

AEROTROPOLIS REGIONAL TRANSPORTATION AUTHORITY
SPECIAL BOARD MEETING AGENDA
MEETING VIA MICROSOFT TEAMS

***NOTE: given current events and current advice and directives from local, state and federal jurisdictions related to COVID-19, this meeting is being held by teleconference and virtual meeting only. Board members, consultants and members of the public may participate by teleconference or by computer/tablet by utilizing the following information: URL link:**

https://teams.microsoft.com/l/meetup-join/19%3ameeting_ZjVINmM3NDEtYmZmYi00MGMwLTlkY2QtMjQwYjdhZTE3N2I1%40tthead.v2/0?context=%7b%22Tid%22%3a%224aaa468e-93ba-4ee3-ab9f-6a247aa3ade0%22%2c%22Oid%22%3a%2278e91a46-bdcc-4fe5-980c-8ff3dcc70755%22%7d

Or call in (audio only)

[+1 720-547-5281](tel:+17205475281) United States, Denver
 Phone Conference ID: 415 129 76#

CliftonLarsonAllen LLP
 8390 E. Crescent Parkway, Suite 300
 Greenwood Village, CO 80111

Board of Directors:

Matthew Hopper, Chairman
 Dave Gruber, Vice-Chair
 Nicole Johnston, Secretary
 Steve O’Dorisio, Treasurer
 Charles “Chaz” Tedesco, Director

Date: November 11, 2020
Time: 11:00 a.m.
Place: VIA Microsoft Teams

1. CALL TO ORDER
2. DECLARATION OF QUORUM/DIRECTOR QUALIFICATIONS/DISCLOSURE MATTERS
3. APPROVE AGENDA
4. PUBLIC COMMENT and/or GUESTS
 Members of the public may express their views to the Board on matters that affect the Authority, Comments will be limited to three (3) minutes. Please sign in.

5. CONSENT AGENDA

Consent Agenda - The items listed below are a group of items to be acted on with a single motion and vote by the Board. The Board has received the information on these matters prior to the meeting. An item may be removed from the consent agenda to the regular agenda, if desired, by any Board member. Items on the consent agenda are then voted on by a single motion, second, and vote by the Board.

- A. Review and consider approval of October 28, 2020 Special Meeting Minutes. (enclosed)

6. ENGINEERING/CONSTRUCTION MATTERS

- A. Progress Report from AACMD regarding the design and construction of the Authority Regional Transportation System, and discussion and possible action concerning the same. (to be distributed) – Tony Devito
- B. Aurora Highlands Development Update – Carla Ferreira
- C. City of Aurora Development Review Update – Jason Batchelor

7. FINANCIAL MATTERS

- A. Continued Discussion of the Draft 2021 Budget. (enclosed) – Rick Gonzales
- B. 2021 Budget Schedule
 - 1. December 2 Board Meeting – Approve 2021 Budget
 - 2. December 15 - mill levy certification deadline.
- C. Update on 2021 Bond Issue Schedule

8. MANAGER MATTERS

- A. Authority Manager Report
 - 1. Discuss District Manager Transition
- B. Discussion and possible action concerning matters presented by Authority Manager.
- C. Other

9. LEGAL MATTERS

- A. Authority Legal Counsel report
- 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.
- C. Discussion and possible action to approve resolution including Green Valley Ranch East (GVRE) Property into the ARTA boundaries.

- D. Discussion and possible action to approve resolution including Aurora Technology and Energy Corridor (ATEC) Property into the ARTA boundaries.

10. OTHER BUSINESS

- A. Confirm Quorum for December 2, 2020 and December 22, 2020 Special Meetings.

11. 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).

12. ADJOURNMENT

Aerotropolis Regional Transportation Authority

Agenda – November 11, 2020

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2020 SCHEDULED BOARD MEETINGS – 11:00 A.M.**Adams County Government Center****City of Aurora****Virtual Meetings****JANUARY**

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**MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
AEROTROPOLIS REGIONAL TRANSPORTATION AUTHORITY
HELD
October 28, 2020**

A special meeting of the Board of Directors (the “Board”) of the Aerotropolis Regional Transportation Authority (the “Authority”) was held on Wednesday, October 28, 2020 at 11:00 a.m. at CliftonLarsonAllen LLP, 8390 E. Crescent Parkway, Suite 300, Greenwood Village, Colorado. Due to the current events and advice from local, state and federal jurisdictions related to COVID-19, this meeting was held via Microsoft Teams.

Attendance: In attendance were:

Bob Blodgett; CliftonLarsonAllen LLP

In attendance **via Microsoft Teams** were Board members:

Matthew Hopper, Chairman
David Gruber, Vice Chairman
Steve O’Dorisio, Treasurer
Nicole Johnston, Secretary
Charles “Chaz” Tedesco, Director

Also in attendance **via Microsoft Teams** were:

Lisa Johnson; CliftonLarsonAllen LLP
Tom George and Nicole Detweiler; Spencer Fane LLP
Jim Mann and Melissa Buck; Ehlers
Rick Gonzales; Marchetti & Weaver
Tony Devito; AECOM
Michelle Gardner; City of Aurora
Mark Osborne; Adams County
Jon Hoistad; AACMD
Michael Baldwin; Jefferies Company
Kerry Kiley; Stream Realty

1. Call to Order

Chairman Hopper called the meeting to order at 11:10 a.m.

2. Declaration of Quorum/Director Qualifications/Disclosure Matters

Chairman Hopper noted that a quorum was present. Mr. George noted that disclosures have been filed.

3. Approve Agenda

Upon a motion duly made by Treasurer O'Dorisio, seconded by Vice Chairman Gruber, 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 October 14, 2020 Special Meeting Minutes
- B. Approve 2021 property and liability insurance policy - \$1,565
- C. Information Items

After discussion, upon a motion duly made by Vice Chairman Gruber, seconded by Director Tedesco, and upon vote unanimously carried, the Board approved the Consent Agenda.

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 the same.

Mr. Devito provided a verbal project status update.

Chairman Hopper stated the written project report for September is not yet available. It will be provided at the November 11th Board meeting. The October report will be provided at the December 2nd Special Board meeting and the Board will be back on track with reports presented at the 4th Wednesday ARTA meeting in the future. AACMD has moved its monthly Board meeting to the 4th Monday of each month which has complicated reporting deadlines for the ARTA meeting.

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

Chairman Hopper reviewed the Schedio Group, LLC report with the Board.

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

Nothing was presented.

- D. City of Aurora Development Update– Jason Batchelor

Mr. Batchelor was not in attendance and no report was presented.

- E. Aurora Highlands Development Update– Carla Ferreira

Ms. Ferreira was not in attendance and no report was presented.

7. Financial Matters

- A. Public Hearing on Proposed 2020 budget Amendment (if needed); Public Hearing on Proposed 2021 Budget
 - 1. Continued discussion of 2021 budget
 - 2. December 15 – Mill Levy Certified

Chairman Hopper opened a combined public hearing on the proposed 2020 amended budget and 2021 budget. There were no public comments. Chairman Hopper closed the public hearing.

Mr. Gonzales reviewed the proposed 2021 General Fund, Debt Service Fund and Capital Project Fund budgets with the Board. No action was taken by the Board, and budget approval was deferred to the November meeting.

No action was taken on the 2020 amended budget, and this item was deferred to the November meeting for approval.

- B. Discuss status of AACMD anticipated draw schedule.

The Board deferred this matter.

- C. Presentation, discussion and possible action concerning September 30, 2020 financial statements

Mr. Gonzales reviewed the September 30, 2020 financial statements with the Board. After discussion, upon a motion duly made by Vice Chairman Gruber, seconded by Secretary Johnston, and upon vote unanimously carried, the Board accepted the September 30, 2020 financial statements.

- D. Presentation, discussion and possible action on September Claims Payable in the amount of \$19,612.87

Mr. Gonzales reviewed the September claims with the Board. After discussion, upon a motion duly made by Treasurer O'Dorisio, seconded by Secretary Johnston, and upon vote unanimously carried, the Board approved the September claims in the amount of \$19,612.87.

- B. Presentation, discussion and possible action on AACMD Draw Requests(s) - \$TBD

Mr. Gonzales Draw Request No. 17 with the Board. After discussion, upon a motion duly made by Treasurer O'Dorisio, seconded by Secretary Johnston, and upon vote unanimously carried, the Board approved Draw Request No. 17 in the amount of \$1,295,085.33.

8. Manager Matters

- A. Authority Manager Report

Mr. Blodgett gave an update on the Board's desire to have breakout room capabilities through Microsoft Teams. CLA's IT Department advised Ms. Johnson that this option is not yet available through the Microsoft Teams Software. Mr. Blodgett offered an option to have another consultant who uses Zoom host the meetings until Microsoft Teams software offers the breakout room option. The Board discussed the option and determined to continue using Microsoft Teams for virtual meetings and utilizing a separate invitation for executive session attendance until Microsoft Teams offers breakout rooms.

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

No report.

- C. Other

None.

9. Legal Matters

- A. Authority Legal Counsel Report

There was nothing additional to report.

- 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.

No discussion.

- C. Discussion and possible action to approve resolution including Green Valley Ranch East (GVRE) Property into the ARTA boundaries.

The Board deferred this item to a future Board meeting.

- D. Discussion and possible action to approve resolution including Aurora Technology and Energy Corridor (ATEC) Property into the ARTA boundaries

This item was deferred to a future Board meeting.

10. Other Business

- A. Confirm Quorum for November 11, 2020 and November 25, 2020 Regular Meetings

The Board confirmed quorum for the November 11, 2020 regular meeting, cancelled the November 25, 2020 regular meeting, scheduled a special meeting on December 2, 2020 at 11:00 a.m., cancelled the December 9, 2020 regular meeting, scheduled a special meeting on December 22, 2020 at 11:00 a.m. and cancelled the December 23, 2020 regular meeting.

11. EXECUTIVE SESSION

Upon a motion duly made by Chairman Hopper, seconded by Vice Chairman Gruber and upon a vote, unanimously carried, the Board entered into executive session pursuant to Section 24-6-402(4)(e), C.R.S., to determine positions relative to matters that may be subject to negotiations, develop strategy for negotiations, and instructing negotiators on matters related to the financing of the Authority's Regional Transportation System at 11:57 a.m.

Chairman Hopper adjourned the executive session at 1:29 p.m.

No action was taken.

12. Adjournment

Aerotropolis Regional Transportation Authority
October 28, 2020 Minutes

As there were no further matters to discuss, upon a motion duly made by Chairman Hopper, the Board adjourned the meeting at 1:30 p.m.

Respectfully submitted,

Secretary

AEROTROPOLIS REGIONAL TRANSPORTATION AUTHORITY
Statement of Revenues, Expenditures, & Changes In Fund Balance
Modified Accrual Basis For the Period Indicated

Print Date: 11/06/20

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	2019 Audited Actual	2020 Adopted Budget	2020 Forecast	YTD Thru 09/30/20 Actual	2021 Preliminary Budget	2021 Budget Notes/Assumptions
PROPERTY TAXES						
Assessed Valuation	775,940	2,249,110	2,249,110		1,873,240	Unofficial Preliminary AV
Mill Levies						
Authority Mill Levy	5.000	5.000	5.000		5.000	Maximum allowed not subject to Gallagher Adjustment
50% of 22.793 County General Fund Property Tax	11.320	11.397	11.397		11.397	assumes no mill levy change from prior year
100% of County Road and Bridge Fund Tax	1.300	1.300	1.300		1.300	assumes no mill levy change from prior year
Total	17.620	17.697	17.697		17.697	
Property Tax Revenue - Authority	\$ 3,880	\$ 11,246	\$ 11,246		\$ 9,366	AV * Mill Levy / 1,000
Property Tax Revenue - County General Tax	\$ 8,784	\$ 25,633	\$ 25,633		\$ 21,348	AV * Levy / 1,000
Property Tax Revenue - Road and Bridge Tax	\$ 1,009	\$ 2,924	\$ 2,924		\$ 2,435	AV * Levy / 1,000
Total Property Tax Revenues *	\$ 13,672	\$ 39,802	\$ 39,802		\$ 33,150	
DEVELOPMENT REVENUES						
City Transportation Impact Fee Per SFR-Detached		\$ 612	\$ 612	\$ 612.00	\$ 666.75	
Use Tax (35% of Market Value)						
Total City Use Tax Rate		3.75%	3.75%	3.75%	3.75%	Assumes no change from prior year
Less: 0.25% Dedicated to Police & Detention		-0.25%	-0.25%	-0.25%	-0.25%	Assumes no change from prior year
Net Use Tax to Authority		3.50%	3.50%	3.50%	3.50%	
Estimated Single Family Residential Housing Permits		95	45	11	142	From Series 2019 Financial Plan
Estimated Market Value Per SFR		\$ 442,445	\$ 442,445			
Estimated City Transportation Impact Fee Revenue		\$ 58,140	\$ 27,540	3,672	\$ 244,872	From Series 2019 Financial Plan
Estimated City Use Tax Revenue		\$ 514,895	\$ 243,898	76,260	\$ 2,603,598	From Series 2019 Financial Plan

AEROTROPOLIS REGIONAL TRANSPORTATION AUTHORITY
Statement of Revenues, Expenditures, & Changes In Fund Balance
Modified Accrual Basis For the Period Indicated

Print Date: 11/06/20

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	2019 Audited Actual	2020 Adopted Budget	2020 Forecast	YTD Thru 09/30/20 Actual	2021 Preliminary Budget	2021 Budget Notes/Assumptions
GENERAL FUND						
REVENUE						
Contribution - Adams County	-	-	-	-	-	
Contribution - City of Aurora	-	-	-	-	-	
Contribution - District	-	-	-	-	-	
Interest income	11,688	3,500	3,500	2,341	250	
Other income	-	-	-	-	-	
TOTAL REVENUE	11,688	3,500	3,500	2,341	250	
EXPENDITURES						
Administration						Assumes continued inclusion activity & meeting frequency
Accounting	36,788	40,000	40,000	28,693	40,000	
Legal	91,563	25,000	35,000	23,473	45,000	based on 2020 forecast
Management	100,993	75,000	80,526	60,395	75,000	
Financial advisor	44,638	17,100	35,000	22,338	35,000	based on 2020 forecast
Audit	5,800	8,100	9,500	9,500	9,975	
BoardPaq fees	2,988	-	-	-	-	
Board of Directors Meeting Expenses	-	2,400	2,400	54	2,400	
Insurance, bonds & SDA dues	2,883	3,100	2,589	2,589	2,718	D&O Liability; SDA dues.
Bank Fees	456	600	1,200	746	1,200	Bank and Bill.com fees
Website	4,815	100	400	400	400	Domain Hosting
Miscellaneous	-	500	500	-	500	e.g. publication expenses
Contingency	-	8,600	8,600	-	10,610	
TOTAL EXPENDITURES	290,924	180,500	215,715	148,186	222,803	
REVENUE OVER / (UNDER) EXPENDITURES	(279,236)	(177,000)	(212,215)	(145,845)	(222,553)	
OTHER SOURCES / (USES)						
Transfer to / (from) Other Funds	-	-	-	-	-	
Transfer In- 1% of Debt Service Fund Revenues	740	6,100	3,100	1,202	28,821	1% of taxes and fees for operations
TOTAL OTHER SOURCES / (USES)	740	6,100	3,100	1,202	28,821	
CHANGE IN FUND BALANCE	(278,496)	(170,900)	(209,115)	(144,643)	(193,732)	
BEGINNING FUND BALANCE	754,122	472,500	475,626	475,626	266,511	
ENDING FUND BALANCE	475,626	301,600	266,511	330,983	72,778	
COMPONENTS OF FUND BALANCE						
TABOR emergency reserve	8,800	5,500	6,500	6,500	6,684	3% of operating expenses
Non-Spendable	2,026	-	-	-	-	
Unassigned	464,800	296,100	260,011	324,483	266,511	
TOTAL ENDING FUND BALANCE	475,626	301,600	266,511	330,983	273,195	
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AEROTROPOLIS REGIONAL TRANSPORTATION AUTHORITY
Statement of Revenues, Expenditures, & Changes In Fund Balance
Modified Accrual Basis For the Period Indicated

Print Date: 11/06/20

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	2019 Audited Actual	2020 Adopted Budget	2020 Forecast	YTD Thru 09/30/20 Actual	2021 Preliminary Budget	2021 Budget Notes/Assumptions
DEBT SERVICE FUND						
REVENUE						
Property taxes	3,880	11,246	11,246	11,246	9,366	AV * Mill Levy / 1,000
Specific ownership taxes	287	562	804	536	468	5% of property tax collections
City of Aurora Use Tax	34,798	514,895	243,898	76,260	2,603,598	From Series 2019 Financial Plan
City of Aurora Transportation Impact Fee	-	58,140	27,540	3,672	244,872	From Series 2019 Financial Plan
Adams County General Fund Ppty Tax (50%)	8,232	25,633	25,633	25,605	21,348	50% of County General Fund Property Tax
Adams Co. Road & Bridge Fund Ppty Tax (100%)	650	2,924	2,924	2,920	2,435	100% of County Road and Bridge Fund Tax
Interest income	26,133	6,000	13,961	13,248	-	
Other income	-	-	-	-	-	
TOTAL REVENUE	73,980	619,400	326,005	133,487	2,882,088	
EXPENDITURES						
Treasurer's fees	58	200	200	169	140	1.5% of ARTA Property Taxes
Paying agent / trustee fees	-	2,000	2,000	2,000	2,000	
IGA Loan Interest	50,417	-	-	-	-	
IGA Loan Principal	1,696,478	-	-	-	-	
Bond Interest-1st Tranche-Series 2019	415,271	964,500	964,500	482,250	964,500	
Bond Principal-1st Tranche-Series 2019	-	-	-	-	-	
Bond Interest-2nd Tranche	-	1,532,580	-	-	-	
Bond Principal-2nd Tranche	-	-	-	-	-	
Bond Issuance Costs	615,240	1,112,500	60,000	37,025	-	
Miscellaneous	-	-	-	-	3,000	
TOTAL EXPENDITURES	2,777,464	3,611,780	1,026,700	521,443	969,640	
REVENUE OVER / (UNDER) EXPENDITURES	(2,703,484)	(2,992,380)	(700,695)	(387,957)	1,912,448	
OTHER SOURCES / (USES)						
Bond proceeds	19,290,000	51,086,000	-	-	-	2021 bond proceeds to be determined based on projects
Bond Premium	298,223	-	-	-	-	
Transfer (to) / from Other Funds	(13,625,057)	(44,500,000)	-	-	-	
Transfer (Out)- 1% of revenues to Gen Fund	(740)	(6,100)	(3,100)	(1,202)	(28,821)	1% of 'Exhibit E' revenue defined in Establishing Agrmnt.
Transfer (to) Capital Fund	-	-	-	-	-	
TOTAL OTHER SOURCES / (USES)	5,962,427	6,579,900	(3,100)	(1,202)	(28,821)	
CHANGE IN FUND BALANCE	3,258,943	3,587,520	(703,795)	(389,159)	1,883,627	
BEGINNING FUND BALANCE	-	3,277,181	3,258,943	3,258,943	2,555,147	
ENDING FUND BALANCE	3,258,943	6,864,701	2,555,147	2,869,784	4,438,774	
COMPONENTS OF FUND BALANCE						
Debt Services Reserve Fund	1,266,038	1,263,101	1,263,101	1,257,821	1,257,505	
Capitalized Interest Fund	1,945,856	4,916,798	981,356	1,471,513	-	
Bond Issuance Costs Fund	-	-	-	-	-	
Bond Surplus/Payment Fund	47,049	684,802	310,690	140,450	3,181,269	
TOTAL FUND BALANCE	3,258,943	6,864,701	2,555,147	2,869,784	4,438,774	
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No assurance is provided on these financial statements;
substantially all disclosures required by GAAP omitted.

AEROTROPOLIS REGIONAL TRANSPORTATION AUTHORITY
Statement of Revenues, Expenditures, & Changes In Fund Balance
Modified Accrual Basis For the Period Indicated

Print Date: 11/06/20

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	2019 Audited Actual	2020 Adopted Budget	2020 Forecast	YTD Thru 09/30/20 Actual	2021 Preliminary Budget	2021 Budget Notes/Assumptions
CAPITAL FUND						
REVENUE						
Interest income	93,663	50,000	45,000	42,408	-	
Other income	-	-	-	-	-	
TOTAL REVENUE	93,663	50,000	45,000	42,408	-	
EXPENDITURES						
Capital Outlay (Per Phasing Plan)						Based on Exh D of Establishing Agrmnt. No new projects. Expenditures based on Aug 26 engineer's report
A- 48th Ave- E470 to Gun Club	-	-	-	-	-	
B- 48th Ave- Gun Club to Harvest	-	-	-	-	-	
C- 48th Ave- Harvest to Powhatan	-	-	-	-	-	
D- 38th Ave- Himalaya to E470 North Lanes	317,567	7,985,201	100,000	95,357	282,948	
E- 38th Ave- Himalaya to E470 South Lanes	320,259	7,985,201	100,000	92,986	282,948	
F- TAH Parkway- E470 to Main Street	(38,133)	3,416,394	844,171	376,226	2,732,748	
G- TAH Parkway- Main Street to Aura Blvd	383,023	2,524,369	4,585,000	2,025,972	827,338	
H- TAH Parkway- Aura Blvd to Powhatan	-	-	-	-	-	
I- 26th Ave- E470 to Main Street	50,445	811,083	700,000	612,786	247,316	
J- 26th Ave- Main Street to Harvest	-	-	-	-	-	
K- 26th Ave- Harvest to Powhatan	-	-	-	-	-	
L- Powhatan- I-70 to 26th	-	-	50,000	23,577	-	
M- Powhatan- 26th to 48th	-	-	-	-	-	
N- Powhatan- 48th to 56th	-	-	-	-	-	
O- E470/38th Interchange	2,781,880	23,218,770	1,355,949	1,355,949	1,216,000	
P- HM/PR/I-70 Interchange	642,531	2,241,293	415,000	331,380	1,067,452	
Q- Powhatan/I-70 Interchange	166,494	5,774,764	323,452	197,083	1,824,000	\$1.2MM added in 2021 per Exh D. Phasing Plan
R- Picadilly Interchange	-	-	-	-	-	
Capital To Be Certified	-	-	-	-	-	
Capital - Administrative	16,161	72,000	72,000	18,490	50,000	
Miscellaneous	-	-	-	-	-	
TOTAL EXPENDITURES	4,640,226	54,029,074	8,545,572	5,129,806	8,530,750	
REVENUE OVER / (UNDER) EXPENDITURES	(4,546,563)	(53,979,074)	(8,500,572)	(5,087,398)	(8,530,750)	
OTHER SOURCES / (USES)						
Loan Proceeds	1,161,404	-	-	-	-	
Transfers (to)/from Debt Fund	13,625,057	44,500,000	-	-	-	
TOTAL OTHER SOURCES / (USES)	14,786,461	44,500,000	-	-	-	
CHANGE IN FUND BALANCE	10,239,898	(9,479,074)	(8,500,572)	(5,087,398)	(8,530,750)	
BEGINNING FUND BALANCE	-	9,715,600	10,239,898	10,239,898	1,739,326	
ENDING FUND BALANCE	10,239,898	236,526	1,739,326	5,152,500	(6,791,424)	
	=	=		=		

No assurance is provided on these financial statements;
substantially all disclosures required by GAAP omitted.

**THE FOLLOWING ARE POST PACKET ITEMS:
ITEMS THAT WERE DISTRIBUTED AT THE MEETING
AND NOT IN THE ORIGINAL PACKET**

**APPENDIX A
(TO CONTINUING DISCLOSURE AGREEMENT)**

FORM OF QUARTERLY REPORT OF THE AUTHORITY

**\$19,290,000
AEROTROPOLIS REGIONAL TRANSPORTATION AUTHORITY
SPECIAL REVENUE BONDS
Series 2019**

Date of Report November 11, 2020 for Quarter ending September 30, 2020

All capitalized terms used and not otherwise defined in this report shall have the respective meanings assigned in the Continuing Disclosure Agreement ("**Agreement**") entered into as of June 1, 2019, by and among the Aerotropolis Regional Transportation Authority (the "**Authority**"), Aurora Highlands, LLC, a Nevada limited liability company ("**Developer**"), and BOKF, N.A, Denver, Colorado, as trustee (the "**Trustee**") for the above captioned bonds (the "**Bonds**") or the Limited Offering Memorandum prepared in connection with the offer and sale of the Bonds dated as of June 12, 2019. Unless otherwise stated, all information contained herein is the most current information available as of the Date of Report specified above and is provided with respect to development within the boundaries of the Authority.

Section 1. Development Permit Activity in the Development. *To be updated each quarter for so long as required under Section 5 of the Agreement. The Authority shall use reasonable efforts to complete this Section 2 to the extent of information available from public resources. If specific data is not available, the Authority is to use reasonable efforts to provide data similar in nature, to the extent publicly available.*

(a) **Building Permits.** State the number of building permits that have been issued by the City of Aurora, Colorado (the "**City**") for property within the Development: (i) since the date of the last Quarterly Report, and (ii) since the commencement of development in the Development (i.e., the total number of building permits issued). (i) 9 residential (ii) 15 residential.

(b) **Certificates of Occupancy.** Provide the number of certificates of occupancy that have been issued by the City for property within the Development (i) since the date of the last Quarterly Report, and (ii) since the commencement of development in the Development (i.e., the total number of certificates of occupancy issued). (i) none (ii) none.

Section 2. Fund Balances [based upon information received by the Authority from the Trustee with respect to the fund balances]. The amount on deposit in each of the following funds, as of the end of the calendar quarter for which this Quarterly Report is provided, is as set forth below.

- (a) The amount on deposit in the Project Fund is \$5,250,709.03;
- (b) the amount on deposit in the Bond Fund for the Bonds is \$1,483,070.86 including \$1,471,513.37 on deposit in the Capitalized Interest Account;
- (c) the amount on deposit in the Surplus Fund for the Bonds is \$0.00; and

(d) the amount on deposit in the Reserve Fund for the Bonds is \$1,257,820.53

Section 3. Authorized Denominations. The Bonds are presently outstanding in Authorized Denominations (as defined in the Indenture) of:

X \$100,000 and any integral multiple of \$1,000 in excess thereof; or
___ \$5,000 or integral multiples thereof, as permitted by the Indenture.

Section 4. Attached Quarterly Authority Financial Information. Quarterly information listed below need not be included for the fourth quarter of each year if such information is included in the annual information set forth in Section 7 below. The following information for which the appropriate box is checked is attached to this Quarterly Report:

X Unaudited quarterly financial statements for the Authority for the period ending September 30, 2020.

X Year-to-date actual budget, compared with adopted budget for the Authority's General Fund and Debt Service Fund as of September 30, 2020.

Section 5. Attached Annual Authority Financial Information. Each of the annual information items set forth below must be provided only once each year. Audited Financial Statements shall be provided with, and no later than, the appropriate Quarterly Report. The following information for which the appropriate box is checked is attached to this Quarterly Report:

X Audited Financial Statements of the Authority for the year ending 12/31/2019
(Must be provided with the September 30 Quarterly Report).

___ Unaudited annual financial statements of the Authority for the year ending _____
(Must be provided with the March 31 Quarterly Report of the immediately succeeding year).

___ Annual budget of the Authority for fiscal year YYYY. Such annual budget has been adopted by the Board of Directors of the Authority. (Must be provided with the December 31 Quarterly Report).

The information contained in this Quarterly Report has been obtained from sources that are deemed to be reliable but is not guaranteed as to accuracy or completeness. The information contained in this Quarterly Report is neither intended nor shall be construed as a document updating the Limited Offering Memorandum for the Bonds and is neither intended to, nor shall it be, used by the Owners or Beneficial Owners of the Bonds for the purpose of making a subsequent investment decision with respect to the Bonds.

Receipt of this Quarterly Report by any person or entity shall create no obligation or liability of the Authority.

[Signature/Certification on Following Page]

The undersigned hereby certifies that he/she is an authorized representative of the Authority and further certifies that the information contained in the foregoing Quarterly Report is, to the best of his/her knowledge, true, accurate and complete. This Quarterly Report may be executed below on counterpart signature pages.

AEROTROPOLIS REGIONAL
TRANSPORTATION AUTHORITY

By: -----
Authorized Representative

[Signature/Certification Page to Quarterly Report]

AEROTROPOLIS REGIONAL TRANSPORTATION AUTHORITY
Statement of Net Position
September 30, 2020

	General Fund	Debt Service Fund	Capital Fund	Fixed Assets & LTD	TOTAL ALL FUNDS
ASSETS					
CASH					
UMB Bank Checking	101,178				101,178
Colotrust	375,134				375,134
BOK - Series 2019 - Project Fund			5,250,709		5,250,709
BOK - Series 2019 - Bond Fund		11,557			11,557
BOK - Series 2019 - Capitalized Interest		1,471,513			1,471,513
BOK - Series 2019 - Reserve		1,257,821			1,257,821
BOK - Series 2019 - Cost of Issuance		-			-
Pooled Cash	(94,242)	128,892	(34,650)		-
TOTAL CASH	382,070	2,869,784	5,216,059	-	8,467,912
OTHER CURRENT ASSETS					
Due From County Treasurer					-
Accounts Receivable	-	-			-
Property Taxes Receivable		0			0
Prepaid Expense	-				-
TOTAL OTHER CURRENT ASSETS	-	0	-	-	0
FIXED ASSETS					
Capital Assets				5,175,300	5,175,300
Accumulated Depreciation					-
TOTAL FIXED ASSETS	-	-	-	5,175,300	5,175,300
TOTAL ASSETS	382,070	2,869,784	5,216,059	5,175,300	13,643,212
LIABILITIES & DEFERED INFLOWS					
CURRENT LIABILITIES					
Accounts Payable	51,087				51,087
Accrued Liabilities	-		63,558		63,558
Allowance for Use Tax Refund	-	-			-
TOTAL CURRENT LIABILITIES	51,087	-	63,558	-	114,646
DEFERRED INFLOWS					
Deferred Property Taxes	-	0			0
TOTAL DEFERRED INFLOWS	-	0	-	-	0
LONG-TERM LIABILITIES					
Due to Coordinating District				-	-
Accrued Interest - Coordinating District				-	-
Bonds - Series 2019				19,290,000	19,290,000
Accrued Interest - Series 2019 Bonds				80,375	80,375
Bond Premium - Series 2019				289,186	289,186
TOTAL LONG-TERM LIABILITIES	-	-	-	19,659,561	19,659,561
TOTAL LIAB & DEF INFLOWS	51,087	0	63,558	19,659,561	19,774,207
NET POSITION					
Net Investment in Capital Assets				5,175,300	5,175,300
Amount to be Provided for Debt				(19,659,561)	(19,659,561)
Fund Balance- Restricted	6,500	2,869,784	5,152,500		8,028,784
Fund Balance- Non-Spendable	-				-
Fund Balance- Unassigned	324,483				324,483
TOTAL NET POSITION	330,983	2,869,784	5,152,500	(14,484,262)	(6,130,995)

No assurance is provided on these financial statements;
substantially all disclosures required by GAAP omitted.

AEROTROPOLIS REGIONAL TRANSPORTATION AUTHORITY
Statement of Revenues, Expenditures, & Changes In Fund Balance
Modified Accrual Basis For the Period Indicated

Print Date: 10/13/20 10/23/2020

	2019 Audited Actual	2020 Adopted Budget	Variance Positive (Negative)	2020 Forecast	YTD Thru 09/30/20 Actual	YTD Thru 09/30/20 Budget	Variance Positive (Negative)	2021 Preliminary Budget
PROPERTY TAXES								
Assessed Valuation	775,940	2,249,110	-	2,249,110				1,873,240
Mill Levies								
Authority Mill Levy	5.000	5.000	-	5.000				5.000
50% of 22.793 County General Fund Property Tax	11.320	11.397	-	11.397				11.397
100% of County Road and Bridge Fund Tax	1.300	1.300	-	1.300				1.300
Total	17.620	17.697	-	17.697				17.697
Property Tax Revenue - Authority	\$ 3,880	\$ 11,246	-	\$ 11,246				\$ 9,366
Property Tax Revenue - County General Tax	\$ 8,784	\$ 25,633	-	\$ 25,633				\$ 21,348
Property Tax Revenue - Road and Bridge Tax	\$ 1,009	\$ 2,924		\$ 2,924				\$ 2,435
Total Property Tax Revenues *	\$ 13,672	\$ 39,802	-	\$ 39,802				\$ 33,150
DEVELOPMENT REVENUES								
City Transportation Impact Fee Per SFR-Detached		\$ 612	-	\$ 612	\$ 612.00	\$ 612.00	-	\$ 666.75
Use Tax (35% of Market Value)								
Total City Use Tax Rate		3.75%	-	3.75%	3.75%	3.75%	-	3.75%
Less: 0.25% Dedicated to Police & Detention		-0.25%	-	-0.25%	-0.25%	-0.25%	-	-0.25%
Net Use Tax to Authority		3.50%	-	3.50%	3.50%	3.50%	-	3.50%
Estimated Single Family Residential Housing Permits		95	(50)	45	11	72	(61)	142
Estimated Market Value Per SFR		\$ 442,445	-	\$ 442,445				
Estimated City Transportation Impact Fee Revenue		\$ 58,140	(30,600)	\$ 27,540	3,672	44,064	(40,392)	\$ 244,872
Estimated City Use Tax Revenue		\$ 514,895	270,998	\$ 243,898	76,260	390,236	(313,976)	\$ 2,603,598

AEROTROPOLIS REGIONAL TRANSPORTATION AUTHORITY
Statement of Revenues, Expenditures, & Changes In Fund Balance
Modified Accrual Basis For the Period Indicated

Print Date: 10/13/20 10/23/2020

	2019 Audited Actual	2020 Adopted Budget	Variance Positive (Negative)	2020 Forecast	YTD Thru 09/30/20 Actual	YTD Thru 09/30/20 Budget	Variance Positive (Negative)	2021 Preliminary Budget
GENERAL FUND								
REVENUE								
Contribution - Adams County	-	-	-	-	-	-	-	-
Contribution - City of Aurora	-	-	-	-	-	-	-	-
Contribution - District	-	-	-	-	-	-	-	-
Interest income	11,688	3,500	-	3,500	2,341	2,625	(284)	250
Other income	-	-	-	-	-	-	-	-
TOTAL REVENUE	11,688	3,500	-	3,500	2,341	2,625	(284)	250
EXPENDITURES								
Administration								
Accounting	36,788	40,000	-	40,000	28,693	30,000	1,307	40,000
Legal	91,563	25,000	(10,000)	35,000	23,473	18,750	(4,723)	45,000
Management	100,993	75,000	(5,526)	80,526	60,395	56,250	(4,145)	75,000
Financial advisor	44,638	17,100	(17,900)	35,000	22,338	12,825	(9,513)	55,000
Audit	5,800	8,100	(1,400)	9,500	9,500	8,100	(1,400)	9,975
BoardPaq fees	2,988	-	-	-	-	-	-	-
Board of Directors Meeting Expenses	-	2,400	-	2,400	54	1,800	1,746	2,400
Insurance, bonds & SDA dues	2,883	3,100	511	2,589	2,589	3,100	511	2,718
Bank Fees	456	600	(600)	1,200	746	450	(296)	1,200
Website	4,815	100	(300)	400	400	100	(300)	400
Miscellaneous	-	500	-	500	-	375	375	500
Contingency	-	8,600	-	8,600	-	-	-	11,610
TOTAL EXPENDITURES	290,924	180,500	(35,215)	215,715	148,186	131,750	(16,436)	243,803
REVENUE OVER / (UNDER) EXPENDITURES	(279,236)	(177,000)	(35,215)	(212,215)	(145,845)	(129,125)	(16,720)	(243,553)
OTHER SOURCES / (USES)								
Transfer to / (from) Other Funds	-	-	-	-	-	-	-	-
Transfer In- 1% of Debt Service Fund Revenues	740	6,100	(3,000)	3,100	1,202	4,745	(3,542)	28,821
TOTAL OTHER SOURCES / (USES)	740	6,100	(3,000)	3,100	1,202	4,745	(3,542)	28,821
CHANGE IN FUND BALANCE	(278,496)	(170,900)	(38,215)	(209,115)	(144,643)	(124,380)	(20,262)	(214,732)
BEGINNING FUND BALANCE	754,122	472,500	3,126	475,626	475,626	472,500	3,126	266,511
ENDING FUND BALANCE	475,626	301,600	(35,089)	266,511	330,983	348,120	(17,137)	51,778
COMPONENTS OF FUND BALANCE								
TABOR emergency reserve	8,800	5,500	1,000	6,500	6,500	5,500	1,000	7,314
Non-Spendable	2,026	-	-	-	-	-	-	-
Unassigned	464,800	296,100	(36,089)	260,011	324,483	342,620	(18,137)	266,511
TOTAL ENDING FUND BALANCE	475,626	301,600	(35,089)	266,511	330,983	348,120	(17,137)	273,825
	=	=	=	=	=	=	=	

No assurance is provided on these financial statements;
substantially all disclosures required by GAAP omitted.

AEROTROPOLIS REGIONAL TRANSPORTATION AUTHORITY
Statement of Revenues, Expenditures, & Changes In Fund Balance
Modified Accrual Basis For the Period Indicated

Print Date: 10/13/20 10/23/2020

	2019 Audited Actual	2020 Adopted Budget	Variance Positive (Negative)	2020 Forecast	YTD Thru 09/30/20 Actual	YTD Thru 09/30/20 Budget	Variance Positive (Negative)	2021 Preliminary Budget
DEBT SERVICE FUND								
REVENUE								
Property taxes	3,880	11,246	-	11,246	11,246	11,246	-	9,366
Specific ownership taxes	287	562	241	804	536	375	161	468
City of Aurora Use Tax	34,798	514,895	(270,998)	243,898	76,260	390,236	(313,976)	2,603,598
City of Aurora Transportation Impact Fee	-	58,140	(30,600)	27,540	3,672	44,064	(40,392)	244,872
Adams County General Fund Ppty Tax (50%)	8,232	25,633	-	25,633	25,605	25,633	(28)	21,348
Adams Co. Road & Bridge Fund Ppty Tax (100%)	650	2,924	-	2,924	2,920	2,924	(4)	2,435
Interest income	26,133	6,000	7,961	13,961	13,248	4,500	8,748	-
Other income	-	-	-	-	-	-	-	-
TOTAL REVENUE	73,980	619,400	(293,395)	326,005	133,487	478,978	(345,491)	2,882,088
EXPENDITURES								
Treasurer's fees	58	200	-	200	169	169	-	140
Paying agent / trustee fees	-	2,000	-	2,000	2,000	2,000	-	2,000
IGA Loan Interest	50,417	-	-	-	-	-	-	-
IGA Loan Principal	1,696,478	-	-	-	-	-	-	-
Bond Interest-1st Tranche-Series 2019	415,271	964,500	-	964,500	482,250	482,250	-	964,500
Bond Principal-1st Tranche-Series 2019	-	-	-	-	-	-	-	-
Bond Interest-2nd Tranche	-	1,532,580	1,532,580	-	-	-	-	-
Bond Principal-2nd Tranche	-	-	-	-	-	-	-	-
Bond Issuance Costs	615,240	1,112,500	1,052,500	60,000	37,025	-	(37,025)	-
Miscellaneous	-	-	-	-	-	-	-	3,000
TOTAL EXPENDITURES	2,777,464	3,611,780	2,585,080	1,026,700	521,443	484,419	(37,025)	969,640
REVENUE OVER / (UNDER) EXPENDITURES	(2,703,484)	(2,992,380)	2,291,685	(700,695)	(387,957)	(5,441)	(382,516)	1,912,448
OTHER SOURCES / (USES)								
Bond proceeds	19,290,000	51,086,000	(51,086,000)	-	-	-	-	-
Bond Premium	298,223	-	-	-	-	-	-	-
Transfer (to) / from Other Funds	(13,625,057)	(44,500,000)	44,500,000	-	-	-	-	-
Transfer (Out)- 1% of revenues to Gen Fund	(740)	(6,100)	3,000	(3,100)	(1,202)	(4,745)	3,542	(28,821)
Transfer (to) Capital Fund	-	-	-	-	-	-	-	-
TOTAL OTHER SOURCES / (USES)	5,962,427	6,579,900	(6,583,000)	(3,100)	(1,202)	(4,745)	3,542	(28,821)
CHANGE IN FUND BALANCE	3,258,943	3,587,520	(4,291,315)	(703,795)	(389,159)	(10,186)	(378,973)	1,883,627
BEGINNING FUND BALANCE	-	3,277,181	(18,239)	3,258,943	3,258,943	3,277,181	(18,239)	2,555,147
ENDING FUND BALANCE	3,258,943	6,864,701	(4,309,554)	2,555,147	2,869,784	3,266,995	(397,212)	4,438,774
COMPONENTS OF FUND BALANCE								
Debt Services Reserve Fund	1,266,038	1,263,101	-	1,263,101	1,257,821	1,263,101	(5,280)	1,257,505
Capitalized Interest Fund	1,945,856	4,916,798	(3,935,442)	981,356	1,471,513	1,468,106	3,408	-
Bond Issuance Costs Fund	-	-	-	-	-	-	-	-
Bond Surplus/Payment Fund	47,049	684,802	(374,112)	310,690	140,450	535,789	(395,339)	3,181,269
TOTAL FUND BALANCE	3,258,943	6,864,701	(4,309,554)	2,555,147	2,869,784	3,266,995	(397,212)	4,438,774
	=	=	=	=	=	=	=	=

No assurance is provided on these financial statements;
substantially all disclosures required by GAAP omitted.

AEROTROPOLIS REGIONAL TRANSPORTATION AUTHORITY
Statement of Revenues, Expenditures, & Changes In Fund Balance
Modified Accrual Basis For the Period Indicated

Print Date: 10/13/20 10/23/2020

	2019 Audited Actual	2020 Adopted Budget	Variance Positive (Negative)	2020 Forecast	YTD Thru 09/30/20 Actual	YTD Thru 09/30/20 Budget	Variance Positive (Negative)	2021 Preliminary Budget
CAPITAL FUND								
REVENUE								
Interest income	93,663	50,000	(5,000)	45,000	42,408	37,500	4,908	-
Other income	-	-	-	-	-	-	-	-
TOTAL REVENUE	93,663	50,000	(5,000)	45,000	42,408	37,500	4,908	-
EXPENDITURES								
Capital Outlay (Per Phasing Plan)								
A- 48th Ave- E470 to Gun Club	-	-	-	-	-	-	-	-
B- 48th Ave- Gun Club to Harvest	-	-	-	-	-	-	-	-
C- 48th Ave- Harvest to Powhatan	-	-	-	-	-	-	-	-
D- 38th Ave- Himalaya to E470 North Lanes	317,567	7,985,201	7,885,201	100,000	95,357	125,000	29,643	282,948
E- 38th Ave- Himalaya to E470 South Lanes	320,259	7,985,201	7,885,201	100,000	92,986	125,000	32,014	282,948
F- TAH Parkway- E470 to Main Street	(38,133)	3,416,394	2,572,223	844,171	376,226	750,000	373,774	2,732,748
G- TAH Parkway- Main Street to Aura Blvd	383,023	2,524,369	(2,060,631)	4,585,000	2,025,972	1,450,000	(575,972)	827,338
H- TAH Parkway- Aura Blvd to Powhatan	-	-	-	-	-	-	-	-
I- 26th Ave- E470 to Main Street	50,445	811,083	111,083	700,000	612,786	760,000	147,214	247,316
J- 26th Ave- Main Street to Harvest	-	-	-	-	-	-	-	-
K- 26th Ave- Harvest to Powhatan	-	-	-	-	-	-	-	-
L- Powhatan- I-70 to 26th	-	-	(50,000)	50,000	23,577	-	(23,577)	-
M- Powhatan- 26th to 48th	-	-	-	-	-	-	-	-
N- Powhatan- 48th to 56th	-	-	-	-	-	-	-	-
O- E470/38th Interchange	2,781,880	23,218,770	21,862,821	1,355,949	1,355,949	1,500,000	144,051	1,216,000
P- HM/PR/I-70 Interchange	642,531	2,241,293	1,826,293	415,000	331,380	950,000	618,620	1,067,452
Q- Powhatan/I-70 Interchange	166,494	5,774,764	5,451,312	323,452	197,083	270,000	72,917	1,824,000
R- Picadilly Interchange	-	-	-	-	-	-	-	-
Capital To Be Certified	-	-	-	-	-	-	-	-
Capital - Administrative	16,161	72,000	-	72,000	18,490	54,000	35,510	50,000
Miscellaneous	-	-	-	-	-	-	-	-
TOTAL EXPENDITURES	4,640,226	54,029,074	45,483,502	8,545,572	5,129,806	5,984,000	854,194	8,530,750
REVENUE OVER / (UNDER) EXPENDITURES	(4,546,563)	(53,979,074)	45,478,502	(8,500,572)	(5,087,398)	(5,946,500)	859,102	(8,530,750)
OTHER SOURCES / (USES)								
Loan Proceeds	1,161,404	-	-	-	-	-	-	-
Transfers (to)/from Debt Fund	13,625,057	44,500,000	(44,500,000)	-	-	-	-	-
TOTAL OTHER SOURCES / (USES)	14,786,461	44,500,000	(44,500,000)	-	-	-	-	-
CHANGE IN FUND BALANCE	10,239,898	(9,479,074)	978,502	(8,500,572)	(5,087,398)	(5,946,500)	859,102	(8,530,750)
BEGINNING FUND BALANCE	-	9,715,600	524,298	10,239,898	10,239,898	9,715,600	524,298	1,739,326
ENDING FUND BALANCE	10,239,898	236,526	1,502,801	1,739,326	5,152,500	3,769,100	1,383,400	(6,791,424)
	=	=	=		=	=	=	

No assurance is provided on these financial statements;
substantially all disclosures required by GAAP omitted.

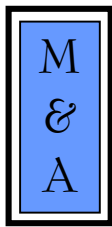
Aerotropolis Regional Transportation Authority

**Financial Statements
December 31, 2019**

**Aerotropolis Regional Transportation Authority
Financial Statements
December 31, 2019**

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McMAHAN AND ASSOCIATES, L.L.C.

Certified Public Accountants and Consultants

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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors Aerotropolis Regional Transportation Authority

We have audited the accompanying financial statements of the governmental activities and each fund of the Aerotropolis Regional Transportation Authority (the "Authority"), as of and for the year ended December 31, 2019, which collectively comprise the Authority's basic financial statements as listed in the table of contents, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express opinions on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and each fund of the Aerotropolis Regional Transportation Authority as of December 31, 2019, and the respective changes in financial position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Member: American Institute of Certified Public Accountants

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Other Matters

Accounting principles generally accepted in the United States of America require that the Management's Discussion and Analysis in Section B be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the Management's Discussion and Analysis in Section B in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

The budgetary schedule for the General Fund in section E is not a required part of the basic financial statements but is supplementary information required by accounting principles generally accepted in the United States of America. The budgetary comparison information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statement or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the Authority's financial statements as a whole. The budgetary schedules found in Section F are presented for purposes of additional analysis and are not a required part of the financial statements. The budgetary schedules are the responsibility of management and were derived from and relate directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.



**McMahan and Associates, L.L.C.
July 23, 2020**

MANAGEMENT'S DISCUSSION & ANALYSIS

Aerotropolis Regional Transportation Authority

Management's Discussion and Analysis

December 31, 2019

As management of Aerotropolis Regional Transportation Authority ("ARTA or "Authority"), we offer readers of the Authority's annual audited financial statements this narrative overview and analysis of the financial activities of the Authority for the fiscal year ended December 31, 2019.

Overview of the Financial Statements

This discussion and analysis is intended to serve as an introduction to the Authority's basic financial statements. The Authority's basic financial statements are comprised of three components: 1) government-wide financial statements; 2) fund financial statements; and 3) notes to the financial statements.

Government-wide financial statements: The government-wide financial statements are designed to provide readers with a broad overview of the Authority's finances, in a manner similar to a private-sector business. Normally, the government-wide financial statements present a current year to prior year comparison to help users evaluate the results of the Authority over the past two years.

The Statement of Net Position presents information on all of the Authority's assets, deferred outflows, liabilities, and deferred inflows, with the difference between them reported as net position. Over time, increases or decreases in net position may serve as a useful indicator of whether the financial position of the Authority is improving or deteriorating.

The Statement of Activities presents information showing how the Authority's net position changed during the most recent fiscal year. All changes in net position are reported as soon as the underlying event giving rise to the change occurs, regardless of the timing of related cash flows. Thus, revenues and expenses are reported in this statement for some items that will only result in cash flows in future fiscal periods.

Fund financial statements: A fund is a grouping of related accounts that is used to maintain control over resources that have been segregated for specific activities or objectives. The Authority, like other state and local governments, uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements. The Authority utilized three governmental funds for 2019; the General Fund, Debt Service Fund, and Capital Projects Fund.

Governmental funds: Governmental funds are used to account for essentially the same functions reported as governmental activities in the government-wide financial statements. However, unlike the government-wide financial statements, governmental fund financial statements focus on near-term inflows and outflows of spendable resources, as well as on balances of spendable resources available at the end of the fiscal year. Such information may be useful in evaluating a government's near-term financing requirements.

Because the focus of governmental funds is narrower than that of the government-wide financial statements, it is useful to compare the information presented for governmental funds with similar information presented for governmental activities in the government-wide financial statements. By doing so, readers may better understand the long-term impact of the government's near-term financing decisions.

The combined government-wide and fund financial statements are on pages C1 and C2 of this report. A reconciliation to facilitate a comparison between governmental funds and governmental activities is shown in Note II of the Notes to the Financial Statements on page D6 of this report.

The Authority adopts an annual appropriated budget for each of its governmental funds. Budgetary comparisons for the General Fund is provided on page E1, for the Debt Service Fund on page F1 and for the Capital Fund on page F2.

Notes to the Financial Statements: The notes provide additional information that is essential to a full understanding of the data provided in the government-wide and fund financial statements. The Notes to the Financial Statements can be found starting on page D1 of this report.

Government-wide Financial Analysis: The following table shows a condensed statement of net position as of December 31, 2019 compared with net position as of December 31, 2018.

**Aerotropolis Regional Transportation Authority
Net Position**

	Governmental Activities	
	2019	2018
Assets:		
Cash and cash equivalents	\$ 187,508	1,602
Investments	13,022,475	804,137
Property tax receivable	11,246	3,880
Other current assets	1,259,026	218
Capital assets, net of accumulated depreciation	5,175,300	535,074
Total Assets	19,655,555	1,344,911
Liabilities:		
Current	96,026	57,534
Long-term	20,058,077	535,074
Total Liabilities	20,154,103	592,608
Deferred Inflows of Resources:		
Deferred property tax revenue	11,246	3,880
Total Deferred Inflows of Resources	11,246	3,880
Net Position:		
Restricted	13,507,569	31,624
Unrestricted	(14,017,363)	716,799
Total Net Position	\$ (509,794)	748,423

At the end of the current fiscal year, the Authority has a negative net position which results from the liability for long-term debt related to the Special Revenue Bonds, Series 2019.

The change in net position for the years ended December 31, 2019 and December 31, 2018 is summarized in the following table:

**Aerotropolis Regional Transportation Authority
Change in Net Position**

	Governmental Activities	
	2019	2018
Revenues:		
Property taxes	\$ 12,762	-
Other taxes	35,085	-
Member contributions	-	1,050,000
Net investment income	131,485	4,137
Other revenues	-	-
Total Revenues	179,332	1,054,137
Expenses:		
General government	290,982	300,015
Debt service interest	531,327	5,699
Total Expenses	822,309	305,714
Other Financing Sources (Uses):		
Bond issuance cost	(615,240)	-
Total Other Financing Sources (Uses)	(615,240)	-
Change in Net Position	(1,258,217)	748,423
Net Position - Beginning	748,423	-
Net Position - Ending	\$ (509,794)	748,423

The Authority has a negative net position because of cost of debt issuance expenditures made in 2019.

Financial Analysis of the Authority's Funds

As mentioned earlier, the Authority uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements.

Governmental funds: The focus of the Authority's governmental funds is to provide information on near-term inflows, outflows, and balances of spendable resources. Such information is useful in assessing the Authority's financing requirements. In particular, the unrestricted fund balance may serve as a useful measure of a government's net resources available for spending at the end of the fiscal year.

General Fund expenditures were \$290,924 compared with \$300,015 in 2018. Expenditures are comprised primarily of professional fees for management, accounting, and legal services. These costs were funded primarily by the member contributions made in 2018.

Debt Service Fund expenditures were \$16,403,261 and were comprised primarily of the repayment of advances from the Aerotropolis Area Coordinating Metropolitan District ("AACMD") in the amount of \$2,162,166, cost of bond issuance expenses of \$615,240 and the transfer to the Capital Fund of \$13,625,057. Expenditures were funded by proceeds from the Special Revenue Bonds, Series 2019, issued in June of 2019.

Capital Fund expenditures were \$4,640,226 compared to \$535,074 in 2018. Expenditures are for the design and construction of ARTA Phase 1 Improvements. These costs were funded with bond proceeds from the Special Revenue Bonds, Series 2019, issued in June 2019.

As of the end of 2019, the Authority's governmental funds reported an ending fund balance of \$13,974,467 comprised primarily of \$10,239,898 of capital projects funds remaining to fund construction of Phase 1 Improvements and \$3,258,943 restricted for future debt service expenditures.

Budget variances: The General Fund ending fund balance finished the year \$97,555 ahead of budget. Expenditures were less than budget primarily because of fewer periodic meetings that resulted in reduced expenditures for consultants. A budget to actual schedule for the General Fund can be found on page E1 of this report.

The Debt Service Fund ending fund balance finished the year \$629,023 less than budgeted. The negative variance is attributable to significantly less revenue than budgeted. Revenue was less than budgeted because building permits issued were less than anticipated resulting in less than budgeted use tax and impact fee revenue. A budget to actual schedule for the Debt Service Fund can be found as part of the supplementary information on page F1 of this report.

The Capital Projects Fund ending fund balance finished the year \$10,239,898 greater than budgeted as capital expenditures were significantly less than was budgeted. A budget to actual schedule for the Capital Fund can be found as part of the supplementary information on page F2 of this report.

Capital assets: The Authority's total net capital assets were \$5,175,300 at the end of 2019. This amount represents total capital expenditures for Phase 1 Improvements. There was no depreciation expense as the assets are not yet placed in service and are therefore considered construction in progress. Additional information as well as a detailed classification of the Authority's net capital assets can be found in the Notes to the Financial Statements on page D12 of this report.

Long-term debt: During 2019 the Authority issued Special Revenue Bonds, Series 2019, in the amount of \$19,290,000. Bond proceeds were used to repay advances from AACMD, pay issuance costs, fund interest reserves, and fund Phase 1 Improvement Costs. Additional information of the Authority's long-term debt can be found in the Notes to the Financial Statements beginning on page D12 of this report.

Request for Information: This financial report is designed to provide a general overview of the Authority's finances for all those with an interest in the government's finances. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to the Aerotropolis Regional Transportation Authority, c/o Marchetti & Weaver, LLC, 245 Century Circle, Suite 103, Louisville, CO 80027, (720) 210-9137.

FINANCIAL STATEMENTS

Aerotropolis Regional Transportation Authority
Balance Sheet/
Statement of Net Position
December 31, 2019

	Balance Sheet					
	General Fund	Debt Service Fund	Capital Projects Fund	Total	Adjustments	Statement of Net Position
Assets:						
Cash and cash equivalents	187,484	24	-	187,508	-	187,508
Investments	301,767	2,001,919	10,718,789	13,022,475	-	13,022,475
Restricted investments	-	1,257,000	-	1,257,000	-	1,257,000
Property tax receivable	-	11,246	-	11,246	-	11,246
Prepaid expenses	2,026	-	-	2,026	-	2,026
Capital assets, net of accumulated depreciation	-	-	-	-	5,175,300	5,175,300
Total Assets	<u>491,277</u>	<u>3,270,189</u>	<u>10,718,789</u>	<u>14,480,255</u>	<u>5,175,300</u>	<u>19,655,555</u>
Liabilities:						
Accrued interest payable	-	-	-	-	80,375	80,375
Accounts payable	15,651	-	-	15,651	-	15,651
Advanced funding payable - AACMD	-	-	478,891	478,891	-	478,891
Bonds payable:						
Due in more than one year	-	-	-	-	19,579,186	19,579,186
Total Liabilities	<u>15,651</u>	<u>-</u>	<u>478,891</u>	<u>494,542</u>	<u>19,659,561</u>	<u>20,154,103</u>
Deferred Inflows of Resources:						
Deferred tax revenues	-	11,246	-	11,246	-	11,246
Total Deferred Inflows of Resources	<u>-</u>	<u>11,246</u>	<u>-</u>	<u>11,246</u>	<u>-</u>	<u>11,246</u>
Fund Balance/Net Position:						
Fund Balance:						
Nonspendable	2,026	-	-	2,026	(2,026)	-
Restricted for emergency	8,728	-	-	8,728	(8,728)	-
Restricted for debt service	-	3,258,943	-	3,258,943	(3,258,943)	-
Restricted for capital projects	-	-	10,239,898	10,239,898	(10,239,898)	-
Assigned for 2020 budgeted deficit	170,900	-	-	170,900	(170,900)	-
Unassigned	293,972	-	-	293,972	(293,972)	-
Total Fund Balance	<u>475,626</u>	<u>3,258,943</u>	<u>10,239,898</u>	<u>13,974,467</u>	<u>(13,974,467)</u>	<u>-</u>
Total Liabilities, Deferred Inflows of Resources, and Fund Balance	<u>491,277</u>	<u>3,270,189</u>	<u>10,718,789</u>	<u>14,480,255</u>	<u>(14,480,255)</u>	<u>-</u>
Net Position:						
Restricted for emergency					8,728	8,728
Restricted for debt service					3,258,943	3,258,943
Restricted for capital projects					10,239,898	10,239,898
Unrestricted					(14,017,363)	(14,017,363)
Total Net Position					<u>(509,794)</u>	<u>(509,794)</u>

The accompanying notes are an integral part of these financial statements.

Aerotropolis Regional Transportation Authority
Statement of Revenues, Expenditures and Changes in Fund Balance/
Statement of Activities
For the Year Ended December 31, 2019

	Statement of Revenues, Expenditures and Changes in Fund Balance					
	General Fund	Debt Service Fund	Capital Projects Fund	Total	Adjustments	Statement of Activities
Revenues:						
Property tax	-	3,880	-	3,880	-	3,880
Specific ownership tax	-	287	-	287	-	287
Adams County property taxes	-	8,882	-	8,882	-	8,882
City of Aurora use tax	-	34,798	-	34,798	-	34,798
Net investment income	11,688	26,134	93,663	131,485	-	131,485
Total Revenues	<u>11,688</u>	<u>73,981</u>	<u>93,663</u>	<u>179,332</u>	<u>-</u>	<u>179,332</u>
Expenditures/Expenses:						
Accounting and audit	42,588	-	-	42,588	-	42,588
Legal	91,563	-	-	91,563	-	91,563
Authority management	100,993	-	-	100,993	-	100,993
Financial advisor	44,638	-	-	44,638	-	44,638
Subscriptions and dues	3,767	-	-	3,767	-	3,767
Insurance	2,104	-	-	2,104	-	2,104
Website	4,815	-	-	4,815	-	4,815
Miscellaneous	456	58	-	514	-	514
Debt service						
Principal	-	1,696,478	-	1,696,478	(1,696,478)	-
Interest and fiscal changes	-	465,688	-	465,688	65,639	531,327
Capital outlay	-	-	4,640,226	4,640,226	(4,640,226)	-
Total Expenditures/Expenses	<u>290,924</u>	<u>2,162,224</u>	<u>4,640,226</u>	<u>7,093,374</u>	<u>(6,271,065)</u>	<u>822,309</u>
Other Financing Sources:						
Proceeds from advanced funding - AACMD	-	-	1,161,404	1,161,404	(1,161,404)	-
Bond proceeds	-	19,588,223	-	19,588,223	(19,588,223)	-
Bond issuance costs	-	(615,240)	-	(615,240)	-	(615,240)
Transfers in (out)	740	(13,625,797)	13,625,057	-	-	-
Total Other Financing Sources	<u>740</u>	<u>5,347,186</u>	<u>14,786,461</u>	<u>20,134,387</u>	<u>(20,749,627)</u>	<u>(615,240)</u>
Excess (Deficiency) of Revenues Over Expenditures	(278,496)	3,258,943	10,239,898	13,220,345	(13,220,345)	
Change in Net Position					(1,258,217)	(1,258,217)
Fund Balance/Net Position:						
Beginning	754,122	-	-	754,122		748,423
Ending	<u>475,626</u>	<u>3,258,943</u>	<u>10,239,898</u>	<u>13,974,467</u>		<u>(509,794)</u>

The accompanying notes are an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

Aerotropolis Regional Transportation Authority
Notes to the Financial Statements
December 31, 2019
(Continued)

I. Summary of Significant Accounting Policies

The Aerotropolis Regional Transportation Authority (the "Authority" or "ARTA") was formed by an intergovernmental agreement (the "Establishing IGA") between the County of Adams (the "County"), the City of Aurora (the "City"), and Aerotropolis Area Coordinating Metropolitan District (the "District" or "AACMD") on February 27, 2018. The ARTA encompasses roughly 3,000 acres south of Denver International Airport. The purpose of the Authority is to construct, or cause to have constructed, a regional transportation system within or outside the boundaries of the Authority for the primary benefit of those residing or owning property within the boundaries through the issuance of bonds. The Authority will oversee the budget and phasing plans for critical regional transportation infrastructure and finance regional transportation improvements needed to improve access across Aurora and Adams County, including additional connections from Interstate 70 to Denver International Airport, new interchanges on E-470, as well as extensions of several critical arteries throughout the boundaries of the Authority.

The City was covenanted to impose, collect and remit to the Authority all of the City use tax on construction materials, less the 0.25% use tax dedicated to increase staffing of the City's police department and operation and maintenance of the City's detention facility. Additionally, the City has pledged all of the proceeds from the City Transportation Impact Fee for Residential Development to the Authority at the rate in effect at the time of payment.

The County has pledged half of the County General Fund Property Tax and all of the County Road and Bridge Fund Tax to the Authority.

The District was covenanted to impose, collect and remit all of a 5.00 mill levy on all taxable real property through the District's imposition of the Aurora Regional Mill Levy, provided that if such Regional Mill Levy is not imposed, the Authority will levy up to 5.00 mills in its place.

The funding sources described above only apply to those derived from within the Authority's boundaries and are subject to annual appropriation. The Authority shall not use more than one percent of its gross revenues from these funding sources to cover administrative and maintenance expenses. The funding sources are further clarified by Intergovernmental Agreements with each member jurisdiction dated in fiscal year 2019.

The Authority has no employees and all operations and administrative functions are contracted.

The intergovernmental agreement establishing the Authority will terminate ninety days following the completion of the regional transportation system; provided however, that the agreement may not be terminated so long as the Authority has any bonds or other obligations outstanding. Upon termination, any real property interest or fixtures to real property will become the property of the member in whose jurisdiction such property is located. If property is located within multiple jurisdictions, the property will become the property of the City. Any funds remaining after the payment of bonds will be returned to the members in proportion to their respective contributions.

The financial statements of the Authority have been prepared in conformity with U.S. generally accepted accounting principles ("GAAP") as applied to government units. The Governmental Accounting Standards Board ("GASB") is the accepted standard-setting body for establishing governmental accounting and financial reporting principles. The more significant of the government's accounting policies are described below.

Aerotropolis Regional Transportation Authority
Notes to the Financial Statements
December 31, 2019
(Continued)

I. Summary of Significant Accounting Policies (continued)

A. Reporting Entity

The Board of Directors consists of the five directors from the three voting member jurisdictions: two directors from the Governing Body of the County, two directors from the Governing Body of the City and one director from the District. The Board is responsible for setting policy, appointing administrative personnel and adopting an annual budget in accordance with state statutes. The reporting entity consists of (a) the primary government (i.e., the Authority), and (b) organizations for which the Authority is financially accountable or the organization's primary purpose is to benefit the Authority. The Authority is considered financially accountable for legally separate organizations if it is able to appoint a voting majority of an organization's governing body and is either able to impose its will on that organization or there is a potential for the organization to provide specific financial benefits to, or to impose specific financial burdens on, the Authority. Consideration is also given to other organizations which are fiscally dependent; i.e., unable to adopt a budget, levy taxes, or issue debt without approval by the Authority. Organizations for which the nature and significance of their relationship with the Authority are such that exclusion would cause the reporting entity's financial statements to be misleading or incomplete are also included in the reporting entity.

The Authority is not financially accountable for any entity based on the above criteria nor is the Authority a component unit of any other entity.

B. Government-wide and Fund Financial Statements

The Authority's basic financial statements include both government-wide (reporting the Authority as a whole) and fund financial statements (reporting the Authority's major funds). Both the government-wide and fund financial statements categorize primary activities as either governmental or business type. Currently, the Authority performs only governmental activities.

1. Government-wide Financial Statements

In the Statement of Net Position, the Authority's activities are reported on a full accrual, economic resource basis, which recognizes all long-term assets and receivables as well as long-term debt and obligations. The Authority's net position are reported in two parts - restricted; and unrestricted net position.

The focus of the Statement of Net Position and the Statement of Activities is on the sustainability of the Authority as an entity and the change in the Authority's net position resulting from the current year's activities.

2. Fund Financial Statements

The financial transactions of the Authority are reported in individual funds in the fund financial statements. Each fund is accounted for by providing a separate set of self-balancing accounts that comprises its assets, liabilities, reserves, fund equity, revenues and expenditures/expenses. The fund focus is on current available resources and budget compliance. The Authority reports the following governmental funds:

Aerotropolis Regional Transportation Authority
Notes to the Financial Statements
December 31, 2019
(Continued)

I. Summary of Significant Accounting Policies (continued)

2. Fund Financial Statements (continued)

The *General Fund* is the Authority's primary operating fund. It accounts for all financial resources not required to be accounted for in another fund.

The *Debt Service Fund* accounts for taxes and other revenues restricted for debt payment on general obligation bonds.

The *Capital Projects Fund* is used to account for financial resources to be used for the acquisition or construction of major capital facilities.

C. Measurement Focus, Basis of Accounting and Financial Statement Presentation

Measurement focus refers to whether financial statements measure changes in current resources only (current financial focus) or changes in both current and long-term resources (long-term economic focus). Basis of accounting refers to the point at which revenues, expenditures, or expenses are recognized in the accounts and reported in the financial statements.

1. Long-term Economic Focus and Accrual Basis

Governmental activities in the government-wide financial statements use the long-term economic focus and are presented on the accrual basis of accounting. Revenues are recognized when earned and expenses are recognized when incurred, regardless of the timing of the related cash flows.

2. Current Financial Focus and Modified Accrual Basis

The governmental fund financial statements use the current financial focus and are presented on the modified accrual basis of accounting. Under the modified accrual basis of accounting, revenues are recorded when susceptible to accrual; i.e., both measurable and available. "Available" means collectible within the current period or soon enough thereafter (within 60 days of December 31) to be used to pay liabilities of the current period. Expenditures are generally recognized when the related liability is incurred. The exception to this general rule is that principal and interest on general long-term debt, if any, is recognized when due.

D. Financial Statement Accounts

1. Cash and Cash Equivalents

Cash and cash equivalents are defined as deposits that can be withdrawn at any time without notice or penalty and investments with maturities of three months or less.

Investments are stated at fair value or net asset value. The change in fair value of investments is recognized as an increase or decrease to investment assets and investment income. The Authority's investment policy is detailed in note IV.A.

Aerotropolis Regional Transportation Authority
Notes to the Financial Statements
December 31, 2019
(Continued)

I. Summary of Significant Accounting Policies (continued)

D. Financial Statement Accounts (continued)

2. Receivables

Receivables are reported net of an allowance for uncollectible accounts. However, no allowance for uncollectible accounts has been established, as the Authority considers all accounts to be collectible.

3. Property Taxes

Property taxes are assessed in one year as a lien on the property, but not collected by the governmental entities until the subsequent year. In accordance with generally accepted accounting principles, the assessed but uncollected property taxes have been recorded as a receivable and as deferred revenue.

4. Capital Assets

Capital assets, which includes design and initial construction of the regional transportation system as described in the Establishing IGA, are reported in the government-wide financial statements. Capital assets are defined by the Authority as assets with an initial cost of \$5,000 or more and an estimated useful life of at least three years. Such assets are recorded at historical cost. Donated capital assets are recorded at estimated fair value at the date of donation.

Capital expenditures for projects are capitalized as projects are constructed. Interest incurred during the construction phase is capitalized as part of the value of the asset.

As of the year ended December 31, 2019, all capital assets were considered construction in progress and will be depreciated upon completion.

5. Deferred Inflows of Resources

In addition to liabilities, the statement of financial position will sometimes report a separate section for deferred inflows of resources. This separate financial statement element, deferred inflows of resources, represents an acquisition of net position that applies to a future period and so will not be recognized as an inflow of resources (revenue) until that time. The Authority has one type of item that qualifies for reporting in this category. Accordingly, the item, unavailable property tax revenue, is deferred and recognized as an inflow of resources in the period that the amounts become available and earned.

6. Fund Balance

The Authority classifies governmental fund balances as follows:

Non-spendable - includes fund balance amounts that cannot be spent either because it is not in spendable form or because of legal or contractual requirements.

Aerotropolis Regional Transportation Authority
Notes to the Financial Statements
December 31, 2019
(Continued)

I. Summary of Significant Accounting Policies (continued)

D. Financial Statement Accounts (continued)

6. Fund Balance (continued)

Restricted – includes fund balance amounts that are constrained for specific purposes which are externally imposed by providers, such as creditors or amounts constrained due to constitutional provisions or enabling legislation.

Committed – includes fund balance amounts that are constrained for specific purposes that are internally imposed by the government through formal action of the highest level of decision making authority which is the Board of Directors.

Assigned – includes spendable fund balance amounts that are intended to be used for specific purposes that are neither considered restricted or committed. Fund balance may be assigned by the Board of Directors or its management designee.

Unassigned - includes residual positive fund balance within the General Fund which has not been classified within the other above mentioned categories. Unassigned fund balance may also include negative balances for any governmental fund if expenditures exceed amounts restricted, committed, or assigned for those specific purposes.

The Authority uses restricted amounts to be spent first when both restricted and unrestricted fund balance is available unless there are legal documents/contracts that prohibit doing this, such as in grant agreements requiring dollar for dollar spending. Additionally, the Authority first uses committed, then assigned, and lastly unassigned amounts of unrestricted fund balance when expenditures are made.

The Authority does not have a formal minimum fund balance policy. However, the Authority's budget includes a calculation of a targeted reserve positions and management reports the target amounts annually to Board of Directors.

7. Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Aerotropolis Regional Transportation Authority
Notes to the Financial Statements
December 31, 2019
(Continued)

II. Reconciliation of Government-wide and Fund Financial Statements

A. Explanation of differences between the governmental fund Balance Sheet and the government-wide Statement of Net Position

The governmental fund Balance Sheet and the government-wide Statement of Net Position includes a reconciling column. Explanation of the adjustments included in the reconciling column is as follows:

Capital assets used in governmental activities are not financial resources and therefore are not reported in the funds.

Capital assets	\$ 5,175,300
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Long-term liabilities are not due and payable in the current period and therefore are not reported in the funds.

Bonds payable - due in more than 1 year	\$ 19,290,000
Unamortized bond premium	289,186
Accrued interest payable	80,375

B. Explanation of differences between the governmental fund Statement of Revenue, Expenditures and Changes in Fund Balance and the government-wide Statement of Activities

The governmental fund Statement of Revenue, Expenditures and Changes in Fund Balance and the government-wide Statement of Activities include a reconciling column. Explanation of the adjustments included in the reconciling column is as follows:

Governmental funds report capital outlay as expenditures. However, in the Statement of Activities, the cost of those assets is allocated over their estimated useful lives as depreciation expense. The adjustment of \$4,640,226 is purchases of capital assets.

Capital outlay	\$ (4,640,226)
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The issuance of long-term debt (e.g., notes, bonds, leases) provides current financial resources to governmental funds, while the repayment of the principal of long-term debt consumes the current financial resources of governmental funds. Neither transaction, however, has any effect on net position.

Debt service - principal	\$ (1,696,478)
Debt service - interest	74,676
Debt service - premium amortization	(9,037)
Proceeds from advanced funding - AACMD	(1,161,404)
Bond proceeds - par	(19,290,000)
Bond proceeds - premium	(298,223)
Total adjustment	\$ (22,380,466)

Aerotropolis Regional Transportation Authority
Notes to the Financial Statements
December 31, 2019
(Continued)

III. Stewardship, Compliance, and Accountability

A. Budgets and Budgetary Accounting

In the fall of each year, the Authority's Board of Directors formally adopts a budget with appropriations by fund for the ensuing year pursuant to the Colorado Local Budget Law. The budget for the governmental funds and the fiduciary fund are adopted on a basis consistent with U.S. generally accepted accounting principles (GAAP).

- (1) After a required publication of "Notice of Proposed Budget" and a public hearing, the Authority adopted the proposed budget and an appropriating resolution, which legally appropriated expenditures for the upcoming year.
- (2) After adoption of the budget resolution, the Authority may make the following changes: (a) it may transfer appropriated monies between funds or between spending agencies within a fund, as determined by the original appropriation level; (b) supplemental appropriations to the extent of revenues in excess of the estimated in the budget; (c) emergency appropriations; and (d) reduction of appropriations for which originally estimated revenues are insufficient.
- (3) All appropriations lapse at a year-end.

Encumbrance accounting, under which purchase orders, contracts, and other commitments for the expenditure of monies are recorded in order to reserve that portion of the applicable appropriation, is not employed by the Authority because it is at present considered not necessary to assure effective budgetary control or to facilitate effective cash planning and control.

B. TABOR Amendment - Revenue and Spending Limitation Amendment

In November 1992, Colorado voters amended Article X of the Colorado Constitution by adding Section 20, commonly known as the Taxpayer's Bill of Rights ("TABOR"). TABOR contains revenue, spending, tax and debt limitations which apply to the State of Colorado and local governments. TABOR requires, with certain exceptions, advance voter approval for any new tax, tax rate increases, a mill levy above that for the prior year, extension of any expiring tax, or tax policy change directly causing a net tax revenue gain to any local government.

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Aerotropolis Regional Transportation Authority
Notes to the Financial Statements
December 31, 2019
(Continued)

III. Stewardship, Compliance, and Accountability (continued)

B. TABOR Amendment - Revenue and Spending Limitation Amendment (continued)

Except for refinancing bonded debt at a lower interest rate or adding new employees to existing pension plans, TABOR requires advance voter approval for the creation of any multiple-fiscal year debt or other financial obligation unless adequate present cash reserves are pledged irrevocably and held for payments in all future fiscal years. TABOR also requires local governments to establish emergency reserves to be used for declared emergencies only. Emergencies, as defined by TABOR, exclude economic conditions, revenue shortfalls, or salary or fringe benefit increases. These reserves are required to be 3% or more of fiscal year spending (excluding bonded debt service). The Authority has reserved a portion of its December 31, 2019, year-end fund balance in the General Fund for emergencies as required under TABOR in the amount of \$8,728 which is the approximate required reserve at December 31, 2019.

The initial base for local government spending and revenue limits is December 31, 1992, fiscal year spending. Future spending and revenue limits are determined based on the prior year's fiscal year spending adjusted for inflation in the prior calendar year plus annual local growth. Fiscal year spending is generally defined as expenditures and reserve increases with certain exceptions. Revenue, if any, in excess of the fiscal year spending limit must be refunded in the next fiscal year unless voters approve retention of such revenue.

On November 7, 2017, a majority of the Authority's electors who voted in the election approved the following TABOR related ballot questions:

Ballot Question A - "Shall Aerotropolis Regional Transportation Authority taxes be increased \$500,000 in fiscal year 2019 and by whatever amounts are raised in each subsequent fiscal year, by the imposition of ad valorem property taxes levied in any year at a rate not to exceed five (5) mills and without limitation as to amount or any other condition, for the purposes of such Authority, and shall the proceeds of such taxes and any investment income thereon be collected, retained and spent by the Authority in fiscal year 2019 and each fiscal year thereafter as a voter-approved revenue change and an exception to any spending, revenue-raising or other limitation under the constitution and laws of Colorado now or hereafter in effect, all without limiting in any year the amount of other revenues that may be collected, retained and spent by the Authority?"

Ballot Question B - "Shall Aerotropolis Regional Transportation Authority taxes be increased \$500,000 in fiscal year 2018 and by whatever amounts are raised in each subsequent fiscal year, by the imposition of a sales tax at the rate of 1.00% in the manner authorized by the Regional Transportation Authority law, part 6 of Article 4, Title 43, Colorado Revised Statutes, for the purposes of such Authority, and shall the proceeds of such taxes and any investment income thereon be collected, retained and spent by the Authority in fiscal year 2018 and each fiscal year thereafter as a voter-approved revenue change and an exception to any spending, revenue-raising or other limitation under the constitution and laws of Colorado now or hereafter in effect, all without limiting in any year the amount of other revenues that may be collected, retained and spent by the Authority?"

Aerotropolis Regional Transportation Authority
Notes to the Financial Statements
December 31, 2019
(Continued)

III. Stewardship, Compliance, and Accountability (continued)

B. TABOR Amendment - Revenue and Spending Limitation Amendment (continued)

Ballot Question C – “Shall the Aerotropolis Regional Transportation Authority be authorized to collect, retain, and spend the full amount of all taxes, fees, charges, grants, intergovernmental payments or other revenues, from whatever source derived, during fiscal year 2018 and each fiscal year thereafter, such amounts to constitute a voter-approved revenue change and an exception to any spending, revenue-raising or other limitation under the constitution or laws of the State of Colorado now or hereafter in effect, and without limiting in any year the amount of other revenue that may be collected, retained and spent by the Authority?”

Ballot Question D – “Shall Aerotropolis Regional Transportation Authority debt be increased \$600,000,000 with a repayment cost of \$1,800,000,000 or such lesser amount as may be necessary, by the issuance of revenue bonds or other obligations of the Authority, which bonds or other obligations may be refunded in whole or in part at rates equal to, lower or higher than the interest rate on the refunded obligations, all for the purpose of defraying the costs of designing, acquiring, constructing, relocating, installing, completing and otherwise providing regional transportation improvements and appurtenant facilities, equipment, land and easements and extensions and improvements to such facilities, such debt to bear interest at a maximum net effective interest rate not to exceed 9.00% per annum, such interest to be payable at such time or times, and which may be compounded annually or semiannually, and such debt to mature, be subject to redemption with or without premium and be issued and sold at, above or below par, such debt to be issued at one time or from time to time and to be secured and paid from such funds and revenues of the Authority as Authorized by the Intergovernmental Agreement pursuant to which the Authority is organized, and shall the proceeds of any such debt, and revenue to pay such debt, and investment earnings thereon be collected, kept and spent by the Authority as a voter-approved revenue change and an exception to any spending, revenue-raising or other limitation under the constitution or laws of the State of Colorado now or hereafter in effect, and without limiting in any year the amount of other revenues that may be collected, retained and spent by the Authority?”

Ballot Question E – “Shall the Aerotropolis Regional Transportation Authority be formed by Intergovernmental Agreement among the City of Aurora, Adams County and the Aerotropolis Area Coordinating Metropolitan District, for the purpose of providing regional transportation improvements within the area generally bounded by East 56th Avenue on the north, Powhaton Road on the east, Interstate 70 on the south, and the E-470 Highway on the west, as such area may be increased or reduced?”

The Authority's management believes it is in compliance with the financial provisions of TABOR. However, TABOR is complex and subject to interpretation. Many of its provisions, including the interpretation of how to calculate fiscal year spending limits, will require judicial interpretation.

Aerotropolis Regional Transportation Authority
Notes to the Financial Statements
December 31, 2019
(Continued)

IV. Detailed Notes on All Funds

A. Deposits and Investments

The Colorado Public Deposit Protection Act ("PDPA") requires that all units of local government deposit cash in eligible public depositories; eligibility is determined by State regulators. Amounts on deposit in excess of Federal insurance levels must be collateralized. The eligible collateral is determined by the PDPA. The PDPA allows the institution to create a single collateral pool for all public funds. The pool for all the uninsured public deposits as a group is to be maintained by another institution or held in trust. The market value of the collateral must be at least equal to the aggregate uninsured deposits.

The State Regulatory Commissions for banks and financial services are required by statute to monitor the naming of eligible depositories and reporting of the uninsured deposits and assets maintained in the collateral pools.

Colorado statutes specify investment instruments meeting defined rating and risk criteria in which local governments, and entities such as the Authority, may invest which include:

- Obligations of the United States and certain U.S. government agency securities
- Certain international agency securities
- General obligation and revenue bonds of U.S. local government entities
- Bankers' acceptances of certain banks
- Commercial paper
- Written repurchase agreements collateralized by certain authorized securities
- Certain money market mutual funds
- Guaranteed investment contract
- Local government investment pools

A summary of cash deposits and investments is as follows:

Type	Rating	Carrying Amount	Maturities	
			Less Than One Year	Less Than Five Years
Deposits:				
Checking		\$ 187,484		
Investments:				
Colotrust	AAAm	332,632	332,632	-
BOK Financial - Money market	BBB+	798,600	798,600	-
BOK Financial - Treasuries	BBB+	13,148,243	13,148,243	-
		<u>\$ 14,466,959</u>		

The Authority had invested \$332,632 in the Colotrust, which is a 2a7like pool. The fair value of the pool is determined by the pool's net asset value. The Authority has no regulatory oversight for the pool. At December 31, 2019, the Authority's investments in Colotrust were 2.3% of the Authority's investment portfolio.

Aerotropolis Regional Transportation Authority
Notes to the Financial Statements
December 31, 2019
(Continued)

IV. Detailed Notes on All Funds (continued)

A. Deposits and Investments (continued)

Fair Value of Investments The Authority measures and records its investments using fair value measurement guidelines established by generally accepted accounting principles. These guidelines recognize a three-tiered fair value hierarchy, as follows:

- *Level 1:* Quoted prices for identical investments in active markets;
- *Level 2:* Observable inputs other than quoted market prices; and,
- *Level 3:* Unobservable inputs.

At December 31, 2019 the Authority had the following recurring measurements:

Investments Measured at Fair Value	Total	Level 1	Level 2	Level 3
BOK Financial - Money market	\$ 798,600	-	798,600	-
BOK Financial - U.S. Treasuries	13,148,243	-	13,148,243	-
	<u>\$ 13,946,843</u>	<u>-</u>	<u>13,946,843</u>	<u>-</u>
Investments Measured at Net Asset Value				
Colotrust	332,632			
	<u>332,632</u>			
Total investments	<u>\$ 14,279,475</u>			

Investments classified in Level 1 are valued using prices quoted in active markets for those securities. Investments in level 2 are valued using the following approaches:

- Commercial Paper: quoted prices for identical securities in markets that are not active;
- Repurchase Agreements, Negotiable Certificates of Deposit, and Collateralized Debt Obligations: matrix pricing based on the securities' relationship to benchmark quoted prices;
- Money Market, Bond, and Equity Mutual Funds: published fair value per share (unit) for each fund.

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Aerotropolis Regional Transportation Authority
Notes to the Financial Statements
December 31, 2019
(Continued)

IV. Detailed Notes on All Funds (continued)

B. Capital Assets

Capital asset activity for the year ended December 31, 2019 was as follows:

	<u>Beginning Balance</u>	<u>Increases</u>	<u>Decreases</u>	<u>Ending Balance</u>
Capital Assets				
Capital assets, not being depreciated:				
Construction in progress:				
38th Avenue	\$ 2,692	637,826	-	640,518
The Aurora Highlands Parkway	136,094	344,890	-	480,984
26th Avenue	16,425	50,445	-	66,870
E-470 Full/Interim Interchange	215,860	2,781,880	-	2,997,740
I-70 Interchange	114,802	576,930	-	691,732
Powhaton Interim Connection	49,201	232,095	-	281,296
Administrative Costs	-	16,160	-	16,160
Total construction in progress	<u>535,074</u>	<u>4,640,226</u>	<u>-</u>	<u>5,175,300</u>
Total capital assets, not being depreciated	<u>535,074</u>	<u>4,640,226</u>	<u>-</u>	<u>5,175,300</u>
Total Capital Assets	<u><u>\$ 535,074</u></u>	<u><u>4,640,226</u></u>	<u><u>-</u></u>	<u><u>5,175,300</u></u>

C. Long-term Obligations

1. Advanced Funding – AACMD

On August 23, 2018, the Authority entered into an intergovernmental agreement with AACMD to fund the initial design of ARTA Phase I Improvements. AACMD has established a project budget in an amount not to exceed \$750,000 (the “initial funding advances”) that was anticipated to be incurred in a ninety day period which began on the effective day of the agreement. Certain adjacent improvements were designed together with the Phase I Improvements as such adjacent improvements are an integrated part of the roads included in the Phase I Improvements. AACMD coordinated, administered and oversaw the preparation of budgets, timetables and other documents pertaining to the initial design and the funding of the initial design. AACMD engaged engineers, surveyors and other consultants as required for the initial design (the “service providers”). The initial design costs and adjacent improvements initial design costs were subject to verification by a third-party engineer retained by AACMD (see Note V.B.2). In no event were the verified costs to be paid by ARTA include the Adjacent Improvements Initial Design Costs. Interest accrues from the date of deposit of funds in the AACMD bank account for payment to each of the service providers and will compound annually at a rate of nine percent (9%) per annum until paid. No payment will be requested of ARTA until ARTA issues bonds in an amount sufficient to reimburse AACMD for all the verified costs plus interest.

Aerotropolis Regional Transportation Authority
Notes to the Financial Statements
December 31, 2019
(Continued)

IV. Detailed Notes on All Funds (continued)

C. Long-term Obligations (continued)

1. Advanced Funding – AACMD (continued)

On January 15, 2019, the Authority entered into an amended and restated intergovernmental agreement with AACMD to obtain additional funding for the initial design of ARTA Phase I Improvements. AACMD will continue to fund the Phase I Improvements anticipated to be incurred through June 30, 2019, which amount is anticipated to be \$5,885,000 (the “interim Phase I funding”). Total advances from AACMD, including the initial funding advances, shall not exceed \$6,635,000. The interim Phase I funding, excluding the initial funding advances, will be paid by AACMD to service providers for services rendered on a time schedule reasonably determined by AACMD pursuant to its contracts with service providers. Interest to be paid by ARTA will commence and accrue separately on each payment made to service providers, commencing on the date the AACMD Board of Directors approves the payment, and will compound interest annually at the rate of nine percent (9%) per annum until paid.

The cumulative balance of the initial funding advances and the interim Phase I funding as of June 30, 2019 of \$1,696,478, plus interest of \$50,417 was reimbursed to AACMD by ARTA on July 1, 2019. Since July 1, 2019, the Authority reimbursed AACMD for monthly Phase I draws which AACMD paid on the Authority's behalf.

At December 31, 2019, the Authority owed AACMD \$478,891.

2. Special Revenue Bonds, Series 2019

On June 26, 2019, the Authority issued \$19,290,000 of General Obligation Limited Tax and Special Revenue Bonds, Series 2019, to fund the construction of the regional transportation system. The bonds accrue interest at 5% annually and mature on December 1, 2051.

The Series 2019 Bonds are payable solely from and to the extent of the Pledged Revenue (as defined in the Indenture), which is generally, the gross revenue minus the 1% allocated for the operations and maintenance of ARTA and any other legally available moneys which the Authority determines, in its absolute discretion, to transfer to the Trustee for application as Pledged Revenue, including without limitation, the capitalized interest deposited into the Bond Fund with the initial proceeds of the Bonds.

Capitalized interest equal to \$2,334,271 is required to be deposited into a Bond Fund exclusively to pay interest on the Bonds through December 1, 2021. At December 31, 2019, the Capitalized Interest Fund had a balance of \$1,945,856.

A Reserve Fund equal to the lesser of (1) 10% of bond proceeds, (2) the maximum annual debt service on the bonds outstanding, or (3) 125% of the average annual debt service on the bonds outstanding is required to be maintained by the Trustee in accordance with the provisions of the Indenture for so long as any bond is outstanding. This required reserve is recalculated by the Trustee on each interest payment date and upon issuance of any additional reserve fund bonds. At December 31, 2019, the Reserve Fund had a balance of \$1,266,038 of which \$1,257,000 was restricted.

Aerotropolis Regional Transportation Authority
Notes to the Financial Statements
December 31, 2019
(Continued)

IV. Detailed Notes on All Funds (continued)

C. Long-term Obligations (continued)

2. Special Revenue Bonds, Series 2019 (continued)

The Indenture requires excess Pledged Revenues, if any, to be deposited into the Surplus Fund until amounts on deposit equal 50% of maximum annual debt service on all outstanding parity debt. Excess pledged revenues, if any, after the payment of debt service, replenishing the Reserve Fund, and funding the Surplus Fund are required to be deposited into the Capital Fund.

The Bonds are subject to redemption prior to maturity, at the option of the Authority, as a whole or in integral multiples of \$5,000, in any order of maturity and in whole or partial maturities, on December 1, 2024, and on any date thereafter, upon payment of par, accrued interest, and a redemption premium of a percentage of the principal amount so redeemed, as follows:

Date of Redemption	Redemption Premium
December 1, 2024, to November 30, 2025	2.00%
December 1, 2025, to November 30, 2026	1.00%
December 1, 2026, and thereafter	0.00

The Series 2019 Bonds maturing December 1, 2051 are subject to mandatory sinking fund redemption requirements in accordance with the Indenture.

Annual debt service requirements to maturity for the special revenue bonds are as follows:

	Principal	Interest	Total
2020	\$ -	964,500	964,500
2021	-	964,500	964,500
2022	290,000	964,500	1,254,500
2023	305,000	950,000	1,255,000
2024	320,000	934,750	1,254,750
2025 - 2029	1,860,000	4,417,000	6,277,000
2030 - 2034	2,370,000	3,903,000	6,273,000
2035 - 2039	3,025,000	3,248,750	6,273,750
2040 - 2044	3,865,000	2,412,250	6,277,250
2045 - 2049	4,925,000	1,345,500	6,270,500
2050 - 2051	2,330,000	176,250	2,506,250
Total	\$ 19,290,000	20,281,000	39,571,000

Aerotropolis Regional Transportation Authority
Notes to the Financial Statements
December 31, 2019
(Continued)

IV. Detailed Notes on All Funds (continued)

C. Long-term Obligations (continued)

The Authority had the following changes in debt for the year ended December 31, 2019:

	Beginning Balance	Increases	Decreases	Ending Balance	Due Within One Year
Advanced Funding - AACMD	\$ 535,074	1,161,404	(1,696,478)	-	-
S.R. Bonds, Series 2019	-	19,290,000	-	19,290,000	-
Premium on 2019 bonds	-	298,223	(9,037)	289,186	-
Total	<u>\$ 535,074</u>	<u>20,749,627</u>	<u>(1,705,515)</u>	<u>19,579,186</u>	<u>-</u>

V. Other Information

A. Risk Management

Colorado Special Districts Property and Liability Pool

The Authority is exposed to various risks of loss related to torts, thefts of, damage to, or destruction of assets; errors or omissions; or injuries to employees. The Authority is insured for such risks as a member of the Colorado Special Districts Property and Liability Pool ("Pool"). The Pool is an organization created by intergovernmental agreement to provide property and general liability, automobile physical damage and liability, public officials liability and boiler and machinery coverage to its members. The Pool provides coverage for property claims up to the values declared and liability coverage for claims up to \$1,000,000. Settled claims have not exceeded this coverage in any of the past three fiscal years.

The Authority pays annual premiums to the Pool for liability, property and public official's coverage. In the event aggregated losses incurred by the Pool exceed amounts recoverable from reinsurance contracts and funds accumulated by the Pool, the Pool may require additional contributions from the Pool members. Any excess funds which the Pool determines are not needed for purposes of the Pool may be returned to the members pursuant to a distribution formula.

A summary of audited statutory basis financial information for the Pool as of and for the year ended December 31, 2018 (the latest audited information available) is as follows:

Assets	<u>\$ 63,918,422</u>
Liabilities	\$ 39,345,647
Capital and surplus	24,572,775
Total	<u>\$ 63,918,422</u>
Revenue	\$ 20,983,559
Underwriting expense	22,973,705
Underwriting gain (loss)	(1,990,146)
Other income	898,330
Net Income (Loss)	<u>\$ (1,091,816)</u>

Aerotropolis Regional Transportation Authority
Notes to the Financial Statements
December 31, 2019
(Continued)

V. Other Information (continued)

B. Intergovernmental Agreements

1. ARTA Member Contribution Funding Agreement

On September 5, 2018, the Authority entered into an intergovernmental agreement with AACMD, the County and the City (collectively, the "Parties") whereby the Parties each agreed to fund \$350,000 as a one-time contribution. The Parties acknowledge and agree the contributions are not intended to be reimbursed by ARTA. The Parties further agree that upon receipt by ARTA, the contribution funds may be utilized by the ARTA in the full discretion of the Board of Directors of the ARTA for any and all purposes of the ARTA consistent with the Establishing IGA.

2. Master Service Agreement for Engineering Services

On December 18, 2018, the Authority and AACMD entered into a service agreement with Schedio Group, LLC (the "Engineer") for the purpose of establishing terms by which the Engineer will provide the services to the District and the Authority related to the Phase I Improvements and the Adjacent Improvements (see Note IV.C.I) and how the District and the Authority will compensate the Engineer. The services include the review and verification of costs incurred associated with the design of the regional transportation system. The Engineer shall perform services only upon receipt of a written Task Order, including details of the party responsible for the payment. Fees and special circumstances regarding payment are further detailed in the agreement.

3. Project Management of the Design and Construction of the ARTA System

On May 22, 2019, the District and the Authority entered into an intergovernmental agreement to continue to utilize the District's project management services regarding the design, construction and operation and maintenance of the regional transportation system improvements as the amended and restated agreement (see note IV.C.1) terminated upon ARTA's reimbursement for the advanced funding. AACMD shall continue to manage and advance the design and construction related to the completion of the Phase I improvements. AACMD shall provide regular progress reports to ARTA and shall include information on the services that AACMD currently has under contract for design and/or construction of regional transportation system improvements. AACMD shall provide four months prior written notice to ARTA of the upcoming initiation by AACMD of each next phase of the regional transportation system improvements which requires additional funding from ARTA. AACMD shall, no more frequently than once a month, submit a draw request to ARTA for payment of verified costs incurred by AACMD for the work related to the ARTA Phase I Improvements. The draw request shall include a report prepared and certified by the Engineer indicating that the funds requested for the ARTA Phase I improvements are for verified costs.

Aerotropolis Regional Transportation Authority
Notes to the Financial Statements
December 31, 2019
(Continued)

V. Other Information (continued)

B. Intergovernmental Agreements (continued)

4. Interim Maintenance of ARTA Regional Transportation System Improvements

On May 22, 2019 the District and the Authority entered into an intergovernmental agreement to also utilize the District for the interim maintenance of the Regional Transportation System Improvements and Connecting Improvements (as defined in the agreement) for the period of time between when the Regional Transportation System Improvements and related Connecting Improvements are constructed until they are conveyed to the appropriate governing jurisdiction(s) for long term ownership, operation, maintenance, repair and replacement. ARTA shall reimburse AACMD for all Verified Maintenance Costs expended by AACMD to provide the Maintenance Services on the Regional Transportation System Improvements and Connecting Improvements. AACMD agrees it will, on no less frequently than a quarterly basis, report all Maintenance Expenses incurred by AACMD to the Engineer to determine the Verified Maintenance Costs.

5. E-470 and 38th Avenue Interchange Funding and Construction

On August 8, 2019, the Authority entered into an intergovernmental agreement with the E-470 Public Highway Authority ("E-470") regarding the construction of an interchange between E-470 and ARTA's regional transportation system. E-470 and the Authority acknowledge that significant efficiencies and cost savings may be realized to the mutual benefit of both parties by planning and executing the construction of the interchange in connection with the E-470's Widening Project (as defined in the agreement). Accordingly, E-470 is agreeable to accelerating construction of the interchange provided that ARTA pays the costs associated with the initial interchange design and the costs of the design and construction of the Bridge pursuant to the terms and conditions set forth in the agreement. ARTA anticipates acquiring additional bonds on or before December 31, 2021 to fund the interchange project. ARTA will transfer funds equal to the Bridge Completion Cost Estimate (as defined in the agreement) to E-470 to fund the project. The agreement shall terminate upon the final completion of the Interchange and payment by E-470 to ARTA of any cost savings pursuant to the agreement.

C. Subsequent Event – COVID-19

The spread of COVID-19 may have operational, economic and financial impacts on the Authority. The significance and duration of the potential impacts cannot be reasonably estimated at this time.

REQUIRED SUPPLEMENTARY INFORMATION

Aerotropolis Regional Transportation Authority
Schedule of Revenues, Expenditures and Changes in Fund Balance
Budget and Actual
General Fund
For the Year Ended December 31, 2019
With Comparative Actual Amounts For the Year Ended 2018

	2019			2018
	Original and Final Budget	Actual	Variance Positive (Negative)	Actual
Revenues:				
Member contribution income	-	-	-	1,050,000
Net investment income	12,000	11,688	(312)	4,137
Total Revenues	<u>12,000</u>	<u>11,688</u>	<u>(312)</u>	<u>1,054,137</u>
Expenditures:				
Accounting and audit	67,850	42,588	25,262	30,453
Legal	100,000	91,563	8,437	92,382
Authority management	100,000	100,993	(993)	106,951
Financial advisor	105,000	44,638	60,362	60,958
Subscriptions and dues	3,000	3,767	(767)	3,372
Insurance	3,200	2,104	1,096	1,001
Meeting expenses	2,400	-	2,400	-
Website	1,000	4,815	(3,815)	4,700
Miscellaneous	620	456	164	198
Total Expenditures	<u>383,070</u>	<u>290,924</u>	<u>92,146</u>	<u>300,015</u>
Excess (Deficiency) of Revenues Over Expenditures	<u>(371,070)</u>	<u>(279,236)</u>	<u>91,834</u>	<u>754,122</u>
Other Financing Sources (Uses):				
Transfers in (out)	6,811	740	(6,071)	-
Total Other Financing Sources (Uses)	<u>6,811</u>	<u>740</u>	<u>(6,071)</u>	<u>-</u>
Net Change in Fund Balance	<u>(364,259)</u>	<u>(278,496)</u>	<u>85,763</u>	<u>754,122</u>
Fund Balance - Beginning	<u>742,330</u>	<u>754,122</u>	<u>11,792</u>	<u>-</u>
Fund Balance - Ending	<u><u>378,071</u></u>	<u><u>475,626</u></u>	<u><u>97,555</u></u>	<u><u>754,122</u></u>

The accompanying notes are an integral part of these financial statements.

SUPPLEMENTARY INFORMATION

Aerotropolis Regional Transportation Authority
Schedule of Revenues, Expenditures and Changes in Fund Balance
Budget and Actual
Debt Service Fund
For the Year Ended December 31, 2019
With Comparative Actual Amounts For 2018

	2019				2018
	Original Budget	Final Budget	Actual	Final Budget Variance Positive (Negative)	Actual
Revenues:					
Property taxes	3,880	3,880	3,880	-	-
Specific ownership taxes	194	194	287	93	-
Adams County property taxes	9,793	9,793	8,882	(911)	-
City of Aurora use tax	606,008	606,008	34,798	(571,210)	-
City of Aurora residential impact fees	61,200	61,200	-	(61,200)	-
Net investment income	500	28,000	26,134	(1,866)	-
Total Revenues	<u>681,575</u>	<u>709,075</u>	<u>73,981</u>	<u>(635,094)</u>	<u>-</u>
Expenditures:					
Reimbursements for advanced funding	-	1,696,478	1,696,478	-	-
Advanced funding interest	-	50,417	50,417	-	-
Series 2019 bond principal	-	-	-	-	-
Series 2019 bond interest	674,706	415,271	415,271	-	-
County Treasurer's fees	58	58	58	-	-
Total Expenditures	<u>674,764</u>	<u>2,162,224</u>	<u>2,162,224</u>	<u>-</u>	<u>-</u>
(Deficiency) of Revenues					
Over Expenditures	6,811	(1,453,149)	(2,088,243)	(635,094)	-
Other Financing Sources (Uses):					
Series 2019 bond proceeds	-	19,588,223	19,588,223	-	-
Bond issuance costs	-	(615,240)	(615,240)	-	-
Transfers in (out)	<u>(6,811)</u>	<u>(13,631,868)</u>	<u>(13,625,797)</u>	<u>6,071</u>	<u>-</u>
Total Other Financing Sources (Uses)	<u>(6,811)</u>	<u>5,341,115</u>	<u>5,347,186</u>	<u>6,071</u>	<u>-</u>
Net Change in Fund Balance	-	3,887,966	3,258,943	(629,023)	-
Fund Balance - Beginning	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Fund Balance - Ending	<u>-</u>	<u>3,887,966</u>	<u>3,258,943</u>	<u>(629,023)</u>	<u>-</u>

The accompanying notes are an integral part of these financial statements.

Aerotropolis Regional Transportation Authority
Schedule of Revenues, Expenditures and Changes in Fund Balance
Budget and Actual
Capital Projects Fund
For the Year Ended December 31, 2019
With Comparative Actual Amounts For 2018

	2019			2018
	Original and Final Budget	Actual	Variance Positive (Negative)	Actual
Revenues:				
Net investment income	-	93,663	93,663	-
Total Revenues	<u>-</u>	<u>93,663</u>	<u>93,663</u>	<u>-</u>
Expenditures:				
Capital outlay	14,369,496	4,640,226	9,729,270	535,074
Total Expenditures	<u>14,369,496</u>	<u>4,640,226</u>	<u>9,729,270</u>	<u>535,074</u>
(Deficiency) of Revenues Over Expenditures	<u>(14,369,496)</u>	<u>(4,546,563)</u>	<u>9,822,933</u>	<u>(535,074)</u>
Other Financing Sources:				
Proceeds from advanced funding	14,369,496	1,161,404	(13,208,092)	535,074
Transfers in (out)	-	13,625,057	13,625,057	-
Total Other Financing Sources	<u>14,369,496</u>	<u>14,786,461</u>	<u>416,965</u>	<u>535,074</u>
Net Change in Fund Balance	-	10,239,898	10,239,898	-
Fund Balance - Beginning	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Fund Balance - Ending	<u><u>-</u></u>	<u><u>10,239,898</u></u>	<u><u>10,239,898</u></u>	<u><u>-</u></u>

The accompanying notes are an integral part of these financial statements.