

**Board of Directors**

Chair – Tom Tobiassen, District F
 First Vice Chair – Larry Hoy, District J
 Second Vice Chair – Barbara Deadwyler, District B
 Secretary – Paul Daniel Solano, District K
 Treasurer – Tina Francone, District N

Lorraine Anderson, District L
 Ernest Archuleta, District C
 Kent Bagley, District H
 Dr. Claudia Folska, District E
 Bill James, District A

Gary Lasater, District G
 Judy Lubow, District I
 Natalie Menten, District M
 Chuck Sisk, District O
 Jeff Walker, District D

BOARD OF DIRECTORS MEETING
March 29, 2016 at 5:30 PM

I. Call to Order

Chair Tobiassen called the meeting to order at 5:30 p.m.

II. Pledge of Allegiance

Chair Tobiassen asked everyone to stand and join him in the Pledge of Allegiance.

III. Roll Call - Determination of Quorum

Attendee Name	Title	Status	Arrived
Lorraine Anderson	Director, District L	Present	5:32 PM
Ernest Archuleta	Director, District C	Present	5:18 PM
Kent Bagley	Director, District H	Present	5:30 PM
Barbara Deadwyler	Director, District B	Present	5:21 PM
Claudia Folska	Director, District E	Present	5:15 PM
Tina Francone	Director, District N	Present	5:48 PM
Larry Hoy	Director, District J	Present	5:31 PM
Bill James	Director, District A	Present	5:38 PM
Gary Lasater	Director, District G	Present	4:59 PM
Judy Lubow	Director, District I	Present	5:32 PM
Natalie Menten	Director, District M	Present	5:29 PM
Chuck Sisk	Director, District O	Present	5:30 PM
Paul Solano	Director, District K	Present	5:29 PM
Tom Tobiassen	Director, District F	Present	5:29 PM
Jeff Walker	Director, District D	Present	5:28 PM

Barbara McManus called role. There were thirteen (13) members present at roll call. Directors Francone and James arrived late.

Staff Present: Bruce Abel, Susan Altes, Rolf Asphaug, Robert Austin, Shirley Bennett, Gina Callahan, Susan Cohen, Heather Copp, Ignacio Correa-Ortiz, Lou Cripps, John Elias, Sherry Ellebracht, Terry Emmons, David Genova, Steve Gieske, George Gill, Ryan Gill, Bob Grado, Doug Gragg, Brian Iacono, Erin Klaas, Russ Larson, Adrian Mabry, Doug Macleod, Brian Matthews, Robin McIntosh, Barbara McManus, Doug Monroe, Mike Nabhan, Scott Reed, Richard Rost, John Tarbert, Gary Turnquist, Ashland Vaughn, Jyotsna Vishwakarma

Others Present: Arthur Deaters, Corey DeLizza, Arlene Gill, Sherman Hamilton, Dietrich Hoffner, Danielle Kitson, David Kreutzer, Jill Marcy, Mike Meader, Michelle Medal, Janet Streater, Shane Tempel, Joe Triplett, Gary Van Dorn, Monte Whaley, Josh William

IV. Retiree Awards

Chair Tobiassen noted there were six retirees this month with four in attendance.

Interim General Manager Genova recognized Marla Lien, General Counsel with 25 years of service. He acknowledged that she has played a major role in every RTD deal during that time from FasTracks railroad negotiations, to our public-private partnerships, to Denver Union Station. She has been one of the most dedicated, hardworking and committed people that Interim General Manager Genova has known. He noted that Marla is nationally known in the industry and her contributions to the District have been numerous. He shared that he has been teasing her because she is going to work part-time, four days a week. He pointed out that Marla had many things to be proud of outside her work accolades. Her son, Adam, is in his fourth year of medical school, which brings her a great deal of joy. Her also recognized her husband Rick who was in attendance. Interim General Manager Genova wished her all the best as she transitioned to a new adventure. He thanked her for all she has done for RTD and the transit industry.

Marla Lien thanked RTD for all they have done for her. She said it has been a privilege and a chance to be involved and contribute to the region. She stated everyone over the past 25 years has helped make this organization and region great. Her job gave her a chance to be part of that and work with such talented and dedicated individuals. She noted that this Board and the other Boards collectively over the years charged staff to get the work done. She commented that she is leaving at a time when she has done her part but now the Agency will get to stand and see the fruits of all RTD has accomplished over the last 20 years. She was very proud to be part of it.

Bruce Abel, Assistant General Manager of Bus Operations, and Steve Gieske, General Superintendent of Maintenance, introduced George Gill, Technical Training Instructor with 21 years of service. Bruce Abel shared that George started off as a mechanic, became a

supervisor, and is now a Technical Training Instructor. He said George plans to camp, fish and gold in his retirement. He recognized his wife Arlene and son Ryan who were in attendance.

Steve Gieske recognized Gorge for his contributions. He indicated that George has been the key instructor in the mechanic helper program to help grow our mechanics from our internal employees. He stated this has been an outstanding and very successful program. In fact, one of the program participants will be taking George's position to head up the helper program. He said he hopes staff can continue to live up to George's standards for the program.

George Gill thanked RTD for allowing him to work here for 21 years. He said it has been the best job he has ever had.

Bruce Abel and Gina Callahan, Acting Deputy Assistant General Manager of Bus Operations, introduced Magic Miljenko, a bus operator with 15 years of service. He said in his retirement Magic plans to ski, travel and spend time with his family. Bruce Abel thanked him for his contributions over the years.

Gina Callahan noted that she and Magic go a long way back as they drove on the Mall together. She is excited for his opportunities in retirement.

Magic Miljenko thanked RTD for the opportunity to be on the front line for our passengers. He said what makes this organization great is the opportunities that are given to everyone. He thought it was a very memorable and educational experience. He learned more at RTD than in all of his previous careers.

Bruce Abel said he would also like to recognize Robert Austin for his 45 years of service as a bus operator. He noted that Robert has a number of hobbies, including photography, woodworking, metal machining, meteorology and many others. He pointed out those were just Robert's hobbies so his retirement plans are to get busy. He pointed out that Robert is number one on the seniority list. He thanked Robert for his years of service. Robert Austin said he had to keep it short because he had to go home and finish some weather reports for the news stations as that is one of his hobbies, among many others. He shared that he was one of the first of three operators after the buyout of Denver Tramway. He drove mostly city routes during his early years and for the last 19 years he drove the AA. He enjoyed his time at RTD but he has a lot to do at home. His philosophy is to do things for other people as it makes you more appreciative when you do things for yourself.

Chair Tobiassen recognized Gary Nelson, senior accounting technician with 24 years of service, and Royola Willrich, light rail train operator with 28 years of service, who were unable to be in attendance. He congratulated all our retirees for their commitment to the region.

V. Public Participation

Chair Tobiassen stated public participation was open to anyone that wanted to address the Board. He reminded the audience that each speaker is allowed three minutes.

- Michelle Medal, Boulder, was here with several of her fellow riders who commute from Boulder each day to talk about changes to the Flatiron Flyer 2, specifically the elimination of the Dartmouth and Broadway bus stop. She shared when she first began working in Denver she was very excited to be able to commute via bus. The Dartmouth and Broadway stop is a very easy place to park and get on the bus. She understands the current plan is to eliminate this stop. With the elimination of this stop there is nowhere for her to get on the bus between her house and the Table Mesa Park-n-Ride as the ones being kept do not have parking. She stated it would be a very large burden for her, and others, to get to the Table Mesa Park-n-Ride, drive around in circles to find parking, climb 4 flights of stairs, and then cross a bridge to get to the bus. She urged RTD to consider keeping the stop at Dartmouth and Broadway.
- David Kreutzer, Boulder, thanked Director Sisk for his communication with him and fellow riders related to the Dartmouth and Broadway bus stop. He said he was going to address the first and last mile issue. He believes the old system of having the BX stop at every other stop along Broadway really solved the first-last mile issue by making it easy for people to walk to their homes. By eliminating so many stops, especially at Dartmouth, he thinks RTD is taking a step backward in addressing the first-last mile problem. He explained that the total amount of time it now takes people to get to their final destination is increased even if eliminating some stops has decreased the travel time of the bus through that one segment. RTD needs to focus on the total travel time of the passenger, not just the bus. He hopes there will be further public input regarding the stops along Broadway.
- Dietrich Hoffner, Boulder, also wanted to address the stop at Broadway and Dartmouth. He echoed everything that had already been said about the importance of this stop. He said through conversations with RTD staff, who have been very helpful, it seems RTD's preferred solution is that riders take a local bus to the Table Mesa Park-n-Ride. He indicated this would add 10-15 minutes, which is a lot of time in both directions. He noted the Dartmouth Park-n-Ride is also used as overflow for the Table Mesa Park-n-Ride. He thinks it would be a shame to see this stop closed in favor of stops that do not have similar parking options.
- Doug Gragg, Denver, commended RTD for the diversity that can now be seen at Denver Union Station. He said previously there was a lack of diversity but during his recent trip it was evident.
- Janet Streater, Boulder, commented that three months ago RTD closed a number of stops in South Boulder. She noted the only remaining Park-n-Rides are the very first and very last stop as RTD closed the remaining ones. She purchased her home because of its location to the Dartmouth and Broadway park-n-Ride. It is a very

well designed stop that has almost no impact on the schedules. The stop is still operating at temporary and she hopes it will be made a permanent stop.

VI. Committee Reports

Planning & Development Committee – Chaired by Director James
Government Relations Committee – Chaired by Director Folska
FasTracks Monitoring Committee – Chaired by Director Hoy
Civil Rights Committee – Chaired by Director Deadwyler
Operations & Customer Services Committee – Chaired by Director Anderson
Financial Administration & Audit Committee – Chaired by Director Menten
GM Oversight & Performance Management – Chaired by Director Francone
CDOT – Director Walker
E-470 – Director Lasater
ACED – Director Solano/Director Hoy
Northwest Parkway – Chair Tobiassen
Pension Committee – Director Lubow/Chair Tobiassen

There were no changes to the committee reports.

VII. General Manager Oversight and Performance Management Update

Committee Chair Francone indicated there was no update as the Board would be discussing Interim General Manager Genova’s contract later in the meeting.

VIII. Approval of Board Meeting Minutes of February 16, 2016

Motion: Director Deadwyler made the motion to approve the Board Meeting minutes of February 16, 2016.

Director Folska seconded the motion.

Vote on the

Motion: The motion passed with 15 in favor (Anderson, Archuleta, Bagley, Deadwyler, Folska, Francone, Hoy, James, Lasater, Lubow, Menten, Sisk, Solano, Tobiassen, Walker) and 0 opposed.

RESULT: ACCEPTED [UNANIMOUS]

MOVER: Barbara Deadwyler, Director, District B

SECONDER: Claudia Folska, Director, District E

AYES: Anderson, Archuleta, Bagley, Deadwyler, Folska, Francone, Hoy, James, Lasater, Lubow, Menten, Sisk, Solano, Tobiassen, Walker

Chair Tobiassen declared the motion **PASSED unanimously.**

IX. Chair's Report

Chair Tobiassen recognized the untimely passing of former General Manager Cal Marsella, who many considered to be the visionary of FasTracks. The progress RTD is making today is due to his hard work and dedication. Chair Tobiassen said it was a great shock to learn of his passing.

Chair Tobiassen provided the following report:

Attended Events

- February 25 – Transportation for the Disability Community Forum (Deadwyler, Folska, Tobiassen)
- February 27 – Hispanic Contractors of Colorado Awards Banquet at the Grand Hyatt (Deadwyler, Solano, Tobiassen)
- March 5 – Board/SLT Advance
- March 8 – Mile High Connects and King County Transit Meeting (James, Lubow, Menten, Solano, Sisk, Walker)
- March 13 to 15 – APTA Legislative Conference in Washington, D.C. (Folska, Francone, Lasater, Solano, Tobiassen)

Ongoing and Upcoming Events

- Telephone Town Halls began with Directors James and Sisk on March 28 and continue through April
- The Board Budget Workshops started today and will run through August
- March 31 – Ribbon Cutting at Commerce City and 72nd Station (Solano)
- April 21 – University of Colorado A-Line VIP Reception at the Westin Hotel (Anderson, Bagley, Deadwyler, Folska, Francone, Hoy, James, Lasater, Sisk, Solano, Tobiassen, Walker)
- April 22 to 23 – University of Colorado A-Line Opening Day Celebrations
- April 30 to May 3 – APTA Transit Board Member/Board Support Seminar in San Antonio, TX (Anderson, Hoy, Solano, Walker)

X. General Manager's Report

Interim General Manager Genova briefed the Board on the following activities:

- Attended the Senate Transportation Committee Meeting on Thursday, February 18, to provide testimony on the Bus on Shoulder Legislation
- Met with 16th Street Mall Partners on Monday, February 22
- Attended House Transportation Committee on Wednesday, February 24 to provide testimony on Access-a-Ride
- Hosted the MAX program the week of February 29
- Attended meeting with Stacie Gilmore, Denver City Councilwoman, on Tuesday, March 1
- Attended closing with Union Pacific on Addendum C on Friday, March 4

- Met with Mile High Connects and Chris Arkills of King County Transit on Tuesday, March 8
- Met with Denver Chamber, DRCOG and CDOT to discuss Mobility Choice on Friday, March 11
- Attended the APTA Legislative Conference from March 12 through March 17
- Met with 16th Street Mall Partners on Monday, March 21
- Spoke at Mayor Hancock’s International Advisory Council on Tuesday, March 22 at DIA
- Spoke at Transportation Solutions Event on Thursday, March 24

Interim General Manager Genova recognized the entire RTD team that delivered the service we could during the recent blizzard. He said everyone worked very hard in challenging conditions. It was difficult to predict what routes could be operated with rolling road closures and was a challenge to communicate; however, he thought everyone did a great job.

Chair Tobiassen thanked the RTD employees for their hard work during the blizzard as well.

XI. Unanimous Consent

Chair Tobiassen asked for a motion to approve items A through G on the unanimous consent agenda.

Motion: Director Bagley made the motion to approve the unanimous consent agenda.

Director Anderson seconded the motion.

Vote on the

Motion: The motion passed with 15 in favor (Anderson, Archuleta, Bagley, Deadwyler, Folska, Francone, Hoy, James, Lasater, Lubow, Menten, Sisk, Solano, Tobiassen, Walker) and 0 opposed.

RESULT: PASSED [UNANIMOUS]

MOVER: Kent Bagley, Director, District H

SECONDER: Lorraine Anderson, Director, District L

AYES: Anderson, Archuleta, Bagley, Deadwyler, Folska, Francone, Hoy, James, Lasater, Lubow, Menten, Sisk, Solano, Tobiassen, Walker

Chair Tobiassen declared the motion **PASSED unanimously**.

A. Resolution No. __ Series of 2016, RTD Position on Senate Bill 16-123

B. Resolution No. __ Series of 2016, North Metro Project Property Acquisition

It is recommended by the FasTracks Monitoring Committee that the Board of Directors pass the attached property acquisition resolution certifying properties as necessary for construction of the North Metro Project and authorize staff to proceed with all requisite legal process under state eminent domain law.

C. Purchase of Six (6) Articulated Buses

It is recommended by the Operations and Customer Service Committee that the RTD Board of Directors authorize the Interim General Manager, or his designee, to exercise an option and amend contract 13-FK-001 in an amount not to exceed \$4,127,000 with New Flyer of America Inc. for the purchase of six (6) additional 60' articulated buses and associated spare components.

It is also recommended that the Board of Directors authorize the transfer of \$4,127,000 from the intercity bus procurement project to cover the cost of the requested 6 new articulated buses.

D. B and G Line Bus and Rail Service Plan

It is recommended by the Operations and Customer Services Committee that the Board of Directors approve the B and G Line Bus and Rail Service Plan package as revised and summarized in Attachment A resulting in an annualized cost of approximately \$72,700 in addition to the cost of the B and G Line commuter rail service cost as included in the Concession Agreement, and, further, to authorize the Interim General Manager or his designee to execute contract amendments as necessary for private operators whose service is impacted by these changes.

E. Construction Amendment for Contract 35 DP-003 – Platte Hoist Replacement

It is recommended by the Operations and Customer Services Committee that the Board of Directors authorize the Interim General Manager to amend contract 35 DP-003 with Precision Construction Services for an additional \$1,687,083, increasing the contract not-to-exceed amount to \$2,322,433.

F. Architectural / Engineering Contract with Short Elliot Hendrickson (SEH), Contract 11 DO-025 - Contract Amendment

It is recommended by the Operations and Customer Services Committee that the Board of Directors authorize the Interim General Manager to amend contract 11 DO-025 with SEH to allow for additional architectural / engineering design services in the amount of \$1,000,000 for a new, not-to-exceed contract amount of \$4,000,000. Work is administered on an as-needed, work order basis. The amended amount is to be funded by various Strategic Budget Plan (SBP) approved future projects and existing projects under contract.

G. Resolution No. ___, Series of 2016 A Resolution Expressing the intent of the Board to be reimbursed for certain expenses relating to the financing of the FasTracks Project

It is recommended by the Financial Administration and Audit Committee that the Board of Directors approve the attached Resolution Number __ (the "Resolution"), expressing the intent of the Board to be reimbursed for certain expenses relating to the financing of the FasTracks Project.

XII. Recommended Action

H. Resolution No. ___ Series of 2016, Operations and Maintenance – North Metro Rail Line

It is recommended that the Board of Directors pass the attached resolution authorizing the General Manager to procure and/or execute any necessary work orders, change orders and amendments with Denver Transit Partners (DTP) or its subsidiaries/subcontractors for the operation and maintenance and any additional capital requirements for the North Metro Rail Line in accord with the Board approved annual budget up to the start of revenue passenger service of the North Metro Rail Line.

Motion: Director Solano made the motion to approve Resolution No. ___ Series of 2016, Operations and Maintenance of the North Metro Rail Line.

Director Sisk seconded the motion.

Vote on the

Motion: The motion passed with 15 in favor (Anderson, Archuleta, Bagley, Deadwyler, Folska, Francone, Hoy, James, Lasater, Lubow, Menten, Sisk, Solano, Tobiassen, Walker) and 0 opposed.

RESULT: ADOPTED [UNANIMOUS]

MOVER: Paul Solano, Director, District K

SECONDER: Chuck Sisk, Director, District O

AYES: Anderson, Archuleta, Bagley, Deadwyler, Folska, Francone, Hoy, James, Lasater, Lubow, Menten, Sisk, Solano, Tobiassen, Walker

Chair Tobiassen declared the motion **PASSED unanimously**.

I. Resolution No. ___ Series of 2016, Southeast Rail Extension Project Property Acquisition

It is recommended by the FasTracks Monitoring Committee that the Board of Directors pass the attached property acquisition resolution certifying properties as necessary for construction of the Southeast Rail Extension Project and authorize staff to proceed with all requisite legal process under state eminent domain law.

Motion: Director Lasater made the motion to approve Resolution No. ___ Series of 2016, Southeast Rail Extension Project Property Acquisition.

Director Bagley seconded the motion.

Vote on the

Motion: The motion passed with 15 in favor (Anderson, Archuleta, Bagley, Deadwyler, Folska, Francone, Hoy, James, Lasater, Lubow, Menten, Sisk, Solano, Tobiassen, Walker) and 0 opposed.

RESULT: ADOPTED [UNANIMOUS]

MOVER: Gary Lasater, Director, District G

SECONDER: Kent Bagley, Director, District H

AYES: Anderson, Archuleta, Bagley, Deadwyler, Folska, Francone, Hoy, James, Lasater, Lubow, Menten, Sisk, Solano, Tobiassen, Walker

Chair Tobiassen declared the motion **PASSED unanimously**.

J. Anschutz Shuttle Pass through Funds

It is recommended by the Operations and Customer Service Committee that the Board of Directors authorize the Interim General Manager or his designee, to execute all documents necessary to enter into an Agreement with the University of Colorado in an amount not to exceed \$2,157,000 for the purpose of distributing grant funds in order to fund the Anschutz Shuttle. This Agreement is for the period 2016-2019.

Motion: Director Deadwyler made the motion to approve the Anschutz Shuttle Pass through Funds.

Director Folska seconded the motion.

Vote on the

Motion: The motion passed with 14 in favor (Anderson, Archuleta, Bagley, Deadwyler, Folska, Francone, Hoy, James, Lasater, Lubow, Sisk, Solano, Tobiassen, Walker) and 1 opposed (Menten).

RESULT: PASSED [14 TO 1]

MOVER: Barbara Deadwyler, Director, District B

SECONDER: Claudia Folska, Director, District E

AYES: Anderson, Archuleta, Bagley, Deadwyler, Folska, Francone, Hoy, James, Lasater, Lubow, Sisk, Solano, Tobiassen, Walker

NAYS: Natalie Menten

Chair Tobiassen declared the motion **PASSED**.

K. Route L Pass through Funds

It is recommended by the Operations and Customer Service Committee that the Board of Directors authorize the Interim General Manager or his designee, to execute all documents necessary to enter into an Agreement with Boulder County in an amount not to exceed \$2,080,000 for RTD to provide expanded Route L service. This service will be funded through CMAQ grant funding and local match funds provided by Boulder County. This Agreement is for the period 2016-2019.

Motion: Director Sisk made the motion to approve the Route L Pass through Funds.

Director Anderson seconded the motion.

Vote on the

Motion: The motion passed with 15 in favor (Anderson, Archuleta, Bagley, Deadwyler, Folska, Francone, Hoy, James, Lasater, Lubow, Menten, Sisk, Solano, Tobiassen, Walker) and 0 opposed.

RESULT: PASSED [UNANIMOUS]

MOVER: Chuck Sisk, Director, District O

SECONDER: Lorraine Anderson, Director, District L

AYES: Anderson, Archuleta, Bagley, Deadwyler, Folska, Francone, Hoy, James, Lasater, Lubow, Menten, Sisk, Solano, Tobiassen, Walker

Chair Tobiassen declared the motion **PASSED unanimously**.

L. Route 324 Pass through Funds

It is recommended by the Operations and Customer Service Committee that the Board of Directors authorize the Interim General Manager or his designee, to execute all documents necessary to enter into an Agreement with the City of Longmont in an amount not to exceed \$1,470,000 for RTD to provide expanded service on Route 324. This service will be funded through CMAQ grant funding and local match funds provided by the City of Longmont. This Agreement is for the period 2016-2019.

Motion: Director Lubow made the motion to approve the Route 324 Pass through Funds.

Director Anderson seconded the motion.

Vote on the

Motion: The motion passed with 15 in favor (Anderson, Archuleta, Bagley, Deadwyler, Folska, Francone, Hoy, James, Lasater, Lubow, Menten, Sisk, Solano, Tobiassen, Walker) and 0 opposed.

RESULT: PASSED [UNANIMOUS]

MOVER: Judy Lubow, Director, District I

SECONDER: Lorraine Anderson, Director, District L

AYES: Anderson, Archuleta, Bagley, Deadwyler, Folska, Francone, Hoy, James, Lasater, Lubow, Menten, Sisk, Solano, Tobiassen, Walker

Chair Tobiassen declared the motion **PASSED unanimously**.

M. Route 62 Pass through Funds

It is recommended by the Operations and Customer Service Committee that the Board of Directors authorize the Interim General Manager or his designee, to execute all documents necessary to enter into an Agreement with Commerce City in an amount not to exceed \$1,695,000 for RTD to provide the new Route 62 service. This service will be funded through CMAQ grant funding and local match funds provided by Commerce City. This Agreement is for the period 2016-2019.

Motion: Director Deadwyler made the motion to approve the Route 62 Pass through Funds.

Director Solano seconded the motion.

Vote on the

Motion: The motion passed with 15 in favor (Anderson, Archuleta, Bagley, Deadwyler, Folska, Francone, Hoy, James, Lasater, Lubow, Menten, Sisk, Solano, Tobiassen, Walker) and 0 opposed.

RESULT: PASSED [UNANIMOUS]

MOVER: Barbara Deadwyler, Director, District B

SECONDER: Paul Solano, Director, District K

AYES: Anderson, Archuleta, Bagley, Deadwyler, Folska, Francone, Hoy, James, Lasater, Lubow, Menten, Sisk, Solano, Tobiassen, Walker

Chair Tobiassen declared the motion **PASSED unanimously**.

N. Superior Call-n-Ride Pass through Funds

It is recommended by the Operations and Customer Service Committee that the Board of Directors authorize the Interim General Manager or his designee, to execute all documents necessary to enter into an Agreement with the City of Superior in an amount not to exceed \$530,000 for RTD to provide Superior Call-n-Ride service. This service will be funded through CMAQ grant funding and local match funds from the City of Superior. This Agreement is for the period 2016-2019.

Motion: Director Sisk made the motion to approve the Superior Call-n-Ride Pass through Funds.

Director Lubow seconded the motion.

Vote on the

Motion: The motion passed with 15 in favor (Anderson, Archuleta, Bagley, Deadwyler, Folska, Francone, Hoy, James, Lasater, Lubow, Menten, Sisk, Solano, Tobiassen, Walker) and 0 opposed.

RESULT: PASSED [UNANIMOUS]

MOVER: Chuck Sisk, Director, District O

SECONDER: Judy Lubow, Director, District I

AYES: Anderson, Archuleta, Bagley, Deadwyler, Folska, Francone, Hoy, James, Lasater, Lubow, Menten, Sisk, Solano, Tobiassen, Walker

Chair Tobiassen declared the motion **PASSED unanimously**.

O. Broomfield Call-n-Ride Pass through Funds

It is recommended by the Operations and Customer Service Committee that the Board of Directors authorize the Interim General Manager or his designee, to execute all documents necessary to enter into an Agreement with the City and County of Broomfield in an amount not to exceed \$527,000 for RTD to provide expanded Broomfield Call-n-Ride service. This service will be funded through CMAQ grant funding and local match funds from the City and County of Broomfield. This Agreement is for the period 2016-2019.

Motion: Director Deadwyler made the motion to approve the Broomfield Call-n-Ride Pass through Funds.

Director Lubow seconded the motion.

Vote on the

Motion: The motion passed with 15 in favor (Anderson, Archuleta, Bagley, Deadwyler, Folska, Francone, Hoy, James, Lasater, Lubow, Menten, Sisk, Solano, Tobiassen, Walker) and 0 opposed.

RESULT: PASSED [UNANIMOUS]

MOVER: Barbara Deadwyler, Director, District B

SECONDER: Judy Lubow, Director, District I

AYES: Anderson, Archuleta, Bagley, Deadwyler, Folska, Francone, Hoy, James, Lasater, Lubow, Menten, Sisk, Solano, Tobiassen, Walker

Chair Tobiassen declared the motion **PASSED unanimously**.

P. Construction Award for RFP 14 FH - 050 – Civic Center Renovation Project.

It is recommended by the Operations and Customer Services Committee that the Board of Directors authorize the Interim General Manager to award a contract to the most qualified proposer, Mortensen Construction, in the amount of \$26,526,319.50 for the Civic Center Renovation project. Additionally, the Interim General Manager shall be authorized to issue contract amendments within the approved budget of \$30,882,564.

Motion: Director Lasater made the motion to approve the Construction Award for the Civic Center Renovation Project.

Director James seconded the motion.

Vote on the Motion: The motion passed with 14 in favor (Anderson, Archuleta, Bagley, Deadwyler, Folska, Francone, Hoy, James, Lasater, Lubow, Sisk, Solano, Tobiassen, Walker) and 1 opposed (Menten).

RESULT: PASSED [14 TO 1]

MOVER: Gary Lasater, Director, District G

SECONDER: Bill James, Director, District A

AYES: Anderson, Archuleta, Bagley, Deadwyler, Folska, Francone, Hoy, James, Lasater, Lubow, Sisk, Solano, Tobiassen, Walker

NAYS: Natalie Menten

Chair Tobiassen declared the motion **PASSED**.

XIII. Old Business

There was no old business.

XIV. New Business

There was no new business.

XV. Motion to Move into Executive Session

Motion: Director Deadwyler made the motion to move into executive session to discuss C.R.S. 24-6-402(4)(e) – General Manager Contract.

Director Solano seconded the motion.

Discussion:

Director Anderson indicated she would be voting no. She pointed out that an article was in the Denver Post about RTD being transparent, so in the name of transparency she would be voting against an executive session.

Director Hoy asked for confirmation that not having an executive session would not prohibit the Board from making a motion to approve the General Manager's contract. Rolf Asphaug, Acting General Counsel, reminded the Board that if there was an executive session it would be to determine if any further negotiations need to be done or to clarify how the proposed contract was negotiated. He said the approval of the General Manager Contract can still occur without an executive session.

Director Hoy wondered if he was correct that if a Director was satisfied with the contract it may be appropriate for that Director to vote against an executive session. Rolf Asphaug stated if a Director did not feel an executive session was necessary they should vote no.

Director Folska inquired if Directors that voted against an executive session would then be excused if the majority chose to have an executive session. Rolf Asphaug stated that regardless of how a Director voted they would still have the right to be in an executive session.

Director Folska asked if minutes from executive sessions were eventually made public. Rolf Asphaug stated they were not. He said they are recorded but the recording would only be used if someone filed a court action challenging the legality of the executive session.

Vote on the Motion:

The motion failed with 9 in favor (Archuleta, Bagley, Deadwyler, Folska, James, Lasater, Lubow, Solano,

Tobiassen) and 6 opposed (Anderson, Francone, Hoy, Menten, Sisk, Walker).

Rolf Asphaug noted that Colorado Open Meetings law required a vote of 2/3 of people present to go into executive session, therefore the motion failed with only 9 votes in the affirmative.

RESULT: **FAILED [9 TO 6]**

MOVER: Barbara Deadwyler, Director, District B

SECONDER: Paul Solano, Director, District K

AYES: Archuleta, Bagley, Deadwyler, Folska, James, Lasater, Lubow, Solano, Tobiassen

NAYS: Anderson, Francone, Hoy, Menten, Sisk, Walker

Chair Tobiassen declared the motion **FAILED**.

Chair Tobiassen called for a brief recess at 6:30 p.m. The meeting resumed at 6:46 p.m.

XVI. Recommended Action

Motion: Director Folska made the motion to approve the General Manager Contract.

Director Anderson seconded the motion.

Discussion: GM Oversight and Performance Management Committee Vice-Chair introduced Danielle Kitson, the attorney who assisted in contract negotiations with Interim General Manager Genova. He thought it was prudent to have her in attendance to discuss the legality of the contract.

Director Anderson stated she wanted it on the record that she had read the contract and agrees with it. She is ready to go forward with the contract's approval.

Motion to Postpone to a Time Certain:

Director Menten made the motion to postpone the General Manager Contract Approval until the April 19, 2016 Board Meeting.

Director Solano seconded the motion.

Discussion:

Rolf Asphaug explained that this was a debatable motion and would require a simple majority of 8 votes to pass.

Director Anderson pointed out that the process of hiring a new General Manager had been going on for a solid year. She thinks it is time for the Board to move on. The Board agreed 13 to 0 to enter into contract negotiations with Interim General Manager Genova. She believes this is a good contract. She commented that the Board has had the opportunity to look at the contract and decide if they support it. Directors Bagley and Francone and Interim General Manager Genova all negotiated this contract in good faith. She stated it is time to vote yes or no and move on.

Director Deadwyler indicated the Board received a copy of the contract at last Tuesday's meeting. She noted the full Board was not there during negotiations but believes Directors Bagley and Francone did a very good job; however, Director Deadwyler stated there was new information that was not shared with them during negotiations that she felt they should have known about. She explained that was why she wanted to have an executive session.

Director Menten recognized that the search for the General Manager had been a long process; however, seeing what is in the contract is new information. Director Menten believes the public has a right to see the contract and have time to digest the information. She thinks if the Board wants to be proud of the search process allowing the public time to review the contract is really the icing on the cake. She does not think it hurts RTD in any way and really benefits the Board. She acknowledged the hours put into the process by the GM Executive Search Committee but pointed out that she also has to look out for the taxpayers. She asked for time for the contract to be put out in the open and have this vote postponed for a month.

Motion to

Call the Question: Director Bagley made the motion to call the question.

Director Hoy seconded the motion.

After taking a vote, Chair Tobiassen declared the motion **FAILED** and allowed discussion to continue.

Discussion:

Director Folska appreciated Director Anderson's reasons for wanting an open meeting. She pointed out that each Director was elected by the people to represent those people accordingly. She said if a Director like the contract they should vote for it and if they do not like it they should not vote for it. She stated that holding up the process is not fair to the Agency, the negotiating team, or Interim General Manager Genova.

Director Lubow expressed concern about Director Deadwyler's statement that there is additional information the Board should understand.

Director Solano believes it is in the best interest of the Agency to allow the constituents' time to react as the Board works for them. He does not think the constituents have had the chance, in good faith, to come forward with their comments. He thinks there have been problems with previous General Managers so it is important to make sure that whoever the Board is choosing is also the choice of the people.

Director Deadwyler stated she disagrees with some of the statements she has heard this evening. She feels that while the Board does represent the constituents they do not have the final say in how a Director votes. She noted that Interim General Manager Genova was the choice of the public as was expressed to the Board through the public forum. She does not like that the contract was put out in the open. She thought there

would be an opportunity to discuss the contract during an executive session. There is information that she does not think the negotiators had but she does not want to discuss it publicly.

Director James stated that whatever Director Deadwyler was referencing was not big enough to impact her decision to vote on the contract this evening. He felt he had enough information to vote to approve the contract. He said he would be voting yes.

Director Hoy said he agreed with Director Deadwyler that the candidate had been chosen by community groups, the constituents and community leaders, as well as by the Board. He stated the candidates were very well vetted. Director Hoy shared that as he reads the contract, he thinks it is very good and fits within the parameters that Director Bagley and Francone were given by the General Manager Executive Search Committee and what was made publicly available to every stakeholder and constituent.

Director Francone stated that she supports open government and believes the Agency does a good job with regards to transparency. She said what confuses her is the reason for the motion to postpone this item. She asked if Director Menten feels there has not been enough opportunity for public comment. She noted there were 37 public meetings held throughout the process that were open to everyone. She wonders how Director Menten feels this process could have been more open.

Director Walker agreed that the process has been extremely open. He thinks the public has entrusted the Board to negotiate the contract. He said there needs to be some level of trust that the Board will do a good job so someone is not put in a position of negotiating in public. He stated he is happy with the terms and will be voting to approve the contract if it is voted on this evening.

Director Bagley reminded the Board that a term sheet and contract negotiating parameters were given to the Board in December, 2015. At the direction of the former Chair of the Board, Chuck Sisk, he and Director Francone were charged with negotiating the contract. It has taken four months to get to this point. He pointed out that a General Manager Oversight and Performance Management Committee Meeting was held on March 8 and all Board members were invited to attend; however, not all Board members attended. He stated that the contract was within the term sheet and contract negotiating parameters. He thinks it is time to move forward and approve the contract. He believes postponing approval of the contract would be an egregious error on the part of this Board.

Director Lubow indicated she wanted to say something that is really going out on a limb for her. She does not think anyone is contesting the person who was selected. She thinks the issue has to do with salary. She wishes this discussion was initiated when the salary range discussion first began; however, it did not happen that way, which is unfortunate. She believes a discussion about all RTD employee salaries needs to be started. She stated that income inequality is a huge problem in our country. Director Lubow said it had been a pleasure working with Interim General Manager Genova but there is too much of a disparity between management salaries and that of ordinary employees.

**Vote on Motion
to Postpone to
a Time Certain:**

The motion failed with 6 in favor (Deadwyler, Francone, Lasater, Lubow, Menten, Solano) and 9 opposed (Anderson, Archuleta, Bagley, Folska, Hoy, James, Sisk, Tobiassen, Walker).

RESULT: **FAILED [6 TO 9]**

MOVER: Natalie Menten, Director, District M

SECONDER: Paul Solano, Director, District K

AYES: Deadwyler, Francone, Lasater, Lubow, Menten, Solano

NAYS: Anderson, Archuleta, Bagley, Folska, Hoy, James, Sisk, Tobiassen, Walker

Chair Tobiassen declared the motion **FAILED**.

Discussion:

Director Folska agreed that salaries can be shocking when they get to \$250K or more; however, the Board office, in conjunction with the Board of Directors, spent an enormous amount of time research this to determine the industry standard. She said that perhaps not all Directors attended those meetings but it was discussed. She stated that there were vigorous conversations about salary range, benefits, etc. Director Folska indicated she has no problem with anything in the contract. She applauded Directors Bagley and Francone for their hard work. She thanked Interim General Manager Genova for rising to the occasion and keeping the agency on track.

Director James encouraged the Board, especially those interested in postponement, to respect the process. He said the salary range has been exposed to the public and is very competitive. He stated that RTD must pay enough to get the job done well. Director James indicated he would vote to approve the contract.

Director Deadwyler congratulated Directors Bagley and Francone for negotiating this contract. She thought they did a wonderful job. She was on the GMESC team so she knows how much time was invested in this difficult process. She shared that her reasons for wanting to postpone the vote are different than those of Director Menten; however, she wants to make sure the salary matches the job description and she does not think they match.

Director Menten thanked Director Lubow for her comments as she thinks Director Lubow spoke to a

point that has gotten lost. She does not think the Board had a vote on the salary range for the General Manager's Contract. She noted the GMESC may have voted but the full Board did not. Director Menten stated she was very clear when the Board voted to enter into contract negotiations with Interim General Manager Genova that she was accepting him as the final candidate, not his salary range. Director Menten pointed out that minutes of the GMESC were not available on the internet, which is unacceptable. She said she also had an issue with the fact that someone would have to search out the salary range on the RTD website. She stated she would be voting no as she thinks the public deserves more time.

Director Lubow indicated she would be voting yes because it is important to support Dave Genova; however, she thinks a discussion around salaries needs to happen.

Director Bagley pointed out that the GMESC meetings were open to every member of the Board. The committee discussed the compensation philosophy for RTD significantly and reviewed the job description, making slight amendments. He noted that during the salary range discussions it was determined the range should be from \$260K to \$350K. He explained that he and Director Francone did an evaluation of other salaries throughout the country and found the average to be around \$300K. Director Bagley stated the article in the paper was totally inaccurate as the original salary paid to former General Manager Washington in 2009 was \$275K. He explained that in reviewing the compensation philosophy it was determined that the GMESC wanted the salary to be in the top 25%. He indicated that this salary is the same as it was six years ago. There is the opportunity for the salary to rise but even at the end of the 5th year it will only be at \$315K.

Director Bagley stated that having a conversation about salaries was never brought up until this evening. He

also thinks the discussion about transparently has gotten way out of line. The contract provided to the Board specifically said that it was confidential. He pointed out that every Director signed a confidentiality agreement as part of the process. He expected much better from a member of the Board and is appalled that the contract was released.

Director Solano said he does not question Dave Genova's ability but he does question the salary. He thinks that it is too high but for the good of the Agency he will vote yes this evening.

Director Deadwyler thanked Director Bagley for his comments. She said he was correct that the GMESC did sit down and come up with a salary range. She indicated she has no issue with the salary. She stated she is also appalled that the contract was leaked. She feels this took away the opportunity for other Board members to discuss the contract as there was not even an executive session. She thinks when one Director makes a unilateral decision it places the entire Board in a bad light. She indicated she would be voting yes as the issue she had is now mute.

Director Lasater shred when he was on the Parker Town Council they could not take any action that would encumber future councils. He wonders if that is the same for the RTD Board as he feels there are parts of the contract that encumber future Boards. He has an issue with the automatic \$10K salary increase per year. He stated he has an issue with anything that is automatic as it should be in the Board's preveue in the future to decide if the General Manager deserves a raise. Rolf Asphaug explained he had not read the contract to avoid a conflict of interest or the appearance of impropriety; however, he noted there is the Collective Bargaining Agreement that spans multiple years. He said from his understanding he does not see an issue with the automatic raise.

Director Menten thinks the Board is having a very healthy conversation with the public being able to hear the discussion. She thanked Director Anderson for the idea of keeping the discussion out of executive session. She stated there are rulings on what can be done to tie the hands of elected officials. She referenced a case in Greenwood Village where it was determined that gag orders are a violation of the constitutional rights of dissenting Board members.

Chair Tobiassen agreed there had been robust and forthright conversation.

**Vote on
Approval of
General Manager
Contract:**

The motion passed with 13 members in favor (Anderson, Archuleta, Bagley, Deadwyler, Folska, Francone, Hoy, James, Lubow, Sisk, Solano, Tobiassen, Walker) and two opposed (Lasater, Menten).

RESULT: ADOPTED [13 TO 2]

MOVER: Claudia Folska, Director, District E

SECONDER: Lorraine Anderson, Director, District L

AYES: Anderson, Archuleta, Bagley, Deadwyler, Folska, Francone, Hoy, James, Lubow, Sisk, Solano, Tobiassen, Walker

NAYS: Gary Lasater, Natalie Menten

Chair Tobiassen declared the motion **PASSED**.

Chair Tobiassen thanked everyone for participating in this process that has gone on for over a year. It would not have been possible without the dedication of the staff and Board members. He said it was a very well thought out, fair and open process.

XVII. Adjourn

Chair Tobiassen adjourned the meeting at 7:41 p.m.

Prepared and Transcribed by:

A handwritten signature in blue ink that reads "Barbara McManus". The signature is written in a cursive style and is enclosed within a light blue rectangular border.

Barbara McManus, Acting Executive Director to the Board of Directors

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