

RECORD OF PROCEEDINGS

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

Held: Thursday, September 8, 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
Jessica Sandgren, Mayor Pro Tem, City of Thornton
Bill Holen, Arapahoe County Commissioner
Craig Hurst, Councilmember City of Commerce City

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); Jim Brady, construction 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, Ted Geis, 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, director of finance and administrative services, Kate Oberleas, project engineer, 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; Michael Jewell, Jewell Jimmerson (via Teams); Brenda Schulekr, NWPLLC; Jack Nicholls, WSP; Stacey Mast, 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 9:02 a.m.

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

RECORD OF PROCEEDINGS

Public
Comment: None.

Consent
Calendar: Commissioner Holen moved approval of the consent agenda, comprising meeting minutes of August 11, 2022, Jefferson Wells Internal Auditor Contract Extension, IGA with Arapahoe County for Voter Service and Polling Center, Landscaping IFB, Janitorial IFB and Road Widening Special Event Funding for CSP. The motion was seconded by Mayor Pro Tem Bergan and approved unanimously by the Board.

Engineering
and Roadway
Maintenance
Department:

On Call
Engineering
and Land
Management
Contract:

Mr. Thomson introduced Kate Oberleas who presented to the Board regarding the On-Call Engineering and Land Management Contract request for proposal process and evaluation, noting the use of a best value section process. She reported that the on-call engineering consultant serves as an extension of Authority staff in various respects on an "as needed" basis. She then reported two proposals were received from Short Elliott Hendrickson, Incorporated ("SEH") and Stanley Consultants, Inc. ("Stanley"). She then reviewed the proposal assessment criteria and results, noting SEH's proposal and rates were superior to those of Stanley and, as such, SEH was the unanimous recommendation from staff for contract award.

Mayor Pro Tem Sandgren then moved that the Board of Directors approve the On-Call Engineering and Land Management Contract No. EN-22-ONCA-1 with Short Elliot and Hendrickson Inc., with a three-year not to exceed amount of \$2,000,000 and that the Board authorize the Executive Director to execute the extension, subject to the review and approval of General Counsel. The motion was seconded by Commissioner Holen and approved unanimously by the Board.

Mineral
Rights Lease:

Mr. Thomson introduced special counsel for oil and gas matters, Michael Jewell of Jewell Jimmerson. He reviewed with the Board of Directors a proposed mineral rights lease for approximately 71 net acres north of Jewell Avenue with Axis Exploration, LLC reporting on inclusion of the Authority's standard lease terms and bonus amounts.

Following brief discussion, Mayor Pro Tem Sandgren moved that the Board of Directors approve the Oil and Gas Lease with Axis Exploration LLC, and that the Board authorize the Executive Director to execute the Lease, subject to the review and approval of General Counsel and Special Counsel for oil and gas matters. The motion was seconded by Mayor Pro Tem Bergan and approved unanimously by the Board.

RECORD OF PROCEEDINGS

Information
Technology
Department:
Salesforce
Consulting
ITN:

Mr. Smith reviewed back office development status and architecture with the Board of Directors noting the development is modular (“mash up”) in nature, comprising multiple programming languages. He reported that the complexity of this approach necessitates engagement of specialized vendors who can navigate the various programming languages. Mr. Smith reported that given these intricacies, the Authority’s Procurement Manager worked with the IT Department and General Counsel to develop and deploy an invitation to negotiate procurement process (“ITN”). Mr. Smith reported on the interplay between the Operational Back Office and the Commercial Back Office components of the overall Back Office re-development. He noted the project was approximately 25% complete and reported on various milestones which have been attained. He paused for questions and Commissioner Holen inquired about the cost benefit of moving to the cloud and Mr. Smith responded. Mayor Pro Tem Bergan inquired as to how the ITN process works. Mr. Smith then provided an overview of the ITN process, including when it is appropriate for use, noting it was a Colorado State-approved procurement vehicle for solicitation of complex information technology services. He then provided additional detail on the ITN structure, process, and minimum qualifications sought via the same.

Mr. Smith revealed that the Authority had two respondents to the ITN solicitation, Codescience, Inc. and DuPont Circle. He reviewed with the Board the four categories for evaluation and how each respondent scored in each category, noting Codescience, Inc. was superior in all categories. He commented that he liked DuPont Circle but they simply lacked the expertise for multi-cloud strategies and user experience background needed for this project. Mayor Pro Tem Bergan commended Mr. Smith on the analysis and Commissioner Holen acknowledged the efforts of Mr. Smith and staff during the evaluation process. Mr. Smith acknowledged the efforts of Mr. Kellim and General Counsel in working to facilitate the effort. Councilmember Mulvey spoke as part of the Authority’s IT Committee and expressed her confidence in the process and the result.

Councilmember Hurst then moved that the Board of Directors approve an Information Technology Master Services Agreement with Codescience, Inc. wherein all work to be performed will be performed pursuant to service and purchase orders with a total not to exceed contract sum of \$2,700,000; and further that the Board authorize the Executive Director to execute the Agreement, subject to the review and approval of General Counsel. The motion was seconded by Commissioner Holen and approved unanimously by the Board.

Executive
Director
Report:

Mr. Memory reported the October Board meeting will commence at 8:00 a.m. to allow for additional time for annual budget matters. He then reminded the Board of the International Bridge Tunnel and Turnpike Association’s Annual Conference in

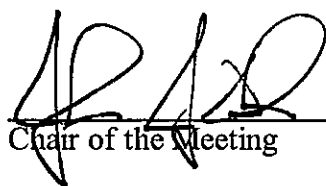
RECORD OF PROCEEDINGS

Austin, Texas, September 17th – 20th. He noted the Authority's Travel Policy would be circulated for Board member reference. Finally, he reported that the TopGolf Event was a great success, raising more than \$63,000 for traffic safety grants.

Mayor Pro Tem Sandgren inquired about the application process for the grants, and Mr. Memory reported that the process in progress. Councilmember Diak reported that the Windler Development groundbreaking would be held on September 15, 2022, and he could not attend. Mayor Pro Tem Bergan noted she was speaking, and Mr. Memory confirmed his plans to attend.

Other
Business: None.

Adjournment: There being no further business to come before the Board, Councilmember Diak adjourned the meeting at 9:43 a.m.



Chair of the Meeting