

RECORD OF PROCEEDINGS

MINUTES OF THE REGULAR BOARD OF DIRECTORS OF THE
HIGH PERFORMANCE TRANSPORTATION ENTERPRISE (HPTE) (Room 225 and HQ Auditorium)

Held: Wednesday, October 15, 2014; 12:00

4201 E. Arkansas Ave, Denver, CO 80222

A meeting of the Board of Directors of the HPTE was convened in accordance with applicable statutes of the State of Colorado, with the following Directors present:

Attendance:	Tim Gagen, Chair	Don Marostica	Brenda Smith
	Kathy Gilliland, Vice Chair	Gary Reiff	
	Doug Aden (excused)	Trey Rogers	

Chair Gagen called the regular meeting to order @12:00pm in Room 225

Roll call was taken to establish a quorum, and it was noted that Director Aden was excused.

General Discussion

The HPTE Board engaged in discussion of matters relating to subsequent agenda items, upcoming projects, and administrative and budget matters.

Director Cheroutes reported on the following:

Director Cheroutes discussed the revisions to the HPTE Bylaws, which were suggested in part by CDOT's Audit Division. He also noted the audit being conducted by the Legislative State Auditor's Office that is due in March 2015. An outside consultant firm, Clary, will assist in the audit, which will be conducted in two parts—a review of HPTE's procedure and policies and a review of the US 36 Project. Director Cheroutes also requested that the Board defer consideration of the Concession Agreement Amendment and the possible toll increase until the November Board meeting.

Director Cheroutes welcomed and introduced two new staff members of HPTE—Jennifer Gabrius, who will be working in the contracts unit, and Piper Frode, who will be HPTE's new budget analyst.

Assistant Attorney General Jordan Chase reported on the pending lawsuit with the Drive Sunshine Institute. The judge denied Drive Sunshine Institute's Motion for Temporary Restraining Order and Preliminary Injunction. Last month the State filed a motion to dismiss. The Drive Sunshine's response is expected to be forthcoming.

Megan Castle discussed the many public outreach and engagement activities currently underway. For the I-70 East project, HPTE is planning to attend all of the Supplemental Draft Environmental Impact Statement (SDEIS) meetings. HPTE is also conducting a telephone town hall and has scheduled another transparency meeting in November.

Director Cheroutes discussed the status of the I-70 Peak Period Shoulder Lanes commercial loan and I-25 North Segments 2 & 3. Director Cheroutes also updated the board on the progress of C-470, US 36 and I-70 East projects. He noted that the Board will attend a joint workshop regarding the I-70 East Project with the Transportation Commission in November. The plan is then to hold a Special Meeting in early December for the Board to consider whether to authorize the release of the I-70 East Request for Qualifications.

Meeting Break (11:40)

Regular Board meeting moved from Room 225 to the Auditorium.

Chair Gagen reconvened the

Board reconvened and roll was called to re-establish a quorum after a short break. All directors present with the exception of Director Aden.

regular meeting
@1:00pm in the
Auditorium.

Approval of minutes [Resolution #143:](#) Director Marostica moved approval of the September 17, 2014, meeting minutes. Upon a second by Director Gilliland, the minutes were approved by all present.

Public Comment @ 1:10pm: Attorney Karen Hammer of Hammer Law spoke at length about her views on the legality of the Board's prior actions and possible future actions, including specific items on the Board's agenda today. Ms. Hammer believed these actions did not comply with the State's "transparency and accountability laws." Regarding Resolution 145 (the Amended and Restated Concession Agreement), she objected to its ratification because the February 19, 2014 Board meeting was flawed and the Amended and Restated Concession Agreement was never duly authorized. She said the agreement is not legally effective but her concern is that HPTE cannot ratify and affirm now without following the correct steps. Ms. Hammer also spoke about her concerns regarding the revision to the Bylaws and the delegation of power to Director Cheroutes. Ms. Hammer submitted the comments [attached hereto](#).

Director's Report: Director Cheroutes reported on ongoing projects, including the I-70 Peak Period Shoulder Lanes Project, I-70 East Project, C-470, US 36, and I-25 North. Director Cheroutes noted the continued outreach efforts regarding the I-70 East Project. Director Cheroutes also reported that Director Marostica plans to travel to New York on behalf of HPTE to attend an award ceremony.

OMPD Report: Acting Director Peter Kozinski updated the Board on the I-70 Peak Period Shoulder Lanes commercial loan, noting that the project is expected to open in a year. Acting Director Kazinski also mentioned that he and Director Cheroutes plan to fly to Washington DC later this month to talk to the TIFIA Office within the USDOT about the I-70 East Project.

Strategies 360 Survey: Representatives from Strategies 360 presented a summary of its findings on a survey it conducted in select Colorado counties. The survey was completed in two-phases—a telephone survey and in-person focus groups. The survey was a high level overview of the public's concerns regarding HPTE and how the public understood public-private partnerships.

HPTE Board Bylaws [Resolution #144:](#) AAG Chase presented Resolution 144 and discussed the two sets of changes to HPTE's Bylaws. AAG Chase reported that the first set of changes were in response to CDOT's Audit Division suggesting that certain antiquated language be removed. The revision eliminates reference to "telegraph" and adds notice by electronic mail.

AAG Chase also described the second set of changes, which deal with the Director's option to delegate the Director's signature authority. Changes were made to clarify that the Director has the authority to delegate his/her signature authority. In response to a question from Director Rogers, AAG Chase noted that this change was necessary to ensure that HPTE can operate efficiently and effectively in the event the Director is out of town or otherwise unavailable.

Amendment #1 to the Amended and Restated Concession Agreement [Resolution #145:](#) Director Marostica motioned to table consideration of Resolution 145 until the November meeting, seconded by Director Smith, approved by all present.

Adjournment: There being no further business to come before the Board, the meeting was adjourned.