

RECORD OF PROCEEDINGS

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS

OF THE

ROCKY MOUNTAIN RAIL AUTHORITY Held: Friday,
May 23, 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)
Gail Drumm, Secretary, Town of Monument (Council) (via teleconference)
John Tangen- RFTA Controller, Fiscal Agent RMRA (via teleconference)
Diane Mitsch-Bush, Routt County (Commissioner) (via teleconference)
Dorothea Farris- RFTA/Pitkin County (Commissioner) (via teleconference)
Kevin McCasky- Jefferson County (Commissioner)
Kate Newman- Jefferson County (Staff)
Jack Hilbert, Douglas County (Commissioner)
Terrance Quinn, Douglas County (Staff)
Forrest Whitman- Gilpin County (Commissioner)
Bob Briggs- Westminster (Council) (via teleconference)
Tracey McCoy- Timnath (Staff)
Gene Putman- City of Thornton (Staff)
Karen Tussey- Yampa (Council) (via teleconference)
Terry Carwile- City of Craig (Council) (via teleconference)
Lee Behrens- Georgetown (Council) (via teleconference)
Greg Schroeder- Eagle County (Staff) (via teleconference)
Rick Garcia- City and County of Denver (Council)
Pete Morlan- City of Trinidad (Council) (via teleconference)
Bill Moore- City of Pueblo (Staff)
Dave Sturges- Glenwood Springs (via teleconference)
Bill Christopher- RTD (Board)
Mark Gordon- Vail (Council)
Cari Hermacinski - Steamboat Springs (Council) (via teleconference)
Randy Penn- Englewood (Council)
David Mentor- Colorado Springs (Staff) (via teleconference)
Tom Rogalski- Hayden (Council) (via teleconference)
Bob Bowland- City of Idaho Springs (Council)
Tresi Houpt- Garfield County (Commissioner) (via teleconference)

RECORD OF PROCEEDINGS

Also present were:

Ed Icenogle- Icenogle, Norton, Smith, Blieszner, Gilida & Pogue, P.C. (RMRA Attorney)

Mark Boggs- PBS&J (RMRA Project Director)

Tom Mauser- CDOT (Staff)

Scott Meszaros- Town of Monument (Staff)

Rick Barnes- citizen

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 April 25 Meeting

Chair Dale asked if there are any corrections to the minutes of April 25.

Director Mitsch-Bush moved, Director Lehnen seconded, approval of the April 25, 2008 Minutes as presented. Passed.

Consideration of Approval of New Member Jurisdictions

Chair Dale stated that Vail has submitted paperwork to the Board for new membership approval at this meeting.

Director Lehnen moved, Director Hilbert seconded, approval of Vail as a new member to the RMRA Board. Passed.

Approval of Role and Responsibilities of the Executive Committee

Mr. Ed Icenogle, RMRA legal counsel, Icenogle, Norton, Smith, Blieszner, Gilida & Pogue, P.C., discussed the resolution presented to the Board entitled "Regarding Establishment of the Executive Committee". He paraphrased the resolution and stated that the Executive Committee will perform duties and tasks assigned by the full Board and operate under the Board's direction. It will be charged with carrying out Board policy and any and all administrative functions assigned to it by the Board in order for the organization to conduct normal business.

Director Christopher moved, Director Lehnen seconded, approval of the resolution establishing the role and responsibilities of the Executive Committee as presented. Passed.

Report from Nomination Committee for Board Officers and Executive Committee Members for 2008

Director McCaskey, member on the Nomination Committee provided a summary of the process for nominations. He turned the results summary over to Ms. Kate Newman who provided work service and correspondence for the committee. Ms. Newman reported that there were two nominations for

Nomination and Election of Board Officers and Executive Committee Members for 2008

Chair; Mr. Harry Dale, and Mr. Bob Briggs. Two nominations were received for Vice Chair; Mr. Doug Lehnen, and Mr. Gene Putman. No nominations were received for Secretary. One nomination (Mr. John Tangen) was received for Treasurer. There were four appointments for Executive

RECORD OF PROCEEDINGS

Committee members; Mr. Bill Moore, Ms. Diane Mitsch-Bush, Ms. Dorothea Farris, and Mr. Gene Putman (four candidates for three seats).

Director Drumm stated that he would like to self-appoint himself to continue in the office of Secretary since no nominations were received.

Director McCaskey moved, Director Garcia seconded, acceptance of the appointment of Gail Drumm as Secretary.

Discussion ensued regarding process of the election as the Nominating Committee report was submitted, and candidates were named.

Director Gene Putman withdrew his nomination for Vice Chair.

Director Hilbert moved, Director McCaskey seconded, approval of nomination, election and appointment of the following persons to office being that they were the only candidates as; Vice Chair Doug Lehen, Secretary Gail Drumm, and Treasurer John Tangen. Passed.

Ms. Newman stated that phone participants may either e-mail her at knewman@jeffco.us or call (303) 324-9695 to cast their vote for Chair and to vote for three of the four candidates for the Executive Committee. For those present, paper ballots were disseminated to the Board members. Ms. Newman tabulated the results as the meeting continued.

Candidates said a few words in regard to their desire to serve in the corresponding positions to which they were nominated.

Ms Newman stated that Mr. Harry Dale has been elected to continue as Chair (21:4 vote). She stated that for the Executive Committee, Director Moore received 20 votes, Director Mitsch-Bush received 19 votes, Director Farris received 18 votes, and Director Putman received 17 votes.

Discussion ensued regarding the closeness of the results for Executive Committee and possible expansion of the committee from three to four representatives.

Director Gordon moved, Director Christopher seconded, to amend the Bylaws to increase the size of the Executive Committee from three to four members. Mr. Ed Icenogle, RMRA legal counsel, Icenogle, Norton, Smith, Blieszner, Gilida & Pogue, P.C., stated that such an amendment would require a vote at two separate Board meetings. Passed.

RECORD OF PROCEEDINGS

Director Briggs moved, Director Putman seconded, certification of election results, contingent upon a Bylaw Amendment to be voted upon (second vote) at the next Board Meeting to increase the size of the Executive Committee from three (3) to four (4) members, upon which time, if approved, Director Putman would be added as the fourth member on the Executive Committee. Passed.

Consideration of Approval of TEMS
Contract for the RMRA High Speed Rail
Feasibility Study

Mr. Ed Icenogle, RMRA legal counsel, Icenogle, Norton, Smith, Blieszner, Gilida & Pogue, P.C., stated that the contract is essentially the same contract which was put out for procurement. He detailed the changes to include insurance arrangements, work product, and software issues.

Discussion ensued regarding the software licensure and ownership of the software product. Director Hilbert inquired as the contract guarantees the right to use the software, but it is not clear if this includes or is there an issue with a right to use "fee". Chair Dale responded that he recalls a not to exceed price of \$10,000, he pointed out in the contract where this issue is addressed. Mr. Icenogle stated that approval would be based assuming that we are provided a license.

Director Putman inquired if the map provided on page 1 of 24 in the Scope of Work is a generic or explicit map. Following discussion, it was explained to be "generic" and representative only in nature, not confining as to where the rail must eventually reside.

Director Farris moved, Director Putman seconded, approval of TEMS contract for the RMRA High Speed Rail Feasibility Study. Passed, subject to CDOT approval.

Outreach Committee Report

Director Lehnen stated that the City of Golden is close to submission of paperwork to become a RMRA member. He desires to see the Board address and work on areas not included or addressed previously. Additional members or anyone interested in participating in the Outreach Committee is encouraged to contact him (dlehnen@crgov.com).

Director Whitman stated that Chaffee County should be on the next agenda for member approval. He commented that he has been communicating with four other counties including Saguache County.

Financial Report

Director Tangen detailed the requests for payment to Icenogle, Norton, Smith, Blieszner, Gilida & Pogue, P.C., for legal Services and to PBS&J for Project Management Services.

Director Tangen requested, Director Lehnen seconded, approval of payment of invoices for Legal Services and

RECORD OF PROCEEDINGS

Project Management. Passed.

Next RMRA Board Meeting

Chair Dale stated that the next Board meeting will be held on June 27th at 1:00pm, Jefferson County Courthouse, Lookout Mountain Room.

Chair Dale commented that Ms. Carla Perez (Senior Transportation Policy Analyst for the Governor) has requested to present to the Board on behalf of the Governor's Transportation Finance and Implementation Blue Ribbon Panel.

Adjournment

In that there were no further items of business to discuss, the meeting stood adjourned at 2:58 p.m.

Secretary of the Meeting