



E-470 Board of Directors
Chair – Commissioner Chaz Tedesco (Adams County)
Vice Chair – Commissioner Roger Partridge (Douglas County)
Secretary – Council Member John Diak (Town of Parker)
Treasurer – Council Member Francoise Bergan (City of Aurora)

September 10, 2020
9:00 a.m.

22470 E. Stephen D. Hogan Parkway
Aurora, Colorado 80018

Zoom Meeting – https://us02web.zoom.us/j/88353567319
Dial in Information: 669-900-9128
Webinar ID: 883 5356 7319

All participation will be via the zoom meeting location due to the State of Emergency declared by Governor Polis, as amended and extended; the Tenth Amended Public Health Order 20-28; the Safer at Home and in the Vast, Great Outdoors Executive Order D 2020 091, as amended and extended; and CDC recommendations against gathering in large groups in order to mitigate the spread of the COVID-19 virus.

- 1. Call to Order Chair Chaz Tedesco
2. Pledge of Allegiance Chair Chaz Tedesco
3. Public Comment Chair Chaz Tedesco
4. Consent Calendar Chair Chaz Tedesco
a. Approve Meeting Minutes of July 30, 2020 Board Retreat
b. Approve Meeting Minutes of August 13, 2020
c. Approve UC Platform Contract with 8x8
d. Approve Amendment to Direct Agreement
5. Engineering and Roadway Maintenance Department.....Neil Thomson
a. City of Aurora 64th Avenue Water Line CUA – Approval
b. WISE Water Line CUA at Smoky Hill - Approval
6. Executive Session Chair Chaz Tedesco
Executive session, pursuant to C.R.S., Section 24-6-402(4)(b) and Section 24-6-402(4)(e) for the purposes of receiving legal advice on specific legal questions and determining positions relative to matters that may be subject to negotiations related to the 64th Avenue Expansion.
7. Other Business..... Chair Chaz Tedesco
a. 64th Interchange Funding Agreement (64th Avenue ARI Authority) – Approval
8. Adjourn Meeting Chair Chaz Tedesco

The E-470 Board Retreat – Part II is scheduled to begin after a 10 minute break

- 9. Reconvene Chair Chaz Tedesco

- 10 Orientation ItemsMaureen Walker
- 11. Organizational Goals and PrioritiesTim Stewart/Jacob Kramer
- 12. Other Business..... Chair Chaz Tedesco
- 13. Adjourn Meeting..... Chair Chaz Tedesco

The next anticipated Board Meeting will be October 8, 2020 via Zoom

at 9:00 a.m. via Zoom

Agenda Item 4a. Approve Meeting Minutes of September 10, 2020

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF THE

E-470 PUBLIC HIGHWAY AUTHORITY

Held: Thursday, September 10, 2020, at 9:00 a.m. All participation was via the zoom meeting location due to the State of Emergency declared by Governor Polis, as amended and extended; the Tenth Amended Public Health Order 20-28; the Safer at Home and in the Vast, Great Outdoors Executive Order D 2020 091, as amended and extended; and CDC recommendations against gathering in large groups in order to mitigate the spread of the COVID-19 virus. Zoom Meeting - <https://us02web.zoom.us/j/88353567319> Dial in Information: 669-900-9128 Webinar ID: 883 5356 7319.

Attendance:

A special meeting of the Board of Directors of the E-470 Public Highway Authority was held as scheduled and in accordance with applicable statutes of the State of Colorado, with the following directors present:

Chaz Tedesco, Adams County Commissioner
Roger Partridge, Douglas County Commissioner
Craig Hurst, Councilmember Commerce City
Bill Holen, Arapahoe County Commissioner
John Diak, Councilmember Town of Parker
Tim Watts, Councilmember City of Brighton
Francoise Bergan, Councilmember City of Aurora
Jessica Sandgren, Mayor Pro Tem City of Thornton

Jackie Millett, Mayor City of Lone Tree (*non-voting*)
Laurie Anderson, Councilmember City and County
Broomfield (*non-voting*)
Kelly Brown, CDOT/HPTE (*non-voting*)
Doug Tisdale, RTD (*non-voting*)

Also present were: Susan Noble, Councilmember Commerce City (alternate), Jeff Baker, Commissioner, Arapahoe County (alternate), Wynne Shaw, Councilmember City of Lone Tree (non-voting alternate) Peggy Catlin, RTD (non-voting alternate); Jessica Carson, operations director, Ryan Dole, senior financial analyst, Terry

Fabrizio, operations coordinator, Mike Hancock, procurement supervisor, Jacob Kramer, HR manager, Diane Lundquist, executive assistant, Jason Myers, finance director, Ken Smith, information technology director, Tim Stewart, executive director, Neil Thomson, engineering and roadway maintenance director, Maureen Walker, communications and public affairs manager and Chuck Weiss, engineering manager, E-470 Public Highway Authority; Susan Ermisch and Earnest Baulkmon, WSP; Mac Callison, City of Aurora; Scott Spendlove, Intermountain Corporate Affairs; Andy Mountain, GBSM; Jep Seman, ROADIS legal counsel; Michael Lund, Stifel; and Tamara Seaver, Icenogle Seaver Pogue, P.C.

Call to Order: Chair Tedesco noting the presence of a quorum of the directors, called the special meeting to order at 9:02 a.m.

Pledge of Allegiance: Chair Tedesco led all present in the Pledge of Allegiance.

Public Comment: None.

Consent Calendar: Councilmember Bergan moved approval of the consent agenda, comprising minutes of the July 30, 2020 board retreat special meeting, minutes of the August 13, 2020 special meeting, UC Platform Contract with 8x8 and Amendment to Direct Agreement. The motion was seconded by Mayor Pro Tem Sandgren and thereafter approved unanimously by the Board of Directors.

Engineering and
Roadway Maintenance:

City of Aurora 64th
Avenue Water Line
CUA:

Mr. Thomson addressed the Board and introduced Mr. Weiss who then discussed with the Board of Directors a CUA at 64th Avenue, for a 24 inch City of Aurora water line. He noted the line would be inside a 36 inch steel sleeve, accommodates a future widening of E-470 and would be 7 feet below grade. Mr. Weiss then reviewed the terms of CUA, inclusive of all standard CUA terms.

Following discussion, Councilmember Diak moved that the Board of Directors approve the CUA at 64th Avenue with the City of Aurora, with authorization to the Executive Director to sign the CUA subject to the review and approval of General Counsel. Councilmember Bergan recused herself from the vote. The motion was seconded by Mayor Pro Tem Sandgren and approved by vote of 7-0, with Councilmember Bergan abstaining from the vote.

WISE Water Line
CUA:

Mr. Weiss reviewed the South Metro Wise Authority's proposed 42 inch steel waterline alignment and characteristics, noting it would not cross E-470 but that given constrictions the line would be located within the E-470 right-of-way near the east fence line. Mr. Weiss noted the CUA would be subject to the Authority's standard terms regarding insurance, indemnification and future relocation.

Councilmember Bergan moved that the Board of Directors approve a common use agreement with the South Metro Wise Authority and further that the Board authorize the Executive Director sign same, subject to review and approval of General Counsel. The motion was seconded by Councilmember Diak and approved unanimously by the Board of Directors.

Executive Session:

Commissioner Partridge moved that the Board convene in Executive Session, pursuant to C.R.S., Section 24-6-402(4)(b) and Section 24-6-402(4)(e), for the purposes of receiving legal advice on specific legal questions and determining positions relative to matters that may be subject to negotiations related to the 64th Avenue Expansion.

Mayor Pro Tem Sandgren seconded the motion, which was unanimously approved by the Board at 9:16 a.m.

The Executive Session included all voting members of the Board, Ms. Seaver, Messrs. Stewart, Myers, Thomson, Smith and Weiss, Ms. Walker and Ms. Carson.

Chair Tedesco reconvened open session at 9:32 a.m.

Other Business:

64th Avenue
Interchange Funding
Agreement (64th
Avenue ARI
Authority):

Mr. Stewart reviewed with the Board the approval sought with respect to an intergovernmental agreement with the 64th Avenue ARI Authority through which the Authority will provide funding toward the costs of the expanded 64th Avenue Interchange not-to-exceed the sum of \$8,000,000, inclusive of the associated escrow agreement into which the not-to-exceed amount will be deposited. He noted the Board's prior approval to contribute a not-to-exceed amount of \$8,000,000 to the City of Aurora and the need for an updated Board approval.

Councilmember Bergan moved that the Board approve an intergovernmental agreement with the 64th Avenue ARI Authority for the Authority's contribution of an amount not-to-exceed the sum of \$8,000,000 toward the total costs of the expanded 64th Avenue Interchange project, including escrow of the \$8,000,000 as provided in the intergovernmental agreement, and that the Board authorize the Executive Director to execute the same, subject to the final review and approval of the terms thereof by General Counsel. The motion was seconded by Mayor Pro Tem Sandgren and approved unanimously by the Board of Directors.

Break:

Mr. Stewart noted that the board would adjourn for a 10 minute break, following which Board Retreat matters would be discussed. Mayor Pro Tem Sandgren moved that the Board recess the meeting for a 10 minute break which motion was seconded by Councilmember Bergan.

Following the break, Commissioner Tedesco reconvened the meeting at 9:53 a.m., with the following in attendance:

Attendance:

Chaz Tedesco, Adams County Commissioner
Roger Partridge, Douglas County Commissioner
Craig Hurst, Councilmember Commerce City
Bill Holen, Arapahoe County Commissioner
John Diak, Councilmember Town of Parker
Tim Watts, Councilmember City of Brighton
Francoise Bergan, Councilmember City of Aurora
Jessica Sandgren, Mayor Pro Tem City of Thornton

Jackie Millett, Mayor City of Lone Tree (non-voting)
Laurie Anderson, Councilmember City and County Broomfield
(non-voting)
Kelly Brown, CDOT/HPTE (non-voting)
Doug Tisdale, RTD (non-voting)

Also present were: Susan Noble, Councilmember Commerce City (alternate), Jeff Baker, Commissioner, Arapahoe County (alternate), Wynne Shaw, Councilmember City of Lone Tree (non-voting alternate), Peggy Catlin, RTD (non-voting alternate); Jessica Carson, operations director, Mark Ferguson, ePMO, Mike Hancock, procurement supervisor, Jacob Kramer, HR manager, Jason Myers, finance director, Ken Smith, information technology director, Tim Stewart, executive director, Neil Thomson, engineering and roadway maintenance director and Maureen Walker, communications and public affairs manager, E-470 Public Highway Authority; Mac Callison, Adams County; Andy Mountain, GBSM; Jep Seman, ROADIS legal counsel; and Tamara Seaver, Icenogle Seaver Pogue, P.C.

Orientation Items:

Mr. Stewart addressed the Board and thanked them for participating in the ongoing dialogue regarding implementation of the Authority's Strategic Plan. He then turned over to Ms. Carson who reported on the IBTTA Toll Excellence Award which the Authority was awarded during the International Bridge Tunnel and Turnpike Association's Annual Conference. The award was for "E-470's Proactive Traffic Management Program", inclusive of the Authority's response to the bomb cyclone in 2019 among other elements of excellence in service. Ms. Walker then shared the video which was presented at the IBTTA's Annual Convention by Mr. Emberley.

Organizational Goals and Priorities:

Mr. Mountain addressed the Board on a few preliminary items and Mr. Stewart noted the Authority's review of its people and processes as related to the Authority's strategic goals. He noted the importance of maintaining the right mix of contract and staff resources as well as enhancing staff/Board coordination and collaboration.

Mr. Kramer, the Authority's Human Resources Manager, then address the Board regarding staff planning and factors informing filling of staff/contractor positions and monitoring of the same. He reported on the Authority's use of employees, contractors, consultants, interns, and outsourcing to provide for the Authority's needs. Mr. Mountain noted the importance of the staff/contractor balance and Mr. Kramer then spoke regarding the same.

Commissioner Tedesco expressed concern regarding on-going work items and use of contractors rather than staff in the context of Colorado Corrections Industries. Messrs. Mountain and Stewart commented on the same noting this would be discussed during the retreat. Commissioner Partridge asked about factoring in costs associated with facilities provided by the Authority to contractors. Mr. Kramer noted overhead is factored into the cost.

Board discussion and questions ensued. Thereafter, Ms. Carson and Mr. Kramer noted that the WSP Operations Contract will be put out for proposal in 2021 and all of the considerations raised by the Board will be considered. Mr. Stewart noted the impact of COVID on evaluating virtual work and the new set of demands and challenges associated with teleworking. Mr. Stewart also noted that the services being sought included those currently performed by CCI. Councilmember Bergan inquired as to what was "broken" as she was struggling to ascertain the same. Mr. Stewart responded that he was not sure anything was broken but in one area of IT, Mr. Smith and Mr. Stewart believed the Authority to be contractor heavy and they are working on that. He noted that the Board was being consulted as the staff did not want to bring something back to the Board which the Board might object to on a policy level and that was the genesis of the staffing discussion. Commissioner Tedesco clarified his desire for best value in balancing staffing and contractors and the need to hold contractors accountable in the same manner as staff. Commissioner Holen made additional comment in support of local hiring and career development with a stable entity. Mr. Mountain noted he was hearing the importance of skills building and building/supporting the local economy.

Mr. Stewart noted he was hearing from a policy perspective, the Board asking that we consider, when appropriate, a preference for a best value policy with contracting standards, quality adherence in contracting, local encompass benefit and skills building. Mayor Millet noted her belief in a hybrid model that local contractors contribute to the local economy and there is a balance to be struck between full time staff and contract employees. She then mentioned Albuquerque's "buy local" policies and Mr. Stewart responded to the same and noted procurement of the call center might provide a test case for the various issues under discussion. Mr. Mountain commented on how to define "local" in the context of policy development. RTD Representative Tisdale noted that RFPs can

contain definitions of best value including local hiring criteria. Based on comments from the Board, Mr. Stewart asked that if any Board Member had a preferred reference policy that had seemed to work well and that should also be considered by E-470, to please send to him for review.

Mr. Stewart thanked the Board for their participation and asked if the Board preferred tacking strategy sessions onto regular board meetings, to which the Board's response indicated preference for such an approach. He then made entreaty for full engagement by Board members on Committees, noting more discussion on that topic would be forthcoming. This comment was echoed by Commissioner Tedesco.

Other Business: None.

Adjournment: There being no further business to come before the Board, Chair Tedesco adjourned the meeting at 11:05 a.m.

Chair of the Meeting