

BOARD OF DIRECTORS MEETING AGENDA



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

Date: January 11, 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 ALL MEMBERS OF THE PUBLIC ARE ALSO WELCOME TO PARTICIPATE VIRTUALLY VIA THE FOLLOWING:

TEAMS MEETING

Or call in (audio only)

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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 December 14, 2023
 - b. Tamer Partners Amendment #6
5. Board Officer Nominations and Elections..... Tamara Seaver
6. Interim Executive Director Report..... Neil Thomson
7. Other Business..... Chair John Diak
8. Adjourn Meeting Chair John Diak

The next anticipated E-470 Board of Directors Meeting will be on February 8, 2024 at 9:00 a.m. at the E-470 Public Highway Authority, 22470 E. Stephen D. Hogan Parkway, Suite, 100, 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, December 14, 2023, at 9:00 a.m., at 22470 E. Stephen D.
Hogan Parkway, 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, Councilmember City of Aurora
Bill Holen, Arapahoe County Commissioner
George Teal, Douglas County Commissioner
Steve Douglas, Mayor City of Commerce City
Tony Unrein, Councilmember, City of Thornton
Jan Pawlowski, Councilmember City of Brighton

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

Also present were: Katie Basse, operations analytics manager, Cassie Bennett,
staff accountant, Jim Brady, construction manager, Shawn Burk, IT
infrastructure and operations senior manager, Jon Campbell, lane systems
technical manager, Jessica Carson, public affairs director, Carly Cassady,
marketing supervisor, Anne Disney, senior accountant, Geoffrey Doctoroff,
senior risk and operations manager, Ryan Dole, senior financial analyst, Joe
Donahue, interim director of finance, Ted Geis, team lead IT service desk,
Sandra Gollat, service delivery supervisor, Mark Gronowski, senior solutions
delivery manager, Michael Hancock, tolling operations manager, Jaime
Heitman, controller, Kris Kellim, procurement manager, Jacob Kramer, HR
manager, Rhonda Loyd, finance and payables supervisor, Diane Lundquist,
executive assistant, Anai Morales, lane analyst, Kate Oberleas, project engineer,
Irene Ruiz, lane analyst, Aaron Schilz, IT service desk technician, Derek Slack,
roadway maintenance manager, Briana Summers, accounting manager, Rod

Taylor, director of information technology, Neil Thomson, interim executive director/engineering and roadway maintenance director, Ryan Thornton, system engineer, Tricia Trujillo, customer service manager, Anjie Vescera, director of operations, Lin Wang, AP specialist, Chuck Weiss, engineering manager and Jeff Wenda, field operations supervisor, E-470 Public Highway Authority; Josh Sender, Adams County; Mac Callison, City of Aurora; Antti Suhonen, Bank of America; David Aron, Kamran Khan and Christopher Mwalwanda, CDM Smith; Kevin Holbert, ETC; Jennifer Larson and Daniel Robicheaux, HNTB; Robyn Moore, Piper Sandler; Linda Sexton, RK&K; Josh Benninghoff and Stacy Mast, Stifel; Susan Ermisch, Brendan O'Malley and Matt Sibul, WSP; 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 9:00 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 October 12, 2023 and October 26, 2023; Western Roofing Contract; Mittera 2023 NTE Amendment; Morton Contract Amendment; T-P Enterprises Sign Maintenance Contract Amendment; and Brownstein Hyatt Farber Schreck, LLP Contract Amendment. The motion was seconded by Councilmember Unrein and approved unanimously by the Board.

Councilmember Diak introduced Steve Douglas, Mayor of Commerce City, as the newly appointed Commerce City Director and former Board member. The Board welcomed Mayor Douglas back to the Board. Mr. Thomson then introduced Joe Donahue and provided his history, including his prior role as the Authority's Finance Director. The Board welcomed Mr. Donahue.

Engineering and
Roadway
Maintenance
Department:

FHU Road
Widening Design
Contract
Amendment 3: Mr. Brady addressed the Board and provided the history of the Felsburg, Holt & Ullevig (FHU) Contract, including Task Orders 1-8 for the Road Widening Project currently underway and the 2024 funding needs as well as the amendment being sought.

Councilmember Bergan made a motion to approve Amendment 3 to the FHU Contract, EN-21-WDES-1, for the road widening project in the amount of \$325,000.00 and to authorize the Interim Executive Director to execute the same subject to review and approval of General Counsel. The motion was seconded by Councilmember Pawlowski and approved by the Board with 6 members voting in favor, and Mayor Douglas abstaining.

Finance

Department:

Traffic and

Revenue

Analyses

Briefing:

Mr. Donahue addressed the Board and provided a bit more background on his prior role with the Authority and subsequent history with HNTB working with toll agencies around the country, including assisting with cashless conversion and recent work with the Authority.

He then introduced the Traffic and Revenue Analysis briefing. Kamran Khan, CDM Smith, then addressed the Board and noting this was an update from the 2021 T&R Study. He reported that the current study update is based on CDM Smith's consultant, Economic Planning Systems' (EPS's), analysis and re-benchmarking of the traffic model based on 2022 data and growth in 2023, and collaboration with FHU on the timing of capital improvements. Mr. Khan reported that the study provides a 30 year forecast going out to 2053.

Mr. Khan then reported on the socioeconomic forecast overview, including population distribution by county. Commissioner Teal inquired about the growth figures and Mr. Khan responded. Mr. Khan then reported on developments of significance to E-470. He shared a map of DRCOG highway improvements and he and Messrs. Aron and Mwalwanda responded to queries from Ms. Mulvey and Councilmember Shaw. Councilmember Pawlowski commented on the need to consider safety in all the Authority operational activities. Mayor Douglas inquired about rail and other competing facilities and Mr. Khan reported on the same. Mr. Khan noted that the figures do represent expansion related to Denver International Airport. Commissioner Holen then noted that DEN traffic is significant to E-470 usage and expressed his desire that DEN be carefully considered.

Mr. Khan then reported on E-470 improvements and updates in the current study compared to the previous study. He then reviewed the differences between the 2021 study and the current study, notably the toll rate reductions anticipated in 2021. The current study's base case assumes the toll rates stay the same in 2024. He then reviewed the details of the Base Case Short-Term (2018-2028) Transactions and Revenue Forecast as well as the 2022-2053 longer term Transactions and Revenue Forecast.

He then reviewed the study's consideration of short term recessionary conditions on E-470 transactions and revenue (assuming 2018 – 2028 as the recession term) and the associated potential revenue reductions. Mr. Khan reviewed the level of service analysis based on 2030 data and various Board members commented on the same. Commssioner Holen then asked about taking

driverless vehicle technology impacts into the assessment and Mr. Khan replied that they were not taken into account given that they are sufficiently uncertain at present.

The Board thanked CDM Smith for their presentation.

2024 Toll Rates: Mr. Donahue then addressed the Board and reviewed the history of toll rate reductions and adjustments as well as the elimination of Vehicle Registration Fees and Highway Expansion Fees. He reviewed Resolution 21-02 and Resolution 22-02 which held rates at 2022 levels for 2023 pending a mid-year re-evaluation which resulted in continued holding of the tolls at 2022 levels for the duration of 2023. He then reviewed in greater detail the last 2 years and the increases in toll amounts for other Colorado and US tolling agencies. He then provided the staff's recommendation for toll rates in 2024 - to hold the rates

without increase given challenges with cost escalations, economic, inflation and recessionary pressures and attendant increases in capital and operating costs. Councilmember Diak commented on the Board's historical conservativeness, and he noted the changed economic conditions, hyperinflation (particularly in construction needed for E-470's continuity of operations), as rationale for his support of the recommendation.

Commissioner Teal then moved to adopt Resolution 23-02 setting the Authority's 2024 Toll Rates, to remain unchanged from 2023 Toll Rates, with such rates to remain in effect until superseded by subsequent Board resolution. The motion was seconded by Councilmember Pawlowski and approved by the Board with 6 members voting in favor and Mayor Douglas abstaining.

2024 Budget
Briefing:

Mr. Donahue reported on the budget process and the information previously provided to the Board. Mr. Donahue noted that in the period between October through December the budgets of each department are finalized. He then reported on specific changes in the Operating Budget including revenues, operating expenses and the various departmental budgetary changes from October, including figures based on HPTE's increased transaction projections culminating in a total increase of 1%. Commissioner Teal noted the changes were minor and there was still some good news. Councilmember Diak commended the Finance Department.

Mr. Donahue then turned to the Capital Budget and reviewed changes from October, including changes in renewal and replacement projects and shifting money from 2023 to 2024 for the CMF Project.

He then reviewed the 2024 Budget Plan in total and the contracts list slide, pared down from prior years to list contracts which the Authority was able piggyback on State of Colorado pricing. He also noted WSP at \$15M in the Operations Budget, and Mittera at approximately \$10M in the Operations Budget. Commissioner Holen thanked the Finance Department and expressed his pride in the team.

Public Hearing on 2024 Budget: Councilmember Diak opened a public hearing on the Authority’s 2024 budget at 10:09 a.m. He then called for public comment. No members of the public addressed the Board.

Councilmember Diak closed the public hearing at 10:09 a.m.

2024 Budget Approval and Appropriate Funds: Commissioner Teal moved that the Board of Directors adopt Resolution 23-03 approving the 2024 Budget for the E-470 Public Highway Authority and appropriating all sums reflected therein. The motion was seconded by Commissioner Holen and approved by the Board with 6 members voting in favor and Mayor Douglas abstaining.

Mr. Donahue addressed the Board and presented a motion to approve the 2024 Voting Member Jurisdiction sponsorships at a rate of \$2,500 per jurisdiction. Councilmember Unrein, motioned to collaborate with each of the Authority’s voting member jurisdiction in support of publicly beneficial programming and activities in an amount not to exceed \$2,500 per jurisdiction, with any associated contracts to be reviewed by General Counsel and signed by the Director of Public Affairs. The motion was seconded by Councilmember Bergan and approved by the Board with 6 members voting in favor and Mayor Douglas abstaining.

Mr. Donahue then thanked the entire Finance Department and asked them to stand up to be recognized. The Board commended them on their work and Mr. Donahue then noted Ms. Disney’s particular efforts in regard to the 2024 Budget and presented her with flowers. All present applauded Ms. Disney’s efforts.

Executive Session:

Commissioner Teal then moved that the Board convene in executive session pursuant to C.R.S., Sections 24-6-402(4)(b) and 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.

Councilmember Pawlowski seconded the motion, which was approved by the Board at 10:16 A.M.

The executive session included all voting members present at the meeting, Mss. Seaver and Vescera, and Messrs. Thomson and Doctoroff.

The executive session was adjourned at 10:26 A.M.

Councilmember Diak reconvened open session at 10:27 A.M.

Operations Department:

ETC Contract Third Ms. Vescera addressed the Board and reported on the negotiation with ETC and the results thereof. She reviewed the history of the contract, the original contract

Amendment
Approval: NTE, the contract changes orders and the recent negotiations which yielded a \$5,820,827.00 increase to the contract per the Board’s direction.

Councilmember Bergan made a motion to approve the Third Amendment to the Authority’s Contract with Electronic Transaction Consultants Corporation (ETC) (EX-20-ETCC-1), dated May 20, 2020 to: (a) add ITS Services to the Scope, (b) account for a CPI Adjustment for O&M Services, (c) reflect payment for an additional new 22 lanes, (d) and account for payment to ETC for mutually agreed ETC ongoing costs, all of the foregoing (along with prior change orders and amendments) amending the contract’s not-to-exceed amount to the sum of \$32,606,916.27; and further to authorize the Interim Executive Director to execute the same, subject to the review and approval of General Counsel. Commissioner Holen seconded the motion, and upon vote was approved by the Board vote of 6-0, with Mayor Douglas abstaining.

RTD
Transponder IGA
Approval: Mr. Doctoroff then addressed the Board and provided information regarding a proposed intergovernmental agreement with the Regional Transportation District (RTD) using Authority toll transponders for the limited use of opening RTD maintenance facilities gates at 3 maintenance facilities. Commissioner Holen expressed his concern regarding technology and Authority liability. Mr. Doctoroff noted the Authority will provide a list of transponders to RTD and RTD will be able to close off access to their facilities and they will be using their own back office.

Councilmember Bergan made a motion to approve an Intergovernmental Agreement with the Regional Transportation District (RTD) allowing RTD to license use of the Authority’s ExpressToll® service mark and associated transponders for the limited purpose of establishing a system to regulate gate-access to the RTD facilities by RTD buses, and to authorize the Interim Executive Director to sign the same, subject to the review and approval of General Counsel. Commissioner Holen seconded the motion and upon vote, the Intergovernmental Agreement with RTD was unanimously approved.

Interim Executive
Director Report: Ms. Vescera introduced Iren Ruiz, Lane Analyst, Anai Morales, Lane Analyst, and Jeff Wenda, Operations Field Supervisor. Mr. Taylor introduced Ryan Thornton, Systems Engineer, noting his welcomed return to the Authority. The Board welcomed all of the new staff.

Mr. Thomson reminded the Board of the election of officers for 2024 to occur at the January Board of Directors meeting. Ms. Seaver then asked the Board to appoint a Secretary given that Councilmember Hurst was no longer on the Board such that the 2024 Budget Resolution would be properly attested and sealed. Councilmember Diak moved that Councilmember Pawlowski be appointed to the position. The motion was seconded by Commissioner Holen and approved unanimously by the Board.

Bond Underwriters
Update: Mr. Donahue reported on the procurement of an underwriter’s pool in anticipation of a bond transaction in 2024, noting that actual bond purchase

agreements with pool members would come back to the Board as part of the bond transaction.

Other Business: Councilmember Diak reported on the status of the Executive Director search.

Councilmember Teal noted Commissioner Partridge had passed away and expressed his desire to honor Commissioner Partridge and his service to the Authority. He reported that Douglas County had honored his passage by resolution. He then noted the passing of former Centennial Mayor Cathy Noon as well and expressed his desire to honor her as well. The Board then took a pause in the meeting to reflect in remembrance of both individuals. Following the remembrance, Councilmember Bergan wished everyone a peaceful and prosperous new year. Commissioner Holen then noted that Commissioner Partridge espoused the highest virtue among elected officials and that Mayor Noon was an exemplary and collaborative elected official as well. Councilmember Diak noted the profound impact Commissioner Partridge had upon him.

Adjournment: There being no further business to come before the Board, Councilmember Diak adjourned the meeting at 11:01 A.M.

Chair of the Meeting

PRELIMINARY E-470 2024 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 2024

January 1 New Year's – Office Closed
January 11 BOARD MEETING – 9:00 A.M.
Board Officer Nominations and Election
January 15 Martin Luther King, Jr.'s Day
-Office Closed

February 2024

February 8 BOARD MEETING - 9:00 A.M.
February 19 Presidents' Day – Office Closed

March 2024

March 14 BOARD MEETING 9:00 A.M.

April 2024

April 11 BOARD MEETING - 9:00 A.M.

May 2024

May 9 BOARD MEETING 9:00 A.M.
May 27 Memorial Day – Office Closed

June 2024

June 13 BOARD MEETING 9:00 A.M.
June 18-21 CML Conference - Breckenridge
June 19 Juneteenth – Office Closed

July 2024

July 4 Independence Day – Observed
Office Closed
July 11 BOARD MEETING 10:00 A.M.
July NACo Annual Conference

August 2024

August 8 BOARD MEETING 9:00 A.M.

September 2024

September 2 Labor Day – Office Closed
September 12 BOARD MTG/RETREAT - 8:00 A.M.

October 2024

October 10 BOARD WORKSHOP – 8:00 A.M.
October 26 IBTTA 92nd Annual Meeting and
To 29 Exhibition – Cleveland, Ohio

November 2024

November 11 Veteran's Day – Office Closed
November 14 BOARD MEETING – 9:00 A.M.
November 28 Thanksgiving – Office Closed
and 29

December 2024

December 12 BOARD MEETING 9:00 A.M.
December 24 Christmas – Office Closed
and 25