

Front Range Passenger Rail District  
Board of Directors  
Meeting Minutes  
September 23, 2022  
9:00-11:00

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

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

On a motion by Josh Laipply and seconded by Deborah Mulvey the Board approved last month's meeting minutes with two typo corrections mentioned and addressed.

Chair Souby read two emails that folks submitted through the FRPR website during the public comments period. No other public comments were had and Chair Souby closed the public comment portion of the meeting.

Treasurer Nevitt provided a financial report to the Board. He detailed the current fund balance, \$1.9M general fund dollars from last legislative session. In addition, there are some more funds to be transferred, pass through funding for the Trinidad grant (appx \$12.2M) and some funding from interest and remaining funds from original general fund dollars in 2018. Treasurer Nevitt said that at the October meeting the Board will have a draft budget for 2023, and a financial statement detailing the District's finances and expenses for the short 2022 year. The Board will be able to discuss the draft budget in October and adopt the budget in January, 2023.

Directors had a conversation about the pass through funding that came in to the Rail Commission for the Trinidad RAISE grant. These dollars are dedicated for track improvements along the SW Chief line and the Rail District approved managing these funds with Trinidad when it approved FRPR District resolution #F001-2022, Prior Fiscal Commitments of SW Chief Commission. Director Lopez said he would get the latest timeline and information about their consultant manager for the funds to the District directors for their info and review.

Director Mulvey requested a one page fact sheet be placed on the FRPR website that includes the prior fiscal commitments of the Commission that the District must now uphold and pay/facilitate. This will be uploaded to the website on the Documents page.

The Directors moved on to Old Business and the first order of business was approving the draft bylaws. Director Levy and Mulvey recommended a couple of edits and ongoing conversations for the Board to continue, specifically around what constitutes a quorum for the Board. This will be brought up during the FRPR District Board retreat in December. Chris Nevitt made a motion to approve the bylaws, Jill Gabler seconded it. After discussion about possible additions to the bylaws, but with the desire to formally adopt the bylaws, the Directors amended the motion to approve additional comments/suggestions by Directors for discussion during the December retreat. The amended motion passed.

Next, Director Laipply raised the proposal that the FRPR District Board draft a letter of support for Denver's CRISI grant application that would provide planning/design funding for additional projects that could benefit the Burnham Yard redevelopment. The Board agreed to review the draft letter Laipply will send out and vote on it in the October board meeting. They also agreed the Communications and Government Affairs committee will also review the draft letter prior to the board meeting in October.

Director Flores updated the board on the latest information on insurance coverage for the Directors. Now that the District has a functioning bank account with funds, the insurance can be paid, but first the Board had to approve an IGA detailing some administrative details around the insurance pool the District will join. The IGA passed unanimously and staff will get a revised insurance amount from the pool and transfer the funds to get the appropriate coverage for the Board.

Interim GM Andy Karsian updated the Board on the ongoing work with the service development plan consulting group, HNTB. The group is organizing for the multi-year project ahead and plans to engage the Directors before and at the Board retreat in December.

The Board discussed the next agenda item, adoption of the bylaws. Director Levy brought up some proposed edits to the bylaws and Director Nevitt clarified that there should be a motion for the bylaws to be approved, and then we can have further discussion around amended language. Director Nevitt moved bylaws, as written, and Director Gaebler seconded. During comments, Director Levy proposed two year term for Directors, clarifying the Board's ability to hire consultants and staff if needed, list committee descriptions and duties in bylaws, allow public input at every board meeting, and for clarifying what constitutes a quorum. Discussion continued around the question of determining quorum using the voting members vs including non-voting members. Director Mulvey proposed a change that clarified Director's who have a conflict of interest and abstain from a Board vote shall be recorded as abstaining and not absent. She also mentioned a clarification on determining votes in committee that forward policy to the overall Board. The language is not clear if non-voting members' votes count in those committee votes. Final suggestion included a clause stating typos and non-substantive changes may be made by the Secretary or General Manager without permission from the entire Board. Director Wheelock concurred with the idea that non-voting members should not be included in calling a quorum. The non-voting members should be included in the decision and discussion moving forward with the committees and should be part of the votes moving policies forward to the larger Board as the non-voting members provide subject matter expertise on a variety of policies. Director Nevitt proposed the suggestions that staff and Directors continue to work with council on final wording, and then adopt amendments to the bylaws in the future. Steve Kaplan clarified that the enabling statute states that the majority of the voting Directors constitutes a quorum. Director Levy amended the motion to clarify that the quorum language is revised to reflect statutory language, and the additional proposals be discussed at the retreat. Director Mulvey seconded. Amended motion approved. Motion on the floor to adopt bylaws as amended was approved unanimously.

Interim GM Andy Karsian updated the Board on the upcoming hiring process for the General Manager position. Staff will post the job online for a week and the Executive Committee members will have access to the District's email to review and rate the candidates' resumes. The final candidates will be interviewed at the end of September/beginning of August, with the intent of having a hiring decision at the October board meeting.

Under New Business, Chair Souby reported on the Transportation Legislative Review Committee meeting that he, Jill Gabler and Andy Karsian presented at. The presentation went well and there were a few questions from the members on proposed route and costs, which Chair Souby answered well.

Chair Souby announce the next board meeting date as October 28<sup>th</sup>, from 9-11 am.

With all business completed for the meeting, Chris Nevitt made the motion to adjourn, Jill Gabler seconded it and the meeting adjourned.

*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](mailto:FRPRdistrict@gmail.com).*