

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF THE
AEROTROPOLIS REGIONAL TRANSPORTATION AUTHORITY
HELD

FEBRUARY 22, 2023

A regular meeting of the Board of Directors (the “Board”) of the Aerotropolis Regional Transportation Authority (the “Authority”) was held on Wednesday, February 22, 2023, at 11:00 a.m. at the Construction Trailer at 3900 E. 470 Beltway, Aurora, CO 80019 and via Microsoft Teams. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Matthew Hopper, Chairman (in person)
Charles “Chaz” Tedesco, Vice-Chairman
Curtis Gardner, Secretary
Steve O’Dorisio, Treasurer
Francoise Bergan, Director

Also In Attendance Were:

Anna Jones (in person), Nic Carlson (in person) and Michael Jensen;
CliftonLarsonAllen LLP (“CLA”)
Tom George, Esq. and Brenden Desmond; Spencer Fane LLP
Susan Cary and Eric Weaver; Marchetti & Weaver LLC
Tony DeVito; AECOM (in person)
Brian Rulla; City of Aurora
Steve Sundberg; City of Aurora
Jon Hoistad, Esq.; McGeady Becher P.C.
Jim Mann; UMB Bank
Marc Osborne; Adams County
Michael Baldwin, Pedro Ramos and Aliraza Hassan; Jefferies LLC
Kyle Riley; Oakwood Homes

ADMINISTRATIVE MATTERS

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

Disclosures of Potential Conflicts of Interest: It was noted that general disclosure statements and transactional disclosures regarding this meeting had been filed on behalf of members of the Board of Directors. Said disclosures were incorporated herein. Mr. George requested that the Directors consider whether they had any new conflicts of interest which had not previously been disclosed. There were no additional disclosures made.

Quorum, Location of Meeting, Posting of Meeting Notices, and Agenda:
It was noted that a quorum was present. The location of the meeting and the

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posting of meeting notices were confirmed. Following review, upon a motion duly made by Chairman Hopper, seconded by Secretary Gardner and, upon vote, unanimously carried, the Board approved the agenda, as presented.

Public Comment: There were no public comments.

CONSENT AGENDA

Minutes of December 14, 2022 Regular Board Meeting: **Official Meeting Notice Posting Location: Authority Website:**

Chairman Hopper reviewed the Consent Agenda with the Board. Following discussion, upon a motion duly made by Chairman Hopper, seconded by Vice-Chairman Tedesco and, upon vote, unanimously carried, the Board approved the Consent Agenda, as presented.

ENGINEERING / CONSTRUCTION MATTERS

Planning, Design and Construction of Authority's Regional Transportation System and Related Matters: Mr. DeVito presented his report to the Board.

ARTA Project Status:

- The Aurora Highlands Parkway Phase 1: Utility and roadway infrastructure is complete from Main St. to Denali Blvd. and open to public traffic. East and westbound parkway paving is complete except for a section of eastbound at the ECCV Easement.
 - o ECCV Bypass: Due to slight delay in pipe procurement, a revised shut down period was negotiated with ECCV with a slight extension to March 15, 2023. As an addition to the revised agreement a Go/No Go date has been included that would allow ARTA/EECV to evaluate the pipeline progress prior to full cutover. JBS Pipeline is actively constructing the pipeline and as of February 20, 2023, JBS has completed 80% of the installation and should meet project target dates.
- E470 Interchange \$17M: Kiewit is progressing substructure work; Abutment 1 & 3 H-pilings complete and Pier 2 column foundation is under way. Relocation of the Toll Gantry is very visible with the new columns poured just south of new interchange.
 - o Prairie Water Line Relocation \$7.7M: JHL has passed final inspection of this line with the City of Aurora Water Department. Demolition and removal of 3000 ft. of old 60-inch pipe is down to just 200 linear ft. and project is in substantial completion status.

ARTA Projects Under Design:

- I-70 & Aerotropolis Parkway (formerly Harvest Rd) Interchange: Roadway and bridge designs for interchange plans are at 100% and are

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being submitted for review one last time by ARTA staff. Remaining items needed for advertisement is finalization of ROW agreements with property owners to the north and south side and finalization of IGA template.

- Aerotropolis Parkway (Harvest Rd) I-70 to 26th: Roadway and railroad structure design from I-70 Interchange to 26th are under way in full design. Railroad crossing structure type is being finalized and preliminary structure plans are being developed. Final railroad review/approval and utility relocations will be critical path for this phase. ARTA legal is in final review of Kerr McGee gas line relocate and XCEL overhead line relocation agreements needed at the UPPR/Smith road bridge. PUC approval of the proposed railroad grade separation occurred on July 27, 2022 and a Time Extension for filing final plans on/by December 31, 2023 was approved on December 9, 2022. A meeting is being scheduled with UPRR to discuss the benefits that this new crossing of the railroad does provide to the existing roadway network. City of Aurora review process is underway with final construction drawings being submitted in August 2023.

- Aerotropolis Parkway (Powhaton Rd) (26th-48th): Conceptual design completed with emphasis to look at intersection options that best connects 26th Ave, TAH Pkwy, Harvest Rd, and Powhaton Rd. We have narrowed the options down to two that we have completed a more in-depth comparison for presentation to the City. While waiting on this decision, we received comments from the City on the ISP submittal and are working on the second submittal of the ISP (60% design level) of the parkway from 32nd to 48th Avenues planned for the week of February 27, 2023. Coordination with Xcel Transmission and Western Midstream pipeline is ongoing. Anticipated final design completion is Spring 2023.

- The Aurora Highlands Parkway Phase 2: Continued coordination with adjacent development and 32nd Ave project. Completed ISP and City's 1st Review and working on regional detention pond design for recommended intersection layout with Aerotropolis Parkway south of 26th Ave ISP, plat map, drainage report, and CLOMR are being updated to reflect the regional pond. The linear park in the median is at 40% design. And 2nd ISP submittal is planned for week of March 6, 2023. Anticipated final design completion is Spring 2023.

- 26th Avenue (Main St to Aerotropolis Pkwy/Powhaton Rd): Working on the second submittal of the ISP (60% design level) of the roadway from Main Street to The Aurora Highlands Parkway and design for recommended intersection layout at Aerotropolis Pkwy. Coordinating with water quality pond on adjacent property to south of 26th. The second ISP submittal is planned for week of February 27, 2023. Anticipated final design completion is Spring 2023.

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- 48th Avenue (E470 to Aerotropolis Parkway): Completed the second submittal of the ISP (60% design). Coordinating with Windler Development design team for north half of 48th Ave from E470 to Harvest Rd, resolving comments with the City and will determine date of next submittal after meeting with City staff. Anticipated final design completion is Spring 2023.
- 38th Avenue: The project has been split into three phases (1. Piccadilly-Tibet; 2. Tibet-E470; 3. Odessa -Piccadilly) to expedite plan approval and facilitate potential construction (by others) of the now completed portion between Piccadilly and Tibet. Phase two final construction drawing plans have been submitted to City of Aurora and addressing comments. Phase three preliminary design plans are 90% complete with outstanding structural design items related to the First Creek crossing now escalated to City of Aurora management who have ongoing meeting set with City of Denver and other development work bringing First Creek under Picadilly.
- Monaghan Road (26th Ave to 48th Ave): Conceptual design has begun, and we received comments from the 1st ISP submittal. Submittals to the City for review and coordination with adjacent property owners are critical items. Anticipated final design completion is Winter 2024.
- 32nd /26th Avenue (Picadilly Rd to E-470): Conceptual and final design of this project has just been contracted and is expected to take 15 months for completion. Field work to collect topographic survey is beginning this month. Submittals to the City for review and coordination with adjacent property owners are critical items. Received permission to access the property to conduct survey, geotechnical and SUE investigations. Anticipated final design completion is Winter 2024.

Other: Mr. Riley provided an update for the Board regarding the progress of development in Green Valley Ranch East. Mr. Riley also noted that closings remain on track for home sales.

FINANCIAL MATTERS

Claims Payable: Chairman Hopper reviewed the January claims paid and the February claims payable report with the Board.

January Claims Paid: Following discussion, upon a motion duly made by Chairman Hopper, seconded by Secretary Gardner and, upon vote, unanimously carried, the Board ratified the January claims paid.

February Claims Payable Report: Following discussion, upon a motion duly made by Chairman Hopper, seconded by Secretary Gardner and, upon vote, unanimously carried, the Board approved the February claims.

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Project Costs Associated with the Authority's Regional Transportation System: Chairman Hopper reviewed the project costs with the Board. Following review, upon a motion duly made by Chairman Hopper, seconded by Director Bergan and, upon vote, unanimously carried, the Board ratified project costs associated with the Authority's Regional Transportation System.

Draw Requests: Chairman Hopper reviewed the Draw Requests below with the Board.

ARTA Draw Request No. 30 in the amount of \$8,125.14: Following discussion, upon a motion duly made by Chairman Hopper, seconded by Director Bergan and, upon vote, unanimously carried, the Board approved the ARTA Draw Request No. 30 in the amount of \$8,125.14.

AACMD Draw Request No. 31 in the amount of \$2,034,908.05: Following discussion, upon a motion duly made by Chairman Hopper, seconded by Director Bergan and, upon vote, unanimously carried, the Board approved the AACMD Draw Request No. 31 in the amount of \$2,034,908.05.

ARTA Draw Request No. 32 in the amount of \$24,084.12: Following discussion, upon a motion duly made by Chairman Hopper, seconded by Director Bergan and, upon vote, unanimously carried, the Board approved the ARTA Draw Request No. 32 in the amount of \$24,084.12.

AACMD Draw Request No. 33 in the amount of \$893,144.57: Following discussion, upon a motion duly made by Chairman Hopper, seconded by Director Bergan and, upon vote, unanimously carried, the Board approved the AACMD Draw Request No. 33 in the amount of \$893,144.57.

AACMD Draw Request No. 34 in the amount of \$1,170,779.42: Following discussion, upon a motion duly made by Chairman Hopper, seconded by Director Bergan and, upon vote, unanimously carried, the Board approved the AACMD Draw Request No. 34 in the amount of \$1,170,779.42.

ARTA Draw Request No. 35 in the amount of \$12,877.83: Following discussion, upon a motion duly made by Chairman Hopper, seconded by Director Bergan and, upon vote, unanimously carried, the Board approved the ARTA Draw Request No. 35 in the amount of \$12,877.83.

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AACMD Draw Request No. 36 in the amount of \$917,800.66:

Following discussion, upon a motion duly made by Chairman Hopper, seconded by Director Bergan and, upon vote, unanimously carried, the Board approved the AACMD Draw Request No. 36 in the amount of \$917,800.66.

December 31, 2022 Unaudited Financial Statements: Mr. Weaver reviewed the December 31, 2022 Unaudited Financial Statements with the Board. Following discussion, upon a motion duly made by Treasurer O’Dorisio, seconded by Director Bergan and, upon vote, unanimously carried, the Board accepted the December 31, 2022 Unaudited Financial Statements, as presented.

Other: None.

**MANAGER
MATTERS**

Authority Manager Report: Ms. Jones provided an update for the Board. No action was taken.

Future Meeting Schedule – Quarterly and/or Hybrid: The Board discussed the meeting schedule and determined to remove the regular meetings scheduled for the second Wednesday of each month. The Board and staff will endeavor to meet on a quarterly basis, however, the regular meetings scheduled for the fourth Wednesday of each month will remain on the calendars, in the event that Board action is necessary.

Website Expenditures: Ms. Jones reviewed the website expenditures incurred regarding the website transition, noting that over \$10,000 was accrued. Ms. Jones reported a majority of this was spent on content migration and written off by CLA, not charged to the Authority. No action was taken.

LEGAL MATTERS

Authority Legal Counsel Report: A report was not provided.

Contracts, Intergovernmental Agreements and Other Legal Arrangements Related to the Planning, Design and Construction of the Authority’s Regional Transportation System and Related Matters:

There was nothing additional to address.

**EXECUTIVE
SESSION**

An executive session was not needed.

OTHER BUSINESS

Next Regular Board Meeting: The Board confirmed a quorum for the next regular Board meeting.

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Other: Chairman Hopper reported to the Board that the Authority has received several inquiries regarding inclusions by neighboring projects. UMB Bank will run financial analytics by the May Board meeting and present options to the Board for possible inclusions.

ADJOURNMENT

As there were no further matters to discuss, the meeting was adjourned at 12:11 p.m. by Chairman Hopper.

Respectfully submitted,

DocuSigned by:

Curtis Gardner

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Secretary for the Meeting