

**High Performance Transportation Enterprise  
Board of Directors Meeting Minutes  
CDOT Headquarters Building, Conference Rm. 225  
February 18<sup>th</sup>, 2011**

**PRESENT:** Charlotte Robinson  
Trey Rogers  
Doug Aden  
Stan Matsunaka  
Dan Cleveland (via phone)  
Tim Gagen

**ABSENT:** Heather Barry

**ALSO PRESENT:** Michael Cheroutes, HPTE Director  
Peggy Catlin, CDOT Deputy Executive Director  
Pam Hutton, Chief Engineer  
Ben Stein, CFO  
Jennifer Finch, Director DTD  
Mickey Farrell, Government Relations  
Angie Drumm, Government Relations  
John Schwab, Region 6 Project Manager  
Marina Krasny, HPTE Accountant  
Kari Grant, HPTE Program Deputy  
Kathy Young, HPTE Legal Council

**AND:** Other staff members, organization representatives and public.  
All supporting documents are filed in the HPTE office.

**1. Call to order and Roll Call**

Chairwoman Robinson convened the HPTE Board of Directors regular meeting at 9:40 a.m.

**2. Public Comment.**

Randy Harrison said Move Colorado will co-sponsor the third annual National Mileage Based User Fee Symposium in Breckenridge June 13 and 14. He said there is great interest in the Symposium, and the opportunity to examine ways to implement user fees to fund transportation infrastructure. He looked forward to discussion of how the HPTE might play into that platform, and invited Board members to participate in the Symposium.

### **3. Board Members' Comments.**

Director Aden thanked Mike and the staff for the preparation of the TIFIA application, saying he thought it is a great product. Chairwoman Robinson agreed, noting many people put in long hours on the application.

### **4. HPTE Director Report.**

HPTE Director Cheroutes said the Enterprise has been invited by the C-470 Coalition to join a collaborative effort that is ongoing, led by Larry Warner. They are looking for ways to get congestion relief on C-470. The Chairman of the Douglas County Commissioners is open to look at some sweeping changes. Mike also noted on-going activity on the I-70 mountain corridor that we are tracking.

Mike introduced Kari Grant, who has a background in communications and governmental outreach. He said she has already made a difference in his ability to get things done, and will soon transition into the Secretary to the Board of Directors.

### **5. Discuss and Act on the Regular Meeting Minutes for January 21<sup>st</sup>, 2011.**

Chairwoman Robinson asked for consideration of the January 21, 2011 HPTE regular meeting minutes. Director Rogers moved for adoption of the meeting minutes, as well as the Special Meeting Minutes of January 28<sup>th</sup> and February 1<sup>st</sup>. Director Gagen seconded the motion and on the vote of the Board, the minutes for all three meetings were adopted. The motion passed unanimously.

#### **Resolution Number HPTE-36**

BE IT HEREBY RESOLVED, the High Performance Transportation Enterprise Board of Directors' Regular Meeting Minutes for January 21st, 2011 are hereby approved.

### **6. Discuss and Act on the Special Meeting Minutes for January 28th, 2011.**

#### **Resolution Number HPTE-37**

BE IT HEREBY RESOLVED, the High Performance Transportation Enterprise Board of Directors' Special Meeting Minutes for January 28<sup>th</sup>, 2011 are hereby approved.

### **7. Discuss and Act on the Special Meeting Minutes for February 1st, 2011.**

#### **Resolution Number HPTE-38**

BE IT HEREBY RESOLVED, the High Performance Transportation Enterprise Board of Directors' Special Meeting Minutes for February 1<sup>st</sup>, 2011 are hereby approved.

## **8. Discuss and Act on By-Laws Revision.**

Kathy Young noted at last month's meeting there was a request to update the by-laws, and that she has prepared a draft Resolution with a several changes for the Directors' consideration. The first change changes the HPTE Board meeting from the Tuesday prior to the Transportation Commission to the Friday after. Director Cleveland asked for broader language so the Board can change its meeting days without having to amend the by-laws. Director Rogers proposed such language for an amendment.

The second proposed by-laws change allows special meetings of the Enterprise to be called by the Enterprise Director, instead of the Executive Director of CDOT. The third by-laws change allows the Director to enter into contracts and amend existing contracts without the Board's approval. Chairwoman Robinson asked for a motion. Director Rogers moved to adopt the proposed Resolution with the discussed amendments, with a second by Director Matsunaka. The motion was approved unanimously.

Chairwoman Robinson noted that the Board should study the by-laws closely, with the idea of making more comprehensive amendments at a subsequent meeting. Director Aden suggested the Board consider how the Chair and Vice Chair positions are elected and specifications for their term of office. Director Gagen also suggested that language could be fleshed out on the role of the Enterprise Director regarding the Board.

### **Resolution Number HPTE-39**

**WHEREAS** the Colorado High Performance Transportation Enterprise Board of Directors ("Enterprise Board") initially adopted bylaws on November 17, 2009 providing for the organization and governance of the High Performance Transportation Enterprise ("HPTE" or "Enterprise"); and

**WHEREAS** the bylaws adopted on November 17, 2009 provides in Article III, Section B, that regular meetings of the Enterprise Board shall be held on Tuesdays preceding regularly scheduled meetings of the Colorado Transportation Commission; and

**WHEREAS** the bylaws provide in Article III, Section C, that a special meeting may be called by the Executive Director of the Colorado Department of Transportation; and

**WHEREAS** the bylaws provide in Article VIII, Section D, that all new contracts and any amendment of existing contracts shall be brought before the Enterprise Board for review and approval and following adoption of a Resolution approving the contract or amendment, contracts and amendments shall be signed by the Enterprise Director and such signature shall legally bind the Enterprise; and

**WHEREAS** the Enterprise Board now desires to amend the bylaws to change Article III, Section B, to state that regular meetings will be held at a time and date set by the Enterprise Board, but no less than eight times per calendar year and desires that the

first sentence of Article III, Section B, of the bylaws shall now read that "Regular meetings of the Enterprise Board shall be held at a time and date set by the Enterprise Board, but no less than eight times per calendar year"; and

**WHEREAS** the Enterprise Board does not wish to change or amend the remaining language of Article III, Section B, and wishes for it to remain as adopted on November 17, 2009; and

**WHEREAS** the Enterprise Board now desires to amend the bylaws to change Article III, Section C, to state that a special meetings may be called by the Enterprise Director instead of the Executive Director of the Colorado Department of Transportation and desires that Article III, Section C, of the bylaws shall now read that "Special meetings may be called by the Director of the Enterprise ("Director"), the Chair, or a majority of the Members of the Enterprise Board, with three days' notice by mail or, in an emergency, 24 hours notice by telephone or telegraph, unless otherwise provided by law"; and

**WHEREAS** the Enterprise Board now desires to amend the bylaws to change Article VIII, Section D, to remove the requirement that all new contracts and any amendments of existing contracts shall be brought before the Enterprise Board for review and approval and desires that the language of Article VIII, Section D, be deleted in its entirety and replaced with the following language:

D. Contracts and Amendments. The Enterprise Board shall set budgets for its operations and the Director shall have authority to approve and enter into contracts and any amendments of existing contracts that are within an approved budget. The Director's signature on such contracts and contract amendments shall legally bind the Enterprise.

**NOW THEREFORE BE IT RESOLVED:** the Enterprise Board authorizes that the that Article III, Section B, Article III, Section C, and Article VIII, Section D, be changed as discussed herein.

## **9. Discuss HPTE Communications Plan.**

Enterprise Director Cheroutes noted that many elements of the adopted 2010 Work Plan have been completed. One exception is the draft of the HPTE Communications Plan. He noted branding activities are in process, as is consideration of an improved HPTE website. Kari opened discussion by asking the Board where they want to go with this draft, what direction they'd like to take.

Director Gagen said that he thinks the HPTE currently has greater visibility than when the draft was written. He recommended getting the P3 Workshop presentation posted on the website, so that more people have access to that information. He also recommended that

we review the identified stakeholder groups, and include the needs and interests of the financial community as well.

Director Cleveland said he still believes the Enterprise needs greater visibility and recognition among the public and stakeholders. He requested materials that could be handed out, such as fact sheets, press releases and other print collateral, and a PowerPoint presentation that could easily be given at meetings.

Chairwoman Robinson noted an important effort is the articulation of procedures for responding to invitations to participate in projects and entering into contracts. Mike said he wasn't certain those kinds of internal procedures should be part of a communications plan, but he agreed it is important to convey our procedures to stakeholders. He thought the procurement procedures must be transparent and competitive, and that it would be helpful to formalize that process for the Board. Chairwoman Robinson said she wanted to be sure organizations like the C-470 Coalition had an understanding of how to approach us.

Director Aden said it would be very helpful to have a 10 minute PowerPoint on the basics of HPTE's purpose and procedures. The directors were in general agreement that an improved website is also a top priority. There was brief discussion about development of a logo, and Mike said the Board should see alternatives from which to choose a logo soon.

#### **10. Discuss and Act on matters related to US 36 project.**

Enterprise Director Cheroutes said we finally filed the TIFIA loan application on February 4<sup>th</sup>, noting that we've had good feedback from the TIFIA officials. He summarized his trip to Washington DC with the US 36 Mayors and Commissioners Coalition. He described a move in the House to rescind unobligated funds, including our \$9.1 million TIGER challenge grant. Talks with Colorado senators indicated the House rescission is unlikely to pass in the Senate. TIFIA officials at US DOT continue to express their support the US 36 TIGER TIFIA application. Mike noted he anticipates that the approval process will take a lot of monitoring and negotiating.

In case the TIGER TIFIA path is closed to us, the head of the TIFIA program has asked us to submit a Letter of Interest in the regular TIFIA application process, which is expected to run on the same timeframe as the TIGER TIFIA.

Mike said he and others representing CDOT and US 36 will be back in DC the week of March 21 to make a presentation to TIFIA and other officials. Next week, Mike will meet with our P3 advisors to make a plan to move forward on the second phase of the US 36 project.

Director Matsunaka asked about lead time for refilling the TIFIA application, and Mike said we'd use the same application as before, and send it and the letter of interest by March 1.

#### **11. Discuss 2011 HPTE Board meetings schedule.**

The Board wished to address this topic, to see if the regular meetings could be rescheduled so that they required a two-day commitment of time for Director Aden, rather than the current three day. Director Cleveland indicated he had a conflict should meetings be rescheduled for Thursdays, and Director Gagen said he has a conflict on Tuesdays. Chairwoman Robinson wondered if we might talk to the Transportation Commission to see if the HPTE Board meeting could be held on Wednesday mornings or afternoons, without conflict with standing subcommittees of the Commission. Director Rogers asked staff to work on this over the next month, to see if there isn't a workable resolution. Director Aden suggested keeping the March meeting on the third Friday morning, and that the staff's exploration on this topic should be on the agenda.

## **12. Other Matters.**

Enterprise Director Cheroutes noted that Deputy Executive Director Peggy Catlin has done a great job of bringing up to date the quarterly reports on the I-25 Express Lanes. He asked her if there was anything she'd like to highlight in the current report. Peggy said revenues have been and should continue to be very stable and consistent. Director Rogers asked if the increase in peak tolls has had any discernable impact on use of the Express Lanes, and Peggy said not really.

Director Aden noted the SB-95 would have repealed major portions of the FASTER legislation, and that it fortunately died in committee on Wednesday.

## **13. Adjournment.**

Chairwoman Robinson adjourned the meeting at 10:20 a.m.