

RECORD OF PROCEEDINGS

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

Held: Thursday, May 12, 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
Jessica Sandgren, Mayor Pro Tem City of Thornton
Chaz Tedesco, Adams County Commissioner
Bill Holen, Arapahoe County Commissioner

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

Also present were: Tony Unrein, Councilmember City of Thornton (Alternate); Mike Baumgarten, IT infrastructure manager, Jim Brady, construction manager, Shawn Burk, IT infrastructure and operations senior manager, Heather Burke, public information officer, Jessica Carson, toll operations director, Geoffrey Doctoroff, risk and administrative services manager, Ryan Dole, senior financial analyst, Steve Erickson, project manager, Terry Fabrizio-Rollert, operations coordinator, Mark Gronowski, senior solutions delivery manager; Michael Hancock, tolling operations manager, Jaime Heitman, controller, Tiffany Jackson, marketing specialist, Kris Kellim, procurement manager, Brandi Kemper, permit supervisor, 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, Ken Smith, information technology director, Tim Stewart, former E-470 executive director, Briana Summers, accounting manager, Neil Thomson, engineering and roadway maintenance director and Chuck Weiss, engineering manager, E-470 Public Highway Authority; Jeremy Nash, KPMG; Pedro Costa and Brenda Schuler, NWPLLC; Susan Ermish, WSP; Bryan Stelmack, Stifel; Trent Hein, Rule4; and Tamara Seaver, Icenogle Seaver Pogue, P.C.

RECORD OF PROCEEDINGS

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 April 14, 2022, purchase of Cisco UCS Platform, Roadside Assistance Vehicle purchase, CTIO TSA Amendment #5 and Palo-Alto Firewalls purchase. The motion was seconded by Commissioner Holen and approved unanimously by the Board.

Engineering and Roadway Maintenance Department

Bridge Maintenance Contract:

Mr. Brady addressed the Board of Directors and reported regarding recent procurements for the bridge maintenance and the asphalt maintenance contracts as well as the multiyear structure of the contracts. He then provided additional detail regarding the asphalt paving contract bidding process and staff's recommendation to award the contract to Martin Marietta which was the single bidder. Commissioner Holen inquired as to pricing given recent inflationary factors and Mayor Pro-Tem Sandgren inquired as to the single bid. Mr. Brady addressed both questions. Councilmember Shaw inquired as to the balance between bringing work in-house versus utilizing contractors and Mr. Brady responded regarding relevant considerations.

Thereafter, Councilmember Hurst moved to approve the award of Contract No. EN-22-ASPH-1 to Martin Marietta Materials Inc., with a not to exceed value of \$1,000,000, over the term of the contract and to authorize the Executive Director to execute the Contract, subject to review and approval of General Counsel. The motion was seconded by Mayor Pro-Tem Sandgren and approved unanimously by the Board.

Asphalt Maintenance Contract:

Mr. Brady then provided a detailed report regarding the bridge maintenance scope and bidding timeline as well as the process culminating in four bids for the work. Mr. Brady reported regarding staff's analysis of the bids and recommendation to award the contract to Terra-Care.

RECORD OF PROCEEDINGS

Thereafter, Mayor Pro Tem Sandgren moved to approve the award of Contract No. EN-22-BRDG-1 to Terra Care Associates, LLC, with a not to exceed value of \$600,000, over the term of the contract 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 and approved unanimously by the Board.

National
Electric
Vehicle
Infrastructure
Program
(NEVI):

This item was tabled by Councilmember Diak.

Finance and
Administrative
Services
Department

KPMG 2021
Financial
Statement
Audit:

Ms. Heitman addressed the Board of Directors regarding the 2021 Audit performed by KPMG, reviewing the audit timeline and deliverables including Financial Statement Report and Communications Letter. Mr. Nash of KPMG then addressed the Board of Directors and reviewed with them the results of the 2021 Audit, noting it resulted in an unmodified “clean” opinion. He then reported regarding the one uncorrected misstatement reclassification between net investment in capital assets and unrestricted net assets due to a construction-related accounts payable non-GAAP policy. He explained that KPMG agreed with Authority staff that it was not material.

Following the presentation, Councilmember Diak made comment as Finance Committee Chair expressing his appreciation for the thorough audit process. Commissioner Holen concurred with Councilmember Diak’s comments noting his support for staff efforts to be compliant with all applicable requirements. Mayor Pro-Tem Bergan then moved to accept the 2021 Audited Financial statements and to authorize the filing of same with the State Auditor in accordance with applicable law. The motion was seconded by Commissioner Holen and approved unanimously by the Board.

E-470
Annual
Report:

Mr. Myers then reviewed with the Board the 2021 Annual Investor Report, noting it was required by the Authority’s Master Bond Resolution and has additional utility as a marketing tool. Mr. Myers then reported on updated traffic and revenue matters. He then reported that Fitch reaffirmed its stable outlook rating for the Authority noting Fitch had not been involved in rating the 2019, 2020 or 2021

RECORD OF PROCEEDINGS

Bonds. Councilmember Diak inquired as to how other tolling agencies were performing and Mr. Myers provided additional information regarding the same.

Toll
Operations
Department
Q1
Dashboard
Report:

Ms. Carson reviewed with the Board of Directors the First Quarter Operations Dashboard report. She reported on ExpressToll® account openings, noting an uptick in April of 2022. She then reported on call volumes in the contact center with customer satisfaction scores remaining consistent at 98.8%, noting the industry average is 93.8%. She reported that first call resolution is at 98.1% versus the industry standard of 83.45%. She reported on increased contact center emails and the future of chat functionality. Mayor Sandgren inquired about use of “bots” to which Ms. Carson reported that both links to videos and answers to frequently asked questions and personal interactions would be available during regular business hours, with the links to the FAQs being planned to be available outside of business hours as well. The use of automated bots will be a feature explored in the future. She then reported on total transponders being fulfilled and on image processing metrics. She then addressed marketing and communications noting positive investment returns related to CIG being hired as the Authority’s advertisement agency. Ms. Carson reported on the Authority’s social media platforms and use thereof and played an E-470 Now video created by Heather Burke and Tiffany Jackson. Mayor Pro-Tem Bergan mentioned she regularly shares these posts at Aurora and encouraged all to do the same.

CTIO TSA
Task Order
#12 –
Discovery
Services:

Mr. Hancock addressed the Board regarding the task order process under the TSA and the discovery services needed to assist HPTE prior to project specific task orders. The Board then discussed the matter. Following discussion, Commissioner Teal moved that the Board approve Task Order #12 for Discovery Services under the 2015 2-Party Tolling Services Agreement with the High Performance Transportation Enterprise doing business as the Colorado Transportation Investment Office (CTIO), and authorize the Executive Director to execute the same, subject to review and approval of General Counsel. The motion was seconded by Commissioner Holen and approved unanimously by the Board.

Executive
Director
Report:

Mr. Memory introduced Mr. Weiss who introduced Brandi Kemper, the Authority’s new Permit Supervisor. The Board welcomed Ms. Kemper to the Authority. Mr. Smith then introduced Michael Baumgarten, IT Infrastructure Manager. The Board then welcomed Mr. Baumgarten to the Authority.

Mr. Memory then recognized and thanked the Authority’s staff for welcoming him and living up to their exemplary reputation. He reminded the Board of the IBTTA

RECORD OF PROCEEDINGS

meeting regarding Road Usage Charging and Finance Conference beginning Sunday, May 15, 2022 lasting through Tuesday, May 17, 2022.

Executive
Session:

Commissioner Teal then moved that the Board convene in executive session, pursuant to C.R.S., Section 24-6-402(4)(d), for the purpose of discussing specialized details of security arrangements or investigations 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, related to an Authority security assessment by Rule4 and 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 related to High Performance Transportation Enterprise (d/b/a CTIO) back office procurement matters.

Mayor Pro Tem Sandgren seconded the motion, which was unanimously approved by the Board at 10:09 a.m., following which the voting Board members adjourned to the Board Conference Room and Ms. Seaver commenced executive session attendee roll call on the record in the Board Conference Room.

The executive session included all voting members present at the meeting and Messrs. Memory, Myers, Hein and Hancock as well as Mss. Carson, Burk and Seaver. Tim Stewart participated virtually. At 10:48 a.m. Councilmember Hurst recused himself on the CTIO item and left the executive session to avoid the appearance of impropriety. At 11:17 a.m. Councilmember Pawlowski left the executive session.

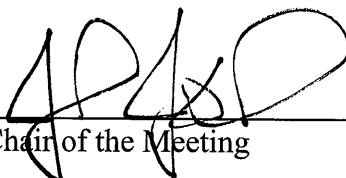
Councilmember Diak reconvened open session at 11:51 a.m.

Other
Business:

None.

Adjournment:

There being no further business to come before the Board, Councilmember Diak adjourned the meeting at 11:51 a.m.



Chair of the Meeting