

RECORD OF PROCEEDINGS

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

Held: Wednesday, February 19, 2014; 1:00pm
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	Brenda Smith
	Kathy Gilliland, Vice Chair	Gary Reiff	
	Doug Aden	Trey Rogers	

Chair Gagen calls the regular meeting to order @1:05pm: Chair Gagen shared that a one hour period for public comment has been set aside; each speaker is allotted 3 minutes and the speaker sign-up sheets will be used to call those in order of sign-up.

Public Comment @ 1:10pm-2:10pm: Speakers proceeded to comment, alternately pro and con, within the procedures and guidelines handed out prior to the meeting and offered by the Chair.

Comments 'against' ranged from:
the short period of public outreach comment on the project, loss of CDOT maintenance jobs, continued payment for lane usage; who pays commission on bonds, claims of HPTE improprieties, Goldman Sachs land grab and defrauding of public; request for clear public input period prior to closing; perception of rushing, the need to get more facts out earlier; should have been voted on by public, no oversight by legislators; can't sell off road for 50 years; little transparency, it would take only 7 years to pay back our own loan or a 10 year bond; board operating and protected in secrecy; "taxation without representation"; electric vehicles will not qualify for HOV access.

Comments 'supporting' ranged from:
enhancement of mobility and bus-rapid transit, the significant public outreach, continued availability of free general purpose lanes, rebuilding of deteriorating bridges; method of improvements in era of insufficient funding sources; long term, consolidated support of direction and for project, transfer of risk to private partners, non-compete well contained; 10 year project in conjunction with local entities, RTD, DRCOG, CDOT and federal partners, 30-50 years too long to wait; business members support capacity, P-3 and use of public process involvement with local agencies, reduction of maintenance by state; no increases in federal gas tax or inflation indexing resulting in decreased budgets and purchasing power; unique experience bringing corridor together in agreement environmentally and mobility wise, those who enjoy will pay; taxpayers well represented with P-3's best value with limited resources to maintain current levels of service and generator of jobs; strong, careful, thoughtful process connecting communities by providing options.

Three speakers were expelled for disorderly conduct and not adhering to the stated/written procedures; there was no ceding of time. There was time remaining at the end of the public comment period and was offered to any additional speakers to step forward; one speaker against came forward. Chair Gagen thanked everyone for their participation and comments and closed the public comment period. Copies of the upcoming resolutions are available on the website and at the back of the room.

Meeting minutes Res #123: Director Gilliland moved approval of January 15, 2013 regular meeting minutes; second by Director Aden, approved by all except Director Marostica who did not attend the January meeting.

CFO signature Res #124: Director Marostica moved approval of Resolution #124 for CDOT CFO signature authority on behalf of HPTE Director; second by Director Rogers, approved by all.

Concession Agmt
Financial Close
Res #125:

Chair Gagen asked if there were any additional questions for our consultants. There being none, Director Smith moved approval of Resolution #125 to approve financial close of the concession agreement.

Before vote, Director Reiff requested discussion and comment on motions to approve resolutions #125, #126, #127.

Each of the directors outlined the basis for their decisions on the resolutions for the P-3 initiative.

Director Reiff supported the resolutions first citing the legislature's public policy decision in 2009 delegating the decision-making obligation to consider the appropriate use of P-3's. Director Reiff approves P-3 in this corridor given the strong community support of elected officials, non-profit organizations and citizens groups; it does not take away the two existing general purpose lanes but adds and accelerates needed capacity and availability in a way the corridor feels appropriate, to increase public rapid transit, carpooling, and allowing those who want to pay extra to do so. Each board member takes their decision making role very seriously and the importance of oversight and transparency in implementing this agreement and he will approve all three resolutions.

Director Rogers thanked all for their work over several years and to those attending to offer comment, and for following procedures allowing all to speak who wished to. In responding to a comment requesting a public vote on the project, Director Rogers responded that due to the absence of TABOR implications, a public vote is not required but that users can cast their vote to participate in use of the managed lanes with each trip; there will also be fewer cars in the general purpose lanes. Every term of the deal has been made available to the public except for the private partner's proprietary portion which in no way varies the terms of the deal and is not a reason to delay the project. Responding to the need for additional public comment, Director Rogers cited the dozens of HPTE monthly, open, public meetings held over the last many years, which were posted on the internet, and available for participation. In addition to the many meetings held and extensive press coverage generated over the years, representatives and elected officials representing corridor citizens who have been working on the project testified their strong support for the project. Due to the ample opportunity for input and comment, there is no reason to delay the project. After thorough consideration, Director Rogers will vote in support of the three resolutions.

Director Aden, a member of the Transportation Commission for the past 17 years and of the HPTE Board since inception, stated that this corridor process should be viewed as a model on how to bring communities together, to address needs along the corridor and come up with a great multi-modal solution. The partnerships between RTD, DRCOG and CDOT exemplify exactly what the legislation contemplated; he will support the resolutions.

Director Marostica, a legislator and supporter of the implementation of the FASTER legislation, carefully reviewed the protection of taxpayers especially with the transfer of revenue risk to the concessionaire as well as that of operations and maintenance. Director Marostica is comfortable with, and will support the resolutions.

Director Gilliland cited the project as an outstanding model that should be used more throughout the state. Because sufficient revenue is not available to accomplish projects through CDOT alone, HPTE was created to use innovation in bringing dollars from different entities together to work on behalf of the people of Colorado. This project is desperately needed to advance the needs of the corridor. Director Gilliland thanked all who testified and will vote in favor of the resolutions. She also thanked the document participants, as well as the board, for providing their oversight and applying due diligence to ensure all issues were addressed with this well-balanced agreement.

Director Smith, after review of the hundreds of pages of the agreement, and taking her fiduciary responsibility, and that as a citizen, very seriously stated that it is in the best interest of the citizens of Colorado that she supports all three resolutions.

Chair Gagen pointed out that the cornerstone of the FASTER legislation requires that agreement be reached among the communities along the corridor, which it was. Because of that work, it puts the

responsibility on the board to strike the best deal for the citizens of Colorado, which he believes has been accomplished. Chair Gagen supports the resolutions.

Director Marostica then moved approval of Resolution #125 for financial close of the concession agreement; second by Director Gilliland, approved by all.

Approve Revenue
Bonds

[Res #126:](#)

Director Aden moved approval of Resolution #126 for certain matters with respect to HPTE U.S.36 and I-25 Managed Lanes Senior Revenue Bonds, Series 2014; second by Director Rogers, approved by all.

Approve HPTE Phase
1 TIFIA Documents

[Res #127:](#)

Director Rogers moved approval of Resolution #127 for certain matters with respect to HPTE Phase 1 TIFIA documents; second by Director Smith, approved by all.

Adjournment:

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