

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF THE

E-470 PUBLIC HIGHWAY AUTHORITY

Held: Thursday, April 22, 2021, at 11:00 a.m. All participation in this meeting was via online and telephone conference in order to preserve the health, safety, and welfare of the public in light of the imminent threat caused by the COVID-19 pandemic and due to the state of emergency declared by Governor Polis, as amended and extended, corresponding executive orders and public health orders, 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/85732300597> Dial-In Information: 669-900-9128 Webinar ID: 857 3230 0597.

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
George Teal, Douglas County Commissioner
Craig Hurst, Councilmember Commerce City
Bill Holen, Arapahoe County Commissioner
John Diak, Councilmember Town of Parker/DRCOG
Francoise Bergan, Mayor Pro Tem City of Aurora
Jessica Sandgren, Mayor Pro Tem, City of Thornton

Lori Saine, Commissioner Weld County (*non-voting*)
Peggy Catlin, RTD (*non-voting*)
Nick Farber, CDOT HPTE (*non-voting*)

Also present were: Kelly Brown, CDOT HPTE (alternate); Jessica Carson, operations director, Bruce Emberley, operations and tolling services manager, Terry Fabrizio, operations coordinator, Jaime Heitman, controller, Moss Levenson, financial analyst 2, Diane Lundquist, executive assistant, Jason Myers, finance director, Ken Smith, information technology director, Tim Stewart, executive director, Cassandra Sulmeisters, marketing specialist and Neil Thomson, engineering and roadway maintenance director, E-470 Public Highway Authority; Cecil Gutierrez, Board member, Karen Stuart, Board member, Shannon Gifford, Commissioner, David Spector, Consultant, Cesar Diaz-Plaza Perez,

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Consultant, Rami Harb, Consultant, Vince Dolan, Consultant, Piper Darlington, Staff and Maria Johnson, Staff, CDOT-HPTE; Margaret Bowes, I-70 Coalition; Brian McNiff, Kapsch TrafficCom North America, Kay Hruska, visitor; Michael Lund and Bryan Stelmack, Stifel; Susan Ermish, WSP; Dave Kristick and Steven Corbin, Atkins; Kirk Strassman and Chris Gilligan, Conduent; and Tamara Seaver, Icenogle Seaver Pogue, P.C.

Call to Order: Commissioner Tedesco, noting the presence of a quorum of the directors, called the special meeting to order at 11:05 a.m.

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

Public Comment: None.

Briefing Regarding CDOT-HPTE Matters: Mr. Stewart introduced Nicholas Farber, Director of the High Performance Transportation Enterprise ("HPTE"). Mr. Farber briefed the board regarding matters related to the parties' May 7, 2015 Tolling Services Agreement, including directives from the HPTE Board of Directors to HPTE staff to go out for a public solicitation for bids for a new back-office system solution. He then reviewed the goals for the new back-office system, following which he requested, on HPTE's behalf, a 1-year extension of the current tolling services agreement through June of 2024, with the notice of termination extending to June of 2022. He stressed HPTE's desire to avoid potential customer confusion and noted they desired the Authority's participation in the procurement. Following Mr. Farber's presentation, Mayor Pro-Tem Bergan asked about the procurement process and Mr. Farber stressed avoiding customer confusion and mentioned the desire for information sharing. Commissioner Teal inquired as to the need for a special meeting to address the Board of Directors, and Mr. Farber explained attendant timing considerations. Councilmember Diak then asked about the HPTE goals and expressed his belief that Authority hits most of them now. Mr. Farber expressed the desire to have control and a more nimble back office as well as other factors. Commissioner Tedesco then inquired about previous extension of the tolling services agreement and the timing of raising these issues. Mr. Farber noted the joint procurement on the lane system and the timing of other projects. Commissioner Tedesco asked about HPTE's expectations for the Authority's "participation" in the procurement. Mr. Farber confirmed HPTE would like the Authority to bid during the procurement and Commissioner Tedesco noted the request appeared to be an invitation to negotiate against the Authority's interests. Further Board discussion and

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questions ensued and Ms. Catlin inquired as to whether the HPTE cost benefit analysis might be made available as there can be issues with comparisons as to different entities.

ExpressToll® Tolling Services Briefing:

Mr. Stewart next addressed the Board and introduced a briefing on the current ExpressToll® tolling services provided to HPTE under the parties' tolling services agreement. Ms. Carson then reviewed various account and customer information, noting the current interoperable transponders across all state of Colorado tolled facilities. She then reviewed the total transactions of the various tolling entities in Colorado by the various Colorado tolled facilities, as well as transaction processing costs.

At this point in the meeting Councilmember Hurst informed the Board that he would recuse himself from participating in the executive session discussion given his employment with the Colorado Department of Transportation and the potential for conflicts of interest or even the appearance of such conflicts. Commissioner Tedesco commended Councilmember Hurst on his awareness of the conflicts issues.

Executive Session:

Commissioner Teal then 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 regarding the Authority's Tolling Services Agreements with the Colorado Department of Transportation and the High Performance Transportation Enterprise and future actions related thereto.

Commissioner Holen seconded the motion, which was approved by the Board at 11:57 a.m., with Councilmember Hurst abstaining from the vote.

The Executive Session included all voting members of the Board (save for Councilmember Hurst), Mss. Seaver, Catlin and Carson, and Messrs. Stewart, Myers, Smith, and Thomson.

Commissioner Tedesco reconvened open session at 1:25 p.m.

Other Business:

Mr. Stewart reminded the Board of the upcoming May 13, 2021 Board meeting and mentioned that it might be changed to an in-person meeting. He also mentioned the revised Doodle pool seeking availability for a Board retreat.

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Adjournment: There being no further business to come before the Board, upon motion by Commissioner Holen and second by Mayor Pro-Tem Bergan the Board adjourned the meeting at 1:29 p.m.



Chair of the Meeting