

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF THE

E-470 PUBLIC HIGHWAY AUTHORITY

Held: Thursday, March 11, 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/89038823035> - Dial in Information: 669-900-9128 Webinar ID: 890 3882 3035.

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/DRCOG
Tim Watts, Councilmember City of Brighton

Wynne Shaw, Councilmember City of Lone Tree (*non-voting*)
Laurie Anderson, Councilmember, City and County Broomfield
(*non-voting*)
Peggy Catlin, RTD (*non-voting*)

Also present were: Jeff Baker, Commissioner, Arapahoe County (alternate); 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, Mark Ferguson, ePMO; Ted Gies, IT support specialist, Mark Gronowski, solutions delivery manager, Mike Hancock, procurement supervisor, Jacob Kramer, HR manager, Diane Lundquist, executive assistant, Jason Myers, finance director, Nick Rosemas, network security

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engineer, Derek Slack, roadway maintenance manager, Ken Smith, information technology director, Tim Stewart, executive director, Briana Summers, accounting supervisor, Neil Thomson, engineering and roadway maintenance director, Ryan Thornton, IT infrastructure and operations senior manager, Maureen Walker, communications and public affairs manager, Taylor Webb, data analytics engineer and Chuck Weiss, engineering manager E-470 Public Highway Authority; Jack Nichols and Susan Ermisch, WSP; Michael Lund, Stifel; Dave Kristick, Atkins; Pedro Costa, NWP LLC; Antii Suhonen, JP Morgan; Emily Charlesworth, Lewis Roca; 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.

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

Public Comment: None.

Consent Calendar: Commissioner Teal moved approval of the consent agenda, comprising meeting minutes of February 11, 2021, Mittera 2020 NTE increase, City and County of Denver IGA regarding Pena Blvd. Bridge and Computer Sites, Inc. contract. The motion was seconded by Mayor Pro-Tem Bergan.

Information Technology Department: Mr. Stewart noted that annually, budgeted contracts are presented to the Board of Directors and that staff is working to spread the contract approvals throughout the year. Mr. Smith then addressed the Board of Directors and reviewed with them the status of some of the Authority's large information technology contracts, noting their relationships to the CUSIOP, Next Generation Lane Tolling System and Back Office Rewrite projects. He reported on the resulting cost increases in the short term to ensure the three large projects are successfully acquitted. He also noted that some of the contract increases related to additional security improvements being made. He reported that other information technology is decreasing. He then reported on six contracts, two with Atkins, and others with HNTB, RAM Info, Nuspire and Rule4. Mr. Smith reported that the HNTB and Atkins general technology consulting contract would have proposed increased not-to-exceed amounts for 2021, but that the other three would have decreased 2021 not-to-exceed amounts. He then reviewed 2018, 2019 and 2020 spending trends in information technology for capital projects, again reporting on the three large projects underway. Commissioner Tedesco inquired about the net increase and commented on

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the increased need for security matters and commended Mr. Smith for explaining the contracts and their relation to budget. Commissioner Teal also touched on the additional spending needed for security and noted the rash of “bad actors” attempting to attack and harvest personal information or steal funds. He then echoed Commissioner Tedesco’s commendation. Thereafter Commissioner Teal moved that the Board: (a) authorize staff to negotiate the following contract amendments and to enter into a new contract with RAM Info, for contract terms running from April 2021 through April 2021 as follows:

- 1) RAM Info – NTE \$4,200,000.00
- 2) Rule4 – NTE \$450,000.00
- 3) Atkins – CUSIOP – No additional NTE required – Extend date only
- 4) Atkins – General Technology Consultant – NTE \$1,925,000.00
- 5) HNTB – NTE \$1,300,000.00
- 6) Nuspire – NTE \$250,000.00

And (b) that the final terms of all of the above-listed contracts shall be subject to the final review and approval of the Executive Director and General Counsel. The motion was seconded by Councilmember Hurst and approved unanimously by the Board of Directors.

Operations

Department:

Contact Center
Plan –
Briefing:

Ms. Carson then addressed the Board and introduced Mr. Emberley who briefed the Board regarding the Contact Center. Mr. Emberley noted that WSP’s contract term ends at year-end 2021 and that staff had been looking at an RFI or RFP to cover human capital and call center technology to provide customer support services but that resource constraints within the Authority with some of the large projects noted by Mr. Smith mitigated in favor of a contract extension for WSP and a delayed RFI/RFP. He reported on a WSP proposal which included PCI risk transfer to WSP, teaming with TTech (a telephony organization) and using omnichannel and chat to allow for better customer service, consideration of the same and the Authority’s resource constraints as well as a desire to align the RFI/RFP with the role out of the new back office. As a result, he noted that staff is recommending extending WSP for an additional three-year period once the current term expires.

Mr. Ferguson then reviewed Meisterplan project tracker with the Board of Directors and the interplay among the Authority’s various projects which

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are in process. Commissioner Teal inquired regarding the office 365 project status and Mr. Ferguson reported on the same.

Mr. Stewart noted the board will see for review and approval, an amendment for the WSP contract in the coming months.

Engineering and
Roadway

Maintenance

Department:

Toll Plaza

Redevelopment

Lease

Approval:

Mr. Thomson then introduced Mr. Weiss who reported on the toll plaza redevelopment lease history, procurement timeline, customer service impacts and capital investment. He noted the original eight sites were reduced by Applegreen to four sites at northbound Toll Plazas B and D and southbound Toll Plazas A and D, sharing some renderings of the Applegreen service plazas and reporting on the potential customer amenities to be offered. He noted that Applegreen will adapt three existing buildings and construct one new building at the Toll Plaza D southbound site. Mr. Weiss then reported on the link between the project and the Authority's strategic plan goals.

Mr. Myers then reviewed with the Board the financial metrics attendant to the toll plaza redevelopment leases, including potential cash flows from rental income (base rent and projected rent). He then reported on the Authority's capital investment and potential return on investment.

Mr. Weiss then reviewed a summary of the Applegreen lease terms which will apply to each of the four sites, noting the 25 year lease term, options to develop an additional three sites, earnest money payment, site investment requirements, rent and the Authority's responsibilities.

Commissioner Holen noted his support for the project and mentioned the savings from being relieved of the burden of maintaining empty buildings. Mayor Pro-Tem Bergan commented as Roadway Committee Chair and touched on the importance of the value to the Authority's customers. Councilmember Diak commented from the Finance Committee's perspective on the financial metrics and the ability to reduce operational expenses. Commissioner Teal inquired about local land use matters in relation to the site development. Councilmember Shaw mentioned her approval of the Amazon locker potential and Councilmember Hurst noted the importance of the EV chargers. Commissioner Teal commented on the long duration of the lease and the need to ensure the service plazas remain up to date and well maintained. Mr. Stewart noted this concern as well

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and indicated development provisions are included in the MOU and will be part of the lease.

Thereafter, Mayor Pro-Tem Bergan moved that the Board approves the terms and conditions of the Ground Lease with Petrogas Group US Inc, and authorize the Executive Director to execute the individual lease agreements subject to the review and approval of General and Special Counsel. The motion was seconded by Councilmember Hurst and approved unanimously by the Board.

Snow Removal Update: Mr. Slack next reviewed the snow and ice control program with the Board. He reviewed moisture totals for the year as well as the first deployment. He then noted TerraCare was the Authority's contractor for snow removal under a ten-year contract, with 22 plow trucks and approximately 70 employees, as well as the role of Authority staff. Mr. Slack then reported on fuel and de-icing supplies as well as the Authority's maintenance sites. Mr. Slack reported on the Authority's use of technology with weather sensors at 12 locations and the Authority's weather services. He reported on snowstorm protocols before, during, and after storm events and the Authority's technological tools used to manage the road during storm events. Finally, Mr. Slack reported on the coming storm. Mayor Pro-Tem Bergan commented on the technology and manpower needed.

Executive Director Report: Mr. Stewart addressed the Board of Directors including several staff in introductions. Mr. Stewart introduced Mark Ferguson, ePMO Manager, Mr. Smith first introduced Nick Rosemas, Network and Security Engineer and provided some background on Mr. Rosemas. Mr. Gronowski then introduced Taylor Webb, Data Analytics Engineer and provided some background in on Mr. Webb. Mr. Thornton introduced Ted Gies, Desktop Support Engineer and provided information on Mr. Gies' background. Mr. Stewart then noted the outstanding Board survey needing to be completed by the Board and mentioned efforts during the upcoming storm.

Other Business: None.

Adjournment: There being no further business to come before the Board Commissioner Tedesco adjourned the meeting at 10:41 a.m.



Chair of the Meeting