

Front Range Passenger Rail District Board of Directors
 Draft Meeting Minutes
 Friday, June 24, 2022
 10:00 – 11:40 a.m.

Meeting held remotely via Zoom and YouTube livestream

DISTRICT MEMBERS IN ATTENDANCE:

Member Name	Member Role	Organization	Attendance
Jill Gaebler	Pikes Peak Area Council of Governments	City of Colorado Springs	Yes
John Graham	Pikes Peak Area Council of Governments	City of Manitou Springs	--
Dennis Flores	Pueblo Area Council of Governments	Pueblo County	x
Will Karspeck	North Front Range Metropolitan Planning Organization	NFRMPO; Mayor of Berthoud	--
Johnny Olson	North Front Range Metropolitan Planning Organization		x
Sal Pace	Passenger Rail Advocate	Resident of Colorado Springs	x
Jim Tylick*	Class 1 Railroad Representative	BNSF Railway	--
Nathan Anderson*	Class 1 Railroad Representative	Union Pacific	x
Luis Lopez	South Central Council of Governments	Las Animas County Commissioner	X
Deborah Mulvey	Denver Regional Council of Governments	DRCOG	x
Julie Mullica	Denver Regional Council of Governments	DRCOG	--

Joan Peck	Denver Regional Council of Governments	DRCOG	X
Chris Nevitt	Denver Regional Council of Governments	DRCOG	X
Jim Souby	Passenger Rail Advocate	ColoRail	x
Daneya Esgar	Environmental Community	State of CO	x
Debra Johnson*	Regional Transportation District	RTD	--
Amber Blake	Colorado Department of Transportation	CDOT	--
Josh Laipply	City and County of Denver	CCD	x
Jose Soto	LiUNA	Resident of CO	--
Claire Levy	Boulder County	Boulder County Commissioner	x
Rob Eaton*	Amtrak	Amtrak	--
Randy Wheelock*	I-70 Mountain Corridor Coalition	Clear Creek County Commissioner	x
Dale Steenbergen*	Cheyenne, Wyoming	Chamber of Commerce	--
David Harris*	New Mexico		x

*Non-Voting Members

1. Call to Order – Jim Souby

Chair began the meeting –quorum established

Motion to approve the agenda: moved and seconded to approve – unanimously approved

Motion to approve the prior meeting minutes: moved and seconded to approve – unanimously approved

Chair Announcements

Agenda reflects informational nature of meeting and no policy decisions made today.

No alternates permitted for board members: members are appointed and have responsibility for attending.

2. **Public Comments – Andy Karsian**

Historically public comments come through the website and those comments come to Andy. The board must adopt a public comments policy at the first meeting in July. Andy will share a draft resolution that members can comment and edit.

Board members commented that allowing the public to comment at the beginning of the meeting is good and the District should find a meeting platform that allows it, in addition to written comments.

3. **Transition Committee Update – Andy Karsian**

The Transition Committee member recommended board committee, including Executive/transition, Finance, Coms and rec'd combo of gov/

Jim Souby
Jill Gaebler
Amber Blake
Claire Levy
Deborah Mulvey
Chris Nevitt
Josh Laippley
Dennis Flores
Jose Soto

Dennis Flores updated the Board on getting the necessary insurance coverage for them and future staff. Next steps are getting the quotes from the underwriters and establishing coverage as soon as possible.
Committee members.

The Special District Association provided the District a free year membership and the Board of Directors has access to numerous beneficial resources.

The District got has a business address and EIN.

Draft bylaws will be shared with the Board for comments and hopeful adoption in July.

The District received close to final fiscal numbers for the prior fiscal commitments of the Rail Commission and what the new District's beginning budget will be.

Ongoing work with CDOT and consultants around the continuation of developing the District's service plan.

Drafting Bylaws

Andy summarized a few topics from the initial comments on the drafting. General consensus is the future staff would be the Secretary and not a board member, but the Treasurer position is important and should be filled soon.

Knowing the board members are busy with their professional lives, the staff for the District will be doing much of the work; however, in the beginning especially, the board will need to be efficient in making decisions. Members should think about which committees their skill sets match and how they can participate.

There will be additional meetings in the future, such as workshops or webinars, that can provide the educational resources needed to fill the gap of passenger rail knowledge on the board. It is important that the board members are on the same page in regards to the past history of the Rail Commission and what is needed to move forward.

Board members discussed the Board Manual from the SDA as an excellent resource. There was also discussion about how the members would provide comments on the bylaws.

Some additional discussion centered around the need for legal advice now and moving into the future. Further assistance will be needed in keeping up with the Federal Rail Administration.

5. Prior Fiscal Commitments made by the Rail Commission

The new Passenger Rail District is the legal successor of the prior Rail Commission. This means that the fiscal commitments made by the Commission must be upheld by the new District. One of the prior commitments included hiring a consultant group to do the required passenger rail service development plan.

David Singer presented to the Board, detailing a list of prior Commission commitments. Members discussed the need to uphold the prior commitments through updated intergovernmental agreements. The timing of the financial transactions could be approved quickly to continue the work and then the District could approve funds in July or August.

Andy described a possible future timeline that the Board will see a draft resolution detailing the prior fiscal commitments. The Board can approve the resolution in July, along with hearing from CDOT more information about the current and future status of the proposed consultant contract for \$1.62M.

Members commented again on the need for a legal council to oversee these important documents.

Next steps: Andy will set up a meeting for the interested members to discuss the contract and fiscal commitment for the service development plan.

Future Staffing Needs

Andy discussed some of the future staffing needs the District will face as it grows over the coming years. Legal council is an immediate need, as well as staff to carry out the administration of the district. A CEO level staffing search has specific requirements in statute, such as an open hiring process open to the public.

Future Staffing

Spencer Dodge explained that the Board will need to find someone quickly to maintain operations and tasks. Luis Lopez asked about the solicitation of an executive director and the employee/employer procedures that need to take place in order to move forward.

Jim Souby asked Jill Gaebler about configuring the transition committee. A Doodle poll will be sent to the subcommittee members to determine a day and time to meet. Josh Laipply suggested for the subcommittee to think about the job description and what it will entail for the

next few years. It will be important to find someone who has experience with bonding, taxes, NEPA, etc. Josh also thanked Spencer for all his work with the Board. Jim invited everyone to continue to share their thoughts with the transition committee as new ideas arise.

8. Confirm Next/Future Meetings

9.

Next District meeting will be on July 22nd.
District Board members will take an oath of office.
The Board will approve bylaws, if ready to be approved.

9. Adjourn

Jim Souby adjourned the meeting at 11:38 am.

=====

Front Range Passenger Rail Board of Directors Oath

I, _____, do hereby commit to fulfill the duties and responsibilities bestowed upon me as a Director on the Board of the Front Range Passenger Rail District.

I will fulfill my roles and responsibilities as delineated in Board Policies.

I will adhere to Board of Directors norms during board meetings; support the general manager in the executive role; respect and support the bylaws, policies, operations, and Board decisions; conduct myself in a spirit of collegiality and respect for the collective decisions of the Board; honor confidentiality regarding discussions, comments, and deliberations; and exercise the above responsibilities at all times and with due diligence, care, and skill in a reasonable and prudent manner.

=====

Public Notice Requirements for District

Draft Resolution #22-E001

Mandatory Notification for Public Meetings of the Front Range Passenger Rail District (FRPR), successor to the Southwest Chief and Front Range Passenger Rail Commission, and Subsequent Committees of the FRPR.

WHEREAS, the Southwest Chief and Front Range Passenger Rail Commission was created by the state legislature in SB17-153; and

WHEREAS, the date of creation for the FRPR in statute is July 1, 2022; and

WHEREAS, per the requirement of CRS 24-6-402(2)(c) the FRPR must adopt an official resolution detailing the procedures to be used for noticing the public of upcoming board of directors meetings and any subsequent committee meetings stemming the board's direction;

NOW THEREFORE BE IT RESOLVED, that the Front Range Passenger Rail District will post notice of all Board of Director meetings, and meetings of any Board Committees created by the FRPR Board publicly, on the Front Range Passenger Rail website 72 hours before the scheduled meeting will occur.

=====

Draft Bylaws for Front Range Passenger Rail District

FRONT RANGE PASSENGER RAIL DISTRICT
DRAFT BOARD OF DIRECTORS BYLAWS
TABLE OF CONTENTS

<u>PART I</u>	<u>General Rules</u>	<u>2</u>
<u>PART II</u>	<u>Basis of Authority</u>	<u>2</u>
<u>PART III</u>	<u>Board Structure</u>	<u>3</u>
<u>PART IV</u>	<u>Code of Ethics</u>	<u>4</u>
<u>PART V</u>	<u>Board Meeting Procedures</u>	<u>7</u>
<u>PART VI</u>	<u>Board Meeting Conduct</u>	<u>8</u>
<u>PART VII</u>	<u>Parliamentary Procedure</u>	<u>10</u>
<u>PART VIII</u>	<u>Remuneration</u>	<u>11</u>

BOARD OF DIRECTORS BYLAWS OF THE
FRONT RANGE PASSENGER RAIL DISTRICT

PART I-GENERAL BYLAWS

I-1: Purpose

The purpose of these Bylaws is to provide the governing document for the Front Range Passenger Rail District.

I-2: Suspension of Bylaws

Any of the within bylaws not required by law may be suspended by a majority of the Board.

I-3: Alteration, Amendment or Repeal

Any may be altered, amended or repealed at a duly noticed meeting by a majority vote of the Board.

PART II - BASIS OF AUTHORITY

II-1: Authority of the Board

The Board of Directors is the governing authority of this District. Authority for the Board of Directors was created in SB21-238 and may be found in CRS 32-22-101 et al. Apart from the normal function as a part of this unit, or as directed by the Board, no Director may commit the District to any policy, act or expenditure. All powers, privileges and duties vested in or imposed upon the District shall be exercised and performed by and through the Board. The Board may delegate to officers, employees and agents of the District any or all administrative and ministerial powers.

II-2: Representation

The Board of Directors as a whole should not represent any factional segment of the District, but rather shall represent and act in the best interest of the District as a whole.

II-3: Governing Laws

The Board of Directors shall comply with and be guided by applicable state laws and regulations including the Colorado Open Meetings Act, the Front Range Passenger Rail District Act, and applicable federal laws and regulations.

PART III - BOARD STRUCTURE

III-1: Officers

The Executive Board shall be elected by the Board Annually, at the first regular Board Meeting of the calendar year, and shall consist of a Chair, Vice Chair, Secretary and Treasurer for the following calendar year.

III-2: Board Chair

The Chair shall perform the duties of presiding officer at all meetings of the Board of Directors and shall carry out the resolutions and orders of the Board of Directors and perform such other duties as the Board of Directors prescribes. The Chair may delegate these duties to other Board members or the General Manager.

The Chair shall be the Board's liaison to the General Manager and shall work with the General Manager to develop the Board agenda prior to each Board meeting.

The Chair is authorized to sign all official documents of the District.

III-3: Vice Chair

When the Chair resigns or is absent or disabled, the Vice Chair shall perform the Chair's duties. When the Chair disqualifies himself/herself from participating in an agenda item, the Vice Chair shall perform the duties of the presiding officer. The Vice Chair may delegate duties to other Board members and/or the General Manager.

III-4: Secretary

The Secretary shall be responsible for seeing that accurate minutes of Board meetings are kept and preserved. The Board of Directors may delegate the duties of the Secretary to the General Manager.

III-5: Treasurer

The Treasurer shall be a member of the Board, and shall be responsible for seeing that appropriate financial procedures are in place, and that accurate financial records are kept. The Treasurer shall also be responsible to see that an annual budget is prepared and adopted pursuant in accordance with applicable law.

III-6: General Manager

The Board may appoint an or contract with an administrator to serve for such term and upon such conditions, including compensation, as the Board may establish. The General Manager shall have general supervision over the administration of the affairs, employees and business of the District and shall be charged with the hiring and discharging of employees and the management of District properties. The General Manager shall have the care and custody of the funds of the District and shall

deposit or cause to be deposited the same in the name of the District in such financial institutions as the Board may select.

III-7: Committees

The Board may create standing or ad hoc committees at its discretion. Committee motions and recommendations shall serve to advise the Board. Committee motions may commit the District to a policy, act or expenditure if authorized by the Board.

III-8: Non-Voting Members

Non-voting members shall have the same rights and privileges of the voting board members except for the privilege of voting.

The Executive Board and Committees may meet and conduct business electronically, provided Open Meetings Act are complied with.

PART IV - CODE OF ETHICS

IV-1: Objectives

The Board of Directors of Front Range Passenger Rail District is committed to providing excellence in governance leadership that results in the provision of the highest quality services and representation in furtherance of the purposes of the District and on behalf of the District's residents. In order to assist in the manner of conduct and communications between and among members of the Board of Directors, the following guidelines are recommended:

IV-1A Respect: The dignity, style, values and opinions of each Director shall be respected.

IV-1B Listening: Responsive and attentive listening in communication is encouraged.

IV-1C Representation: Achieving the goals and purposes of the District as established by SB21-238 should be the priority of the Board of Directors.

IV-1D Responsibility: The primary responsibility of the Board of Directors is the formulation and evaluation of policy. Routine matters concerning the operational aspects of the District are to be delegated to the District's General Manager for implementation.

IV-1E Attitude: Board members should commit themselves to emphasizing positive methods of communication with other Directors and avoid negative forms of interaction.

IV-1F Issue Orientation: Board members should commit themselves to focusing on issues and not personalities. The presentation of the opinions of others should be encouraged.

IV-1G Board speaks with one voice: Different viewpoints are healthy in the decision-making process. Individuals have the right to disagree with ideas and opinions. Once the Board of Directors takes action by majority vote, all Members should support the action, and not create barriers to the implementation of such action. There shall be no minority opinions. Board members should not publicly express disagreement with district action taken by the Board.

IV-2: Information

Board Members should abide by the following procedures:

IV-2A Clarification: In seeking clarification on informational and policy items, Board Members should directly approach the General Manager to obtain information needed to supplement, upgrade or enhance their knowledge to improve legislative decision making. It is preferred that such clarification is sought during board meetings, where all Board Members receive the same information.

IV-2B Complaints: In handling complaints from the District's diverse and varied constituencies, public and private, said complaints should be referred to the General Manager. Board Members should refrain from attempting to handle complaints without the involvement of the General Manager.

IV-2C Safety: Items related to safety, concerns for safety or hazards should be reported to the General Manager. Emergency situations should be dealt with immediately by seeking appropriate assistance.

IV-2D Policy: In seeking clarification for administrative policy-related concerns, especially those involving personnel, legal action, land acquisition, finances, and programming, said concerns should be directed to the General Manager and as appropriate, the Chair of the Board.

IV-3: Interaction with Staff

When approached by District personnel concerning specific District policy, Board Members should direct inquiries to the Board chair or the appropriate staff supervisor. The chain of command should be followed.

IV-4: Interaction with General Manager

Board Members should develop a working relationship with the General Manager wherein current issues, concerns and District projects can be discussed comfortably and openly. The General Manager shall not play favorites among Board Members, but shall treat all Board Members equally, and with dignity and respect.

IV-5: Board as a Whole

Board Members should function as part of the whole Board. Issues should be brought to the attention of the Board as a whole, rather than to individual members selectively.

IV-6: Preparation

Board Members shall thoroughly prepare themselves to discuss agenda items at meetings of the Board of Directors and read through the board meeting packet in advance. Information may be requested from staff through the General Manager, or exchanged between Board Members between meetings, within the limits of the Colorado Open Meetings Act.

IV-7: Staff Notes

Information that is exchanged before the meetings shall be distributed through the General Manager, and all Board Members will receive all information being distributed.

IV-8: Courtesy

Board Members shall at all times conduct themselves with courtesy to each other, to staff and to members of the audience present at Board meetings.

IV-9: Director Meeting Comments

Board Members shall defer to the Chair for conduct of meetings of the Board, but shall be free to discuss items on the agenda. All comments should be confined to the matter being discussed by the Board and avoid personal attacks and insinuations.

IV-10: Minutes

Minutes shall include a summary of actions taken, including actual motions made and properly seconded, with the number of votes for and against, but shall not include the Board Members voting for and against, unless a Board Member requests that the minutes reflect his or her vote on the motion.

Minutes shall list the Board Members who are absent at the meeting, with a notation of whether the absence is excused or not excused, as determined by the Chair or Vice Chair. Board Members may request that brief comments pertinent to an agenda item, (including, if desired, a position on abstention or dissenting vote), be included in the minutes of a meeting. Such a request shall be made only at the meeting that item is discussed.

IV-11: Conflict of Interest

Board Members shall abstain from participating in consideration of any item involving a legally prohibited conflict of interest. Unless such a conflict exists, however, Board Members should not abstain from the Board's decision-making responsibilities, including voting on all action items.

PART V - BOARD MEETING PROCEDURES

V-1: Regular Meetings

The Board of Directors shall hold monthly meetings on a date to be established by the Chair after consultation with members of the Board. Meetings may be held virtually provided the platform used allows all Board Directors and the public to participate.

V-2: Special Meetings (Non-Emergency)

Special meetings (non-emergency) of the Board of Directors may be initiated by the Chair, requested by any Board Member of the Chair, or be initiated by action of the Board as a whole at a regular Board meeting. The Chair, or by action of the Board, may elect to hold such a meeting by informing the other directors of the date, time and place of such special meeting, and the purpose for which it is called, and by posting notice as provided in 32-1-903, C.R.S., and 24-6-402, C.R.S. Special meetings may include study sessions at which a quorum of the board is in attendance and notice of the meetings has been given in accordance with subsection (2) of this section or [section 24-6-402\(2\)\(c\)](#), and at which information is presented but no official action can be taken by the board.

- IV. 2A: Agenda:** An agenda shall be prepared as specified for the regular and special Board meetings and shall be included with the notice of the meeting as posted 24 hours in advance of the meeting. The agenda shall include all items of business to be considered.
- V. 2B: New Business:** Only those items of business listed in the call for the special meeting shall be considered at the special meeting.

V-3: Emergency Meetings

In the event of an emergency involving matters upon which prompt action is necessary, the Board of Directors may hold an emergency special meeting without complying with the twenty-four (24) hour notice required above. An emergency means a disaster which severely impairs public health, safety or both, as determined by the General Manager in consultation with the Board Chair or Vice Chair in the Chair's absence. All members of the Board shall receive notice of such meeting, as far in advance of the meeting as possible. Only items relevant and necessary to dealing with the emergency shall be considered at the emergency meeting.

V-6: Meeting Room Preparation

The Chair and the General Manager shall ensure that appropriate information is available for the audience at meetings of the Board of Directors, and that physical facilities for said meetings are functional and appropriate.

PART VI -BOARD MEETING CONDUCT & PARLIAMENTARY AUTHORITY

Meetings of the Board of Directors shall be conducted by the Chair in a manner consistent with the policies of the District. *{The latest edition of Robert's Rules of Order, Revised shall govern conduct of meetings. District policies shall prevail whenever they are in conflict with {Robert's Rules of Order, 12TH Ed, Revised.} β this conflicts with RONR and RONR says the order of what governs. RONR is procedural only anyway.*

VI-2: Conduct Objective

The conduct of meetings shall, to the fullest extent possible, enable directors to consider problems to be solved, weigh evidence related thereto, and make wise decisions intended to solve the problems and receive, consider and take any needed action with respect to reports of accomplishments of District operations.

VI-3: Public Input

[add language clarifying what the process is for the Board to follow: minutes, comment periods, ability of chair to delay comments...]

Provisions for permitting any individual or group to address the Board concerning any item on the agenda of a special meeting, or to address the Board at a regular meeting on any subject that lies within the jurisdiction of the Board of Directors, shall be as follows:

3A Time Limits: The Chair, unless a majority of the Board objects, may allot a maximum amount of time for each speaker and a maximum amount of time to each subject matter.

VI-3B Boisterous Conduct: No boisterous conduct shall be permitted at any Board meeting. Persistence in boisterous conduct shall be grounds for summary termination, by the Chair, of the speaker's privilege of address.

FVI-3C Allegations: No oral presentation shall include any charges or complaints against any District employee, regardless of whether or not the employee is identified in the presentation by name or by another reference which tends to identify. All charges or complaints against an employee shall first be submitted in writing to the Board of Directors. The Board of Directors may call an Executive Session as part of a scheduled Board meeting to discuss personnel or Board allegations and/or complaints.

VI-4: Willful Disruption

Willful disruption of any meeting of the Board of Directors shall not be permitted. If the Chair with the concurrence of the Directors finds that there is in fact willful disruption of any meeting of the Board, he/she may order the room cleared and subsequently conduct the Board's business, allowing only those persons who, in his/her opinion, were not responsible for the willful disruption to re-enter the meeting room before any further business is conducted.

VI-4A New Business: In such an event, only matters appearing on the agenda may be considered in such a session.

VI-5: Quorum and Majority

Action can only be taken by the vote of the majority of the Board of Directors present at the meeting, provided a quorum is present. One more than fifty percent of the number of Board Members holding office at the time represent a quorum for the conduct of business (nine Directors). A majority shall consist of one more than fifty percent of the voting Board Members present when the Board takes action on an item or records a vote on a resolution.

VI-6: Abstentions

Where a Board Member abstains in a vote because of a potential conflict of interest the Member shall be considered to be absent. Thus, action can only be taken by a majority of the directors present, not counting the Member(s) abstaining because of a potential conflict of interest. *Board Members shall not abstain from voting for any other reason than potential conflict of interest.*

VI-7: Directions

The Board may give directions which are not formal action. Such directions include the Board's directives and instructions to the General Manager. The Chair shall determine by consensus a Board directive and shall state it for clarification. Should any two Board Members challenge the statement of the Chair, a voice vote may be requested. A formal motion may be made to place a disputed directive on a future agenda for Board consideration, or to take some other action (such as to refer the matter to the General Manager for review and recommendation, etc.). Informal action by the Board is still Board action and shall only occur regarding matters which appear on the agenda for the Board Meeting during which said informal action is taken.

PART VII - REMUNERATION

VII-1: Board Meeting Compensation

Front Range Passenger Rail District Board Members are not compensated. The District will not compensate Board Members for ceremonial events such as annual festivals where no business is conducted, even if notice of such meeting was posted.

VII-2: Board Member Expenses

The Board of Directors may choose to establish a per diem for certain daily expenses for Board Members. Board Members that incur expenses for activities on behalf of the District at the request of the Board shall be reimbursed on the basis established under the District's Expenditure Control Guidelines.

=====

Draft Resolution #22-F001

Recognition of Prior Fiscal Commitments Made by Southwest Chief and Front Range Passenger Rail Commission; and

WHEREAS, the Southwest Chief and Front Range Passenger Rail Commission (Rail Commission) was created by the state legislature in SB17-153; and

WHEREAS, the Colorado Department of Transportation (CDOT) helped manage the Rail Commission funding per direction from the Rail Commission; and

WHEREAS, in 2019 the Rail Commission pledged a local match funding of \$159,000 for the 2019 Consolidated Rail Infrastructure and Safety Improvement Grant (CRISI), for the Southwest Chief Thru-Car Alternative Analysis, a technical analysis evaluating potential new rail service, including ridership analysis where necessary capital improvements for new service will be identified; and

WHEREAS, in 2020 and [2021](#) the Rail Commission pledged [\\$25,000](#) and [\\$1,620,000](#) of Rail Commission dollars for the 2020 CRISI grant for the Front Range Passenger Rail Preliminary Service Development Plan and Alternatives Analysis; and

WHEREAS, in 2021, the Rail Commission entered into a Memorandum Of Understanding with CDOT which identified that CDOT will administer grants and oversee the consultants for both feasibility studies; and

WHEREAS, in 2021 the Rail Commission pledged \$12,000,000 in federal American Rescue Plan Act funding (via SB 260) and another \$20,000 of match funding for the 2021 RAISE grant for signal and infrastructure improvements to the BNSF La Junta Subdivision, for the benefit of the Southwest Chief; and

WHEREAS, per CRS 32-22-110(1) the Front Range Passenger Rail District is the successor to the contractual rights and obligations of the Southwest Chief and Front Range Passenger Rail Commission; and

Whereas, the total prior fiscal commitments made by the Rail Commission, as of July 1, 2022, is \$13,824,000 and is detailed out as follows:

- a. \$159,000 for the SWC Thur-Car study match,
- b. \$1,645,000 for the FRPR Service Development Plan match,
- c. \$12,020,000 for the Southwest Chief La Junta subdivision Corridor Improvements project.

NOW THEREFORE BE IT RESOLVED, that the Front Range Passenger Rail District hereby recognizes the contractual rights and obligations of the Southwest Chief and Front Range

Passenger Rail Commission and will work with all relevant stakeholders to facilitate the transfer and payment of said obligations in a timely manner as determined by the Front Range Rail District Board of Directors.