

# RECORD OF PROCEEDINGS

---

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

Held: Thursday, October 13, 2022, at 8:00 a.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  
Francoise Bergan, Mayor Pro Tem City of Aurora  
Tony Unrein, Councilmember City of Thornton  
Bill Holen, Arapahoe County Commissioner  
Craig Hurst, Councilmember City of Commerce City  
Chaz Tedesco, Adams County Commissioner  
Jan Pawlowski, Councilmember City of Brighton  
George Teal, Douglas County Commissioner

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

Also present were: Cassie Bennett, staff accountant, Jim Brady, construction manager, Shawn Burk, IT infrastructure manager, Heather Burke, public information officer, Jessica Carson, toll operations director, Wanda DeVargas, roadway maintenance supervisor, Annie Disney, senior accountant, Geoffrey Doctoroff, risk and administrative services manager, Ryan Dole, senior financial analyst, Kevin Dong, temporary operations coordinator, 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, Jacob Kramer, HR manager, Diane Lundquist, executive assistant, Beau Memory, executive director, Jason Myers, director of finance and administrative services, Kate Oberleas, project engineer, Aaron Schilz, IT service desk technician, Derek Slack, roadway maintenance manager, Ken Smith, information technology director, Briana Summers, accounting manager, Neil Thomson, engineering and roadway maintenance director and Chuck Weiss, engineering manager, E-470 Public Highway Authority; Josh Senden, Adams County; Tim Stewart, Atkins Global; Mac Callison, City of Aurora; Brenda Schuler, NWPLLC; Kamran Kahn, CDM

## RECORD OF PROCEEDINGS

---

Smith; Julia Hughes and Scott Prickett, Chandler; Julia German and James Harris, LGBS; Susan Ermisch, WSP; Stacey Mast, Jeremy Rippel and Bryan Stelmack, 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 8:04 a.m.

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

Public Comment: None.

Consent Calendar: Commissioner Teal moved approval of the consent agenda, comprising meeting minutes of September 8, 2022, Front Entrance Contract – FI-22-ENTR-1, Vacation of High Point Drainage Easement, Contract Amendment to Increase NEC Electrical Maintenance Contract NTD; Contract Amendment for a five-year extension to the Colorado Logos Contract, ETC Change Order #10 for additional equipment for toll plaza redevelopment and Communications Consultant Contract. The motion was seconded by Mayor Pro-Tem Bergan and approved unanimously by the Board.

Engineering and Roadway Maintenance Department

Kiewit Road Widening Contract Amendment 2:

Mr. Brady addressed the Board and presented the Kiewit Road Widening Construction Package Amendment No. 2, noting the scope of the work inclusive of the 38<sup>th</sup> Avenue Interchange and mainline road widening. He reported on the total cost of the amendment, noting Aerotropolis Regional Transportation Authority's financial contribution to the total pursuant to its Intergovernmental Agreement with the Authority. He also mentioned the realignment of the City of Aurora's Prairie Waters pipeline. He then reported on the need to obtain all property rights for the 38<sup>th</sup> Avenue Interchange and reviewed with the Board the CM/GC open book pricing process. Mr. Brady then reviewed various components of Kiewit's pricing, including subcontractor prices and price validation with the independent cost estimator.

Councilmember Mulvey inquired regarding the property rights acquisition and Ms. Seaver reported on the status of the same.

## RECORD OF PROCEEDINGS

---

Mayor Pro Tem Bergan then moved that the Board of Directors (a) approve the execution of Contract Amendment 2 to the Kiewit Contract EN-21-CMGC-1 contract for the Road Widening project in the amount of \$87,286,609.97 subject to the receipt by the Authority of all property rights necessary to construct the 38th Avenue Interchange, as confirmed by General Counsel, and further (b) authorize the Executive Director to execute the Contract Amendment when property rights transfers necessary to construct the interchange are conveyed to the Authority, subject to the review and approval of General Counsel. The motion was seconded by Commissioner Tedesco and approved unanimously by the Board.

### Budget Workshop:

Mr. Myers introduced the workshop by reviewing the overall agenda for the meeting noting each department would be reporting on operating and capital budgets. He reported that the budget summaries and PDFs of the budget detail by department were on BoardPaq. Finally, he thanked all departments for their work, his own Finance Department Team and specifically Annie Disney, Senior Accountant, for shepherding the entire budget process.

### Financial Performance:

Mr. Myers presented the year to date transaction and toll revenue figures and trends, noting the breakdown by month and challenges seen in 2022 due to omicron, inflation and gas prices on E-470 traffic. Mr. Myers also noted that September was an all-time record-breaking month finishing over budget which was great news considering the first eight months of the year being under budget. Ms. Heitman then addressed the Board and reported on total operating revenues noting the Authority is at an overall 97% of YTD 2022 revenue budget. She then reported on operating expenses which were at 93% of YTD budget as of August 31, 2022. She then reviewed the Operating Budget Summary inclusive of debt service coverage, as well the Capital Budget Summary and then the Fund Balance Summary, noting the unrestricted accounts trend.

### 2023 Operating Budget:

Mr. Myers reported on the current toll rate schedule approved by the Board via Resolution 21-02 in November 2021 and reviewed the 2023 toll rates per the 2021 Board approval. He reported that the Finance Committee will be reviewing the toll rate schedule for 2023 at the October 27, 2022 Finance, Audit and Budget Committee meeting and noted all Board members were welcome to attend. Mr. Myers reported on 2022 toll revenue, noting they expect to be about 5% under projected toll revenues for 2022. He then discussed anticipated toll revenue for 2023, which may be conservatively budgeted under revenue projections. Mayor Pro-Tem Bergan inquired about the toll revenue by category of vehicle, including truck use increases. Mr. Myers reported that there was a slight increase in truck (or multi-axle) traffic.

## RECORD OF PROCEEDINGS

---

He then reviewed the overall anticipated 2023 operating budget numbers and highlighted anticipated revenues and revenues by source. Mr. Myers then reported on overall proposed operating expenses in summary and total.

2023 Capital  
Budget:

Shifting to the capital budget, Mr. Myers reported on the 2022 approved capital budgets noting some of the items were shifted based on project schedule changes, he then reviewed the updated capital plan with later project start dates which created some of the increases in 2023. He reported on the significant impact of inflation on capital project costs, noting Mr. Thomson would be addressing this issue in detail in his report for the large construction projects. For the 2023 capital budget, the Road Widening Project is a significant component as well as the NGLTS and Back Office Rewrite projects. He then reviewed estimates for 2024-2025 capital projects, noting the multi-year nature of many of the capital projects, including the Road Widening Project. He then reviewed the 5-year capital plan with the Board and longer term capital estimates with anticipated updates to the same. Mayor Pro-Tem Bergan inquired about the Applegreen Project, and Mr. Myers reported that the latest information shows Applegreen beginning construction in Q1 or Q2 of 2023, but is dependent on permitting processes in some of the jurisdictions. She then inquired about the return on investment and Mr. Myers indicated he would get her that data.

Finally, Mr. Myers reported on the May 2019 Board-adopted Strategic Plan linking to upcoming 2023 projects within each of the department presentations.

Department  
Budget  
Presentations:

Finance and  
Administrative  
Services  
Department:

Mr. Myers then reported on the Finance and Administrative Services Department 2022 accomplishments and anticipated projects and actions in 2023. Thereafter, he reviewed the department's 2023 operating budget with a modest increase due to credit card fees and higher insurance premiums, with the overall increase nearly flat at 1%. On the capital side, he reported on traffic and revenue studies, vehicle replacements going down in 2023 to a normal level as the 2022 budget saw more vehicles purchased due to the supply chain issues of truck purchases in 2021, and facilities repairs and upgrades like the upcoming Front Entrance Projects. Commissioner Teal expressed his belief that the Authority needs to invest in the traffic and revenue studies given all of the uncertain variables at play. Commissioner Tedesco inquired regarding HPTE/CTIO and budget impacts from their change in back office providers and impact in 2023. Mr. Myers reported there would be no impacts in 2023. Director Brown reported on HPTE/CTIO's expectation to "go-live" on the new HPTE/CTIO back office in 2025-2026.

## RECORD OF PROCEEDINGS

---

Engineering  
and Roadway  
Maintenance  
Department:

Mr. Thomson took a moment to acknowledge Jim Brady, Chuck Weiss and Derek Slack, he reported they collectively manage all of the projects Mr. Thomson would be reviewing with the Board. He then commented on his department's 2022 accomplishments including the many legal agreements for various projects. Mr. Thomson then reviewed the Authority's 2022 Annual Certification for major assets and secondary assets. Mayor Pro-Tem Bergan inquired about the pavement condition index and Mr. Thomson agreed to provide that to her. He then turned to asset management and maintenance such as erosion rehabilitation, deer fencing and accidents impacting Authority facilities. Ms. Mulvey inquired about recovering costs from accidents. The Board then discussed inflationary factors, accidents and related matters.

Mr. Thomson looked forward to 2023 and reported on several trail projects in partnership with the City of Aurora and Adams County as well as safety initiatives with added cable median barrier and high visibility wrong-way signage. He then reported on the 11 mile-long Road Widening Project to alleviate congestion in proximity to Pena Boulevard as well as the budget for the same with a 25% increase which correlates with CDOT's construction pricing index showing a 30% increase. He then reported on the new Central Maintenance Facility CM/GC contract.

He next reported on the operating budget reductions. Director Brown inquired about global supply chain issues and their impact and Mr. Thomson reported regarding the same. Commissioner Teal inquired about multi-year capital projects and addressing inflationary impacts in the Authority's contracts and Mr. Thomson and Ms. Seaver responded to the query.

Information  
Technology  
Department:

Mr. Smith addressed the Board and opened with thanks to Mayor Pro-Tem Sandgren for asking about a secure segment within the guest WI-FI which he reported to be operational.

He reviewed the IT Department's 2022 accomplishments to-date and reported on 2023 projects, inclusive of the NGLT and Back-Office Projects as well as disaster recovery co-location data center and the CUSIOP Project for interoperability. Mr. Smith then reported on the proposed 2023 operating and capital budgets.

Toll  
Operations  
Department  
and Tolling  
Services:

Ms. Carson greeted the Board and reviewed the Operations Department's 2022 accomplishments among the communications, customer service, and tolling services sub-groups. She then reported on significant and/or new projected 2023 projects, including CUSIOP and completion of a request for information related to new Contact Center Solutions. With respect to tolling services, she reported on continued support of HPTE/CTIO and their projects.

## RECORD OF PROCEEDINGS

---

Ms. Carson reviewed with the Board the proposed 2023 operating and capital budgets and the underpinnings for the same. She then reported on tolling services metrics in the context of the cost model for the Tolling Services Agreements. Mayor Pro-Tem Bergan inquired about return on investment from advertising in the context of reducing that item in the budget and Ms. Carson explained the nature of the reductions and roles of reallocation of funds.

Executive and Board of Directors: Mr. Memory addressed the Board and reported on his 2023 priorities including reviewing Authority billing processes and renewing Authority interoperability efforts. He then reviewed his proposed 2023 operating budget.

Salary and Burden: Mr. Kramer opened by commending the Authority's staff overall. He reported that the staffing market is very competitive and provided data regarding the number of Authority staff, new hires and departures for 2022. He then reviewed the 2023 proposed salary and burden numbers along with the key metrics considered as part of the same, with an overall increase in 4.2% from the Authority's 2022 budget. Mayor Pro-Tem Bergan noted it was difficult to recruit and retain staff and pay raises were part of that effort.

Budget Wrap Up: Mr. Myers reviewed the recap of the overall 2023 proposed budget as compared to the 2022 budget with percentage changes. Mayor Pro-Tem Bergan mentioned her appreciation for each department's accomplishments. Councilmember Diak echoed her comments and commented on the current complicated economic circumstances. Commissioner Holen noted the need to be flexible in light of the same. Commissioner Teal echoed Commissioner Holen's comments, stressing flexibility. Councilmember Pawlowski asked about possible revenues associated with Road Widenings and Mr. Myers responded noting the traffic and revenue studies do cover this topic. Councilmember Pawlowski then inquired about impacts during construction and Mr. Myers reported on some level of construction fatigue but emphasized Mr. Thomson's efforts to minimize the same.

Executive Director Report: Mr. Memory expressed appreciation for the great work the Board and Authority staff have done, culminating in the Authority's IBTTA Award for lowering toll rates. He then shared the video from the IBTTA with the Board.

Other Business: None.

## RECORD OF PROCEEDINGS

---

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



---

Chair of the Meeting