber, Vice Chairman
Steve O’Dorisio, Treasurer
Charles “Chaz” Tedesco, Director

Also in attendance via conference call were:

Lisa Johnson; CliftonLarsonAllen LLP
Tom George; Spencer Fane LLP
Jim Mann and Melissa Buck; Ehlers
Rick Gonzales; Marchetti & Weaver
Michelle Gardner and Dan Brotzman; City of Aurora
Alisha Reis; Adams County
Jon Hoistad; AACMD
Todd Johnson; AACMD

1. Call to Order

Chairman Hopper called the meeting to order at 11:00 a.m.

2. Declaration of Quorum/Director Qualifications/Disclosure Matters

Chairman Hopper noted that a quorum was present. Mr. George noted that disclosures have been filed. No new disclosures were made. The absence of Secretary Johnston was excused.

3. Approve Agenda

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Upon a motion duly made by Director Tedesco, seconded by Vice Chairman Gruber, 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 March 25, 2020 Special Meeting Minutes

B. Accept .GOV Domain Renewal

Upon a motion duly made by Treasurer O’Dorisio, seconded by Vice Chairman Gruber, 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 following progress from his with the Board:

- Overall:
 - o Grading is within 30 days of completion on Tributary T/TAH Parkway/E470 ramps.
 - o Grading is finalized for Filing 01.
 - o Concrete is complete on Denali and 42nd, Paving starting this week.
 - o The 36” waterline project the District is constructing is projected to start this week.
 - The Aurora Highlands Parkway: Design of horizontal, vertical and intersection geometry is occurring along with utility design. Documents are still 99% complete team is revising minor comments from City on signature sets. Notice of Award has been issued to JHL for the work.
 - 26th Avenue: Storm drainage has been completed and other road work will continue over the next two months, weather pending.
 - E470 Interim Connection (right in/out): Mast arms for tolling are final elements prior to this project being completed.
 - E470 Full Interchange: The project team held its 30% design review with E470/COA. ARTA and E470 are currently coordinating with COA on Prairies impacts. Fiber protection is in design with E470. Embankment fill of TAH Parkway and ramps is progressing. Right-of-way analysis is on hold till COA request is finalized. Design is projected to further progress over the next 30 days.
 - I-70 Interchange: The design team is in the final stages of wrapping up the CDOT 1601 process. Full interchange design has commenced. Design is projected to further progress

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over the next 30 days. The team held an informational meeting with Adams County on the 16th see attached herein. COA and CDOT IGA discussions are being initiated.

- Powhatan Interim Connection: Like the full interchange this projected to further progress over the next 30 days.
- 38th Avenue: 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. Documents are still approximately 85% complete, waiting to start CLOMR's due to First Creek CLOMR. SWMP has been approved and grading in anticipated to be commenced by Majestic's Metro District shortly. Infrastructure plans are being processed. Design on the remaining portions are 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.

Vice Chairman Gruber noted The Aurora Highlands is planning a Grand Opening in the near future with new models by Richmond, DR Horton and potentially other builders. President Hopper reported earlier this month AACMD approved a \$228 million bond issue. This is a sign of the commitment of the District and developer to continue moving forward immediately with the project.

Vice Chairman Gruber stated this is a 50 year project that will survive pandemic, depression, recession and other issues. The project creates many opportunities for ARTA.

Treasurer O'Dorisio stated ARTA must plan on ups and downs of economic cycles. He will rely on advice from Ehlers as ARTA's Municipal Advisor regarding impacts on absorption and projections for payment of the bonds. How will the COVID 19 crisis affect demand for homes, the supply, labor and access to goods and materials by contractors? All of these are potential issues. We must continue to look at milestones.

President Hopper stated Ehlers is looking at the impact of declining oil and gas revenues in the future and how that impacts ARTA's future revenue stream.

Mr. Johnson stated that he sees a green light still with the developer, the District and all of their contractors to continue to move forward expeditiously with the required infrastructure of the District and the ARTA regional improvements.

Vice Chairman Gruber stated Congress is working on an infrastructure bill for shovel ready projects. The City is working with the federal government regarding potential assistance for ARTA projects and others.

After additional discussion, the Board accepted Mr. Johnson's report.

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

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Mr. Johnson distributed copies of the Schedio report for the March draw. Schedio has reviewed and approved \$257,563.04 and certified regional improvement costs to be paid by ARTA for the month of March.

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

No report.

- D. City of Aurora Development Update– Jason Batchelor

No report.

- E. Aurora Highlands Development Update– Carla Ferreira

No report.

7. Financial Matters

- A. Presentation, discussion and possible action concerning March 31, 2020 financial statements

Mr. Gonzales reviewed the March 31, 2020 financial statements with the Board. He reported some slight negative variances in consulting expenditures for the first three months of the year but nothing significant.

Upon a motion by Vice Chairman Gruber, seconded by Treasurer O'Dorisio, and upon vote unanimously carried, the Board accepted the March 31, 2020 financial statements.

Director Tedesco stated the Adams County Commissioners have received briefings on the current status of the Adams County financial situation. However, he indicated the County will have a better idea by the end of May regarding future projections.

- B. Presentation, discussion and possible action on March Claims Payable in the amount of \$19,686.84

Mr. Gonzales reviewed the March claims with the Board. After discussion, upon a motion duly made by Director Tedesco, seconded by Vice Chairman Gruber, and upon vote unanimously carried, the Board approved the claims in the amount of \$19,686.84.

- C. Presentation, discussion and possible action on AACMD Draw Requests(s) - \$TBD

Mr. Blodgett reported the March Draw certified by Schedio has recommended to the Authority the amount of \$257,563.04. Upon a motion duly made by Director Tedesco,

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seconded by Vice Chairman Gruber, and upon vote unanimously carried, the Board approved the AACMD Draw Request

1. Discuss status of AACMD anticipated draw schedule.

No report.

- D. Discussion and possible action concerning Bill.com.

Mr. Gonzalez explained that Bill.com is an electronic bill paying system which provides that all of the invoices are sent to the Board electronically for review and approval. He indicated the accountant, the district manager and one or more Board members can be included in the routing for approval. These bills are then ratified at the next Board meeting. The estimated cost is \$150 a month if all five board members participate in reviewing each month's bills. Mr. Blodgett stated this should provide for administrative efficiencies as well that offset the monthly Bill.com costs.

Upon a motion duly made by Vice Chairman Gruber, seconded by Treasurer O'Dorisio, and upon vote unanimously carried, the Board approved the usage of Bill.com for future ARTA payables.

- E. Update on Financial Policies.

No report.

- F. Other

None.

8. Manager Matters

- A. Authority Manager Report

Mr. Blodgett reported that Ms. Lisa Johnson is joining the ARTA team today as Assistant Manager. Anna Jones will be assigned as Assistant Manager of the Aerotropolis Area Coordinating Metropolitan District. Ms. Johnson joined CLA approximately two months ago from Special District Management Services. One of her many assignments at SDMS was the management of AACMD. She can no longer do that due to a no compete clause. However, her experience and expertise will add value to the ARTA management team. She has approximately 25 years of experience with municipalities and districts in the management of infrastructure construction and operations.

President Hopper reported that AACMD solicited bids for a new district manager from the three major management consulting firms in the state. Pinnacle chose not to bid due to their work focus in Northern Colorado. SDMS chose not to bid due to their lack of available experienced project management staff. CLA was the only responsive bidder to the advertisement by AACMD. Ms. Denise Denslow, CLA Management Principal, and

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Anna Jones will be the management team for AACMD. President Hopper, Mr. George and Mr. Blodgett have consulted and CLA will build a "firewall" between the District and ARTA so that no files, documents or emails may be accessed by the management of the other entity.

Treasurer O'Dorisio thanked President Hopper and Mr. Blodgett for their explanation. He expressed some concern that the management of both entities is within CLA but respected the process and the fact the both the District and ARTA have the best possible management teams working on their behalf.

After discussion, the board welcomed Ms. Johnson to the ARTA team.

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

Mr. Blodgett reported today's Board meeting inadvertently did not begin recording until approximately halfway through Mr. Johnson's presentation on the AACMD progress report.

President Hopper noted that the approval of the consent agenda, including the minutes and .Gov domain renewal should be reapproved for the record. Upon a motion duly made by Vice Chairman Gruber, seconded by Treasurer O'Dorisio, the Board approved the agenda and the consent agenda. Mr. Johnson's engineering report was placed on the website so the full report is available there for review.

C. Other

None.

9. Legal Matters

A. Authority Legal Counsel Report

None.

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.

No report.

10. OTHER BUSINESS

A. Confirm Quorums for May 13, 2020 and May 27, 2020 Regular Meetings

Not discussed.

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11. 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., to develop negotiating positions and strategy and to instruct negotiators on matters related to ARTA's Regional Transportation System, seconded by Director Tedesco, the Board moved into executive session at 12:05 p.m. President Hopper ended the executive session at 1:55 p.m. No action was taken by the Board.

12. Adjournment

As there were no further matters to discuss, upon a motion duly made by Vice Chairman Gruber, seconded by Treasurer O'Doriso, the Board adjourned the meeting at 1:55 p.m.

Respectfully submitted,

DocuSigned by:

Steve O'Doriso

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Secretary

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Carbon Copy Events	Status	Timestamp
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Notary Events	Signature	Timestamp
Envelope Summary Events	Status	Timestamps
Envelope Sent	Hashed/Encrypted	6/11/2020 2:06:51 PM
Certified Delivered	Security Checked	6/24/2020 12:29:12 PM
Signing Complete	Security Checked	6/24/2020 12:35:21 PM
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