

**RECORD OF PROCEEDINGS**

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**MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE  
HIGH PERFORMANCE TRANSPORTATION ENTERPRISE (HPTE)**

Held: Wednesday, August 17, 2016; 11:30 am  
4201 E. Arkansas Ave., Room 225, 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:	Kathy Gilliland, Chair	Jan Martin	Trey Rogers
	Don Marostica, Vice Chair	Gary Reiff	Thad Noll
	Shannon Gifford		

Chair Gilliland called the meeting to order @11:30 am: All Board Directors were present; Director Gifford participated by phone.

Director's Report: HPTE Operations Manager Nick Farber updated the Board on the twice-yearly reconciliation of the HPTE Scope of Work/Fee for Service agreement with CDOT. He said on-going conversations with TIFIA are productive, and that the TIFIA office is requesting more complex and sophisticated analyses of HPTE's financial status. He noted that loan agreement compliance and financial reporting requirements are being met, and said that the reconciliation shows how busy HPTE has become.

CDOT Office of Policy and Government Relations Director Herman Stockinger provided a preview of next year's Legislative session, noting that the Board will be receiving monthly updates once the Legislature convenes in January. He emphasized that it is important to be proactive, rather than reactive on issues affecting HPTE. HPTE Director David Spector agreed, noting that staff is already reaching out to not only incumbent Legislators but also those who are running for office. He said HPTE will speak to the Transportation Legislative Review Committee on October 5. There was general discussion on the pros and cons of HPTE hiring its own lobbyist. Board Chair Gilliland noted there is a cap on the number of lobbyists for CDOT.

HPTE Director David Spector gave an overview of the progress to fulfill promises made to the Legislature about simplifying HOV use. Before the 2017 Legislative session begins, CDOT will provide reimbursements to existing HOV-only customers for the cost of switchable transponders. For the broader rollout of HOV3+, the Communications Office is programming outreach, communications and advertisements.

He also provided updates on the hiring of a tolling operations manager, the RAMP Development Fund, and the recently-released request for proposals for revenue-generating opportunities. HPTE Board Secretary Kari Grant reported on the preparations for the IBTTA Annual Conference in Denver next month. She also reminded the Board that E-470 will host the September Board meeting out at the E-470 Headquarters.

Board Break, Reconvene and Roll Call: The Board took a 30-minute break before reconvening in the Headquarters Auditorium. Board Chair Gilliland called for the roll, and all Board Directors were present.

Consent Agenda: Resolution #206 Approving July 20, 2016 Minutes: Upon a motion by Director Rogers second by Vice Chair Marostica, the Consent Agenda was approved by all present.

Public Comment: None.

Director's Report: HPTE Director David Spector reported on the one-on-one meetings with Central 70 bidders, which have been very productive. He noted upcoming meetings with various Legislative interests, and expressed gratitude for the ARTBA (American Road & Transportation Builders Association) P3 Project of the Year award.

OPMD Report: OMPD Director Brett Johnson spoke about the recent opening of the North I-25 Segment 2 Express Lanes, which appear to be providing revenues on par or above expectations. He said data compilation and analysis will yield a more thorough report in September. Board Chair Gilliland noted her experience commuting through that Segment, and said even the performance of the general purpose lanes has improved. Joe Mahoney of OMPD reported on the groundbreaking for the C-470 project. Also of note is a substantial shift in local stakeholder support for the I-70 Mountain Express Lane, which is performing quite well. A team has been assembled to assess the viability of a westbound peak period shoulder lane along the mountain corridor.

Communications Report: HPTE Communications Manager Megan Castle remarked that US 36 Express Lanes have passed the one-year mark of operations since opening, and that the news media reports are favorable over all. She noted that public information and talking points about the upcoming shift to HOV3+ are in circulation, and that CDOT is working closely with local and regional partners to boost public awareness. It is CDOT's intention to make as many commuting options and solutions available as possible.

Report on P3 Concession Agreement Monitoring: HPTE Operations Manager Nick Farber introduced the consultants for RSM, the firm that oversees HPTE's contract compliance and government audits. The compliance plan is based on the terms of the Concession Agreement with Plenary Roads Denver. RSM has conducted road inspections approximately twice per week focusing on technical aspects of the Agreement, including compliance with snow and ice removal. HPTE Director David Spector noted that a unique aspect of public-private partnerships is the self-reporting of noncompliance events. RSM will continue to monitor significant activities or changes to the Agreement and update the risk rankings or quarterly testing plan as necessary.

Update on C-470 IAA: Nick Farber briefed the Board on the status of the C-470 IntraAgency Agreement (IAA). He said they are nearing agreement with TIFIA on toll rate covenants and release of excess revenue. He anticipates the IAA will be released for review next week. This IAA differs from other recent agreements in the details regarding CDOT's contingency and flow of funds. He noted lessons learned from the C-470 IAA and others will be applied to the Central 70 agreements. He reminded the Board they will take action on the IAA in September.

Other Business: Chair Gilliland requested a motion for the Board enter into Executive Session pursuant to C.R.S. Section 24-6-402(3)(a)(II)-(III) and 24-6-402(3)(a)(IV) for the purpose of discussing confidential commercial and financial information and receiving legal advice concerning an evaluation by HPTE under Section 43-4-806(7)(a) of the Colorado Revised Statutes. Upon a motion by Board Director Rogers and second by Vice Chair Marostica, and following an affirmative vote by all Board Directors present, constituting at least two-thirds of the entire membership of the Board, the Board entered into Executive Session at 1:40 p.m. The members of the public were excused.

The Board exited Executive Session at 2:05 p.m., and subsequently entered into a Joint Executive Session with the Transportation Commission.

Adjourn

The meeting was adjourned at 2:25 p.m.