

# RECORD OF PROCEEDINGS

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## MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS

### OF THE

ROCKY MOUNTAIN RAIL AUTHORITY Held: Friday,  
February 22, 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  
Diane Mitsch Bush, Routt County (Commissioner)  
Terrance Quinn, Douglas County (Staff)  
Forrest Whitman- Gilpin County (Commissioner)  
Karen Tussey- Yampa (Council)  
Bob French- Summit County (Commissioner) (via  
teleconference)  
Bob Briggs- Westminster (Council)  
Gene Putman- City of Thornton (Staff)  
Catherine Green- Town of Monument (Staff)  
Tracey McCoy- Timnath (Staff)  
Kate Newman- Jefferson County (Staff)  
Greg Schroeder- Eagle County (Staff) (via teleconference)  
Kevin McCasky- Jefferson County (Commissioner)  
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)  
Dorothea Farris- RFTA/Pitkin County (Commissioner)  
Bill Moore- City of Pueblo (Staff)

#### **Also present were:**

Ed Icenogle- Icenogle, Norton, Smith, Blieszner, Gilida &  
Pogue, P.C.  
Tamara Gilida- Icenogle, Norton, Smith, Blieszner, Gilida &  
Pogue, P.C.  
Mark Boggs- PBS&J (RMRA Project Director)  
Tom Mauser- Colorado Department of Transportation (Staff)  
Scott Meszaros- Town of Monument (Staff)

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- 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  
Chair Dale stated that Scott Meszaros will likely not be able to attend the next meeting to take minutes due to election related responsibilities.  
  
Chair Dale asked if there are any corrections to the minutes. Mr. Bill Moore stated that he was in attendance at the previous meeting for the City of Pueblo. Mr. Tracey McCoy stated that he is in fact staff, not Council for Timnath.  
  
Director moved, Director seconded, approval of the January 11, 2008 Minutes as amended and specified by Chair and Directors. Passed.
- Consideration of Approval of New Member Jurisdictions  
Chair Dale stated that Huerfano County, Craig, Georgetown, Oak Creek, and Steamboat Springs have submitted paperwork to the Board for new membership approval at this meeting.  
  
Director Putman moved, Director McCasky seconded, approval of Huerfano County, Craig, Georgetown, Oak Creek, and Steamboat Springs as members to the RMRA Board. Passed unanimously.
- Attorney Report on Bylaws, Executive Committee and Options  
Chair Dale stated that legal counsel provided several memorandums regarding membership/quorum issues and Executive Committee usage; per the Board's direction at the last meeting.  
  
Ms. Tamara Gilida, RMRA legal counsel, Icenogle, Norton, Smith, Blieszner, Gilida & Pogue, P.C., discussed memorandums, clarifying such items as quorum, which would be a majority of the members. Ms. Gilida reported on potential use of the executive committee described in the RMRA establishing contract. .
- Discussion of Bylaws  
Chair Dale stated that the Board will wait until the bylaws are approved to appoint officers. An appointing committee may be created at the next meeting and then officers may be elected.  
  
Mr. Ed Icenogle, RMRA legal counsel, Icenogle, Norton, Smith, Blieszner, Gilida & Pogue, P.C., discussed the draft bylaws, including their relation to the RMRA establishing contract. He reported that the bylaws continue the allowance of phone participation for quorum and voting , and this is allowed by the establishing contract.

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Director Putman questioned whether the bylaw draft accurately reflected the establishing contract intent to allow staff persons appointed by RMRA members to serve on the RMRA Board.

Chair Dale and the two founding RMRA members confirmed their intent to allow appointment of either elected officials or staff members.

During the discussion regarding the meaning of the relevant provision of the establishing contract, the Board determined, that the language in question was intended to allow RMRA members to appoint either elected officials or staff of such members to serve on the RMRA Board of Directors,.

Director Mitsch Bush moved, Director Lehnen seconded, that the RMRA Board formally declare the meaning of paragraph 1.06 of the Establishing Contract to be the following: Members of the RMRA Board of Directors may be either (1) elected or appointed members of the RMRA Members' respective boards, councils or commissions or (2) staff persons appointed by such board, councils or commissions. Passed unanimously.

Mr. Icenogle stated that all Members would be advised of the Board's determination, and that ratification of all previous actions would be undertaken at a future meeting..

Mr. Icenogle continued his review of the bylaws with the Board noting the Board's preferences where appropriate. Mr. Icenogle and Ms. Gilida agreed to provide a revised draft of the bylaws in advance of the next board meeting.

Study RFP Evaluation Committee Report

Chair Dale stated that the RFP will be advertised and mailed to prospective proposers on February 18<sup>th</sup>. A mandatory pre-proposal meeting is scheduled for February 29<sup>th</sup>, 1:00 PM at the Douglas County Annex in Lone Tree (9350 Heritage Hills Circle, Lone Tree). On March 21<sup>st</sup> written Proposals are due to the PMC no later than the 1:00 PM deadline. April 25<sup>th</sup> is scheduled as the decision and finalization date, which may be pushed back if there is a large volume of RFP's to be rated.

Director Farris moved, Director Lehnen seconded, to appoint Director Hilbert, Director Lehnen, Director Drumm (or) Green, Director Tussey, Director Putman, Director Tangen, Director Moore, Director Mauser, Director Briggs, and Director Dale, to the evaluation committee for the RFP and to allocate to the chair power to add up to an additional three positions on the committee. Passed unanimously.

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### Outreach Committee Report

Chair Dale stated that meetings are scheduled with Glenwood Springs and Steamboat Springs. Aurora and Denver are close; he stated that the Board is weak on the northern Interstate-25 corridor and seeking further participation is encouraged.

### Financial Report

Director Tangen commented that there is one request for payment; the November, December, and January legal fees for Icenogle, Norton, Smith, Blieszner, Gilida & Pogue, P.C. in the maximum amount of \$3,000 as per contract per month.

Director Whitman moved, Director Putman seconded, approval of payments for November, December, and January not to exceed \$3000/month to Icenogle, Norton, Smith, Blieszner, Gilida & Pogue, P.C. as presented. Passed.

### Next RMRA Board Meeting

Chair Dale stated that the next Board meeting will be held on March 28<sup>th</sup> 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 3:09 p.m.

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Secretary of the Meeting