

BOARD OF DIRECTORS MEETING AGENDA



Location: 22470 E. Stephen D. Hogan Parkway
Aurora, Colorado 80018

Date: October 12, 2023

Time: 8:00 a.m.

E-470 Board of Director Officers
Chair – Council Member John Diak (Parker)
Vice Chair – Mayor Pro-Tem Francoise Bergan (Aurora)
Secretary Council Member Craig Hurst (Commerce City)
Treasurer – Council Member Jan Pawlowski (Brighton)

PLEASE NOTE ALL MEMBERS OF THE PUBLIC ARE ALSO WELCOME TO PARTICIPATE VIRTUALLY VIA THE FOLLOWING:

TEAMS MEETING
Or call in (audio only)
+1 323-618-1887 | Conference ID: 431 230 241#

Agenda details:

1. Call to OrderChair John Diak
2. Pledge of AllegianceChair John Diak
3. Public CommentChair John Diak
4. Consent CalendarChair John Diak
 - a. Meeting Minutes of September 14, 2023 and September 28, 2023
5. Finance DepartmentJason Myers
 - a. 2023 Operating Budget Amendment – Background
 - b. Year to Date Financial Update
 - c. 2023 Operating Budget Amendment – Public Hearing
 - d. 2023 Operating Budget Amendment Appropriation and Approval – Resolution 23-01
6. Executive Session
Executive session, pursuant to (1) 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, as well as providing direction to negotiators all related to the Authority’s contracts with ETC and Applegreen, and (2) C.R.S., Section 24-6-402(4)(f)(I) for the purpose of discussing personnel matters.

BUDGET WORKSHOP

- 7. Budget WorkshopJason Myers
- 8. 2024 Budget Overview Jason Myers
 - a. Operating Budget
 - b. Capital Budget
- 9. Department Budget Presentations:
 - a. Engineering and Roadway MaintenanceNeil Thomson
 - b. OperationsAnjie Vescera
 - c. Information TechnologyRod Taylor
 - d. Finance and Tolling ServicesJason Myers
 - e. Executive and Public AffairsBeau Memory and Jessica Carson
 - f. Salary and BurdenJacob Kramer
 - g. Budget Wrap UpBeau Memory
- 10. Executive Directors ReportBeau Memory
- 11. Other BusinessChair John Diak
- 12. Adjourn MeetingChair John Diak

**The next anticipated E-470 Board of Directors Meeting will be on
November 9, 2023 at 9:00 a.m. at the E-470 Public Highway Authority Offices,
22470 E. Stephen D. Hogan Parkway, Aurora, Colorado 80018**

RECORD OF PROCEEDINGS

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

Held: Thursday, September 14, 2023, at 8:00 a.m., at Heritage Eagle Bend, Humboldt Room, 23155 E. 22470 E. Heritage Parkway, 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
George Teal, Douglas County Commissioner
Craig Hurst, Councilmember City of Commerce City
Tony Unrein, Councilmember City of Thornton
Jan Pawlowski, Councilmember City of Brighton
Chaz Tedesco, Adams County Commissioner

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

Also present were: Bob Broom, RTD alternate (*non-voting*); Jim Brady, construction manager, Jessica Carson, public affairs director, Carly Cassady, marketing supervisor, Geoffrey Doctoroff, risk and administrative services manager, Michael Hancock, tolling operations manager, Jacob Kramer, HR manager, Diane Lundquist, executive assistant, Beau Memory, executive director, Jason Myers, director of finance and administrative services, Aaron Schilz, IT service desk technician, Ken Smith, director of information technology, Neil Thomson, engineering and roadway maintenance director and Anjie Vescera, director of operations, E-470 Public Highway Authority; Steve Cook and Max Monk, RTD; Piper Darlington, CTIO; Josh Sender, Adams County; Audry Clavijo, Daniel Estes and Jeffrey Range, CDR Associates; Pedro Costa and Brenda Schuler, NWPLLC; and Tamara Seaver, Icenogle Seaver Pogue, P.C.

Call to Order: The public meeting was opened on line after some technical difficulties at 8:30 a.m.

Thereafter, Councilmember Diak, noting the presence of a quorum of the directors, called the Board's special 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 Teal moved approval of the consent agenda, comprising meeting minutes of August 10, 2023 and Calahan Construction Contract Extension. The motion was seconded by Councilmember Pawlowski and approved unanimously by the Board.

Engineering and

Roadway

Maintenance

Department:

Kiewit Road

Widening Contract

Amendment 4:

Mr. Brady addressed the Board of Directors and reviewed the current status of the Road Widening Project, including the bridge deck pouring and the gantry near I-70. He then reviewed the CDOT second quarter construction cost index showing another spike in construction costs and described to the Board of Directors the CM/GC contracting process and open book pricing. Commissioner Teal inquired about the CDOT construction cost index and Mr. Myers responded. Mr. Brady then turned to proposed Construction Contract Package Amendment #4 and reported on the role of the independent cost estimator in validating the contract amendment price. Mr. Brady then provided an overall contract budget summary for the whole of the project.

Following Board discussion, Councilmember Hurst moved to approve the execution of Construction Package Contract Amendment 4 to the Kiewit Contract EN-21-CMGC-1 contract for the Road Widening project in the amount of \$51,420,958.09, and to authorize the Executive Director to execute the Construction Package Contract Amendment subject to the review and approval of General Counsel of the same. The motion was seconded by Councilmember Unrein and approved unanimously by the Board.

Public Affairs

Department:

Community

Engagement

Program Update

(CDR)

Ms. Carson introduced Daniel Estes of CDR Associates who addressed the Board of Directors and presented an update with respect to community engagement matters and the Authority's purposes and goals related thereto. Mr. Estes then reported on community outreach outcomes and 2023 community events. He noted the many 2023 jurisdictional and public presentations regarding the Authority and E-470. Councilmember Bergan inquired as to how the E-470 brand was marketed and Mr. Estes commented about putting a face on the brand and engaging in positive interactions to humanize the organization.

Executive Director
Report:

Mr. Memory addressed the Board and turned the discussion over to Ms. Carson who introduced Carly Cassady, the Authority's new marketing supervisor. The Board welcomed Ms. Cassady to the Authority. Mr. Memory informed the Board that the IBTTA Annual Conference was just around the corner. He next noted that discussions with Applegreen and ETC are ongoing and there was no need for the executive session at the meeting.

Executive Session:

Councilmember Diak then tabled the executive session in light of Mr. Memory's comments.

Other Business:

There was no other business and Councilmember Diak paused the meeting for a 15 minute break prior to commencement of the Board Retreat portion of the agenda.

Board Retreat:

Mr. Range addressed the Board to commence the Board retreat portion of the meeting. Thereafter, Councilmember Diak addressed the Board and introduced the topics for the retreat noting DRCOG would be presenting regional trends to the Board during the retreat. Mr. Memory then noted the new strategic plan process commencing in 2024 reporting that much of the retreat would be aimed at setting up that planning process for success. Introductions around the table then commenced.

Mr. Range reviewed the topics and plan for the retreat, all related to beginning to consider updates to the current strategic plan. Mr. Estes reviewed the Board Retreat objectives in preparation for the 2024 update to the Authority's strategic plan.

Board Member Updates. The various member jurisdictions and agencies present then commenced providing updates for their major activities, development, projects, and challenges. Councilmember Diak commented on the relationships among the various Board members. Commissioner Teal and Councilmember Pawlowski echoed his comments. Councilmember Hurst noted his experience with the Authority being well run and commended the planning and organization.

DRCOG Trends and Implications Presentation. Mr. Estes noted the overarching theme of growth among the various jurisdictional reports and turned the meeting over to Steve Cook, with the Denver Regional Council of Governments (DRCOG).

Mr. Cook addressed the Board and provided his history with DRCOG and introduced Max Monk, also with DRCOG. Mr. Cook provided background and information regarding DRCOG. He and Mr. Monk then reported on various growth and trends in proximity to the E-470 Corridor, including vehicle miles travelled (VMT), telecommuting, growth in population and jobs, and evolving dynamics in office use.

Lunch Break. Councilmember Diak announced the lunch break.

E-470 History and Trends. Following lunch, Mr. Myers introduced his historical update and focused on the timeline between 2019 and 2023. He provided background on the evolution of the Authority from a ratings perspective – greenfield, maturing, and mature. He spoke to the Authority's debt leveling and management efforts, the Great Recession, growth in Colorado and along the E-470 Corridor, the COVID epidemic, and historic hyperinflation. He reviewed the history of toll transactions, toll revenues, operating expenses, debt, and capital expenditures. Mr. Myers then addressed some major themes of impact to the Authority since 2015.

Project Policy and Decision Process. Ms. Seaver noted that Mr. Myers' presentation underscored how much the Authority has done to be a continuing partner and economic development engine for its member jurisdictions and the region as a whole. She then reviewed the history leading to the Authority's Project's Policy and reviewed with the Board salient elements of the policy and project evaluation thereunder.

Strategic and Work Plan Review and Break-Out Exercise. Mr. Memory introduced this portion of the retreat in reference to the interwoven nature of all departments in the organization and the need to update the 2019 Strategic Plan. Ms. Carson then reviewed the Authority's mission, vision and goals and priorities (external, financial, customer, and organization) established in the 2019 Strategic Plan. Councilmember Diak and Ms. Catlin noted the importance of emphasizing sustainability.

Thereafter, Mr. Range facilitated the breakout into smaller groups for detailed discussion.

Looking Ahead to 2024 Strategic Plan and Master Plan Updates. Mr. Memory informed the Board on the plans for the 2024 Strategic Plan Update. He also shared that the Traffic and Revenue information would be evaluated by Staff later this year and that information would be used to inform the Master Plan Update in 2024.

Action Items and Next Steps. Mr. Range shared that all meeting notes would be gathered and recorded by CDR and shared with staff for review in the coming weeks. He then stated that these notes would be passed along to the Board through general counsel once finalized and ready to share.

Adjournment: There being no further business to come before the Board, Councilmember Diak adjourned the meeting at 4:21 P.M.

Chair of the Meeting

RECORD OF PROCEEDINGS

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

Held: Thursday, September 28, 2023, at 10:00 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
Bill Holen, Arapahoe County Commissioner
George Teal, Douglas County Commissioner
Jan Pawlowski, Councilmember City of Brighton
Chaz Tedesco, Adams County Commissioner

Wynne Shaw, Councilmember City of Lone Tree (non-voting)

Also present were: Jessica Carson, public affairs director, Diane Lundquist, executive assistant, Beau Memory, executive director, Jason Myers, director of finance and administrative services, Aaron Schilz, IT service desk technician, Rod Taylor, deputy director of information technology and Anjie Vescera, director of operations, E-470 Public Highway Authority; and Tamara Seaver, Icenogle Seaver Pogue, P.C.

Call to Order: Councilmember Diak, noting the presence of a quorum of the directors, called the special meeting to order at 10:00 a.m.

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

Public Comment: None.
Executive Session:

Commissioner Teal then moved that the Board convene in Executive session, 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 the Authority's contracts with Applegreen and ETC, and related matters.

Commissioner Holen seconded the motion, which was approved by the Board at 10:05 A.M.

Due to prior a commitment, Commissioner Tedesco left the meeting during executive session.

The executive session included all voting (except as noted above) and non-voting members present at the meeting, and Mss. Carson, Seaver, and Vescera, and Messrs. Memory, Myers, and Taylor.

Councilmember Diak reconvened open session at 11:01 A.M.

Other Business: None.

Adjournment: There being no further business to come before the Board, Councilmember Diak adjourned the meeting at 11:02 A.M.

Chair of the Meeting

PRELIMINARY E-470 2023 Calendar

Committee Work Sessions will be convened as needed and publicly posted as prescribed by statute and resolution – Please allow 1 ½ Hours for Work Sessions

January 2023	
January 2	New Year's – Office Closed
January 16	Martin Luther King, Jr.'s Day -Office Closed
January 26	Roadway Committee – 1:00 P.M.
February 2023	
February 9	Executive Committee – 8:00 A.M.
February 9	BOARD MEETING - 9:00 A.M. Board Officer Nominations and Election
February 20	Presidents' Day – Office Closed
February 22	IT and RM Committee – 1:00 P.M.
February 23	Finance Committee – 9:00 A.M.
February 23	Roadway Committee – 1:00 P.M.
March 2023	
March 9	Executive Committee – 8:00 A.M.
March 9	BOARD MEETING 9:00 A.M.
March 23	Roadway Committee – 1:00 P.M.
March 29	Joint IT/RM/Ops – 1:00 P.M.
April 2023	
April 13	Executive Committee – 8:00 A.M.
April 13	BOARD MEETING - 9:00 A.M.
April 20	Finance Committee – 9:00 A.M.
April 26	Joint IT/RM/Ops – 1:00 P.M.
April 27	Roadway Committee – 1:00 P.M.
May 2023	
May 11	BOARD MEETING 9:00 A.M.
May 25	IT and RM Committee – 1:00 P.M.
May 25	Finance Committee – 9:00 A.M.
May 25	Roadway Committee – 1:00 P.M.
May 29	Memorial Day – Office Closed
June 2023	
June 15	Executive Committee – 8:00 A.M.
June 15	BOARD MEETING 9:00 A.M.
June 19	Juneteenth – Office Closed
June 25-28	CML Conference - Aurora
June 29	Roadway Committee – 1:00 P.M.

July 2023	
July 4	Independence Day – Observed Office Closed
July 13	TSF Grant Ceremony – 8:30 A.M.
July 13	BOARD MEETING 10:00 A.M.
July 21-24	NACo Annual Conference
July 26	Joint IT/RM/OPS – 1:00 P.M.
July 27	Finance Committee – 9:00 A.M.
July 27	Roadway Committee – 1:00 P.M.

August 2023	
August 10	Executive Committee – 8:00 A.M.
August 10	BOARD MEETING 9:00 A.M.
August 24	Finance Committee – 9:00 A.M.
August 24	Ops and Comm – 10:30 A.M.
August 24	Roadway Committee – 1:00 P.M.
August 30	IT and RM Committee – 1:00 P.M.

September 2023	
September 4	Labor Day – Office Closed
September 14	BOARD MTG/RETREAT - 8:00 A.M.
September 27	IT and RM Committee – 1:00 P.M.
September 28	Finance Committee – 9:00 A.M.
September 28	Roadway Committee – 1:00 P.M.

October 2023	
October 7	IBTTA 91st Annual Meeting and
To October 10	Exhibition – Seattle, Washington
October 12	BOARD WORKSHOP – 8:00 A.M.
October 25	IT and RM Committee – 1:00 P.M.
October 26	Finance Committee – 9:00 A.M.
October 26	Ops and Comm – 11:00 A.M.
October 26	Roadway Committee – 1:00 P.M.

November 2023	
November 9	Executive Committee – 8:00 A.M.
November 9	BOARD MEETING – 9:00 A.M.
November 10	Veteran's Day – Office Closed
November 16	Roadway Committee – 1:00 P.M.
November 23	Thanksgiving – Office Closed and 24
November 29	IT and RM Committee – 1:00 P.M.

December 2023	
December 14	Executive Committee – 8:00 A.M.
December 14	BOARD MEETING 9:00 A.M.
December 21	Ops and Comm – 9:00 A.M.
December 25	Christmas – Office Closed and 26
December 27	IT and RM Committee – 1:00 P.M.
December 28	Roadway Committee – 1:00 P.M.