

BOARD OF DIRECTORS MEETING AGENDA



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

Date: December 12, 2024

Time: 9:00 a.m.

E-470 Board of Director Officers

Chair – Council Member John Diak (Parker)

Vice Chair – Council Member Francoise Bergan (Aurora)

Secretary/Treasurer – Council Member Jan Pawlowski (Brighton)

PLEASE NOTE THIS MEETING HAS BEEN MOVED TO AN IN-PERSON ONLY FORMAT.

With apologies, the Authority has experienced an unforeseen technological issue making virtual meeting attendance impossible.

Agenda details:

1. Call to Order..... Chair John Diak
2. Pledge of Allegiance..... Chair John Diak
3. Public Comment..... Chair John Diak
4. Consent Calendar..... Chair John Diak
 - a. Meeting Minutes of November 14, 2024
 - b. Morton Electric Contract Amendment - Approval
 - c. D2C CMF Architectural Services Contract Amendment - Approval
 - d. Brownstein Hyatt Farber Schreck, LLP Amendment #7 - Approval
5. Resolutions..... Joe Donahue
 - a. Recognizing Commissioner Tedesco for his Service to the Board
 - b. Recognizing Commissioner Holen for his Service to the Board
6. Operations Department..... Anjie Vescera
 - a. ATMS RFP Review and Contract - Approval
7. Engineering and Roadway Maintenance Department..... Neil Thomson
 - a. Terracare Snow Contract Amendment – Approval
 - b. Sandy Acres IGA with City of Aurora – Approval
8. Finance Department Brenda Richey

- a. 2025 Budget Briefing
 - b. Public Hearing on 2025 Budget
 - c. Resolution 24-04 Regarding 2025 Toll Rates
 - d. Resolution 24-05 Regarding approval of the 2025 Budget and Appropriation of 2025 Funds
9. Executive Director Report.....Joe Donahue
 10. Executive Session..... Chair John Diak
 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 as well as directing negotiators regarding updates to the Authority’s Executive Director contract.
 11. Other Business (to include actions taken, if any, related to Executive Session)Chair John Diak
 12. Adjourn Meeting..... Chair John Diak

**The next anticipated E-470 Board of Directors Meeting will be on January 16, 2025
 at 9:00 a.m. at the E-470 Public Highway Authority, 22470 E. Stephen D. Hogan Parkway,
 Aurora, Colorado 80018**

RECORD OF PROCEEDINGS

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS

OF THE

E-470 PUBLIC HIGHWAY AUTHORITY

Held: Thursday, November 14, 2024, at 9:00 A.M., at 22470 E. Stephen D. Hogan Parkway, Aurora, Colorado and virtually via the following:
https://teams.microsoft.com/l/meetup-join/19%3ameeting_ZTJIYWZjMGUtMjVIMy00M2ZjLWEwNDYtNTc5ODA5NGRiNDhm%40thread.v2/0?context=%7b%22id%22%3a%220dec83f0-8d0a-4036-bdaa-08866d76cf19%22%2c%22oid%22%3a%22519ee998-2e0f-49ca-b5a6-0f1f7c956522%22%7d. Meeting ID: 237 276 037 828 Passcode: GsrkME – Dial in by phone +1 424-566-7556,,132085162# United States, Los Angeles Phone conference ID: 132 085 162#

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, Councilmember City of Aurora
 Bill Holen, Arapahoe County Commissioner
 Steve Douglas, Mayor City of Commerce City
 Tony Unrein, Councilmember City of Thornton
 Jan Pawlowski, Councilmember City of Brighton
 Chaz Tedesco, Adams County Commissioner
 Lora Thomas, Douglas County Commissioner

Sharon Davis, Councilmember City of Arvada (*non-voting*)
 Bruce Leslie, Councilmember City and County of Broomfield (*non-voting*)
 Alecia Brown, Councilmember City of Lone Tree (*non-voting*)
 Peggy Catlin, RTD (*non-voting*)

Also present were: Rocky Teter, Councilmember City of Commerce City (alternate) and Emma Pinter, Adams County Commissioner (alternate); Nick Badraum, TMC & RA lead, Katie Basse, operations analytics manager, Steve Bedard, risk and safety specialist, Jon Campbell, field operations manager, Jessica Carson, director of public affairs, Carly Cassady, marketing supervisor, Shelby Costello, communications coordinator, Geoffrey Doctoroff, senior business development, compliance and risk manager, Ryan Dole, budget and financial analysis manager, Joe Donahue, executive director, Sandra Golatt, customer experience and project supervisor, Michael Hancock, IT business manager, Jimmy Herrera, service desk technician, Diane Lundquist, executive assistant, Kate Oberleas, project engineer, Brenda Richey, director of

finance, Briana Summers, controller, Neil Thomson, director of engineering and roadway maintenance, Tricia Trujillo, customer experience and program manager, Anjie Vescera, director of operations and Chuck Weiss, engineering manager, E-470 Public Highway Authority; Josh Sender, Adams County; Ryan Wilcox, Alliance One; Tim Stewart and Dave Kristick, Atkins Realis; Brodie Ayers and Barry Burch, Jr., DEN; Steven Louis-Prescott, HROP; Pedro Costa and Brenda Schuler, NWP; Susan Ermisch, Adam Moncivaez and Landei Sharp, WSP; Mike Pelligrino, Hamre, Rodriguez, Ostrander & Prescott, P.C.; 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 9:03 A.M.

Pledge of Allegiance: Councilmember Diak 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 October 10, 2024, Bishop Brogden contract, South Adams County Water & Sanitation District Inclusion Agreement, CSP Communications Agreement and Colorado Water Well Contract. The motion was seconded by Councilmember Unrein and approved unanimously by the Board.

Operations
Department:

Transponder IFB
and Vendor
Selection -
Approval:

Ms. Trujillo addressed the Board and reviewed the history of transponder contracting with the Board. She then briefed the Board regarding the Invitation For Bid process for selection of the next transponder vendor. She reviewed the responses and compared the pricing as between the proposers. Ms. Trujillo then presented the staff recommendation to award the contract to Neology, Inc. Commissioner Thomas expressed her pleasure in the process used for selection.

Thereafter, Councilmember Pawlowski moved to approve the award of the contract for Radio Frequency Identification Equipment with Neology, Inc., for the provision of radio frequency identification transponders, with a not-to-exceed contract amount of \$3,000,000.00, for a 5-year term with an additional 5-year optional extension, and to further authorize the Executive Director to execute the same subject to the review and approval of General Counsel. Upon second by Councilmember Bergan, and upon vote, the motion carried unanimously.

Mittera Contract
Amendment –
Approval:

Ms. Trujillo then reviewed the history of the Mittera contract for printing services. She further reviewed the proposed extension of the Mittera contract, and the rationale for the extension in the light of the back office redevelopment. Commissioner Tedesco noted that the postal system is volatile and inquired as to cost increases. Ms. Trujillo responded.

Commissioner Tedesco moved to approve the Eighth Amendment to the Services Vendor/Consulting Contract, dated May 9, 2019 by and between the Authority and

Mittera Colorado, LLC, extending the term of the contract to December 31, 2028, adding an aggregate not-to-exceed amount for 2025, 2026, 2027, and 2028 of \$45,900,000, and adopting the 2025 unit prices in the 2025 Budget Plan, and to further authorize the Executive Director to execute the same subject to the review and approval of General Counsel. Councilmember Pawlowski seconded the motion which upon vote unanimously carried, the motion was approved.

DMV Contract
Amendment –
Approval:

Ms. Trujillo explained the DMV customer retrieval process for out-of-state license plates. She noted the vendors currently under contract with the Authority and reported on various other metrics associated with their contracts, including the proposed term extensions.

Councilmember Bergan moved to approve the Fourth Amendment to the Standard Consulting Contract, OP-20-PENN-1, dated March 4, 2020, by and between the Authority and Penn Credit Corporation, extending the term of the contract to February 28, 2027, and adding an aggregate not-to-exceed compensation amount for January 1, 2025 through February 28, 2027 of \$2,300,000, and to further authorize the Executive Director to execute the same subject to the review and approval of General Counsel. Councilmember Pawlowski seconded the motion, and upon vote the motion carried unanimously.

Councilmember Pawlowski moved to approve the Third Amendment to the Standard Consulting Contract OP-20-LES-1, dated March 17, 2020, by and between the Authority and Law Enforcement Systems, LLC, extending the term of the contract to February 28, 2027, and adding an aggregate not-to-exceed compensation amount for January 1, 2025 through February 28, 2027 of \$1,400,000, and to further authorize the Executive Director to execute the same subject to the review and approval of General Counsel. Councilmember Unrein seconded the motion, and upon vote, the motion carried unanimously.

Amendment #6 to
the 2-Party Tolling
Services
Agreement with
CTIO – Approval:

Mr. Hancock participated via Teams and reviewed with the Board the background for the Sixth Amendment to the Tolling Services Agreement and the terms for that amendment. Councilmember Bergan and Douglas inquired about various matters related to the wind down efforts and Mr. Hancock, Ms. Seaver, and Mr. Donahue responded.

Councilmember Bergan moved to approve Amendment #6 to the 2-Party Tolling Services Agreement between E-470 Public Highway Authority and the High Performance Transportation Enterprise, doing business as the Colorado Transportation Investment Office as presented, and to authorize the Executive Director to execute the same, subject to review and approval by General Counsel. Councilmember Pawlowski seconded the motion, and upon vote, the motion carried unanimously.

Finance Department:

Q3 Finance
Review –
Dashboard
Briefing

Mr. Dole presented the Q3 Financial Dashboard briefing to the Board. He reported on monthly transactions trends through September 30, 2024. He also noted that Friday October 11, 2024 was a daily record for transactions. He reviewed the year to date transactions by roadway location and transaction growth streams. He then reviewed the traffic and revenue trends and gross toll revenue breakdown. Mr. Dole then

presented the 2024 operating and capital budget summaries as well as historic debt service coverage figures. He updated the Board regarding the Authority's debt and SWAPs and fund balances. Commissioner Tedesco inquired about the yearly comparisons for traffic and revenue and Mr. Dole responded.

General Counsel:

Resolution
Updating
Executive Director
Delegations:

Ms. Seaver reviewed with the Board of Directors the terms of Resolution 24-03 regarding updated delegations of Authority to the Executive Director and responded to comments regarding the same.

Commissioner Diak the moved that the Board approve Resolution 24-03 Reaffirming and Establishing Delegations of Power and Duty to the Executive Director. Councilmember Unrein seconded the motion and upon vote, the motion carried unanimously.

Executive Director
Report:

Mr. Donahue reported on the IBTTA's 92nd Annual Meeting & Exhibition and related matters, including changes in IBTTA leadership in light of Mr. Jones' retirement. Councilmember Bergan commended Ms. Seaver for her panel presentation and Councilmember Diak noted Ms. Carson for her panel as well. Mr. Donahue reported on the 2025 IBTTA Annual Meeting & Exhibition in Denver. He then highlighted some Authority leadership position changes in the wake of the IT Director's departure. Mr. Donahue noted his 3 Deputy Executive Directors going forward will be the Chief Operating Officer, Chief Financial Officer, and Chief Engineer. He made additional comments about the Authority's organizational structure. Finally, Mr. Donahue announced the opening of all 6 lanes all the way to Pena Boulevard in the next week to help move traffic expeditiously.

Executive Session:

Commissioner Thomas then moved that the Board move into Executive Session pursuant to: (a) C.R.S., Section 24-6-402(4)(a), C.R.S. for the purposes of discussing the sale or lease of Authority mineral rights to Crestone Peak Resources Watkins Holdings, LLC, and (b) 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 instructing negotiators with respect to Adams County's September 20, 2024 Request for additional funding for the E-470 Trail as part of the Riverdale Bluffs Open Space Project. Commissioner Tedesco announced he would recuse himself from the portion of the executive session addressing the Adams County request and would depart the executive session at that time.

Councilmember Bergan then seconded the motion, which was approved unanimously by the Board at 10:01 A.M.

The executive session included all voting members present at the meeting and Ms. Seaver and Messrs. Donahue, Thomson, Weiss, and Louis-Prescott. Commissioner Tedesco left the executive session (and the meeting) at 10:20 A.M. once the Adams County matter was to be discussed. Mr. Louis-Prescott also left the executive session at this time.

The executive session was adjourned at 10:45 A.M.

Councilmember Diak reconvened open session at 10:50 A.M.

Engineering and
Roadway
Maintenance
Department:

Crestone Mineral
Rights Lease/Sale:

Mr. Thomson presented requests to sell or lease the Authority's mineral rights and he reviewed the lease and sale options and associated financial metrics. Commissioner Thomas noted how impressed she was with staff information provided to the Board and the evaluation processes in place.

Councilmember Bergan moved to enter into an oil and gas lease with Crestone Peak Resources Watkins Holdings LLC leasing the Authority's mineral rights underlying approximately 56.9 acres of Authority property located in Adams County via the Authority's standard lease agreement for a 3-year lease term, with 20% royalty payments and a bonus price per net mineral acre of \$4,000, and to authorize the Authority's Executive Director to execute the same subject to the approval of General Counsel. Commissioner Holen seconded the motion, which was unanimously approved by the Board.

Adams County
Trail IGA Request:

Mr. Thomson reviewed with the Board the 2021 Adams County Trail IGA and planning. He then reviewed the County's September request for additional funding with the Board.

Councilmember Diak noted the Projects Policy's silence on requests for additional funding and given the desire to avoid setting a precedent, he moved that the Board not approve the request. Councilmember Bergan seconded the motion which was approved by vote of 6 to 1 with Councilmember Pawlowski voting against the motion.

Other Business:

None.

Adjournment:

There being no further business to come before the Board, Councilmember Diak adjourned the meeting at 10:38 A.M.

Chair of the Meeting

PRELIMINARY E-470 2025 Calendar

Committee Work Sessions will be convened as needed and publicly posted as prescribed by statute and resolution

January 2025

January 1 New Year's – Office Closed
January 16 BOARD MEETING – 9:00 A.M.
Board Officer Nominations and Elections
January 20 Martin Luther King, Jr.'s Day
–Office Closed

February 2025

February 13 Executive Committee – 8:00 A.M.
February 13 BOARD MEETING - 9:00 A.M.
February 27 Finance Committee – 8:30 A.M.
February 27 Operations Committee – 10 A.M.
February 27 IT Committee – 11:00 P.M.
February 27 Roadway Committee – 1:00 P.M.

March 2025

March 13 Executive Committee – 8:00 A.M.
March 13 BOARD MEETING 9:00 A.M.
March 27 Finance Committee – 8:30 A.M.
March 27 Operations Committee – 10 A.M.
March 27 IT Committee – 11:00 P.M.
March 27 Roadway Committee – 1:00 P.M.

April 2025

April 10 BOARD RETREAT - 8:00 A.M.
April 24 Finance Committee – 8:30 A.M.
April 24 Operations Committee – 10 A.M.
April 24 IT Committee – 11:00 P.M.
April 24 Roadway Committee – 1:00 P.M.

May 2025

May 8 Executive Committee – 8:00 A.M.
May 8 BOARD MEETING 9:00 A.M.
May 22 Finance Committee – 8:30 A.M.
May 22 Operations Committee – 10 A.M.
May 22 IT Committee – 11:00 P.M.
May 22 Roadway Committee – 1:00 P.M.
May 26 Memorial Day – Office Closed

June 2025

June 12 TSF Grant Ceremony – 8:30 A.M.
June 12 BOARD MEETING 10:00 A.M.
June 24-27 CML Conference - Breckenridge
June 19 Juneteenth – Office Closed
June 26 Finance Committee – 8:30 A.M.
June 26 Operations Committee – 10 A.M.
June 26 IT Committee – 11:00 P.M.
June 26 Roadway Committee – 1:00 P.M.

July 2025

July 4 Independence Day – Observed
Office Closed
July 10 BOARD MEETING - 9:00 A.M.
July 24 Finance Committee – 8:30 A.M.
July 24 Operations Committee – 10 A.M.
July 24 IT Committee – 11:00 P.M.
July 24 Roadway Committee – 1:00 P.M.

August 2025

August 14 Executive Committee – 8:00 A.M.
August 14 BOARD MEETING - 9:00 A.M.
August 28 Finance Committee – 8:30 A.M.
August 28 Operations Committee – 10 A.M.
August 28 IT Committee – 11:00 P.M.
August 28 Roadway Committee – 1:00 P.M.

September 2025

September 1 Labor Day – Office Closed
September 11 Board Meeting – 9:00 A.M.
September 25 Finance Committee – 8:30 A.M.
September 25 Operations Committee – 10 A.M.
September 25 IT Committee – 11:00 P.M.
September 25 Roadway Committee – 1:00 P.M.

October 2025

October 9 BOARD WORKSHOP – 8:00 A.M.
October 11 IBTTA 93rd Annual Meeting and
Exhibition – Denver, Colorado
October 23 Finance Committee – 8:30 A.M.
October 23 Operations Committee – 10 A.M.
October 23 IT Committee – 11:00 P.M.
October 23 Roadway Committee – 1:00 P.M.

November 2025

November 11 Veteran's Day – Office Closed
November 13 Executive Committee – 8:00 A.M.
November 13 BOARD MEETING – 9:00 A.M.
November 20 Finance Committee – 8:30 A.M.
November 20 Operations Committee – 10 A.M.
November 20 IT Committee – 11:00 P.M.
November 20 Roadway Committee – 1:00 P.M.
November 27 Thanksgiving – Office Closed
and 28

December 2025

December 11 Executive Committee – 8:00 A.M.
December 11 BOARD MEETING 9:00 A.M.
December 18 Finance Committee – 8:30 A.M.
December 18 Operations Committee – 10 A.M.
December 18 IT Committee – 11:00 P.M.
December 18 Roadway Committee – 1:00 P.M.
December 24 Christmas – Office Closed
and 25