

BOARD OF DIRECTORS MEETING AGENDA



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

Date: November 14, 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:**

Join the meeting now

Meeting ID: 237 276 037 828

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Phone conference ID: 132 085 162#

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 October 10, 2024
 - b. Bishop Brogden Contract Approval
 - c. South Adams County Water & Sanitation District Inclusion Agreement Approval
 - d. CSP Communications Agreement
 - e. Colorado Water Well Contract Approval
5. Operations Department..... Anjie Vescera
 - a. Transponder IFB and Vendor Selection - Approval
 - b. Mittera Contract Amendment - Approval
 - c. DMV Contract Amendment - Approval
 - d. Amendment #6 to the 2-Party Tolling Services Agreement with CTIO – Approval
6. Finance Department Brenda Richey
 - a. Q3 Finance Review – Dashboard Report Briefing

7. General Counsel..... Tamara Seaver
 - a. Resolution Updating Executive Director Delegations - Action
8. Executive Session..... Chair John Diak
 - a. Executive session, (a) pursuant to 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) pursuant to 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.
9. Engineering and Roadway Maintenance Department..... Neil Thomson
 - a. Crestone Mineral Rights Lease/Sale
 - b. Adams County Trail IGA Request
10. Executive Director Report..... Joe Donahue
11. Other Business..... Chair John Diak
12. Adjourn Meeting..... Chair John Diak

**The next anticipated E-470 Board of Directors Meeting will be on December 12, 2024
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, October 10, 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
Emma Pinter, Adams County Commissioner
George Teal, 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*)
Piper Darlington, Director, CTIO (*non-voting*)
Peggy Catlin, RTD (*non-voting*)

Also present were: Rocky Teter, Councilmember City of Commerce City (alternate) and Jeff Baker, Commissioner Arapahoe County (alternate); Nick Badraun, TMC & RA lead, Katie Basse, operations analytics manager, Jim Brady, construction manager, Jon Campbell, field operations manager, Jessica Carson, director of public affairs, Carly Cassady, marketing supervisor, 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, Ted Gies, service desk manager, Sandra Gollatt, customer experience and project supervisor, Mark Gronowski, senior application development manager, Michael Hancock, IT business manager, Jimmy

Herrera, service desk technician, Kate Jones, senior accountant, Brandi Kemper, permit supervisor, Aline Koop, operations coordinator, Jacob Kramer, HR manager, Dave Lewnerman, IT network and security lead, Diane Lundquist, executive assistant, Kate Oberleas, project engineer, Chris Otterson, senior IT infrastructure manager, Brenda Richey, director of finance, Aaron Schilz, system administrator, Briana Summers, controller, Rod Taylor, director of information technology, Neil Thomson, director of engineering and roadway maintenance, Ryan Thornton, system engineer, Tricia Trujillo, customer experience and program manager, Anjie Vescera, director of operations, Lin Wang, senior accounts payable specialist, Chuck Weiss, engineering manager, Jeff Wenda, field operations supervisor and Blake Williams, customer experience and workforce supervisor, E-470 Public Highway Authority; Michelle Riccio, Adams County; Mac Callison, City of Aurora; Tim Stewart and Anthony Pisan, Atkins Realis; James Harris and Michael Maglieri, Linebarger Goggan Blair and Sampson; Pedro Costa and Brenda Schuler, NWP, LLC; Robyn Moore, Piper Sandler; Stacy Mast and Bryan Stelmack, Stifel; Susan Ermisch, Adam Moncivaez and Brendan O'Malley, 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 9:06 A.M.

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

Public Comment: None.

Consent Calendar: Councilmember Diak tabled the Crestone Oil and Gas lease matter. Thereafter, Councilmember Bergan moved approval of the consent agenda, with the Crestone matter removed, comprising meeting minutes of August 8, 2024; 64th Avenue Interchange Maintenance IGA; Vaisala Contract Amendment; Denver Permit Amendment; Haynes Contract Extension and NTE increase; and Buckley Metro District Inclusion Agreement. The motion was seconded by Councilmember Unrein and approved unanimously by the Board.

Executive Session: Commissioner Teal then moved that the Board move into Executive Session pursuant to C.R.S., Section 24-6-402(4)(b) C.R.S. 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 the Authority's Ground Leases with Applegreen CO Travel Plazas, LLC.

Councilmember Pawlowski seconded the motion, which was approved by the Board at 9:09 A.M. The Board members then adjourned to the Board Conference room.

The executive session included all voting members present at the meeting, Ms. Seaver, and Messrs. Donahue, Weiss, and Thomson.

The executive session was adjourned by Councilmember Diak as Board Chair at 9:23 A.M.

Councilmember Diak reconvened open session at 9:25 A.M.

Engineering and
Roadway
Maintenance:

Applegreen Lease
Amendment
Approval:

Mr. Weiss addressed the Board and reviewed the history of the Applegreen leases and the project timeline noting Commerce City re-zoning approval had been obtained on Monday evening. He then reviewed the lease terms as well as the modifications being requested.

Following the presentation, Commissioner Teal moved that the Board approve amendments to the ground leases with Applegreen CO Travel Plazas, LLC at Parker SB, Aurora NB, and Commerce City SB and NB, as well as conforming amendments to the associated parent guarantees with Petrogas Group US Inc., and further to authorize the Executive Director to execute the agreements subject to the review and approval of General Counsel. Commissioner Holen seconded the motion which carried with unanimous approval following supportive comments from Commissioner Teal.

Operations
Department:

Colorado
Correctional
Industries (CCi)
IGA:

Ms. Trujillo addressed the Board and reviewed the history of the Colorado Collections Industries (CCi) contract and amendments thereto. She then reviewed the new pay structure for CCi as well as the performance and incentive program. She reported on the Acceleron Program which supports reentry into society as well as the Authority's recommended participation in the same. She then summarized the contract terms. Following the presentation, Councilmember Bergan asked about opportunities to work with WSP and the Authority following the inmate's incarcerations and Ms. Trujillo reported on the same. Councilmember Brown inquired about participation in the program among inmates and Ms. Trujillo responded.

Councilmember Pawlowski moved to approve a Fourth Amendment to the Intergovernmental Agreement for Image Processing Services with the State of Colorado, acting by and through the Colorado Department of Corrections, Division of Correctional Industries, (CCi), including a three-year term extension in an amount not to exceed \$5,300,000, as presented by Authority staff, and to authorize the Executive Director to execute the same subject to the final review and approval of General Counsel. Councilmember Unrein seconded the motion which upon vote, was unanimously approved.

WSP Extension:

Ms. Trujillo then reviewed with the Board the history of the WSP contract and partnership and recommended changes to the contract terms and structure for a 3-year extension, noting changes in the KPI structure and providing details on specific KPIs. Following the presentation Councilmember Bergan inquired about penalties and Ms. Trujillo addressed the question.

Councilmember Bergan moved to approve the Fourth Amendment to E-470 Public Highway Authority 2017 Customer Services Contract dated December 12, 2022 by and between the Authority and WSP USA Services, Inc., inclusive of the associated Vehicle

Lease Agreement, extending the term of the contract for a period of 3 years, adding a total not-to-exceed amount for the 3-year term of \$51,000,000, modifying certain performance metrics and associated pricing structure to the benefit of Authority operations, 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. Commissioner Teal spoke in favor of the motion and the performance metrics as set by the Authority. Following comment by Commissioner Teal, the Board voted, and the motion passed unanimously.

Executive
Director Report

Mr. Donahue introduced Brenda Richey as the Authority's new Director of Finance. Carly Cassady introduced Shelby Costello, a new Communications Coordinator in the Public Affairs Department. Mr. Donahue noted that BoardEffect is now operational and replaces BoardPaq. He then mentioned the upcoming International Bridge Tunnel and Turnpike Association (IBTTA) Annual Conference and associated vendor events. He noted that Denver will be the venue for the 2025 IBTTA Annual Conference with the Authority as host agency. He played a promotional video to be shown at the 2024 Annual Conference for the 2025 IBTTA conference in Denver. Finally, he reported on

the Veterans to Farmers program for training veterans in agricultural systems, technologies, and business operations. He noted he and Ms. Carson met with the group and will be looking to provide acreage and partnering to support the community and veterans.

Commissioner Teal then commented on the IBTTA video and Councilmember Bergan commented on the Veterans to Farmers program and her desire to connect the Authority to City staff. Councilmembers Leslie and Brown commended the efforts with veterans. Commissioner Holen noted his long experience with veterans' programs and his enthusiastic endorsement of the effort with Veterans to Farmers. Councilmember Diak reported on partnerships having been mentioned at the TLRC presentation.

The Chair called a 10 minute break before the budget session. He reconvened the meeting at 10:12 A.M.

2025 Budget
Workshop:
Operations
Budget:

Mr. Donahue introduced the budget workshop and noted it would be different from prior presentations to balance providing detail with having the Board understand key initiatives for staff.

Mr. Dole then addressed the Board and provided information through August 2024 regarding monthly traffic transaction trends, 2024 Transactions, and the 2024 operating budget summary. He then reported on unrestricted fund balances. Councilmember Bergan inquired about hard copy budget books and Ms. Summers reported that they are on-line. The Board members requested physical books as well.

Mr. Donahue reported on CDM Smith's updated projections and upward trends. He noted growth along the corridor is driving the upward trends. He reported on factors underpinning the 2025 budget including traffic growth patterns, continued recessionary concerns, while maintaining sufficient reserves and capital funds, and financial goals.

He noted that coming out of COVID the Authority has quite a bit of deferred maintenance for Authority facilities which drives some budget increases for 2025. He reported that CDM Smith will be looking at various revenue scenarios to be considered in light of the Authority's strategic and capital planning.

He then reviewed the 2025 proposed budget revenues by source noting toll revenues would comprise the largest share of revenue. He reviewed additional detail with respect to the 2025 operating budget. He noted the various capital budget expenditures as well as the need to draw on the Capital Improvements Fund to ensure capital needs are met.

Capital Budget: Mr. Donahue then provided an overview of the 2025 Capital Budget by project category and an updated 5-year capital plan.

He then reported on debt service coverage forecasts based on cash flows and commented on planning related to the same.

Councilmember Bergan inquired about use of reserves for road widening and Mr. Donahue responded regarding 2025 and Councilmember Bergan inquired about timing of capital projects and Mr. Donahue responded. Councilmember Leslie inquired about the current bond ratings and trails and Mr. Donahue responded to the queries. Mayor Douglas inquired about toll rates and Mr. Donahue noted Authority staff are analyzing that in the context of all Authority needs and the desire not to raise tolls. Commissioner Teal noted his desire to evaluate opportunities to decrease tolls.

Department Budget Presentations:

Engineering and
Roadway
Maintenance:

Mr. Thomson addressed the Board and reviewed the department's operating budget for 2025. He then reviewed historical roadway operating budget and the decrease in spending created by COVID-related budget constraints and deferred maintenance needs. Mr. Thomson reviewed the results of the 2024 independent inspection and certifications. He then reported on asset management and capital needs. He next reported on the 2025 capital budget and links to key Authority initiatives including road widening, Sable Boulevard Interchange, pavement resurfacing Toll Plaza E to I-25 North, solar installation at the AHF and CMF, Applegreen travel plazas, and the safety study.

He then reported on the current road widening and trail extension projects. He commended Jim Brady on managing the projects such that they come in under budget. Councilmember Pawlowski inquired about pipeline north of Sable and Authority staff responded that it was outside of the Authority's right of way. Councilmember Bergan commended Mr. Thomson, Mr. Brady and the whole team for keeping schedules and budgets. Mayor Douglas asked about the trail near Pena and Mr. Thomson noted they met with Commerce City and discussions have been held with Denver and others partnering to get the trail done in proximity to Pena. Councilmember Brown inquired about the safety program, and Mr. Thomson noted it was a safety study and provided the methodology for the study.

Operations:	<p>Ms. Vescera reported on the operational strategy for 2025 comprising customer experience, operational excellence, and safety, as well as investing in talent and professional development. She then turned to the 2025 operating budget and addressed the drivers of the requested increases to the Operations Budget (increased traffic, key projects, increasing traffic management center (TMC) and roadside assistance, as well as the dedicated CSP sergeant and troop. She reported on the increase due to the ETC contract and having a third party vendor. Finally, she reported on the reallocation of contract labor from the IT Department to Operations Department.</p> <p>Ms. Vescera reported on operating budget associated with deferred maintenance and space planning for the Administrative Headquarters Facility, replacement of HVAC in the Data Center, the website redesign, and the new image processing platform. She noted the theme around technology related to the ExpressToll® website, expansion of self service options, and consolidating the site with the E-470® website. She noted that the image review platform is about 15 years old and enhancements will assist in license plate identifications. She also reported on the Advanced Traffic Management System. Councilmember Bergan inquired about the traffic management system and Ms. Vescera reported on the need for additional personnel to staff the traffic management center and additional roadside assistance vehicles. Councilmember Douglas inquired about the HVAC replacement in the data center and the technology associated with the same. Mr. Doctoroff responded to the question.</p>
Information Technology:	<p>Mr. Gronowski reviewed with the Board the 2025 operating budget for the IT Department, noting the continuing theme of deferred maintenance and software and hardware upgrades. He reported on IT's key initiatives - back office, TCS, and the FLCN website project which include both capital and operating expenditures. He noted the movement away from Salesforce and the associated savings from using RAM Info and the modular approach to the back office system design. He then reported on 2025 technology infrastructure initiatives, licenses, service desk, security, servers, and storage. Councilmember Brown asked about expenses associated with security and Mr. Gronowski responded to the inquiry. Councilmember Douglas asked about licensing and Mr. Gronowski responded to his question. Commissioner Teal commended Mr. Taylor for shifting to the modular approach and bringing software design back to the Authority.</p>
Finance and Tolling Services:	<p>Ms. Summers provided a 2025 Finance Department budget summary to the Board. She began by commending Mr. Dole for all his efforts to facilitate the budget. She then reported on the operating budget noting that credit card fees, which increase with increased traffic, contribute heavily to the Finance budget. She reported on the project to replace the current Great Plains System which is no longer supported by Microsoft. She reported on the RFP for the external auditor, and traffic and revenue studies. Councilmember Pawlowski asked about alternatives to credit card fees and Ms. Summers reported on alternatives being considered.</p>
Executive and Public Affairs:	<p>Ms. Carson addressed the Board and provided the 2025 operating budget summary, including marketing and communications, government affairs, and executive specific expenses. She then noted key initiatives highlighting community and customer relations and external meetings even beyond member jurisdictions, working on key</p>

relationships at the state capital, launching a comprehensive update to the 2019 Strategic Plan, analyzing updated traffic and revenue data, and IBTTA initiatives. Ms. Carson noted her excitement in hosting the 2025 IBTTA Annual Conference. She then reported on media relations and increasing E-470 mentions by the media. She reported on the new mascot (Eva), continued E-470 Now videos, and various other matters including the Transportation Safety Foundation and relaunching the E-470 Good Guys Program. She then played the latest E-470 Now Video for the Board. Councilmember Bergan suggested that Authority obtain a float and participate in the Southlands Holiday Parade on November 23, 2024.

Salary and Burden: Mr. Kramer addressed the Board and reviewed metrics for the Denver Metro area employment market and noted increases in salaries. He reported on benchmarking and salary market adjustments as well as the burden rates and additional 9 employees (making the Authority an employer of 75 employees). He then reviewed the proposed 2025 budget associated with salary and burden. Councilmember Leslie asked about the HR component of the total budget. Councilmember Bergan inquired about risk management and Mr. Kramer addressed the questions.

Budget Wrap Up: Mr. Donahue summarized all the department presentations and provided an overall budget summary for 2025. Councilmember Brown commended the whole staff for the budget presentation and their strategic thinking. Mr. Donahue noted again his plan to bring strategic initiatives to the committees earlier in the year in 2025 to benefit the Board and staff. Councilmember Diak inquired about inflation and Mr. Thomson reported on the same.

Other Business: None.

Adjournment: There being no further business to come before the Board, Councilmember Diak adjourned the meeting at 11:46 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

January 2024	
January 1	New Year's – Office Closed
January 11	BOARD MEETING – 9:00 A.M. Board Officer Nominations and Elections
January 15	Martin Luther King, Jr.'s Day -Office Closed
February 2024	
February 8	Executive Committee – 8:00 A.M.
February 8	BOARD MEETING - 9:00 A.M.
February 22	Finance Committee – 9:00 A.M.
February 22	Ops and Public Affairs – 10 A.M.
February 22	IT Committee – 11:00 P.M.
February 22	Roadway Committee – 1:00 P.M.
March 2024	
March 14	Executive Committee – 8:00 A.M.
March 14	BOARD MEETING 9:00 A.M.
March 28	Finance Committee – 9:00 A.M.
March 28	Ops and Public Affairs – 10 A.M.
March 28	IT Committee – 11:00 P.M.
March 28	Roadway Committee – 1:00 P.M.
April 2024	
April 11	Executive Committee – 8:00 A.M.
April 11	BOARD MEETING - 9:00 A.M.
April 25	Finance Committee – 9:00 A.M.
April 25	Ops and Public Affairs – 10 A.M.
April 25	IT Committee – 11:00 P.M.
April 25	Roadway Committee – 1:00 P.M.
May 2024	
May 9	BOARD MEETING 9:00 A.M.
May 23	Finance Committee – 8:30 A.M.
May 23	Ops and Public Affairs – 10 A.M.
May 23	IT Committee – 11:00 P.M.
May 23	Roadway Committee – 1:00 P.M.
May 27	Memorial Day – Office Closed
June 2024	
June 13	TSF Grant Ceremony – 8:30 A.M.
June 13	BOARD MEETING 10:00 A.M.
June 18-21	CML Conference - Loveland
June 19	Juneteenth – Office Closed
June 27	Finance Committee – 8:30 A.M.
June 27	Ops and Public Affairs – 10 A.M.
June 27	IT Committee – 11:00 P.M.
June 27	Roadway Committee – 1:00 P.M.

July 2024	
July 4	Independence Day – Observed Office Closed
July 11	BOARD MEETING - 9:00 A.M.
July 25	Finance Committee – 8:30 A.M.
July 25	Ops and Public Affairs – 10 A.M.
July 25	IT Committee – 11:00 P.M.
July 25	Roadway Committee – 1:00 P.M.

August 2024	
August 8	Executive Committee – 8:00 A.M.
August 8	BOARD MEETING - 9:00 A.M.
August 22	Finance Committee – 830 A.M.
August 22	Ops and Public Affairs – 10 A.M.
August 22	IT Committee – 11:00 P.M.
August 22	Roadway Committee – 1:00 P.M.

September 2024	
September 2	Labor Day – Office Closed
September 12	Board Meeting – 9:00 A.M.
September 26	Finance Committee – 8:30 A.M.
September 26	Ops and Public Affairs – 10 A.M.
September 26	IT Committee – 11:00 P.M.
September 26	Roadway Committee – 1:00 P.M.

October 2024	
October 10	BOARD WORKSHOP – 8:00 A.M.
October 24	Finance Committee – 8:30 A.M.
October 24	Ops and Public Affairs – 10 A.M.
October 24	IT Committee – 11:00 P.M.
October 24	Roadway Committee – 1:00 P.M.
October 26 To 29	IBTTA 92 nd Annual Meeting and Exhibition – Cleveland, Ohio

November 2024	
November 11	Veteran's Day – Office Closed
November 14	Executive Committee – 8:00 A.M.
November 14	BOARD MEETING – 9:00 A.M.
November 21	Finance Committee – 8:30 A.M.
November 21	Ops and Public Affairs – 10 A.M.
November 21	IT Committee – 11:00 P.M.
November 21	Roadway Committee – 1:00 P.M.
November 28 and 29	Thanksgiving – Office Closed

December 2024	
December 12	Executive Committee – 8:00 A.M.
December 12	BOARD MEETING 9:00 A.M.
December 19	Finance Committee – 8:30 A.M.
December 19	Ops and Public Affairs – 10 A.M.
December 19	IT Committee – 11:00 P.M.
December 19	Roadway Committee – 1:00 P.M.
December 24 and 25	Christmas – Office Closed