

**MINUTES OF A MEETING OF
THE BOARD OF DIRECTORS OF THE
AEROTROPOLIS REGIONAL TRANSPORTATION AUTHORITY
HELD
October 17, 2018**

A meeting of the Board of Directors (the "Board") of the Aerotropolis Regional Transportation Authority (the "Authority") was held on Wednesday, October 17, 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

Also in attendance were:

Alisha Reis; Adams County
Jason Batchelor, Dan Brotzman and Michelle Gardner; City of Aurora
Melissa Buck; Ehlers
Bob Blodgett and Anna Jones; CliftonLarsonAllen LLP
Tom George; Spencer Fane LLP
MaryAnn McGeady; McGeady Becher P.C.
Rick Gonzales; Marchetti & Weaver, LLC
Todd Johnson; AACMD
Carla Ferreira; AACMD

1. Call to Order and Approve Agenda

Chairman Hopper called the meeting to order at 11:20 a.m.

2. Declaration of Quorum/Director Qualifications/Disclosure Matters

Chairman Hopper noted that a quorum was present. Upon a motion duly made by Vice-Chairman Gruber, seconded by Treasurer O'Dorisio, and upon vote unanimously carried, the Board excused the absence of Director Tedesco. No additional disclosures of potential conflicts of interest were made.

3. Approve Agenda

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

4. Public Comment

There were no public comments.

5. Administrative Matters

A. Review and Consider Approval of October 10, 2018 Special Meeting Minutes

The Board deferred consideration of the October 10, 2018 Special Meeting Minutes to the October 24, 2018 Special Meeting.

B. Other

None.

6. Financial Matters

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

Ms. McGeady reported the Aerotropolis Area Coordinating Metropolitan District met on October 16, 2018. The District's Board determined that the deadline for the District to receive a commitment from the RTA for the initial \$15 million and the permanent construction for \$199 million of regional improvements will be November 14, 2018 for the Districts' November 15, 2018 Board meeting. The District reported they cannot agree to continue with design and construction contracts beyond this date without assurance that there is a loan agreement with RTA.

Ms. McGeady reported the financial plans submitted to the RTA by DA Davidson yesterday include data points for housing values published by Metrostudy, Inc. The actual market study being done by Arland will not be completed until mid-December. Ms. McGeady and DA Davidson do not believe the assumptions regarding market value of the homes to be built in the future will materially change.

Ms. McGeady suggested that if the RTA desires to secure funding through the District, the RTA should consider providing a term sheet with the RTA's best offer so the District may evaluate it and determine if a loan agreement and commitment for the needed RTA funds can be reached.

Vice-Chairman Gruber stated there are a number of issues that are converging on this decision by RTA and the District: A PERT chart of the concurrent issues and timelines is needed: No. 1: oil and gas negotiations by the Aurora Highlands developer with Conoco and Extraction that have to be resolved for the project to move forward; No. 2: the AACMD funding for the adjacent improvements; No. 3: the financing plan and future projections regarding RTA funding; No. 4: the market study; No. 5: the funding pledge; No. 6: other funding to be provided by the City of Aurora up to approximately \$15 million; No. 7: the E-470 interchange negotiations and funding by the District or the RTA, and; No. 8: the schedule for all of these items to be completed.

Ms. McGeady stated there would not be an additional unsolicited proposal or other proposal from the District forthcoming at this time. The District is requesting the RTA's

term sheet for evaluation. Ms. Ferreira reported the Developer is proceeding urgently to resolve the oil and gas relocation issues so the project may move forward. Ms. McGeady stated that a long-term financing plan must also be in place for the District to proceed.

Treasurer O'Doriso asked why the RTA cannot work directly with the District's initially proposed lender as transparency is needed. Ms. McGeady reported the lender desires to work directly with the District instead of the RTA.

Vice-Chairman Gruber stated the first step is making progress on the initial \$15 million tranche at the lowest possible interest rate and moving forward cooperatively.

Ms. McGeady again reiterated that for the District and its lender to reconsider any possible loan for the regional improvements required by the RTA, the entire financing plan for the estimated \$199 million for RTA improvements needs to be in place.

The Board will further discuss these matters in Executive Session later in the meeting. They noted all of these issues must be addressed before an agreement can be reached between AACMD and the ARTA.

B. Consider Approval of September Claims

Mr. Gonzales reported all of the September claims have not yet been received. After discussion, the Board decided that all claims must be submitted by the 10th of each month for payment at the following meeting. Otherwise, they will wait for a future meeting or the following month.

C. Other

None.

7. Engineering/Construction Matters

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

B.
1. Discuss 60 Day Progress Report

Mr. Johnson reviewed his 60 Day Progress Report with the Board. He reported the District is also proceeding on the adjacent improvements design. He will supplement this report with a written update on the status of the adjacent improvements design.

B. Other

None.

8. Managers Matters

A. Other

None.

9. Legal Matters

- A. Discussion and Possible Action Concerning Regional Public Improvements Financing Options (possible executive session under C.R.S. 24-6-402(4)(e) to develop negotiating positions, strategy, or instruct negotiations concerning the same).

Upon a motion by Vice-Chairman Gruber, seconded by Treasurer O'Dorisio, and unanimously approved, the Board adjourned into executive session at 12:46 p.m. Upon a motion duly made by Secretary Johnston, second by Vice-Chairman Gruber, and unanimously approved, the Board adjourned out of executive session at 1:59 p.m. No action was taken.

10. Other Business

The Board decided to cancel the November 21, 2018 and December 26, 2018 Special Board meetings.

11. Adjournment

As there were no further matters to discuss, upon a motion duly made by Chairman Hopper, the Board adjourned the meeting at 2:00 p.m.

Respectfully submitted,



Secretary for the Meeting