

BOARD OF DIRECTORS MEETING AGENDA



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

Date: January 16, 2025

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:**

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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 12, 2024
 - b. DiExSys Safety Study Contract Approval
5. Board Officer Nominations and Elections Tamara Seaver
6. Engineering and Roadway Maintenance Department..... Neil Thomson
 - a. Sable Blvd. Interchange - Owner Procured Materials Contract Approval
 - b. SEH Contract Amendment Approval
7. Directors Report..... Joe Donahue
8. 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 (a) the Authority's Ground Leases

with Applegreen CO Travel Plazas, LLC., and (b) final payment due from Aurora Highlands LLC under the Authority’s Purchase and Sale Agreement for the former Central Maintenance Facility at 38th Avenue.

- 9.Other Business..... Chair John Diak
10.Adjourn Meeting Chair John Diak

**The next anticipated E-470 Board of Directors Meeting will be on February 13, 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, December 12, 2024, at 9:00 A.M., at 22470 E. Stephen D. Hogan Parkway, in the Board Conference 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, Councilmember City of Aurora
Bill Holen, Arapahoe County Commissioner
Rocky Teter, Councilmember City of Commerce City
Jan Pawlowski, Councilmember City of Brighton
Chaz Tedesco, Adams County Commissioner

Alecia Brown, Councilmember City of Lone Tree (*non-voting*)
Peggy Catlin, RTD (*non-voting*)
Deborah Mulvey, DRCOG (*non-voting*)

Also present were: Jeff Baker, Arapahoe County Commissioner, (alternate); Sergeant Bryce Schumann, Colorado State Patrol; Nick Badraum, TMC & RA lead, Katie Basse, operations analytics manager, Steve Bedard, risk and safety specialist, Jim Brady, construction manager, Jon Campbell, field operations manager, Jessica Carson, director of public affairs, Shelby Costello, communications coordinator, Wanda DeVargas, roadway maintenance supervisor, 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, Jimmy Herrera, service desk technician, Aline Koop, operations coordinator, Jacob Kramer, HR manager, Diane Lundquist, executive assistant, Chris Otterson, senior IT infrastructure manager, Brenda Richey, director of finance, Derek Slack, roadway maintenance manager, Briana Summers, controller, Neil Thomson, director of engineering and roadway maintenance, Anjie Vescera, director of operations and Blake Williams, customer experience and workforce supervisor, E-470 Public Highway Authority; Susan Ermisch, Pat McGowan and Andrea Meduna, 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 Holen moved approval of the consent agenda, comprising meeting minutes of November 14, 2024; Morton Electric Contract Amendment; D2C CMF Architectural Services Contract Amendment and Brownstein Hyatt Farber Schreck, LLP Amendment #7. The motion was seconded by Councilmember Teter and approved unanimously by the Board.

Resolutions:

Recognizing Commissioner Tedesco: Councilmember Diak introduced and read aloud a resolution recognizing Commissioner Tedesco's time and exemplary service to the Authority in various capacities, including Board Chair, over a period of 12 years. Councilmember Bergan moved to approve the resolution, which was seconded by Commissioner Holen. Commissioner Tedesco noted he served on the E-470 Board for the entire 12 years of his public service to Adams County. He expressed appreciation for Steve Hogan's mentorship and thanked the Board of Directors, current and prior, for the many valuable discussions and collegiality. He further expressed appreciation for the Authority's high quality staff and consultants and noted the Authority is a standout among toll roads nationally and internationally. Councilmember Bergan stated she was extremely thankful to serve with Commissioner Tedesco and noted he changed her mind a few times with good logic. Commissioner Pawlowski echoed Councilmember Bergan's comments. Commissioner Holen reported on his long relationship with Commissioner Tedesco and his admiration for the Commissioner's care for the people of Adams County. Ms. Catlin commented on Commissioner Tedesco's dedication to mobility in the region. Councilmember Mulvey commented on the example set by Commissioner Tedesco. Finally, Commissioner Diak made a comment noting Commissioner Tedesco's heart in trying to achieve things for his constituents. Following comment, all Board members voted in favor of the resolution.

Recognizing Commissioner Holen:

Councilmember Bergan then introduced and read aloud a resolution recognizing Commissioner Holen's time and exemplary service to the Authority in various capacities, including his service on the Finance Committee, over an extended period. Commissioner Holen expressed his pleasure with the Authority's success, noting Steve Hogan's vision, compassion, and commitment which led to the Authority's current success. He stated that it has been his honor and pleasure to work with all members of the current and prior Boards. Councilmember Bergan moved approval of the resolution, Pawlowski seconded the motion and discussion ensued. Councilmember Bergan noted Commissioner Holen was a kind soul and joked about his succinct comments and then thanked him for his friendship. Councilmember Pawlowski expressed appreciation for his kindness to all, including staff, and noted how much she has learned from him. Councilmember Mulvey thanked the Commissioner for his mentorship. Ms. Catlin commented on the Commissioner's kindness and

professionalism. Commissioner Tedesco commented on how much he learned from Commissioner Holen over the years and how the Commissioner expanded his world view. Commissioner Holen noted the kinship among those who served in the U.S. Military. Councilmember Brown expressed appreciation for the time and attention Commissioner Holen imparted unto her in recent discussions. Councilmember Diak commented on his experience with Commissioner Holen on the Finance Committee and the Commissioner's kindness. Following the comments, the Board voted unanimously to approve the resolution.

Thereafter, Mr. Donahue presented each of the Commissioners with plaques and photographs were taken to commemorate the occasion.

Operations
Department:
ATMS RFP
Review and
Contract -
Approval:

Mr. Doctoroff reviewed with the Board the procurement for the ATMS (advanced traffic management system). He noted the benefits of ATMS including improved safety and driver experience as well as dynamic response plans and faster detection of roadway debris to facilitate efficient removal. He then reviewed the timeline related to the procurement, including the RFI, vendor demonstrations, and the RFP which culminated in 7 responses. Mr. Doctoroff reported on vendor scoring for the RFP and noted that overall the responses were very good. He then reviewed a price breakout and reported that Q-Free was the recommended vendor under the Authority's best value contracting approach. He reviewed more detailed information regarding the recommendation to select Q-Free.

Councilmember Bergan inquired about hacking risk and Mr. Doctoroff responded. Commissioner Tedesco noted his appreciation for the opportunity to grow with this vendor.

Councilmember Pawlowski moved that the Board approve the award of the Advanced Traffic Management System (ATMS) contract to Q-Free America, Inc., with a not-to-exceed contract amount of \$2,000,000.00, spanning a three-year contract term (\$950,000) and one optional three-year term extension (\$1,050,000), all subject to final approval by the Executive Director and General Counsel. The motion was seconded by Councilmember Bergan and approved unanimously by the Board.

Engineering and
Roadway
Maintenance
Department:
Terracare Snow
Contract
Amendment –
Approval:

Mr. Slack reviewed the substance of the Terracare contract amendment and contract terms. He reported on the 10 year contract term and significant capital costs for the snowplows (22), loaders (4) and pickups. He then reported on the cost analysis leading to an overall not-to-exceed amount for the remainder of the contract being requested.

Commissioner Tedesco inquired about the truck hours and how they were calculated and Mr. Slack reported regarding stand-by hours and the GPS systems on the trucks with anything longer than 20 minutes idling being excluded from payment as standby.

Councilmember Bergan inquired about night staffing and Mr. Slack responded regarding advance preparation, especially around rush hours.

Commissioner Tedesco then moved to approve the First Amendment to the Terracare Snow Contract, EN-19-SNOW-1, setting a not-to-exceed amount of \$23,000,000 for the remainder of the contract term, and further to authorize the Executive Director to execute the same subject to review and approval of General Counsel. The motion was seconded by Commissioner Holen and approved unanimously by the Board.

Sandy Acres IGA
with City of
Aurora –
Approval:

Mr. Slack then reviewed with the Board the history of the Sandy Acres site and the Authority's protracted efforts to close out the mining permit associated with the property. He reported on the history of the IGA with City of Aurora and the request for renewal of the same, as well as explaining the groundwater, topography, and evaporation issues at the site. Councilmember Teter inquired about bringing in fill and Mr. Slack reported on ongoing berm and fill efforts to mitigate groundwater ingress.

Councilmember Bergan recused herself from voting due to her position with Aurora. Commissioner Tedesco moved to approve an intergovernmental agreement with the City of Aurora compensating the City for delivery of reclaimed wastewater to the South Platte River enabling the Authority to comply with the State of Colorado Department of Natural Resources Substitute Water Supply Plan and further to authorize the Executive Director to execute the IGA, subject to the review and approval of General Counsel. The motion was seconded by Councilmember Teter. The vote passed by a vote of 5-0 with Councilmember Bergan abstaining.

Finance Department:

2025 Budget
Briefing:

Ms. Richey provided a budget overview to the Board of Directors describing the budget development process and the 2025 areas of focus. She reviewed key budget highlights, including increases in revenue, the operations budget, the capital program and the focus on fiscal stability. She then presented the proposed operating budget showing changes from the October Board Budget Workshop as well as the proposed 2025 capital budget and changes from the same workshop. She reviewed summary slides for the proposed 2025 budget with the Board and presented some highlights and challenges going forward.

Public Hearing on
2025 Budget:

Councilmember Diak opened the public hearing on the proposed 2025 Budget at 10:09 A.M. He thereafter recognized for the record that there were no members of the public present and closed the public hearing.

Resolution 24-04
Regarding 2025
Toll Rates:

Following the public hearing, Ms. Richey reviewed with the Authority a timeline of toll rates and the staff recommendation to maintain the current toll rates for 2025.

Mr. Donahue then noted that CDM Smith will perform an updated toll and revenue analysis in 2025 including the long term capital plan and considering capacity needs to meet demand. He noted the results will be brought back to the Board for strategic planning and discussion.

Councilmember Bergan moved that the Board of Directors adopt Resolution 24-04 reaffirming the Authority's 2025 Toll Rates, to remain unchanged from 2024 Toll Rates, with such rates to remain in effect until superseded by subsequent Board resolution. The motion was seconded by Councilmember Teter and approved unanimously by the Board.

Resolution 24-05
Regarding
approval of the
2025 Budget and
Appropriation of
2025 Funds:

Thereafter, Councilmember Pawlowski moved to adopt Resolution 24-05 approving the 2025 Budget for the E-470 Public Highway Authority, and appropriating all sums reflected therein. Councilmember Teter seconded the motion which was thereafter unanimously approved by the Board.

Executive Director
Report:

Mr. Donahue reviewed an updated Authority staff organizational chart with Chief Operating Officer (Ms. Vescera), Chief Engineer (Mr. Thomson), and Chief Financing Officer (Ms. Richey), all of whom are also Deputy Executive Directors. He reviewed other staffing changes and titles.

Mr. Donahue then reported on implementation of a new internal Leadership Training Program commencing in 2025 with a professional coach for Authority staff.

Mr. Donahue reported on the Authority's participation in a holiday parade at Southlands and that staff will participate in the Brighton Festival of Lights on December 14th. He then reported on the efforts of the E-470 Good Guys with 40 gift tags and sponsoring of an entire military family. He then noted the latest E-470 Now video and agreed to send it to the full Board.

He reminded all that the January Board meeting would be later than normal on January 16th at 9:00 A.M. He then reported on the TSF Golf Tournament to be held Friday June 20th at Colorado National Golf Club in Erie. Finally, he introduced Sergeant Schumann and noted he asked the Sergeant or one of his troopers to attend Board meetings.

Executive Session:

Councilmember Teter then moved that the Board move into 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. Councilmember Bergan then seconded the motion, which was approved unanimously by the Board at 10:35 A.M.

The executive session included all voting members present at the meeting and Ms. Seaver and Mr. Kramer.

The executive session was adjourned at 11:07 A.M.

Councilmember Diak reconvened open session at 11:08 A.M.

Other Business (and actions flowing from Executive Session): Mr. Donahue played the E-470 Now video.

Thereafter, Councilmember Teter moved that the Board of Directors approve amendments to the Executive Director's contract comprising a market adjustment and inclusion of annual CPI adjustments, commencing January 1, 2025, and further that the Board delegate the Authority to Mr. Kramer and General Counsel to prepare and obtain signatures on the amended agreement. The motion was seconded by Councilmember Pawlowski and approved unanimously by the Board.

Commissioner Tedesco inquired about publication of road widening openings and noted he receives myriad questions regarding the same. Councilmember Bergan inquired as to how the E-470 Now video is shown and Ms. Carson responded to the same.

Adjournment: There being no further business to come before the Board, Councilmember Diak adjourned the meeting at 11:15 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. 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
October 11 ~~ATVA~~ 93rd Annual Meeting and
To 14 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