

Clean Transit Enterprise

March 29, 2022

Regular Board Meeting – Tuesday, March 29, 2022, 2:00pm – 4:00pm, Virtual via Zoom Meeting

Video Recording: <https://youtu.be/mzsP5h-w278>

1. Call to Order, Roll Call - Time: 2:04

Board Members present: Matt Frommer, Bonnie Trowbridge, Dawn Block, Mark Garcia, Cris Jones, David Averill, Teresa Takushi, Richard Coffin. Kelly Blynn joined at 3:40.

2. Action Agenda - Video Time: 00:08:09

- Meeting minutes - there was a correction on the CTE loan amount in the slide deck to \$74,350. The loan amount contained in the board packet was correct.
- A motion by Matt Frommer to approve the meeting minutes from the February 22 CTE board meeting with a correction to the CTE loan amount - \$74,350, seconded by David Averill, passed unanimously.

3. Rulemaking Hearing Update (Sari Weichbrodt) - Video Time: 00:09:08

- Public comment period is currently open and closes on April 7. Registration for the public hearing will be open until April 12. The board is anticipated to adopt the rule at the next regularly scheduled board meeting on April 12.

Matt Frommer: Who has the rulemaking outreach been sent to?

Sari Weichbrodt: CDOT email distribution list for transit related news. Additional stakeholders: Retailer Council, distribution list of interested parties for CDOT Rulemaking, DORA website email distribution list for CDOT or transportation rulemaking.

Kay Kelly: Rulemaking information has also been presented at the Transit Monthly meeting.

4. Updates from Other SB-260 Enterprises

A. Nonattainment Area Pollution Mitigation Enterprise (NAAPME) - Fahad Khan - Video Time: 00:14:40

- The Nonattainment Area Air Pollution Mitigation Enterprise is created to serve the primary business purpose of mitigating the environmental and health impacts of increased air pollution from motor vehicle emissions in nonattainment areas that results from the rapid and continuing growth in retail deliveries made by motor vehicles and in prearranged rides provided by transportation network companies.
 - Air Pollution Mitigation Per Ride Fee (22 ½ cents for prearranged rides, 11 ¼ cents for rides in a ZEV). Air Pollution Mitigation Retail Delivery (seven-tenths of one cent per delivery).
 - Fee Rulemaking will take place on April 14th.
- (no comments)

B. Clean Fleet Enterprise (CFE) - Steve McCannon - Video Time: 00:19:15

- Business purpose: Incentivize and support the use of electric motor vehicles and compressed natural gas motor vehicles that are fueled by recovered methane. For businesses and governmental entities that own or operate fleets of motor vehicles, including fleets composed of personal motor vehicles owned or leased by individual contractors who provide prearranged rides for transportation network companies or deliver goods for a third-party delivery service.
- Meetings will be held on the 4th Thursday of the month.
- Ten Year Plan development was awarded to Felsburg, Holt & Ullevig.
- Clean fleet retail delivery fee: five and three-tenths cents for retail deliveries. Clean fleet per ride fee: seven and one-half cents in a gasoline/diesel powered vehicle; three and three-quarters cents in a zero emissions vehicle

Matt Frommer: Did the CFE already have their Rulemaking?

Steve McCannon: The CFE Rulemaking was completed on February 24th.

C. Community Access Enterprise (CAE) - Carrie Atiyeh - Video Time: 00:24:10

- Business purpose: Support the widespread adoption of electric vehicles, including vehicles that originally were powered exclusively by internal combustion engines but have been converted into electric vehicles, in an equitable

manner by:

- Funding the construction of charging infrastructure throughout the state
- Incentivizing the acquisition and use of electric motor vehicles and electric alternatives to motor vehicles in communities, including but not limited to disproportionately impacted communities, and by owners of older, less fuel efficient, and higher polluting vehicles
- Board meets the 2nd Thursday of each month, 10am-12noon
- Cambridge Systematics selected as vendor to develop CAE Ten Year Plan
- CAE retail delivery fee as allowed by legislation is six and nine-tenths cent
- Matt Frommer: For fleets that are applying for a Clean Fleet grant to replace a truck with a zero emissions truck, would any grants for the charging infrastructure come from the Community Access Enterprise (not the CTE)? Would need to apply for two grants at once?
- Carrie Atiyeh: Yes, the incentive to transition the vehicle will come from the CFE, the charging infrastructure incentives will come from the CAE. We have heard from stakeholder engagement that it would be beneficial for fleets to find some efficiencies between the two enterprises in the application process.

5. RFTA Case Study (Jason White) – Video Time: 00:31:31

- Roaring Fork Transportation Authority (RFTA) is located on the Western Slope, spans four rural utility areas, and is the 2nd largest transit agency in Colorado. They have 36 Compress Natural Gas (CNG) vehicles, 8 battery electric buses, and 12 diesel electric buses (among approximately 100 vehicles total).
- RFTA began a scoping workshop with bus vendors in 2017. Buses run in a challenging environment at 8,000 feet of elevation with snow and ice. Project was funded from FTA Low-No and other grants and has been in operation for 2 years (400,000 miles, 155 mile range at 1.6 kWh/mile).
- Lessons learned: Coordinate early with utility companies. The replacement ratio is not 1:1, you need 2 EVs to equal the duty cycle of a diesel bus. They have had issues with regenerative braking on icy roads, but mechanics have been able to correct that.

David Averill: If you had an opportunity to do your initial deployment again, what would you do differently?

Jason White: Have a ZEV transition plan in hand with a regional infrastructure plan for charging. Revise our operations and routes to make the buses more successful.

David Averill: What was the most pleasant surprise?

Jason White: How quiet the buses are, minimizing the noise impact to historic districts like Downtown Aspen. We had to put noise makers on the buses because they're so quiet.

Mark Garcia: I know you are shooting for the 1:1 operational environment. What is the cost for charging vs. diesel with the time of use charge rates?

Jason White: We are working on compiling that data in-house. We integrated the depot chargers to Trapeze (asset management software) to track charging and get a head-to-head analysis for all the different fuel types. With the price of diesel right now it is a huge win to operate off electricity with the time of use tariff. More information will be available in our climate action plan.

Mark Garcia: How has operational costs been affected by the change in diesel prices?

Jason White: We were hedging our fuel costs; \$2.30 hedged for a year contract, that jumped up to \$3.30 (approximately) now. When we had the cheaper hedged price, it was cheaper to go with diesel. What we did not consider was a strict analysis of operations and maintenance. Instead of 340 moving parts on a diesel bus, electric buses have less than 10. We had to send out drivers to training classes for dealing with high voltage. We have fall protection from the ceilings of the maintenance facility. I believe we are saving on O&M and fuel costs by operating the electric buses.

Matt Frommer: With technological improvements (price of Lithium-Ion batteries are coming down, cost per kW/h is going down, energy density is improving), are we getting closer to a 1:1 operational environment?

Jason White: Solid state battery technology is going to be a huge jump in the industry, there is a lot of R&D money being pumped into solid state. You can't just keep adding batteries because it makes the buses really heavy. If you do a cost benefit analysis of hydrogen, agencies are enamored with the potential range of hydrogen, and we can also have ZEVs. The on-route charger will help keep buses on their route longer, instead of having to go back to the Aspen maintenance facility to be plugged in from between 9pm and 4am. We need to work with the Aspen Municipal Utility to eliminate or decrease the demand charges coming from the on-route charger. Cost of charger installation of the on-route charges is estimated at \$750,000-\$800,000 for one on route charger. The price of a new electric bus is around \$1 million – infrastructure is a huge challenge.

Matt Frommer: What's the kW on the on-route charger?

Jason White: 400 kW on the on-route charger (2-5 minute charging time), the chargers in the depot are 150 kW/h (2-4 hours charging time).

Matt Frommer: What will RFTA's Zero Emission Bus Transition Plan look like?

Jason White: RFTA's Zero Emission Bus Transition Plan will look closely at the feasibility of hydrogen. It's a big question mark at the state level. RFTA would like to do a hydrogen demonstration project at the Glenwood Springs maintenance facility. It's challenging, I think the state is careful about how hydrogen is produced – the source should be green hydrogen, not hydrogen produced by natural gas. Our ZEB Transition Plan will look at hydrogen production and adding more strategic on-route chargers allowing us to electrify buses on our BRT routes (higher profile, higher ridership, serve rural communities). The ZEB Transition Plan will also look at the Total Cost of Ownership (TCO) of all fuels. We might eventually do a hydrogen demonstration, but I foresee us buying more electric buses because we know how to do it and I think the price will drop.

Theresa Takushi (chat): Are you mainly getting your wind power at night from Holy Cross Energy?

Jason White: I think so, I know Holy Cross Energy has a whole lot of wind and solar in their portfolio. They are now installing on-site batteries next to solar PV arrays when they build new arrays. Time of use rate is \$.06 kWh between 9pm and 4am, otherwise it is 4x (\$.24 kWh). That rate applies to anyone charging buses in that region (such as Eco Transit).

6. Continuation of 10-Year Plan discussion (Mike King and Kay Kelly) - Video Time: 00:52:42

- 10-Year Plan must be published by June 1st that details how the enterprise will execute its business purpose.
- The plan's Introduction, Anticipated Fee Revenues for FY23-FY32, and Transit Electrification Barriers & Opportunities sections can be drawn from the SB260 Legislation and 2020 Colorado EV Plan, CDOT Division of Accounting & Finance (CDOT DAF) and Colorado Department of Revenue (DOR), and Colorado's Transit Zero Emission Vehicle Roadmap. Focus of stakeholder discussions will mainly be on the policy decisions. First half of that list will be discussed with the board today and the second half will be discussed at our April 12th meeting.
- **Funding Mechanisms:** the CTE is authorized to make "grants, loans, and rebates" in support of its business purpose. Grants have historically been CDOT's and the FTA's primary method for supporting transit agencies; it is anticipated that the board and agencies would like, and perhaps expect, that we use grants as the primary form of support. Loans have not been used by CDOT in the past. Rebates are more common in the utility space, but not commonly used for transportation. Should the 10-Year plan exclude any of these three options? Prioritize funding options? What transit needs align well with loans and rebates?

David Averill: Are loans a problem with TABOR, local governments incurring debt?

Kathy Young: If local governments are enterprised then they will be able to take on loans, otherwise we will run into an issue on that.

Mark Garcia: I assume that we will have more requests than funding. A loan/grant program could fund some of those. Maybe there is a debt forgiveness component for loans if the transit agency fulfills their objective.

David Averill: I support grants and am curious about the potential for loans. Can loans be used to support local match for a large grant (Low/No) for small agencies that don't have a lot of cash flow?

Cris Jones: We don't know what the request for funding will be. My inclination is to leave it open for now, I can see possibilities for all three.

Theresa Takushi: I agree, let's leave all funding options available.

Dawn Block: We should make this process as easy as possible for rural agencies. We are familiar with the CDOT grant process. I don't think we want to take anything out at this point to retain flexibility.

Richard Coffin: I agree, leave the funding options broad and I support Director Garcia's idea of loan forgiveness.

Matt Frommer: I agree with keeping it flexible. In what scenario would a rebate be preferable to a grant?

Michael King: Rebates are used for lower dollar value, more standardized equipment purchases. For example, a rebate for a pre-identified set of EV chargers (funded through a different enterprise), that are relatively inexpensive, for standardized purchases that occur in high volume. Rebates can be more efficient since agencies won't need to put together an application and staff won't need to review applications. Grants make sense for most transit projects because they are unique and for a higher dollar amount. Grants are more work on the front end, but there is a built-in process to ensure the quality of the project is there. Rebates have a lower standard for receiving the funding because there is a lower risk with limited expenses.

Kay Kelly: Since we don't have a lot of standardized, low-cost equipment it is debatable if the CTE would use rebates.

Michael King: It sounds like there is consensus that we can develop the 10-Year Plan with all three funding mechanisms

and narrow the criteria in future years for the programs.

Matt Frommer: Yes, that is right.

Richard Coffin: Would a rebate be more in line with a program that requires scrappage? The applicant would need to scrap the old equipment and scrap the old equipment before receiving funding?

Michael King: There could be a timing element to rebates since the approval process is faster. With the purchase of ZEBs, agencies might be waiting months or up to a year or more to receive reimbursement. It may not apply in a situation where every bus is a unique purchase, the board may be hesitant to approve a project without that high standard of review we typically see for transportation projects in the past.

- **Funding Category Prioritization:** The four eligible funding categories are:
 1. Replacing gasoline and diesel transit vehicles with “electric motor vehicles” (including conversions).
 2. Providing associated charging infrastructure (both elements are eligible in the CTE)
 3. Supporting facility modifications that allow for the safe operation and maintenance of such vehicles
 4. Funding planning studies that enable transit agencies to plan for electrification

Should there be a prioritization of the 4 eligible funding categories? Over a specific time? Should there be percentage caps?

David Averill: I don't think we should put percentage caps on anything, especially in the early years. I think planning should be a high priority early on. The priority of the board should be to fund projects that are highly successful, we will need good information to make those decisions. However, I don't want that to be a barrier to entry. We should consider setting the cost of planning studies with board funds using a minimum local match. There should be a threshold planning requirement for agencies to apply for funding. Planning studies should be eligible projects.

Matt Frommer: Would an agency need to hire a consultant to layout a full plan for ZEV? Is there a lower degree of planning we would require for smaller agencies?

David Averill: The level of planning will vary. For a small agency it is a straightforward exercise to analyze a handful of routes.

Michael King: Prior to SB 260, the DTR created a small ZEV transition planning grant in 2021 for transit agencies. CDOT identified that the more successful applicants for VW funding and federal grants had some type of plan in place, but not all transit agencies have the resources or expertise to develop a plan themselves. CDOT expected proposals would all be some type of top to bottom ZEV transition plan, and we received two applications like that. We also received one application focused on the readiness of a facility to host ZEBs, and one from an agency that was already adopting EVs and wanted to do a cost benefit assessment of their TCO. CDOT moved forward with funding for all four. The CTE planning grants could be reviewed based on criteria for different plan types.

Cris Jones: Planning studies should not be a barrier to entry. If we have a point system for scoring grants, that would be something that could earn you a lot of points. If there is an opportunistic grant for agencies that have a small number of vehicles to transition and that does not require a lot of infrastructure, we do not want to pass up the opportunity for vehicle replacement even if they have not done the planning for it. We should see what types of applications we get before we whittle down who gets funding based on point mechanisms and requirements.

Mark Garcia: Can you clarify the reference to emissions produced by “motor vehicles used to make retail deliveries” in the CTE business purpose and the last (#4) funding category prioritization, “planning studies that enable transit agencies to plan for electrification”?

Kay Kelly: SB 260 established the retail delivery fee, in the case of the CTE we are incentivizing transit agencies to reduce their emissions and we are doing that through revenue collected by the retail delivery fee. Transit agencies don't make retail deliveries, but the proceeds from the retail delivery fee are being directed to transit agencies through the CTE.

Mark Garcia: Thank you for confirming there is no retail delivery component to factor into the loan/rebate discussion.

Matt Frommer: How are we planning to define the 3rd funding category, supporting facility modifications that allow for the safe operation and maintenance?

Michael King: For some transit agencies the limiting factor to EV transition is the age and condition of the facility. It is not cost effective to upgrade the electrical power to house battery electric or other fuel buses. Facilities may need the bays, location of chargers, service area, or power supply to the building modified in order to be safe. This language is included to make sure there is a funding mechanism for fleets where the barrier to EV transition is the transit agency's facility. This may not be a large percentage of transit agencies in Colorado, but there are at least two agencies that have expressed that concern to me – especially as you get into the larger scaling of a deployment. Agencies that have implemented some ZEBs may be forced to stop their progress until facility issues are addressed.

Kay Kelly: More specifically this might apply to hydrogen vehicles. Compressed gas storage requires significant

modifications to the facility. To be able to pull a vehicle equipped with high pressure gas cylinders into a building you need gas detection systems to make sure the building occupants are protected. CNG is lower pressure than hydrogen and often needs building modifications.

Matt Frommer: Is there some level of negotiation with grant applicants? Can the CTE grant portions of requested funding?

Michael King: Yes, that is typical of transit and ZEV programs. You often receive applications that are overly ambitious or the CTE resource limitations may dictate you can't fund every project fully. The DTR staff will communicate with the grantee about the funding and scale of the project. Grantees can also apply for the second portion of the funding later. That type of conversation will probably occur at the staff level during the grant scoring and awards process.

Cris Jones: Is the CTE only funded by retail delivery fees, not ride share transactions? I am personally underwhelmed by the local transit agency and utilize ride share for a \$120 ride from DIA to home. I would find it frustrating to pay for fees on that very expensive ride that funds the local transit agency.

Kay Kelly: Correct, CTE is only funded through retail delivery fees. Other SB260 enterprises are funded through both the retail delivery fees and the rideshare feeds.

Michael King: I'd like to summarize the board preference to remain neutral on prioritizing funding categories in the short term, while encouraging planning when appropriate.

Matt Frommer: Sounds good.

Video Time – 01:40:39 Kelly Blynn has joined the meeting

● **Project Prioritization:** How should the CTE prioritize projects within the four funding categories within the context of limited funding? Should these factors be weighted? Do you prioritize each funding category the same? This could be in the plan itself or left to the individual scoring committees.

- Geographic location (urban, rural, etc.)
- Proximity/service to disproportionately impacted (DI) communities
 - How to measure this in the context of transit vehicle routes?
- Anticipated emissions reduction
- Vehicle type (bus, cutaway, van, etc.)
- Vehicle age
- Applicant match level
- Existing services vs. new services
- Other agency characteristics

Mark Garcia: Are there similar measures like these in the current DTR grant process? What has been successful or problematic? What is the staff's opinion on project prioritization?

Michael King: From my perspective, the selection criteria are usually driven by the grant funding provider (FTA, writers of the VW mitigation settlement, etc.). For example, in the VW settlement the core goal was to mitigate NOx emissions and emissions reduction was built into the scoring criteria in a more prominent way than if the program was explicitly focused on equity. FTA programs are geographically based (urban, small urban, or rural). There is no requirement that the CTE follow that, but it might be a familiar breakdown for transit agencies. VW had a requirement to replace vehicles 2009 or older, intended to get the dirtiest vehicles off the road sooner. That would preclude agencies that don't have any vehicles 2009 or older. Grants can be driven by one priority, or they can be driven by multiple weighted priorities.

David Averill: I like all of them, they should all be considered. Utility coordination is important. So is agency readiness. Do they have a proven track record?

Theresa Takushi: I appreciate all of them and am seeing synergies between GHG and emissions standpoints. To achieve GHG reductions, it's important to have ridership on vehicles. Urban areas will have the opportunity for more riders; rural areas will need longer routes - how can this be leveraged to maximize GHG reductions? Older vehicles provide a greater opportunity for GHG reductions. Accessibility and connectivity is important to make sure we have riders from DI communities. We should look at these together.

Matt Frommer: Great point Theresa. I especially like the bullet point talking about existing service versus new. Not only is it a new EV but you are also increasing transit ridership and reducing vehicle miles traveled with the grant funding. I want to highlight the proximity/service to DI communities. I think we need to prioritize clean transportation where there is dangerous pollution from highway traffic.

Cris Jones: I agree with Matt. Going back to the primary business purpose of the enterprise, it's not about transit, it's about "reducing and mitigating the adverse environmental and health impacts of air pollution and greenhouse gas emissions produced by motor vehicles used to make retail deliveries". It's my understanding that it is everything from

Grub Hub to Amazon. My inclination is to focus on geographic and non-attainment areas as a higher priority. Not as tied to transit so much, but more about where we see utilization of these types of deliveries. If these are the impacts we are trying to mitigate, that is where we should prioritize the spending of the resources. Not that there are not deliveries in rural areas, but if they are not in the non-attainment zone, I imagine that it is at the same scale that we see in congested urban areas.

Richard Coffin: I agree with prioritizing the ozone nonattainment zone areas. The Pikes Peak Area is also in danger of becoming a non-attainment area for ozone in the coming years. Maybe focus on that area now to align with efforts to improve air quality. Regarding anticipated emissions reduction, if we could work into the evaluation process the soundness of methodology for emission reduction that's included in applications.

Cris Jones: Could we add frequency of service as a priority? A new service might be able to capture new trips, but I hope transit agencies are capturing the density of trips. Is there a frequency of service component? The higher frequency you have on a successful bus route, the more trips you can capture, and the more vehicles are required to operate that route. If we are investing in infrastructure along a bus route, would it make sense to target that infrastructure to routes that have a high number of vehicles operating on that route to maximize utilization of charging infrastructure as opposed to a new route that might capture a lot of trips, but only runs every 30 minutes or hourly.

Michael King: Are there other factors that should be considered, or factors that should not be considered for project selection?

David Averill: I am leery of match level, an agency's ability to over match can skew things in their favor and is worth discussing with the board.

Dawn Block: I don't think we should throw out match level, but it could be a lower priority. For agencies in rural Colorado, we don't have nearly the emissions problem that urban Colorado has. I would rather see that funding go to non-attainment areas. As the commission goes on the scoring criteria could change, we should be cautious about how set in store these criteria are.

Michael King: Any thoughts on the vehicle type prioritization? Currently there are more options available in the full-sized bus category in ZEV as compared to cutaways and vans. Cutaways and vans tend to be conversions, which makes them more expensive compared to a regular cutaway or van. One idea is to have a high grant level because those projects are more challenging at this point in the market.

Matt Frommer: For transit agencies purchasing their first ZEV and getting the transit service going, is that more important to use than agencies purchasing their ninth vehicle?

- **Applicant Planning Requirements:** SB21-260 does not require applicant transit agencies to develop fleet electrification plans. CDOT expects a certain level of planning to ensure successful implementation. The FTA has expanded its planning requirements for 5339(b) and 5339(c) grants that involve zero-emission transit vehicles to include:
 - A long-term fleet management plan
 - Analysis of current and future financial resources
 - Relevant policy and regulation impacting adoption
 - Existing facility analysis
 - Utility and/or fuel provider coordination
 - Impacts on agency workforce

Which level of existing planning should be expected from applicants (of non-planning projects)?
(no comments)

7. **Wrap Up and Next Steps (Kay Kelly) – Video Time:**

Mark Garcia: when does the CTE anticipate distributing funding?

Kay Kelly: The Department of Revenue will start collecting the fee on July 1st, the funding could be available as early as September. CTE should also coordinate with the Division of Transit and Rail's call for projects.

Matt Frommer: Will the CTE align or stack the incentives with DTR?

Kay Kelly: The DTR standard Call for Projects - the "Super Call" - is currently once a year. As we are planning right now, the CTE would synchronize with that standard Call for Projects.

- Reminder that the next CTE Board Meeting is on April 12th and will include the rulemaking hearing
- The board is anticipated to approve the 10-Year Plan at the May 25th Board Meeting. If there is a need to discuss the 10-Year Plan prior to that meeting, we can hold a special meeting or meet with board members individually

Meeting Adjourned: 3:57 pm

**AMENDED CLEAN TRANSIT
ENTERPRISE
BYLAWS**

Article I. Board of the Clean Transit Enterprise

A. Enterprise Board. All of the powers of the Enterprise, as described in Section 43-4-1203, *et seq.*, C.R.S., and as otherwise provided by law, shall be vested in the Clean Transit Enterprise Board (“Enterprise Board”). The Enterprise Board shall manage the business and affairs of the Enterprise. The Enterprise Board shall consist of the members as determined pursuant to Section 43-4-1203(2)(a)(I), C.R.S. (each shall be a “Member” and collectively, the “Members”). Members of the Enterprise Board shall have the ability to vote.

B. Composition and Qualifications

1. The Enterprise Board consists of nine (9) Members.

2. The Governor shall appoint six (6) Members with the advice and consent of the Senate. The Governor shall make reasonable efforts to consider Members that reflect the state’s geographic diversity when making appointments.

- a. One such Member must be a member of the Transportation Commission and shall have statewide transportation expertise.
- b. One Member must represent an urban area and have transit expertise.
- c. One Member must represent a rural area and have transit expertise.
- d. One Member must have expertise in zero-emissions transportation, motor vehicle fleets, or utilities.
- e. One Member must represent a transportation-focused organization that serves an environmental justice community.
- f. One Member must represent a public advocacy group that has transit or comprehensive transportation expertise.

3. The three (3) Members not appointed by the Governor are:

- a. The Executive Director of the Department of Transportation or the Executive Director's designee.
- b. The Director of the Colorado Energy Office or the Director's designee.
- c. The Executive Director of the Department of Public Health and Environment or the Executive Director's designee.

C. Performance of Duties. By acceptance of the office, each Member of the Enterprise Board shall be deemed to have accepted the obligation to perform their duties in good faith and in a manner they believe to be in the best interests of the Enterprise.

D. Reimbursement. The Enterprise Board may provide for reimbursement of the Members for reasonable and necessary expenses incurred on behalf of the Enterprise consistent with State Fiscal Rules, but the Members shall otherwise serve without compensation.

E. Disclosures. Members of the Enterprise Board shall make financial disclosures and avoid conflicts of interest, as provided by law and any policies adopted by the Enterprise.

F. Term of Office.

1. The Transportation Commission Member Appointee shall continue to serve as an Enterprise Board Member for as long as they serve as a Commissioner.
2. The Governor's Appointees, other than the Transportation Commissioner Appointee, shall serve for terms of four (4) years. However, for the first term, three (3) of the appointed Members shall serve an initial term of three (3) years. These Members are the Member with expertise in zero-emissions transportation, motor vehicle fleets, or utilities, the Member representing a transportation-focused organization that serves an environmental justice community, and the Member representing a public advocacy group that has transit or comprehensive transportation expertise.
3. The Members serving as designees of the Department of Transportation, the Colorado Energy Office, and the Department of Public Health and Environment shall serve for as long as they hold their agency positions or are designated to serve.

4. Vacancies. Members appointed to fill a vacancy will serve the remainder of the unexpired term of the former Member.
5. Removal. Any Enterprise Board member who fails to attend three (3) consecutive Enterprise Board meetings without being excused may be subject to recommendation to the Governor for removal from the Enterprise Board.

Article II. Meetings of the Board

- A. Place of Meetings. The regular or special meetings of the Enterprise Board or any committee designated by the Enterprise Board shall be held at the principal office of the Enterprise or at any place that a majority of the Enterprise Board, or any such committee, designates.
- B. Regular Meetings. The Clean Transit Enterprise shall hold regular meetings at such dates, times, and locations, including virtual meetings, as the Enterprise Board shall determine, but no less than four (4) times per calendar year. Members of the Enterprise Board are expected to attend all regular Enterprise Board meetings unless excused in advance.

Any Enterprise Board Member may participate in any regular or special meeting through telephonic and virtual participation, provided that all directors participating are able to hear each other during the meeting.

The Chair of the Enterprise Board (“Chair”) may postpone or advance the time and date of any regular meeting for a period not to exceed one week. The Enterprise Board may remove items from the agenda or rearrange the order of the agenda items at any time. Items may be added to the agenda only with adequate public notice prior to the meeting, as provided by law.

- ~~C.~~ Special Meetings. Special meetings may be called by the Chair or by a majority of the Members of the Enterprise Board with three (3) days advance notice by mail, electronic mail, or telephone. In an emergency, 24 hours of advance notice by telephone or electronic mail is sufficient, unless otherwise provided by law.

- ~~D.~~ Notice of Meetings. A notice of the time, date, and location of a meeting will be sent to each Enterprise Board Member by the Program Manager for regular meetings at least two (2) weeks in advance. A public notice of the meeting shall also be posted to the Clean Transit Enterprise website at least two (2) weeks in advance of the meeting.

- ~~D.~~ Quorum. A quorum of the Clean Transit Enterprise Board shall be a majority of the voting Enterprise Board Members. If a quorum of the Enterprise Board is

present, a simple majority vote of Members present shall be required to carry any motion, order, regulation, bylaw, or other action. All formal action of the Enterprise Board shall be by resolution adopted at a duly called meeting of the Enterprise Board and no individual Member shall exercise any individual administrative authority with respect to the Enterprise.

E.F. Voting. Each Member of the Enterprise Board shall be entitled to one vote. The Enterprise Board may act only by resolution or motion at a duly called meeting. Voting shall be either by voice or roll call vote. A roll call vote shall be conducted upon the request of a Member of the Enterprise Board or at the discretion of the Chair. Any Member of the Enterprise Board shall be disqualified from voting on any issue with respect to which they have a private interest, unless such Member has disclosed such interest in compliance with Section 24-18-110, C.R.S. The Secretary shall record and authenticate any actions taken or decisions made at meetings, per this section, in a registry of actions published after any meeting. This registry of actions shall be the official record of votes and actions taken by the Board.

E.G. Conduct of Meetings. All meetings of the Enterprise Board shall be conducted under Robert's Rules of Order unless specifically provided otherwise by the Enterprise Board or these Bylaws. When action is to be taken at a meeting, a motion shall be made by one of the Members to undertake the action; another Member must second the motion. The Chair or other individual facilitating the meeting shall entertain discussion on the motion, and a vote shall be taken. The motion shall be adopted by a majority of those casting votes, unless a greater margin of votes is otherwise required by these Bylaws or State law. The Members may vote to govern their proceedings by additional procedures contained in Robert's Rules of Order if they so desire.

G.H. Committees. The Enterprise Board may, by a motion or resolution adopted by a majority of the Members of the Enterprise Board, designate not less than two (2) of its Members to constitute one or more committees, each of which shall have and may exercise such authority as may be set forth in said motion or resolution. If any such delegation of authority of the Enterprise Board is made as herein provided, all references to the Enterprise Board contained in these Bylaws, the Articles of Organization, Section 43-4-1203, *et seq.*, C.R.S., or any other applicable law or regulation relating to the authority so delegated shall be deemed to refer to such committee.

H.I. Advisory Groups. The Enterprise Board may establish ad hoc advisory groups for specific projects, as needed.

Article III. Open Meetings and Open Records

A. Open Meetings. All meetings of the Enterprise Board shall be open to the public and shall be preceded by adequate public notice as required by law. Public notice of the Enterprise Board agenda shall be made prior to Enterprise Board meetings.

B. Open Records. The records of the Enterprise Board shall be public records and shall be open for public inspection, as provided by law for public records. Enterprise Board meetings shall be recorded by electronic recording device. Minutes shall be made of all Enterprise Board meetings and shall be approved by the Enterprise Board. After approval by the Enterprise Board, minutes shall be made a part of the Enterprise Board records, and open public inspection.

Article IV. Officers and Staff

A. General. The Chair and Vice-Chair shall be the officers of the Enterprise Board. The Enterprise Board shall appoint a Secretary who shall not be a Member of the Enterprise Board. The Chair and Vice-Chair shall be elected by the Enterprise Board at its meeting in January 2022 and shall serve two (2) year terms in office or until a successor is elected by a vote of the Members of the Enterprise Board. Thereafter, the Enterprise Board shall elect a Chair and Vice-Chair in January in even-numbered years. If the election of such officers is not held at such meeting, such election shall take place as soon thereafter as a meeting may be conveniently held.

B. General Duties. All officers of the Enterprise, as between themselves and the Enterprise, shall have the authority and shall perform such duties in the management of the Enterprise as may be provided in these Bylaws, the Articles of Organization, or as may be determined by resolution or action of the Enterprise Board not inconsistent with these Bylaws.

1. Chair. The Chair shall preside at all meetings of the Enterprise Board. The Chair shall be a Member of the Enterprise Board. The Chair shall serve as the principal spokesperson for the Enterprise Board, and shall aid the Enterprise Program Manager and/or Secretary in coordination of meetings and agendas, and perform all duties incident to the office.

2. Vice-Chair. The Vice-Chair shall, in the case of the absence or disability of the Chair, perform the duties of the Chair. The Vice-Chair shall be a Member of the

Enterprise Board. The Vice-Chair shall also perform such other duties as may be prescribed by the Enterprise Board from time to time.

3. Secretary. The Secretary, a member of the Colorado Department of Transportation (“CDOT”) staff, shall keep the records of the Enterprise Board. The Secretary shall perform all of the other administrative duties usually pertaining to this office, including taking the minutes of Enterprise Board meetings, recording and authenticating a registry of actions taken at meetings, and coordinating all communications, announcements, etc. of the Enterprise Board. The Secretary shall work with the Chair to coordinate Enterprise Board meeting details, including securing a location, posting the agenda, board packets, and notification of meetings. The Secretary’s term of office shall be at the will of the Enterprise Board.
 4. Program Administrator. The Program Administrator ~~is a~~ shall be a senior member of the CDOT staff assigned to provide strategic management and support for the Enterprise Board. The Program Administrator shall serve as a point of contact for the Enterprise and the Enterprise Board. The Program Administrator may suggest policies, procedures, and agenda items for the Board’s consideration and shall see that all policies, directions and orders of the Board are carried out. The Program Administrator shall have signature authority for the Enterprise Board and shall execute all legal and financial documents incident to actions taken by the Enterprise Board. Additionally, the Program Administrator shall have such other authority, powers, or duties as may be prescribed by the Board.
 5. Other Officers. The Enterprise Board may appoint other officers as it deems necessary and appropriate.
- C. Delegation of Duties. Whenever an officer is absent for any reason, the Enterprise Board may delegate the powers and duties of an officer to any other officer or to any Member of the Enterprise Board. Additionally, the Program Administrator shall appoint a designee to execute their duties in the event they are unavailable.
 - D. No Contract Right. Service on the Enterprise Board shall not of itself create contract rights in the office.

Article V. Fiscal Year and Budget

- A. Fiscal Year. The fiscal year of the Enterprise shall be based on the State of Colorado fiscal year (July 1 - June 30).
- B. Budget. The Enterprise Board shall set and adopt annual estimates of revenues and other available funds for the operating fund and for the special revenue fund, respectively. These estimates shall be adopted not later than June of each year for the following fiscal year. If circumstances change, the Enterprise Board may, at a regular

or special Board meeting, modify the estimates to ensure expenditures do not exceed available funds or to allow for additional appropriate expenditures if additional funds are available.

Article VI. Amendments

- A. General. The Enterprise Board may amend, supplement, or repeal these Bylaws or adopt new bylaws; all such changes shall affect and be binding upon the Enterprise Board. Any amendments, supplement, or repeal of these Bylaws, or adoption of new bylaws, shall require a majority vote of all Members.
- B. Notice. Specific notice of each meeting at which consideration of proposed amendment to, supplementation of, or repeal of these Bylaws or adoption of new bylaws shall be given in the same manner as notice of special meetings pursuant to Article III, Section C of these Bylaws.
- C. Vote Necessary. Any adoption of new bylaws, or amendment, supplement, or repeal of these Bylaws, shall require approval by a majority of the Enterprise Board at any regular meeting at which the amendment, supplement, repeal, or adoption is considered.

Article VII. Miscellaneous

- A. Invalid Provision. The invalidity or unenforceability of any particular provision of these Bylaws shall not affect the other provisions herein, and these Bylaws shall be construed in all respects as if such invalid or unenforceable provision were omitted.
- B. Governing Law. These Bylaws shall be governed by and construed in accordance with the constitution and laws of the State of Colorado and Section 43-4-1203, *et seq.*, C.R.S. for the Enterprise, as amended from time to time.
- C. Gender. Whenever required by context, the singular shall include the plural, the plural the singular, and one gender shall include the other.
- D. Contracts and Amendments. The Enterprise Board shall set budgets for its operations and shall have authority to approve and enter into contracts and amend existing contracts so long as the total projected expenditures for either the operating fund or the special revenue fund do not exceed the estimate of available funds approved for the fiscal year by the Board.