Agenda Item:

Regular Board Meeting Minutes of September 16, 2015

RECORD OF PROCEEDINGS

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE

HIGH PERFORMANCE TRANSPORTATION ENTERPRISE (HPTE)

Held: Wednesday, September 16, 2015; 12:00pm 4201 E. Arkansas Ave, Denver, CO 80222

The regular 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

Kathy Gilliland, Vice Chair

Shannon Gifford

Trey Rogers Gary Reiff

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

Roll call was taken to establish a quorum, and it was noted that the absence of Board Directors Smith and Marostica were excused.

Director Succession:

Board Chair Gagen reported, the working group for the selection of a new HPTE Director has completed interviews and final steps will be announced in the next two weeks. The final candidate will be approved by the Board with the concurrence of the CDOT Executive Director. Executive Director Shailen Bhatt said there was a great roster of candidates and that it is hard to choose one, and he thanked Board Chair Gagen and Vice Chair Gilliland for their service on the working group. HPTE Director Michael Cheroutes said a special telephone meeting will be scheduled for the recommendation and Board appointment of the new Director.

Other Items:

HPTE Director Cheroutes noted that in the audience are Geoff Segal of Macquarie Capital, financial advisor on the I-70 East Project, and E-470 Executive Director John McCuskey. He noted that Mr. McCuskey will be retiring at the end of the year, and thanked him for his support and assistance in helping HPTE establish the tolling program in Colorado.

Director Cheroutes said that today's agenda is fairly straightforward, including a Joint Executive Session with the Colorado Bridge Enterprise Board of Directors regarding commercial and financial information on the I-70 East Project. He said the Board will also spend some time talking about License Plate Tolling (LPT), with discussion about policy for LPT and surcharges relating to the I-70 Mountain Express Lane (MEXL).

Peter Kozinski from the Office of Major Project Development (OMPD) spoke briefly about a presentation on the MEXL toll rate range to the Clear Creek County Commissioners earlier in the week. He said there are no particular concerns regarding the toll rate range, and that the locals are mostly concerned with operational details relating to road emergencies, enforcement and access to downtown Idaho Springs. HPTE Director Cheroutes said FHWA has agreed to the peak demand toll range of \$4 to \$30, which is scheduled to be considered by the Board in October. A brief discussion noted that policy regarding High Occupancy Vehicle (HOV) use is also a Transportation Commission decision.

HPTE Director Cheroutes said the surcharge for LPT is expected to vary with the amount of the base and maximum tolls, and will change by time of day and day of the week. It is designed to cover the administrative costs of LPT, recover a reasonable estimate of uncollectable LPT charges, and incentivize LPT accounts to switch to the lower-cost ExpressToll account. Board Director Reiff said he appreciates the transparency on this matter and agrees with the surcharge attempting to recoup LPT costs. Other Board members raised issues relating to the complexity of managing LPT's and enforcement. It was noted that MEXL is unique in that it presents little opportunity for standard on-shoulder enforcement.

HPTE Accountant Kay Hruska presented revenue projections that indicate a reduction starting next month when sales taxes for switchable transponders are paid. HPTE Director Cheroutes noted that there are big upcoming contingency costs such as applications for TIFIA (Transportation Investment Finance and Innovation Act), and that HPTE needs to make sure to recover those costs.

HPTE Communications Manager Megan Castle gave an update on the recent release of the first part of the Request for Proposals (RFP) for the I-70 East Project. She also noted upcoming telephone town hall and town hall meeting activity for the I-70 MEXL and US 36 Phase 2 projects.

Chair Gagen noted this is HPTE Director Cheroutes' last meeting with the Board, and thanked him for his service and contributions. HPTE Director Cheroutes thanked the Board for their flexibility and understanding, and said it is good to know that the HPTE organization will continue to move forward.

Meeting Break (12:50):

The Regular Board meeting moved from Room 225 to the Auditorium.

Chair Gagen reconvened the meeting at 1:00 in the Auditorium:

The Board reconvened and roll was called to re-establish a quorum. All Board Directors except Ms. Smith and Mr. Marostica were present.

Consent Agenda: Approving August Minutes <u>Resolution</u> #179: Upon a motion by Board Director Gifford and second by Board Director Gilliland, the Consent Agenda was approved by all present.

Public Comment:

There was no public comment.

Director's Report:

HPTE Director Mike Cheroutes thanked the Board for a great experience during his work at the HPTE. He noted that the E-470 Executive Director is present at the meeting, and thanked him for his assistance during the HPTE start-up.

HPTE Operations Manager Nick Farber briefly updated the Board on the status of the Legislative Audit Committee (LAC) audit. He said that the March 8 audit contained 28 recommendations, and that there has been excellent progress to implement them all. He noted the Public Private Partnership (P3) Procurement Manual will be final by the end of the year, and that it helps sharpen expectations about the P3 selection process. He said the next meeting with the LAC is scheduled for December 7, 2015.

OPMD Report:

OMPD Director Brett Johnson noted the release of the first part of the RFP for the I-70 East Project, and that the design-build RFP for the C-470 Project was released at the end of August. He said the final analysis of the traffic and revenue study on C-470 will be available on Friday, and that the project will move forward from there. He said he anticipates a robust discussion on the toll setting for the I-70 MEXL Project next month, and thanked E-470 for their hard work to help open this corridor.

Communications Report:

HPTE Communications Manager Megan Castle detailed outreach efforts that are on-going for many projects including I-70 East, US 36 Phase 2 and the I-70 MEXL. HPTE Director Cheroutes spoke briefly about the Legislative Luncheon hosted by Plenary Roads Denver for the US 36 Phase 2 Project, and said that it went well and was a good relationship building effort.

Resolution #180
Approving the
Second Amendment
to the FY16 Budget
Supplement:

HPTE Budget Analyst Piper Frode presented the second amendment to the FY16 Budget Supplement, which allocates for reimbursable costs agreed to in the Tolling Services Agreement (TSA) in Fund 536, and other specific changes to Fund 537. There were no questions or discussion by the Board. Upon a motion by Board Director Rogers and second by Board Director Gifford, Resolution #180 was approved by all present.

US36 Phase 1 Tolling Update:

E-470 Executive Director John McCuskey recognized HPTE Director Mike Cheroutes for his service, saying that it has been almost ten years since the launch of tolling on I-25, and that the scope of the US 36 project is miles beyond that.

E-470 Tolling Services Director Jason Myers presented a one-month progress report for US 36 Phase 1, reporting on key statistics and trends. He described the expected shifts in HOV and LPT traffic, as well as growth in ExpressToll traffic. Since the US 36 Phase 1 opening, HOV have accounted for 15% of all traffic, LPT for 47% and ExpressToll for 31%. In response to a question from Board Director Gilliland, he said that the LPT rate has begun to normalize with the customer acquisition of ExpressToll transponders. Mr. Myers also described expected increases in Customer Service Center call volumes and account openings.

Other Business:

There was no other business for the Board.

Board Break:

The Board took a short break prior to entering into Executive Session with the Colorado Bridge Enterprise.

Joint Executive Session:

Chair Gagen moved that the Board enter into Joint Executive Session pursuant to C.R.S. Sections 24-6-402(3)(a)(II) and (III), and C.R.S. Section 24-72-204(3)(a)(IV) for the purpose of discussing commercial and financial information required to be kept confidential and to receive legal advice regarding the I-70 East Project procurement. The motion was seconded by Board Director Rogers, and following an affirmative vote by all Board Directors present, constituting at least two-thirds of the entire membership of the Board, entered Executive Session at 2:00 p.m. The members of the public were excused.

The Board exited Executive Session at 2:55 p.m. and invited members of the public to return.

Adjournment:

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