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March 8, 2013

VIA FACSIMILE OR ELECTRONIC MAIL

Clerk and Recorder(s)

City Clerk(s)

(Per Attached Distribution List)

**Re: E-470 PUBLIC HIGHWAY AUTHORITY/NOTICE OF REGULAR
MEETING – MARCH 14, 2013**

Dear Clerks:

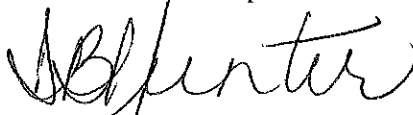
Following is an Agenda and Notice of Regular Meeting scheduled for Thursday, March 14, 2013 for the E-470 Public Highway Authority. Please post the notice in the appropriate place in the Administration Building.

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
Electronic Mail: clerk@co.arapahoe.co.us

Douglas County Clerk & Recorder
Douglas County Colorado
Attn: Laura
P.O. Box 1360
Castle Rock, Colorado 80104
Electronic Mail: Recording@douglas.co.us

Weld County Clerk & Recorder
Weld County Colorado
915 10th Street
Greeley, Colorado 80632
Electronic Mail: twaters@co.weld.co.us

City of Greeley
City Clerk
1000 10th Street
Greeley, Colorado 80631
Facsimile: (970) 350-9828

City of Arvada
Craig Kocian, 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
City Clerk
22 South 4th Avenue
Brighton, Colorado 80601
Facsimile: (303) 655-2158

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

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

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



**E-470 Public Highway Authority
Agenda**

**March 14, 2013
9:00 a.m.**

**22470 E. 6th Parkway
Aurora, Colorado 80018**

1. Call to OrderChair Randy Drennen
2. Pledge of AllegianceChair Randy Drennen
3. Public Comment Chair Randy Drennen
4. Consent CalendarChair Randy Drennen
 - a. Approve Meeting Minutes of February 28, 2013
5. Operations..... Dave Kristick
 - a. Colorado State Patrol – E-470
Enforcement – Sgt. Bill Caldwell
 - b. Colorado State Patrol – Stolen Car Data
Exchange – Captain J. P. Burt
 - c. E-470 Forensic Accident Review
6. Executive Director Report.....John McCuskey
7. Other BusinessChair Randy Drennen
8. Adjourn Meeting Chair Drennen

The next regularly scheduled meeting will be

March 28, 2013

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

22470 E. 6th Parkway, Aurora, Colorado 80018

RECORD OF PROCEEDINGS

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS

OF THE

E-470 PUBLIC HIGHWAY AUTHORITY

Held: Thursday, February 28, 2013, 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
Bill Holen, Arapahoe County Commissioner
Steve Hogan, Mayor, City of Aurora
Jim Benson, City of Commerce City Councilmember
Josh Martin, Town of Parker Councilmember
Roger Partridge, Douglas County Commissioner

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

Also present were: John McCuskey, executive director; Dave Kristick, deputy executive director; Stan Koniz, director of finance; Neil Thomson, director of engineering and roadway maintenance; Marsha Williams, director of information technology; Diane Lundquist, executive assistant; Mark Wood, senior support specialist; Jessica Carson, marketing coordinator; Jason Myers, controller; Ryan Thornton, system operations and administrator manager; Walt Arnason, manager of operations; Danna Parker, financial analyst; Alexis Veracruz, operations intern; Shylee Ackman, HR generalist; Heidi Weinstein, social media coordinator; David Greenaway, human resources/risk management manager; Terry Gowin, manager, roadway maintenance; Greg Keller, work center supervisor; Jamie Heitman, senior accountant;

and Rhonda Loyd, accounting technician, E-470 Public Highway Authority; Jack Nicholls, and Chantel Martinez, MHTS; Dan Christopherson, Christopherson & Co; Benton Tempas, Northwest Parkway, LLC; Dick Fontane, George K. Baum; Rod Filliben, KPMG, LLP; and Tamara Seaver, Icenogle Seaver Pogue, P.C.

Call to Order: Chairman Drennen called to order the regular 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. At this point the Board added to the Agenda a discussion of a customer contact at the request of Mr. Kristick.

Consent Calendar: Councilmember Josh Martin moved to approve the items on the consent calendar, consisting of approval of meeting minutes of February 14, 2013 and approval of award of On-Call Geotechnical Services Contracts. The motion was seconded by Commissioner Holen and approved unanimously by the Board of Directors.

Customer Contact: Mr. Kristick addressed the Board related to an upset out-of-state customer with unpaid tolls. Chairman Drennen asked Ms. Seaver if the topic should be in executive session. Ms. Seaver indicated that topic was appropriate for executive session under Section 24-6-402(4)(c), C.R.S. to discuss matters required to be kept confidential by federal or state law or rules and regulations. Ms. Seaver cited for the Board of Directors Section 24-72-204(3)(a)(IX), C.R.S. which prohibits the disclosure of the names, addresses, telephone numbers and personal financial information of past or present users of public facilities such as E-470. Thereafter Commissioner Holen moved that the Board retire into executive session pursuant to Sections 24-6-402(4)(c), C.R.S. and 24-72-204(3)(a)(IX), C.R.S. to discuss the out-of-state customer's issues. The motion was seconded by Councilmember Martin and the approved unanimously by the Board. The executive session lasted 14 minutes.

Operations Report: Following the executive session, Ms. Carson presented to the Board the Authority's 2013 marketing program, including the goals and objectives thereof which consist of increasing ExpressToll sign-ups, increasing E-470 traffic and E-470 brand awareness. She described the media selection process, including aligning media outlets with customer input and demographics. She reported that radio ads would appear in 2013 on KOSI, The Mountain, Alice, KYGO and The Fan

and television ads would appear on 9News and CBS4. Ms. Carson further discussed with the Board that DIA signage would continue and she reported on 2013 promotional inserts and sponsorships. She then introduced Ms. Weinstein who briefed the Board on 2013 email marketing and social media efforts. Ms. Weinstein reported that email marketing and social media efforts were intended to compliment traditional media. She described the monthly e-newsletter, monthly promotional e-blasts, the Wildfire interactive promotion software application, E-470 Now news and the E-470 Good Guys, who raised \$6,000 for Colorado Special Olympics in February.

Rental Car Billing Process:

Mr. Kristick briefed the Board regarding the rental car billing process

Finance:

Mr. Koniz presented to the Board of Directors the unaudited 2012 year-end review of traffic and financial data. He reported that revenue increased 8.4% in 2012 relative to 2011, that ExpressToll had a 99% collection rate and provided 73% of the Authority's toll revenue. He reminded the Board that the 2012 debt service coverage ratio was 1.46 and further reported on various unaudited financial data. Mayor Hogan asked about the 2013 debt service coverage ratio and Mr. Koniz reported that in 2013 the budgeted ratio is 1.39 given the structure of the outstanding bonds.

Mr. Koniz highlighted for the Board various items from the Dashboard Report providing quarterly financial data. Mayor Hogan asked about the unrestricted reserve accounts and Mr. McCuskey reported that they support the debt service coverage ratios and it would be up to the Board to determine their use for future capital projects for E-470.

Mr. Koniz and Mr. Myers reported that the Audit Committee met and the audit process for 2012 is on track. Chairman Drennen asked the other Audit Committee members if they would like to comment. Councilmember Anderson and Commissioner Holen both indicated that they were pleased with the process.

Executive Director's Report:

Mr. McCuskey reported that HB1112 had been defeated in committee. He then reported that Mr. Kristick met with a resident in the Todd Creek area and took some noise readings related to traffic on E-470. Thereafter, he reported on CDM Smith's upcoming studies (a) a toll rate differential/frequent user

discount analysis and (b) a bring down letter related to the 2013 financing to be completed in September of 2013.

Other Business:

Mr. Thomson updated the Board on the Sandy Acres property at the E-470/US-85 interchange. He reported that his staff will prepare a construction package to fill the lake which will remove the requirement to augment the water losses due to evaporation.

Adjournment:

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

Chair of the Meeting

E-470 2013 Calendar

January 2013

January 10 BOARD MEETING 9:00 A.M.
Board Officer Nominations and
Election
January 21 Martin Luther King, Jr.'s Day
-Office Closed
January 24 BOARD MEETING 9:00 A.M.

February 2013

February 14 BOARD MEETING 9:00 A.M.
February 18 Presidents' Day – Office Closed
February 28 BOARD MEETING 9:00 A.M.

March 2013

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

April 2013

April 11 BOARD MEETING 9:00 A.M.
April 25 BOARD MEETING 9:00 A.M.

May 2013

May 9 BOARD MEETING 9:00 A.M.
May 23 BOARD MEETING 9:00 A.M.
May 27 Memorial Day – Office Closed

June 2013

June 13 BOARD MEETING 9:00 A.M.
June 27 BOARD MEETING 9:00 A.M.

July 2013

July 4 Independence Day –
Office Closed
July 11 BOARD MEETING 9:00 A.M.
July 25 BOARD MEETING 9:00 A.M.

August 2013

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

September 2013

September 2 Labor Day – Office Closed
September 12 BOARD MEETING 9:00 AM
September 22 IBTTA 81st Annual Meeting
To 25 and Exhibition
September 26 BOARD MEETING 9:00 AM

October 2013

October 10 BOARD WORKSHOP.
October 24 BOARD MEETING 9:00 A.M.

November 2013

November 14 BOARD MEETING 9:00 A.M.
November 28 Thanksgiving – Office Closed
and 29

December 2013

December 12 BOARD MEETING 9:00 A.M.
December 24 Christmas – Office Closed
and 25