

	<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, March 20, 2019; 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> <p>Shannon Gifford, Vice Chair Rocky Scott Kathy Gilliland Margaret Bowes</p>
Roll Call:	<p>A roll call was conducted and all board members, except Director Easton, Director Khokhryakova, Director Scott and Chair Marostica, were present. The meeting began at 10:05 am.</p>
Informal Discussion	<p>Director Spector provided an overview of the agenda and stated that it would be his last HPTE Board Meeting. Director Spector thanked the HPTE Board for their support over the years and stated that he was proud of the team that he helped build.</p> <p>Board members in attendance thanked Director Spector for his dedication, hard work, ingenuity, and leadership, which has helped HPTE to thrive and grow.</p> <p><u><i>Board Retreat Outcomes</i></u> Nick Farber, Head of Innovative Project Delivery, provided an overview of action items and next steps from the Board Retreat. Mr. Farber highlighted that a number of the action items will begin in the summer of 2019 due to budget considerations and that E-470 had been notified of HPTE’s intention to release a back office RFP in the future. HPTE will also be procuring tolling advisory services, and the successful organization will be in place by August 2019.</p> <p><u><i>P3 Connect Conference</i></u> Director Spector discussed the upcoming P3Connect Conference in Denver (15th and 16th May 2019) with board members and the possibility of canceling or moving the May HPTE Board Meeting to allow board members and staff to attend. It is rare for this conference to be in Denver and HPTE staff could request a discounted rate for board members.</p> <p>Mr. Farber also noted that there would be opportunities for site visits, networking with industry professionals and delegations, and the opportunity to provide support to the Commercial Law Development Program (CDLP) from Sri Lanka and the Maldives. The program and activities are still evolving, but HPTE will keep board members informed as they are formalized.</p> <p>Board members present expressed their support for this initiative.</p> <p>ACTION: HPTE Board Secretary to contact HPTE Board Members to confirm next steps.</p>

	<i>The HPTE Board Adjourned at 10:20 am.</i>
Roll Call Regular Meeting	<i>The HPTE Board Meeting reconvened at 10:24 am. The roll call for the Regular Meeting was postponed to allow time for additional board members to arrive and ensure there was a quorum.</i>
Public Comment	There were no public comments.
Director's Report	<p>Director Spector detailed steps he, and other HPTE staff, had taken to date to ensure there was a smooth transition and key points of contact conveyed to key stakeholders to avoid gaps or confusion as he leaves HPTE.</p> <p>Director Spector also highlighted the statutes relating to appointing a replacement (i.e., appointed by the HPTE Board, with the consent of the CDOT Executive Director) and his availability to support with this process in any way he can.</p> <p>Board members expressed the importance of HPTE continuing to support CDOT, but given its separate mandate, to be seen as a separate entity.</p>
Communications Update	<p>Megan Castle, Acting Communications Director, provided a presentation to the Board on the winter advertising campaign for the I-70 Mountain Express Lane (eastbound), details of a press release on HPTE's ten-year anniversary, which was requested during the HPTE Board Retreat, and the launch of the Plenary Roads Denver website. The presentation included information on the primary audience for the advertising campaign, visuals used and metrics to calculate reach.</p> <p>Board members discussed the importance of public outreach and education, as well as how other tolling operators, like E-470, use advertising at the Denver International Airport (DIA). It was outlined that E-470 has been working with DIA for over 15 years and has an annual advertising contract which costs one hundred and twenty thousand dollars per year and is very successful at reaching their target audience.</p> <p>Ms. Castle highlighted that Anya Lofgreen (CIG) would continue to offer support to HPTE staff and board members to ensure there is adequate communications support and thanked Director Spector for his leadership and support over the years.</p>
Projects Update	<p>Anthony Meneghetti, HPTE Major Projects Manager, provided the project update, which included:</p> <p><u>Central 70 - (Brighton Blvd to Chambers Rd.)</u></p> <ul style="list-style-type: none"> ● Construction activities are operating around the clock. West Segment crews have begun drilling for the support walls for the lowered section. ● Work continues on the I-70 bridge over Peoria St. ● Work is ongoing on the east segment of the project. They are placing a barrier at night for widening work. Heading eastbound, concrete barrier starts at Quebec and extends out past Peoria. <p><u>C-470</u></p> <ul style="list-style-type: none"> ● All toll points have been installed. E-470 has started Final Acceptance Testing (FAT) on the tolling equipment, and they have been working on the

	<p>concrete median barrier, guardrail, overhead sign installation, and drainage.</p> <ul style="list-style-type: none"> • Flatiron plans on having two paving crews for mainline paving and a third for smaller hand pours. When the weather breaks, they will be operating at full capacity. <p><u>I-25 North (120th Ave. to E-470)</u></p> <ul style="list-style-type: none"> • Graham Construction has started construction and plans to start placing a temporary median barrier in the next two weeks. They are working on Traffic Control issues, including advanced signage, striping touch up, pothole repair, drainage/erosion control, survey verification certification, mix design approval, and permits. <p><u>I-25 North (Johnstown to Fort Collins)</u></p> <ul style="list-style-type: none"> • Crews are working at the I-25 and 402 interchanges, drilling caissons for the bridge (bridge will be reversed, and 402 will be going over the top of I-25). • Crews are working on the northbound widening, east of existing highway work at I-25 and 392 interchanges. <p><u>I-25 South Gap (Monument to Castle Rock)</u></p> <ul style="list-style-type: none"> • Placement of embankment materials in the median, median paving, concrete median barrier, installation of a drain pipe, manholes, and inlets at various locations, and installation of fiber are ongoing. <p><u>I-70 Mountain Express Lane (Westbound)</u></p> <ul style="list-style-type: none"> • The project team plans to go to bid later this month and for construction to begin in June/July 2019, with tolling operations to begin in the summer of 2021.
<p>Legislative Update</p>	<p>Director Spector provided the legislative update to the HPTE Board, which included:</p> <p><u>Colorado Clean Pass Act (HB19-1199)</u> The Bill passed from the Energy Committee to the Finance Committee. There were a lot of questions from Finance Committee representatives and the Bill was laid over (not voted on until the next time the committee meets) to allow time for questions and clarifications to be addressed. The Bill will come back to the committee for a vote in early April.</p> <p>HPTE and CDOT staff worked closely together to prepare the necessary documents (fiscal note) and answer questions representatives had about the implications of the bill, particularly from a financial standpoint. Representatives highlighted that they had passed increased financial measures to incentivize Coloradoans to purchase electric vehicles and some representatives questioned if another incentive, with a fifty percent reduction in tolls, was necessary.</p> <p>A soft poll of members of the Finance Committee was conducted by CDOT staff (8-3 against), and it was determined that this Bill is unlikely to secure the approval of the Finance Committee. Mr. Farber will be in close contact with CDOT staff to track progress.</p> <p>Board members thanked Director Spector for the update and noted that a majority of the HPTE Board had expressed concerns about the financial implications of the Bill.</p>

	<i>The HPTE Board Adjourned at 10:57 am.</i>
Consent Agenda Resolutions #289	<p>A roll call was conducted and all board members, except Director Easton, Director Khokhryakova and Chair Marostica, were present.</p> <p>Upon a motion by Director Gilliland, and second by Director Bowes, a vote was conducted and the Consent Agenda Resolution #289 was unanimously approved.</p>
Resolution #290: Scope of work/fee-for-service Intra-Agency Agreement (IAA) between HPTE and CDOT	<p>Nick Farber, Head of Innovative Project Delivery, presented the scope of work/fee-for-service Intra-Agency Agreement between HPTE and CDOT to the HPTE Board. He noted that in recognition of the specialized nature of the expertise and services HPTE provides to CDOT, CDOT pays HPTE through a fee for service IAA. This IAA documents the terms of the overall business relationship between CDOT and HPTE, which includes the following sample:</p> <ul style="list-style-type: none"> • Central 70 Traffic Demand Management (TDM) services • Provide ongoing toll rate adjustment sensitivity analysis and recommendations in order to maintain the dual goals of providing a reliable travel time in the Express Lane and congestion management in the general purpose lanes. • Lead the development and implementation of tolling strategies on Express Lane corridor projects currently under construction and development, including I-25 North 120th to E-470/Northwest Parkway (Segment III), C-470 and Central 70. • HPTE develop Standard Operating Procedures (SOPs) and Traffic Incident Management Plans (TIMPs) for all Express Lane corridors prior to opening. • Engage with lenders to finance a portion of the I-25 North Johnstown to Ft. Collins project as well as manage the cash flows once financial close has been reached. • HPTE partners with CDOT to assess the financial feasibility of rapid speed technologies, researching innovative financing for affordable housing alternatives in hard-to-fill maintenance areas, finalizing the parking study and performing a multi-jurisdictional transportation financing feasibility analysis. <p><u>Discussion</u></p> <ul style="list-style-type: none"> • Board members discussed outsourcing maintenance work on the Express Lane network and the possibility of receiving enough interest from the market. • Plenary Roads Denver, which has experience in managing the maintenance work on US 36, as well as other private maintenance contractors, have expressed an interest in the project. • HPTE staff highlighted that consultants, which have carried out this type of work before, will be engaged to support the process and that it would first be a Request for Information (RFI) and then either a Request for Proposals (RFP) or Request for Qualifications (RFQ) depending on the level of interest. <p>Upon a motion by Director Bowes and second by Director Gilliland, a vote was conducted and Resolution #290 was unanimously approved.</p>

<p>Resolution #291: Adoption of FY 2019-20 HPTE Budgets</p>	<p>Nick Farber presented the FY 2019-2020 HPTE Budgets, noted that a draft budget had been presented in a previous meeting, and highlighted items that had been added (C-470 cash flows and the Financial model). Mr. Farber also noted that when the pilot project for maintenance on C-470 is more advanced and formalized, HPTE staff will come back to the board for approval.</p> <p>Upon a motion by Director Scott and second by Director Gilliland, a vote was conducted and Resolution #291 was unanimously approved.</p>
<p>Resolution #292: Acting HPTE Director</p>	<p>Director Spector presented the resolution to appoint Nick Farber as the Acting Director of HPTE and noted that he was proud of the HPTE team that had been built over the years and that they have the skill and experience to take the organization to the next level.</p> <p><u>Discussion</u> Board members discussed the process of appointing a new HPTE Director. Chair Marostica highlighted the next steps (via an email outlined by Vice-Chair Gifford) which included:</p> <ul style="list-style-type: none"> ● Chair Marostica will meet with CDOT Executive Director, Shoshana Lew, to discuss the process in late March. ● A search committee will be established, comprised of Chair Marostica, Vice-Chair Gifford, Director Scott, and Director Khokhryakova. ● The position will be advertised in all the major public-private partnership channels, including the American Road & Transportation Builders Association (ARTBA), American Association of State Highway and Transportation Officials (AASHTO), The International Bridge, and Tunnel & Turnpike Association (IBTTA). ● The committee will discuss salary and incentives to attract high-level candidates. <p>Upon a motion by Director Scott and second by Director Bowes, a vote was conducted and Resolution #292 was unanimously approved.</p>
<p>Adjourn</p>	<p><i>Board adjourned at 11:16 am.</i></p>