

RECORD OF PROCEEDINGS

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS

OF THE

ROCKY MOUNTAIN RAIL AUTHORITY Held: Friday, November 21, 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)
John Tangen, RFTA Controller, Fiscal Agent RMRA (via teleconference)
Rod Bockenfeld, Arapahoe County (Commissioner)
Robert Broom, City of Aurora (Council) (via teleconference)
Terry Carwile, City of Craig (Council) (via teleconference)
Terrance Quinn, Douglas County (Staff)
Greg Schroeder, Eagle County (Staff)
Randy Penn, Englewood (Council)
Tresi Houpt, Garfield County (Council)(via teleconference)
Forrest Whitman, Gilpin County (Commissioner) (via teleconference)
Lee Behrens, Georgetown (Council)
Dave Sturgis, Glenwood Springs (Council) (via teleconference) * Membership approved at meeting
Tom Fisher, City of Grand Junction (Staff) (via teleconference)
Tom Rogalski, Hayden (Council) (via teleconference)
Robert Bowland, Idaho Springs (Council)
Mary Jane Loevlie, Idaho Springs (Council)
Kate Newman, Jefferson County (Staff)
Robert Valdez, Las Animas County (Staff)
Wayne Williams, PPRTA (Council) (via teleconference)
Bill Moore, City of Pueblo (Staff) (via teleconference)
Pepper Whittlef, Pueblo County (Staff)
Dorothea Farris, RFTA/Pitkin County (Commissioner) (via teleconference)
Bill Christopher, RTD (Board)
Diane Mitsch-Bush, Routt County (Commissioner) (via teleconference)
Diane Mitsch-Bush, Steamboat Springs (Representing as alternate) (via teleconference)
Bob French, Summit County (Council) (via teleconference)
Gene Putman, City of Thornton (Staff)
Pete Morlan, Trinidad (Council) (via teleconference)
Mark Gordon, Town of Vail, (Council) (via teleconference)
Doug Rademacher- Weld County (Commissioner)(via teleconference)
Dave Downing, Westminster (Staff) (via teleconference)
Bob Briggs, City of Westminster (Council)
Karla Harding, Town of Timnath (Staff) (via teleconference)
Karen Tussey, Town of Yampa (Council) (via teleconference)

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Also present were:

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

Mark Boggs- PBS&J (RMRA Project Director)

Scott Meszaros- Town of Monument (Staff)

George Scheuernstuhl, DRCOG (Consultant)

John Hoffman- Town of Carbondale (Council)

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
September 26th and October 24th Meetings

Chair Dale asked if there are any corrections to the minutes. Director Morlan had a correction to the October 24th minutes which was the misspelling of his name as "Moreland". Under approval of minutes, the Director from Vail's last name "Gordon" was added to the blank line in the draft.

Director Farris moved, Director Christopher seconded, approval of the September 26th and October 24th Minutes as amended and specified by Chair and Directors. Passed.

Consideration of Approval of New Member
Jurisdictions

Chair Dale stated that Glenwood Springs and Lakewood have both submitted paperwork to the Board for new membership approval at this meeting.

Director Farris moved, Director Christopher seconded, approval of Glenwood Springs and Lakewood as new members to the RMRA Board. Passed.

Review of Members, Alternates and Contact
Information

Chair Dale commented that any member jurisdiction that has any changes to their members, alternates or with their contact information to please forward those corrections on to Chair Dale's e-mail. An update was e-mailed to the Board in the meeting materials for this meeting.

Financial Reports/ Approval of Bills

Director Tangen reviewed the September 30th Balance Sheet/Statement of Net Assets. He reviewed the Accounts Payable provided on the Balance Sheet.

Director Moore moved, Director Farris seconded, approval of the Balance Sheet/Statement of Net Assets dated September 30th and payment of September Accounts Payable which included; (payments of \$137,798 to TEMS, Inc., \$3000 Icenogle Norton, \$11,369 PBS&J). Passed.

Director Tangen reviewed the October Balance Sheet/Statement of Net Assets which were prepared. He reviewed the Accounts Payable provided for October which

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included; (payments to TEMS, Inc. \$123,522, \$3000 Icenogle Norton, \$12,759 PBS&J). He stated that he will forward the report on to the Chair who will send the report out to the Board.

Director Christopher moved, Director Behrens seconded, approval of the October Accounts Payable as presented by Director Tangen. Passed.

Consideration of approval of Resolution for Exemption of 2007 Audit

Chair Dale stated that a combined 2007 and 2008 statement will be completed in 2009 for the audit. To accomplish this, an exemption of the 2007 Audit is required.

Director Tangen stated that doing this meets all CDOT Grant Requirements as there were no reimbursements received in 2007 from CDOT. Auditors will do a combined 2007/2008 Audit as Chair Dale stated.

Ms. Tamara Gilida, RMRA Attorney (Icenogle, Norton, Smith, Blieszner, Gilida & Pogue, P.C.) stated that the Colorado Audit Law requires that each approving Board member sign the approving resolution requesting the 2007 exemption from audit.

Director Farris moved, Director Lehnen seconded, approval of an exemption from Audit, to designate the Chair authority to sign and to allow the signing and routing of all approving signatures to be forwarded to legal counsel. Passed unanimously.

Public Hearing for RMRA 2009 Budget/
Consideration of Approval of RMRA 2009
Budget

Chair Dale stated that the format has been streamlined quite a bit. The document shows a cumulative 3-year format, we are approving the 2009 budget. The budget shows that a balance of \$78k at the end of 2009 will exist.

Director Tangen discussed the format of the Budget document and commented that it is in the format required by Colorado Law.

Director Bockenfeld commented that Arapahoe County contributed \$25k in 2007 and \$25k in 2008 to RMRA as agreed in their original commitment to RMRA and CDOT. After budget discussions for 2009, Arapahoe County will not be contributing \$12.5k to RMRA in 2009.

Chair Dale thanked Director Bockenfeld for the \$50k contribution (\$25k in 2007 and \$25k in 2008) and stated that he would make the correction to the budget document.

Chair Dale opened the public hearing for comments. Seeing none, the public hearing was closed and the item brought back before the Board for possible discussion and motion.

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Director Farris moved, Director Bowland seconded, approval of the RMRA 2009 Budget, noting the deduction of the Arapahoe County Contribution (-\$12.5k). Passed unanimously.

Feasibility Study Steering Committee Report

Chair Dale reviewed the activities of the Alternatives Development Workshop, Methodology Technical Report, Scoping Report, Existing Conditions Report, Peer Panel Agenda, and Survey. Chair Dale stated that Mr. Ray Ellis, a member on the peer panel, said it was the most amiable peer group he had ever been on and the least adversarial. Chair Dale thanked Mark Boggs, RMRA Project Director for assembling the Peer Review Panel. He stated that they recommended eliminating one of the three alternatives, however the Steering Committee did not agree.

Outreach Committee Report

Director Lehnen stated that Lincoln County is interested in submitting membership paperwork. He continues to work with Greenwood Village, Parker, and Lone Tree on becoming members.

Director Farris commented that she has been working with Basalt.

During discussions, a party on the conference call began speaking and was identified as not being a RMRA Board member or alternate.

Ms. Tamara Gilida, RMRA Attorney, stated that vendors or non-Board or Alternate persons should not be speaking via the teleconference. She inquired how this person obtained the call in information.

Chair Dale stated that the call in numbers are widely disseminated and to keep quorum and participation as needed, it would be nearly impossible if the phone numbers and dial in information were kept "secret".

Director Moore stated that he believes that potential vendors or other non-Board participation borders on illegal and at the very least unethical.

Ms. Tamara Gilida, RMRA Attorney, suggested that the Board not entertain any vendors or other interested party presentations or comments unless those parties are present at the meeting. She suggested that the Board pass a resolution requiring public comments or interested parties be in attendance at the meeting. At the very least they should identify themselves.

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Director Moore moved, Director Mitsch-Bush seconded, approval of a resolution specifying that the Board will not entertain any vendors or other interested party presentations or comments unless the party is physically present at the meeting. Passed unanimously.

Discussion ensued that the appropriate place for any vendor or technology related presentations should be the Steering Committee, not the Governing Board.

Director Putman suggested that a "Public Comments" item should be added to the meeting agenda, and that any such comments must come from persons "present at the meeting only".

Chair Dale responded that he would amend the future agendas to reflect the inclusion of a "Public Comments" item.

2009 Meeting Schedule

Chair Dale stated that the Steering Committee is scheduled to meet from 9:30 to 12:00 and the Board from 1:00 to 3:00 on January 23, February 27, March 27, April 24, May 22, June 26, July 24, and August 28.

Next RMRA Board Meeting

Chair Dale stated that the next Board meeting will be held on December 12th at 1:00pm, Jefferson County Courthouse, Lookout Mountain Room.

Director Farris suggested that the December 12th Board meeting should be cancelled due to the many other regional meetings and holiday schedules taking place next month.

Chair Dale responded that cancellation of the Governing Board sounds appropriate if the Board agrees, however he suggested holding an Executive Committee meeting in its place that day. The Board agreed.

The next Board meeting will be held on January 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 2:22 p.m.

Secretary of the Meeting