

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

Held: Wednesday, February 18, 2015; 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 (excused)	Brenda Smith
	Kathy Gilliland, Vice Chair	Gary Reiff	
	Doug Aden (excused)	Trey Rogers	

Chair Gagen calls 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 and Director Marostica were excused.

General Discussion

The High Performance Transportation Enterprise (HPTE) Board engaged in discussion of matters relating to subsequent agenda items, upcoming projects, and administrative and budget matters.

Chair Gagen introduced and welcomed CDOT's new Executive Director Shailen B. Bhatt.

Director Cheroutes conveyed to Executive Director Shailen Bhatt the purpose of the monthly HPTE Board of Director's meeting, which is a division of CDOT. HPTE has its own Board of Directors, three of the Board of Directors are Transportation Commissioners, and four members are appointed by the Governor. Director Cheroutes went on to add, in coordination with CDOT, HPTE provides financing alternatives for CDOT surface transportation projects.

Director Cheroutes reported on the following:

Director Cheroutes clarified to the HPTE Board that today's general meeting will be a short session due to the fact that the Board needs to go into executive session to discuss the State Legislative Auditors' findings and recommendations regarding the US 36 concession project procurement. Director Cheroutes noted that HPTE staff and CDOT auditors have cooperated with the audit. He went on to add that the auditors will only present their draft audit report and findings to the Board in an Executive Session due to statutory requirements.

Director Cheroutes reported that we are a few months away from the opening of Phase I of US 36 project and that Plenary Denver Roads submitted a proposed toll schedule as well as some existing adjustment rates on segment I-25, which is currently in operation. He went to add that Plenary is asking for an increase in the surcharges for licenses plate tolling. Director Cheroutes informed the Board that the Board is required to act within 30 days of Plenary's requests and, due to that, he thinks the Board needs to schedule a special meeting in the next few weeks where a public hearing will be conducted on the toll rate increases to make sure the Board is consistent with our transparency efforts.

A vital discussion between HPTE staff and Board members to reach an agreeable date was held and the special session was scheduled for March 3, 2015 at 10AM.

Director Cheroutes went on to discuss the direction of the HPTE/CDOT ordering HOV dual switchable transponders for use in Express lanes for HOV travelers utilizing the following corridors, US36 and I-25 North Segments. Atkins was tasked to analyze the potential demand for the new switchable transponders by users of the HOV program, to estimate an initial order volume and determine pricing to the HOV users as well as how to recover associated costs, determine the funding source to pay

distribution cost for the units as well as adding sales tax. He went to add that Amy Ford, Director of Communications, has been assisting HPTE/CDOT on public outreach of the use of the transponders and how to acquire them, as well.

Amy Ford, Director of Communications, told the Board that from a public relations perspective, HPTE wants to encourage choice on the lanes and have the capacity to deliver choice by having enough transponders. She added that the HOV user is required to use the transponder and comply with the HOV requirements. If the driver does not qualify for HOV status the driver will be charged an appropriate toll.

Chair Gagen asked the Board if there were any questions related to the quantity of pricing of the transponders.

Director Cheroutes concluded his report by stating the HPTE ha Board we will be supporting the Transportation Commission on the I-70 East corridor project scope, funding, delivery method and financing mechanism.

Meeting Break  
(12:25-12:30)

Regular Board meeting moved from Room 225 to the Auditorium.

Chair Gagen reconvened the regular meeting @12:35pm in the Auditorium. convened the regular meeting

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

Approval of minutes  
Resolution #156:

Vice Chair Gilliland moved approval of the January 21, 2015, meeting minutes, and attaching to them an email from Karen Hammer to Mike Cheroutes, without accepting or acknowledging the contents of that email. Upon a second by Director Rogers, the minutes were approved by all present.

Executive Session:

Chairman Gagen asked for a motion to move into Executive Session (script attached to these minutes). Upon a motion by Director Smith and a second by Director Rogers, the Board voted affirmatively by all present to go into Executive Session for the purpose of discussing Executive Session: Executive Session will be held pursuant to §§ 24-6-402(3)(a)(III), 24-72-204(3)(a)(IV), C.R.S., and 2-3-103(3), C.R.S., to discuss confidential al financial information regarding the State Auditor's draft findings and recommendations for the audit it performed on HPTE's U.S. 36 P3 Project Procurement.

The topic of the Executive Session was to discuss confidential financial information regarding the State Auditor's draft findings and recommendations for the audit performed on HPTE's U.S. 36 P3 Project Procurement.

Upon a motion by Director Rogers and second by Director Gilliland, the Board voted affirmatively by all present to move out of Executive Session.

End Executive  
Session@1:30

Members of the public were invited back into the meeting. No Public Comment, but the Board had received a letter from attorney Karen Hammer and the letter is attached to these minutes.

Public Comment @  
1:35pm:

No audience participation for public comment.

Chair Gagen stated to the public and Board that due to Director Rogers having a schedule conflict, the Board was going move to agenda item 11, Discuss and Act on Resolution #158 supporting the proposed Transportation Commission Resolution on I-70 Action.

Supporting Proposed Transportation Director Cheroutes informed the Board that the Transportation Commission will take action on deciding issues regarding I-70 East Project, which will include the delivery alternatives the Commission wants to pursue. Currently two alternatives are being considered for the financing for CDOT and that either choice is financially sustainable. He asked the Board to adopt Resolution 158, which he wanted to present to the Board a Resolution supporting the Transportation Commission's decision.

Director Reiff thanked Director Cheroutes, HPTE and CDOT staff for the thorough analysis done on this issue. He stated that the issue has been vetted through public meeting, as well as a difficult, time consuming and thoughtful discussion during a joint meeting of the Transportation Commission, Colorado Bridge Enterprise and HPTE. Director Reiff stated that HPTE has done its job and this resolution is not a lateral transfer, in his opinion, to the Transportation Commission.

Commission I-70 Action Resolution #158: Director Reiff moved adoption for Resolution 158, it was seconded by Director Smith and the Board unanimously approved Resolution 158 Supporting the Proposed Transportation Commission Resolution I-70 action.

Director's Report: Director Cheroutes stated that he would make his comments short; informing the Board the last month has been focused on the I-70 East Project processes. Director Cheroutes requested Megan Castle to come up and give an update to the Board on the public outreach. He wanted the Board to note that Amy Ford and Megan Castle have been working on the express lanes public outreach.

Megan Castle updated the Board on HPTE's outreach and on-going efforts. HPTE, in conjunction with the Denver Metro Chamber to set-up P'3 alliance. January 27, 2015, a meeting was held with over 80 attendees, including Commissioner Gilliland. Another P3's alliance meeting was held on February 6, 2015 with the Beuchner Institute where Michael Cheroutes was a key speaker, along with the attendance of Commissioner Reiff. Ms. Castle reported that Nick Farber was a key speaker at the NE CO Realtors North I-25 Panel, which focused on P3's and Northern I-25 and that Commissioner Gilliland was also an attendee. She went on to add the P3 alliance has been in conjunction with HPTE in vetting the legislative session with Senator Jones, in which we are expecting his bill to be opposed by CDOT. Director Cheroutes and Brett Johnson, Division Director of OMPD, have been in discussion with several Senators and Representatives from the I-70 East area, which is also assisting in our transparency outreach about that project. She went on to inform the Board about the continuation of the Express Lanes outreach, February 9, 2015, a press release to the Denver Post was released about the new Express Lanes website, videos, along with getting education out, we will continue that on-going effort. Ms. Castle reported that strategic communication plans of HPTE are being revised along with the transparency communication plans and we are in progress of reviewing an I-70 East plan as well. Lastly, Ms. Castle introduced Matt Wittern, who is assisting HPTE with the strategic planning.

OMPD Report: Director of OMPD Brett Johnson introduced himself to the Board, informing them this was his first HPTE Board meeting. He stated that last month's focal point has clearly been progressing toward giving a delivery decision for the I-70 East corridor. He went on to add that a public hearing held two weeks ago and the public Value for Money (VFM) summary that was listed, led to a staff decision which recommend a Design Build Finance Operate Maintain (DBFOM) delivery model and, as we find out what direction will be chosen by the Transportation Commission, we look forward to move into engagement with industry and its processes. In terms of the other corridors, Mr. Johnson said that there are no updates to convey to the Board about Northern I-25 and I-70 West.

Peter Kozinski of OMPD gave an update on C-470. He discussed the project location and overview, stakeholder collaboration and on-going support from the C-470 Corridor Coalition Members which include Douglas, Arapahoe and Jefferson counties. He went on inform the Board about the proposed scope, which directly connects I-25 and E-470 into Westbound toll lanes, improving safety and the increased trip liability. In discussing financing of the project, Mr. Kozinski stated that the Transportation Commission will have to decide whether to pledge net versus gross pledge of toll proceeds for debt

services and that staff will seek confirmation and direction from the Transportation Commission for the scope, schedule and budget.

Director Reiff commented on whether staff would give the recommendation of a gross pledge.

Director Cheroutes informed the Board we are approaching the opening of first US 36 Phase 1 on July 1, 2015. Plenary and HPTE are to discuss schedule for US 36 toll changes. Plenary is making a proposal, and he believes this would be an appropriate topic for public hearing to receive public comment and participation. Director Cheroutes went on to add, Peter Kozinski has done a great job in the handling of C-470, further adding it not going to be an easy finance proposition, but I feel it's a reasonable plan.

Chair Gagen stated that the Board will be meeting for a special Board meeting on March 3, 2015 at 10AM for the proposed public hearing on the US 36 toll rates. He went on to introduce the new Executive Director of CDOT, Shailen B. Bhatt.

Adjournment:

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