

**MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
AEROTROPOLIS REGIONAL TRANSPORTATION AUTHORITY
HELD
December 2, 2020**

A special meeting of the Board of Directors (the “Board”) of the Aerotropolis Regional Transportation Authority (the “Authority”) was held on Wednesday, December 2, 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
Jason Batchelor, Nancy Bailey, Daniel Brotzman and Michelle Gardner;
City of Aurora
Mark Osborne; Adams County
Jon Hoistad; AACMD
Michael Baldwin and Alirasa Hassan; Jefferies Company
Lukasz Dubaj

1. Call to Order

Chairman Hopper called the meeting to order at 11:05 a.m.

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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

Mr. George recommended that the agenda be amended to include consideration of an agreement with Terra Forma Solutions for capital planning services. A copy of the agreement was previously sent to the Board post-packet.

Upon a motion duly made by Secretary Johnston, seconded by Treasurer O’Dorisio, and upon vote unanimously carried, the Board approved the agenda as amended.

4. Public Comment

None.

5. Consent Agenda

- A. Review and consider approval of November 11, 2020 Special Meeting Minutes
- B. Information Items

After discussion, upon a motion duly made by Director Tedesco, seconded by Secretary Johnston, 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 reviewed the project status report.

Project Status:

- Overall:
 - Infrastructure work approaching completion on: Tributary T/TAH Parkway/Main St/42 Ave, Reserve Blvd and Hogan Park St.
 - Paving has been completed on:
 - TAH parkway from Main to Denali
 - Main St from TAH Pkwy to 42nd, NB side final SMA complete from 26th Ave to south of Pkwy, temporary top mat placed from south of Pkwy to 42nd Ave.
 - On 42nd from Main to Reserve Blvd
 - On Denali from 42nd to roundabout at TAH Parkway.

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- o Landscaping elements pending now spring contracts due to seasonality constraints, however fine grading and erosion blanketing completed for winter shut down.
- The Aurora Highlands Parkway: JHL is completing the construction of utility infrastructure from E470-Denali, storm sewer complete and paving to start this week. Main Street crossing is progressing, and top of box is about ready for concrete pour. Construction to progress over the next 30 days with final paving and landscape grading.
- E470 Interim Connection (right in/out): Project complete.
- E470 Full Interchange: The project team is progressing towards 90% plans by February of 2021. The COA pre-submittal meeting is set for also in February of 2021 with 100% PSE package by April 2021. Design to progress over the next 30 days.
- I-70 Interchange: FIR plans complete and an agency review meeting occurred on September 2, 2020. The developed formalized Transportation Demand Management (TDM) plan to be included in the System Level Study was presented to Transportation Commission on November 18 and the Resolution for Harvest Interchange approval per PD1601 was unanimously approved on November 19, 2002. (See Attached) Design team has also had engagement and continues to coordinate with Union Pacific, PUC and Xcel on crossing at railroad. COA and CDOT IGA discussions are continuing. Design to progress over the next 30 days.
- Powhaton Interim Connection: Design to progress with current emphasis to look at intersection options that best connects 26th, TAH, Harvest and Powhaton.
- 38th Avenue: The project has been split into three portions (1. Picadilly-Tibet; 2. Tibet-E470; 3. Odessa -Picadilly-Odessa) to expedite plan approval and the potential construction (by others) of the portion between Picadilly and Tibet. Phase one Infrastructure plans are 99% complete. Phases two and three SWMP and Infrastructure plans are 85% complete with outstanding items related to Tributary T and First Creek crossings and CLOMR the long lead items prior to initial submission. Grading of portion one was started by Majestic's Metro District and now completed. Grading of the northern section of portion from Himalaya to Odessa by TCMD. Design is projected to progress over the next 30 days. AACMD continues to work with ARTA's counsel and the City to coordinate responsibilities and commitments along the corridor.

Vice Chairman Gruber asked about the current relationship between AECOM and the City of Aurora, and if there are improvements in process. Mr. DeVito confirmed the relationship and process is maturing and improving.

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

Not discussed.

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

Not discussed.

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D. Aurora Highlands Development Update– Carla Ferreira

Ms. Ferreira was not in attendance and no report was presented. Chairman Hopper noted that she will be sending a developer report via email. Staff will route that to the Board and upload to the website once received.

E. City of Aurora Development Update– Jason Batchelor

Ms. Bailey reviewed the City’s development processing report for the Aurora Highlands builders with the Board. It is updated every two weeks. Director Tedesco asked if the City is tracking the total time from start to finish to get through the City’s review and approval process. Chairman Hopper responded that AECOM’s software and reports will track this information.

7. Financial Matters

A. Approval of 2021 Budget

Mr. Gonzales presented the revised 2021 budget and the proposed budget resolution. Following discussion, upon a motion duly made by Treasurer O’Dorisio, seconded by Vice Chairman Gruber, and upon vote unanimously carried, the Board approved the proposed Resolution to Approve the 2021 Budget, Approve the Appropriation of Funds and Authorize the Tax Levy to be Certified by the Authority for Collection in 2021.

B. 2020 Budget Amendment

Mr. Gonzales reviewed the proposed amendment to the 2020 General Fund due to unanticipated costs with additional Board meetings and inclusion activity. Following discussion, upon a motion duly made by Director Tedesco, seconded by Secretary Johnston, and upon vote unanimously carried, the Board approved the 2020 budget amendment and adopted the Resolution Amending the 2020 General Fund Budget.

C. 2021 Budget Schedule

1. December 15 – Mill Levy Certified

Mr. Gonzales reported that the Mill Levy will be certified and filed by December 15th.

D. Discuss status of AACMD anticipated draw schedule.

The Board deferred this matter.

E. Presentation, discussion and possible action concerning October 31, 2020 financial statements

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Mr. Gonzales reviewed the October 31, 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 October 31, 2020 financial statements.

- F. Presentation, discussion and possible action on October Claims Payable in the amount of \$28,970.18

Mr. Gonzales reviewed the October claims with the Board. After discussion, upon a motion duly made by Secretary Johnston, seconded by Treasurer O'Dorisio, and upon vote unanimously carried, the Board approved the October claims in the amount of \$28,970.18.

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

Mr. Gonzales reviewed Verification of Costs No. 18 and Draw Request No. 29 in the amount of \$2,866,830.46 with the Board. Chairman Hopper stated that the draw request includes \$693,536 in certified costs for The Aurora Highlands Parkway project in excess of the 2019 bond proceeds allocated amount of \$2,130,000. Per the Authority's IGA with AACMD, the District will advance these additional costs at no interest to ARTA. ARTA will reimburse this amount to the District from ARTA's planned 2021 bond issue. Mr. Gonzales stated this means the revised draw request amount for ARTA to pay is \$2,173,294.

After discussion, upon a motion duly made by Treasurer O'Dorisio, seconded by Secretary Johnston, and upon vote unanimously carried, the Board approved the Verification of Costs No. 18 and Draw Request No. 29 in the revised amount of \$2,173,294.

- H. Update on 2021 bond issue

Mr. Mann provided an update for the Board. He noted that a call has been scheduled Friday with the Authority consulting team (Ehlers, Jefferies, Sherman and Howard and Greenberg Traurig) to begin the process of drafting documents related to a 2021 bond issuance. The bonds are scheduled to close in late February or early March 2021.

8. Manager Matters

- A. Authority Manager Report

No report.

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

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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

The Board deferred this item to a future Board meeting.

E. Discussion and possible action to approve Service Agreement with Terra Forma Solutions for capital planning services

Mr. George presented the proposed service agreement, scope of work and fee schedule. He noted the agreement included a not to exceed amount of \$25,000 and a December 31, 2022 termination date. After discussion, upon a motion duly made by Treasurer O'Doriso, seconded by Vice Chairman Gruber, and upon vote unanimously carried, the Board approved the Service Agreement with Terra Forma Solutions for capital planning services.

10. Other Business

A. Confirm Quorum for December 22, 2020 Regular Meeting

The Board confirmed quorum for the December 22, 2020 regular meeting.

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11. EXECUTIVE SESSION


Upon a motion duly made by Director Tedesco, 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 12:22 p.m.

Upon a motion duly made by Vice Chairman Gruber, seconded by Secretary Johnston, and upon vote, unanimously carried, the Board adjourned the executive session at 1:09 p.m.

No action was taken.

12. Adjournment

As there were no further matters to discuss, upon a motion duly made by Director Tedesco, seconded by Vice Chairman Gruber, and upon vote unanimously carried, the Board adjourned the meeting at 1:10 p.m.

Respectfully submitted,
DocuSigned by:

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Secretary

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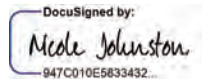
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