

# RECORD OF PROCEEDINGS

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## 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

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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

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an amount not-to-exceed \$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 through 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 through 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

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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 the Executive Director procurement item, during which only the voting members were present at the meeting, and 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 a.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 Pawlowski seconded the motion which was approved by the Board by vote of 7-0 with Councilmember Hurst abstaining.

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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:

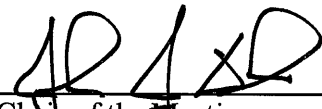
Mr. Stewart commended Messrs. Corbin, and Smith as well as the ETC representatives present for their work in partnering on the second amendment to ETC's contract. Mr. Stewart also shared his appreciation to Mr. Farber and Ms. Brown for their help advancing the TSA Amendment #4. Mr. Stewart then commented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



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Chair of the Meeting