

Memorandum

To: Board of Directors/RTD Staff

From: Paula Perdue, Executive Manager to the Board

Date: April 20, 2010

Subject: Minutes of the Regular Board of Directors meeting held on Tuesday, April 20, 2010 at 5:30 p.m. in rooms R, T, and D.

I. CALL TO ORDER

Chair Pro Tem Martinez called the meeting to order at 5:31 p.m.

II. ROLL CALL - DETERMINATION OF QUORUM

Eleven (11) Board members were present at roll call. Directors James and Tayer arrived after roll call. Chair Kemp and Director O'Boyle were absent.

III. RETIREE AWARDS

There were no retirees present. Director Daly acknowledged Bill Porter, Manager of Service Planning and Scheduling, for his 31 years of contribution to service scheduling and planning.

IV. PUBLIC PARTICIPATION

Doug Connor, Denver, spoke to the need for additional stop on the eastbound side of Sheridan and Colfax. He stated he has spoken to Walgreen and 7-Eleven who are both amicable to stops as long as it does not block the driveways into their businesses. He is working with Mike Gil's team and the General Manager.

V. COMMITTEE REPORTS

There were no changes to the Committee reports.

VI. METRO MAYOR TASK FORCE

Director Busck shared feedback from the Metro Mayors' Task Force meeting that he attended that morning. He provided information to the Metro Mayors on the special Board meeting of April 13th when the Board voted to not go to the ballot in 2010 but passed a resolution on the forward path for the Board. He shared information on the process that included a public hearing. He also discussed the Board Advance Planning session that will be part of an annual process and will focus on the top 4 priorities for this agency in 2010.

VII. APPROVAL OF REGULAR BOARD MEETING MINUTES OF March 23, 2010 AND THE SPECIAL BOARD MEETING MINUTES OF April 13, 2010.

MOTION: Director Bagley moved for the adoption of the March 23, 2010 regular board meeting minutes and the special board meeting minutes of April 13, 2010

Director Christopher seconded the motion.

DISCUSSION: Directors Daly abstained from voting on the March 23 meeting minutes since he was absent.

VOTE ON MOTION: An electronic vote was taken with 10 votes in favor, 0 against and 1 abstain. Director Daly abstained and Director James and Tayer had not arrived. Chair Kemp and Director O'Boyle were absent.

Chair Pro Tem Martinez declared the motion **PASSED**.

VIII. GENERAL MANAGER'S REPORT

- **Congressional Testimony 4/14/10**

On Wednesday, April 14, 2010, Phil Washington, General Manager, had the opportunity to testify before the US House Transportation and Infrastructure Subcommittee on Highways and Transit—along with Chris Bertram, Assistant Secretary for the USDOT; Gene Conti, Secretary of Transportation, North Carolina; Art Leahy, General Manager, Los Angeles County Metro; and Jeffrey Parker, independent advisor on PPPs. Although the main topic was “Using Innovative Financing to Deliver Highway and Transit Projects,” General Manager Washington had the chance to highlight various aspects of the FasTracks plan, the Penta-P process, the Eagle P3 project (including workforce development as part of the livability model), as well as giving input on important elements to be included in the reauthorization of SAFETEA-LU. The focus of this testimony was on innovative financial practices and service transportation options. Theresa Sedmak, Brian Middleton, Marla Lien, Bill VanMeter and others had prepared the written report related to these practices. The testimony was open to Q&A and also webcast. Congressman DeFazio, Chair of the subcommittee on Highways and Transit, asked the question “Why is PPP working so well in Denver and not elsewhere?” General Manager Washington’s response was to credit his staff, the working relationship with FTA, community leaders and the diligence in getting this done. His purpose was to encourage Congress to extend innovation to other funding sources as well as establish more sustainable options which perhaps can make other FasTracks corridors eligible for funding.
- **Receipt of Eagle P3 Concessionaire Teams’ Technical Proposals**

RTD received the technical proposals from the two teams on 4/14/10 as scheduled. The proposals are massive and the RTD evaluation team has begun the process to painstakingly review these proposals. They plan to brief the Board at the April 27, 2010 Executive Session as well as in the May 18, 2010 public presentation at the Paramount.
- **Eagle P3 Final Decision Approval**

RTD received today the final decision approval which is next to the last step in the Full Funding Grant Agreement process. RTD is on target with the schedule and the process.
- **Workforce Sustainability Initiative**

The RTD team met with the concessionaires on April 19, 2010 and a group of community based, faith based organizations to discuss work opportunities for members in the local community who are participating in a work training effort. The concessionaires made a commitment to do so.
- **Meeting with District Shop Salaried Employees**

General Manager Phil Washington continues his process of meeting regularly with the employees. This meeting was well attended with approximately 100 employees,

- **Meeting with City of Westminster Officials—**
General Manager Phil Washington and Director Christopher met with the Mayor, City and Deputy City Managers to discuss the NW Rail line and working with the City of Westminster. This was a good meeting.
- **Sonoma Rapid Transit in California**
RTD was asked by the Sonoma Rapid Transit to piggyback on an order for DMU's. This is a no committal request but would allow RTD to benefit from lower pricing of the vehicles, possibly saving millions of dollars.
- **AGM Recruitment Efforts**
General Manager Phil Washington continues his recruitment effort for permanent AGM positions. The positions closed March 30th and he anticipates completing the interview stage by mid-May.

Director Daly inquired about the public hearing for the Eagle P3 presentation and was responded to as this is part of our efforts to be more transparent, open and receptive to stakeholders and community input. The expectation is there will be a huge audience, not only from the local community but from others who are interested in knowing how the PPP is tracking. This is of local, regional and national interest.

IX. UNANIMOUS CONSENT

MOTION: Director Bagley made the motion to approve the unanimous consent agenda items A through E.

Director Busck seconded the motion.

VOTE ON MOTION: An electronic roll call vote was taken for items A through E with 13 votes in favor and 0 against. Chair Kemp and Director O'Boyle were absent.

Chair Pro Tem Martinez declared the motion **PASSED unanimously**.

- A. Contract Award to Aconex for Construction Management Software as a Service**
It is recommended by the FasTracks Monitoring Committee that the RTD Board of Directors authorize the General Manager, or designee, to execute all documents necessary to award a three-year contract in the amount of \$560,000, with four one-year options in the amount of \$600,000 for a total of \$1,160,000 to Aconex for Construction Management Software as a Service. Funding for this contract in 2010 is included in the 2010 Adopted Budget, and future year funding will be appropriated on an annual basis.
- B. IT Contingency Work Order Contract Fourth and Final Year Option**
It is recommended by the Financial Administration and Audit Committee that the Board of Directors authorize the General Manager to execute all documents necessary to award Booz Allen Hamilton (Booz Allen) the fourth and final-option year to a current contract for IT Technical and Management Support Services (15DK004). This contract was originally awarded in 2006 to Booz Allen through the competitive bid process. The contract allowed for an initial-year plus four (4) one-year options to renew based on positive performance by the vendor. Execution of the third-option year extended the period of performance but did not increase the contract not-to-exceed limit of \$1,000,000. The initial one-year contract was not-to-exceed \$250,000. With increased needs for Booz Allen Services, IT requested the final-option year be exercised and the annual not-to-exceed was increased by \$500,000 to a contract amount of \$1,500,000. The final-option year is to begin on September 15,

2010 and remain in effect for one year until September 14, 2011 and increases the contract amount to \$1,500,000.

C. Resolution No. __, expressing the intent of the Board to be reimbursed for certain expenses relating to two structured parking facilities on the District's West Corridor light rail line prior to the time the facilities are financed

It is recommended by the Financial Administration and Audit Committee that the RTD Board of Directors adopt Resolution No. __, (the "Reimbursement Resolution") expressing the intent of the Board to be reimbursed for certain expenses relating to two structured parking facilities on the District's West Corridor light rail line prior to the time the facilities are financed.

D. Adoption of 2011 Performance Measures

It is recommended by the Financial Administration and Audit Committee that the Board of Directors adopt the 2011 Performance Measures for Goals 1-7.

E. Recommendation for Authorization of RTD-DUSPA TIFIA and RRIF Loan Agreements for Denver Union Station

It is recommended by the Financial Administration and Audit Committee that the Board of Directors pass the attached resolution authorizing the General Manager to enter into loan agreements with the Transportation Infrastructure Finance and Innovation Act (TIFIA) and Railroad Rehabilitation and Improvement Financing (RRIF) offices of the US Department of Transportation and the Federal Railroad Administration respectively for the funding of Denver Union Station (DUS). RTD will not be named as a borrower and will not have any direct funding obligation to TIFIA or RRIF under either agreement.

X. RECOMMENDED ACTION

There was no recommended action.

XI. UNFINISHED BUSINESS

Director Cohen reminded everyone of the shut down this weekend of 6 Avenue as part of the installation of the West Corridor signature bridge.

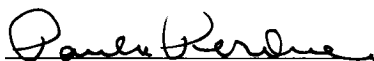
Director Christopher thanked Marla Lien for taking the time to explain the complex financing of DUSPA-TIFIA and RRIF Loan.

Director Bagley added that as the Board representative on DUSPA, he is learning how intricate the DUSPA project is. He and Director James spent time with Frank Cannon and Tom Dijon discussing such things as the PNRS. It is important that the Board stay engaged in this process.

XII. ADJOURNMENT

The Board meeting adjourned at 6:05 p.m.

Prepared and Transcribed by:



Paula Perdue, Executive Manager to the Board