

# ICENOGLE | SEAVER | POGUE

A Professional Corporation

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November 2, 2012

**VIA FACSIMILE**

Clerk and Recorder(s)

City Clerk(s)

(Per Attached Distribution List)

**Re: E-470 PUBLIC HIGHWAY AUTHORITY/NOTICE OF REGULAR  
MEETING - NOVEMBER 8, 2012**

Dear Clerks:

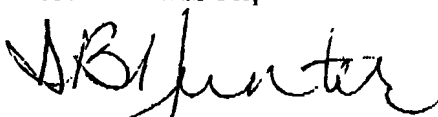
Following is a Notice of Regular Meeting scheduled for Thursday November 8, 2012 for the E-470 Public Highway Authority (including an agenda). Please post the notice in the appropriate place in the Administration Building.

Thank you for your assistance in this matter. As always, should you have any questions or concerns, please contact our office.

Thank you,

ICENOGLE | SEAVER | POGUE

A Professional Corporation



Donette B. Hunter

Paralegal

:dbh

Enc.

**DISTRIBUTION LIST**

Adams County Clerk & Recorder  
Adams County Colorado  
Attn: Fancy  
4430 South Adams County Parkway  
Brighton, Colorado 80601  
*Facsimile: (720) 523-6009*

Arapahoe County Clerk & Recorder  
Arapahoe County Colorado  
Attn: Pricilla  
5334 South Prince Street  
Littleton, Colorado 80166  
*Facsimile: (303) 794-4625*

Douglas County Clerk & Recorder  
Douglas County Colorado  
Attn: Laura  
P.O. Box 1360  
Castle Rock, Colorado 80104  
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Weld County Clerk & Recorder  
Weld County Colorado  
915 10<sup>th</sup> Street  
Greeley, Colorado 80632  
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City of Greeley  
City Clerk  
1000 10<sup>th</sup> Street  
Greeley, Colorado 80631  
*Facsimile: (970) 350-9828*

City of Arvada  
Mark Deven, City Manager  
8108 Ralston Road  
Arvada, Colorado 80002  
*Facsimile: (720) 898-7515*

City of Aurora  
Attn: City Clerk  
15151 East Alameda Parkway  
Aurora, Colorado 80012  
*Electronic Mail: cityclerk@ci.aurora.co.us*

City of Thornton  
Attn: Vanessa  
9500 Civic Center Drive  
Thornton, Colorado 80229  
*Facsimile: (303) 538-7224*

City of Brighton  
Gayle Martinez, City Clerk  
22 South 4<sup>th</sup> Avenue  
Brighton, Colorado 80601  
*Facsimile: (303) 655-2158*

City of Commerce City  
City Clerk  
5291 East 60<sup>th</sup> Avenue  
Commerce City, Colorado 80022  
*Facsimile: (303) 289-3688*

Town of Parker  
Carol Baumgartner, City Clerk  
20120 East Main Street  
Parker, Colorado 80138  
*Facsimile: (303) 840-9792*

City of Broomfield  
Vicki Marcy, City Clerk  
One DesCombes Drive  
Broomfield, Colorado 80020  
*Facsimile: (303) 438-6228*

**NOTICE OF REGULAR MEETING  
OF THE  
E-470 PUBLIC HIGHWAY AUTHORITY  
TO BE HELD  
November 8, 2012**

NOTICE IS HEREBY GIVEN that the Board of Directors of the **E-470 PUBLIC HIGHWAY AUTHORITY**, of the Counties of Adams, Arapahoe, Douglas, and Weld, the Cities of Aurora, Thornton, Brighton, Commerce City, Greeley, Broomfield, and Arvada and the Town of Parker, State of Colorado, will hold a regular meeting on Thursday, November 8, 2012 at 9:00 A.M. at 22470 East Sixth Parkway, in Aurora, Colorado 80018. The purpose of the meeting is to conduct such business as may come before the Board.

This meeting is open to the public.

**BY ORDER OF THE BOARD OF DIRECTORS:  
E-470 PUBLIC HIGHWAY AUTHORITY**

By: /s/ ICENOGLER | SEAVER | POGUE  
A Professional Corporation

General Counsel to the Authority



**E-470 Public Highway Authority  
Agenda**

**November 8, 2012  
9:00 a.m.**

**22470 E. 6<sup>th</sup> Parkway  
Aurora, Colorado 80018**

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1. Call to Order ..... Chair Randy Drennen
  2. Pledge of Allegiance ..... Chair Randy Drennen
  3. Public Comment ..... Chair Randy Drennen
  4. Consent Calendar ..... Chair Randy Drennen
    - a. Approve Meeting Minutes of October 25, 2012
    - b. Accept SWAP Confirm Amendment (Resolution)
  5. Operations/IT/Roadway Committee Meeting Report ..... Chair Randy Drennen
  6. Information Technology ..... Marsha Williams
    - a. Toll Collection System RFP Update
  7. HPTE Rules Update ..... General Counsel/Danna Parker
  8. Engineering and Roadway Maintenance ..... Neil Thomson
    - a. Segment I Update
  9. Finance ..... Stan Koniz
    - a. Dashboard Reports
    - b. Annual Toll Rate Confirmation (Resolution 10-10)
    - c. Traffic and Revenue Report – 2012 Interchange Update
  10. Executive Director Report ..... John McCuskey
  11. Other Business ..... Chair Randy Drennen
  12. Adjourn Meeting ..... Chair Randy Drennen

**The next regularly scheduled meeting will be**

**December 13, 2012**

**at 9:00 a.m. at the E-470 Administrative Headquarters,**

**22470 E. 6<sup>th</sup> Parkway, Aurora, Colorado 80018**

Agenda Item 4a.

Approve Meeting Minutes of October 25, 2012

**RECORD OF PROCEEDINGS**

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**MINUTES OF THE REGULAR MEETING OF THE  
BOARD OF DIRECTORS****OF THE****E-470 PUBLIC HIGHWAY AUTHORITY**

Held: Thursday, October 25, 2012, at 9:00 a.m. at 22470 E.  
6th Parkway, Aurora, Colorado 80018.

**Attendance:**

A regular meeting of the Board of Directors of the E-470 Public Highway Authority was held as scheduled and in accordance with applicable statutes of the State of Colorado, with the following directors present:

Randy Drennen, City of Thornton Councilmember  
Dick McLean, Mayor of Brighton  
Jack Hilbert, Douglas County Commissioner  
Skip Fischer, Adams County Commissioner  
Steve Hogan, Mayor of Aurora  
Jim Benson, City of Commerce City Councilmember  
Josh Martin, Town of Parker Councilmember

Kari Grant, CDOT/HPTE (non-voting)  
Wayne Anderson, City and County of Broomfield  
Councilmember (non-voting)

Also present were: Steven Douglas, councilmember and alternate director, City of Commerce City; Kristi Douglas, Resident, Commerce City; John McCuskey, executive director; Dave Kristick, deputy executive director and director of operations; Neil Thomson, director of engineering and roadway maintenance; Marsha Williams, director of information technology; Jo Snell, manager of community and public relations; Stan Koniz, director of finance; Diane Lundquist, executive assistant; Ryan Thornton, system operations and administrator manager; Mark Wood, desktop support technician; Jessica Carson, marketing coordinator; Heidi Weinstein, operations coordinator; Micheli Watson, land management supervisor; Peggy Davenport, engineering and roadway maintenance coordinator; Jason Myers, controller; Greg Keller, work center supervisor; Justine Brown, documentation specialist; and Terry Gowin, manager of maintenance; E-470 Public Highway Authority; Scott

Spendlove, Intermountain Corporate Affairs; and Tamara Seaver, Icenogle Seaver Pogue, P.C.

**Call to Order:** Chairman Drennen called to order the special meeting of the Board of Directors of the E-470 Public Highway Authority.

**Pledge of Allegiance:** Those present participated in reciting the pledge of allegiance.

**Public Comment:** Chairman Drennen asked for comments from the public in attendance. No members of the public asked to be heard.

**Consent Calendar:** Councilmember Martin moved to approve the items on the consent calendar consisting of: (a) approval of meeting minutes of October 11, 2012 and (2) approval of the purchase of two new emergency back-up electrical generators for the Administrative Headquarters Facility from Ries Electric, Inc. in the amount of \$450,100. The motion was seconded by Commissioner Fischer and approved unanimously by the Board of Directors

**Executive Director Report:** Mr. McCuskey noted the next Board meeting would be held November 8, 2012 and that the agenda for that meeting would be quite full.

**Other Business:** None.

**Adjournment:** There being no further business to come before the Board, Chairman Drennen declared the meeting adjourned.

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Chair of the Meeting

**Operations/IT/Roadway Committee:** Following adjournment, the Board of Director's Operations/IT/Roadway Committee met to discuss matters related to temporary license tags, vehicle registration holds and to receive a briefing from Ms. Williams on the toll collection system request for proposals.

**Agenda Item 4b. Accept SWAP Confirm Amendment (Resolution)**

**Approve a Resolution Authorizing an Amendment and Waiver to the 2007 ISDA Master Agreement with Morgan Stanley and Authorizing an Associated Amended and Restated Confirmation.**

**Morgan Stanley desires to amend the Master Agreement and Confirmation AUG5Q as a result of its recent credit rating downgrade and has agreed to compensate the Authority, as consideration for entering into the amendments and waiving the Authority's right to terminate the Master Agreement arising from such rating downgrade (which termination would require a substantial termination payment by the Authority due to current interest rate market conditions), in an amount not less than one million dollars (\$1,000,000), payable, at the Authority's election, in cash, cash equivalents or the present value of interest rate reductions over time (or any combination thereof). The Authority is electing to be compensated through interest rate reductions in 2013 and 2015 to mitigate significant step ups in debt service payments in those years.**

**The Authority desires to enter into an Amendment and Waiver Agreement with respect to the Master Agreement and an Amended and Restated Confirmation AUG5Q with Morgan Stanley for the purpose of effecting such amendments.**

**Agenda Item 9d. Traffic and Revenue Report – 2012 Interchange Update**

**A copy of this will be included in your Board packet on Thursday**

## E-470 2012 Calendar

### January 2012

January 12 BOARD MEETING 9:00 A.M.  
Board Officer Nominations and  
Election  
January 16 Martin Luther King, Jr.'s Day  
-Office Closed  
January 26 BOARD MEETING 9:00 A.M.

### February 2012

February 9 BOARD MEETING 9:00 A.M.  
February 20 Presidents' Day – Office Closed  
February 23 BOARD MEETING 9:00 A.M.

### March 2012

March 8 BOARD MEETING 9:00 A.M.  
March 22 BOARD MEETING 9:00 A.M.

### April 2012

April 12 BOARD MEETING 9:00 A.M.  
April 26 BOARD MEETING 9:00 A.M.

### May 2012

May 10 BOARD MEETING 9:00 A.M.  
May 24 BOARD MEETING 9:00 A.M.  
May 28 Memorial Day – Office Closed

### June 2012

June 14 BOARD MEETING 9:00 A.M.  
June 28 BOARD MEETING 9:00 A.M.

### July 2012

July 4 Independence Day –  
Office Closed  
July 12 BOARD MEETING 9:00 A.M.  
July 26 BOARD MEETING 9:00 A.M.

### August 2012

August 9 BOARD MEETING 9:00 A.M.  
August 23 BOARD MEETING 9:00 A.M.

### September 2012

September 3 Labor Day – Office Closed  
September 13 BOARD MEETING 9:00 AM  
September 9 IBTTA 80<sup>th</sup> Annual Meeting  
To 12 and Exhibition  
September 27 BOARD MEETING 9:00 AM

### October 2012

October 11 BOARD WORKSHOP.  
October 25 BOARD MEETING 9:00 A.M.

### November 2012

November 8 BOARD MEETING 9:00 A.M.  
November 22 Thanksgiving – Office Closed  
and 23

### December 2012

December 13 BOARD MEETING 9:00 A.M.  
December 24 Christmas – Office Closed  
and 25