

## RECORD OF PROCEEDINGS

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MINUTES OF A REGULAR MEETING OF  
THE BOARD OF DIRECTORS OF THE  
AEROTROPOLIS REGIONAL TRANSPORTATION AUTHORITY  
HELD  
APRIL 26, 2023

A regular meeting of the Board of Directors (the “Board”) of the Aerotropolis Regional Transportation Authority (the “Authority”) was held on Wednesday, April 26, 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)  
Curtis Gardner, Secretary  
Steve O’Dorisio, Treasurer  
Steve Sundberg, Alternate Director

Director Francoise Bergan and Vice-Chairman Charles “Chaz” Tedesco, Vice-Chairman, were absent and excused.

#### 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 (in person) and David Center; AECOM  
Brian Rulla, Rachel Allen and Michelle Gardner; City of Aurora  
Jon Hoistad, Esq.; McGeady Becher P.C.  
Melissa Buck; UMB Bank  
Marc Osborne; Adams County  
Michael Baldwin; Jefferies LLC  
David Carro and Brandon Wyszynski; Oakwood Homes  
Jennifer Ivey; Icenogle Seaver Pogue, P.C.

### ADMINISTRATIVE MATTERS

**Call to Order:** Chairman Hopper called the meeting to order at 11:07 a.m. Upon a motion duly made, seconded and, upon vote, unanimously carried, the Board excused the absences of Vice-Chairman Tedesco and Director Bergan.

**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

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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 posting of meeting notices were confirmed.

The Board reviewed the agenda. Attorney George requested the addition of adding consideration of a waiver and consent regarding legal representation by Spencer Fane to Legal Matters. Following discussion, upon a motion duly made by Chairman Hopper, seconded by Treasurer O’Dorisio and, upon vote, unanimously carried, the Board approved the agenda, as amended.

**Public Comment:** There were no public comments.

**CONSENT AGENDA**

**Minutes of February 22, 2023 Regular Board Meeting:**

Chairman Hopper reviewed the Consent Agenda with the Board. Following discussion, upon a motion duly made by Chairman Hopper, seconded by Treasurer O’Dorisio 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. Discussion ensued.

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: JBS Pipeline completed the final tie in on March 10, 2023, and ECCV engineering completed inspections and accepted the system on March 23, 2023. Final restoration and top mat of SMA asphalt paving is all that remains and will be completed once temperatures allow.
- E470 Interchange \$17M: Kiewit is progressing substructure work; Abutment 1 & 3 MSE wall construction nearly complete and Pier 2 column and cap has been poured. Bridge girders are manufactured and will be set on May 15th. Communications teams from E470, Kiewit, and Timberline representing the ACCMD have been working on getting construction impact information out. Northbound off ramp retaining wall construction has begun and associated roadway widening grading is also

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nearing completion. Relocation of the north bound Toll Gantry is very visible with the new columns now ready for the Gantry Structure to be set.

### ARTA Projects Under Design:

- I-70 & Aerotropolis Parkway (formerly Harvest Rd) Interchange: Roadway and bridge designs for interchange plans are at 100% and are being submitted for review one last time by ARTA staff. Remaining items needed for advertisement remains to be the finalization of ROW agreements with property owners to the north and south side and finalization of the IGA template between CDOT, City of Aurora & ARTA. Regarding the TDM commitment from CDOT, we have now received for legal review the CDOT IGA for the \$2M transfer of funds.
- 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. The Structure type, for railroad crossing of the Union Pacific Railroad lines is being finalized and structure design 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 UPRR/Smith Road bridge. PUC approval of the proposed railroad grade separation occurred on 7/27/2022 and a Time Extension for filing final plans on/by December 31, 2023, was approved on 12-9-2022. The UPRR is being extremely difficult to coordinate a meeting with 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 Fall of 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 completed the second submittal of the ISP (60% design level) of the parkway from 32nd to 48th Avenues. Coordination with Xcel Transmission and Western Midstream pipeline is ongoing. Anticipated final design completion slips to Fall 2023.
- The Aurora Highlands Parkway Phase 2: Continued coordination with adjacent development and 32<sup>nd</sup> Ave project. Completed 2nd submittal of the ISP (60% design) 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. Anticipated final design completion also slips to Fall 2023.

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- 26th Avenue (Main St to Aerotropolis Pkwy/Powhaton Rd): Completed the third submittal of the ISP (60% design level) of the roadway from Main Street to The Aurora Highlands Parkway with an administrative decision date set for April 26th and working on design for recommended intersection layout at Aerotropolis Pkwy. Coordinating with water quality pond on adjacent property to south of 26th. Anticipated final design completion is now Summer 2023.
- 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 Summer 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 2 Tibet to E470 final construction drawing plans have been submitted to and returned from City of Aurora and addressing last round of comments. This phase is also waiting on a final CLMR approval from FEMA so that work can begin. Phase three final design work is being further broke out to look at now completing the south two lanes of 38th Ave from Himalaya to Odessa.
- 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.

### **Reimbursement Invoice from Green Valley Ranch East Metropolitan District No. 6 for the 38<sup>th</sup> Avenue (Picadilly to Tibet)**

**Project:** Chairman Hopper introduced the requested reimbursement to the Board. Attorney George reviewed the request with the Board, noting that the request is consistent with the process outlined in the project agreement with GVREMD No. 6 and the costs have been reviewed and certified. Following discussion, upon a motion duly made by Chairman Hopper, seconded by Treasurer O'Dorisio and, upon vote, unanimously carried, the Board approved the reimbursement request from Green

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Valley Ranch East Metropolitan District No. 6 for the 38<sup>th</sup> Avenue (Picadilly to Tibet Project).

### FINANCIAL MATTERS

**Claims Payable:** Chairman Hopper reviewed the March claims paid and the April claims payable report with the Board.

**March Claims Paid:** Following discussion, upon a motion duly made by Chairman Hopper, seconded by Treasurer O’Dorisio and, upon vote, unanimously carried, the Board ratified approval of the March claims paid.

**April Claims Payable Report:** Following discussion, upon a motion duly made by Chairman Hopper, seconded by Treasurer O’Dorisio and, upon vote, unanimously carried, the Board approved the April claims payable.

**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 Treasurer O’Dorisio 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. Mr. Weaver provided additional information for the Board.

**ARTA Draw Request No. 037 in the amount of \$17,079.76:** Following discussion, upon a motion duly made by Chairman Hopper, seconded by Treasurer O’Dorisio and, upon vote, unanimously carried, the Board approved the ARTA Draw Request No. 037 in the amount of \$17,079.76.

**AACMD Draw Request No. 038 in the amount of \$624,048.38:** Following discussion, upon a motion duly made by Chairman Hopper, seconded by Treasurer O’Dorisio and, upon vote, unanimously carried, the Board approved the AACMD Draw Request No. 038 in the amount of \$624,048.38.

**ARTA Draw Request No. 039 in the amount of \$27,095.35:** Following discussion, upon a motion duly made by Chairman Hopper, seconded by Treasurer O’Dorisio and, upon vote, unanimously carried, the Board approved the ARTA Draw Request No. 039 in the amount of \$27,095.35.

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**AACMD Draw Request No. 040 in the amount of \$0.00:** Mr. Weaver discussed with the Board the need for this Draw Request in the amount of \$0.00 in order to document funds reallocated among projects and provided additional background. Following discussion, upon a motion duly made by Chairman Hopper, seconded by Treasurer O’Dorisio and, upon vote, unanimously carried, the Board approved the AACMD Draw Request No. 040 in the amount of \$0.00 and directed Marchetti & Weaver LLC to provide an explanatory memo regarding this Draw Request to include with the file.

**March 31, 2023 Unaudited Financial Statements:** Mr. Weaver reviewed the March 31, 2023 Unaudited Financial Statements with the Board. Following discussion, upon a motion duly made by Treasurer O’Dorisio, seconded by Secretary Gardner and, upon vote, unanimously carried, the Board accepted the March 31, 2023 Unaudited Financial Statements, as presented.

### **MANAGER MATTERS**

**Authority Manager Report:** None.

### **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:**

**Resolution of Necessity for Eminent Domain Proceedings (48<sup>th</sup> Avenue and 26<sup>th</sup> Avenue):** Attorney George presented the resolution to the Board. Following discussion, upon a motion duly made by Chairman Hopper, seconded by Treasurer O’Dorisio and, upon vote, unanimously carried, the Board approved the Resolution of Necessity for Eminent Domain Proceedings (48<sup>th</sup> Avenue and 26<sup>th</sup> Avenue) as presented.

**First Amendment, Assignment and Novation to Project Funding and Construction Agreement with Green Valley Ranch East Metropolitan District No. 6 and Second Creek Ranch Metropolitan District, or other modification, and authorize completion and execution of same; Waiver and Consent Regarding Legal Representation by Spencer Fane LLP:** Attorney George presented the requested waiver and consent to the Board, noting that one of his partners, but not him individually, was asked to represent Green Valley Ranch East Metropolitan District No. 6 in its negotiations with Second Creek Ranch Metropolitan District, which lead to the need for the requested First

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Amendment, Assignment and Novation. Mr. George further explained that his firm is requesting both ARTA and Green Valley Ranch East Metropolitan District No. 6 provide a waiver and consent limited only to the proposed First Amendment, Assignment and Novation due to the unique circumstances and the parties involved. Following discussion, upon a motion duly made by Chairman Hopper, seconded by Treasurer O’Dorisio and, upon vote, unanimously carried, the Board approved the waiver and provided consent regarding legal representation by Spencer Fane LLP as described in the waiver and consent letter and authorized Mr. Hopper to execute the same.

Attorney George presented the First Amendment, Assignment and Novation to the Board. Following discussion, upon a motion duly made by Chairman Hopper, seconded by Treasurer O’Dorisio and, upon vote, unanimously carried, the Board approved the First Amendment, Assignment and Novation to Project Funding and Construction Agreement with Green Valley Ranch East Metropolitan District No. 6 and Second Creek Ranch Metropolitan District, in substantially the form presented and subject to final review by the Board President and legal counsel, and authorized completion and execution of the same.

**Potential Inclusions:** This item was not discussed.

### **EXECUTIVE SESSION**

Following discussion, upon a motion duly made by Secretary Gardner, seconded by Director Sundberg and, upon vote, unanimously carried, the Board entered into executive session pursuant to Section 24-6-402(4)(b) for the purposes of conferring with legal counsel on specific legal question and receiving legal advice related to the proposed Resolution of Necessity for Eminent Domain Proceedings (48th Avenue and 26th Avenue) and the proposed First Amendment to GVREMD No. 6 Project IGA at 11:52 a.m.

Following discussion, upon a motion duly made by Chairman Hopper, seconded by Treasurer O’Dorisio and, upon vote, unanimously carried, the Board exited from executive session at 12:31 p.m.

### **OTHER BUSINESS**

**Next Regular Board Meeting:** The Board determined to hold the next regular meeting on July 26, 2023.

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### ADJOURNMENT

As there were no further matters to come before the Board at this time and, upon a motion duly made by Director Gardner, seconded by Director O'Dorisio and, upon vote, unanimously carried, the meeting was adjourned at 12:34 p.m.

Respectfully submitted,

DocuSigned by:

*Curtis Gardner*

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Secretary for the Meeting