

# Front Range Passenger Rail District Board of Directors

## Draft Meeting Minutes

Friday, May 27, 2022  
10:00 a.m. – 12:00 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
John Graham	Pikes Peak Area Council of Governments	City of Manitou Springs	Yes
Dennis Flores	Pueblo Area Council of Governments	Pueblo County	Yes
Will Karspeck	North Front Range Metropolitan Planning Organization	NFRMPO; Mayor of Berthoud	Yes
Johnny Olson	North Front Range Metropolitan Planning Organization		Yes
Sal Pace – Vice Chair	Passenger Rail Advocate	Resident of Colorado Springs	Yes
Jim Tylick*	Class 1 Railroad Representative	BNSF Railway	Yes
Nathan Anderson*	Class 1 Railroad Representative	Union Pacific	Yes
Luis Lopez	South Central Council of Governments	Las Animas County Commissioner	Yes
Deborah Mulvey	Denver Regional Council of Governments	DRCOG	Yes
Julie Mullica	Denver Regional Council of Governments	DRCOG	No
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
Daneya Esgar	State Legislature	State of CO	No
Debra Johnson*	Regional Transportation District	RTD	No
Amber Blake	Colorado Department of Transportation	CDOT	No
Josh Laipply	City and County of Denver	CCD	Yes
Jose Soto	LiUNA	Resident of CO	Yes
Claire Levy	Boulder County	Boulder County Commissioner	No
Rob Eaton*	Amtrak	Amtrak	Yes
Randy Wheelock*	I-70 Mountain Corridor Coalition	Clear Creek County Commissioner	Yes
Dale Steenbergen*	Cheyenne, Wyoming	Chamber of Commerce	Yes
*David Harris	New Mexico		Yes

\*Non-Voting Members

### A. Call to Order – Spencer Dodge

Spencer Dodge called the Rail District meeting to order at 10:03 am.

## **B. Chair and Vice Chair Elections – Spencer Dodge**

Sal Pace nominated Jim Souby as the Chair. Chris Nevitt seconded the nomination. Jim's nomination received unanimous approval. John Graham nominated Jill Gaebler for Vice Chair. Chris Nevitt seconded, and Sal Pace supported. Mayor Joan Peck nominated Will Karspeck for Vice Chair. Johnny Olson seconded. Spencer Dodge tallied the votes and confirmed Jill Gaebler as Vice Chair.

## **C. Service Development Plan Update – David Singer**

David Singer gave an update on the Service Development Plan. The CDOT team is working with the consultant team on a master contract and is hoping to have it executed next month. The next step is to issue a fund to task order to start the work. The Rail Commission allocated funds (\$1.645 m) for consultant services; these funds are leaving CDOT on June 30<sup>th</sup>. The District first needs to become eligible to receive the check and needs to enter into an IGA with CDOT for the pledged amount. David noted that CDOT is working with their attorney general to find a solution. Spencer suggested deferring this item to the next meeting so the District can write a formal resolution in the meantime. Jim Souby agreed with this but asked if the task is time sensitive.

Dennis Flores asked about the difference in amounts from the previous \$1.9 m to \$1.6 m. Jim answered that the legislature determined that an appropriation needs to be made to the enterprise account. David confirmed that prior distributions and other unencumbered funds will transfer over to the District. Deborah Mulvey asked if the Board needs a motion to accept the funds to make sure that there is no delay in receiving them. Spencer answered that the Board needs to reaffirm their commitment to the funds to the new entity for consultant work. There are some procedural steps needed but for right now it is just a recommitment to the Service Development Plan. Chris Nevitt expressed that he does not see an issue delaying this conversation until the next meeting. Jim agreed that the Board can do a formal motion at the next meeting and to use the time to understand what the Board needs to move forward.

Mayor Joan Peck clarified whether the Board is recommitting to move the funds or if the Board is telling CDOT to move the funds. Spencer answered that the funds will move regardless and the motion right now is for the District to agree that these funds will be used for the SDP consultation. Mayor Peck then motioned to approve the funds for the SDP. Will Karspeck seconded this motion. Josh Laipply proposed that if there is no impact to schedule, then the Attorney General and FRPR staff should plot out what decisions need to be made to make sure all actions are in alignment with the legislation. Spencer noted that CDOT's AG is not able to provide legal counsel for the District because it is a separate entity. Luis Lopez cautioned on signing off on this as he, and likely others, haven't had the chance to read or review the task. He added that it would be best practice to be transparent with the communities and have this motion as a formal agenda item with proper guidelines at the next meeting.

Jim Souby returned to the motion. The Board members voted and the motion to reaffirm the funds is not approved at this time.

## **D. Staff Report & Approval of April Meeting Minutes**

Spencer Dodge announced that he has accepted a job in Montana with HDR and will be leaving CDOT on June 9th. He expressed his gratitude to the Board and is hoping to be back with the District soon. He spoke on what is needed in the meantime: continuing administration and transitioning, issuing invoices and contracts, understanding state legislative impacts, and continuing to work with FRA and CDOT. The team has procured a facilitator to aid in this transition and the Board is now focused on the financial transfers. The team continues work in stakeholder engagement and public involvement as well as continuing to build relationships with partner railroads. The website is updated and should be utilized, especially to make a more separated name for the district.

David Singer touched on the SWC Thru Car grant management. The team is working with CO Springs on station area planning efforts. Jim Souby asked David and Jim Tylick about the southern bridge fire that rerouted the Southwest Chief and if anything was learned about this route that would be important for the District to understand when thinking about the SWC Thru Car. Jim Tylick responded that BNSF worked closely with Amtrak to coordinate the emergency route and are continuing to build partnership. Rob Eaton thanked BNSF for the assistance on the reroute and added that the legislation says to explore opportunities but it doesn't bind the organizations to reroute the Southwest Chief to connect to FRPR.

### **E. Letter of Support for the South Downtown Railroad Underpass Reconstructions (SDRUR) Project**

Spencer Dodge reported that the City of Colorado Springs has requested support for a mega grant to replace and improve underpasses along the rail line which would have inherent benefits for passenger rail. This effort demonstrates investment in rail infrastructure, will improve downtown constraints, and provide more reliable service for Colorado Springs. Jill Gaebler added that the passes are 100 years old and bifurcate downtown CO Springs and one of its oldest neighborhoods. Jill then made a motion to support the District providing a letter of support for Colorado Springs. Chris Nevitt seconded the motion. The motion was passed unanimously.

### **F. Special District Startup Checklist**

Spencer started the conversation by reminding the Board of the maintenance tasks it needs to take on in the upcoming months and create a checklist. Josh Laippy commented that getting legal counsel on board is a high priority. Andy Karsian noted that this agenda item is going to be ongoing for the Board and that the Special District Association are experts and can help guide the District Board in creating a checklist and ensuring that everything is in order. Deborah Mulvey suggested onboarding someone to research private and public rail entities in other jurisdictions as well. Dennis Flores added that the District is now responsible for handling insurance and finances, and there needs to be public official liability.

Jim Souby suggested forming a subcommittee to help with this checklist and help arrive at immediate decisions. The Board supported creating an oversight mechanism such as a subcommittee until the District has officially formed on July 1<sup>st</sup>. Andy affirmed that an interim executive committee is a good idea to identify the necessary resources. They should come back to the Board on July 1<sup>st</sup> with a more specific checklist and clearer path forward. Deborah reaffirmed this and would like to ensure that the transition committee holds open meetings. Nathan Anderson asked about the engagement level of nonvoting members and would like to receive further guidance on what is expected and appropriate for these members. Johnny Olson wanted to confirm the role of the transition committee as to whether they make decisions on behalf of the District Board or if they discuss decisions and bring them back to the Board for approval.

Sal Pace drafted the following motion:

Establish a transition committee appointed jointly by the chair and vice chair to consider necessary contractor expertise to establish a new special district, including but limited to legal and special district knowledge. The Transition committee would draft up RFPs and make recommendations to the full District. But, all decisions would ultimately need to come back to the full District for formal approval.

Deborah Mulvey added that transition committee should comply with open meetings law, be comprised of voting members, and follow Robert's rules. Will Karspeck seconded the motion. The motion passed unanimously.

## **G. Subcommittee Formation**

Chris Nevitt, Deborah Mulvey, Dennis Flores and Mayor Joan Peck volunteered to be on the transition subcommittee along with Jim Souby and Jill Gaebler. Spencer Dodge added that the team has been brainstorming different subcommittees for areas such as service planning, engineering, finance, station area development, fundraising, communications, and government relations and outreach. These will be further discussed by the Board.

## **H. 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.

## **I. Confirm Next/Future Meetings**

A Doodle poll will be sent out to determine the day and time of the transition committee meeting. Other meeting updates and meeting materials will be posted to the Front Range Passenger Rail website under the "District Meetings" page.

Deborah Mulvey asked about confirmation dates. Spencer that the rest of the official confirmations will happen during the next legislative session.

## **J. Adjourn**

Jim Souby adjourned the meeting at 11:25 am. District Board members thanked Spencer for his work on the project on behalf of the Front Range and CDOT.



Front Range Passenger Rail District  
Board Meeting  
June 24, 2022

# Agenda

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1. Welcome and Introductions - establish quorum
2. Approval of agenda and prior minutes
3. Chair Announcements
4. Public Comments
5. Board Committee Updates
6. Interim ED Updates
7. Bylaw Discussion
8. Financial Report
9. Staffing Discussion
10. Next Steps

# Board Committee Updates

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## Transition Committee:

- Met on June 6, 2022
- Proposed combine Govt Affairs and Communications committee - to be discussed during Bylaws agenda item
- Insurance coverage for the Board and future staff - Dennis
- Interim ED

No other Committees met during this time.

# (Interim) Exec Director Updates

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- SDA Membership
- EIN
- Address
- Draft Bylaws
- Financial Statements/Prior Commitments
- Insurance coverage
- Ongoing work with CDOT on consultant and intern management

Draft bylaws sent around to Transition Committee and Board members prior to meeting.

Thank you to all who provided comments/ edits!

Please provide comments. It's your Board.

## Discussion Items:

- Committees/Officers
  - Finalize committees
  - Need Treasurer: help oversee accounting, second signator
  - Secretary or should this be an ED function?
  - Combine Secretary/Treasurer?
  - Board committees preferences
  - Do committees have specific authority, or does the board as a whole decide everything?
- Board workshops and meeting
  - No alternates
- Roberts Rules: touch up training?

# Budget and Funding: Prior Rail Commission Commitments

Match for 2019 CRISI Grant: Southwest Chief Thru Car Alternatives Analysis	\$159,000
Match for 2020 CRISI Grant: FRPR Service Development Plan (June 2020)	\$25,000
Match for 2020 CRISI Grant: FRPR Service Development Plan (Sept 2021)	\$1,620,000
Match for 2021 RAISE Grant: Southwest Chief La Junta Sub Restoration	\$20,000
Match for 2021 RAISE Grant: Southwest Chief La Junta Sub Restoration (per SB 260)	\$12,000,000
<b>Total Prior commitments</b>	<b>\$13,824,000</b>
Beginning Rail District Budget	appx. \$2,878,000

## Consultants / Employees

- ED/CEO process requires Open Meetings Law and Public Records Act compliance
  - 14 days prior to offering/appointing a finalist, the list of all finalists must be made public.
  - Board must make an offer in an open session, not in an executive session
  - Negotiations about salary, benefits, etc may happen in executive session but the offer/approval must be made in a public meeting
- Open hiring process
  - ED = Board managed
  - Consultants = Board or ED
- Timeframe for contracts or staff positions
  - Financial
  - Legal
  - Website management
  - Political

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## “First” Board Meeting: July 22th, 9-12

- Oath of Office
- Reaffirm Officers and Committees
- Approve Bylaws
- Draft Budget