

JEFFERSON PARKWAY PUBLIC HIGHWAY AUTHORITY
JANUARY 26, 2012 – 9:00 A.M.
ARVADA CITY HALL -- 8101 RALSTON ROAD
ARVADA, COLORADO 80001

- I. Call to Order
- II. Pledge of Allegiance
- III. Election of Officers
 - A. Chair; Vice-Chair; Treasurer; Secretary
- IV. Organizational matters
 - A. Resolution 12-01, A Resolution Concerning Annual Administrative Items
- V. Consent Items
 - A. Approval of Minutes of the December 14, 2011 and January 9, 2012 JPPHA Meetings
- VI. Report from Staff
 - A. 2011 Year-end budget report
- VII. Report of the General Counsel
- VIII. Report from the Board of Directors
- IX. Public Comment (3 minute limit)
- X. Executive Session
 - A. Discussion of matters being negotiated, Pursuant to CRS 24-6-402(e)
 - B. Discussion of matters regarding land acquisitions, Pursuant to CRS 24-6-402(a)
 - C. Discussion of matters regarding legal advice, Pursuant to CRS 24-6-402(4)(b)
- XI. New Business
 - A. Approval of Contract with Icenogle Seaver Pogue, P.C., for 2012 Legal Services
 - B. Purchase of Liability and Errors and Omissions Insurance
 - C. Resolution 12-02 - Consideration of Amendment to Resolution 11-07
 - D. Approval of Exchange Agreement with United States Dept. of Interior and Colorado State Land Board

ADJOURNMENT

**RESOLUTION
OF THE BOARD OF DIRECTORS OF THE
JEFFERSON PARKWAY PUBLIC HIGHWAY AUTHORITY**

A Resolution Concerning Annual Administrative Items

Resolution 12-01

At a special meeting of the Board of Directors of the Jefferson Parkway Public Highway Authority (the "Authority"), held at 9:00 A.M. on Thursday, January 26, 2012, at Arvada City Hall, 8101 Ralston Road, Arvada, Colorado 80001, at which a quorum was present, the following resolution was adopted:

WHEREAS, the Authority was created pursuant to the Public Highway Authority Law, Sections 43-4-501, *et seq.*, C.R.S., to finance, construct, operate and maintain the Jefferson Parkway Public Highway; and

WHEREAS, the Board of Directors of the Authority (the "Board") has a duty to perform certain obligations in order to assure the efficient operation of the Authority; and

WHEREAS, pursuant to Section 43-4-505(3)(c), C.R.S., the Board is authorized to pass resolutions necessary for the government and management of the affairs of the Authority and the execution of the powers vested in the Authority; and

WHEREAS, pursuant to Section 43-4-505(3)(e), C.R.S., the Board is authorized to designate the location of its office or offices; and

WHEREAS, pursuant to Section 43-4-505(3)(b), C.R.S., the Board is authorized to fix the time and place of meetings either within or without the boundaries of the Authority; and

WHEREAS, pursuant to Section 43-4-505(3)(b), C.R.S., the Board is authorized to designate the method of providing notice of the meetings; and

WHEREAS, Section 43-4-513(2), C.R.S. requires that at least seven (7) days prior to a regular meeting the Board shall make available to the public written or electronic notice of the time and agenda of such meeting; and

WHEREAS, Section 24-6-402(2)(c), C.R.S., specifies the duty of the Board to designate a posting place, within the boundaries of the Authority, for notices of meetings which are not otherwise posted as regular or special meetings under Title 43, C.R.S., and that such notices shall be posted no less than twenty-four (24) hours prior to such meeting; and

WHEREAS, the Establishing Contract of the Authority specifies that special meetings of the Board may be held at any time at any place within Denver metropolitan region, upon twenty-four (24) hours written notice delivered to the home or place of employment of each member of the Board, unless such notice be waived in writing; and

WHEREAS, the Establishing Contract of the Authority specifies that notice of all special meetings shall be delivered by email, fax or physical delivery to the address of the Member or Affiliate Non-Voting Member retained by the Secretary of the Authority for the receipt of such notices, not less than twenty-four (24) hours prior to the time fixed for the meeting; and

WHEREAS, in accordance with certain provisions in the Public Highway Authority Law, Sections 43-4-510, *et seq.*, C.R.S., and the Local Government Budget Law, Sections 29-1-102, *et seq.*, C.R.S., the Board is to publish certain legal notices in a newspaper of general circulation within the boundaries of the Authority; and

WHEREAS, the Local Government Budget Law requires the Board to designate or appoint a person to prepare yearly budgets and submit the same to the Board, to hold a public hearing on the proposed budgets and any amendments thereto, to adopt budgets and to file copies of the budgets and amendments thereto with the proper governmental entities; and

WHEREAS, pursuant to Section 43-4-505(1)(a), C.R.S., the Board is authorized to delegate, by resolution, any of the powers of the board to any of the officers or agents of the board except as specifically prohibited therein; and

WHEREAS, in accordance with the Bylaws of the Board, the Board shall elect a chairman, vice-chairman and treasurer, each of whom must also be a Member-appointed Director, and the Board shall also elect a secretary, who may be, but need not be a Director; and

WHEREAS, Section 24-6-402(2)(d.5)(II)(A), C.R.S., specifies that discussions that occur in an executive session of a local public body shall be electronically recorded; and

WHEREAS, pursuant to Section 24-6-402(2)(d.5)(II)(E), C.R.S., such electronic recording of executive sessions shall be retained for at least ninety (90) days after the date of the executive session.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE JEFFERSON PARKWAY PUBLIC HIGHWAY AUTHORITY THAT RESOLVES AS FOLLOWS:

1. The Board designates Arvada City Hall, 8101 Ralston Road, Arvada, Colorado 80001 as the Authority's principal office.
2. The Board determines to hold a special meeting on January 26, 2012 at 9:00 a.m. with regular meetings on the third Thursday of April, July and October at 9:00 a.m. at Arvada City Hall, 8101 Ralston Road, Arvada, Colorado 80001. The dates for the regular meetings are determined to be April 19, 2012; July 19, 2012; and October 18, 2012.
3. That the Board designates the posting locations for notices of regular and special meetings as: (1) Arvada City Hall, 8101 Ralston Road, Arvada, Colorado 80001;

(2) Broomfield City and County Administration Building, One Descombes Drive, Broomfield, Colorado 80020; and (3) Jefferson County Administration and Courts Facility, 100 Jefferson County Parkway, Golden, Colorado 80419.

4. The Board directs that the Secretary of the Authority deliver notice of special meetings to each Member or Affiliate Non-Voting Member by email, fax or physical delivery to the address retained by the Secretary for the receipt of such notices, not less than twenty-four (24) hours prior to the time fixed for the meeting.
5. For purposes of the Colorado Open Meetings Law, the Arvada City Hall, 8101 Ralston Road, Arvada, Colorado 80001 is designated as the place at which meeting notices shall be posted.
6. For purposes of Section 43-4-513(2), C.R.S., the Board directs that notice of the time and agenda of regular meetings shall be made available to the public at Arvada City Hall, 8101 Ralston Road, Arvada, Colorado 80001 and/or <http://www.jppha.org> at least seven (7) business days prior to regular meetings of the Board.
7. That the Board designates the Denver Post as the newspaper for publication of legal notices.
8. The Board directs the Executive Director for the Authority, or such person to whom the Executive Director may delegate, to prepare and submit a proposed budget and a final budget annually and budget amendments as necessary to the governing body of the Authority; and to file the approved budgets and amendments thereto with the proper governmental entities in accordance with the Local Governmental Budget Law.
9. That the Board authorizes the Executive Director, in addition to any other grants of authority, to execute on behalf of the Authority all documents, including but not limited to contracts, options, purchase agreements, deeds and easements, which have been approved by the Board.
10. The Board hereby elects the following officers for the Authority:

Chairman: _____
Vice-Chairman: _____
Secretary: _____
Treasurer: _____
11. The Board directs staff and legal counsel to retain all electronic recordings of executive sessions for purposes of the Colorado Open Meetings Law for ninety (90) days after the date of the executive session. The Board further directs legal counsel to systematically delete all recordings of executive sessions made for

purposes of the Colorado Open Meetings Law at its earliest convenience after the ninetieth (90th) day after the date of the executive session.

Whereupon, a motion was made and seconded, and upon a majority vote this Resolution was approved by the Board.

ADOPTED AND APPROVED THIS 19th DAY OF JANUARY 2012.

**JEFFERSON PARKWAY
PUBLIC HIGHWAY AUTHORITY**

By: _____
Its: _____

ATTEST:

By: _____
Its: _____

JEFFERSON PARKWAY PUBLIC HIGHWAY AUTHORITY
SUMMARY OF MINUTES OF REGULAR MEETING
DECEMBER 14, 2011 9:00 A.M.
ARVADA CITY HALL -- 8101 RALSTON ROAD
ARVADA, COLORADO 80001

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 Roser; Director Don Allard; Director Pat Quinn; Director Greg Stokes; Lorraine Anderson, Member representing RTD; Ken Lloyd, Member representing RAQ.

Also in attendance were Victoria Runkle, Staff to JPPHA; Bill Ray, Staff to JPPHA; Ed Icenogle, Legal Counsel for the JPPHA; Tamara Seaver, Legal Counsel for the JPPHA; Ellen Wakeman, Jefferson County Attorney; Chris Daly, Arvada City Attorney; Bill Tuthill, Broomfield County Attorney; John Odom, Jefferson County Commissioner; Kevin Standbridge, City and County of Broomfield

II. Pledge of Allegiance

III. Consent Items

A. Approval of Minutes of the October 20, 2011 JPPHA Meeting

Director Allard moved that the minutes be approved. Director Quinn seconded the motion.

IV. Public Comment (3 minute limit) - None

V. Report from Staff - None

A. Budget Status as of December 14, 2011

Bill Ray reported on the budget status and talked about the \$2.2 million which may be needed before the end of this year which would be a supplemental to the 2011 budget. Commissioner Quinn said he wants to make it clear that the additional \$300,000 they put in was their share of mitigation and right of way and that they would not be putting in additional funds for that purpose.

Victoria Runkle handed out the 2012 budget and reviewed the proposed numbers.

B. Set 2012 Annual and Quarterly JPPHA Meetings

Quarterly meetings for 2012 were set for January 19 (Annual Meeting), April 19, July 19 and October 18 at 9:00 a.m.

C. Intergovernmental Agreements – Future Repayment for the Purchase of Goods and Services

Mr. Ray said it is suggested that each City or County would have their own agreement with the Authority regarding reimbursement for funds advanced to purchase right of way or for operational costs of the Authority.

VI. Report of the General Counsel - None

VII. Report from the Board of Directors - None

VIII. Executive Session

- A. Discussion of matters being negotiated, Pursuant to CRS 24-6-402(e)
- B. Discussion of matters regarding land acquisitions, Pursuant to CRS 24-6-402(a)
- C. Discussion of matters regarding legal advice, Pursuant to CRS 24-6-402(4)(b)

Tamara Seaver stated the subjects for executive session are for matters being negotiated, pursuant to CRS 24-6-402(4)(e).

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

The following votes were cast on the motion:

Those voting Yes: Williams, Rosier, Allard, Quinn, Spader
The Motion was approved.

IX. New Business

Public Hearings

- A. Jefferson Parkway Public Highway Authority Supplemental 2011 Budget and Appropriation

Mayor Williams opened the public hearing. Ms. Runkle said the final 2011 adopted amended budget, from what she handed out earlier, would be \$3,460,500 because we do not need to purchase the property until 2012.

Mayor Williams closed the public comment portion of the public hearing.

Director Allard moved approval of the suggested amendments to the 2011 budget. Director Rosier seconded.

The following votes were cast on the motion:

Those voting Yes: Williams, Roser, Allard, Quinn, Spader
The Motion was approved.

- B. Jefferson Parkway Public Highway Authority 2012 Budget

Ms. Runkle said the new \$2,800,500 is because an additional 2.2 million in expenses and an additional \$2 million in revenues for mitigation are being added from the sheet handed out earlier. She said she would take \$100,000 out of contingency and \$100,000 out of legal expenses.

Mayor Williams opened the public comment portion of the public hearing. No one present wishing to speak for or against, he closed the public hearing.

Director Allard moved for approval of the recommended 2012 budget. Director Rosier seconded the motion.

Ms. Runkle said she would lower the legal fees to \$300,000 and the contingency to \$25,000 and use \$100,000 of available fund balance.

The following votes were cast on the motion:

Those voting Yes: Williams, Roser, Allard, Quinn, Spader
The Motion was approved.

- C. Resolution 11-07

Mr. Icenogle asked the Board to make a motion for approval of Resolution 11-07 as originally presented to the Board dealing with mitigation in connection with the acquisition of right-of-way, without the proposed changes to paragraph 2.

Director Allard moved for approval as stated by Mr. Icenogle. Director Rosier seconded.

The following votes were cast on the motion:

Those voting Yes: Williams, Rosier, Allard, Quinn, Spader

The Motion was approved.

X. Adjournment at 11:01 a.m.

Marc Williams, Chairman

Christine Koch, Recording Secretary

JEFFERSON PARKWAY PUBLIC HIGHWAY AUTHORITY
SUMMARY OF MINUTES OF REGULAR MEETING
JANUARY 9, 2012 2:00 P.M.
ARVADA CITY HALL -- 8101 RALSTON ROAD
ARVADA, COLORADO 80001

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 Roser; Director Don Allard; Director Pat Quinn; Director Greg Stokes

Also in attendance were Victoria Runkle, Staff to JPPHA; Bill Ray, Staff to JPPHA; Ed Icenogle, Legal Counsel for the JPPHA; Ellen Wakeman, Jefferson County Attorney; Chris Daly, Arvada City Attorney; Bill Tuthill, Broomfield County Attorney;

II. Pledge of Allegiance

III. Report from Staff - None

IV. Report of the General Counsel - None

V. Report from the Board of Directors - None

VI. Public Comment (3 minute limit) - None

VII. Executive Session

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

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

Ed Icenogle stated the subjects for executive session are for matters being negotiated, pursuant to CRS 24-6-402(4)(e) and .

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

The following votes were cast on the motion:

Those voting Yes: Williams, Rosier, Allard, Quinn, Spader

The Motion was approved.

VIII. New Business

A. Consideration of Amendment to Resolution 11-07

Ed Icenogle stated that this item will be scheduled for the January 19, 2012 Regular JPPHA meeting.

IX. Adjournment at 3:17 p.m.

Marc Williams, Chairman

Christine Koch, Recording Secretary

ICENOGLER | SEAVER | POGUE

A Professional Corporation

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Direct: 303.867.3002

December 16, 2011

Jefferson Parkway Public Highway Authority
c/o Bill Ray
City of Arvada
P.O. Box 8101
Arvada, Colorado 80001

Re: Jefferson Parkway Public Highway Authority - 2012 Legal Services

Dear Bill:

Thank you for allowing us to serve the Jefferson Parkway Public Highway Authority and its Board of Directors in 2011. We look forward to providing our services to the Authority in 2012.

Please find enclosed our 2012 billing rates. We also attach an addendum presently required by law, assuring we do not employ illegal aliens.

Very truly yours,

ICENOGLER | SEAVER | POGUE
A Professional Corporation



T. Edward Icenogle

:TEI/dah
Enclosures

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2012 BILLING RATES

T. Edward Icenogle	Shareholder	\$250.00 per hour
Tamara K. Seaver	Shareholder	\$250.00 per hour
Alan D. Pogue	Shareholder	\$250.00 per hour
Deborah A. Early	Shareholder	\$215.00 per hour
Jennifer L. Ivey	Shareholder	\$190.00 per hour
Gordon F. Garrett	Of Counsel	\$275.00 per hour
Stacie L. Pacheco	Paralegal	\$125.00 per hour
Darcy A. Hitt	Paralegal	\$120.00 per hour

ADDENDUM TO CONTRACT

This Addendum (the "Addendum") is made to the Legal Services Contract by and between the Jefferson Parkway Public Highway Authority, a body corporate and political subdivision of the State of Colorado (the "Authority"), and Icenogle Seaver Pogue, P.C., (the "Contractor").

This Addendum is attached to and made a part of the Contract. All capitalized terms used and not otherwise defined herein shall have the respective meanings ascribed to them in the Contract.

- I. Pursuant to §§8-17.5-101, *et seq.*, C.R.S., definitions in which are hereby incorporated:
 - A. Contractor hereby certifies to the Authority, that, as of the date of this Addendum, Contractor does not knowingly employ or contract with an illegal alien who will perform work under this Contract and that Contractor will participate in the E-Verify Program administered by the U.S. Department of Homeland Security and the Social Security Administration (the "E-Verify Program"), in order to confirm the employment eligibility of all employees who are newly hired for employment to perform work under this Contract.
 - B. Contractor shall not:
 1. Knowingly employ or contract with an illegal alien to perform work under this Contract; or
 2. Enter into a contract with a subcontractor that fails to certify to Contractor that the subcontractor shall not knowingly employ or contract with an illegal alien to perform work under this Contract.
 - C. Contractor has confirmed the employment eligibility of all employees who are newly hired for employment to perform work under this Contract through participation in the E-Verify Program.
 - D. Contractor shall not use either the E-Verify Program or the Department Program procedures to undertake pre-employment screening of job applicants while this Contract is being performed.
 - E. If Contractor obtains actual knowledge that a subcontractor performing work under this Contract knowingly employs or contracts with an illegal alien, Contractor shall:
 1. Notify the subcontractor and the Authority within three (3) days that Contractor has actual knowledge that the subcontractor is employing or contracting with an illegal alien; and

2. Terminate the subcontract with the subcontractor if, within three (3) days of receiving the notice required pursuant to subsection I.E.1 hereof, the subcontractor does not stop employing or contracting with the illegal alien; except that Contractor shall not terminate the contract with the subcontractor if during such three (3) days the subcontractor provides information to establish that the subcontractor has not knowingly employed or contracted with an illegal alien.

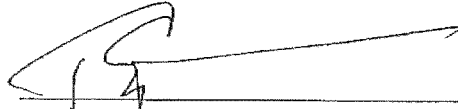
F. Contractor is required to comply with any reasonable request by the Colorado Department of Labor and Employment made in the course of an investigation conducted pursuant to § 8-17.5-102 (5), C.R.S. to ensure that Contractor is complying with this Addendum to this Contract.

G. If Contractor violates a provision of this Addendum, the Authority may terminate the Contract for a breach of the Contract. If the Contract is so terminated, Contractor shall be liable for actual and consequential damages to the Authority. The Authority shall notify the Colorado office of the Secretary of State if Contractor violates a provision of this Addendum to this Contract and the Authority terminates the Contract.

IN WITNESS WHEREOF, the Contractor hereto has executed this Addendum. By the signature of its representative below, the Contractor affirms that it has taken all necessary action to authorize said representative to execute this Addendum.

CONTRACTOR:

ICENOGLÉ | SEAVER | POGUE
A Professional Corporation



T. Edward Icenogle



CITY OF ARVADA

RISK MANAGEMENT DIVISION

PHONE: (720) 898-7590 FACSIMILE: (720) 898-7591

January 12, 2012

To: JPPHA Board Members

From: Victoria A. Runkle

Subject: JPPHA Insurance – Indicator from CIRSA

Pursuant to your request the City of Arvada’s Risk Management division submitted information on JPPHA to Colorado Intergovernmental Risk Sharing Agency (“CIRSA”) to receive an indicator of coverage options and premium amounts. Current General Liability (“GL”) and Public Entity Officials Errors and Omissions (“E&O”) coverage have been placed with OneBeacon Insurance Co. through IMA, of Colorado since June 2008. This has been accomplished through the City of Arvada. A comparison of the two coverage programs is listed below.

OneBeacon (current)		CIRSA (proposed)	
Commercial General Liability \$1,000,000 limit, zero deductible	\$1,000 Premium	Commercial General Liability, \$5,000,000 \$10K deductible	\$5,600 premium indicator
Public Entity E&O \$1,000,000 limit, \$10,000 deductible	\$7,800 Premium	Public Entity E&O, \$1,500,000, \$10K deductible	Included
Public entity coverage form	Occurrence for GL / claims made for E&O	Auto liability, property damage, employee dishonesty	Included
Carrier A.M. Best Ratings	A:XI, stable	Public entity coverage form	Claims made for all lines
		CIRSA retains \$500-\$600K of each claim; coverage is excess those limits	
		Carrier A.M. Best Ratings	Selective for all liability = A+:XII, negative outlook RSUI for property = A:XII, stable

As you can see, CIRSA's program provides higher limits at a lower cost. However, there are a few considerations prior to making this decision.

1. To join CIRSA, a non-municipality must be sponsored by a CIRSA municipality. Broomfield is a member and would meet the sponsor requirements.
2. **CIRSA retains control of the claims process.** While the entity gives up some control and flexibility in favor of price, for a small organization the additional support may be beneficial. There, of course, might be challenges if the lawsuits are of a very high technical matter – federal environmental laws come to the forefront of discussions. It is my understanding CIRSA representatives closely work with the City attorneys, but any lawsuit might be very different than “normal” operational issues related to a highway authority.
3. The policy form is claims-made, meaning claims reported during the policy year are covered. If JPPHA were to ever leave CIRSA and return to the more standard occurrence based general liability form, an extended reporting period (or “tail”) would have to be purchased to cover claims that occurred during the coverage period but were reported after JPPHA left the program. Tails frequently cost the equivalent of a full year's premium
4. Each application has to be presented to the Board of Directors for acceptance, which can extend the application process by approximately 30 days. .

Recommendation: While using CIRSA will save the Authority \$3,200 in premium costs, the offset to that is control of a lawsuit. Given the complexity of the project and any legal issues we might encounter in the future, the decision to turn our lawsuit to a third party has some concerns the Board needs to fully evaluate. We realize that any individual member of JPPHA (City of Arvada, Jefferson County or Broomfield) could intervene in a lawsuit and then would certainly be in a working relationship with the CIRSA attorneys. However, directing the comprehensive course of a lawsuit or having the overall ability to hire a various knowledgeable attorneys and specialists would not be under the direct management of the Board.

It is staff's recommendation to continue with the coverage we have. We realize the coverage is somewhat greater with CIRSA and at a lower cost. Nonetheless having the ability to manage any lawsuits and the ability to hire experts is a far greater advantage than just cost.