



E-470 Board of Director Officers
Chair – Council Member John Diak (Parker)
Vice Chair – Mayor Pro-Tem Francoise Bergan (Aurora)
Secretary Council Member Craig Hurst (Commerce City)
Treasurer – Council Member Jan Pawlowski (Brighton)

March 10, 2022
9:00 a.m.

22470 E. Stephen D. Hogan Parkway
Aurora, Colorado 80018

PLEASE NOTE: IN PERSON, PUBLIC PARTICIPATION IS NOW POSSIBLE BUT MAY BE LIMITED BY SPACE CAPACITY CONSIDERATIONS AT THE AUTHORITY'S OFFICES. ALL PUBLIC ARE ALSO WELCOME TO PARTICIPATE VIRTUALLY VIA THE FOLLOWING:

TEAMS Information

- 1. Call to OrderChair John Diak
2. Pledge of Allegiance Chair John Diak
3. Public Comment Chair John Diak
4. Consent Calendar Chair John Diak
a. Approve Meeting Minutes of February 3 and February 10, 2022
b. Approve Arapahoe County Fairground and Events Agreement
c. Approve D2C Contract No. EN-21-CMF-1 Task Order Amendments
5. Finance and Administrative Services DepartmentJason Myers
a. 2021 Colorado State Patrol Report
b. 2021 Accident/Incident Analysis
6. Engineering and Roadway Maintenance DepartmentNeil Thomson
a. CMS for Road Widening Project – Approval
b. Roadway/Roadside Maintenance Contract – Approval
c. Guardrail Maintenance Contract – Approval
d. Annexation by City of Aurora – Briefing
7. Toll Operations Department..... Jessica Carson
a. 2021 Annual Customer Experience Survey Briefing
8. Information Technology Department Ken Smith
a. Atkins Contract - Approval
b. HNTB Contract – Approval
c. RAM Info Contract – Approval
d. Nuspire Contract – Approval
e. Rule4, Inc. Contract - Approval
9. Executive Director Report..... Tim Stewart
10. Other Business..... Chair John Diak
11. Adjourn MeetingChair John Diak

The next anticipated E-470 Board of Directors Meeting will be April 14, 2022
at 9:00 a.m. at the AHF Offices, 22470 E. Stephen D. Hogan Parkway,
Aurora, Colorado 80018

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS
OF THE
E-470 PUBLIC HIGHWAY AUTHORITY

Held: Thursday, February 3, 2022, at 1:00 p.m., at 22470 E. Stephen D. Hogan Parkway, in the Board Room, Aurora, Colorado.

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:

- John Diak, Councilmember Town of Parker
- Chaz Tedesco, Adams County Commissioner
- Bill Holen, Arapahoe County Commissioner
- Francoise Bergan, Mayor Pro Tem City of Aurora
- George Teal, Douglas County Commissioner
- Jan Pawlowski, Councilmember City of Brighton
- Jessica Sandgren, Mayor Pro Tem City of Thornton
- Craig Hurst, Councilmember City of Commerce City

Also present were: Jacob Kramer, HR manager and Tim Stewart, executive director, E-470 Public Highway Authority; and Tamara Seaver, Icenogle Seaver Pogue, P.C.

Call to Order: Councilmember Diak noting the presence of a quorum of the directors, called the special meeting to order at 1:00 p.m.

Pledge of Allegiance: Councilmember Diak led all present in the Pledge of Allegiance.

Public Comment: None.

Executive Session: Commissioner Teal 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) and Section 24-6-403(4)(f) for the purposes of discussing personnel matters, receiving legal advice on specific legal questions, determining positions relative to matters that may be subject to negotiation, developing strategy for negotiations, and instructing negotiators all related to the Authority search for a new Executive Director.

Mayor Pro Tem Bergan seconded the motion, which was approved by the Board at 1:01 p.m.

The executive session included all voting members present at the meeting and Messrs. Stewart and Kramer and Ms. Seaver.

Councilmember Diak reconvened open session at 3:02 p.m., at which point Councilmember Pawlowski left the meeting.

Other Business: Following brief board discussion, Mayor Sandgren Moved that the Board of Directors delegate authority to the Authority's Human Resource Manager, Board Chair and General Counsel to negotiate a new Executive Director contract per Board direction provided during the executive session. The motion was seconded by Councilmember Hurst and approved unanimously by the Board.

Adjournment: There being no further business to come before the Board, Councilmember Diak adjourned the meeting at 3:05 p.m.

Chair of the Meeting

Approve Meeting Minutes of February 10, 2022

RECORD OF PROCEEDINGS

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE E-470 PUBLIC HIGHWAY AUTHORITY

Held: Thursday, February 10, 2022, at 9:00 a.m., at 22470 E. Stephen D. Hogan Parkway, in the Board Room, Aurora, Colorado.

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:

John Diak, Councilmember Town of Parker
Francoise Bergan, Mayor Pro Tem City of Aurora
Craig Hurst, Councilmember City of Commerce City
Jan Pawlowski, Councilmember City of Brighton
George Teal, Douglas County Commissioner
Bill Holen, Arapahoe County Commissioner
Jessica Sandgren, Mayor Pro Tem City of Thornton

Wynne Shaw, Councilmember City of Lone Tree (*non-voting*)
Nicholas Farber, Director CDOT HPTE (*non-voting*)
Deborah Mulvey, DRCOG (*non-voting*)
Peggy Catlin, RTD (*non-voting*)

Also present were: Kelly Brown, Tolling Operations Manager CDOT HPTE (alternate); Jim Brady, construction manager, Sherry Brunger, IT coordinator,

Jessica Carson, toll operations director, Wanda DeVargas, roadway maintenance supervisor, Anne Disney, senior accountant, Geoffrey Doctoroff, risk and administrative services manager, Ryan Dole, senior financial analyst, Terry Fabrizio-Rollert, operations coordinator, Ted Gies, IT support specialist, Mark Gronowski, senior solutions delivery manager; Michael Hancock, tolling services manager, Jaime Heitman, controller, Tiffany Jackson, marketing specialist, Kris Kellim, procurement manager, Jacob Kramer, HR manager, Diane Lundquist, executive assistant, Tricia Morales, customer service manager, Jason Myers, finance and administrative services director, Dan Shargel, SQL database administrator, Derek Slack, roadway maintenance manager, Ken Smith, information technology director, Johnny Solle, lane systems administrator, Matt Stephenson, solutions delivery manager, Tim Stewart, executive director, Brianna Summers, accounting manager, Adam Terranova, app development manager, Neil Thomson, engineering and roadway maintenance director, Anthony Tomlinson, systems administrator and Chuck Weiss, engineering manager, E-470 Public Highway Authority; Daniel Robicheaux, consultant/project manager; Mac Callison, City of Aurora; Chris Chovan, Adams County; David Emerick, Dave Kristick and Steve Corbin, Atkins; Tim Brown, Denver County; Pedro Costa and Brenda Schuler, NWPLLC; Josh Benninghoff and Bryan Stelmack, Stifel; Susan Ermisch, WSP; Tony Unrein, City of Thornton; Paul Mckeever, Darby Swank and Mike Yaker, ETC; Jeff Johnson and Todd Trueman, JHL; Jennifer Larson, HTNB; 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 9:00 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 January 20, 2022 and ratify the TSA Amendment #3 with HPTE. The motion was seconded by Mayor Pro-Tem Bergan and approved unanimously by the Board.

Engineering and Roadway Maintenance Department:

CMF CMGC Contract Award: Ms. DeVargas noted the sale of the current Central Maintenance Facility (“CMF”) site to Aurora Highlands and the resulting need to move the CMF. She reported that the CMF will be relocated to the parcel just adjacent to the Authority’s Administrative Headquarters Facility. She noted that the new CMF will be built using a Contract Management/General Contractor (“CM/GC”) contracting methodology and provided background on how CM/GC contracting works. Thereafter she reviewed the project goals for the new CMF.

Mr. Kellim then addressed the Board and reported on the request for proposals process conducted by Authority staff and consultants, with best value being the selection criteria. He reported that the Authority received six proposals and

interviewed three firms. He reviewed scoring of the selection committee and interviews conducted in order to provide a unanimous staff recommendation to the Board that JHL Constructors LLC, be awarded the contract.

Following Board discussion, Mayor Pro Tem Sandgren moved that the Board of Directors approve a contract EN-21-CMGC-2 for CM/GC for pre-construction services for the new Central Maintenance Facility with JHL Constructors LLC in an amount not-to-exceed amount of \$99,120.00 as presented, and to authorize the Executive Director to execute the same, subject to the review and approval of General Counsel. Commissioner Teal seconded the motion which was approved unanimously by the Board.

Finance and
Administrative
Services

Department:

Year-End
Financial
Review – Q4
Dashboard
Report:

Mr. Myers presented the 2021 year-end Dashboard Report to the Board. He reviewed the Authority's financial goals and how the Authority successfully performed against the financial goals in 2021. He then reviewed a year over year monthly transaction trends from 2017 through 2021, noting the COVID-19 Pandemic impacts and recovery from the impacts. He also reviewed monthly transaction trends as compared to 2019 and 2020, and transactions as compared to budget and revised traffic and revenue projections. Mr. Myers then presented trends in ExpressToll® and LicensePlateToll®, reviewed the 2021 operating metrics as compared to budget, noting the success in managing though the pandemic's impacts, as well as addressing 2021 toll revenue, debt service coverage, and fund balances. Mr. Myers also detailed information regarding the Authority's debt and interest rate swaps and provided a 2021 capital budget expenditures summary. Finally, Mr. Myers reported the 2021 audit will be commencing in late February. Councilmember Diak commended Mr. Myers and his team on navigating successfully though the COVID-19 Pandemic.

Operations

Department:

Q4
Operations
Dashboard
Report:

Ms. Carson addressed the Board of Directors and provided the 2021 Operations Dashboard opening with ExpressToll® Account openings and addressing call center volumes given the pandemic recovery. She reported on call center email volumes and use of Advanced Account Advisors (AAA) given call center labor shortages. She commented on image processing in 2021 as compared to 2020 and reported on various metrics related to marketing and communications, including a return on investment over 300%. Commissioner Teal inquired as to the impact of the Authority's toll rate reduction on new customers and Ms. Carson reported on related trends. Mayor Pro-Tem Sandgren commented on expensive tolls on I-25. Councilmember Mulvey asked about comparison of Authority tolls with other tolling agencies in the state and Mr. Myers responded.

Executive
Session:

Commissioner Teal then moved that the Board convene in Executive session, (a) pursuant to Section 24-6-402(4)(f), C.R.S. for the purpose of discussing personnel matters related to hiring a new Executive Director and (b) 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 as well as instructing negotiators related to both

a Second Amendment to the Authority's contract with ETC for development of a next generation lane system and a Fourth Amendment to the Authority's Tolling Services Agreement with High Performance Transportation Enterprise.

Councilmember Pawlowksi seconded the motion, which was approved by the Board at 9:47a.m.

The executive session commenced with Executive Director procurement item, during which only the voting members present at the meeting, Mr. Kramer and Ms. Seaver. The portion of the executive session ended at 10:16 a.m. at which point Mr. Kramer left the executive session. A pause ensued while Messrs. Stewart, Smith, Hancock and Ms. Carson joined the executive session for the ETC contract second amendment discussion. That discussion ended at 10:37 a.m. and Councilmember Hurst left the executive session during the discussion regarding the Fourth Amendment to the 2-Party Tolling Services Agreement with HPTE.

Councilmember Diak reconvened the open session at 10:52 p.m.

Approve
Contract with
New Executive
Director:

Mr. Kramer noted that following interviews and contract negotiations, a contract for the employment of the next Executive Director is recommended for approval by the Board. Following discussion, Councilmember Hurst moved to approve the Executive Director contract with Beau Memory and to authorize the Board Chair to execute the same, subject to the review and approval of General Counsel. Commissioner Teal seconded the motion which was approved unanimously by the Board.

Approve TSA
Amendment #4
with HPTE:

Mr. Hancock reviewed the terms of a TSA Amendment which addresses the term extension of the current TSA agreement set to end June 30, 2023. This also addresses a "wind-down" provision which will be needed once the TSA agreement between HPTE and E-470 has ended.

Following discussion, Mayor Pro Tem Sandgren moved to approve the 4th Amendment to the Authority's 2-Party Tolling Services Agreement with the High Performance Transportation Enterprise extending the term to June 30, 2028 and adding a December 31, 2024 deadline by which the parties will enter into a future amendment addressing end of contract wind down provisions, and authorizing the Executive Director to execute the amendment, all subject to final review and approval of General Counsel. Councilmember Pawlowksi seconded the motion which was approved by the Board by vote of 7-0 with Councilmember Hurst abstaining.

Approve ETC
Contract
Second
Amendment:

Following presentation by Mr. Smith, Commissioner Teal moved to approve the Second Amendment to the Authority's contract for its Next Generation Lane System with Electronic Transaction Consultants, LLC, Contract No. EX-20-ETCC-1 and to authorize the Executive Director to execute the same, subject to the review and approval of General Counsel. Mayor Pro-Tem Bergan seconded the motion which was approved unanimously by the Board.

Executive
Director
Report:

Mr. Stewart commended Messrs. Corbin, and Smith as well as the ETC representatives present for their work in partnering on the second amendment to ETC's contract. Mr. Stewart also shared his appreciation to Mr. Farber and Ms. Brown for their help advancing the TSA Amendment #4. Mr. Stewart then

commented on the Executive Director search and the difficult decision the Board of Directors faced in making their choice, as well as the exemplary leadership team at the Authority.

Other Business: Mayor Pro-Tem Sandgren enquired regarding the date for a 2022 Board Retreat and Mr. Stewart noted he expected Mr. Memory would handle that.

Adjournment: There being no further business to come before the Board, Councilmember Diak adjourned the meeting at 11:02 a.m.

Chair of the Meeting

PRELIMINARY E-470 2022 Calendar

Committee Work Sessions will be convened as needed and publicly posted as prescribed by statute and resolution – Please allow 1 ½ Hours for Work Sessions

January 2022

January 3 New Year's – Office Closed
January 17 Martin Luther King, Jr.'s Day
-Office Closed
January 20 Executive Committee – 8:00 A.M.
January 20 BOARD MEETING - 9:00 A.M.
Board Officer Nominations and Election
January 27 IT and RM Committee – 8:00 A.M.
January 27 Roadway Committee – 1:00 P.M.

February 2022

February 3 SPECIAL BOARD MEETING – 1 P.M.
February 10 Executive Committee – 8:00 A.M.
February 10 BOARD MEETING - 9:00 A.M.
February 21 Presidents' Day – Office Closed
February 23 IT and RM Committee – 1:00 P.M.
February 24 Finance Committee – 9:00 A.M.
February 24 Ops and Comm – 10:00 A.M.
February 24 Roadway Committee – 1:00 P.M.

March 2022

March 10 BOARD MEETING 9:00 A.M.
March 24 Ops and Comm – 11:00 A.M.
March 24 Roadway Committee – 1:00 P.M.
March 30 IT and RM Committee – 1:00 P.M.

April 2022

April 14 Executive Committee – 8:00 A.M.
April 14 BOARD MEETING - 9:00 A.M.
April 27 IT and RM Committee – 1:00 P.M.
April 28 Finance Committee – 9:00 A.M.
April 28 Roadway Committee – 1:00 P.M.

May 2022

May 12 BOARD MEETING 9:00 A.M.
May 25 IT and RM Committee – 1:00 P.M.
May 26 Roadway Committee – 1:00 P.M.
May 30 Memorial Day – Office Closed

June 2022

June 9 Executive Committee – 8:00 A.M.
June 9 BOARD MEETING 9:00 A.M.
June 23 Ops and Comm – 9:00 A.M.
June 23 Roadway Committee – 1:00 P.M.
June 29 IT and RM Committee – 1:00 P.M.

July 2022

July 4 Independence Day – Observed
Office Closed
July 14 BOARD MEETING 9:00 A.M.
July 21-24 NACo Annual Conference
July 27 IT and RM Committee – 1:00 P.M.
July 28 Finance Committee – 9:00 A.M.
July 28 Roadway Committee – 1:00 P.M.

August 2022

August 11 Executive Committee – 8:00 A.M.
August 11 BOARD MEETING 9:00 A.M.
August 25 Ops and Comm – 1:00 P.M.
August 25 Roadway Committee – 1:00 P.M.
August 31 IT and RM Committee – 1:00 P.M.

September 2022

September 5 Labor Day – Office Closed
September 8 BOARD MEETING 9:00 A.M.
September 18 IBTTA 90th Annual Meeting and
To 20 Exhibition – Austin, Texas
September 22 Finance Committee – 9:00 A.M.
September 22 Roadway Committee – 1:00 P.M.
September 28 IT and RM Committee – 1:00 P.M.

October 2022

October 13 Executive Committee – 8:00 A.M.
October 13 BOARD WORKSHOP – 9:00 A.M.
October 26 IT and RM Committee – 1:00 P.M.
October 27 Ops and Comm – 9:00 A.M.
October 27 Roadway Committee – 1:00 P.M.

November 2022

November 10 BOARD MEETING – 9:00 A.M.
November 11 Veteran's Day – Office Closed
November 17 Finance Committee – 9:00 A.M.
November 17 Roadway Committee – 1:00 P.M.
November 24 Thanksgiving – Office Closed
and 25
November 30 IT and RM Committee – 1:00 P.M.

December 2022

December 8 Executive Committee – 8:00 A.M.
December 8 BOARD MEETING 9:00 A.M.
December 15 Ops and Comm – 9:00 A.M.
December 22 Roadway Committee – 1:00 P.M.
December 23 Christmas – Office Closed
and 26
December 28 IT and RM Committee – 1:00 P.M.