

RECORD OF PROCEEDINGS

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

Held: Thursday, January 20, 2022, at 9:00 a.m., at 22470 E. Stephen D. Hogan Parkway, Aurora, Colorado. The purpose of meeting is to conduct such business as may come before the Board. Please note: in person, public participation is now possible but may be limited by space capacity considerations at the Authority's offices in the light of the COVID-19 pandemic and, accordingly, all public are also welcome to participate virtually via the following: TEAMS information https://teams.microsoft.com/l/meetup-join/19%3ameeting_N2M5ZDY5MjctNGYzMi00NDBhLWE1MDEtMWM1N2MxMTcxZWU4%40thread.v2/0?context=%7b%22Tid%22%3a%220dec83f0-8d0a-4036-bdaa-08866d76cf19%22%2c%22Oid%22%3a%22519ee998-2e0f-49ca-b5a6-0f1f7c956522%22%7d.

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

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

Also present were: Jim Brady, construction manager, Jessica Carson, operations director, Wanda DeVargas, roadway maintenance supervisor, Geoffrey Doctoroff, risk and administrative services manager, Ryan Dole, senior financial analyst, Mark Ferguson, project manager/ePMO, 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 director, Dave Offerman, network and security engineer, Ken Smith, information technology director, Tim Stewart, executive director, Brianna

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Summers, accounting manager, Neil Thomson, engineering and roadway maintenance director and Chuck Weiss, engineering manager, E-470 Public Highway Authority; Mac Callison, City of Aurora; Dave Kristick and Steve Corbin, Atkins; Pedro Costa and Brenda Schuler, NWPLLC; Josh Benninghoff and Bryan Stelmack, Stifel; Jack Nichols, WSP; Bernadette Tedesco, visitor; 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 at 9:02 a.m.

Pledge of Allegiance: Commissioner Tedesco 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 December 9, 2021, FHU Contract EN-18-WDES-1 Extension, Haynes Mechanical Systems Contract for HVAC Maintenance and Proponisi Contract OP-18-EXP-1 Amendment #4. The motion was seconded by Mayor Pro Tem Bergan and approved unanimously by the Board.

Information Technology Department:
Next Generation Lane Project Status Update:

Mr. Smith addressed the Board of Directors and provided an update with respect to the Next Generation Lane Toll System Project (NGLTS). For the benefit of the new Board members Mr. Smith explained the roadway lane technologies. Mr. Smith then introduced Steve Corbin, Project Manager, from Atkins and Mr. Corbin reviewed with the Board the project's status, reporting on the current negotiations with respect to a re-baselined project schedule provided by ETC and partnering workshops and meetings. He reported on the benefits of the updated camera system noting the quality and sizing of images to aid in automation of image review and license plate recognition. Mr. Corbin reported on the interplay between the project and other Authority projects and noted various project accomplishments and next steps. Finally, Mr. Corbin reviewed the project budget, current budget status, future change orders and project dependencies.

Executive Director Report: Mr. Stewart invited Mr. Myers to the podium. Mr. Myers introduced Kris Kellim the Authority's new Procurement Manager stepping into Mr. Hancock's prior role. Mr. Smith then introduced Dave Offerman, the Authority's new Network and Security Engineer. The Board welcomed both gentlemen to the Authority. Mr. Stewart then noted the importance of the NGLTS project and that future change

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orders on this project will be presented to the Board in February. Mr. Stewart also updated the Board regarding the status of the pending HAZMAT Designation for E-470 (and positive comments regarding the same during recent public meetings). He commended Derek Slack, the Authority's Roadway Maintenance Manager on his excellent presentations during the hearings and hard work during the entire process. Councilmember Hurst echoed Mr. Stewart's comments on the exemplary performance of Mr. Slack.

Mr. Stewart then reported regarding the status of the Tolling Services Agreement and the Third Amendment thereto with the High Performance Transportation Enterprise. He noted several components of the Third Amendment, inclusive of a stop work provision, HPTE encumbrance obligations, and the use of "option letters" to add funds or time without scope changes for task orders. He reported that in concert with the Third Amendment, several new task orders will be entered into for routine tolling services and for "discovery services." He reported that the next item for consideration by the Authority's Board would be the HPTE request for extension of the term of the TSA from the current June 2023 expiration via a Fourth Amendment, into which the parties will imbed terms for unwinding via a future Fifth Amendment with schedules and dates certain for commencement of unwinding. Mayor Pro-Tem Bergan commented and inquired about past invoices and payment. Mr. Stewart noted all past invoices have been paid regardless of the statutory violations by HPTE first reported by the State Controller's office.

Finally, Mr. Stewart welcomed the new Board members and invited tailored briefings in a one-on-one setting. Councilmember Pawlowski thanked Mr. Stewart for his offer. Mr. Stewart then thanked Commissioner Tedesco for his exemplary leadership and friendship in working on Authority matters. Commissioner Tedesco commented on Mr. Stewart's inclusivity and outstanding management of the Authority as well as the dedication of the Board as a whole.

Executive
Session:

Commissioner Teal then moved that the Board convene in Executive session, pursuant to (a) Section 24-6-402(4)(f), C.R.S. for the purpose of discussing personnel matters related to a new Executive Director, and pursuant to (b) 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 question and determining positions relative to matters that may be subject to negotiation, developing strategy for negotiations, and instructing negotiators all related to the Authority's Tolling Services Agreement with the High Performance Transportation Enterprise, a Division of the Colorado Department of Transportation.

Mayor Pro-Tem Bergan seconded the motion, which was approved by the Board at 9:48 a.m. Mr. Stewart then clarified that item (a) concerning the HPTE matters would not be topic for discussion during the executive session but had been included

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on the agenda given the meeting timelines and discussions with HPTE. Commissioner Tedesco asked Commissioner Teal and Mayor Pro-Tem Bergan if their motion stood for executive session with only item (b) being addressed. They so confirmed and the motion was passed unanimously by the Board.

The Executive session included all voting and non-voting members present at the meeting Messrs. Stewart, Kramer, and Ms. Seaver and Scott Riley (Affion).

Commissioner Tedesco reconvened open session at 10:58 a.m.

Other
Business:

Commissioner Tedesco announced the 3 finalists for the Executive Director search; Beau Memory, Jessica Carson, and Craig Shuey and he directed General Counsel to make the posting required by the Colorado Open Records Act.

Board officer
Nominations
and Elections:

Ms. Seaver reviewed with the Board of Directors the Authority's process for annual officer nominations. Commissioner Tedesco reviewed the history of Board progression and suggested for Board consideration a slate of officers comprising of, Councilmember Diak (Chair), Mayor Pro-Tem Bergan (Vice-Chair), Councilmember Hurst (Secretary). Councilmember Pawlowski moved to approve the slate of officers recommended by Commissioner Tedesco. Commissioner Teal seconded the motion which was unanimously approved by the Board.

Commissioner Tedesco left the meeting and newly elected Chair, Councilmember Diak, took over running the meeting.

Councilmember Hurst noted that balancing the geographic areas would make more sense to have officers disbursed geographically, with 2 from the North and 2 from the South. Mayor Pro-Tem Bergan made inquiry as to Commissioner Teal's interest in the position and Commissioner Teal indicated he would be happy to serve and that he also has plenty to fill his plate given his role as a Douglas County Commissioner. He also expressed agreement with the balancing of the geographic areas. Councilmember Pawlowski expressed the historic and empirical importance of balancing between geographic areas to preserve confidence among Board members and with the public.

Councilmember Hurst moved to nominate Councilmember Pawlowski as Authority Treasurer. The motion was seconded by Mayor Pro-Tem Bergan and approved unanimously by the Board.

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Adjournment: There being no further business to come before the Board, Councilmember Diak adjourned the meeting at 11:18 a.m.



Chair of the Meeting As Commenced