

RECORD OF PROCEEDINGS

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS

OF THE

E-470 PUBLIC HIGHWAY AUTHORITY

Held: Thursday, June 10, 2021, at 9:00 a.m. Please note in person, public participation is now possible but may be limited by space capacity considerations at the authority's offices in the light of the COVID-19 pandemic and, accordingly, all public are also welcome to participate virtually via the following: Zoom Meeting Information for Non-Panelists: <https://us02web.zoom.us/j/85486544374> Dial-In Information: 669-900-9128 Webinar ID: 854 8654 4374..

Attendance: A regular 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
John Diak, Councilmember Town of Parker
George Teal, Douglas County Commissioner
Craig Hurst, Councilmember Commerce City
Bill Holen, Arapahoe County Commissioner
Francoise Bergan, Mayor Pro Tem City of Aurora
Jessica Sandgren, Mayor Pro Tem, City of Thornton
Tim Watts, Councilmember, 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: Jeff Baker, Commissioner Arapahoe County (*alternate*); Stephani Barry, product owner, Jim Brady, construction manager, Sherry Brunger, IT coordinator, Heather Burke, PIO, Jessica Carson, operations director, Annie Disney, staff accountant, Geoffrey Doctoroff, risk management supervisor, Bruce Emberley, operations and tolling services manager, Terry Fabrizio, operations coordinator, Mark Ferguson, project manager/ePMO, Mark Gronowski, senior solutions delivery manager, Mike Hancock, procurement supervisor, Jaime Heitman, controller, Greg Johns, senior systems administrator, Jacob Kramer, HR manager, Diane Lundquist, executive assistant, Tricia Morales, operations analyst, Jason Myers, finance director, Derek Slack,

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roadway maintenance manager, Ken Smith, information technology director, Tim Stewart, executive director, Neil Thomson, engineering and roadway maintenance director, Ryan Thornton, IT infrastructure and operations senior manager, Anthony Tomlinson, help desk administrator, Chuck Weiss, engineering manager and Mark Wood, senior support specialist, E-470 Public Highway Authority; Sarah Grant, Transportation Manager, City and County of Broomfield; Dave Kristick, Atkins; Tony DeVito, AECOM; Matt Hopper, ARTA; Kirk Strassman and Chris Gilligan, Conduent Transportation; Pedro Costa, Mark Shotkoski and Benton Tempas, NWPLLC; Trent Hein, Rule4; Michael Lund, Stifel; Jack Nichols and Susan Ermish, WSP; and Tamara Seaver, Icenogle Seaver Pogue, P.C.

Call to Order: Councilmember Diak, noting the presence of a quorum of the directors, called the regular meeting to order at 9:01 a.m.

Pledge of Allegiance: Councilmember Diak 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 May 13, 2021 special meeting, 64th Avenue IGA Second Amendment and RAM Info 2015-IT-RIL Contract Amendment #7. The motion was seconded by Commissioner Teal and approved unanimously by the Board.

Engineering and Roadway Maintenance Department:
38th Avenue Bridge Aesthetics:

Mr. Weiss addressed the Board regarding certain enhanced bridge aesthetics sought by Aerotropolis Regional Transportation Authority (“ARTA”) related to the 38th Avenue Bridge during the upcoming road widening project. He then introduced Mr. DeVito. Mr. DeVito presented ARTA’s request to build an enhanced architectural appearance for the 38th Avenue bridge over E-470. He reviewed the various proposed bridge enhancements, proposed to be funded by ARTA and other area special districts, including ornamental railings, lighting pedestals on decorative columns, colored concrete walls with masonry finishes and natural landscaping features.

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Commissioner Holen inquired as to the aesthetic match with other Aurora Highlands monuments and about pedestrian access to the bridge. Mr. DeVito addressed both questions. Commissioner Tedesco asked about maintenance costs required to maintain an enhanced bridge. Mr. Stewart noted that the details for maintenance needed to be negotiated in an intergovernmental agreement and noted that added architectural features and other enhancements on the bridge deviate from the Authority's regular bridge structures. Mr. Hopper, Chair of the ARTA Board, addressed the Board and noted that the added components were requested by the developer metro districts in the area, and that the metro districts service plans contain requirements to fund enhanced maintenance for the bridge which would cover the enhanced maintenance costs. Ms. Seaver sought clarification regarding that dedicated mill levy and Mr. Hopper responded that the mill levy is perpetual and does not have a sunset date and therefore the district can fund any future maintenance costs related to the enhanced bridge.

Councilmember Shaw asked about the bridge width and Mr. Thomson noted that the width does accommodate E-470's ultimate configuration. Councilmember Diak noted that the request was a change in the Authority's typical bridge aesthetic standards and suggested the Authority consider working on a policy for future enhanced bridge aesthetic requests. Commissioner Teal noted the benefit of the aesthetics for the special districts and the developments, but that with future residential control there might be changes including long term costs and burden on the residents of the metropolitan districts. The Board authorized Authority staff, the Executive Director, and General Counsel to commence negotiation of an IGA with ARTA and relevant special districts to maintain a potentially enhanced 38th Avenue Bridge, with any negotiated agreement to come back to the Board for approval.

Capital Projects Update:

Mr. Slack reviewed with the Board of directors the status of various capital projects including the MSSA support site and central maintenance facilities. Thereafter, Mr. Brady addressed the Board and reported on the completed road widening project from Quincy Avenue to I-170, inclusive of the High Plains Trail which is partly within the Arapahoe Park and Recreation District County Park. Commissioner Holen commended the effort with respect to the trail and maintaining the connectivity of that system. Mr. Brady reported on the next approximately 11-mile road widening project from I-70 to 104th Avenue. He reported that the scope of the road widening includes various interchange and interchange improvements, moving Toll Plaza C, moving or reconfiguring Toll Plaza D, and multiple-use trail extensions. He also noted that the Next-Gen

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Lane System project would be interwoven with the road widening. Mr. Brady next reviewed the project timeline with the Board. Commissioner Holen made inquiry regarding potential inflationary impacts and Mr. Brady responded that staff was cognizant of this potential and that the CM/GC contracting format recommended by staff would best address this issue in real time.

Mr. Doctoroff presented the final project update as the project manager for the Administrative Headquarters Facility security improvements project. He reviewed various aspects of the project's scope as well as the project's budget status with several remaining punch list items. Mr. Doctoroff reported that the project was under budget. Commissioner Holen commended staff and leadership for accounting for the current need to increase safety given societal conditions. Commissioner Teal expressed appreciation for the public access components of the project.

Information
Technology
Department:
IT Staffing
Services
Contract:

Mr. Smith reviewed with the Board of Directors both the IT staffing services RFP and recommendations as well as a potential contract with Kubernao. With respect to the IT Staffing item, Mr. Smith reviewed the balance between employee and contracted staffing and needs related to security, expressing that independent guidance and evaluation were important. Mr. Smith then reviewed the objectives related to the staffing RFP noting transition of long-term contract positions to staff and reduction in resourcing costs to produce the best value to the Authority. Mr. Hancock then reviewed the competitive procurement for the Staffing RFP aimed at creating a pool of 3 staffing vendors to be "on-call" to submit candidates periodically for the Authority's staffing needs. He noted that the RFP resulted in 46 respondents, which group was refined to 5 finalists, from which 3 vendors were being recommended to the Authority by staff.

Mr. Smith reported on the 3 staff-proposed vendors: Compri Consulting, Bridgeview IT and Ascent Services Group and he then expanded on their various skills and strengths. Mr. Smith then reviewed the staff's proposed contracting methodology with a combined not-to-exceed budget for the pool of vendors with compensation to the contractors to be only by Authority-approved service orders with specific not-to-exceed amounts. He noted that this was necessary to preserve flexibility to the Authority in making staffing candidate selections. He reported that the proposed NTE would be \$9,200,000 over the 3-year contract term.

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Following discussion, Mayor Pro Tem Bergan moved to enter in 3-year contracts with Compri Consulting, Inc., Bridgeview IT, Inc., and Ascent Services Group, Inc., with a total combined not-to-exceed compensation amount of \$9,200,000, subject to the review and approval of the final contract terms by the Executive Director and General Counsel. Commissioner Teal seconded the motion which was unanimously approved.

Kubernao
Consulting
Contract:

Mr. Smith then introduced Mr. Hancock who reported regarding a recommended contract with Kubernao LLC for the development and implementation of core IT processes and information technology infrastructure library process controls as well as the provision of program management for the back-office development project. Mr. Smith reviewed the experience and credentials of Vince Larson, Kubernao principal, as they relate to the project. Commissioner Holen expressed support for the recommendation. Commissioner Holen moved that the Board of Directors enter into a 3-year contract with Kubernao LLC in an amount not to exceed the sum of \$950,000 over the 3-year. Mayor Pro Tem Bergan seconded the motion which was unanimously approved by the Board.

Executive
Director Report:

Mr. Myers addressed the Board and reviewed the very successful 2021 Bond transaction which resulted in pricing as though the Authority were a full AA credit. He alerted the Board that a memo regarding the bond transaction had been placed in BoardPaq. Ms. Carson then introduced Heather Burke who has joined the operations department as a PIO. Following her introduction, she was welcomed by the Board. Next, Mr. Gronowski introduced Stefani Barry, who has joined the IT department as a product owner. Finally, Mr. Thornton introduced Greg Johns, a senior system administrator for the IT department. All Board members welcomed all new employees.

Executive
Session:

Commissioner Holen then moved that the Board convene in Executive Session, pursuant to (a) C.R.S., Section 24-6-402(4)(d) for the purpose of discussing specialized details of security arrangements or investigations where public disclosure of the matters discussed might reveal information that could be used for the purpose of committing, or avoiding prosecution for a violation of the law, related to an Authority security assessment by Rule4 and pursuant to (b) 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

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with the Colorado Department of Transportation and the High Performance Transportation Enterprise.

Commissioner Teal seconded the motion, which was approved unanimously by the Board at 10:25 a.m.

The Executive Session included all voting members of the Board, Mss. Seaver and Burke, and Messrs. Stewart, Hines and Smith.

Councilmember Diak reconvened open session at 11:26 a.m.

Other Business: None.

Adjournment: There being no further business to come before the Board, upon motion by Commissioner Tedesco and second by Councilmember Diak, the Board adjourned the meeting at 11:28 a.m.



Chair of the Meeting