

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF THE

E-470 PUBLIC HIGHWAY AUTHORITY

Held: Thursday, April 8, 2021, at 9:00 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/83075638749> - Dial in Information: 253-215-8782 Webinar ID: 830 7563 8749.

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
Matt Johnston, Mayor Pro Tem, City of Brighton

Wynne Shaw, Councilmember City of Lone Tree (*non-voting*)
Lori Saine, Commissioner Weld County (*non-voting*)
Peggy Catlin, RTD (*non-voting*)
Kelly Brown, CDOT HPTE (*non-voting*)

Also present were: Laura Hefta, Councilmember, Town of Parker (alternate); Jim Brady, construction manager, Jessica Carson, operations director, Annie Disney, staff accountant, Geoffrey Doctoroff, risk management supervisor, Ryan Dole, senior financial analyst, Bruce Emberley, operations and tolling services manager, Terry Fabrizio, operations coordinator, Mark Gronowski, solutions delivery manager, Mike Hancock, procurement supervisor, Jacob Kramer, HR manager, Vince Larson, IT contractor, Moss Levenson, financial analyst 2, Diane Lundquist, executive assistant, Jason Myers, finance director, Derek

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Slack, roadway maintenance manager, Ken Smith, information technology director, Tim Stewart, executive director, Cassandra Sulmeisters, marketing specialist, Briana Summers, accounting supervisor, Neil Thomson, engineering and roadway maintenance director, Ryan Thornton, IT infrastructure and operations senior manager, and Chuck Weiss, engineering manager E-470 Public Highway Authority; Earnest Baulkmon, Susan Ermish, Jack Nichols, Benton Thurkill and Landei Sharp, WSP; Michael Lund, Stifel; Dave Kristick, Atkins; Pedro Costa, Linda Nguyen, Mark Shotkoski and Benton Tempas, NWP LLC; Antii Suhonen, JP Morgan; Brian Duggan, D2C; Kirk Strassman, 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 9:05 a.m.

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

Public Comment: None.

Consent Calendar: Commissioner Holen moved approval of the consent agenda, comprising meeting minutes of March 11, 2021 and Amendment to IGA with 64th Avenue ARI Authority regarding Interchange Expansion. The motion was seconded by Commissioner Teal and approved unanimously by the Board.

Engineering and Roadway Maintenance Department: Mr. Thomson addressed the Board of Directors and introduced the engineering topics for discussion.

Resolution 2021-01 Approval:

Mr. Weiss then reviewed with the Board the Sable Boulevard Interchange request received from The City of Brighton, seeking to replace the previously approved Potomac Interchange with one at Sable Boulevard. He noted for the Board Resolution 05-01 which specifies the criteria and process to amend Authority-approved interchanges and then reviewed the status of the Sable Boulevard request. He noted he anticipated the interchange would be a traditional diamond interchange. He then reviewed the results of the feasibility study required by Resolution 05-01 which led to staff's recommendation to approve the interchange. He noted Adams County's support for the Sable Boulevard Interchange. Mr. Myers then addressed the Board and provided the results of the financial analysis conducted pursuant to the requirements of Resolution 05-01 and the attendant toll revenue and expected return on investment. Commissioner Teal inquired about the toll revenue calculations and Mr. Myers responded

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that CDM Smith, the Authority's traffic and revenue consultant, is currently updating toll revenue calculations for this interchange. Mayor Pro-Tem Bergan commented regarding the Roadway Committee presentation on the interchange and the scale of anticipated development planned in the area. Vice-Chair Diak noted the relocated interchange is a function of need on the North side in Adams County. Councilmember Shaw inquired about connectivity to I-76 and Mr. Weiss reported that E-470 will have a direct connection to I-76 and noted Sable has a connection to I-76 further south. Finally, Mayor Pro-Tem Johnston noted his comments were relayed by the other members and mentioned the massive regional development efforts in the area. Commissioner Teal then moved that the Board of Directors approve Resolution 2021-01 amending the list of approved interchanges contained in Resolution 05-01 by adding the Sable Boulevard Interchange and removing the Potomac Interchange. The motion was seconded by Mayor Pro-Tem Bergan and approved unanimously by the Board of Directors.

CMF Architect
Contract
Approval:

Mr. Slack reviewed with the Board the anticipated move of the Central Maintenance Facility (CMF) to an area located within several remnant parcels across the street from the Administrative Headquarters Facility due to the sale of the current CMF area to Aurora Highlands, LLC. Mr. Slack noted the new CMF will be constructed to accommodate future Authority growth and he noted floodplain and water quality issues to be factored into the design. He then reviewed the project timeline noting proposals for design were received on March 9th and presented to the Roadway Committee on March 25th. He reported that construction was expected to be complete before 2024 when the Authority must move out of the existing CMF. Mr. Slack then reviewed the evaluation criteria for architectural services pre-construction and the scope of the work. He noted 7 proposals were received and, on a best value basis, staff is recommending D2C for contract award. He noted D2C was the architect for both the MSS-A Expansion and Administrative Headquarters Facility security project as well as other metro-area projects for public entities, that their price was competitive and their local team of architects were very responsive. Commissioner Teal asked why moving from the current CMF was necessary and Mr. Slack reported this was required by the sale of the current CMF site to Aurora Highlands, LLC. Following additional Board discussion, Councilmember Hurst, moved that the Board of Directors approve award of a contract for the planning and design services to D2C Architects, Inc. for a not to exceed amount of \$1,132,000.00, and to authorize the Executive Director to execute the contract, subject to the approval of General Counsel. The motion was seconded by Commissioner Teal and approved unanimously by the Board of Directors.

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Road Widening
Consultant
Contract
Approval:

Mr. Brady reviewed with the Board the scope of the next anticipated road widening project from I-70 to the 104th Avenue Interchange. He noted the various interchanges involved in the 11-mile project and commented on additional project aspects, including Toll Plaza C and D reconfiguration as well as extension of the Authority's multiple-use trail. He reviewed the project timeline, noting the project would commence in 2021 and construction would be complete by end of 2024. He then noted the 3 proposals were received for the 4-year contract, that the proposals were reviewed by staff and the staff recommendation for contract award is to Felsburg, Holt & Ullevig, Inc. (FHU). Further noting they presented the best value to the Authority citing the Authority's prior experience with FHU as well as their competitive pricing. Commissioner Tedesco inquired about the 64th Avenue Interchange being included in the project and Mr. Brady reviewed again the 5 interchanges, including 64th, which are all part of the project scope for preliminary design. Staff are discussing an IGA with the 64th Avenue ARI Authority to determine responsibility for final design and construction of the expanded interchange. Following board discussion, Mayor Pro-Tem Bergan moved that the Board of Directors approve award of the preliminary design services contract for the 11-mile road widening project to Felsburg, Holt & Ullevig, Inc. for an amount not-to-exceed \$1,500,000 and that the Board authorize the Executive Director to execute the contract, subject to the review and approval of General Counsel. The motion was seconded by Commissioner Teal and approved unanimously by the Board of Directors.

Information
Technology
Department:

Back Office
Architecture,
Platform
Selection
Process and
Recommended
Platform:

Mr. Stewart introduced Mr. Smith regarding a Board report on the Authority's Back Office rewrite project.

Mr. Smith noted the back office is over 15 years old, is somewhat inflexible and in need of updating. He then introduced Mr. Larson who addressed the Board regarding the proposed high-level architecture for the rewrite which is to take a modular approach by separating the project into 2 subcategories: operational back office and commercial back office with the former being technical and the latter being more customer facing. He noted the modular approach reduces risk and that a combination of off-the-shelf and full custom development would be used. He then reported on the application platform approach and how it translates to overall reduced cost and risk. Mr. Larson then reviewed statistics from Gartner Group, a leading industry analyst for relevant work, and reported on the platform comparisons by Gartner. He shared Gartner's "magic quadrant" diagrams showing Salesforce being rated as superior to Microsoft and ServiceNow (the other potential vendors), with Salesforce being a clear

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industry leader since 2016. He then compared the 3 vendor products and services in more detail along with their costs, noting for the Board that Salesforce came out ahead on cost, adaptability and functionality. He also compared Salesforce platform costs with the current costs. He then recommended award of the back office rewrite contract be awarded to Salesforce. Commissioner Tedesco expressed appreciation for the presentation and noted Mr. Smith had already answered a number of questions from the IT Committee. Commissioner Teal echoed Commissioner Tedesco's comments. Commissioner Teal then moved the Board approve entering a 3-year contract with Salesforce (Salesforce.com) Inc. to provide the application platform for the Authority's back office system rewrite for an amount not to exceed the sum of \$2,671,900 over the 3-year contract term; all subject to the review and final approval of the Executive Director and General Counsel. The motion was seconded by Councilmember Hurst and approved unanimously by the Board.

Operations
Department:
Annual
Accident
Analysis:

Ms. Carson introduced Mr. Doctoroff to provide the Board with the annual accident analysis for calendar year 2020. Mr. Doctoroff reported on accidents by year, noting the 2020 year decrease correlating it to COVID-related traffic reductions. Mr. Doctoroff reported that there were no accident fatalities in 2020. He then reviewed the 2020 accidents by location as well as deer-vehicle collisions and wrong way driver incidents. Mr. Doctoroff reported on average times to clear accidents by level of accident and Mayor Pro-Tem Bergan asked about effects of weather and lighting related to wrong way drivers and Mr. Doctoroff responded to the question. Councilmember Hurst asked that the Authority consider development of wildlife underpasses to facilitate wildlife migration and safety as well as customer safety. The request was noted by Commissioner Tedesco. Mr. Doctoroff then provided a property damage report.

Customer
Service Brief:

Ms. Carson introduced Mr. Emberley who provided a customer service overview to the Board. He began by outlining the Authority's customer base and then reviewed the question types fielded by the Authority on a regular basis. He reported on the handling of customer contacts and issues and on the Authority's performance relative to other customer service agencies, noting the Authority's scores exceeded those of other customer service businesses across various industries, including several in the tolling industry. He further noted many in the tolling industry are just beginning to collect this data and their data is not yet available. Mr. Emberley then reported on technology deployed in customer service

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functions and the addition of web chat being considered in the near future and the improvement for customer services with the back office rewrite project. Commissioner Tedesco noted he was briefed and commended Ms. Carson and her team.

Executive
Director Report:

Mr. Stewart introduced Mr. Slack who reported on the mid-March snowstorm and changes to prior snow totals and information provided to the Board prior to a very snowy March. Mayor Pro-Tem Bergan inquired about the number of plows used by the Authority. Mr. Slack reported that the Snow Removal Contractor is required to field 22 plows if called for by the Authority and additionally have 4 other plows available in case one of the 22 contracted plows is disabled. Councilmember Hurst asked about storm events and Mr. Slack reported that his mission has been to maintain the best level of service possible in storm events. Mr. Thurkill then reported on roadside assistance during the storm as well as staff and customers sheltering at the AHF during the storm.

Mr. Stewart noted his hope that the May Board meeting be in-person. He then noted Mr. Farber's ask to brief the Board regarding HPTE tolling services agreement and related and mentioned that a special meeting would likely be needed in April for Board discussion of the same.

Other Business:

Mayor Pro-Tem Bergan asked about signage covered in plastic per a report from a constituent. Messrs. Slack and Brady responded.

Adjournment:

There being no further business to come before the Board, upon motion by Mayor Pro-Tem Bergan, second by Councilmember Diak, the Board adjourned the meeting at 11:19 a.m.



Chair of the Meeting