

FRPR Board Packet

This includes all the materials for your board meeting next week. The agenda is first with a more specific agenda/slide deck following. After that are the corresponding documents listed in the agenda. Please review and if you have any additions or edits, please contact Andy by the end of next Tuesday at the latest.

Front Range Passenger Rail District Board of Directors Meeting Agenda September 23, 2022

1. Welcome and Introductions - Chair
2. Approval of prior minutes - Chair
 - **Board action necessary**
3. Public comments - Chair
4. Treasurer's Report - Treasurer Nevitt
5. Old Business – Andy
 - **Bylaw approval - Board action necessary**
 - **Insurance coverage resolution – Board action necessary**

New Business – Andy

- CRISI Grant support letter request – Josh Laipply

Next Meeting - October 28th, 9:00-11:00

Adjourn Meeting - **Board action necessary**



Front Range Passenger Rail District
Board Meeting
September 23, 2022



Agenda

1. Welcome and Roll Call - Chair
2. Approval of prior minutes - Chair
 - a. Board action - **Board action necessary**
3. Public comments - Chair
 - a. Chair Souby moderates if any public online requesting to speak or submitted written comments
4. Treasurer's Report - (Andy - Treasurer Nevitt excused)
5. Old Business - Andy
 - a. General Council - Kaplan, Kirsch & Rockwell
 - b. Bylaw approval - **Board action necessary**
 - c. Insurance resolution - **Board action necessary**
 - d. Service development plan update
 - e. GM position and criteria finalized
 - i. posting next week
 - ii. Exec committee *+others who wish to help=* screening for top candidates
 - iii. Final interview = Exec committee *interested directors*
 - f. Board retreat = December 8th and 9th
 - g. Set calendar dates and no board meetings in November and December
6. New Business - Andy
 - a. CRISI grant support letter Josh Laippy
7. Next Meeting - October 28th, 9:00-11:00
8. Adjourn Meeting - **Board action necessary**



Prior Minutes/Public Comment

Approve Prior Meeting Minutes

- Sent to Directors in board packet on September, 14th
- Any edits, comments?
- Board motion to approve, edit, not approve

Public Comments

- Anyone on the call wishing to make comments please raise your hand and the Chair will recognize you.
- If anyone submitted written comments via email or through the website, the Chair will read them now and request they be submitted into the meeting minutes.



Treasurer's Report

- FRPR and CDOT continue to identify and transfer district fund balances.
- Fund balance currently = \$1.9M (SB2276 funds)
 - Unencumbered funds from state General Fund



Old Business

- Service development plan update
- Bylaw approval- **Board action necessary**
- CRISI grant support letter- **Josh Laipply**
- GM position and criteria finalized
 - posting next week
 - Exec committee + *others who wish to help* = screening for top candidates
 - Final interview = Exec committee + *interested directors*
- Board retreat = December 8th and 9th
- Set calendar dates and no board meetings in November and December



New Business



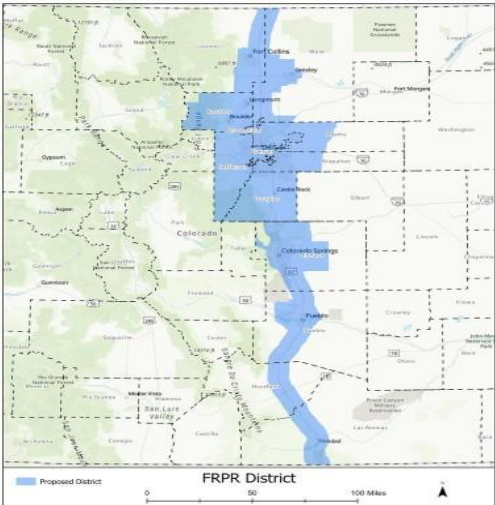
Kaplan, Kirsch, and Rockwell now represent the FRPR District and Board of Directors! Welcome aboard!

- Reviewed District bylaws,
- Legal audit, and
- Reviewing IGA and contract with HNTB

Other new business to discuss?



Next Meeting



October 28th from 9:00 to 11:00



Front Range Passenger Rail District
Board of Directors
Meeting Minutes - Draft
August 26, 2022
9:00-11:00

Chair Souby called the meeting to order at 9:00 and took role.

Jim Souby - present
Jill Gaebler - excused
John Graham - excused
Dennis Flores - present
Will Karspeck- present
Johnny Olson – excused
Sal Pace- present
Jim Tylik- present
Nathan Anderson – present
Luiz Lopez - present
Debbie Mulvey - present
Julie Mullica- present
 Joan Peck - present
 Chris Nevitt- present
 Daneya Esgar- present
 Debra Johnston- present
 Amber Blake – present
 Josh Laipply- present
 Jose Sota- present
 Claire Levy- present
 Rob Eaton - excused
 Randy Wheellock- present
 Dale Steenbergen - excused
 David Harris – excused

On a motion by Joan Peck and seconded by Deborah Mulvey the Board approved last month's meeting minutes.

No public signed up for comments through the website or in the zoom meeting. Chair Souby closed public comments period.

Due to technical issue on the zoom link, the Interim GM update was moved up in the agenda. Interim General Manager Karsian reported out an update on staffing the district. The draft position description is almost finalized and will be ready to send out and post within two weeks. Additionally, there are draft criteria on the shared drive for Directors to review and provide edits

and feedback. The goal is to finalize the documents in the next two-three weeks and post the position by mid-September. After receiving the candidate resumes the Directors will use the scoring criteria to determine the top three or four candidates to be interviewed by the Executive Committee and any other Directors who would like to join for the final hire. The goal is to have a General Manager hired by the end of October.

Karsian updated the Board on the fiscal situation for the district. CDOT transferred \$1.9M into the FRPR account. There is more funding coming, however, there are more steps necessary because some of the funding comes from the ARPA funds Colorado received, and some are General Funds. The different funding has different reporting requirements as well.

Karsian reported that the Executive Committee met and decided to accept Kaplan, Kirsch, and Rockwell as legal counsel for the district. Andy will notify the firm of the vote.

Chris Enright presented a Rail 101 webinar during the Lunch and Learn on August 25th. Many directors said that it was well done and interesting. Future webinars will be tied to specific dates moving forward to allow for longer term planning.

The Directors discussed the upcoming board retreat, planned for September 22nd and 23rd. Andy will follow up with some venues and find a place to meet face to face.

Chair Souby delivered the oath to the Directors Peck, Mullica, and Karspeck because they were excused from last month's meeting.

Upon motion of Josh Laippley and seconded by Amber Blake, Chair Souby adjourned the board meeting at 10:35.

Copies of the July district board meeting, meeting minutes, and virtual chats can be found on the FRPR website and by contacting us at FRPRdistrict@gmail.com.

Front Range Passenger Rail District
Treasurer's Report
September, 2022

Accomplishments

- Wells Fargo bank account up and running.
 - EIN for federal tax purposes
 - PRPN for state fund tracking purposes
 - Established new local government checking account with W.F.
 - Verification complete with bank; district is paying bills.
- \$1.9M of SB176 funds transferred to the District's bank account
 - These funds came from legislative action during the 2022 legislative session
 - FYI since it impacts FRPR, part of the bill was \$6.5 million for CDOT to finalize planning on Burnham Yard rail relocation.
 - The main rail lines going through the yard can be moved to a different location in the Yard to allow for more efficient use of rail space for freight and future passenger rail, as well as maximizing the available space for future housing or economic needs for the City/County.
- Board approved FRPR Resolution 22F001
 - This details the funding encumbered by the Rail Commission prior to the District's formation.
 - Most importantly to the District:
 - \$1.64M for the HNTB contract to create FRPR's service development plan
 - \$12M for SW Chief track enhancements
 - comes from a 2021 RAISE grant
 - money dedicated to upgrading Amtrak rail along the SW Chief line (which goes from Chicago to CA through Trinidad).
 - Interest off the various funds over time
 - CDOT tentatively identified \$156K in earned interest the district could use on professional services (legal, consultant, website development, accounting).
 - This approval allowed for the consultants to begin working on the SDP, and CDOT/FRPR to begin formalizing the future IGAs needed.

Next Steps

Service Development Plan

- \$1.64M for the HNTB contract
- First meeting with FRPR, CDOT and HNTB was 8/29
- Ongoing meetings with the FRPR Planning and the GR/comms committees will be scheduled in the future
- Goal: transfer of funding should be complete by end of October

\$12M for SW Chief track enhancements

- FRPR is working with CDOT to identify the process in which these funds will be transferred, reported, and overseen.
- Includes an additional \$20,000 local match from the former Rail Commission.
- Goal: transfer of funds should be complete by end of October

Ongoing Issues and Challenges

The District now holds the prior commitments of the former Rail Commission and must enter into new IGAs with CDOT, Trinidad, and HNTB for the variety of work to be done.

Service Development Plan

- CDOT will enter into an IGA with CDOT and HNTB on SDP specifics. The flow of dollars will be:
 - CDOT transfers \$1.64M to FRPR (first transfer necessary to establish this is FRPR's money and FRPR is paying for the SDP),
 - FRPR enters into IGA with CDOT and HNTB (details include scope of work, communications, expectations)
 - FRPR transfers \$1.64 to CDOT to oversee HNTB's contract for SDP development.

\$12M for SW Chief track enhancements

- There are ARPA funds in this pot (via SB260), which includes specific reporting and oversight requirements.
- Since FRPR is an independent special district (as opposed to the blended relationship the Commission had with CDOT) the district must move the funds to Trinidad for the project. CDOT and FRPR continue to work on details.
- CDOT and FRPR are looking into how to switch out the ARPA funding (or a portion of) with non-ARPA funding to avoid extensive reporting requirements and burdens on local government partners and FRPR.
- FRPR will enter an IGA with Trinidad for the \$12M.

Final Fund Balance

- Continue working with CDOT on identifying the actual balance of non-encumbered funds the FRPR District will have upon final transfer of the funds.
- Generally the balance is believed to be in the range of \$1.9 - \$2.5M.
- The account will be larger since the \$12M for SW Chief line upgrades will be in the FRPR account for a bit before transferring to Trinidad.
- The interest from FRPR funds needs to be identified and transferred to FRPR entirely.

Passenger Rail Coalition

- Annual contribution of \$7,000
- CDOT paid this year, but FRPR pays next

FRONT RANGE PASSENGER RAIL DISTRICT **DRAFT BOARD**

OF DIRECTORS BYLAWS

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**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 vote of the Board.

I-3: Alteration, Amendment or Repeal of Bylaws

Any of the within bylaws may be altered, amended or repealed at a duly noticed meeting by a majority vote of the Board. Notice must include for consideration by members of the Board the specific bylaw alteration, amendment, or repeal being proposed.

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-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 AND STAFF STRUCTURE

III-1: Board Officers and Staff

The Board shall elect four governing officers from among its members annually, at the first regular Board Meeting of the calendar year. These shall consist of a Chair, Vice Chair, Secretary, and Treasurer. Unless removed by the Board, the term for each officer shall be for the entire calendar year and until a successor is duly elected, or an officer is duly re-elected, at the first Board meeting of the following calendar year. There are no term-limits on Board Officers.

III-1A: 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 to the General Manager.

The Chair shall serve as the Board's primary 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-1B: 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-1C: Secretary

The Secretary shall be responsible for seeing that accurate minutes of Board meetings are kept and preserved and that motions, decisions, and resolutions are accurately memorialized. These functions may be delegated by the Secretary to the General Manager and staff but the responsibility to ensure such functions are being carried out to the satisfaction of the Board remains that of the Secretary.

III-1D: Treasurer

The Treasurer 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 for seeing that an annual budget is prepared and adopted and is consistent and in accord with applicable law. These functions may be delegated by the Treasurer to the General Manager and staff but the responsibility to ensure such functions are being carried out to the satisfaction of the Board remains that of the

Treasurer.

III-1F: General Manager

The Board shall hire or contract for a General Manager to serve as the District's chief executive officer and administrator for such terms and upon such conditions, including compensation, as the Board may establish. The General Manager shall have general supervision over the administration of the affairs, any employees, and all business of the District, and shall be charged with the hiring and discharging of any District employees and the management of any District properties. The General Manager shall have the care and custody of the funds of the District and shall cause these to be deposited in the name of the District in such financial institutions as the Board may select.

III-2: Board Committees

The Board delegates certain administrative and deliberative responsibilities to an Executive Committee and three standing committees, as enumerated below. It is the responsibility of the Chair to select the members and the chair of each of the standing committees following the first regular Board meeting of the calendar year and these shall serve for the remainder of the calendar year and until replacements are appointed or members are re-appointed the following calendar year. Notwithstanding the delegation of administrative and deliberative responsibilities to Board committees, no decision taken in committee is binding upon the Board except by a majority vote of the Board of directors. At any time, the Board may elect to form a special committee for any purpose and to delegate to such committee whatever scope or responsibility it sees fit.

III -2A: Executive Committee

The Executive Committee shall consist of the Board Officers and the chair of each of the three standing committees. The Chair may also include any other Board member as the Chair sees fit. The purpose of the Executive Committee is to provide help, guidance, and counsel to the Chair and the General Manager in the management and operation of the District, in the preparations for Board meetings, and to perform other Board functions which may require a more frequent cadence or swifter action than can be accomplished through monthly Board meetings. Meetings of the Executive Committee shall be organized by the Chair.

III-2B: Standing Committees

The Standing Committees shall consist of the "Service Planning and Development Committee", the "Finance and Financial Strategy Committee", and the "Government Relations and Communications Committee". The deliberative scope and responsibilities of each committee are self-evident but may wish to be articulated in more detail by the Chair or by the chair of each Standing Committee. Meetings of each Standing Committee shall be organized by the chair of each Standing Committee.

III-3: Participation of Non-Voting Members of the Board

Non-voting members of the Board shall have the same rights, privileges, responsibilities, and opportunities as voting members of the Board, including service on Standing Committees. Non-voting members of the Board are precluded only from voting at regular meetings of the Board and from serving as an Officer of the Board.

PART IV – CODE OF ETHICS AND CONDUCT

The Board shall establish, adopt, and maintain an official “Code of Ethics and Conduct” governing the comportment of members of the Board in their execution of the District’s business and establishing standards of interaction and deliberation between members of the Board. Willful and repeated violations of the Board’s Code of Ethics and Conduct may cause the Chair or the Board to take whatever disciplinary action it may be within their power to take.

PART V – EMPLOYEE HANDBOOK

The Board shall establish, adopt, and maintain an official “Employee Handbook” that provides clear articulation of the terms, conditions, rights, benefits, and expectations associated with employment by the District.

PART V - BOARD MEETING PROCEDURES

V-1: Regular Meetings

The Board of Directors shall hold monthly meetings on a regular date established by the Chair. Meetings may be held virtually provided the conduct of the meeting complies with the Colorado Open Meetings Act and the platform used allows all Board members and the public to participate.

The Executive Committee, Standing Committees, and any special committees shall meet as established and required by their respective chairs, and may conduct business electronically, so long as they conduct their business in compliance with the Colorado Open Meetings Act.

V-2: Special Meetings (Non-Emergency)

Special meetings (non-emergency) of the Board of Directors may be initiated by the Chair, requested of the Chair by any Board Member, 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 required in these ByLaws. Special meetings may include study sessions at which a quorum of the board is expected to be in attendance, even if no official action will be taken by the Board

V-3: Emergency Meetings

In the event of an emergency involving matters upon which prompt official action by the whole Board is necessary, the Board may hold an emergency special meeting without complying with the twenty-four (24) hour notice generally required by law. 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-4: Agendas and Action: An agenda shall be prepared as specified for all Board meetings and shall be included with the notice of the meeting. For regular and special Board meetings, this shall be posed 72 hours in advance of the meeting, and in no case less than the 24 hours required by law. The agenda shall include all items of business to be considered. Only those items of business listed in the notice and agenda for Board meetings shall be considered for action at Board meetings.

V-5: Resolutions, Motions, and the Conduct of Meetings : Meetings of the Board of Directors shall be conducted in a manner consistent with any explicit policies of the District and in general conformance with rules and procedures in Robert's Rules of Order. All official actions of the Board must be taken in an open meeting through the adoption of a resolution or motion duly made and passed by a majority vote of the Board and recorded in the minutes. The sole exception to majority rule for official Board action is a two-thirds majority requirement the approval of a ballot measure.

VI-3: Public Input

All meetings of the Board will be open to the public, and any Board meeting where official action or other formal decisions are taken shall include reasonable and equitable provisions for public comment prior to such actions or decisions being taken. The conditions for public comment may be established by the Chair or by Board policy, and include time limits, restrictions regarding relevance, rules of conduct, and provisions for dealing with willful disruptions.

VI-5: Quorum and Majority

Official business of the Board may only be conducted by a quorum of Board members, which is defined as a majority of the total number of Board members. Non-voting Board members are included among the Board members required for and able to establish a quorum, although they are not able to vote on official Board decisions. Official action is taken by a majority vote of the Board, which is defined as a majority of the voting members of the Board present.

VI-6: Abstentions

Board Members present shall not abstain from voting for any reason other than potential conflicts of interest. In this case, and for such a vote, the Board member shall be considered absent and thereby not included in determining the necessary majority for taking action.

PART VII - REMUNERATION

VII-1: Board Meeting Compensation

Board Members receive no regular compensation for their service to the District and the District will not compensate or reimburse Board Members for participation in ceremonial events where no District business is conducted.

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.

RESOLUTION NO. _____, SERIES 20 ____

WHEREAS, the Board of Directors of the Front Range Passenger Rail District (hereafter referred to as “the District”) has authority under Article XIV, Section 18(2)(a) of the Colorado Constitution, and §§ 24-10-115.5, 29-13-102, 29-1-201, et seq., and 8-44-204 of the Colorado Revised Statutes, as amended, to participate in a self-insurance pool for property and liability and/or workers’ compensation coverages;

WHEREAS, the Board of Directors has reviewed a contract to cooperate with other Colorado Special Districts by participating in a self-insurance pool for property and liability and/or workers’ compensation coverages entitled “Intergovernmental Agreement for the Colorado Special Districts Property and Liability Pool”, a copy of which is attached hereto as Exhibit A and incorporated into this Resolution; and,

WHEREAS, the Board of Directors finds that participation in such a pool would be in the best interest of the District, its employees, and its taxpayers.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the District hereby:

1. Approves the contract entitled Intergovernmental Agreement for the Colorado Special Districts Property and Liability Pool, a copy of which is attached hereto as Exhibit A and incorporated into this Resolution by this reference.
2. Authorizes and directs the Chair of the Board of Directors to execute Exhibit A on behalf of the District.
3. Directs the Secretary of the Board of Directors to transmit to the Colorado Special Districts Property and Liability Pool (hereafter referred to as “Pool”), McGriff Insurance Services, Inc., PO Box 1539, Portland, OR 97207-1539, an executed and attested copy of this Resolution and one original of Exhibit A.
4. Designates _____ as District’s initial Representative to the Pool and designates _____ as the District’s Alternative Representative.
5. Provides the following contact information for the Representative and Alternate Representative:
Representative Email Address: _____
Representative Mailing Address: _____
Representative Phone Number: _____

Alternate Representative Email Address: _____
Alternate Representative Mailing Address: _____
Alternate Representative Phone Number: _____

6. Understands that, with the adoption of this Resolution, the District becomes a member of the Pool, with coverage to be provided by or through the Pool on such date as determined by the District and Pool.

Director _____ moved the adoption of the above Resolution.

Director _____ seconded the adoption of the above Resolution.

This Resolution was adopted by a majority vote of the Board of Directors of the District on the 23rd day of September 2022.

Chair of the Board

ATTEST:

Secretary of the Board