

JEFFERSON PARKWAY PUBLIC HIGHWAY AUTHORITY  
SUMMARY OF MINUTES OF SPECIAL MEETING  
APRIL 18, 2013 – 9:00 A.M.  
ARVADA CITY HALL

I. Call to Order by Chairman Williams

Chairman Marc Williams called the meeting of the Jefferson Parkway Public Highway Authority (JPPHA) to order at 9:00 a.m. Present were Chairman Marc Williams; Vice-Chairman Don Rosier; Director Greg Stokes; Director Don Allard; Ken Lloyd, Regional Air Quality Council

Also in attendance were Bill Ray, Staff to JPPHA; Tamara Seaver, Legal Counsel for the JPPHA; Kevin Standbridge and Bill Tuthill, City and County of Broomfield; Commissioner Faye Griffin, Commissioner Casey Tighe, Ellen Wakeman, Kate Newman and Pat Gilbert of Jefferson County; Chris Daly, City of Arvada; and Casey Tighe, Jefferson County Commissioner

II. Pledge of Allegiance

III. Consent Items

A. Approval of Minutes of the February 25, 2013 JPPHA Meeting

The minutes stand approved as submitted.

IV. Report from Staff

A. Budget Update

Bill Ray handed out the unaudited 2012 budget and a statement of our overall 2013 year-to-date budget.

B. RAMP Discussion

Mr. Ray said that the Colorado Department of Transportation has announced that they will free up \$1.5 billion dollars for critical projects around the state and some will be set aside for encouraging private/public types of ventures. The pre-application deadline is May 1. Mr. Ray said he has been in conversation with Mike Cherrotes and several entities have shown interest, with the idea of how we can use the State for the momentum on the completion of the entire western beltway. We have been encouraged to express our interest, like we did in Section 16, in that putting many entities at the table at the same time may realize the stated objective of this authority, as well as the western beltway. Mr. Ray requested that the board authorize the submittal of a pre-app of the parkway's interest.

Commissioner Rosier moved to submit the pre-application and said he agrees with staff on this recommendation. Commissioner Stokes seconded.

The following votes were cast on the Motion:

Those voting Yes: Williams, Rosier, Allard, Stokes

Absent: Quinn

The Motion was Approved

Chairman Williams said there has been an ongoing issue with Golden and the Jefferson County Economic Development Corporation. He said he and Commissioner Rosier met with their officials to have a conversation about getting them back into the fold. The discussion was that

they need to change their position on the Parkway and the language they crafted is not, according to Commissioner Rosier, acceptable.

Mr. Rosier said the goal was to get Golden to be a part again of the Jeffco EDC. He said they are positioning that around this resolution dealing with the Parkway and they are asking Jeffco EDC to support their new plan and talks about local control, urban development, mainstreet development. He said it would put EDC in the position of supporting a Plan that hasn't even been supported by the Golden City Council. Mr. Rosier said the EDC would rather take a position of support for all of the cities dealing with local control and the above issues, and not just the Golden plan.

Chairman Williams said Bill Ray got the word that Golden thought it could be harmful if we moved forward with hiring a financial advisor. He said he contacted the Mayor directly and she said no, and she does see value in us moving forward on that.

V. Report of the General Counsel

A. Amendment to the Leyden Rock/Jefferson Parkway Agreement

Tamara Seaver reviewed the multiple special districts that will be involved in this Agreement and they have been added as they have become active. She said this amendment affords a process they can become parties to and become bound by the covenants in the agreement.

Commissioner Allard moved that the First Amendment to Leyden Rock Agreement be approved. Commissioner Rosier seconded.

The following votes were cast on the Motion:

Those voting Yes: Williams, Rosier, Allard, Stokes

Absent: Quinn

The Motion was Approved

VI. Report from the Board of Directors - None

VII. Public Comment - None

VIII. New Business

A. Third Amendment to the Confidentiality and Exclusivity Agreement

Mr. Ray said the Board has, previously, discussed Isolux's request for this amendment. He said the Board's direction was clear that we were to go back to them to say we would approve the first right (tape). Ms. Seaver said Isolux has now agreed to our terms. Mr. Ray said the exclusivity extends to the end of September of this year. He said if at any point we cease to have an exclusive relationship with Isolux and were to receive another proposal from a third party, Isolux would have the opportunity for first negotiation currently extends through the end of April, 2015, which would give Isolux a six month period of negotiation.

Ms. Seaver clarified that this agreement is that yes, we will extend exclusivity, but no, we will not extend right of first negotiation.

Commissioner Rosier moved to accept the Third Amendment to the Confidentiality and Exclusivity Agreement. Commissioner Stokes seconded.

The following votes were cast on the Motion:

Those voting Yes: Williams, Rosier, Allard, Stokes

Absent: Quinn

The Motion was Approved

B. Status of Financial Advisor Engagement

Ms. Seaver said the negotiation with Goldman Sachs involves the engagement letter and the non-disclosure agreement. She said Goldman Sachs has not been very quick in getting back to Ed Icenogle on the engagement letter. She reviewed some of Mr. Icenogle's comments he had made on the letter. She said the non-disclosure agreement has been reviewed by Goldman Sachs and is now in the hands of Isolux. Mr. Ray said if we don't hear fairly soon, he is going to push them for a response.

Mr. Ray will get copies to the Board members.

C. Approval of JPPHA Member Reimbursement Agreements

Mr. Ray said we have come to agreement as to the form we want to utilize. He said the next step is for the entities to set out those items they want reimbursement for and the sequence of how the payback would work.

IX. Executive Session

A. Discussion of matters being negotiated, Pursuant to CRS 24-6-402(4)(e)

B. Discussion of matters regarding land acquisitions, Pursuant to CRS 24-6-402(4)(a)

C. Discussion of matters regarding legal advice, Pursuant to CRS 24-6-402(4)(b)

Tamara Seaver, Legal Counsel, stated there are matters for executive session as shown above.

Director Rosier moved to go into executive session for the above noted items; Director Allard seconded.

The following votes were cast on the motion:

Those voting Yes: Williams, Allard, Rosier, Stokes

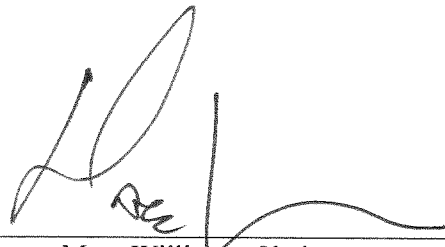
Absent: Quinn

The Motion was approved.

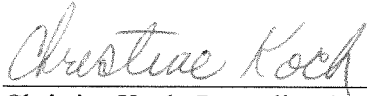
X. Other

A. Bill Ray introduced Jose Ramon from Isolux who joined the meeting, along with Maria Garcia Berry. Mr. Ramon said they were here to reaffirm their interest in the project and encourage the board to move through their process as quickly as possible.

XI. Adjournment at 11:18 following the executive session.



Marc Williams, Chairman



Christine Koch, Recording Secretary

