

RECORD OF PROCEEDINGS

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

Held: Thursday, April 14, 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
Tony Unrein, Councilmember City of Thornton
Chaz Tedesco, Adams County Commissioner

Wynne Shaw, Councilmember City of Lone Tree (*non-voting*)
Kelly Brown, Tolling Operations Manager CDOT HPTE (*non-voting*)
Deborah Mulvey, DRCOG (*non-voting*)
Peggy Catlin, RTD (*non-voting*)

Also present were: Charles Ballas, IT service desk technician, Jim Brady, construction manager, Sherry Brunger, IT coordinator, Shaun Burk, IT infrastructure and operations senior manager, Heather Burke, public information officer, Jessica Carson, toll operations director, Wanda DeVargas, roadway maintenance supervisor, Geoffrey Doctoroff, risk and administrative services manager, Ryan Dole, senior financial analyst, Steve Erickson, project manager, Terry Fabrizio-Rollert, operations coordinator, Ted Gies, team lead IT service desk, Mark Gronowski, senior solutions delivery manager; Michael Hancock, tolling operations manager, Jaime Heitman, controller, Tiffany Jackson, marketing specialist, Kris Kellim, procurement manager, Jacob Kramer, HR manager, Diane Lundquist, executive assistant, Beau Memory, executive director, Tricia Morales, customer service manager, Jason Myers, finance and administrative services director, Aaron Schilz, service desk technician, Derek Slack, roadway maintenance manager, Ken Smith, information technology director, Tim Stewart, executive director, Neil Thomson, engineering and roadway maintenance director and Chuck Weiss, engineering manager, E-470 Public Highway Authority; Doug Rex, DRCOG, Janet Lundquist, Adams County Public Works; Captain John Hahn and Dave Dinkel, CSP, Pedro Costa and Brenda Schuler, NWPLLC; Susan Ermish and

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Sandra Varela, WSP; Dave Kristick, Atkins; Mac Callison, City of Aurora; David Raines and Linda Sexton, RK&K; Josh Benninghoff, Stifel; 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: Councilmember Pawlowski moved approval of the consent agenda, comprising meeting minutes of March 10, 2022, TMC Hardware Purchase, Douglas County Fair and Rodeo Agreement and Brighton Summerfest Agreement. The motion was seconded by Mayor Pro-Tem Bergan and approved unanimously by the Board.

Engineering and Roadway Maintenance Department:

HAZMAT Route Briefing:

Mr. Slack reviewed with the Board of Directors the HAZMAT designation timeline and route analysis as well as the conclusions of the analysis including E-470 relative level of safety. Mr. Slack then introduced Captain Hahn, Commander of the Colorado State Patrol, Hazardous Materials Section. Captain Hahn discussed the history of HAZMAT routing within Colorado, the rationale for the routing and protections against diversion to alternative communities. He then reviewed how routes are designated. Mayor Pro-Tem Bergan inquired about enforcement and Captain Hahn responded noting fines might not be as motivating as the impact to the businesses of the carriers from a violation. Councilmember Hurst commented on the HAZMAT program and noted his office has the ability to withhold permitting for violators. Captain Hahn concluded by commending Mr. Slack on his fine work in developing a high-quality petition.

Applegreen Site Utility Contract:

Mr. Weiss addressed the Board and presented regarding the toll plaza utility relocation project, noting the relocations were needed at Toll Plazas A, B and D to accommodate the Applegreen planned development. He then reviewed the infrastructure at each tolling location and the areas for relocation with the Board. He reported that the Authority issued a request for bids for the relocation work and the need to relocate the tolling equipment with no loss of revenue. He reviewed the IFB process culminating presentation to the Board and then reviewed the Bid Summary with the Board, noting one bid was deemed non-responsive. He noted

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the due diligence done by Authority staff on the recommended bidder's qualifications given that they were new to the Authority. He reported staff's recommendation to enter into a Contract with Morton Electric, Inc. to relocate existing tolling and utility infrastructure at Toll Plazas A, B and D. This work is needed prior to Applegreen's redevelopment of the Plazas into service stations.

Thereafter, Commissioner Tedesco moved to approve the award of Contract No. EN-22-UTIL-1 for Relocation of Tolling and Utility Infrastructure to Morton Electric Inc., with a not to exceed value of \$2,097,200.10, and authorize the Executive Director to execute the Contract, subject to the review and approval of General Counsel. The motion was seconded by Mayor Pro-Tem Bergan. Thereafter, the motion was approved unanimously by the Board.

Finance and
Administrative
Services
Department:
1st Quarter
Traffic
Update:

Mr. Myers addressed the Board and briefed them on the First Quarter 2022 Traffic and Revenue Briefing. He commenced with review of monthly transaction trends from 2018 through 2022. He then reviewed transactions by location as well as the layered first quarter factors leading to being at only 91% of the year-to-date budgeted numbers. Mr. Myers reported on the multiple snow events in late January and February, flight cancellations and decreased road usage due to the Omicron COVID variant spike in December/January. He then touched on the March plane crash on E-470, more snow events, inflationary and fuel trends skyrocketing and the Ukraine-Russia war. He reported that the impacts were disproportionate for the more discretionary users who tend to be LPT customers. Mr. Myers noted he would update the Board again mid-summer. Director Caitlin inquired about wait times at the ramps to enter E-470 as the result of the pilot ramp metering program deployed by CDOT and Mr. Slack commented on the same.

Toll
Operations
Department:
Tolling
Services
Agreements:

Mr. Hancock then reported to the Board regarding the Tolling Services Agreement ("TSA") with HPTE ("CTIO") and the associated relationship. He presented a timeline of various Tolling Services Agreement amendments and task orders. Finally, he reviewed with the Board potential future work under the TSA. Ms. Mulvey commented on the equity program and its expansion and the relation to E-470 tolls as well as the time period for the wind down under the TSA. Mr. Hancock responded to both queries.

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Executive
Director
Report:

Mr. Stewart noted Mr. Smith had a staff introduction. Mr. Smith then introduced Charles Ballas and provided background. Thereafter the Board welcomed Mr. Ballas to the Authority. Mr. Stewart clarified that the I-70 Central equity program was a federalized agreement and that the Authority's tolls were set with different considerations in mind. Mr. Stewart reported on the intersection of inflationary impacts to Authority capital projects and the relative level of toll collections. He then reported on the upcoming committee meetings as well as the upcoming IBTTA road user charging and finance summit in Denver in May of 2022. He also reported on the September 18-20th Annual IBTTA Conference in Austin, Texas. He then thanked the Board of Directors for an incredible journey and expressed his amazement about the growth in the Denver region, especially along the E-470 Corridor as well as the partnering among the Authority members to make the Authority a shining beacon for the region and beyond.

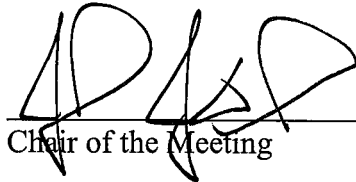
Councilmember Diak introduced Doug Rex from the Denver Regional Council of Governments who commented on Mr. Stewart's professionalism and integrity as well as his work ethic and he thanked Mr. Stewart for his leadership and partnership throughout the years. Mayor Pro-Tem Bergan commented on the honor of serving with Mr. Stewart and his graceful execution of Mayor Hogan's vision for E-470 and expressed appreciation for Mr. Stewart's knowledge and availability to communicate with Board members. Councilmember Pawlowski then made comment on the great job Mr. Stewart has done and Ms. Mulvey commended Mr. Stewart on his leadership during her onboarding process. Ms. Catlin reflected on her history in working with E-470's executive directors and Mr. Stewart's leadership even among a series of good leaders. Commissioner Teal then noted his pleasure in working with Mr. Stewart as a consummate professional and leader. Ms. Brown expressed her appreciation for Mr. Stewart and Ms. Shaw noted that as a non-voting member she appreciated Mr. Stewart's leadership integrity and her distinct pleasure in working with Mr. Stewart. Councilmember Hurst express his appreciation for his leadership, friendship and mentoring over the tenure of his employment and his calm and straightforward demeanor and regional partnering. Commissioner Tedesco expressed his extreme appreciation for Mr. Stewart's leadership during all manner of events and his ability to act as a referee with a calm and steady hand and his acts in putting together the strong reliable team at the Authority. Councilmember Unrein expressed his appreciation for Mr. Stewart and also that same of Mayor Pro-Tem Sandgren. Councilmember Diak then shared a message from past-chair Heidi Williams noting Mr. Stewart was leaving the Authority in a better position than he found it. He then noted the Authority's history of collaboration and the feeling of family and reflected on the selection process culminating in Mr. Stewart's selection for Executive Director and Steve Hogan's role in the same. He expressed his appreciation for Mr. Stewart's leadership.

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Mr. Stewart thanked the Board for their thoughts and noted they were all family and he then expressed his relief in being able to hand over the organization to Mr. Memory. Mr. Memory addressed the Board and thanked them for the opportunity. He expressed his awareness for the large shoes he has to fill as well as looking forward to working with staff and the Board.

Other
Business: None.

Adjournment: There being no further business to come before the Board, Councilmember Diak adjourned the meeting at 10:46 a.m.



Chair of the Meeting