

**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://www.shorturl.at/mprw5>**  
**[+1 720-547-5281](tel:+17205475281) United States, Denver (Toll)**  
**Conference ID: 392 043 323#**

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

**Board of Directors:**

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

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**Date: July 8, 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.

Aerotropolis Regional Transportation Authority

Agenda – July 8, 2020

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A. None.

6. ENGINEERING/CONSTRUCTION MATTERS

A. Other

7. FINANCIAL MATTERS

A. Review 2019 Draft Audit (enclosed)

- Approval to be requested at the July 22nd meeting

B. Presentation regarding Ehlers Investment Advisory Services (to be distributed)

C. Other

8. MANAGER MATTERS

A. 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 concerning potential inclusion of the Green Valley Ranch East (GVRE) property and Aurora Technology and Energy Corridor (ATEC) property into the ARTA boundaries.

10. OTHER BUSINESS

A. Confirm Quorum for July 22, 2020 Regular 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

**2020 SCHEDULED BOARD MEETINGS – 11:00 A.M.**  
**Adams County Government Center**  
**4430 S. Adams County Parkway, (5<sup>th</sup> Floor Study Session Conference Room)**  
**Brighton, CO 80601**  
**City of Aurora**  
**15151 E. Alameda Parkway, (5<sup>th</sup> Floor Mt. Elbert Conference Room)**  
**Aurora, CO 80012**

**JANUARY**

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**DECEMBER**

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**To the Board of Directors  
Aerotropolis Regional Transportation Authority**

We have audited the financial statements of Aerotropolis Regional Transportation Authority for the year ended December 31, 2019. Professional standards require that we provide you with the following information related to our audit.

***Qualitative Aspects of Accounting Policies***

Management is responsible for the selection and use of appropriate accounting policies. The significant accounting policies used by Aerotropolis Regional Transportation Authority are described in the Notes to the financial statements. No new accounting policies were adopted and the application of existing policies was not changed during the year. We noted no transactions entered into during the year for which there is a lack of authoritative guidance or consensus. There are no significant transactions that have been recognized in the financial statements in a different period than when the transaction occurred.

***Difficulties Encountered in Performing the Audit***

We encountered no difficulties in dealing with management in performing and completing our audit.

***Corrected and Uncorrected Misstatements***

Professional standards require us to accumulate all known and likely misstatements identified during the audit, other than those that are trivial, and communicate them to the appropriate level of management. None of the misstatements detected as a result of audit procedures and corrected by management were material, either individually or in the aggregate, to the financial statements taken as a whole.

***Disagreements with Management***

For purposes of this letter, professional standards define a disagreement with management as a financial accounting, reporting, or auditing matter, whether or not resolved to our satisfaction, that could be significant to the financial statements or the auditor's report. We are pleased to report that no such disagreements arose during the course of our audit.

***Management Representations***

As is required in an audit engagement we have requested certain representations from management that are included in the management representation letter.

***Other Matter***

*Governmental Accounting Standards Board Statement 87:*

Financial reporting standards for the Authority are promulgated by the Governmental Accounting Standards Board ("GASB"). GASB has issued Statement 87, Leases ("GASB 87"), which requires recognition of certain lease assets and liabilities for leases that previously were classified as operating leases and recognized as inflows of resources or outflows of resources based on the payment provisions of the contract. GASB 87 is effective for reporting periods beginning after December 15, 2019. Due to COVID-19; implementation has been postponed and is now required for periods beginning after June 15, 2021; however, early implementation is encouraged.

*Member: American Institute of Certified Public Accountants*

This report is intended solely for the information and use of the Board of Directors, management, and others within the organization and is not intended to be, and should not be, used by anyone other than those specified parties.

Sincerely,

**McMahan and Associates, L.L.C.**

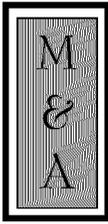
**Aerotropolis Regional Transportation Authority**

**Financial Statements  
December 31, 2019**

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

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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*

*To the Board of Directors  
Aerotropolis Regional Transportation Authority*

### ***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.**

**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**

	<b>Governmental Activities</b>	
	<b>2019</b>	<b>2018</b>
<b>Assets:</b>		
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
<b>Total Assets</b>	<u>19,655,555</u>	<u>1,344,911</u>
<b>Liabilities:</b>		
Current	96,026	57,534
Long-term	20,058,077	535,074
<b>Total Liabilities</b>	<u>20,154,103</u>	<u>592,608</u>
<b>Deferred Inflows of Resources:</b>		
Deferred property tax revenue	11,246	3,880
<b>Total Deferred Inflows of Resources</b>	<u>11,246</u>	<u>3,880</u>
<b>Net Position:</b>		
Restricted	13,507,569	31,624
Unrestricted	(14,017,363)	716,799
<b>Total Net Position</b>	<u>\$ (509,794)</u>	<u>748,423</u>

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

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	Statement of Net Position
<b>Assets:</b>					
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
<b>Total Assets</b>	<b>491,277</b>	<b>3,270,189</b>	<b>10,718,789</b>	<b>14,480,255</b>	<b>19,655,555</b>
<b>Liabilities:</b>					
Accrued interest payable	-	-	-	-	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
<b>Total Liabilities</b>	<b>15,651</b>	<b>-</b>	<b>478,891</b>	<b>494,542</b>	<b>20,154,103</b>
<b>Deferred Inflows of Resources:</b>					
Deferred tax revenues	-	11,246	-	11,246	11,246
<b>Total Deferred Inflows of Resources</b>	<b>-</b>	<b>11,246</b>	<b>-</b>	<b>11,246</b>	<b>11,246</b>
<b>Fund Balance/Net Position:</b>					
<b>Fund Balance:</b>					
Nonspendable	2,026	-	-	2,026	-
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	-
Assigned for 2020 budgeted deficit	170,900	-	-	170,900	-
Unassigned	293,972	-	-	293,972	-
<b>Total Fund Balance</b>	<b>475,626</b>	<b>3,258,943</b>	<b>10,239,898</b>	<b>13,974,467</b>	<b>-</b>
<b>Total Liabilities, Deferred Inflows of Resources, and Fund Balance</b>	<b>491,277</b>	<b>3,270,189</b>	<b>10,718,789</b>	<b>14,480,255</b>	<b>-</b>
<b>Net Position:</b>					
Restricted for emergency					8,728
Restricted for debt service					3,258,943
Restricted for capital projects					10,239,898
Unrestricted					(14,017,363)
<b>Total Net Position</b>					<b>(509,794)</b>

The accompanying notes are an integral part of these financial statements.  
C1

**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
<b>Revenues:</b>						
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
<b>Total Revenues</b>	<b>11,688</b>	<b>73,981</b>	<b>93,663</b>	<b>179,332</b>	<b>-</b>	<b>179,332</b>

**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	-	1,696,478	-	1,696,478	(1,696,478)	-
Principal	-	465,688	-	465,688	65,639	531,327
Interest and fiscal changes	-	-	4,640,226	4,640,226	(4,640,226)	-
Capital outlay	-	-	4,640,226	4,640,226	(6,271,065)	-
<b>Total Expenditures/Expenses</b>	<b>290,924</b>	<b>2,162,224</b>	<b>4,640,226</b>	<b>7,093,374</b>	<b>(6,271,065)</b>	<b>822,309</b>

**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	-	-	-
<b>Total Other Financing Sources</b>	<b>740</b>	<b>5,347,186</b>	<b>14,786,461</b>	<b>20,134,387</b>	<b>(20,749,627)</b>	<b>(615,240)</b>

**Excess (Deficiency) of Revenues**

<b>Over Expenditures</b>	(278,496)	3,258,943	10,239,898	13,220,345	(13,220,345)	-
<b>Change in Net Position</b>	<b>(278,496)</b>	<b>3,258,943</b>	<b>10,239,898</b>	<b>13,220,345</b>	<b>(13,220,345)</b>	<b>(1,258,217)</b>

**Fund Balance/Net Position:**

Beginning	754,122	-	-	754,122	-	748,423
Ending	475,626	3,258,943	10,239,898	13,974,467	-	(509,794)

The accompanying notes are an integral part of these financial statements.  
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**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 56<sup>th</sup> 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:

<u>Type</u>	<u>Rating</u>	<u>Carrying Amount</u>	<u>Maturities</u>	
			<u>Less Than One Year</u>	<u>Less Than Five Years</u>
<i>Deposits:</i>				
Checking		\$ 187,484		
<i>Investments:</i>				
Colostrust	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 Colostrust, 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 Colostrust 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:

<u>Investments Measured at Fair Value</u>	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
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>
<u>Investments Measured at Net Asset Value</u>				
Colostrust	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>
<b>Capital Assets</b>				
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>
<b>Total Capital Assets</b>	<u>\$ 535,074</u>	<u>4,640,226</u>	<u>-</u>	<u>5,175,300</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:

<b>Date of Redemption</b>	<b>Redemption Premium</b>
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:

	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
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
<b>Total</b>	<u>\$ 19,290,000</u>	<u>20,281,000</u>	<u>39,571,000</u>

**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:

	<b>Beginning Balance</b>	<b>Increases</b>	<b>Decreases</b>	<b>Ending Balance</b>	<b>Due Within One Year</b>
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	-
<b>Total</b>	<b>\$ 535,074</b>	<b>20,749,627</b>	<b>(1,705,515)</b>	<b>19,579,186</b>	<b>-</b>

**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:

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

**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.1) 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 38<sup>th</sup> 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**

	<b>2019</b>			<b>2018</b>
	<b>Original and Final Budget</b>	<b>Actual</b>	<b>Variance Positive (Negative)</b>	<b>Actual</b>
<b>Revenues:</b>				
Member contribution income	-	-	-	1,050,000
Net investment income	12,000	11,688	(312)	4,137
<b>Total Revenues</b>	<u>12,000</u>	<u>11,688</u>	<u>(312)</u>	<u>1,054,137</u>
<b>Expenditures:</b>				
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
<b>Total Expenditures</b>	<u>383,070</u>	<u>290,924</u>	<u>92,146</u>	<u>300,015</u>
<b>Excess (Deficiency) of Revenues Over Expenditures</b>	<u>(371,070)</u>	<u>(279,236)</u>	<u>91,834</u>	<u>754,122</u>
<b>Other Financing Sources (Uses):</b>				
Transfers in (out)	6,811	740	(6,071)	-
<b>Total Other Financing Sources (Uses)</b>	<u>6,811</u>	<u>740</u>	<u>(6,071)</u>	<u>-</u>
<b>Net Change in Fund Balance</b>	(364,259)	(278,496)	85,763	754,122
<b>Fund Balance - Beginning</b>	<u>742,330</u>	<u>754,122</u>	<u>11,792</u>	<u>-</u>
<b>Fund Balance - Ending</b>	<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			Final Budget Variance Positive (Negative)	2018
	Original Budget	Final Budget	Actual		Actual
<b>Revenues:</b>					
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)	-
<b>Total Revenues</b>	<u>681,575</u>	<u>709,075</u>	<u>73,981</u>	<u>(635,094)</u>	<u>-</u>
<b>Expenditures:</b>					
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	-	-
<b>Total Expenditures</b>	<u>674,764</u>	<u>2,162,224</u>	<u>2,162,224</u>	<u>-</u>	<u>-</u>
<b>(Deficiency) of Revenues Over Expenditures</b>	6,811	(1,453,149)	(2,088,243)	(635,094)	-
<b>Other Financing Sources (Uses):</b>					
Series 2019 bond proceeds	-	19,588,223	19,588,223	-	-
Bond issuance costs	-	(615,240)	(615,240)	-	-
Transfers in (out)	(6,811)	(13,631,868)	(13,625,797)	6,071	-
<b>Total Other Financing Sources (Uses)</b>	<u>(6,811)</u>	<u>5,341,115</u>	<u>5,347,186</u>	<u>6,071</u>	<u>-</u>
<b>Net Change in Fund Balance</b>	-	3,887,966	3,258,943	(629,023)	-
<b>Fund Balance - Beginning</b>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
<b>Fund Balance - Ending</b>	<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		Variance Positive (Negative)	2018
	Original and Final Budget	Actual		Actual
<b>Revenues:</b>				
Net investment income	-	93,663	93,663	-
<b>Total Revenues</b>	<u>-</u>	<u>93,663</u>	<u>93,663</u>	<u>-</u>
<b>Expenditures:</b>				
Capital outlay	14,369,496	4,640,226	9,729,270	535,074
<b>Total Expenditures</b>	<u>14,369,496</u>	<u>4,640,226</u>	<u>9,729,270</u>	<u>535,074</u>
<b>(Deficiency) of Revenues Over Expenditures</b>	<u>(14,369,496)</u>	<u>(4,546,563)</u>	<u>9,822,933</u>	<u>(535,074)</u>
<b>Other Financing Sources:</b>				
Proceeds from advanced funding	14,369,496	1,161,404	(13,208,092)	535,074
Transfers in (out)	-	13,625,057	13,625,057	-
<b>Total Other Financing Sources</b>	<u>14,369,496</u>	<u>14,786,461</u>	<u>416,965</u>	<u>535,074</u>
<b>Net Change in Fund Balance</b>	-	10,239,898	10,239,898	-
<b>Fund Balance - Beginning</b>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
<b>Fund Balance - Ending</b>	<u>-</u>	<u>10,239,898</u>	<u>10,239,898</u>	<u>-</u>

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