
December 8, 2011

The Board of Commissioners of the Arapahoe County Public Airport Authority, Arapahoe County, Colorado, held a regular meeting open to the public at Centennial Airport, Control Tower / Administration Complex, 7800 South Peoria St., Englewood, Colorado, located within the County, on December 8, 2011 at 3:30 p.m.

The following members were present:
Commissioner Beckman, Chair
Commissioner Bockenfeld
Commissioner Doubek
Commissioner Neukirch
Commissioner Seiber
Commissioner Sharpe

The following members were absent, but excused:
Commissioner Hilbert
Commissioner Wells

Each Commissioner was notified of the date, time and place of the meeting and the purpose to which it was called. At least three (3) days prior to the date of the meeting, there were posted written notices of Public Meetings at the Administration Buildings of Arapahoe County, Douglas County, Greenwood Village, City of Centennial; the courthouses in Arapahoe County and Douglas County; and at least three places on the Airport. At least 24 hours prior to the meeting there was posted an agenda of the meeting in the window of the door at the base of the Control Tower/Administration Complex at 7800 South Peoria Street.

Call to Order & Pledge of Allegiance

Chair Beckman called the meeting to order at 3:34 p.m. and then recited the Pledge of Allegiance.

Public Comment

None

Amendments to the Agenda

Consent Agenda:

- Consent Item #2 – Correct the July 2012 meeting date from the 14th to the 12th.
- Consent Item #4 – The final documents have been reviewed & are satisfactory to staff and counsel.

Business Agenda:

- Business Item #11 – Motion will also include consent to assignment of sublease.

A motion to approve the amendments to the agenda passed unanimously (5-0) upon a motion by Commissioner Bockenfeld and a second by Commissioner Sharpe.

Next Meetings

- January 4, 2012 – 7:00 p.m. Noise Roundtable meeting – Ramada Hotel and Suites.
- January 12, 2012 @ 3:30 p.m. – Regular Board meeting - Wright Brother's Room.

CONSENT AGENDA

- 1. Approve Minutes of November 10, 2011** **Gwen Balk**
Recommendation: Motion to approve the minutes of November 10, 2011.
- 2. 2012 Schedule of Regular Meetings** **Gwen Balk**
Recommendation: Motion to approve Notice of Year 2012 Regular Public Meetings.
- 3. Consent to Sublease of Parcel 63-5 between Willowbrook Park Leasing, LLC and North Point Aviation** **Gwen Balk**
Recommendation: Motion to approve the Consent to Sublease and authorize Chair and Clerk to sign.
- 4. Willowbrook Leasing, LLC and Two Delta Bravo, LLC – Estoppel Certificate and Consent for the benefit of CoBiz Bank relating to Willowbrook Park at Centennial Airport Parcels No. 63-2, 63-3, 63-5, 63-8, and 63-9** **Gwen Balk**
Recommendation: Motion to approve the Estoppel Certificate and Consent and authorize the Chair and Clerk to sign.

5. **October 2011 Financial Reports**
Recommendation: Advisory

Roxana Hahn

BUSINESS AGENDA

6. **Approval of Consent Agenda** Susan Beckman
Recommendation: Approval of the Consent Agenda as amended passed unanimously (5-0) on a motion by Commissioner Bockenfeld and second by Commissioner Sharpe.
7. **Items moved from Consent to Business Agenda** Susan Beckman
None
8. **Establish Jurisdiction to Proceed with Public Hearings** Brian Magoon
Recommendation: Advisory

Mr. Magoon advised that the Board had jurisdiction to proceed with public hearings for 1) the 2012 Budget, the notice of which was published in both The Villager and Douglas County News Press on November 10, 2011; and 2) the Development Plan for Wings Over the Rockies Museum and Education Center, the notice of which was published in both The Villager and Douglas County News Press on November 24, 2011 and also posted on the development property on November 22, 2011.

9. **2012 Annual Budget and Related Resolutions** Robert Olislagers & Roxana Hahn
Recommendation: Motion to Approve Resolution 2011-8, Resolution to Adopt Budget, and Resolution 2011-9, Appropriation Resolution

Ms. Hahn presented the finalized budget for 2012 as well as the Resolution to Adopt the Budget and the Appropriation Resolution. Commissioner Sharpe requested further explanation on what the lease revenue test entails. Ms. Hahn explained purpose of the test and the related calculation.

Commissioner Neukirch commended Ms. Hahn for the excellent job on the preparation of the 2012 budget. Chair Beckman then opened the meeting to public comment. There being none, she closed the public hearing.

A motion to approve the both resolutions passed unanimously (5-0) upon a motion by Commissioner Sharpe and a second by Commissioner Doubek.

10. **Development Plan for Wings Over the Rockies Museum and Education Center** Michael Fronapfel
Recommendation: Approval of the Development Plan for Phase I of the Wings Over the Rockies Museum and Education Center provided the following conditions have been met:

1. Signing a lease within 1 year of Board approval
2. Beginning construction within 2 years of Board approval
3. Paving the entire parking lot no later than 3 years from Board approval
4. FAA approval of form 7460-1
5. All comments from the referral agencies (Arapahoe County Planning & Engineering, Southeast Metro Stormwater Authority, Cherry Creek Basin Water Quality Authority, Arapahoe County Water & Wastewater Authority, South Metro Fire Rescue Authority) must be addressed to their satisfaction.

Mr. Fronapfel presented the development plan for the Wings Over the Rockies Museum and Education Center ("Wings") and requested approval for only Phase I of the project. He advised that Wings projects that the following will be added at a further date: 1) five additional hangars; 2) an education facility; 3) up to seven based aircraft at this facility which are anticipated to produce between 2,080 – 5,720 operations per year.

Mr. Fronapfel also advised that operations at Centennial Airport are currently well below what was forecasted in the Airport's Master Plan and the Part 150 Study and as a result, he does not foresee these additional operations will result in an expansion of the noise contours from the Part 150 Study.

Commissioner Sieber inquired about the expected cost of Phase I. Alec Garbini, project manager, explained that the shell of Phase I is estimated at 13 million dollars and the exhibits are estimated between 1.5 million and 4 million dollars.

Commissioner Neukirch questioned if all of the grading for the drainage will be complete for the entire site before starting Phase I. Mr. Garbini replied no, and then explained that he anticipates that the eastern end of the site will have preliminary grading but not final since the plans are not finalized. Commissioner Neukirch asked if the site can handle a downpour without any problems, to which Mr. Garbini stated yes, in terms of all the anticipated impervious areas. Mr. Fronapfel added that, currently SEMSWA is doing a redesign of the W-1 pond and that they have been working closely with SEMSWA to improve the capacity of the W-1 pond to accommodate future development.

Mr. Olislagers then introduced the executive director of SEMSWA, John McCarty. Mr. McCarty addressed the Board and explained that the improvements that will be made in 2012 to the W-1 Pond will be sufficient enough to accommodate build-out of all remaining undeveloped property and that the pond is being built the full master plan capacity.

Commissioner Seiber then asked if a charter school was a part of the complex. Mr. Garbini stated that it is a part of the plans; however, it is subject to any number of factors that could take place over the next couple of years.

Commissioner Sharpe inquired as to how many visitors are anticipated after Phase I is complete. Mr. Garbini replied that since this is a museum as well as an event center it can be estimated at 200,000 – 250,000 people per year. Mr. Olislagers added that the Wildlife Experience museum averages around 225,000 people per year, so that is a realistic number and they are going to try and market the two museums together in order to really make Wings a destination. Commissioner Seiber stated that the Wildlife Experience Museum is thrilled about this development and is hoping to do joint memberships or overlapping memberships to give the public more choices.

Mr. Olislagers then commented on the fact that fundraising for the museum has started but wanted to let the Board know that if all of the capital is not raised within the deadline this might come back to the Board for an extension, especially since 13 million is going to be tough to raise in these economic times.

Chair Beckman then opened the meeting to public comment. There being none, she closed the public hearing.

A motion to approve the Wings' Phase I Development Plan subject to the aforementioned conditions passed unanimously (5-0) upon a motion by Commissioner Neukirch and a second by Commissioner Bockenfeld.

- 11. Consent to Assignment of Agreement Under Standards from The Properties Group, Inc., a Colorado corporation dba Aspen Flying Club (the "Assignor") to The Club at Centennial, LLC. (The "Assignee"); and Consent to the Assignment of Sublease.** **Scott Storie**
Recommendation: Motion to conditionally approve the Consent to Assignment of Agreement Under Standards dated August 14, 2007 effective 1/1/2012 and authorize Chairman and Clerk to sign subject to receipt of all the requested and required items.

Mr. Storie advised that The Properties Group, Inc., a Colorado corporation dba Aspen Flying Club (the "Assignor") has requested the Authority's consent to the assignment of its Agreement Under Standards for the activity of Commercial Flying Club as defined under Part 3 Section (10) to The Club at Centennial, LLC (the "Assignee") effective January 1, 2012. He further stated that Assignee will continue to do business as Aspen Flying Club in the same location and with the same employees. He then summarized the backgrounds and experience of the Assignee owners, General Manager Greg Garvis and Marketing and Personnel Manager Chris Dillis. Mr. Storie also advised that the insurance meets the requirements of the Minimum Standards and that the assignment would be effective 12/31/11. He also advised that Denver jetCenter has already consented to the assignment of the Sublease from Assignor to Assignee.

A motion to approve the Consent to Assignment of Agreement Under Standards and Consent to the Assignment of Sublease passed unanimously (5-0) upon a motion by Commissioner Doubek and a second by Commissioner Neukirch.

- 12. ACPAA – SEMSWA Intergovernmental Agreement** **Robert Olislagers**
Recommendation: Motion to conditionally approve the Intergovernmental Agreement between the Arapahoe County Public Airport Authority ("ACPAA") and the South East Metro Storm Water Authority ("SEMSWA") and authorize the Chair and Clerk to sign pending the approval and signing by SEMSWA.

Mr. Olislagers reported that ACPAA and SEMSWA staff have drafted an Intergovernmental Agreement (“IGA”) in which the parties wish to resolve three issues of mutual concern: 1) ACPAA will receive credit for approximately 94.2 acres in lieu of rent for W-1 Pond as well as credits for regional ponds, including maintenance; 2) an additional 28.2 acres of planned impervious development will become eligible in the future when constructed; and 3) ACPAA will receive a credit for approximately \$70,000 for FY2011 and approximately the same amount each year thereafter. Commissioner Sharpe and Chair Beckman both thanked Mr. McCarty and Mr. Olislagers for working together and getting this issue resolved.

Motion to approve the IGA recommendation passed unanimously (5-0) on a motion by Commissioner Sharpe and a second by Commissioner Neukirch.

13. Fuel and Operations Report for the month of November

Cameron Hallock

Recommendation: Advisory

- YTD Operations: Up 5.6% from 2010 at 281,889
- YTD Fuel Totals: Up 10.4% from 2010 at 10,244,823
- YTD Jet Fuel Totals: Up 10.9% from 2010 at 9,725,301
- YTD Av Gas Totals: Up 1.9% from 2010 at 519,522
- Monthly Operations: Up 11.3% from 2010 at 23,478
- Monthly Jet Fuel Sales: Down 0.8% from 2010 at 837,854
- Monthly Av Gas Sales: Down 0.7% from 2010 at 38,733
- Monthly Market Share for AvGas and Jet Fuel Combined: DjC: 49.4%; TAC Air: 23.5%; Signature: 17.0%; X-Jet: 10.1%; Heliplex: 0.04%.

14. Noise Report/Roundtable Update

Todd Green

Recommendation: Advisory

Mr. Green provided a summary of the noise statistics for the month of November 2011 and YTD totals. He advised that there were 297 total logged noise complaints reporting the following:

- Complaints by Community: Highlands Ranch = 1%; Denver = 1%; Parker = 2%; Castle Rock = 2%; Lone Tree = 7%; Englewood = 7%; Elizabeth = 8%; Castle Pines = 11%; Centennial = 12%; Greenwood Village = 16%; Aurora = 21%
- The top 5 households totaled 49% of all complaints.
- YTD 2011 there has been a total of 4,480 complaints.

Mr. Green explained that the December Roundtable meeting had been cancelled and that the next one is scheduled for January 4, 2012 where fly quiet procedures will be discussed. He then informed everyone that the contract for the Roundtable’s facilitator had been signed by Walt Kowalski of Castle Rock December 6, 2011. He went on to explain that members of the Roundtable and Board will meet individually with Mr. Kowalski who will present his result at the February 2012 Roundtable meeting.

Mr. Green provided an update on the timeline of the Noise Monitor process; and explained that 9 sites had been finalized with three more in the works; and that the project is expected to be up and running around the fall of 2012. Commissioner Seiber asked if there is a noise monitor located in Castle Rock. Mr. Green responded that it will be located on the closest point of Castle Rock to the Airport. Commissioner Neukirch inquired whether the information could be monitored from the office. Mr. Green affirmed that it will be a centralized system.

Commissioner Sharpe thanked Mr. Green for the additional information on the noise report and then requested a map of the noise monitor sites to be included in January’s Board packet. Chair Beckman agreed that the additional information on the Noise Report was very helpful and interesting and pointed out that there is quite a change from 2009-2011 for complaints in Littleton, however the complaints are only from four people. Mr. Green agreed and stated that one of the top complainers is from Littleton.

15. Legislative Update

Robert Olislagers

Recommendation: Advisory Only

End of Year Video

Sean Settle

Mr. Settle presented an End of Year video. At the conclusion of the video, Mr. Olislagers highlighted all of the great charity work that has occurred at Centennial Airport this past year due in great part to the terrific support of all of the FBO's. Chair Beckman commented on the superb quality of the pictures in the video of the Airport to which Mr. Olislagers explained there are several amateur photographers on the Airport that allow us to use their photos. He then commended Mr. Settle for the excellent job of the video.

Special Presentation

Robert Olislagers

Mr. Olislagers recognized and presented David Zarlengo, Maintenance Director, with a longevity award and expressed his and the Airport's appreciation for Dave's 30 years of excellent service.

Public Comment

Susan Beckman

None

Comments from Board Staff

Susan Beckman

Mr. Olislagers thanked the Board for their efforts and for a great year.

Adjournment

Susan Beckman

The meeting adjourned at 4:33p.m.

Execution of Documents

Gwen Balk

Approved:


Susan Beckman, Chair

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