

RECORD OF PROCEEDINGS

**MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
AEROTROPOLIS REGIONAL TRANSPORTATION AUTHORITY
HELD
August 10, 2018**

A regular meeting of the Board of Directors (the "Board") of the Aerotropolis Regional Transportation Authority (the "Authority") was held on Friday, August 10, 2018 at 11:00 a.m. at the Adams County Government Center, 4430 S. Adams County Parkway, Brighton, 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, Adams County
Bryan Ostler, Adams County
Adam Burg, Adams County
Heidi Miller, Adams County
Ray Gonzales, Adams County
Jason Batchelor, City of Aurora
Michelle Gardner, City of Aurora
Todd Johnson, Terra Forma Solutions
Carla Ferreira, AACMD
James Mann, Ehlers
Rick Gonzales, Marchetti & Weaver, LLC
Elisabeth Cortese, McGeady Becher
MaryAnn McGeady, McGeady Becher P.C.
Rick Kron, Spencer Fane LLP
Denise Denslow, CliftonLarsonAllen LLP

1. Call to Order and Approve Agenda

Chairman Hopper called the meeting to order at 11:21 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 presented.

2. Declaration of Quorum/Director Qualifications/Disclosure Matters

Mr. Kron noted that the structure of the quorum of the RTA is: two directors from the City, two directors from the County and one from the Metro District. It was noted there were no issues. Vice-Chairman Gruber inquired as to the timeline necessary for

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declaring an election. The Authority Board directed Mr. Kron to review the statute and advise if the election is necessary. The consulting teams are reviewing the proposal.

3. Public Comment

There were no public comments.

4. Administrative Matters

A. Review and Consider Approval of August 1, 2018 Meeting Minutes

After review, upon a motion duly made by Secretary Johnston, seconded by Vice-Chairman Gruber, and upon vote unanimously carried, the Board approved the August 1, 2018 minutes as presented.

B. Other

None.

5. Financial Items

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

Rick Gonzales stated there will be two bank accounts; one for checking and one money market underway. The final steps are to establish a PDPA number, which is underway and to submit signature cards. The UMB banking officer would like to visit the Board at the next meeting. UMB. The mailing address will be at CLA.

B. Status of Unsolicited Proposal

1. Results of August 8, 2018 Consultant Meeting
2. Next Steps

Mr. Kron reported on the meeting earlier in the week regarding the unsolicited proposal. Discussion items surrounding call dates, refunding, tranches and the 5 mill levy to be implemented by RTA. It appears that Gallagherization may not have been in the election questions. Discussion followed about potentially rerunning the election.

Jason Batchelor, with the City of Aurora, stated in the RTA statute that pertains to mill levies, it reads "up to 5 mills" and up to 1% of sales tax, so there may not be authority to Gallagherize. This issue needs to be resolved prior to the election.

C. Discuss Mini Unsolicited Proposal

Ms. McGeady noted the District is feeling the need to proceed expeditiously on the design. She reviewed the agreement and noted delivery dates of the design work. She described to the Board the process of a master service agreement with work task orders releasing the budget by phase. The purpose of this agreement is to implement the design work quickly. It does require annual appropriation and therefore is not to be considered a debt instrument.

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D. Other

6. Legal Matters

A. Review and Approve Reimbursement Agreement with the District

Ms. McGeady stated that the agreement identifies that there is a benefit to both parties to proceed imminently but since ARTA does not currently have the funds, the district would front the reimbursement. Ms. McGeady reviewed the term limits in "the proposed" agreement. She noted that the agreement does have a third party engineer certification requirement. The agreement stipulates that ARTA intends to pay annually, by appropriation, with bond proceeds.

Treasurer O'Dorisio asked about the 90 day reference in the agreement. Ms. McGeady stated that the budget in the agreement covers only what can be completed within 90 days. The scope task order described what design is to be completed. Any costs verified in excess of the budget will not be an obligation of ARTA to repay. Additional design would be by amendment.

Todd Johnson reported that the first phase of design work will ultimately cost approximately \$4 million. This is at complete design. Mr. Batchelor reported that there is benefit to the district to design and construct due to efficiencies that could be leveraged. The district will also be expending funds for this portion of the design work that will allow for complete design for that specific area, and recognizing pro rata share of each entity.

Vice-Chairman Gruber would like to see a dual track expenditure report showing the pro rata share for each. He also inquired about the interest rate of 9%. James Mann reported that this is intended to be short term money. The 90 days also gives the ARTA time to find funding sources. Mr. Mann described potential scenarios. Ms. McGeady stated that the City and/or County are parties to the agreement. She reported that this is a full loan at the time of issuance versus a draw on the \$150,000. The terms were discussed. Chairman Hopper inquired about the ability to pay the obligation early with no penalty for pre-payment. Discussion of construction ensued. Mr. Johnson noted grading will probably begin October/November which would be the lead on releasing approximately 1,000 lots. There could be home closings as early as the 4th quarter of 2019.

Director Tedesco noted that ARTA had requested the mini proposal and would like to vote on what has been presented. Treasurer O'Dorisio asked if the other options should be considered at the meeting next week in addition to this. Vice-Chairman Gruber stated that there is minimum financial risk if approved today. Discussion followed. The Board took a break from 12:18 p.m. to 12:33 p.m. After discussion, upon a motion duly made by Treasurer O'Dorisio, seconded by Secretary Johnston, with Chairman Hopper abstaining, and Director Tedesco opposing, the Board approved to continue this discussion to the next meeting.

Vice-Chairman Gruber asked for clarification on the interest rate. Ms. McGeady reported the interest is accrued from the date of issuance.

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7. Manager Items

- A. Set Budget Hearing for 2018 Budget on August 22, 2018 at 11:00 a.m.

The Board requested the hearing be held at 11:30 a.m., but that the meeting start at 11:00 a.m.

- B. Status of Insurance Policy – Colorado Special District Property and Liability Pool Proposal

Ms. Denslow updated the Board, noting that the IGA is underway.

- C. Status of Website

Dylan Monke is coordinating this with the County to get it up and running.

- D. Status of BoardPaq

CLA has done some training to get the packet preparation under way.

8. Other Business

Vice-Chairman Gruber noted the City will run a ballot issue in November SB-152 to address monopoly by Comcast/Infinity. This impacts ARTA due to the need to identify locations of conduit to carry fiber. Vice-Chairman Gruber will be on the Aurora Water tour August 29th and is not available on September 12th for meeting scheduling purposes.

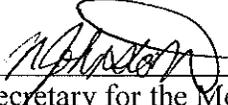
Mr. Batchelor noted an interchange at 30th and 470 will be added to the comp plan. It is now in 470's hand to review and approve.

Carla Ferreira noted the district received funding for \$350,000 to cover their portion of the administrative costs. The check will be available at the August 15th meeting.

9. Adjournment

As there were no further matters to discuss, upon a motion duly made by Treasurer Gruber, seconded by Secretary Johnston, and upon vote unanimously carried, the Board adjourned the meeting at 12:47p.m.

Respectfully submitted,


Secretary for the Meeting