

RECORD OF PROCEEDINGS

MINUTES OF THE BOARD RETREAT FOR THE BOARD OF DIRECTORS

OF THE

E-470 PUBLIC HIGHWAY AUTHORITY

Held: Wednesday, September 8, 2021, at 9:00 a.m. at The Gaylord Hotel, 6700 North Gaylord Rockies Boulevard, Aurora, Colorado.

Attendance: A workshop/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 (arrived when noted)
John Diak, Councilmember Town of Parker
Francoise Bergan, Mayor Pro Tem City of Aurora
Tim Watts, Councilmember City of Brighton (arrived when noted)
George Teal, Douglas County Commissioner
Craig Hurst, Councilmember City of Commerce City
Bill Holen, Arapahoe County Commissioner
Jessica Sandgren, Mayor Pro Tem City of Thornton (via ZOOM)

Laurie Anderson, City and County of Broomfield (non voting)
Wynne Shaw, City of Lone Tree (non-voting)
Peggy Catlin, RTD (non voting)
Nicholas Farber and Kelly Brown CDOT HPTE (non voting)

Also present were: Heather Burke, PIO, Jessica Carson, operations director, Mark Ferguson, project manager/ePMO, Mike Hancock, procurement manager, Jason Myers, finance director, Ken Smith, information technology director, Neil Thomson, engineering and roadway maintenance director and Tim Stewart, executive director, E-470 Public Highway Authority; Andy Mountain and Sam Haas, GBSM; and Tamara Seaver, Icenogle Seaver Pogue, P.C.

Call to Order: Vice Chair Diak noting the presence of a quorum of the directors, and further noting that Chair Commissioner Tedesco would be joining the meeting late due to a meeting conflict, called the workshop/special meeting to order.

Pledge of Allegiance: Vice Chair Diak led all present in the Pledge of Allegiance.

RECORD OF PROCEEDINGS

Public Comment: None.

Board Orientation and Collaboration: Mr. Stewart provided opening remarks, expressing appreciation for the attendance and participation of the Board members.

Thereafter, Councilmember Diak welcomed all present, generally describing the planned flow of the day. Following his comments, introductions ensued around the room.

Mr. Mountain addressed the group and briefly provided a more detailed overview of the agenda and related matters.

Board Survey and Collaboration: Mr. Mountain then reviewed the results of the Board survey regarding how the Board is currently functioning, comparing results with the 2018 survey for voting and non-voting Board members. The Board discussed in detail committee structures and utilization of committees, as well as virtual participation and stretched schedules. Staff was asked to express their views as to attendance and structures. The question was posed regarding combining committee meetings and discussion ensued. Mr. Mountain expressed appreciation for the thoughtful discourse. Staff was ultimately directed to consider some consolidated and alternative committee structures and to bring the same back to the Board for consideration for the 2022 calendar year.

Board Fiduciary Duties and Conflicts: Ms. Seaver reviewed with the Board of Directors their fiduciary duties to the Authority under Colorado law, including a discussion of the balancing of these duties vis-à-vis their home jurisdictions. She then reviewed with the Board of Directors the Authority's Conflicts of Interest Policy embedded in Resolution 18-06. During discussion thereafter Councilmember Diak expressed his opinion that notice of conflict to the Board members in given circumstances would be of benefit to allow them to consider areas of conflict with their home jurisdiction counselors.

Enterprise Program Management Office (ePMO) and Project Portfolio Management Update: Mr. Ferguson reported to the Board regarding the ePMO and its role and goals within the organization, including investing in the right projects and optimizing capability and use of scarce resources. He explained how the ePMO processes marry with the Authority's Strategic Plan. He then reviewed the Authority's Schedule of Master Project dependencies as an example of how the ePMO works and explained ePMO top priorities. He reported on the current status of project portfolio management efforts as part of the ePMO, as well as project ranging. Mr. Ferguson walked the Board of Directors through the Meisterplan tool for project intake and the project portfolio dashboard. Discussion ensued as to Board access to portions of project portfolio dashboard.

RECORD OF PROCEEDINGS

Councilmember Watts joined the meeting at 11:21 a.m.

Procurement Processes:

Mr. Myers opened a presentation on the Authority's contracts and associated procurement processes and introduced Ms. Seaver who reviewed the legal framework for the Authority's contracting.

Commissioner Tedesco joined the meeting at 11:34 a.m.

Mr. Myers continued with a history of procurement practices and the evolution of the procurement and risk functions and recent audits related thereto. Mr. Hancock then began with his personal background and reviewed the Authority-adopted procurement code of ethics and associated procurement practices, noting the "best value" standards for contract award and discussing various procurement methods already discussed with the various committees. He reviewed the various types of the Authority's competitive solicitations and addressed the nuances of each.

Commissioner Tedesco commented on best value and about the need to avert wage theft and other underhanded contracting behaviors and suggested part of the Authority's best value evaluation could be consideration of wage practices. Mr. Stewart and Ms. Seaver provided information regarding the current Authority contract provisions and Mr. Stewart's experience with wage audits in prior settings. Commissioner Teal expressed understanding for the policy consideration at issue and some skepticism about the Authority's ability to curb the practices in question. Councilmember Hurst reported on the occurrence of the issue in Commerce City and the egregious nature of the behavior. The Board asked Ms. Seaver and Mr. Stewart to consider the issue with input from several of the member jurisdictions based on their policies and to present information to the Board at a future meeting.

Mr. Stewart then raised a policy question regarding the Board's continued comfort with him making decisions on sole source contracts within his delegated authority. Councilmember Diak noted the question may be nested under the general delegation to the executive director and the Board concurred. Commissioner Teal expressed his view that the Executive Director delegations might also be an area for additional analysis and board discussion followed. Commissioner Holen expressed his view of the importance of being good stewards of the public's funds and blunting illegal and unethical practices among contractors. Commissioner Tedesco stated he was open to changes to Mr. Stewart's delegation, mentioned sole sourcing and the possibility of placing it on consent as a matter of policy.

RECORD OF PROCEEDINGS

Mr. Hancock then reviewed with the Board of Directors re-soliciting contracts per the Authority's current processes and related matters, including contractor and staff innovations. He concluded with procurement exception requests.

Executive
Session:

Commissioner Holen 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 agreement with High Performance Transportation Enterprise and pursuant to C.R.S., Section 24-6-402(4)(d), C.R.S. for the purposes of discussing specialized details of security arrangements and protocols 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.

Mayor Pro Tem Bergan seconded the motion, which was approved by the Board at 3:12 p.m., with Councilmember Hurst abstaining from the vote and from participation in the Executive Session.

The Executive Session included all voting members of the Board (with Councilmember Hurst stepping out mid-way through), Mss. Seaver, Catlin and Carson and Messrs. Stewart, Myers and Smith. All other parties left the meeting.


Commissioner Tedesco reconvened open session at 4:33 p.m.

Other Business:

None.

Adjournment:

There being no further business to come before the Board, Commissioner Tedesco adjourned the meeting.



Chair of the Meeting