

RECORD OF PROCEEDINGS

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS

OF THE

ROCKY MOUNTAIN RAIL AUTHORITY Held: Friday,
April 25, 2008, at 1:00 p.m. at the Jefferson County
Administration Building, Lookout Mountain Room, 100
Jefferson County Parkway, Golden, CO 80401.

Attendance:

A meeting of the Board of Directors of the Rocky Mountain Rail Authority was scheduled in compliance with the laws of the State of Colorado, with the following Board members in attendance;

Harry Dale, Chair, Clear Creek County (Commissioner)
Doug Lehnen, Vice Chair, Town of Castle Rock (Council)
John Tangen- RFTA Controller, Fiscal Agent RMRA (via teleconference)
Diane Mitsch Bush, Routt County (Commissioner) (via teleconference)
Dorothea Farris- RFTA/Pitkin County (Commissioner)
Kevin McCasky- Jefferson County (Commissioner)
Kay Markette, Douglas County (Staff)
Forrest Whitman- Gilpin County (Commissioner)
Bob Briggs- Westminster (Council)
Bob French- Summit County (Commissioner) (via teleconference)
Tracey McCoy- Timnath (Staff)
Gene Putman- City of Thornton (Staff)
Karen Tussey- Yampa (Council) (via teleconference)
Catherine Green- Town of Monument (Staff)
Kate Newman- Jefferson County (Staff)
Robert Valdez- Las Animas County (Commissioner) (via teleconference)
Terry Carwile- City of Craig (Council) (via teleconference)
Lee Behrens- Georgetown (Council)
Rod Bockenfelder- Arapahoe County (Commissioner) (via teleconference)
Greg Schroeder- Eagle County (Staff) (via teleconference)
Robert Valdez- Las Animas County (Commissioner) (via teleconference)
Rick Garcia- City and County of Denver (Council)
Mary Jane Loevlie- City of Idaho Springs (Council)
Pete Morlan- City of Trinidad (Council) (via teleconference)
Bill Moore- City of Pueblo (Staff) (via teleconference)
Wayne Williams- Pikes Peak Regional Transportation Authority (Commissioner) (via teleconference)
Phil McGill- Steamboat Springs () (via teleconference)
Dave Sturgis- Glenwood Springs (via teleconference)
Bill Christopher- RTD (Board)

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Also present were:

Ed Icenogle- Icenogle, Norton, Smith, Blieszner, Gilida & Pogue, P.C.

Mark Boggs- PBS&J (RMRA Project Director)

Tom Mauser- Colorado Department of Transportation (Staff)
(via teleconference)

Scott Meszaros- Town of Monument (Staff)

Angie Drumm- CDOT (Staff)

Call to Order

Chair Dale, noting the presence of quorum, called to order the meeting of the Board of Directors of the Rocky Mountain Rail Authority.

Consideration and Approval of Minutes from the February 22 Meeting, and March 28 Meeting

Chair Dale asked if there are any corrections to either set of minutes. Mr. Meszaros stated that the motion for approval of the January 11th minutes in the February 22 minutes still requires the first and second of the approval motion. Director Farris moved, Director Putman seconded the approval of the January 11th minutes.

Chair Dale stated that one change was requested in the minutes for the March 28th meeting, Director Carwile's last name was incorrectly stated as "Carlyslle".

Director Farris moved, Director McKaskey seconded, approval of the February 22 and March 28, 2008 Minutes as amended and specified by Chair and Directors. Passed.

Consideration of Approval of New Member Jurisdictions

Chair Dale stated that Aurora, Brighton, and Hayden have submitted paperwork to the Board for new membership approval at this meeting.

Director Garcia brought up the issue of Denver being recognized and being able to vote although their paperwork has not yet been finalized by Denver's Attorney.

Director McKaskey moved, Director Putman seconded, acceptance and recognition of Denver as accepted to the RMRA Board and able to sit and vote on the Board. Motion Passed unanimously.

The same issue was raised regarding Glenwood Springs. Director Farris moved, Director Lehnen seconded, acceptance and recognition of Glenwood Springs as accepted to the RMRA Board and able to sit and vote on the Board. Motion Passed unanimously.

Director Briggs moved, Director Christopher seconded, approval of Aurora, Brighton, and Hayden as members to the RMRA Board. Passed unanimously.

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Review and Consideration of Approval of Bylaws

Chair Dale provided a detailed reading of the Bylaws. He stated that a letter that designates representative for each member jurisdiction has either been submitted or should be done so.

Mr. Ed Icenogle, RMRA legal counsel, Icenogle, Norton, Smith, Blieszner, Gilida & Pogue, P.C., discussed items corrected from the previous drafts.

Discussion regarding officers and directors serving on numerous committees was discussed. The language was recommended to be changed in the bylaws to “or more”.

Director Loevlie moved, Director Farris seconded, approval of the RMRA Bylaws as amended. Passed unanimously.

Delegation of Role and Responsibilities of the Executive Committee

Chair Dale discussed powers and responsibilities being assigned to the Executive Committee. The discussion conclusion was that “normal administrative business” such as approving minutes, budgeted item disbursements and other to be defined non-policy making administration items would be allowed to be approved. A written proposal to be reviewed at the next Board meeting will be created by Chair Dale and the Authority’s Attorneys. Definitions of administrative functions will be included. Those who wish to serve on an executive committee should have the availability and time to actively participate.

Appointment of Nomination Committee for Board Officers and Executive Committee for 2008

Director Putman moved, Director Christopher seconded, the RMRA Board’s appointment the following Board members to the Nominating Committee:

Kevin McCasky, Jefferson County Commissioner
Tresi Houpt, Garfield County Commissioner
Rick Garcia, Denver City Council
Terry Carwile, City of Craig Council

Motion passed unanimously.

The Nominating Committee will be accepting written (email) statements of interest for the Chair, Vice Chair, Secretary, Treasurer and three at large Executive Committee members for RMRA in 2008. Anyone interested in any of these positions, please direct an email message to Kate Newman who will be providing administration support for the Nominating Committee. Please also provide a message to the committee on why you are interested in the position and your qualifications for the position. Please provide your message of interest and qualification to the Nominating Committee no later than Friday, May 2.

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Ratification of all past Board actions

Mr. Ed Icenogle, RMRA legal counsel, Icenogle, Norton, Smith, Blieszner, Gilida & Pogue, P.C., recommended that the Board consider ratification of all past Board actions as reflected in the minutes for all previous actions.

Director Farris moved, Director Whitman seconded, ratification of all past Board actions as reflected in the minutes. Passed unanimously.

CDOT Rail Governance Study Report

Chair Dale commented that the study has not been released.

No action or discussion was provided.

Feasibility Study Steering Committee Report and Recommendation for RMRA Study Consultant

Chair Dale stated that two proposals were received 1) the Parsons Brinkerhoff Team, and 2) the Transportation Economics and Management Systems (TEMS) team. He commented that the "Report to RMRA Steering Committee by the Rail Feasibility Study Steering Committee" has been handed out. He asked Director Lehnen to provide a report on the review process.

Director Lehnen summarized the evaluation and interview process utilized, finalization, and the committee's recommendation which is the Transportation Economics and Management Systems (TEMS) team.

Mr. Mark Boggs, RMRA Project Director, discussed the reference checks and comments provided during his investigating. He stated that all comments were very positive and constructive for both consultants. The creation of peer panels was especially helpful.

Members of the Feasibility Study Steering Committee present provided comments on their thoughts and reasons for selecting the TEMS team.

Director Farris moved, Director Moore seconded, acceptance of the recommendation from the Feasibility Steering Committee of the TEMS team selection to move forward with work on a contract for services. Passed unanimously.

Outreach Committee Report

Director Farris stated that Chaffee County's Commissioner Tim Glenn has indicated that they have mailed the \$500 donation and paperwork for membership.

Director Briggs stated that Commerce City has been mailed membership information and they have not yet returned the paperwork.

Financial Report

Director Tangen detailed the outstanding contributions on page 3 of the Financial Report. Chair Dale commented that

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Gilpin County's outstanding contribution of \$4500 should be removed as they have already provided a reduced contribution. It was brought up that Weld County is listed as both paid and outstanding in the report. Director Tangen commented that he would re-verify the outstanding and paid contributions.

Director Tangen requested, Director Farris seconded, approval of payment of invoices with checks: Icenogle, Notron Smith – legal – \$3,000 for each month November 2007, check #1167; December 2007, January 2008, check #1168; February 2008, check #1169; March 2008 invoice, check #1172.

PBS&J January and February 2008 monthly invoices, check # 1173. Passed.

Study Technical Advisory Committee discussion

Mr. Mark Boggs, RMRA Project Director, discussed the value in establishing a project management committee from the Executive Committee in order to allow for quick response to technical issues which may arise. He commented that in previous projects, this has proved very beneficial.

No vote or action taken.

Liability Insurance Coverage

Mr. Ed Icenogle, RMRA legal counsel, Icenogle, Norton, Smith, Blieszner, Gilida & Pogue, P.C., recommended that the Board consider taking additional liability insurance coverage in the remote instance that a claim would come against the Board or Authority. He discussed that many legal counsel believe that elected representatives and staff persons are believed to be covered by their municipality or entities coverage, however there are also those who disagree. He suggested that the Board take the proposed liability insurance coverage. He discussed an elected official's general liability insurance which is much more difficult to secure a quote for, but recommended also obtaining. He stated that if the Board wishes, he can follow up on the elected official policy as well.

Director Farris moved, Director Garcia seconded, allocation of up to \$2000 towards liability insurance coverage as presented by counsel. Motion passed.

Next RMRA Board Meeting

Chair Dale stated that the next Board meeting will be held on May 23rd at 1:00pm, Jefferson County Courthouse, Lookout Mountain Room.

Adjournment

In that there were no further items of business to discuss, the meeting stood adjourned at 2:56 p.m.

Secretary of the Meeting