



Executive Committee Work Session

Thursday, August 12, 2021

8:00 a.m.

E-470 Board Conference Room
22470 E. Stephen D. Hogan Parkway
Aurora, Colorado

List of Attendees:

- Chaz Tedesco via Zoom (Commissioner, Adams County) and John Diak (Councilmember Town of Parker)
- Tim Stewart, Geoffrey Doctoroff, Mike Hancock and Mark Ferguson, E-470 Public Highway Authority
- General Counsel: Tamara Seaver, Icenogle Seaver Pogue, PC

1. Call to Order – Councilmember Diak called the meeting to order at 8:00 a.m.
2. Public Comment – none
3. Executive Contracts – Mr. Stewart reviewed with the Board his tracking spreadsheet for Executive Department contracts, mostly comprising legal and lobbying engagements. Executive Committee discussion ensued regarding the same.
4. ISP Engagement - Mr. Stewart then reviewed with the Executive Committee the results of the audit of the Icenogle Seaver Pogue, P.C. general counsel engagement. He reported on auditor's findings and management responses, including among other items that ISP's contract was the only Authority contract directly with the Board of Directors. The committee discussed additional distinguishing factors for the ISP engagement, with both committee members expressing the importance of institutional knowledge and specialized legal expertise in serving the organization's needs.

The committee asked Mr. Stewart if he was comfortable with the legal services being performed by ISP and he reported that he was satisfied with the quality and efficacy of the services. The Executive Committee directed Mr. Stewart that they did not believe a procurement of general counsel legal services was in the Authority's best

interests in light of the quality and value of ISP's services and their nature as specialized legal services performed directly for the Board of Directors.

Mr. Stewart thanked the committee for their direction and noted the audit had triggered him, and Ms. Seaver, to review the escalating write-offs being incurred by ISP under the retainer which far exceed standard government discounts afforded public entities by lawyers. Ms. Seaver provided additional background and detail regarding the same with the Board and discussed the large-scale escalations in IT Department and Roadway Department (IGA and other) contracting with those areas contributing to nearly 50% of the increasing write-downs such that ISP was writing off nearly 58% of the work performed for the Authority. Ms. Seaver then presented a slightly modified retainer/projects model to continue affording the Authority a government discount while mitigating against excessive write downs. The committee discussed the proposal and indicated general comfort with the same. Commissioner Tedesco did request additional financial information to understand the impacts of the proposal to the Authority. Ms. Seaver committed to provide the same and the committee directed Ms. Seaver and Mr. Stewart to bring the revised ISP proposal to the Board for consideration in advance of the 2022 budget season.

5. Executive Session – At 8:52 A.M. Commissioner Tedesco moved that the committee 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 negotiation, developing strategy for negotiations, and instructing negotiators all related to the Authority's Tolling Services Agreement with the High Performance Transportation Enterprise, a Division of the Colorado Department of Transportation. Councilmember Diak seconded the motion which was unanimously carried. Committee members, Mr. Stewart and Ms. Seaver remained for executive session. At 8:58 A.M., Commissioner Tedesco reconvened the Committee's open session.
6. Other Business – none
7. Adjourn – Commissioner Tedesco adjourned the meeting at 8:59 a.m.