

AEROTROPOLIS REGIONAL TRANSPORTATION AUTHORITY
SPECIAL BOARD MEETING AGENDA

Board of Directors:

Matthew Hopper, Chairman
Dave Gruber, Vice-Chair
Nicole Johnston, Secretary
Steve O’Dorisio, Treasurer
Charles “Chaz” Tedesco, Director

Date: September 19, 2018 (Wednesday)
Time: 11:00 a.m.
Place: City of Aurora
15151 E. Alameda Avenue
Aurora, CO 80012
(5th Floor Mt. Elbert Conference Room)

1. CALL TO ORDER

2. DECLARATION OF QUORUM/DIRECTOR QUALIFICATIONS/DISCLOSURE MATTERS

3. APPROVE AGENDA

4. PUBLIC COMMENT and/or GUESTS
Members of the public may express their views to the Board on matters that affect the Authority, Comments will be limited to three (3) minutes. Please sign in.

5. ADMINISTRATIVE MATTERS
 - A. Review and Consider Approval of September 5, 2018 Special Meeting Minutes (enclosed)
 - B. Consider for approval and ratification Letter from the Authority to Colorado Oil and Gas Conservation Commission Regarding Extraction Application (enclosed)
 - C. Discuss and Consider Approval of Meeting Schedule through December 2018
 - D. Discuss Celebration of the Establishment of the ARTA to be held on-site in the District on September 20th at 10:30 a.m.
 - E. Other

6. FINANCIAL MATTERS
 - A. Update on Status of Unsolicited Proposal Design, Build and Finance of Certain Transportation Improvements from the Aerotropolis Area Coordinating Metropolitan District

Aerotropolis Regional Transportation Authority

Agenda – September 19, 2018

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- B. Update on City, County and District Funding of Authority Operating Account – Eric Weaver/Rick Gonzales
- C. Discuss and Consider Approval of Claims (enclosed)
- D. Other

7. ENGINEERING/CONSTRUCTION MATTERS

- A. Update on Initial Design and Adjacent Improvements Initial Design IGA - Todd Johnson
- B. Other

8. MANAGER MATTERS

- A. Update Regarding Website Proposals
- B. Status of BoardPaq – Approve Users (enclosed)
- C. Other

9. LEGAL MATTERS

- A. Discussion and possible action concerning an unsolicited proposal to ARTA from the Aerotropolis Area Coordinating Metropolitan District and to designate the lead negotiator(s) (possible executive session under C.R.S. 24-6-402(4)(e) to develop negotiating positions, strategy, or instruct negotiations concerning the same).
- B. Other

10. OTHER BUSINESS

11. ADJOURNMENT

NEXT SCHEDULED BOARD MEETING

Wednesday, September 26, 2018

County of Adams

4430 S. Adams County Parkway

Brighton, CO 80601

(5th Floor Study Session Conference Room)

RECORD OF PROCEEDINGS

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

A special meeting of the Board of Directors (the “Board”) of the Aerotropolis Regional Transportation Authority (the “Authority”) was held on Wednesday, September 5, 2018 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
Nicole Johnston, Secretary
Steve O’Dorisio, Treasurer
Charles “Chaz” Tedesco, Director

Also in attendance were:

Alisha Reis and Ray Gonzales; Adams County
Jason Batchelor, Dan Brotzman and Michelle Gardner; City of Aurora
James Harrington, James Mann and Melissa Buck; Ehlers
Bob Blodgett, Anna Jones and Paige Cipperly; CliftonLarsonAllen LLP
Rick Kron and Tom George; Spencer Fane LLP
Carla Ferreira; District Alternate to the Authority
MaryAnn McGeady and Elisabeth Cortese; McGeady Becher P.C.
Eric Weaver and Rick Gonzales; Marchetti & Weaver, LLC
Sam Sharp; D.A. Davidson
Todd Johnson; AACMD
Heidi Miller, Adams County Attorney

1. Call to Order and Approve Agenda

Chairman Hopper called the meeting to order at 11:13 a.m. 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 moving Item 6.B. to 9.B.

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. Public Comment

There were no public comments.

4. Administrative Matters

A. Review and Consider Approval of August 22, 2018 Meeting Minutes

After review, upon a motion duly made by Vice-Chairman Gruber, seconded by Secretary Johnston, and upon vote unanimously carried, the Board approved the August 22, 2018 minutes.

B. Other

None.

5. Financial Matters

A. Status of June 8, 2018 Term Sheet for Unsolicited Proposal Design, Build and Finance of Certain Transportation Improvements from Aerotropolis Area Coordinating Metropolitan District

Mr. Blodgett reported on the consultant meeting held on August 29, 2018. Ms. McGeady presented to the Board various details of the District's revised proposal. Mr. Sharp reported that DA Davidson is in the process of revising its financial projections, and that a revised report will be forthcoming. Discussion ensued. No action was taken by the Board.

B. Update on City, County and District Funding of Authority Operating Account

Mr. Weaver provided an update of accounts and reported that the District's contribution funds have been received and deposited. The Authority has not yet received funds from the City or County.

C. Accept Final 2018 Budget

Mr. Weaver updated the Board on the final 2018 budget, noting that Item D will need to be removed. The Board approved the draft budget at the August 22, 2018 meeting.

D. Other

None.

6. Legal Matters

A. Consider for Approval Aerotropolis Regional Transportation Authority Member Contribution Funding Agreement

Mr. George discussed the proposed agreement with the Board. After review, upon a motion duly made by Vice-Chairman Gruber, seconded by Secretary Johnston, and upon

RECORD OF PROCEEDINGS

vote unanimously carried, the Board approved the Member Contribution Funding Agreement and authorized Vice-Chairman Gruber to sign on behalf of the Authority.

B. Other

None.

7. Engineering/Construction Matters

A. Verbal Update on Progress re Initial Design and Adjacent Improvements Initial Design

Mr. Johnson updated the Board, noting initial design on the current phasing is 10% complete and he will push hard to move forward in the next two months.

8. Manager Matters

A. Consider Approval of 2018 Insurance Policy

Mr. Blodgett reviewed the policy 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 approved the 2018 insurance policy as presented.

B. Discuss Website Proposal Schedule

1. The Creative Group
2. The Black Sheep Ltd.
3. Michael Nearing
4. RHS Communications

Mr. Blodgett discussed with the Board the possibility of obtaining proposals from a number of vendors. After discussion, upon a motion duly made by Vice-Chairman Gruber, seconded by Secretary Johnston, and upon vote unanimously carried, the Board authorized management to pursue proposals.

C. Status of BoardPaq – Approve Users

Ms. Jones noted that BoardPaq cannot create special email address for the members. She also provided the Board the current list of users for approval. Upon a motion duly made by Vice-Chairman Gruber, seconded by Secretary Johnston, and upon vote unanimously carried, the Board approved the current list of BoardPaq users.

9. Other Business

A. Discuss Possible Rescheduling of September 12th Board Meeting

After discussion, the Board decided to cancel the September 12th Board meeting.

RECORD OF PROCEEDINGS

- B. Discuss and possible action concerning an unsolicited proposal to ARTA from the Aerotropolis Area Coordinating Metropolitan District and to designate the lead negotiator(s) (possible executive session under C.R.S. 24-6-402(4)(e) to develop negotiating positions, strategy, or instruct negotiators concerning the same)

Upon a motion duly made by Vice-Chairman Gruber, seconded by Secretary Johnston, the Board voted unanimously to enter into executive session at 12:28 p.m. pursuant to C.R.S. 24-6-402(4)(e) to develop negotiating positions, strategy, or instruct negotiators concerning the same.

Upon a motion duly made by Vice-Chairman Gruber, seconded by Secretary Johnston, and unanimously approved by the Board, the Board adjourned the executive session at 1:00 p.m.

Vice-Chairman Gruber and Secretary Johnston left the meeting at 1:00 p.m. Discussion ensued. No action was taken by the Board.

10. Adjournment

As there were no further matters to discuss, upon a motion duly made by Treasurer O'Dorisio, seconded by Director Tedesco, and upon vote unanimously carried, the Board adjourned the meeting at 1:32 p.m. Director O'Dorisio noted he would have preferred to adjourn the meeting at 1:00 when Directors Gruber and Johnston left the meeting.

Respectfully submitted,

Secretary for the Meeting

AEROTROPOLIS REGIONAL TRANSPORTATION AUTHORITY
8390 E. Crescent Parkway, Suite 300
Greenwood Village, CO 80111

September 5, 2018

Colorado Oil and Gas Conservation Commission
Attn: Ms. Julie Murphy, Director
1120 Lincoln Street, Suite 801
Denver, Colorado 80203

**Re: Extraction Form 2A Location Assessment Permit, Docket No. 401725805,
Posted August 16, 2018, Permit DIBC 18**

The Aerotropolis Regional Transportation Authority (“ARTA”) has several concerns regarding the Amended Form 2A filed by Extraction Oil and Gas, LLC (“Extraction”). In its Amended Form 2A, now before the Colorado Oil and Gas Conservation Commission (the “COGCC” or “Commission”), Extraction seeks to locate its drilling operations in Section 18 (the “Oil and Gas Area”) to access underlying minerals in Section 18 as well as neighboring sections. As discussed in further detail below, ARTA is opposed to the Form 2A application and requests that the COGCC deny Extraction’s request.

As the Commission is likely aware, Extraction’s proposed location is in an area south of Denver International Airport (“DIA”) that the City of Aurora has slated for significant development expanding into the surrounding communities. This area has not yet developed, in part, due to the lack of highways and other road access, but Adams County, the City of Aurora, and the Aerotropolis Area Coordinating Metropolitan District (collectively “Members”) formed the ARTA with a planned investment of \$175 million dedicated to the construction of the much-needed roadway infrastructure. The Members formed the ARTA in response to the Colorado Aerotropolis Visioning Study finding that an infrastructure framework for transportation is critical to fostering and supporting economic development surrounding DIA. ARTA’s investment is expected to catalyze substantial growth in the area.

Such vibrant growth, however, is put into question by Extraction’s Form 2A application. The proposed siting of oil and gas operations disrupts the intended use of Section 18 and adjacent Sections. The land in Section 18, along with adjacent Sections, is zoned and planned as a mixed-use development aimed at promoting residential growth under an existing Framework Development Plan (“FDP”).

ARTA understands that Bison Oil & Gas, LLC, assigned to Extraction a Surface Use Agreement with one of the Section 18 surface owners, DIBC Cargo, LLC, covering the Oil and Gas Area. This Surface Use Agreement authorizes use of the area included in the Oil and Gas Area for siting up to 30 horizontal oil and gas wells. This proposed heavy industrial operation is wholly incompatible with the approved FDP as it subsumes the areas identified for public facility sites. The drilling operation will impact the feasibility of developing the planned public facilities necessary to support the mix of commercial and residential activity planned and zoned in

Sections 13, 24 and 18 under the existing FDP. It is ARTA’s understanding that Section 18 landowners collectively plan to avoid these barriers by rezoning the entirety of Section 18 to commercial use and seek to remove all public facilities that support the planned development in portions of Sections 13 and 24.

ARTA believes that a rezoning of Sections 13, 24, and 18 will threaten ARTA’s anticipated infrastructure development. The Members established ARTA in furtherance of supporting the public interest and economic health of the region, and to create a separate legal entity to effectuate the goals of fostering and supporting economic development through the expansion and creation of transportation improvements within the area. If developed, the regional transportation improvements will catalyze economic growth, as indicated by site selectors and professional studies. This economic growth has been calculated to include \$18B in overall market value, \$3.7B in assessed value, \$88M in sales tax revenue, and 170,000 jobs. However, if the proposed drilling is sited in Section 18, it will have a significant adverse effect on the viability of the surface development planned for the region, disrupting the orderly and separate development of residential and industrial areas.

For the above stated reasons, ARTA requests that the Commission deny Extraction’s Amended Form 2A application covering the Oil and Gas Area in Section 18. Thank you.

Sincerely,

Aerotropolis Regional Transportation Authority

/s/ Matthew Hopper 

Matthew Hopper, Chair

15151 E. Alameda Parkway, 5th Floor
Aurora, Colorado 80012
phone 303.739.7010
fax 303.739.7123



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September 4, 2018

Ms. Julie Murphy, Director
Colorado Oil and Gas Conservation Commission
1120 Lincoln Street
Suite 801
Denver, Colorado 80203

Re: Extraction Form 2A Location Assessment Permit, Docket No. 41725805, Posted August 16, 2018, Permit DIBC 18

Dear Director Murphy and Commissioners,

The City of Aurora ("City" or "Aurora") hereby submits its comments in response to the Amended Form 2A filed by Extraction Oil and Gas, LLC ("Extraction") with the Colorado Oil and Gas Conservation Commission (the "COGCC" or "Commission") on August 10, 2018; the COGCC posted the comments on August 16, 2018. In its Amended Form 2A, docket number 401725805, Extraction seeks to locate its drilling operations in Section 18 ("Oil and Gas Area") to access underlying minerals in that section as well as other adjacent sections. The City is engaged in a comprehensive planning effort with Extraction, the surface owners in the area, and other oil and gas operators with the goal of developing a collaborative approach for harmonizing surface development and oil and gas development. In these discussions, the City has raised several concerns with Extraction about this location in view of planned major surface development in the area, as discussed in detail below, and wanted to make the Commission aware of those concerns as it considers the amended form. We request the Commission await the outcome of the City's comprehensive planning discussions with the stakeholders and that it will take the City's concerns into account as it reviews Extraction's permit application and the associated APD's.

By way of overview, the proposed location is in an area south of Denver International Airport that is poised for significant surface development in Aurora and the surrounding communities. The Gaylord Hotel is the most high profile addition to the area, but much more development is planned. The limiting factor to date in developing this area has been the lack of highways and other road access, but a Regional Transportation Authority has now been formed among cooperating governments which is planning on the investment of \$175 million in the construction of infrastructure. This in turn will enable substantial growth in the area.

Land in Section 18, along with adjacent sections 13 and 24, is zoned and planned as a mixed-use development under an existing Framework Development Plan ("FDP") known as the Windler Homestead FDP. Aurora's Code Section 146-1207(E)(11) provides that the location and operations of an oil and gas facility shall be compatible with the approved FDP, and the City will be evaluating the proposed Oil and Gas Area in Section 18 in light of this standard.

The City has been advised that one of the Section 18 surface owners, DIBC Cargo, LLC (“Fulenwider”) entered into a Surface Use Agreement in December 2016 covering the Oil and Gas Area with Bison Oil & Gas, LLC, which subsequently assigned the Surface Use Agreement to Extraction. This Surface Use Agreement authorizes use of the area included in the Oil and Gas Area for siting horizontal oil and gas wells. The City understands that this project could include up to 30 wells to be located on the site. This proposed operation may be, on its face, incompatible with the approved FDP. The City has received inquiries regarding rezoning and amending the approved FDP from some Section 18 landowners. If the applicant files a rezoning or FDP amendment request it will be considered by the City in accordance with its normal process.

Aurora views the comprehensive planning process it has undertaken, as the mechanism to provide for careful planning of both future oil and gas exploration and traditional land development; with the goal of minimizing future conflicts and optimizing the economic development possibilities of this high potential vacant land. The City would like to see the land put to its best long-term use so that the area may remain vibrant and economically diverse for generations to come. The City will evaluate the proposed drilling operation in Section 18 very thoroughly with these concerns in mind and would like to see an agreement between the parties.

It is for this reason, as well as other proposed oil and gas drilling permits throughout the City, that the City has convened a stakeholders process with surface developers, landowners, and oil and gas operators to develop a collaborative long-range development plan that will harmonize the City’s growth plans with planned oil and gas development. The stakeholders process is led by former COGCC Director Lepore.

The City is hopeful not only that it can develop collaborative solutions for this proposed oil and gas project, but also that this will lead to the implementation of a more comprehensive plan for harmonizing surface development with oil and gas development throughout the City. The City hopes to complete its comprehensive planning process before the end of the calendar year. To this end, the City requests the Commission to defer consideration of Extraction’s Form 2A application covering the Oil and Gas Area in Section 18 pending the outcome of these discussions and that the COGCC consider the City’s further comments on the proposed permit when it processes the application.

Thank you for your consideration.

Respectfully,



Jason Batchelor
Deputy City Manager
City of Aurora

Aerotropolis Regional Transportation Authority

10:06 AM

Claims Payable

09/14/2018

As of September 14, 2018

	<u>Date</u>	<u>Num</u>	<u>Memo</u>	<u>Open Balance</u>
BoardPaq				
	08/20/2018	08202018	Annual Subscription - 50 Users	2,988.00
Total BoardPaq				<u>2,988.00</u>
CSD Pool				
	08/20/2018	P 31C61647-5356	Liability Coverage Sep 5 - Dec 31, 2018	744.45
Total CSD Pool				<u>744.45</u>
Ehlers				
	08/31/2018	78107	Aug Services	5,875.00
Total Ehlers				<u>5,875.00</u>
Marchetti & Weaver LLC				
	08/31/2018	14912	Aug Services	12,207.38
Total Marchetti & Weaver LLC				<u>12,207.38</u>
Sentinel				
	08/16/2018	AD #92204	Budget Hearing Publication	31.60
Total Sentinel				<u>31.60</u>
Spencer Fane				
	07/12/2018	646326	Jun Services	8,399.00
	08/08/2018	649599	Jul Services	17,416.79
Total Spencer Fane				<u>25,815.79</u>
T. Charles Wilson				
	08/29/2018	6416	2018 Insurance Agency Fee	475.00
Total T. Charles Wilson				<u>475.00</u>
TOTAL				<u><u>48,137.22</u></u>

Aerotropolis Regional Transportation Authority

Directory Listing

Alisha Reis
Deputy County Manager
Adams County
Staff: Adams County

Anna Jones
ARTA Assistant Manager
CliftonLarsonAllen LLP
Staff: Consultants

Bob Blodgett
ARTA Manager
CliftonLarsonAllen LLP
Staff: Consultants

Carla Ferreira
District Alternate to the Authority
The Aurora Highlands

Charles Tedesco
ARTA, Director
Adams County
Member: Board

Daniel Brotzman
City Attorney
City of Aurora
Staff: City of Aurora

David Gruber
ARTA Vice-Chairman
City of Aurora

Member: Board

Debra Sedgeley
AACMD Accountant
CliftonLarsonAllen LLP
Staff: Consultants

Elisabeth Cortese
AACMD Attorney
McGeady Becher P.C.
Staff: Consultants

Eric Weaver
Principal
Marchetti & Weaver LLC
Staff: Consultants

Heidi Miller
Attorney for County
Adams County
Staff: Adams County

James Harrington
Senior Municipal Advisor
Ehlers
Staff: Consultants

James Mann
Municipal Public Advisor
Ehlers
Staff: Consultants

Jason Batchelor
Deputy City Manager
City of Aurora
Staff: City of Aurora

Jennifer Pino
AACMD Paralegal
McGeady Becher P.C.
Staff: Consultants

Kathy Suazo
ARTA District Administrator
CliftonLarsonAllen LLP

Lisa Johnson
AACMD Manager
SDMS
Staff: Consultants

MaryAnn McGeady
AACMD Attorney
McGeady Becher P.C.
Staff: Consultants

Matthew Hopper
ARTA Chairman
Summit Strategies/AACMD
Member: Board

Melissa Buck
Municipal Advisor
Ehlers
Staff: Consultants

Michelle Gardner
Assistant City Attorney
City of Aurora
Staff: City of Aurora

Nicole Johnston
ARTA Secretary
City of Aurora

Member: Board

Raymond Gonzales
County Manager
Adams County
Staff: Adams County

Rick Gonzales
ARTA Accountant
Marchetti & Weaver LLC
Staff: Consultants

Rick Kron
ARTA Attorney
Spencer Fane LLP
Staff: Consultants

Steven O'Dorisio
ARTA Treasurer
Adams County
Member: Board

Todd Johnson
Engineer
Terra Forma Solutions, Inc.

Tom George
ARTA Attorney
Spencer Fane LLP
Staff: Consultants

The Following Are Post Packet Items:

Items That Were
Distributed At The Meeting
And Not In
The Original Packet

Aerotropolis Regional Transportation Authority
Claims Payable

10:06 AM

09/14/2018

As of September 14, 2018 - Revised As of Date September 17,2018

	<u>Date</u>	<u>Num</u>	<u>Memo</u>	<u>Open Balance</u>	<u>Check #</u>
BoardPaq					
	08/20/2018	08202018	Annual Subscription - 50 Users	2,988.00	
Total BoardPaq				<u>2,988.00</u>	1000
CSD Pool					
	08/20/2018	P 31C61647-5356	Liability Coverage Sep 5 - Dec 31, 2018	744.45	
Total CSD Pool				<u>744.45</u>	1001
CliftonLarsonAllen LLP					
	08/31/2018	1904542	Aug Services <u>(Added 09.17.18)</u>	22,574.37	
Total CliftonLarsonAllen LLP				<u>22,574.37</u>	1009
Ehlers					
	08/31/2018	78107	Aug Services	5,875.00	
Total Ehlers				<u>5,875.00</u>	1002
Marchetti & Weaver LLC					
	08/31/2018	14912	Aug Services	12,207.38	
Total Marchetti & Weaver LLC				<u>12,207.38</u>	1003
Sentinel					
	08/16/2018	AD #92204	Budget Hearing Publication	31.60	
Total Sentinel				<u>31.60</u>	1004
Spencer Fane					
	06/30/2018	646326	Jun Services	8,399.00	
	07/31/2018	649599	Jul Services	17,416.79	
	08/31/2018	652354	Aug Services <u>(Added 09.17.18)</u>	24,763.58	
Total Spencer Fane				<u>50,579.37</u>	1008
T. Charles Wilson					
	08/29/2018	6416	2018 Insurance Agency Fee	475.00	
Total T. Charles Wilson				<u>475.00</u>	1006
TOTAL				<u><u>95,475.17</u></u>	

Check numbers 1005 and 1007 voided.