

# Front Range Passenger Rail District

## Transition Subcommittee

### Meeting Minutes

Monday, June 6<sup>th</sup>, 2022

2:00 p.m. – 3:30 p.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        |
| Dennis Flores  | Pueblo Area Council of Governments     | Pueblo County            | Yes        |
| Deborah Mulvey | Denver Regional Council of Governments | DRCOG                    | Yes        |
| Joan Peck      | Denver Regional Council of Governments | DRCOG                    | Yes        |
| Chris Nevitt   | Denver Regional Council of Governments | DRCOG                    | Yes        |
| Jim Souby      | Passenger Rail Advocate                | ColoRail                 | Yes        |
| Jose Soto      | LiUNA                                  | Resident of CO           | Yes        |

#### A. Transition Committee Goals

The purpose of this transition subcommittee is to serve as a temporary executive committee in moving forward with hiring an executive director and staff, developing District bylaws, and making decisions until the FRPR District is up and running.

#### B. Sub-Committee

The subcommittees put forth included planning, finance, communications, government relations, and an executive subcommittee. The planning subcommittee will serve as a technical oversight group focused on the service development plan, engineering guidance, and station area development. The finance subcommittee will provide budget oversight, implement treasurer functions, and conduct fundraising and planning efforts. The communications subcommittee will handle media relations, talking points and messaging for the District as a whole. Lastly, the government relations subcommittee will work on local, state, and federal outreach.

Chris Nevitt suggested to combine the communications and government relations subcommittees into one committee. Jim Souby replied there has been talk of that given members' capacities to serve on committees. Spencer Dodge agreed that it makes sense to combine the two. Deborah Mulvey shared that she sees government relations and communication to the public to be two different functions. She commented that it is critical that communications with the public be a separate and distinct function to ensure that the public has clear, accurate information which will be different information than what is contained in the ballot measure and in legislation. Dennis Flores pointed out that many of these duties will fall under

the executive director or staff members and recognized that these committees might change according to job descriptions. Jim Souby agreed and added that these committees will serve as sounding boards for the executive director and staff. Mayor Joan Peck adhered that the message must be consistent each step of the way and suggested that these two committees meet together, see if there is crossover, and then decide whether the committee should split up or combine into one.

Jim Souby and Dennis Flores asked if there are any committees not needed, or any that are missing. Jill Gaebler added that it will be important to continuously assess the subcommittees as the executive director gets on board and determine if there is a need to expand the committees. The transition subcommittee was reminded that the Chair and Vice chair are ex-officio members of each committee and experts may join future meetings as well. Mayor Joan Peck asked if these committees are advisory or voting. Jim Souby said that the answer will lie in the District bylaws. Dennis Flores mentioned that he has had contact with the Special District Association of Colorado and they would provide the FRPR District with benefits, such as legal counsel and professional development.

Andy Karsian commented that the intent of this section of the agenda was to formalize the committees and bring them to the next Board of Directors meeting so members can then volunteer. Deborah Mulvey revisited the idea of combining or separating government relations and communications. Andy Karsian suggested for them to start as a combined committee and the District can choose to split them up if needed later on. Chris Nevitt asked about the finance committee duty of developing a fundraising and grant strategy. Deborah Mulvey concurred that a lot of focus needs to be on grant application and management. Mayor Peck added that the committee needs to distinguish between a treasurer and accountant. Spencer Dodge advised to address issues like these as they become more relevant to the District.

### **C. Financial Immediate Needs**

Spencer Dodge and Andy Karsian spoke on the immediate financial needs of the District. Spencer started off with SB 238 requirements such as obtaining an EIN and bank account. Andy said that he can help fill out the EIN application, but he cannot be the principal; it should be a board member. Deborah Mulvey offered to make a motion and suggested designating Andy as a subcontractor or vendor to the District to handle ministerial functions in the interim.

Jim Souby asked Spencer and Andy to comment on the process of making an official bank account. Andy said that conversations will be had with the Special District Association. Jim then suggested doing a teleconference for the District Board to take action on this. Dennis Flores asked if someone on the Board will be elected as treasurer. Jim replied that electing a treasurer is another bylaw discussion and that the committee needs to focus on securing the board's funding by July 1st. Chris Nevitt advised that the Chair and Vice Chair should start right away on some of these housekeeping items rather than wait for the next board meeting to have a larger conversation on how to accomplish such tasks.

Deborah added that since the District is a Title 32 governmental entity, the motion is important to document and that there must be a designated individual to assist the Chair and Vice Chair with ministerial functions, especially financial oversight. Andy suggested designating Jill as the treasurer until the next Board meeting. Deborah drafted the following motion and it passed unanimously.

*Motion to designate Andy Karsian with responsibilities to assist the District in its organizational tasks, to implement ministerial functions, and Executive Transition Committee Chair James Souby and Vice Chair Jill Gaebler, until the next Board meeting, at which time this motion may be revisited.*

#### **D. Staffing Opportunities**

Spencer Dodge started the conversation by detailing his immediate plans. June 9<sup>th</sup> is Spencer's last day as the Southwest Chief and Front Range Passenger Rail Liaison. He will start a new job with HDR on June 20<sup>th</sup> and plans to put together a short-term scope of work to continue staff operations and maintenance. Andy Karsian added that David Singer will be key in moving forward with the NEPA process and onboarding the consultant team. The next board meeting will be an update on commitments and expectations from Board members and staff. Jim Souby asked about the status of the Service Development Plan. Andy said that David will brief the board during the next meeting and the Board will need to ratify a resolution in July.

#### **E. Special District Association Relationship**

Andy Karsian shared that he will work with Dennis on moving forward with SDA. SDA has the ability to help with HR conversations and provide solutions to questions that have been raised. The District will have access to legal counsel, templates for bylaws, workshops, etc. once it is a member of SDA. Dennis offered to get a quote for insurance to have coverage immediately as the board is already starting to make decisions. The committee members agreed to this.

#### **F. Next Steps**

The next District Board meeting will be held on Friday, June 24<sup>th</sup> around 9:30 am. A calendar invite will be sent out by Andy for the remainder of the year. Spencer will start on a scope of work to have ready for the District Board by July and will continue to work with Andy on some of these immediate action items.

Andy is going to work out the IRS conversation about the EIN and work with Dennis on obtaining SDA insurance and get more information on the District's bank account. Chris Nevitt asked for a draft of the bylaws for consideration to be ready at the June 24<sup>th</sup> meeting. Andy will customize a template from SDA, send to the committee for feedback, and then send out to all with the agenda prior to the next meeting.