

	<p style="text-align: center;">MINUTES OF THE INFORMAL DISCUSSION AND REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE HIGH PERFORMANCE TRANSPORTATION ENTERPRISE (HPTE)</p> <p style="text-align: center;">Held: Wednesday, January 16, 2018; 10:00 am CDOT Headquarters, 2829 West Howard Place, Denver, CO 80204</p> <p>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:</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 33%;">Shannon Gifford, Vice Chair</td> <td style="width: 33%;">Rocky Scott</td> <td style="width: 33%;">Travis Easton</td> </tr> <tr> <td>Anastasia Khokhryakova</td> <td>Kathy Gilliland</td> <td></td> </tr> </table> <p><u>Excused</u></p> <table style="width: 100%; border: none;"> <tr> <td style="width: 50%;">Don Marostica, Chair</td> <td style="width: 50%;">Margaret Bowes</td> </tr> </table>	Shannon Gifford, Vice Chair	Rocky Scott	Travis Easton	Anastasia Khokhryakova	Kathy Gilliland		Don Marostica, Chair	Margaret Bowes
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Roll Call:	All Board members, except Chair Marostica, Director Khokhryakova (who arrived later), and Director Bowes, were present. The meeting began at 10:00 am.								
Informal Discussion	<p>FY 2018-19 Fee for Service and Scope of Work Progress Report Nicholas Farber (Head of Innovative Project Delivery, HPTE) provided a progress report on the FY 2018-19 Fee for Service and Scope of Work. Mr. Farber noted that in recognition of the expertise HPTE provides, CDOT pays a fee for service each year. The progress report included details of HPTE activities in:</p> <ul style="list-style-type: none"> ● Tolling Operations ● Public-Private Partnerships ● Innovative finance and project development ● Public outreach and communications ● Express Lane Master Plan development ● RoadX ● Travel <p>Director Khokhryakova joined the meeting at 10:04 am.</p> <p>Financial Statements Kay Hruska (CDOT Controller) provided Board members with a progress report on HPTE Financial Statements. Ms. Hruska noted that HPTE had not received formal confirmation to release the statements, due to some minor last minute changes, but they are expected to be finalized shortly. HPTE staff will share the financial statements with Board members as soon as they are completed and approved.</p> <p>HPTE 2018 Annual Report Simon Logan (HPTE Board Secretary) provided an overview of the HPTE 2018 Annual Report. Mr. Logan noted that the report was circulated to the HPTE Board last week, and published yesterday (15th January) on the HPTE website. The report will be made available to the legislature on the 15th of February, as required by statute.</p> <p>The report includes an overview of the Express Lanes network, summary of HPTE activities, and details of revenue and expenses.</p> <p>There are also several new sections in this year's report, including:</p>								

- Highlights from 2018 infographic, which provides a snapshot of activities in 2018.
- Express Lanes Network Map that shows Express Lanes in operation, under construction, and in development.
- A new public outreach and communications section which highlights public engagement and the ‘When It Matters Most Campaign.’
- And finally, the Colorado Senate Bill 18-01 Managed Lanes Study, which is the accompanying report to the presentation HPTE Director, David Spector, gave to the TLRC in October last year.

HPTE staff will be printing copies of the report in the next fortnight, which will be available to Board members at the Board Retreat in February.

Discussion

- Director Easton and Director Gilliland congratulated HPTE staff on the report. They noted that a lot of thought went into the design and layout of the report to make it easy to follow for readers that are not familiar with Express Lanes and the work of HPTE.
- Director Spector echoed the Board member’s comments and said that every year the report gets better. Director Spector keeps a copy of the report with him for most meetings as a reference guide. He suggested Board members do the same.
- Vice-Chair Gifford asked if HPTE was noticing any impact on public perception?
 - Director Spector said the communications campaigns are making a difference, which is demonstrated by the positive remarks legislators made, including the Speaker of the House of Representatives (KC Becker), about the potential need for more Express Lanes, provided at the Commuting Solutions breakfast.
- Director Scott recommended adding some additional text to the letter in the Annual Report highlighting why HPTE was created and that HPTE is mandated to aggressively pursue innovative ways of financing transportation infrastructure.
 - Director Spector thanked Mr. Scott for his feedback and confirmed that HPTE staff would make this change before the document is printed.

Federal and Colfax

Piper Frode (Enterprises Budget & Special Projects Manager) delivered a presentation on the Federal and Colfax Cloverleaf to the Board. The presentation included:

1. Why are we talking about the Cloverleaf?
2. Studies and planning in the area
3. Specifics regarding the Cloverleaf
4. Project Stakeholders and Goals
5. Current re-design idea of the Cloverleaf
6. Role of HPTE
 - Formed to aggressively pursue innovative means of more efficiently financing surface transportation projects
 - Innovative financing and contracting abilities
 - Helping CDOT think strategically about the best use of the land
 - Attending Stadium District public and steering committee meetings with CDOT
 - Participated in Developer Forum in October and follow-up sessions in December

- Analyzing questions about land use as well as potential governance and financial structures

7. Short Term: Action Items

- Working with CDOT and the City and County of Denver on a Gap Analysis. Looking at: stormwater, sewage, and drainage of the area; Entitlements; and Zoning considerations
- Traffic impacts and roadway alignment
- Work with the Stadium District to ensure alignment of goals and integration of designs
- Future workshop with the Transportation Commission
- Work with FHWA to understand National Environmental Policy Act (NEPA) and Environmental Assessment (EA) requirements as a result of a reconfiguration

8. What are the Next Steps for HTPE?

Discussion

- Board Members discussed the current functioning of the Cloverleaf
- Director Gilliland stated that redevelopment of the Cloverleaf could make a massive difference to the local area, and asked why this was not included in the Stadium District Master Plan and who the owner of the project was?
 - Director Spector and Ms. Frode noted that the city is working with various interested stakeholders, including representatives from the Denver Broncos Football Club, to coordinate plans.
 - Board members remarked that conceptually it would be a CDOT and HPTE project, up to a point.
 - Vice-Chair Gifford commented that other states, including New York, have long term leases on public land, but this is not something that has been done before in Colorado.
 - Director Spector stated that this is the kind of opportunity that HTPE was established to explore. While CDOT has not done this before, HPTE and CDOT could, conceptually, act as a land grantor and HPTE could act as a project facilitator, but ownership would rest with the landowner. There are lots of ways to drive this project forward and lots of different governance models that could be used.
- Director Scott asked how the HPTE became involved in the project?
 - Ms. Frode explained that CDOT approached HPTE with the project to bring new ideas to the table on how the land could be used.
 - Paul Jesaitis (Region 1 Transportation Director, CDOT) highlighted that the Cloverleaf was the most dangerous intersection on Federal Boulevard and CDOT and the City and County of Denver started to explore how it could be redeveloped to make it safer years ago. CDOT also didn't have any funding planned to reconfigure the interchange. Usually, the private sector doesn't want to get involved with public land in this way because they would have to maintain the road. However, the land has significant value - somewhere between 10 million and 50 million USD.
 - Director Spector stated that now the planning is starting to gain pace it was the right time to consult the HPTE Board for direction.
- Board Members discussed the role of HPTE moving the project forward and how a governance structure could be set up.
- Board Members and HPTE staff discussed how the Union Station redevelopment has some similarities to this project.

	<ul style="list-style-type: none"> ● Board Members unanimously agreed that HPTE should continue to explore this opportunity further and take a leading role coordinating next steps with CDOT and interested stakeholders, up to a point. Board Members also agreed that it warrants further discussion, in the context of HPTEs core competencies, at the Board Retreat in February. ● Andrew Gomez (Attorney General’s Office) confirmed that the Federal and Colfax Cloverleaf redevelopment fits within the laws governing HPTE because it relates to transportation infrastructure. It is simply a question of when to hand it over, i.e., once it is about to move outside HPTE’s scope. ● Director Spector confirmed that HPTE staff would work with the Attorney General’s office to determine financing options, when appropriate. Mr. Spector also outlined that HPTE staff needed to determine possible costs and revenue streams. The city has committed to this project and identified resources to take it forward. ● Transportation Commissioner Hofmeister stated, from the audience, that the Cloverleaf is a CDOT asset. He also asked about consulting the Transportation Commission, and how much exploring this would cost? <ul style="list-style-type: none"> ○ Director Spector responded by stating that budget line items are already included in the existing HPTE budget to explore the Cloverleaf redevelopment, as well as other areas including parking, which were approved by the Transportation Commission (TC) and HPTE Board through the Fee for Service IAA in March 2018. ○ Once the HPTE Board had received an update on progress and agreed that staff should continue to explore this opportunity, it will also be brought before the TC. ● Director Scott noted that we need to keep revisiting the role of HPTE, particularly its core competencies, but that ultimately it was established to think differently and explore new ways to fund surface transportation projects. ● Dan Shaw (West Colfax Bid) spoke from the audience and welcomed CDOT and HPTE participation in the process to determine the best use of the land around the Cloverleaf. Mr. Shaw also highlighted that there is excitement and buy-in from the local community to move the project forward.
Roll Call Regular Meeting	All Board members, except Chair Marostica and Director Bowes, were present. The meeting began at 10:55 am.
Public Comment	There were no public comments.
Director’s Report	<p>David Spector (HPTE Director) provided the Directors Report to the board, which included information on the following:</p> <ul style="list-style-type: none"> ● HPTE staff presented as part of an Association for the Improvement of American Infrastructure (AIAI) webinar on P3s ● Express Lanes Master Plan workshop was held in December, which some HPTE Board Members participated in ● Attended the Commuting Solutions Legislative Breakfast (9th January) along with several HPTE Board Members ● Build America Transportation Investment Center Institute (BATIC), which is a subgroup of the American Association of State Highway and Transportation Officials (AASHTO), asked HPTE to serve as the co-chair for a new community of practice for P3 practitioners. This speaks volumes about HPTE and how highly it is perceived by the P3 community. ● New Executive Director at CDOT, Shoshana Lew . A transition is happening at

	<p>CDOT and other departments, at the executive level, across the state. This has not impacted HPTE or its activities.</p> <ul style="list-style-type: none"> Board Retreat will take place on the 21st and 22nd of February. One of the items on the agenda is discussing HPTE’s core competencies moving forward as well as tolling operations. HPTE will become one of the largest tolling operators in the United States over the next four years. So this will be another important topic for Board Members to discuss at the Board Retreat. <p>Shoshana Lew (Executive Director, CDOT) joined the meeting at 11:05 am. Ms. Lew introduced herself to the Board, gave an overview of her background in transportation and stated that she is looking forward to working with the HPTE Board in 2019.</p>
<p>Communications Update: ‘When It Matters Most’ campaign outcomes</p>	<p>Kristi Estes (Senior Counselor, CIG) provided the communications update and delivered a presentation on the ‘When It Matters Most’ campaign. The presentation included:</p> <ul style="list-style-type: none"> The rationale behind the campaign to encourage people to try Express Lanes and highlight the specific benefits, that they are always a choice and can be a reliable tool when you really need it. The Campaign ran from September to October 2018 and included digital banner ads, traffic radio, bus posters, and social media posts. Images of the campaign, on buses and billboards beside the highways, were shown to board members as part of the presentation. Results <ul style="list-style-type: none"> Increased number of ExpressToll transactions (12 percent increase on I-25 North) and Express Lane user accounts (76 percent increase) during the campaign period and an increase in website traffic (41% increase) compared to the previous year. Tripled the number of planned impressions from the media buy (anticipated 550k but reached 1.5 million) through geo-farming, contextual and behavioral targeting. Ms. Estes stated that the campaign could not take all the credit for these increases. The next campaign CIG will undertake on behalf of HPTE will take place on President’s Day in February. <p><u>Discussion</u></p> <ul style="list-style-type: none"> Vice-Chair Gifford asked how much the media buy cost? <ul style="list-style-type: none"> Ms. Estes responded that it was \$25,000 USD, which was a modest sum given the results and reach achieved, which exceeded expectations.
<p>Projects Update</p>	<p>Tony Meneghetti (HPTE Major Projects Manager) provided the projects update, which included:</p> <p><i>Central 70 (Brighton Blvd to Chambers)</i></p> <ul style="list-style-type: none"> Work is ongoing on the east segment of the project. The project team is placing a barrier at night for widening work. Heading eastbound, the concrete barrier starts at Quebec and extends out past Peoria I-70 and Peoria Bridge work (underneath I-70 there are temporary columns and traffic shifts under the bridge) Work on the I-270 flyover 46th Avenue and Union Pacific Railroad crossing <p><i>C-470 (I-25 to Wadsworth Boulevard)</i></p> <ul style="list-style-type: none"> All 5 toll points have been installed and have completed 12,000 vehicles in 24

	<p>hrs lane testing. The project team has met the E-470 Tolling and Integration Milestone</p> <p><i>I-25 North (120th to E-470)</i></p> <ul style="list-style-type: none"> • Graham Construction was awarded the contract to finish the median barrier and Tolling/ITS equipment installation. They are developing a schedule and plan to start work in late January 2019 <p><u>Operations and Maintenance</u></p> <p><i>I-25 North (US 36 to 120th)</i></p> <ul style="list-style-type: none"> • HPTE executed a new purchase order with the Colorado State Patrol for additional enforcement on the corridor until the end of July 2019. This includes traffic metering, safety, toll and traffic enforcement, and crash response <p><i>I-70 Mountain Express Lane eastbound</i></p> <ul style="list-style-type: none"> • HPTE executed a new purchase order with the Colorado State Patrol for additional enforcement on the corridor until end of Sept 2019 – traffic metering, safety, toll and traffic enforcement, crash response <p><u>Discussion</u></p> <ul style="list-style-type: none"> • Director Gilliland noted that the Express Lanes around 144th Street had lots of accidents recently and asked what was being done to reduce these incidents? <ul style="list-style-type: none"> ○ Mr. Meneghetti said that measures were being explored to fix the problem. A report looking into this in more detail is being compiled in January, which will help identify ways to mitigate accidents. CSP presence should have a positive impact on this issue. • Director Spector highlighted that the Major Projects Manager had made a big difference in advancing implementation of active enforcement on the I-70 and I-25 corridors, which has made a big difference. Active enforcement on US 36 is a good example of this.
<p>Legislative Update</p>	<p>Aaron Greco (Legislative Liaison, CDOT) provided the Legislative Update to the HPTE Board, which included:</p> <ul style="list-style-type: none"> • The legislative session has begun with several bills that have been introduced that affect transportation in Colorado. • One bill that relates to HPTE is the use of mobile electronic devices while driving. • A bill that requires a study into Hazardous Materials Transportation vehicles using the Veterans Memorial Tunnels has been talked about. At this point, it is just a study, but there are several stakeholders involved in discussions around this. • Two bills that look to increase funding for transportation have been added, but they are unlikely to progress or pass. • Governor’s budget proposal includes new spending on things like full-day kindergarten but does not have funding allocated for transportation • A possible bill that is being discussed focuses on allowing all-electric vehicles to travel in some or all managed lanes in the state for free. HPTE is working with the legislator proposing the bill, as well as key stakeholders, to determine the impact this would have. It is uncertain if this bill will be introduced. <p><u>Discussion</u></p> <ul style="list-style-type: none"> • Director Scott stated that if there was one area he could pick to help with safety, it would be to bring forward the primary seatbelt law.

	<ul style="list-style-type: none"> ● Mr. Greco responded that CDOT has a legislator that is willing to introduce the bill, and while he was unsure on the status of when it will be introduced, there is every indication that someone is going to introduce it. ● Board Members asked what steps were being taken to educate new legislators about HPTE <ul style="list-style-type: none"> ○ Mr. Greco highlighted that the Office of Government Relations has discussed, internally, possible ways to approach this successfully, but no decisions have yet been made. ○ Director Spector highlighted that the HPTE Annual Report is a good tool to use for outreach to legislators and will be distributed to the legislators on February 15. The new transportation committee will be a key group to seek to educate on HPTE, as well as legislators that represent areas along the Express Lane corridors, and would welcome Board members' support with this activity, as previously discussed. ● Director Spector also highlighted that he offered the Speaker of the House of Representatives, KC Becker, the opportunity for HPTE to give a presentation to new legislators to educate them. ● Director Scott commented that he liked the idea of breakfast with legislators which would provide an opportunity for both HPTE and CDOT to educate legislators on transportation priorities and policies. Executive Director Lew and Director Gilliland both agreed this was a good approach to engaging with legislators.
Consent Agenda Resolutions #285	<p>Upon a motion by Director Gilliland, and Second by Director Scott, a vote was conducted and the Consent Agenda Resolution #285 was unanimously approved.</p>
Resolution #286 Budget Amendment to Fiscal Year 2018-19 Budget	<p>Piper Frode (Enterprises Budget & Special Projects Manager), presented the Budget Amendment to Fiscal Year 2018-19 Budget to the Board. Ms. Frode outlined that the amendment related to a Transportation Commission (TC) loan repayment in the amount of \$250,000 which would eliminate HPTE's FY 2014-15 loan from the TC and the remainder of the funds would be put towards repayment of the FY 2012- 13 loan. Ms. Frode asked the Board to approve the request.</p> <p><u>Discussion</u></p> <ul style="list-style-type: none"> ● Vice-Chair Gifford asked if the reason for the increase in legal services related to the Sierra Club and asked for further information on the Express Lanes Master Plan (ELMP) expenses? <ul style="list-style-type: none"> ○ Ms. Frode and Director Spector confirmed the increase in legal services was related to the Sierra Club litigation on the Central 70 project and other work. ● Ms. Frode outlined that generally, HPTE authorizes funding for commitments from the prior year. This funding, contained in the budget amendment that includes ELMP budget is rolled over into this year. <p>Upon a motion by Director Gilliland, and Second by Director Easton, a vote was conducted and the Consent Agenda Resolution #286 was unanimously approved.</p>
Northeast Transportation Connections (NETC)	<p>Director Spector highlighted that HPTE has a contract with NETC to provide Traffic Demand Management on the Central 70 project throughout construction. They update HPTE periodically on progress and always have excellent examples (videos, reports, etc.) of their work to share.</p>

	<p>Angie Rivera-Malpiede (Executive Director, NETC) thanked the Board for the opportunity to present NETC key activities.</p> <p>Board members watched a video provided by NETC of their work in the community relating to the Central 70 project.</p> <p>Ms. Rivera-Malpiede provided further information on NETC activities to the Board, which included the following highlights:</p> <ul style="list-style-type: none"> ● Almost 100 community meetings had been held ● NETC sent out over sixteen thousand mailers to residents with information about free shuttles ● Grocery and Library Shuttle: a shuttle picks up residents near their home and brings them to a choice of three local grocery stores chosen by the community, as well as to a local library ● Provided a community field trip which allowed 120 parents and students free transportation and admission to the Denver Museum of Nature and Science ● Two local community workers have been hired to drive the shuttles and help with outreach ● A walking program was established for community and school walks ● Bike lending libraries have been set up at the Prodigy Coffeehouse and another focus point ● Monthly public transportation passes are distributed to those that qualify. This program saved the local community over forty-three thousand dollars and reduced vehicle miles traveled by fifty-six thousand miles.
Adjourn	There being no further business, the Board adjourned at 11:58 am.