BOARD OF DIRECTORS MEETING
December 18, 2012 at 5:30 PM

I. CALL TO ORDER
Chair Kemp called the meeting to order at 5:35 p.m. He asked for a moment of silence in honor of the victims of the Connecticut school shooting.

II. RTD HONOR GUARD PRESENTATION OF COLORS
The RTD Honor Guard presented the colors and led the meeting with the pledge of allegiance.

III. ROLL CALL-DETERMINATION OF QUORUM
Fourteen (14) Board Members were present at roll call. Director Tobiassen was absent.

IV. RETIREE AWARDS
There were no retirees present. However, Chair Kemp recognized the following retirees for their contribution to RTD:

<table>
<thead>
<tr>
<th>Name</th>
<th>Position</th>
<th>Years of Service</th>
</tr>
</thead>
<tbody>
<tr>
<td>David E. Anderson</td>
<td>Bus Operator</td>
<td>23</td>
</tr>
<tr>
<td>Thomas Guevara</td>
<td>Bus Operator</td>
<td>21</td>
</tr>
<tr>
<td>Teresa Hopkins-Hawkins</td>
<td>Bus Operator</td>
<td>33</td>
</tr>
<tr>
<td>Martin Weinberg</td>
<td>Bus Operator</td>
<td>28</td>
</tr>
<tr>
<td>David A. Beavers</td>
<td>Mechanic</td>
<td>32</td>
</tr>
<tr>
<td>Donald Sisk</td>
<td>Train Operator</td>
<td>21</td>
</tr>
</tbody>
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Special Recognition-Departing Board Members
First Vice Chair Director Tayer introduced the historical video from 2004-2012 that captured both the history and also commemorated some of the main accomplishments during the period that Chair Kemp and Director McMullen joined the Board.
Director Tayer acknowledged each of the retiring Board members and shared some enduring memories of what they stood for on the Board as well as some of the human side of these Directors:

- **Director Barry Gore**—appointed by the Adams County Commissioners in August, 2012 but in a short time was able to experience and provide input as an advocate for the North Corridor on the future of FasTracks. Barry is also an avid photographer.
- **Director Jack O’Boyle**—lauded as one who looks at the finances, Director O’Boyle was also the former Mayor of LoneTree who was instrumental in the approval of FasTracks in 2004.
- **Director Matt Cohen**—noted for his oratory abilities, Director Cohen demonstrated a passion and love for RTD, including his leadership during the construction and completion of the West Corridor Line. Director Cohen is blessed with a great family that includes talented children and a loving wife who serves as the pillar. Director Cohen is humbled to have had the pleasure of serving with such a great staff and Board.
- **Director William McMullen**—advocated for the rights of the union and represented their interest while focusing on what was in the best interest of the agency. He will be remembered as the person who often made poignant points while discussing an issue at length.
- **Chair Lee Kemp**—has a true understanding of the political side of being a Board member and who galvanized the Board members around critical decisions to move RTD forward. Chair Kemp was a mentor and friend who also showed a passionate side as a victim’s advocate for the City of Broomfield. Chair Kemp is proudful of his wife and children who are in the process of have successfully completed their college programs. Chair Kemp occupies the “Gideon Book of Records” as having been successfully elected as five-time Board Chair of an elected Board. Chair Kemp expressed his thanks to the staff and the Board, noting in particular his appreciation to Directors Malpiede, Cohen, Bagley and Tayer. He also stated that General Manager Washington is one of the best in the industry and he is honored to have served with him. This was one of the greatest decisions by the Board to name Phil Washington as General Manager.

**V. PUBLIC PARTICIPATION**

- Lori Frasier representing the US 36 Commuting Solutions read a letter from this group. A copy of that letter is included in the Board Packet on the portal.

- Gene Putnam expressed appreciation to the Board members leaving the Board and indicated that he has re-evaluated the proposed RAM and has a better understanding. He provided a recommendation on taking one of the EMU vehicles that was approved for purchase and using it throughout the north to inspire and educate the constituents and the community. This will help the community to envision what things will look like by touching, feeling and seeing what the future looks like for them.

- Lisha Burnett from Suncor spoke about the collaboration with RTD on the pipeline issues and that this has fostered an ongoing relationship that will benefit both Suncor and RTD.

- Former Director Chris Martinez expressed thanks to the departing members for their
public service and commitment. He expressed there is life after RTD and a critical role that all of them can play is as ambassador in the communities serving as positive advocates for RTD. He thanked both Chair Kemp for his kind remarks and Director McMullen for listening to and taking the constituents point of view so they can have a voice on the Board.

- Doug Greg stated he was an older gentleman who was not always in good health. He had gone out of his way to be here tonight to express the need to do something in the northern area sooner than later. He has heard talks of pulling out of the District and he encouraged the Board to be creative and innovative in addressing the needs in the North. He stated that although some of the things he is hearing make him fighting mad, he appreciates the work and effort of the Board.

VI. COMMITTEE REPORTS-(See Minutes)

Planning & Development Committee - Chaired by Director Bagley
Government Relations Committee – Chaired by Director Daly
FasTracks Monitoring Committee – Chaired by Director O’Boyle
DBE Committee – Chaired by Director Malpiede
Operations/Customer Services Committee – Chaired by Director Daly
Financial/Administration Committee – Chaired by Director James
GM Oversight and Performance Management – Chaired by Director Bagley
Fiscal Sustainability Task Force Committee – Chaired by Director Tayer
CDOT – Director Cohen
E-470 – Director O’Boyle
ACED – Director Hoy/Williams
Northwest Parkway-Director Anderson & Chair Kemp
Pension Committee – Director O’Boyle/Tobiassen

Director Bagley and Director Daly identified corrections for the Government Relations minutes. These minutes have been corrected. Director James indicated he would provide grammatical corrections to the Finance Administration and Audit minutes.

VII. GENERAL MANAGER OVERSIGHT & PERFORMANCE MANAGEMENT UPDATE

Director Bagley stated that the Board will have an Executive Session to discuss the General Manager’s 2012 Performance evaluation later this evening.

VIII. APPROVAL OF REGULAR BOARD MEETING MINUTES OF NOVEMBER 27, 2012

MOTION: Director Malpiede moved for the adoption of the November 27, 2012 Regular Board Meeting Minutes as written and circulated.

Director Gore seconded the motion.

VOTE ON MOTION: An electronic vote was taken with 14 votes in favor and 0 against. Director Tobiassen was absent.
Chair Kemp declared the motion PASSED Unanimously.

IX. **CHAIR’S REPORT**
There was no Chair’s report.

X. **GENERAL MANAGER’S REPORT**
There was no General Manager’s report.

XI. **UNANIMOUS CONSENT**
Chair Kemp asked for a motion to approve items A through K on the unanimous consent.

**MOTION:** Director Cohen made the motion to approve item A through K on the unanimous consent agenda. Director Anderson seconded the motion.

**VOTE ON MOTION:** An electronic vote was taken with 14 in favor and 0 against. Director Tobiassen was absent.

Chair Kemp declared the motion PASSED Unanimously.

A. **Approval of the Purchase of Six Electric Multiple Units (EMU) Vehicles of the North Metro Rail Line**

It is recommended by the FasTracks Monitoring Committee that the RTD Board of Directors authorize the General Manager to approve the purchase of six Electric Multiple Units (EMU) vehicles for the North Metro Rail Line through the Denver Transit Partners (DTP) Rolling Stock Option in accordance with the EAGLE Concession Agreement (CA) Section 31.1, for an amount not to exceed $24 million. Funding to purchase two of the vehicles is included in the 2013 Adopted Budget for the North Metro Corridor project.

It is further recommended by the FasTracks Monitoring Committee that the RTD Board of Directors authorize the General Manager to transfer $16 million from the FasTracks Contingency Reserve to the North Metro Corridor project budget to fund the purchase of the additional four EMU vehicles.
B. Disposition Plan for Excess Land in Ft. Lupton, Weld County

It is recommended by the Planning and Development Committee that the Board of Directors approve the proposed Disposition Plan for excess land for the 80,173 square feet (1.84 acres) net of county road right of way located at 13215 Weld County Road 8, Fort Lupton, Colorado and further authorize the General Manager and/or his designee to negotiate and execute a contract for the sale of the property.

C. Approval of Contract Extension - Geographic Information Systems (GIS) Contract

It is recommended by the Financial Administration and Audit Committee that the Board of Directors authorize the General Manager, or his designee, to execute all documents necessary to award a month to month contract extension to Idea Integration for an extension for the amount not to exceed of $76,000 to provide Graphical Information Systems (GIS) consulting services. The contract is being brought to the Board because it is a Personal Services contract per RTD Resolution No.27, Series of 1985.

D. Hop Cost Share Agreement

It is Recommended by the Operations and Customer Services Committee that the Board of Directors authorize the General Manager, or his designee, to enter into a Cost Sharing Agreement with the City of Boulder to provide RTD financial support for the operation of the HOP circulator bus service in the commercial areas of the City of Boulder, the University of Colorado at Boulder and adjacent business and residential areas. This agreement is for calendar year 2013 and is for an amount not to exceed $1,459,589.00.

E. DRCOG Vanpool Agreement

It is recommended by the Operations and Customer Services Committee that the Board of Directors authorize the General Manager, or his designee, to enter into an Agreement with the Denver Regional Council of Governments (DRCOG) to provide RTD support and expansion of the DRCOG RideArranglers vanpool program in the Denver metropolitan area. This agreement is for calendar year 2013 and shall be in an amount not to exceed $730,000.00.

F. North Front Range Vanpool Agreement

It is recommended by the Operations and Customer Services Committee that the Board of Directors authorize the General Manager, or his designee, to enter into an Agreement with the North Front Range Metropolitan Planning Organization (NFRMPO) to provide RTD support and expansion of the NFR VANGO vanpool program in the Denver metropolitan area. This agreement is for calendar year 2013 and shall be in an amount not to exceed $425,000.00.

G. Art Shuttle Cost Share Agreement

It is recommended by the Operations and Customer Services Committee that the Board of Directors authorize the General Manager, or his designee, to enter into a Cost Sharing Agreement with the City of
Englewood to provide RTD financial support for the operation of the art circulator bus service in the City of Englewood. This agreement is for calendar year 2013 and is for an amount not to exceed $297,000.00.

H. **Cost Share Agreements MAP 21 -5311**

It is recommended by the Operations and Customer Services Committee that the Board of Directors authorize the General Manager, or his designee, to execute all documents necessary to enter into funding agreements with Via Mobility of Boulder and the Seniors’ Resource Center to provide RTD financial support for the provision of FTA Section 5311 (non-urbanized) services for Boulder County, Adams County and Jefferson County. These Agreements are for calendar year 2013 and for amounts not to exceed $335,298.00 for Boulder County, $300,000.00 for Adams County and $102,248.00 for Jefferson County.

I. **Contracted Fixed Route Services 2012 Year End Budget Transfer**

It is recommended by the Operations and Customer Service Committee that the Board of Directors authorize a budget transfer from the purchased transportation service and fuel line items of the “Group 21“ budget to the “Group 23“ budget to cover the variation in costs incurred as a result of adjustments to service levels associated with runboard service changes in 2012. The total dollar amount of the budget transfer is $350,000 ($200,000 for service, $150,000 for fuel).

J. **Interactive Voice Response (IVR) System for Paratransit and Fixed-Route Information**

It is recommended by the Operations and Customer Service Committee that the Board of Directors authorize the General Manager, or his designee, to enter into a contract for the development and implementation of an Interactive Voice Response (IVR) system for paratransit (Access-a-Ride) and fixed-route information with Enghouse Transportation LLC for a contract amount not to exceed $829,393.

K. **Award Contract to Supply Sixty-Five (65) HVAC Units (Including Spares) to Replace the Existing Units on the SD100 Light Rail Fleet.**

It is recommended by the Operations/Customer Services Committee that the RTD Board of Directors authorize the General Manager to award a sole-source contract to Siemens Industry, Inc. Rail Systems, based in Sacramento, California to supply sixty-five complete HVAC units. These units will be used to replace the units currently installed on the SD100 Light Rail Fleet.

XIII. **RECOMMENDED ACTION**

L. **Moving Forward: Filling the FasTracks Internal Savings Account**

It is recommended by the FasTracks Monitoring Committee that the RTD Board of Directors direct staff to move forward with implementation of the eight, highest value, recommended opportunities identified as part of the Risk Allocation Matrix (RAM). Any funding realized through these activities will be tracked separately and added to a new budget account, the FasTracks Internal Savings Account (FISA). The status of the FISA will be reported to the RTD Board of Directors on a monthly basis, and the FISA will be incorporated into the FasTracks Strategic Budget Plan and Annual Budget. Expenditures from the FISA will be subject to Board approval, with the staff recommended project goals identified below in the Background section of this report confirmed as the current RTD Board project goals for the FISA.
Specifically, it is recommended that staff move forward with the following activities:

1. Beginning in 2014, increase FasTracks funding to support base system operations at the rate of inflation as defined by the Consumer Price Index (CPI):
   - Estimated to contribute $24 million to the FISA by 2017;
2. Reduce FasTracks Minimum Unrestricted Fund Balance once construction milestones have been reached, the majority of the Eagle Project grant funding has been received and RTD has better information on the growth of sales and use tax:
   - Estimated to contribute up to $72 million to the FISA by 2017;
3. Reduce FasTracks Operations and Maintenance (O&M) Fund Balance from three to two months:
   - Estimated to contribute $10 million to the FISA by 2017;
4. Defer Southwest Corridor Extension Union Pacific Railroad (UPRR) relocation – complete once funding is identified for the entire project:
   - Estimated to contribute $9 million to the FISA by 2017;
5. Work to achieve project underruns on FasTracks projects currently under contract:
   - Estimated to contribute $15 million to the FISA by 2017;
6. Sell or lease RTD properties, where possible:
   - Estimated to contribute $20 million to the FISA by 2017;
7. Request stakeholders to increase financial participation above the current level of 2.5%:
   - Estimated contribution – To Be Determined;
8. Work with legislature to allow RTD to audit sales and use tax receipts and provide RTD with parity with the State on sales tax exemptions (i.e., ensure exemptions are the same for both RTD and the State in all cases). Establish this as RTD’s number one legislative priority. Begin working immediately with government relations staff, lobbyists, legal counsel and other stakeholders to initiate and support the introduction of a bill(s) on these topics during the 2013 legislative session:
   - Estimated to contribute up to $127 million to the FISA by 2017.

Approval of the opportunities listed above will have a positive impact to the FasTracks capital program through the establishment of the FISA with a goal of achieving $300 million by 2017. It is anticipated that these eight highest priority opportunities alone could fund the FISA up to or exceeding $277 million by 2017. The Board directs staff to continue working to identify other funding opportunities through the RAM analysis process in 2013 for potential Board consideration at a later date.

MOTION: Director McMullen made the motion to item K, Moving Forward: Filling the FasTracks Internal Savings Account. Director Hoy seconded the motion.

DISCUSSION: Director McMullen stated how pleased he was to move the motion that will get FasTracks done sooner than later. This is a sound plan and he hopes for unanimous consent.
Director O’Boyle stated he will support this action for the good of the whole organization.
Director Bagley stated he will support this motion. He has had discussions with the staff and is pleased with the staff response in relation to item 4 of this proposal, defer Southwest Corridor Extension Union Pacific Railroad relocation. He looks forward to
the communications to the Southwest Corridor on the plans. Director Cohen states he enthusiastically support this proposal. When he first came to the Board his first action was an approval of approximately $8M item. How pleased he is to be leaving having approved a $300M action item which is moving FasTracks in the right direction. He thanked Phil and the staff for their confidence in the Board to make the right decision. Director Gore also stated he supported this plan. When he came on the Board five months ago, things for the north looked dismal. He is amazed that in this short time, staff has come up with a proposal for generating $277M which can move the north forward. He applauded the General Manager and staff for their fortitude and diligence in listening to the voice of the people. Director Deadwyler stated that while this appears to be a good proposal, she remains concerned over the lack of a sunset or policy for rubber tires. Therefore she will vote no for this action item. Director Hoy stated he is very enthusiastic about this. He feels this is a good step for the north and has now put people on speaking terms and willingness to re-engage. Director Daly stated he was enthusiastic about this proposal. This is a risk that is realistic. Director Tayer expressed that he will support this proposal with the understanding that this program will not prioritize corridors who contribute over the 2.5% above the corridors that do not; and that cuts or changes to rubber tire services will not preclude BRT service. Chair Kemp stated this has been a long time coming. We must follow the money. Getting the North line is essential to moving forward.

VOTE ON THE MOTION:
An electronic vote was taken with 13 votes in favor (Anderson, Bagley, Cohen, Daly, Hoy, James, Kemp, Malpiede, McMullen, O’Boyle, Tayer, Walker, Gore) and 1 against (Deadwyler). Director Tobiassen was absent.

Chair Kemp declared the motion PASSED.

M. Resolution Regarding Easement Agreements and Indemnification of Claims with Suncor Energy (U.S.A.) Inc.
It is recommended by the FasTracks Monitoring Committee that the RTD Board of Directors adopt the attached resolution. The resolution authorizes the General Manager or his designee to negotiate and execute two easement agreements with Suncor; one agreement that grants an easement to RTD for the North Metro Rail
Line ("NMRL") project through Suncor property in Adams County (the “Bridge Easement”) and another agreement that grants an easement to Suncor to construct a pipeline in the RTD owned Boulder Industrial Lead ("BIL") right of way (the “Pipeline Easement”). The Bridge Easement requires RTD to waive sovereign immunity to the extent it may be applicable, and to indemnify Suncor for claims arising out of RTD’s use of the Bridge Easement in an amount up to $200 million and to purchase general liability insurance in that amount from the date of commencement of construction of the bridge and to maintain it through termination of the Bridge Easement. RTD would receive $10,000,000 from Suncor in exchange for the Pipeline Easement, and would pay Suncor $836,420 for the Bridge Easement. This would result in net revenue of $9,163,580 to RTD, which would be applied to the cost of expansion of the Commuter Rail Maintenance Facility (CRMF) to accommodate the North Metro vehicles.

It is further recommended by the FasTracks Monitoring Committee that the RTD Board of Directors authorize the transfer of $836,420 from the FasTracks Contingency Reserve for the acquisition of the Bridge Easement. These funds would be replenished out of the $10,000,000 to be received from Suncor in exchange for the Pipeline Easement.

**MOTION:** Director Anderson made the motion to approve the resolution regarding easement agreements and indemnification of claims with Suncor Energy.

Director Daly seconded the motion.

**DISCUSSION:** Director Hoy indicated this was a good example of collaboration.

**VOTE ON THE MOTION:** An electronic vote was taken with 14 votes in favor, and 0 against. Director Tobiassen was absent.

Chair Kemp declared the motion **PASSED Unanimously**.

**XIII. OLD BUSINESS**

There was no old business.

**XIV. NEW BUSINESS**

Director Malpiede shared that on December 5th she participated in a conference call with
Vice-President Biden and later in the Obama conference call. They were very aware of
RTD’s leadership and recognized RTD.

Chair Kemp acknowledged the good work of the Board office and thanked the staff for
their hard work and dedication.

XV. EXECUTIVE SESSION
Chair Kemp asked for a motion to enter into executive session to discuss C.R.S. 24-6-402(4) (f) personnel matters, General Manager Washington’s Performance Evaluation. Chair Kemp indicated they would resume back to the open Board meeting where they will vote on the resolution.

MOTION: Director Malpiede made the motion to enter into executive session.
Director Gore seconded the motion.

VOTE ON THE MOTION: An electronic vote was taken with 14 votes in favor, and 0 against. Director Tobiassen was absent.
The meeting adjourned to Executive session around 7:10 p.m.
The meeting resumed to the Board Meeting at 8:50 p.m.

XVI. RECOMMENDED ACTION
The Chair read into record the resolution ________ series of 2012, General Manager Performance Evaluation. He asked for a motion to approve this resolution.

MOTION: Director Anderson made the motion to approve the Resolution for the General Manager Performance Evaluation.
Director Malpiede seconded the motion.

VOTE ON THE MOTION: The motion passed 13 in favor and 0 against. Director Deadwyler left the meeting sick and Director Tobiassen was absent.
Chair Kemp declared the motion PASSED Unanimously.

XVII. ADJOURN
The meeting adjourned at 9:00 p.m.

Prepared and Transcribed by:

___________________________________________________________
Paula Perdue, Executive Director to the Board of Directors
ROSTER OF PARTICIPANTS
BOARD OF DIRECTORS BOARD MEETING
Tuesday, December 18th, 2012

BOARD OF DIRECTORS PRESENT
Lee Kemp, Chair District I
John Tayer, First Vice Chair District O
Angie Malpiede, Secretary District C
Matt Cohen, Second Vice Chair District M
Kent Bagley, Treasurer District H
Lorraine Anderson District L
Bruce Daly District N
Barbara Deadwyler District B
Barry Gore District K
Larry Hoy District J
Bill James District A
Bill McMullen District C
Jack O’Boyle District G
Jeff Walker District D

BOARD OF DIRECTORS ABSENT
Tom Tobiassen District F

RTD STAFF PRESENT
Bruce Abel Austin Jenkins Daria Serna Phil Washington
Fulton Bell Erin Klaas Dean Shaklee Maurice Wills
Rick Clarke Marla Lien John Shonsey Susan Wood
John Elias Fernando Macias Henry Stopplecamp
Sherry Ellebracht Dustin Martinez Walt Stringer
Mike Gil Barbara McManus Greg Thompson
Terry Howsiter Doug MacLeod Paulette Tonilas
Brian Iacono Paula Perdue Mike Turner
Scott Reed Bill Van Meter

OTHERS PRESENT

The following communication assistance is available for public meetings:
• Language Interpreters
• Sign-language Interpreters
• Assisted listening devices

Please notify RTD of the communication assistance you require at least 48 hours in advance of a RTD meeting you wish to attend by calling 303.299.2307

THE CHAIR REQUESTS THAT ALL PAGERS AND CELL PHONES BE SILENCED DURING THE BOARD OF DIRECTORS MEETING FOR THE REGIONAL TRANSPORTATION DISTRICT.