

**MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF THE
AEROTROPOLIS REGIONAL TRANSPORTATION AUTHORITY
HELD
September 25, 2019**

A regular meeting of the Board of Directors (the "Board") of the Aerotropolis Regional Transportation Authority (the "Authority") was held on Wednesday, September 25, 2019 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
Steve O'Dorisio, Treasurer
Nicole Johnston, Secretary
Charles "Chaz" Tedesco, Director

Also in attendance were:

Bob Blodgett and Wesley LaVanchy; CliftonLarsonAllen LLP
Tom George; Spencer Fane LLP
Elisabeth Cortese and Todd Johnson; AACMD
Carla Ferreira; The Aurora Highlands
Rick Gonzales; Marchetti & Weaver
Jim Mann; Ehlers

1. Call to Order

Chairman Hopper called the meeting to order at 11:25 a.m.

2. Declaration of Quorum/Director Qualifications/Disclosure Matters

Chairman Hopper noted that a quorum was present.

3. Approve Agenda

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.

4. Public Comment

None.

5. Consent Agenda

A. Review and consider approval of August 21, 2019 Regular Meeting Minutes

Upon a motion duly made by Director Tedesco, seconded by Treasurer O'Doriso, with Vice-Chairman abstaining, 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 September 25, 2019 project status report with the Board.

Overall:

- Grading has commenced on 38th Avenue to make the major gas connection.
- Project monumentation is scheduled to be complete by end of November.
- Utility Infrastructure has started on all critical phases adjacent to residential areas.

- The Aurora Highlands Parkway: Design of horizontal, vertical and intersection geometry is occurring along with utility design. Documents are approximately 97%, plans are being reviewed by the City and MHFD. CLOMR is continuing to be reviewed by FEMA.
- 26th Avenue: Documents have been approved and construction is anticipated to commence in the next 20-30 days.
- E470 Interim Connection (right in/out): Construction is projected to be substantially complete by mid-October.
- E470 Full Interchange: The project team has met with E470 and COA teams to finalize design parameters and certain elements of the interchange have started preliminary design. The team is currently working with COA on the western ramps and existing Prairies waterline interface.
- I-70 Interchange: CDOT 1601 process is further progressing. Preliminary analysis and design are being performed and are projected to further progress over the next 30 days. Additional design is being coordinated with Xcel for the crossing of the railroad/Smith Road and Xcel overhead powerline. The team has met with COA to coordinate design parameters and is looking to finalize items over with COA, CDOT and FHA over the next 60 days. See also the attached presentation to COA.

Powhaton Interim Connection: CDOT 1601 process is further progressing. Preliminary analysis and design are being performed and are projected to further progress over the next 30 days.

- 38th Avenue: Design of horizontal, vertical and intersection geometry is occurring along with utility design. Documents are approximately 75% complete. 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. Design on the remaining portions is projected to further 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.

Mr. Johnson noted AACMD is working with property owners related to the future 38th Ave. widening west of E-470. Director O'Dorisio stated the authority should not spend a lot of time and money on this until the Board can discuss the relationship between the District, ARTA, the City of Aurora and the property owners related to future expenditures on 38th Ave. and the future regional drainage project required by Urban Drainage and Flood Control. He wants to ensure that future revenues from this project or future cost savings exceed the amount of time that may have to be spent on the project.

Mr. Johnson stated the District is moving full speed ahead regarding all the infrastructure required for the Aurora Highlands homebuilders. Ms. Ferreira noted that homebuilders are reluctant to commit for land purchases until the property is platted and they have some certainty related to the City of Aurora review process which is seemingly taking an inordinate amount of time.

Vice-Chairman Gruber noted that City Council has addressed this with City Management noting that the first review may have significant comments, second review fewer comments and the third review the fewest, if any, comments for final approval. That is the direction that the review process should be going for the Aurora Highlands infrastructure.

Ms. Ferreira stated Richmond Homes has moved forward in obtaining lot reservations. October 17th is a key date for City approval of the Aurora Highlands final plat. Other builders then will move forward immediately by the end of the year or May 2020 at the latest.

The Board directed Mr. Blodgett to contact Mr. Batchelor and request an update from the City on the development review process for Aurora Highlands at the October 23rd Board meeting. The Board also requested Ms. Ferreira provide an update on the Aurora Highlands builder sale and reservation process. These two items will be added to future Board meeting agendas once a month.

Director Tedesco asked that the information be provided in the board packet ahead of the meeting if at all possible.

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

This item will be addressed under financial matters.

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

No additional report.

7. Financial Matters

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

Mr. Gonzales reviewed the August 31, 2019 financial statements with the Board. After discussion, upon a motion duly made by Vice-Chairman Gruber, seconded by Treasurer O’Dorisio, and upon vote unanimously carried, the Board accepted the financial statements.

- B. Presentation, discussion and possible action on Claims Payable in the amount of \$15,500.80

Mr. Gonzales reviewed the 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 August claims totaling \$15,500.80.

- C. Review and consider approval of the 2018 Preliminary Draft Audit

Mr. Gonzales reviewed the 2018 Preliminary Draft Audit with the Board. Upon a motion duly made by Vice-Chairman Gruber, seconded by Secretary Johnston, and upon vote unanimously carried, the Board approved the 2018 Preliminary Draft Audit subject to final review comments from Mr. Gonzalez and Mr. George.

- D. Presentation, discussion and possible action on AACMD Draw Request(s)

Mr. Johnson reported the August draw request is \$605,531.53. This amount has been certified by Schedio as the ARTA share. The District share was approximately \$1.7 million.

Upon a motion duly made to vice-Chairman Gruber, seconded by Treasurer O’Dorisio, and upon vote unanimously carried, the Board approved the AACMD Draw Request.

- E. Status of Policy for Acceleration of Future Projects

Deferred to future meeting.

- F. Discuss status of AACMD anticipated draw schedule

Deferred until the discussion of the board remaining meeting schedule for 2019.

- G. Other

Mr. Mann reported that both Mr. Baldwin and Ms. Funk have recently left Citibank. Ms. Zare is now ARTA’s contact. The Board asked that Ms. Zare be invited to the October 23rd Board meeting to discuss her background and the new Citi team. Director Tedesco recommended that Citi first provide a presentation and then the Board can prepare additional questions as needed.

8. Manager Matters

- A. Authority Manager Report

No report.

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

None.

- C. Discussion and possible action concerning recorded meeting retention deadline.

After discussion, the Board decided to continue to record Board meetings and retain all recordings. This policy will be reviewed again in six months at a March 2020 Board meeting.

- D. Review AACMD Proposed Schedule for AACMD and ARTA meeting dates through December 31, 2019

After discussion, the Board decided to meet on the fourth Wednesday of each month with the following Wednesday being a backup date in order to timely review and approve AACMD draw requests. The Board will meet October 23rd at the City of Aurora. October 30th will be the backup date.

The November 6th and 13th Board meetings will be canceled. The Board will meet on November 20th in Adams County.

The December 4th and 11th Board meetings will be canceled. The Board will meet on December 18th at the City of Aurora.

- E. Other

None.

9. Legal Matters

- A. Authority Legal Counsel Report

In response to a question from Treasurer O'Dorisio, Mr. George reviewed the current statutory framework regarding CORA requests.

- 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.

None.

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10. 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 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 the addition of additional parties and/or property into ARTA, seconded by Secretary Johnston, and unanimously carried, the Board entered executive session at 12:35 p.m.

Upon a motion duly made by Treasurer O'Dorisio, seconded by Director Tedesco, the Board adjourned out of executive session at 1:28 p.m. No action was taken.

11. Other Business

None.

12. Adjournment

As there were no further matters to discuss, upon a motion duly made by Treasurer O'Dorisio, seconded by Vice-Chairman Gruber, and unanimously approved, the Board adjourned the meeting at 1:29 p.m.

Respectfully submitted,



Secretary