



**Front Range Passenger Rail District REGULAR
BOARD MEETING**

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Join by Phone: 720-707-2699

Webinar ID: 846 0703 5098

Friday, October 25, 2024, 9 a.m. MST

AGENDA

1. Call to Order; Roll Call, Establish Quorum

2. Public Comment

Advance registration is required to speak during Public Comment. The order of speaking is on a first-come, first-served basis. Public comments will be limited to 3 minutes per person.

People wishing to make a comment must sign-up before the start of the meeting at https://bit.ly/FRPRD_PublicComment.

3. Approval of Minutes September 27, 2024 Regular Meeting (Pg. 4 – 7)

4. General Manager’s Report

A. District Updates

- i. Welcoming Chelsea Gondeck to the Board
- ii. Annual Retreat Recap
- iii. Funding Request to Governor’s Office

B. Recent Briefings and Presentations

C. Upcoming Business

5. Service Development Plan Report (Pg. 8 – 9)

A. November Planning Committee Briefing and Public Online Open House

6. State Report

7. Committee Reports

A. Finance (Pg. 10 – 12)

B. Planning (Pg. 13 – 14)

C. Executive (Pg. 15 – 16)

8. Fiscal Year 2025 Budget (Pg. 17 – 28)

A. Public Hearing on the Proposed Fiscal Year 2025 Budget

B. Discussion of Resolution No. 2024-20 Adopting the Fiscal Year 2025 Budget



9. Board Action Items (Pg. 29 – 49)

A. Resolution 2024-20 Adopting Amended and Restated Bylaws

10. Director Updates

11. Adjourn



Front Range Passenger Rail District Board of Directors

Need 9 voting members present for a quorum.

Representation	Name	Executive	Finance	Planning	GA/Comms
DRCOG	Chris Nevitt	Chair	X	X	X
SCCOG	Luis Lopez	Treasurer	Chair		
DRCOG	Joan Peck	Secretary		X	X
<i>Union Pacific</i>	Nathan Anderson				
NFRMPO	Tricia Canonico			X	X
PPACG	Lynette Crow-Iverson				X
Govt. Appt.	Daneya Esgar				X
PACOG	Dennis Flores		X		
Colorado Springs ~ PPACG	Chelsea Gondeck				
<i>New Mexico</i>	David Harris				
<i>RTD</i>	Debra Johnson				
NFRMPO	Will Karspeck			X	
Govt. Appt.	Josh Laipply	X	X	Chair	
Govt. Appt.	Claire Levy				X
DRCOG	Deborah Mulvey	X		X	Chair
<i>Amtrak</i>	Dennis Newman				
DRCOG	Sarah Nurmela			X	
Govt. Appt.	Sal Pace	X	X	X	X
Govt. Appt.	John Putnam	X	X	X	
Govt. Appt.	Jose Soto			X	X
<i>Wyoming</i>	Dale Steenberg				
CDOT	Herman Stockinger			X	X
<i>BNSF</i>	Jim Tylick				
<i>I-70 Coalition</i>	Randy Wheelock			X	

Directors in italics are non-voting.



MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS
FRONT RANGE PASSENGER RAIL DISTRICT (THE “DISTRICT”)

Held: Friday, September 27, 2024; 9 a.m. (Virtual)

The regular meeting of the Board of Directors of the District was convened in accordance with applicable statutes of the State of Colorado, with the following Directors present:

Attendance: Lynette Crow-Iverson, Dennis Flores (joined after roll call), Will Karspeck (joined after roll call), Debra Johnson, Luis Lopez, Chris Nevitt, Dennis Newman, Sarah Nurmela, Joan Peck, John Putnam, Herman Stockinger, Jim Tylick, Randy Wheelock

Not Present: Nathan Anderson, Tricia Canonico, Daneya Esgar, Jill Gaebler, David Harris, Josh Laipply, Claire Levy, Deborah Mulvey, Sal Pace, Jose Soto, Dale Steenbergen

Chair Nevitt called the meeting to order 9:00 a.m.: Chair Nevitt welcomed meeting attendees and took roll. A quorum of voting Directors was not established during this time. As such, the meeting proceeded with non-business items. The minutes reflect the order items were discussed in the meeting, not the order they were listed in the publicly noticed agenda. Midway through the meeting, a quorum was reached. At that time, the Board held public comment, approved the minutes of the August 23, 2024 regular meeting and adopted *Resolution No. 2024-18 Approving Task Order No. 3 with Linhart Public Relations* and *Resolution No. 2024-19 Accepting an Audit of the District’s Financial Statements for the 2022 Fiscal Year*.

General Manager’s Report:
District Updates General Manager Karsian shared that the District has formally launched its social media presence on LinkedIn, Instagram and Facebook. Building this initial social media presence is a critical public outreach step toward a successful ballot initiative. The District staff workplan through the end of 2026 has been completed and will be discussed with the Board at the directors’ annual retreat, occurring on October 17 and 18. General Manager Karsian requested Directors who did not attend the September 19 Board workshop to review the workshops materials and videos in advance of the retreat.

General Manager Karsian noted the District’s involvement in SB 24-184 efforts, calling attention to the presentation Diane Barrett and Berrick Abramson gave to the Board the week prior at the workshop. The implementation plan will be delivered to the legislature by the September 30 deadline. Now, the partners are transitioning to developing an intergovernmental agreement (IGA) by the end of the year. Chair Nevitt noted that the partners (District, CDOT, RTD) completed a thorough vetting of governance options and determined that the existing entities already have the requisite powers to cooperate on and implement near-term northern rail train service and thus creating a new entity would be an inefficient approach.

Pueblo County held an open house the week prior, showcasing their latest passenger rail station plan. Director Flores spoke about the study’s aims to tie together the historic identity of Union Depot with modern infrastructure needs, generating excitement among the Pueblo community. The District continues to actively collaborate with the Colorado Department of Transportation (CDOT) and local governments on station area development to ensure successful outcomes.

Recent Briefings and Presentations: Recent briefings and presentations include the Commuting Solutions Transportation Summit, whereby General Manager Karsian, Chair Nevitt and Director Johnson had a public opportunity to engage with the Governor and local leaders, yielding great questions and positive conversations regarding SB 24-184 and collaboration.

Director Lopez had a successful presentation on behalf of FRPR to Colorado Counties, Inc. (CCI). Duane Sayers, the District's Director of Rail Planning and Operations, facilitated an introductory webinar with the Colorado Association of Transit Agencies (CASTA) and will be leading a half day in-person workshop with the organizations' membership in October. Additionally, the District presented to the Denver Regional Council of Governments (DRCOG) and the South Central Council of Governments (SCCOG).

General Manager Karsian shared that he had strong meetings with Fort Collins leaders, including Director Canonico and Representative Boesenecker, further strengthening local relationships.

Chair Nevitt noted that RTD General Manager and CEO Debra Johnson led a special RTD Board meeting on September 19 to provide the Board the final report of the Northwest Rail Peak Service Study (NWR PSS). The meeting was considered successful and continues the foundation for partnership through the SB24-184 process and beyond.

Upcoming Business: Chair Nevitt has been working with legal counsel on a proposed update to the District bylaws that will be presented to the Executive Committee in October and thereafter shared with the Board.

At their October 3 meeting, Finance Committee will review the proposed fiscal year 2025 budget. General Manager Karsian encouraged all directors to attend the meeting. Per legal requirements, the budget will be presented for public comment at a Public Budget Hearing during the October 25, 2024 Board meeting. While the Public Hearing is in October, the plan is for the Board to wait to adopt a final budget until the December 13, 2024 Board meeting.

Additionally, District staff have finalized the first draft of the Communications and Coalition Building Plan. This implementation focused plan will be shared with the Government Affairs/Communications Committee later this year.

Service Development Plan Report: Director Stockinger provided a report (included in the packet) regarding the Service Development Plan (SDP). The team has made significant progress on the Alternatives Analysis (AA), a nearer term report that puts forth a recommended Service Option (route, number of trips and maximum operating speed) that will be carried forward as the service plan for the rest of the SDP and into NEPA. The AA will be shared with FRA this fall and released publicly this December through an online open house.

Director Stockinger continued that CDOT, the District, the HNTB consultant team, RTD and the Federal Railroad Administration held a robust operations modeling workshop on September 12, 2024 to define the base case model. The modeling was reviewed by the railroads beforehand, with the goal of securing buy-in around current freight flows and future growth rates. The recommended service option from the AA will next be overlaid on the model, defining the infrastructure needs and providing a tangible, detailed service plan. Directors requested a detailed SDP schedule with dates. FRPRD Chief of Staff, Chrissy Breit shared that the District has the SDP dates and is working with HNTB on a schedule graphic. Director Nurmela emphasized the need for an overall schedule and clarity on the steps

required to reach the ballot. She highlighted the importance of understanding how RTD Northwest Rail will integrate into the service plan to ensure a positive ballot outcome, particularly what voters will be supporting, including service plans and station details. Ms. Breit noted that the directors' retreat in October will include a workplan and programmatic schedule outlining the key steps for reaching the ballot.

State Report: Building upon the information shared by Director Stockinger, Director Putnam expressed the state's commitment to showing progress on FasTracks in order to advance the success of FRPR. The state is working to streamline FRA processes and coordinate with RTD to show movement on planning and realization of taxpayer funding.

Committee Reports:
Finance Director Lopez noted the Southwest Chief Route Restoration RAISE Grant, awarded to the City of Trinidad, and being administered by the District, as the successor organization to the Rail Commission. As part of the local match, the Rail Commission committed \$25,000 in matching funds. In addition to the \$25,000 match, the District is currently holding the \$12M American Rescue Plan Act funds to be distributed to BNSF Railway to upgrade the track between Kansas and southern Colorado. The District anticipates completing this transfer sometime in the upcoming months. In the interim, the District benefits through the earned interest income on the funds.

Treasurer Lopez emphasized the value in holding a work session with the Governor's office to understand how SB 24-184 funds will be allocated amongst the partners and to identify opportunities for the District's work to be funded through SB24-184.

Treasurer Lopez noted there is stable funding to get the District through FY 2025 and that the FY 2026 budget is quite tight.

At their September 5 meeting, Finance Committee recommended the District Board approve the Task Order No. 3. with Linhart Public Relations.

Planning Mr. Sayers noted that the September Planning Committee meeting included a discussion of the SB 24-184 process, which aligns with the conversation had during this meeting.

Executive Chair Nevitt introduced the Executive Committee's process for the General Manager's annual review, confirming that the board has received all necessary materials for their evaluation. He ensured that board members are prepared to participate in the assessment process. The Committee also recommended approval from the Board of the Linhart PR task order and the 2022 District Audit.

A quorum of voting directors was established, and the Board transitioned to business items.

Public Comment: No verbal public comments were delivered during the meeting. A written comment received in advance is included at the end of this summary.

Approval of Minutes
August 23, 2024,
Regular Meeting: Director Peck motioned to accept the minutes of the August 23, 2024 meeting of the Board of Directors. Director Lopez seconded. Upon voice vote, the motion passed unanimously. No comments or clarifications.



Consent Agenda: Chair Nevitt called for a motion to adopt *Resolution 2024-18 Approving Task Order No. 3* and *Resolution 2024-19 Accepting an Audit of the District's Financial Statements for the 2022 Fiscal Year* as a block. Director Peck moved to adopt *Resolution 2024-18 Approving Task Order No. 3* and *Resolution 2024-19 Accepting an Audit of the District's Financial Statements for the 2022 Fiscal Year*. Director Flores seconded. With no objections, both were adopted unanimously.

Adjourn: Director Lopez motioned to adjourn the meeting and Director Peck seconded. The meeting was adjourned at 10:19 a.m.

Service Development Plan Progress Report

October 25, 2024

Activity Overview

Over the past month, the Service Development Plan (SDP) team submitted two key deliverables to FRA for review and comment: the Service Options Analysis (SOA) and the Investment Options Analysis (IOA). The SOA studies different levels of train service along the approved route from Pueblo to Fort Collins, specifically variations on speed and number of round trips per day. The following *full buildout* service alternatives are evaluated in this report:

- 6 round trips @ 79 mph
- 10 round trips @ 79 mph
- 12 round trips @ 79 mph
- 6 round trips @ 90 mph
- 12 round trips @ 90 mph

The FRA requires corridors to determine their full buildout (the level of service to operate 20 years after opening day service) and to then work backwards, developing nearer term phasing and implementation plans that chart a course for progressing from day one service to full buildout.

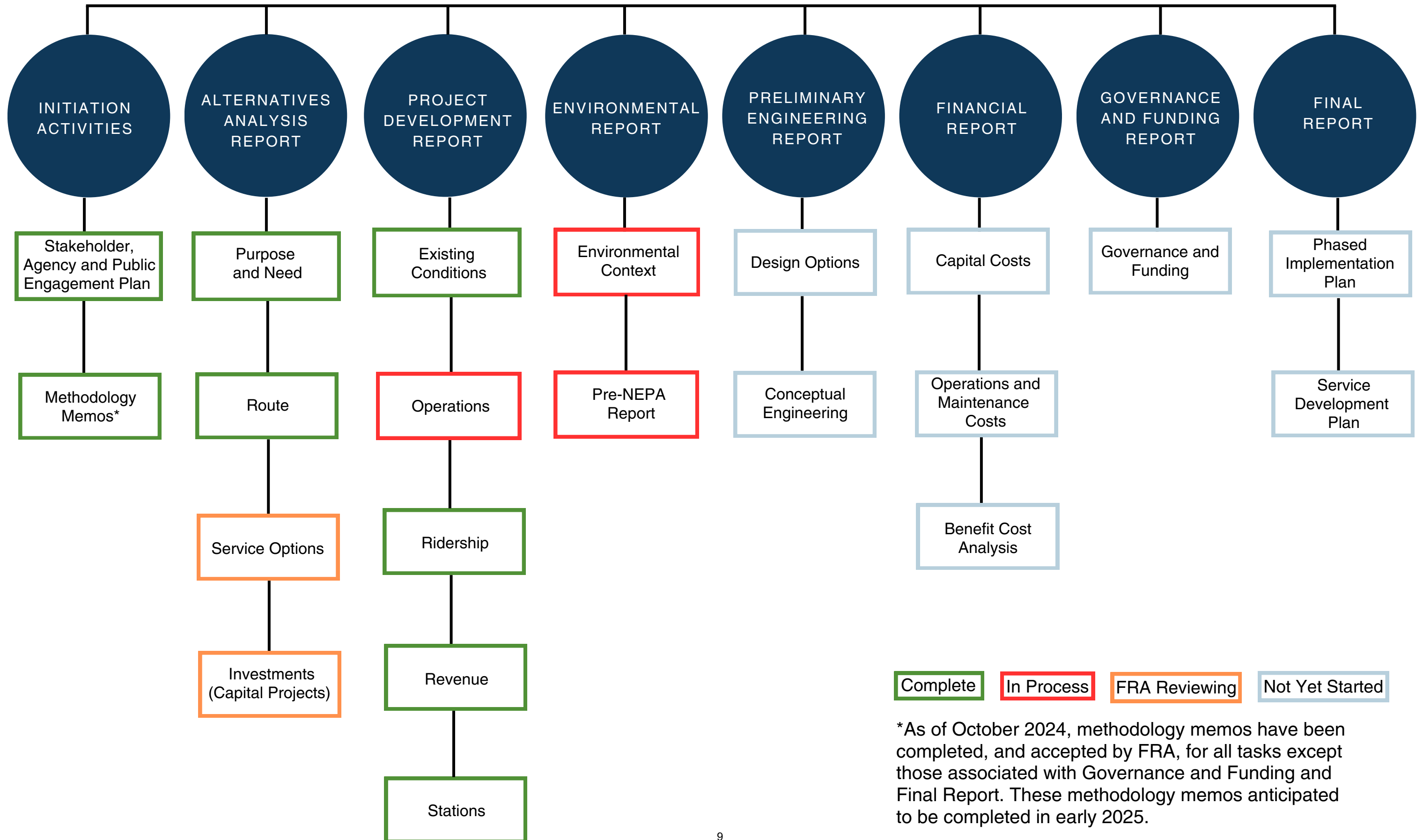
The IOA addresses what projects and infrastructure improvements are needed to facilitate passenger rail service on existing right corridors for each of the service alternatives under consideration. As with the SOA, the IOA evaluates the impacts of each service alternative on existing freight operations and the new passenger service conflicts.

The SOA and IOA roll up into the Alternatives Analysis, a report that ties together Purpose & Need, Route, Service Options and Investments to arrive at a specific full buildout service option to advance in subsequent phases of the SDP. After obtaining FRA feedback on the SOA and IOA, these documents will be shared with stakeholders and the public at the end of this year through outreach focused on the Alternatives Analysis.

Planned Alternatives Analysis Outreach:

- November 13, 2024: FRPRD Board Briefing at Planning Committee
- November 20, 2024: Corridor-wide Stakeholder Coalition Briefing
- December 4, 2024 – January 10, 2024: Online Public Meeting
 - This on-demand engagement opportunity will provide the public with information on the Alternatives Analysis report, including access to the draft itself.
 - CDOT, District staff and the consultant team will be coordinating with partners to promote the public engagement opportunity throughout the corridor.

FRONT RANGE PASSENGER RAIL SERVICE DEVELOPMENT PLAN



Complete
In Process
FRA Reviewing
Not Yet Started

*As of October 2024, methodology memos have been completed, and accepted by FRA, for all tasks except those associated with Governance and Funding and Final Report. These methodology memos anticipated to be completed in early 2025.

**FRONT RANGE PASSENGER RAIL DISTRICT
FINANCE COMMITTEE MEETING**

Thursday, October 3, 2024 (Virtual); 12:00 – 1:00 p.m.

Roll Call:

- Attendance: Luis Lopez (Chair/Treasurer), Directors Dennis Flores, Josh Laipply, Chris Nevitt, Sal Pace, John Putnam
- FRPRD Staff Attendance: Chrissy Breit, Andy Karsian, Ashica Smith

Call to Order

Chair Lopez called the meeting to order at 12:06 p.m.

Budget Overview

Chair Lopez emphasized that 2025 is the time for Front Range Passenger Rail District (District) to focus on advocacy and outreach and proceed with funding for campaigns, including donations and contributions from external partners. The District team is prepared to initiate fundraising and outreach efforts on effective strategies. The plan is that by 2026, additional resources will be available to supplement existing general funds.

District Financial Update

The draft budget for 2025 differs significantly from last year. A substantial amount was allocated for the 2024 ballot budget, with \$500,000 set aside for the EY model. Legal expenses were high, but these will decrease in 2025. The Service Development Plan (SDP) budget includes the final \$800,000 from the District to be paid by the end of 2024, so the District budget will not have new, large expenses anticipated outside of the policy focus areas.

In the draft budget for 2025, no new revenue will be coming in to the District except for approximately \$565,000 (to date) in earned interest. These funds are flexible and can be used as a contingency for operating funds moving into FY25. Of that amount, \$200,000 has been allocated for outreach efforts and planned initiatives for the upcoming year, leaving around \$300,000 in undedicated funds. There is also a \$12 million grant for Southwest Chief track improvements, which was encumbered by the FRPRD at the beginning of September and will be transferred in 2025, contingent upon collecting the matching funds from the local governments' contributions. According to Treasurer Lopez and Chair Nevitt, it is crucial to retain revenue as much as possible to earn as much interest as possible within the amount of time before sending the \$12M grant revenue to the grant partners.

Director Pace noted that this is one part of three TIGER Grants focused on track improvements from New Mexico to Kansas, with all applications coming from state sources. The initiative includes new seamless steel, primarily manufactured in Pueblo, which will enhance speeds to meet Class One standards, backed by a \$100 million investment and matching funds from BNSF for maintenance.

Additionally, the Amtrak through car study aimed at rerouting passenger rail trains off the main line through Pueblo to Colorado Springs. This would facilitate starter service in both Pueblo and Colorado Springs, along with upgrades between the two cities. All these developments would be advantageous for future FRPRD operations.

FRPRD GM Karsian discussed the challenging financial situation the District is in for FYs 25 and 26, stating that all options for cuts are on the table. There will be no staff raises this year, and contributions to retirement plans will be reduced, along with cuts to expenses and reimbursements. Ballot costs are not included in the budget, and legal expenses will also be tightly controlled.

Director Laipply stressed the need to collaborate with legislators and seek grant assistance in the coming year, noting the operating budget is \$3.8 million. FRPRD GM Karsian clarified the amount of dedicated funding in the prior budgets and that those dedicated funds may not carry over into the new fiscal year. He emphasized focusing on a narrow scope while preparing for a successful ballot in 2026, mentioning discussions on the IGA, SB-184, state planning, the SDP, and Corridor ID, which typically may not require additional District funds. The District priority instead will be outreach and coalition building throughout FY25 and 26. He acknowledged the importance of maintaining conversations with legislative partners, highlighting past funding, including \$2 million in legislative allocations. However, the current state budget is tight, with \$700M+ needed to cover state budget gaps.

Chair Lopez acknowledged the challenges expected in 2025 due to state shortfalls but maintained that we are still in a strong position despite these cuts. He emphasized the importance of developing a sales pitch for businesses and the community, highlighting that they will ultimately benefit. It's a good opportunity to move forward, and we should remain optimistic.

Director Putnam expressed agreement with GM Karsian, noting that this will be a challenging year in the legislature and that general fund money is not anticipated to be available. Regarding the SDP, efforts are underway to address budget gaps, and there is confidence that these will be managed despite additional expenses and federal requirements using the fee revenue CDOT received via the legislature in 2024. One question is how much funding can be recovered through Corridor ID, which requires a 10% match, to ensure there is enough money to complete the SDP for the project. As the project moves into Step 3 of the Corridor ID process, more funding will be necessary for environmental clearance for the entire corridor. The success of this project relies on support from external partners, which is critical for the ballot in 2026. The state will collaborate with the District to address any financial gaps.

Director Nevitt added that the goal is to succeed in the 2026 ballot while effectively navigating 2025, which requires considerable effort. Currently, there's uncertainty about our 2026 position, but we've pinpointed key gaps, particularly related to ballot costs and the expenses associated with counties post-election.

Fee revenues from enterprises under SB-184 must directly relate to project delivery, which could be applied to station planning and the SDP. The CTIO Board will determine the uses for the 184 fee revenues in 2025. The SB-230 fees, expected in 2026, offer more flexibility and can be utilized later around station planning and connectivity development. In 2025, the District will establish an issue committee for funders and conduct an economic benefit study, highlighting the broad benefits to the community. Securing private funds will help us manage costs through the general fund as funds collected by the issue committee could be used to pay for necessary tasks and alleviate the pressure on the District general fund. The roles of the board and district are evolving and will be discussed at the upcoming retreat, focusing on solutions for the district's financial challenges.

Director Laipply responded that he has heard the costs for the SDP are higher than initially projected, particularly concerning the NEPA study. He would like clarification on how it will be funded as we plan through 2026. He stated that it would be beneficial for everyone involved to determine the costs, timelines, and funding responsibilities. If The Colorado Department of Transportation (CDOT) believes they don't have the budget for the NEPA study, the District needs to be informed about that. While there have been various ideas, there should be certainty regarding our potential costs and who will be responsible for each aspect.

Questions and Answers

Director Flores raised a question about the restrictions on using interest income and whether there is flexibility to allocate those funds for other expenses. General Manager, Andy Karsian replied that there are no restrictions on those earned interest funds. However, he noted that we must be cautious about how district dollars are utilized for campaigning. The funding will support key budget priorities as we move into 2025, focusing on network building, coalition efforts, and outreach initiatives.

Director Flores questioned if it's likely that the District's future structure will change as mentioned in FY25 Budget Considerations and Options memo, previously distributed to the Board. GM Karsian clarified that it is an option that was raised under SB-184. When the District was established in 2021, it was based on the best available information at the time, with an independent intent to meet its goals. However, the funding required to support the District did not accompany that ambitious goal. If funding remains inadequate as we move into 2026 or if the ballot is not secured, there may be considerations for changing the District's governance structure, potentially aligning it with the state or the Regional Transportation District (RTD). However, he emphasized that alternative governance discussion is premature and should not be considered for 2025 as discussions are underway via the 184 discussions, as well as a workplan and strategy developed for building a successful ground game for a 2026 ballot measure.

Next Steps

The next steps for the District involve initiating fundraising efforts to attract donors, as well as establishing coalitions and outreach programs to engage the community. These initiatives will lay the groundwork for building strong partnerships and expanding our network for a successful ballot in 2026. Additionally, the District will actively seek collaboration with future funding partners to secure the necessary resources for accomplishing the rail line. By focusing on these areas, we aim to create a sustainable funding model that supports our goals and enhances our impact in the community.

Director Updates

There were no Director updates at this time.

Adjourn:

The meeting was adjourned at 12:55 p.m.

[Click here to view the full Finance Committee packet and recording.](#)

**FRONT RANGE PASSENGER RAIL DISTRICT
PLANNING COMMITTEE MEETING**

Wednesday October 9, 2024; 8:30 a.m. (Virtual)

Roll Call:

- In attendance: Josh Laipply (Chair), Directors Tricia Canonico, Will Karspeck, Deborah Mulvey, Chris Nevitt, Sarah Nurmela, Sal Pace, Joan Peck, John Putnam, Jose Soto, Herman Stockinger, Randy Wheelock
- FRPRD Staff in attendance: Andy Karsian, Duane Sayers, Ashica Smith

Approval of Minutes

Chair Laipply moved to approve the September meeting minutes, Director Stockinger seconded, with no objections.

Reports*SB-184 Joint Service Options Presentation*

Duane Sayers, Director of Rail Planning and Operations for the Front Range Passenger Rail District (FRPRD) provided an update on rolling stock options discussed earlier in March. He noted that the SB-184 discussions have narrowed the choices, eliminating Diesel Multiple Units (DMU) due to their limited range. While catenary electrically powered trains were considered, the lack of catenary on the BNSF track makes that option unfeasible.

For joint operations with RTD on the B-Line, the goal is to have a single operator managing service from Denver Union Station (DUS) to Fort Collins, especially north of Westminster, to avoid complications from multiple operators on the BNSF track. Initially, the plan involves using existing RTD tracks to Westminster and then transitioning to BNSF tracks for further north. Up to three additional stations may be added, including Westminster.

Mr. Sayers emphasized the importance of coordinating operations with the existing B-Line service operated by Denver Transit Partners. Dispatch for the new service would be handled by the current RTD dispatcher, DTO, which could present challenges regarding track availability and maintenance schedules.

Additionally, Sayers highlighted the concern of bypassing existing RTD commuter rail stations en route to Westminster. This service is intended to be express, avoiding stops at every station to maintain the Front Range Passenger Rail's status with the FRA and differentiate it from commuter rail service.

Challenges

Duane Sayers, FRPRD's Director of Rail Planning and Operations, explained that electric trains won't be feasible for service north of Westminster due to the lack of electrification on BNSF tracks. The rolling stock will need to be single-level cars because of height restrictions under RTD's catenary tracks. The plan is to use Tier 4 diesel locomotives, which significantly reduce emissions, with potential for conversion to zero-emission technology in the future.

Mr. Sayers noted the importance of coordination with the existing B-Line service and the need for effective train dispatch operations. The passenger rail service between DUS and Fort Collins is becoming increasingly viable, representing a significant phase of developing inner-city passenger rail across the state.

Chair Laipply emphasized that the Board's role includes defining rolling stock and station designs, which will eventually feed into an RFP for an operator. He highlighted the need for coordination and shared equipment to optimize resources and minimize costs, particularly regarding PTC installation and other infrastructure improvements.

Director Nurmela inquired about transitioning from RTD to BNSF tracks, to which Mr. Sayers confirmed a switch and signals would be necessary. Director Nurmela also asked if RTD would operate separately in the northern area, and Director Putnam clarified that the goal is for one operator beyond Westminster, while the B-Line would continue its current operations.

Director Nevitt pointed out that RTD's commuter rail will maintain dedicated electric track from DUS to Westminster, with the future expansion plans for FRPRD still being defined. Director Canonico requested more information on future fuels and the environmental impact of the rail service, advocating for clean operational practices.

Chair Laipply concluded by stating the need for a clear vision of service requirements, including considerations for passenger amenities like bike racks versus luggage storage. FRPRD GM Karsian added that the district is working with CDOT on station planning, with five out of nine primary station locations already identified.

Informational Items and Announcements

At the end of the meeting, the District Board officially approved plans for building nine primary station locations, with five already defined. There are discussions ongoing for one to three additional stations between Denver and Fort Collins that were not previously included.

Director Nevitt raised questions about train operations at Union Station, emphasizing the need for clarity on how the service transitions south to Pueblo. Director Pace added that infrequent and non-permanent stops south of Denver should be considered and noted the importance of including communities like Trinidad in the planning process.

Director Peck called for more information on conversations happening in the southern region, stressing the need for comprehensive planning as part of the marketing and voter engagement strategy. Director Putnam reassured the group that the entire line's service development plan (SDP) is being considered. He highlighted that the focus is on creating a one-seat ride option while also modeling the freight movement. He pointed out that before moving south, the priority is to resolve the FasTracks issue with RTD, as their involvement diminishes beyond their borders.

Director Soto cautioned that perceptions of phase one could impact funding and support for phase two, urging the need to build confidence in the overall vision.

Adjourn

Chair Laipply moved to adjourn, and Director Soto seconded, with no objections. The meeting was adjourned at 9:53 am.

[Click here to view the meeting packet and recording.](#)

**FRONT RANGE PASSENGER RAIL DISTRICT
EXECUTIVE COMMITTEE MEETING**

October 15, 2024; 1:00 p.m. (Virtual)

Roll Call:

- Director Attendance: Chris Nevitt (Chair), Joan Peck (Secretary), Deborah Mulvey, Sal Pace, John Putnam
- Absent: Luis Lopez (Treasurer), Josh Laipply
- District Staff Attendance: Chrissy Breit, Nancy Burke, Andy Karsian, Duane Sayers, Ashica Smith
- District Legal Counsel: Brent Butzin

Call to order

Chair Nevitt called the meeting to order 1:03 p.m.

Committee Reports

Finance

Front Range Passenger Rail District (District) General Manager Andy Karsian provided the October 2024 Finance Committee report. Finance Committee reviewed and endorsed the proposed fiscal year 2025 budget at the October 3, 2024 committee meeting, recommending it be shared at the public budget hearing during the October 25, 2024 Board meeting. The October budget hearing provides the public an opportunity to comment on the budget before the Board officially adopts the budget at the December 13, 2024 Board meeting. In reviewing draft *Resolution No. 2024-20 Adopting the Fiscal Year 2025 Budget*, District directors requested that specificity on the District's revenue sources be articulated in writing and included with the budget document. Such language can reference past resolutions whereby the District Board adopted the Southwest Chief and Front Range Passenger Rail Commission's prior fiscal commitments. Additionally, Directors noted the decreased budget from FY24 to FY25 for outreach/marketing and legislative services. General Manager Karsian responded that budget is structured in this way because initial outreach/marketing tasks have been initiated and less resources are available for the District overall. The Board retreat will include discussions on the District's financial strategy. Directors likewise expressed a desire to see a robust communications and coalition building plan that includes costs and an execution plan. General Manager Karsian expressed that the retreat will feature an initial discussion of the communications and coalition building approach, which will then be formally presented to the Government Affairs and Communications Committee before the end of year.

Planning

Given time constraints, Executive Committee skipped over the Planning Committee report.

New Business

City of Colorado Springs Appointment

After years of dedicated service to FRPR, Jill Gaebler has stepped away from the District Board. The City of Colorado Springs has appointed Chelsea Gondeck, Executive Director of Colorado Springs' Downtown Business Improvement District to the Board. Chair Nevitt and General Manager Karsian thanked Director Gaebler and expressed enthusiasm to welcome Ms. Gondeck to the Board.

Board Retreat

The Board Retreat is October 17 and 18. District staff requested Directors inform staff ASAP if they are having any issues accessing or reading their retreat materials.

Bylaws Revision

Chair Nevitt has worked with District legal counsel on a proposed update to the bylaws. The update reflects necessary changes given HB24-1012 (the District's administrative cleanup bill), as well as Board process improvements identified through District maturation. The current bylaws, the proposed update and a memo summarizing the changes were included in the Executive Committee packet. Director Mulvey made a motion for the Executive Committee to adopt the October 9, 2024 revision of the Bylaws of the Front Range Passenger Rail District for presentation to the full Board. Director Putnam seconded. No objections.

Executive Session

Chair Nevitt requested a motion to convene an executive session pursuant to Section 24-6-402(4)(f)(I), C.R.S. for the purpose of discussing personnel matters related to the General Manager's performance review. Director Peck moved and Director Mulvey seconded.

Following Executive Session, Director Pace moved to return to the regular Executive Committee meeting and Director Peck seconded.

Adjourn

Following Executive Session, Chair Nevitt adjourned the Executive Committee meeting at 2:50 p.m.

[Click here to view the full Executive Committee packet and meeting recording.](#)

Memo

DATE: October 22, 2024
TO: Front Range Passenger Rail District Board of Directors
FROM: Andy Karsian, General Manager
SUBJECT: Fund Balances and Revenues in Proposed FY25 Budget

Background

Through coordination with District accountants, staff and the Finance Committee, the Front Range Passenger Rail District (District) has developed a proposed budget for fiscal year 2025 (FY25). The District's Finance Committee reviewed the budget at the October 3, 2024 meeting and recommended it be presented to the public at the October 25, 2024 Budget Hearing. The Board also had the opportunity to discuss the budget at the annual retreat. Through the Budget Hearing, at the October Board meeting, the District will receive public comments that can be considered as a finalized budget is brought to the Board for adoption at the December 13, 2024 Board Meeting.

Per Director request, this memo has been compiled to provide Directors and the public a greater understanding of the District's Beginning Fund Balances and Revenues. This memo articulates the funds and revenues in the District budget. Most funding for the District is reserved for specific purposes distinct from District operating funds.

Budget Summary

Beginning Fund Balances

As articulated in [Resolution No. 2022-F001](#), at its inception in 2022, the District started with a beginning fund balance of approximately \$16M. This reflects the following funds held by the Southwest Chief and Front Range Passenger Rail Commission (Rail Commission):

- \$159,000 for the Southwest Chief Thru-Car Study match
 - The District has not yet distributed these funds.
- \$1,645,000 for the FRPR Service Development Plan match
 - The District has distributed funds.
- \$12,020,000 for the Southwest Chief Route Restoration Project (\$12M in American Rescue Act Plan funds and \$20,000 of District match)
 - The District is administering the Southwest Chief Route Restoration RAISE Grant. As part of the local match, the Rail Commission committed \$20,000 in matching funds. In addition to this match, the District is currently holding the \$12M American Rescue Plan Act (ARPA) funds to be distributed for the project. The District anticipates completing this funds transfer in 2025. As such, what appears in the budget to be significant revenue available for District operations are project funds tied to this grant. As the District awaits transferring the funds, the District is earning interest income on them through the high yield savings account.
- In addition, the beginning funds balance reflects the \$1.9M in operating funds that the Rail Commission received via SB22-176.

Intergovernmental – State - CDOT

- Through SB23-283, the District received an additional \$2M in 2023 to support District operations.
- The District anticipated receiving legislative funds in 2024; however no money was dedicated to the District as part of the passed legislative package.

Interest Income

- This reflects the money the District has earned through the high yield savings account.

Total Funds Available

- Whereas the budget notes approximately \$14M as available funding for 2025, this amount reflects the \$159,000 Southwest Chief Thru-Car Study match, the \$12M ARPA funds, and \$20,000 District match that will be transferred out of the District savings account to support the Southwest Chief Route Restoration Project. As such, only about \$2M is currently available to the District for operations.

**RESOLUTION NO. 2024-20
OF THE FRONT RANGE PASSENGER RAIL DISTRICT**

**ADOPTING A BUDGET AND SUMMARIZING EXPENDITURES AND REVENUES
FOR THE FRONT RANGE PASSENGER RAIL DISTRICT FOR FISCAL YEAR 2025**

WHEREAS, pursuant to Section 32-22-101, *et. seq.*, C.R.S. (the “Act”), the Front Range Passenger Rail District (the “District”) was established as a body politic and corporate and a political subdivision of the state to research, develop, construct, operate, and maintain an interconnected passenger rail system within the front range that is competitive in terms of travel time for comparable trips with other modes of surface transportation; and

WHEREAS, except as otherwise specifically provided, the Board exercises and performs all powers, privileges, and duties vested in or imposed upon the District in the Act; and

WHEREAS, Section 29-1-103, C.R.S. of the Local Government Budget Law of Colorado requires the District to adopt an annual budget; and

WHEREAS, the Board has directed the General Manager of the District to prepare and submit a proposed budget for the 2025 fiscal year which is the same as the 2025 calendar year (“Fiscal Year 2025”) to the Board; and

WHEREAS, the General Manager has submitted a proposed budget to the Board for its consideration; and

WHEREAS, pursuant to Section 29-1-106, C.R.S., the District published the proposed budget for Fiscal Year 2025 on its website and provided advanced notice in the Denver Post for the hearing at which the Board would consider the proposed budget; and

WHEREAS, Section 29-1-108, C.R.S. allows the Board to revise, alter, increase, or decrease the items in the proposed budget at a public hearing as it deems necessary; and

WHEREAS, the Board held a public hearing on the revised proposed budget for Fiscal Year 2025 on October 25, 2024, at which time it considered objections of District electors, and during which the Board instructed the General Manager to make certain modifications to the draft budget prior to its final adoption; and

WHEREAS, Section 29-1-108(5), C.R.S. states that the adoption of the budget and the appropriation of funds shall be effective upon Board of Directors’ adoption of the budget for Fiscal Year 2025.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF THE DISTRICT AS FOLLOWS:

1. The final budget as submitted, a copy of which is attached hereto as **Exhibit A** and incorporated herein by reference, is hereby approved by the Board and adopted as the budget of the Front Range Passenger Rail District for Fiscal Year 2025.

2. The Board directs the General Manager to cause a certified copy of such budget to be filed with the Division of Local Government in the Department of Local Affairs no later than thirty days following the beginning of the fiscal year.

3. The District is authorized to expend funds consistent with the appropriations described in the budget for Fiscal Year 2025.

[Signatures follow]

DRAFT

APPROVED this 13th day of December 2024.

Chair

ATTEST:

Secretary

DRAFT

EXHIBIT A
FRONT RANGE PASSENGER RAIL DISTRICT
FISCAL YEAR 2025 BUDGET
(attached)

DRAFT

BUDGET MESSAGE

Front Range Passenger Rail District

Pursuant to Section 29-1-103(1)(e), C.R.S., the budget must include a budget message.

The attached Budget for the Front Range Passenger Rail District (the “District”) for Fiscal Year 2025 includes these *important features*:

The District will focus its expenditure on expanding outreach, coalition building, and education measures. These expenses will be centered around developing a ballot measure and referring it to the 13 counties’ ballots for the November 2026 election. The largest amount of funds the District holds is from federal grants, namely the Southwest Chief Route Restoration RAISE Grant, which has been kept in the District’s interest-bearing account. These funds have been obligated and may be spent in 2025. Other than the obligated RAISE Grant funds, the District’s largest non-salary expenditures for the year will be for legal costs, as well as consultant support on coalition building as the District seeks a ballot issue for 2026.

* “*important features*” are not defined in statute; however, important features of the budget would include starting/ending a service; increases or decreases in levels of services, increases/decreases to revenues (taxes/rates) and/or expenditures; acquisition of new equipment; start or end of capital project; etc.

The budgetary basis of accounting method used is:

- Cash basis
- Modified accrual basis
- Encumbrance basis
- Accrual

The services to be provided/delivered during the budget year are the following:

The District will continue to work with the Colorado Department of Transportation (“CDOT”) to finalize the Service Development Plan (“SDP”) for Front Range Passenger Rail. The SDP efforts are funded by the District, CDOT, and the Federal Railroad Administration (“FRA”). The District has applied for and been selected by the FRA’s Corridor Identification and Development Program created under the Infrastructure Investment and Jobs Act (“IIJA”) (49 U.S.C. 25101(a)) which will provide financial support for the District’s activities after the completion of the SDP that are not already funded by other FRA grants. The District will continue to pursue federal funding, including through the various grants created under the IIJA. The District will increase public awareness of the project and a proposed ballot measure.

**FRONT RANGE PASSENGER RAIL DISTRICT
ANNUAL BUDGET
FOR THE YEAR ENDING DECEMBER 31, 2025**

**FRONT RANGE PASSENGER RAIL DISTRICT
GENERAL FUND
2025 BUDGET
WITH 2023 ACTUAL AND 2024 ESTIMATED
For the Years Ended and Ending December 31,**

10/8/2024

	ACTUAL 2023	BUDGET 2024	ACTUAL 7/31/2024	ESTIMATED 2024	BUDGET 2025
BEGINNING FUND BALANCES	\$ 16,316,864	\$ 15,861,401	\$ 17,200,443	\$ 17,200,443	\$ 13,972,371
REVENUES					
Intergovernmental - State - CDOT	2,348,480	2,000,000	-	-	-
Interest Income	-	50,000	430,324	700,000	60,000
Other Revenue	5,843	-	-	-	-
Total revenues	<u>2,354,323</u>	<u>2,050,000</u>	<u>430,324</u>	<u>700,000</u>	<u>60,000</u>
Total funds available	<u>18,671,187</u>	<u>17,911,401</u>	<u>17,630,767</u>	<u>17,900,443</u>	<u>14,032,371</u>
EXPENDITURES					
General and administrative					
Payroll & Benefits	221,970	531,000	394,667	685,000	685,000
Accounting	31,255	70,000	42,264	70,000	70,000
Auditing	-	10,000	8,000	8,000	10,000
PR Advocacy, Meetings, Lobbying	121,476	-	-	-	-
Outreach/marketing	-	500,000	311,035	400,000	152,500
Legislative Services	-	-	58,333	100,000	50,000
Dues and Membership	4,090	5,000	3,138	5,000	5,000
Insurance	5,841	7,500	5,893	5,893	7,500
Legal	323,563	165,000	207,423	285,000	150,000
IT Services	16,549	20,000	34,116	60,000	23,000
Miscellaneous	973	10,000	2,119	2,500	-
Office Supplies - General	9,232	7,500	6,543	7,500	2,500
Office Supplies - Software	-	-	-	-	18,000
Ballot costs	-	250,000	13,400	13,400	-
Conferences/Travel - Staff	13,201	22,500	10,254	12,500	13,500
Conferences/Travel - Board	-	-	-	8,000	6,000
Board Expense	70,540	10,000	6,085	40,000	47,250
Website	40,146	60,000	984	20,000	50,000
Technical Assistance	-	-	-	-	40,000
Contingency	-	25,500	-	-	125,045
Contingency Support	-	125,000	-	-	-
Operations and maintenance					
Office Space	-	36,000	40,000	76,500	107,850
Utilities	-	-	562	1,300	1,855
Grant Writing	22,819	100,000	19,317	40,000	-
Service Development Plan	589,089	1,640,000	423,202	1,640,000	-
Financial Modeling	-	250,000	250,000	447,479	-
Transfer of Dedicated Funds	-	-	-	-	12,000,000
Total expenditures	<u>1,470,744</u>	<u>3,845,000</u>	<u>1,837,335</u>	<u>3,928,072</u>	<u>13,565,000</u>
Total expenditures and transfers out requiring appropriation	<u>1,470,744</u>	<u>3,845,000</u>	<u>1,837,335</u>	<u>3,928,072</u>	<u>13,565,000</u>
ENDING FUND BALANCES	<u>\$ 17,200,443</u>	<u>\$ 14,066,401</u>	<u>\$ 15,793,432</u>	<u>\$ 13,972,371</u>	<u>\$ 467,371</u>
EMERGENCY RESERVE	\$ 70,600	\$ 61,500	\$ 13,000	\$ 21,000	\$ 1,800
DEDICATED FUNDS	12,159,000	12,159,000	12,159,000	12,159,000	159,000
DISTRICT RESERVE	-	102,500	102,500	102,500	102,500
AVAILABLE FOR OPERATIONS	4,970,843	1,743,401	3,518,932	1,689,871	204,071
TOTAL RESERVE	<u>\$ 17,200,443</u>	<u>\$ 14,066,401</u>	<u>\$ 15,793,432</u>	<u>\$ 13,972,371</u>	<u>\$ 467,371</u>

Services Provided

Front Range Passenger Rail District (District), a quasi-municipal corporation and a political subdivision of the state of Colorado, was organized by order and decree of the Colorado State Legislature on June 30, 2021 with the passage of Senate Bill 21-238, the Front Range Passenger Rail District Act (the Act). The purpose of the District is to research, develop, construct, operate, and maintain an interconnected passenger rail system within the Front Range that is competitive in terms of travel time for comparable trips with other modes of surface transportation.

Pursuant to the provisions of the Act (Title 32, Article 22 Colorado Revised Statutes), the District is also required to do the following:

- Collaborate with the Regional Transportation District (RTD) to ensure connectivity with any passenger rail system operated by or for RTD;
- If deemed appropriate by the Board and RTD, share capital costs associated with the shared use of rail line infrastructure in the Northwest Rail Line Corridor for passenger rail service;
- Collaborate with Amtrak on interconnectivity with Amtrak's Southwest Chief, California Zephyr and Winter Park Express trains, including rerouting Amtrak's Southwest Chief passenger train;
- Coordinate with the Department of Transportation (CDOT) to ensure that the District's rail system is well-integrated into Colorado's multi-modal transportation system including at least one joint meeting annually of the Board and the state's Transportation Commission;
- Hold at least one meeting annually of the Board and the Board of Directors of the I-70 Coalition to ensure that the District's rail system interconnects with any rail system that services the I-70 mountain corridor;
- Hold at least one meeting annually with the Board of Directors of RTD to discuss and resolve operational and interconnectivity issues;
- Complete an alternatives analysis related to the preferred alignment for the Northern Segment of the main north-south passenger rail line through the Northwest Rail Corridor in accordance with the National Environmental Policy Act of 1969. The District is directed to prioritize the initiation of construction and completion of that corridor.

The District extends from Wyoming to New Mexico and includes the City and County of Broomfield and the City and County of Denver. The District encompasses:

- All areas within Adams, Arapahoe, Boulder, Douglas, El Paso, Huerfano, Jefferson, Larimer, Las Animas, Pueblo and Weld counties that are located within the territory of a metropolitan planning organization;
- All areas within Huerfano, Las Animas and Pueblo counties that are not located within the territory of a metropolitan planning organization and are located within a county precinct that is within 5 miles of the public right-of-way of Interstate Highway 25;
- All areas within Larimer and Weld counties that are not located within the territory of a metropolitan planning organization and are located within a county precinct that is north of the City of Ft. Collins and located wholly or partly 5 miles of the public right-of-way of Interstate Highway 25.

The District prepares its budget on the modified accrual basis of accounting in accordance with the requirements of Colorado Revised Statutes C.R.S. 29-1-105 using its best estimates as of the date of the budget hearing. These estimates are based on expected conditions and its expected course of actions. The assumptions disclosed herein are those that the District believes are significant to the budget. There will usually be differences between the budget and actual results, because events and circumstances frequently do not occur as expected, and those differences may be material.

Services Provided (Continued)

The District is governed by a Board of Directors (the Board) consisting of:

- Six directors appointed by the Governor and confirmed by the Senate of the State of Colorado. At least one of the appointed Directors must be a resident of a county, city and county or municipality through which light or commuter rail service was planned as part of the voter-approved Fastracks Transit Expansion Program of the RTD but has not been constructed.
- Ten directors appointed subject to Senate confirmation by metropolitan planning organizations and rural transportation planning for state transportation planning regions that include the territory of the District. Each metropolitan planning organization that represents more than one million five hundred thousand residents in the District shall appoint four directors unless a single city and county or municipality has 55% or more of the total population of the metro planning organization's territory. When a single city and county or municipality has 55% or more of the total population of the metro planning organization's territory, they shall appoint one of the four directors that would otherwise be appointed by the metro planning organization.
- Two directors from each metropolitan planning organization that represents more than five hundred thousand but fewer than one million residents in the District, shall appoint two directors. This includes Pikes Peak Area Council of Governments and the North Front Range Metropolitan Planning Organization. If a single city and county or municipality has 55% or more of the total population of the metro planning organization's territory, the city and county or municipality shall appoint one of the four directors that would otherwise be appointed by the metro planning organization.
- One director appointed by the Pueblo Area Council of Governments
- One director appointed by the South Central Council of Governments
- One director appointed by the Executive Director of the Department of Transportation
- Three non-voting directors may be appointed by each of BNSF Railway, Union Pacific Railroad and Amtrak
- One non-voting director appointed by RTD
- One non-voting director appointed by the Board of the I-70 Mountain Corridor Coalition
- Two non-voting directors may be appointed by each of the states of New Mexico and Wyoming

The District is successor to the Southwest Chief and Front Range Passenger Rail Commission (the Commission). As such, the District received all of the contractual rights and obligations of the Commission (See Commitments and Contingencies Note 7). To the extent permitted by law, the District is also the successor to the Commission for the purpose of pursuing pending Commission applications to receive federal grants.

Revenues

Tax Revenue

The District has the authority to levy taxes through ballot measures in order to fund and support rail programs, including establishing station area improvement districts to construct and maintain train stations. No such taxes are imposed for the 2025 budget year.

Grant Revenue

The District has received and will continued to apply for state and federal funding through various grants created under, but not limited to, the federal infrastructure bill passed a few years ago.

Revenues (Continued)

Net Investment Income

Interest earned on the District's available funds has been estimated based on current interest yields.

Expenditures

The District will focus its expenditure on expanding outreach, coalition building and education measures. These expenses will be centered around developing a ballot measure and referring it to the 13 counties' ballots for the November 2026 election. The District's largest non-salary expenditure for the year will be for legal costs, as well as consultant support on coalition building as the District seeks a ballot issue for 2026. The largest amount of funding the District holds is the federal grant funds held in the interest bearing account. These have been obligated and may be spent in 2025

Debt and Leases

The District has no debt and no operating or capital leases.

Reserves

Emergency Reserves

The District has provided for an Emergency Reserve fund equal to at least 3.00% of fiscal year spending for the District, as defined under TABOR.

This information is an integral part of the accompanying budget.

Memo

DATE: October 22, 2024
TO: Front Range Passenger Rail District Board of Directors
FROM: Chris Nevitt, Board Chair
SUBJECT: Summary of Changes to the District Bylaws

Background

Per statutory changes resulting from [HB24-1012 \(the District's administrative cleanup bill\)](#), as well as Board process improvements identified through District maturation, I have worked with District legal counsel on a proposed update to our current bylaws. The proposed update was shared with Executive Committee at the October 15, 2024 meeting, whereby the committee recommended bylaws be presented to the full Board.

In advance of Board consideration of *Resolution 2024-20 Adopting Amended and Restated Bylaws*, this memo summarizes the proposed bylaw changes. For reference, the current bylaws are also included in the packet.

Summary of Proposed Changes

The following is a summary of the changes represented in the new draft of the District's bylaws for adoption. In addition to simple syntax and phrasing changes to improve clarity and correct ambiguity, these changes consist of the following:

Overall organizational changes:

- Re-ordering of the Sections, and re-ordering of some components of the Sections, to better reflect logical sequence.
- Numbering protocol changed from confusing roman numerals and letters to more intuitive strictly numerical format.

Specific changes in the Sections:

2.1 (Authority of the Board): New and more accurate description of the Board's Authority and power to adopt bylaws.

2.2 (Governing Laws): Change to include the Colorado Open Records Act.

3.1.1 (Board Chair): Added responsibilities for the Board Chair:

- The Chair must lead the oversight and evaluation of the performance of the General Manager.
- Clarifies that the Chair is authorized to sign for and be custodian on District funds and accounts.

3.1.4 (Treasurer): The Treasurer is now specifically authorized to sign for and be custodian on District funds and accounts.

3.2 (Board Committees):

- Makes explicit the authority of standing committee chairs to set agendas, establish meeting times and cadences, and prescribe procedural rules for meetings.
- Makes explicit the right of all members of the Board to attend and participate in any standing committee discussion, regardless of formal membership.
- Sets a general expectation that issues are discussed in committees before being brought to the Board.

3.2.1 (Executive Committee): Addition of the responsibility to provide oversight and evaluation of the performance of the General Manager.

3.2.2 (Standing Committees): Updates the current names of standing committees, i.e. “Service Planning and Development Committee” changed to “Planning Committee;” “Financial Strategy Committee” changed to the “Finance Committee;” and “Government Relations and Communications Committee” changed to “Government Affairs and Communications Committee.”

3.2.1.1 (Planning Committee): Addition of responsibility for regulatory and technical issues for development and operation of the passenger rail line and addition of shared responsibility for grant funding.

3.2.1.2 (Finance Committee): Clarifications to the meaning of fiscal oversight and explicit responsibility for financial planning for the implementation and operation of passenger rail service and addition of shared responsibility for grant funding.

3.2.1.3 (Government Affairs and Communications Committee): Clarified as having primary responsibility for political and communication strategies and activities to support ballot measures.

3.3 (Participation of Advisory Nonvoting Members of the Board): Clarifies that:

- Advisory nonvoting members of the Board may fully participate in and chair standing committees.
- Per changes made in HB 24-1012, advisory nonvoting members of the Board may be excluded from executive sessions regarding the respective member’s appointing authority.

4.6 (Agendas and Items for Action): Clarifies intention of Board and committees to post agendas 72 hours prior to a meeting and that the agendas are expected to have been vetted and considered beforehand.

4.7 (Quorum and Majority):

- Clarifies that a quorum of the Board means a majority of the voting members of the Board.
- Makes explicit that, In the absence of a quorum, the Board may still hear reports and hold discussion but cannot take official actions.
- Clarifies that that no quorum is required for the conduct of committee meetings.

4.10 (Abstentions for Personal, Professional, and Business Conflicts): Clarification of reasons for abstaining due to personal, professional, or business conflicts.

FRONT RANGE PASSENGER RAIL DISTRICT

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 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 VI - BOARD MEETING PROCEDURES

VI-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.

VI-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.

VI-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.

VI-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.

VI-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. Any and 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-6: 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-7: 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. 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-8: 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. 2024-20
OF THE FRONT RANGE PASSENGER RAIL DISTRICT
ADOPTING AMENDED AND RESTATED BYLAWS

WHEREAS, pursuant to Section 32-22-101, *et. seq.*, C.R.S. (the “Act”), the Front Range Passenger Rail District (the “District”) was established as a body politic and corporate and a political subdivision of the state to research, develop, construct, operate, and maintain an interconnected passenger rail system within the front range that is competitive in terms of travel time for comparable trips with other modes of surface transportation; and

WHEREAS, except as otherwise specifically provided, the Board of Directors of the District (the “Board”) exercises and performs all powers, privileges, and duties vested in or imposed upon the District in the Act; and

WHEREAS, Section 32-22-105(2)(b), C.R.S., authorizes the Board to adopt bylaws necessary for the government and management of the affairs of the District and the execution of the District’s powers and duties; and

WHEREAS, the Board adopted bylaws at its meeting on September 23, 2022; and

WHEREAS, in order to provide for certain clarifications regarding the conduct of District meetings and to reflect changes in applicable law since adoption of the bylaws, the Board now desires to amend and restate the bylaws in their entirety; and

WHEREAS, the Board’s Executive Committee reviewed the proposed updated bylaws at its meeting on October 15, 2024, and unanimously recommended their approval to the full Board.

NOW, THEREFORE, BE IT RESOLVED by the Board of the District that the amended and restated bylaws, attached hereto and incorporated herein as **Exhibit A**, are hereby adopted and shall, until and unless subsequently amended, govern the affairs of the District as provided for therein.

APPROVED this 25th day of October 2024.

Chair

ATTEST:

Secretary

EXHIBIT A

BYLAWS

[See attached.]

FRONT RANGE PASSENGER RAIL DISTRICT

BYLAWS

Draft October 9, 2024, Revision

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BYLAWS OF THE FRONT RANGE PASSENGER RAIL DISTRICT

SECTION 1 – GENERAL BYLAWS

Section 1.1: Purpose

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

Section 1.2: Suspension of Bylaws

Any element of these bylaws that is not required by law may be temporarily suspended by a majority vote of the Board of Directors of the District (the “Board”).

Section 1.3: Alteration, Amendment or Repeal of Bylaws

These bylaws may be altered, amended, or repealed by a majority vote of the Board at a duly noticed meeting of the Board. Such notice must include for consideration by the Board the specific alteration, amendment, or repeal of the bylaws being proposed.

SECTION 2 – BASIS OF AUTHORITY

Section 2.1: Authority of the Board

The District is a body politic and corporate and a political subdivision of the State of Colorado, created by and governed pursuant to Section 32-22-101, *et seq.*, C.R.S. (the “Front Range Passenger Rail District Act”). The Board is the governing authority of the District. The powers and duties of the Board are more specifically set forth in Section 32-22-105, C.R.S., including specifically the power to adopt bylaws pursuant to Section 32-22-105(2)(b), C.R.S.

Apart from their normal function as a part of this unit, or as directed by the Board, no individual Board member 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, however, delegate to officers, employees, and agents of the District any or all administrative and ministerial powers to the extent permitted by law.

Section 2.2: Governing Laws

The Board shall comply with and be guided by all applicable state and federal laws and regulations, including but not limited to the Colorado Open Meetings Act, the Colorado Open Records Act, and the Front Range Passenger Rail District Act.

SECTION 3 – BOARD AND STAFF STRUCTURE

Section 3.1: Board Officers and Staff

The Board shall elect four governing officers from among its voting members annually, at the first regular Board meeting of the calendar year. These shall consist of a Chair, Vice Chair, Secretary, and Treasurer.

The term for each officer shall be for the entire calendar year and until a successor is duly elected or the officer is duly re-elected at the first regular Board meeting of the following calendar year.

A simple majority vote of the Board is required for election of officers, but an officer may only be removed by a two-thirds majority vote of Board members present.

Section 3.1.1: Board Chair

The Chair shall perform the duties of presiding officer at all meetings of the Board; execute or cause to be executed all actions designated for Board action through resolutions or orders of the Board; and perform such other duties as the Board prescribes. The Chair may delegate any of 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 shall also lead the oversight and evaluation of the performance of the General Manager.

The Chair is authorized as signatory to any official documents of the District requiring Board signature and, together with the Treasurer and General Manager, as a signing authority and custodian on all District funds and accounts.

Section 3.1.2: Vice-Chair

When the Chair is absent or the position of Chair vacant, the Vice-Chair shall perform the Chair's duties. Should the Chair disqualify themselves from participating in an agenda item, the Vice-Chair shall perform the duties of the presiding officer. The Vice-Chair may delegate any of these duties to other Board members or to the General Manager.

Section 3.1.3: 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 and correctly memorialized. Any of 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.

Section 3.1.4: 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 be responsible for seeing that an annual budget is prepared and adopted and is consistent and in accord with applicable law. Any of 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.

The Treasurer, together with the Chair and General Manager, shall have custody of and be authorized as a signing authority on all District funds and accounts.

Section 3.1.5: 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, 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 or assets.

Together with the Chair and the Treasurer, the General Manager shall have the care and custody of the funds of the District, shall cause these to be deposited in the name of the District in such financial institutions as the Board may direct, and shall be authorized as a signing authority on all District funds and accounts.

Section 3.2: Board Committees

The Board delegates certain administrative and deliberative responsibilities to an Executive Committee and three additional standing committees, as enumerated below. At any time, the Board may choose to form a special committee for any purpose and to delegate to such committee whatever scope or responsibility it sees fit.

Following the first regular Board meeting of the calendar year and the election of the Board's officers, the Chair shall appoint the chair and members of each of the standing committees, with the exception of those appointments specified as *ex officio* in these Bylaws. These appointments shall be recorded and made public, and the chair and members of each committee shall serve for the remainder of the calendar year and until replacements are appointed or the chair and members are re-appointed at the beginning of the following calendar year.

Each chair has the discretion to set agendas, establish meeting times and cadences, and prescribe the procedural rules for the conduct of meetings for each of their respective committees. All members of the Board, however, enjoy the privilege of attending and participating in any committee meeting, and are precluded only from votes taken in a committee of which they are not a member.

It is generally expected that all business of the District shall first be heard, discussed, and a course of action recommended by the committee of competent jurisdiction, as determined by the Chair, before being brought to the full Board for consideration or action. Notwithstanding such delegation of responsibilities to Board committees, no action or decision taken in any committee is binding upon or shall constitute an action of the Board. Recommendations of committees require a formal vote of the Board to become actions.

Section 3.2.1: Executive Committee

The Executive Committee serves as the principal committee of governance for the Board. It shall be chaired by the Chair, and its members shall consist of the four Board officers and the chair of each of the three standing committees. The Chair may elect to include additional individual Board members in the Executive Committee membership as the Chair deems fit and appropriate.

The Executive Committee is tasked with providing help, guidance, and counsel to the Chair and the General Manager in the management and operation of the District; overseeing preparation of the Board agenda and of other Board events; and performing any other Board functions that may require a more frequent cadence or swifter action than can be accomplished through regular monthly Board meetings. The Chair and the Executive Committee shall also bear primary responsibility for oversight and evaluation of the performance of the General Manager.

Section 3.2.2: Standing Committees

The standing committees shall consist of the "Planning Committee," the "Finance Committee," and the "Government Affairs and Communications Committee".

Section 3.2.1.1: Planning Committee

The Planning Committee shall bear primary responsibility for the service development plan and for all other and subsequent planning, regulatory, and technical issues related to the development of a passenger rail line, rail stations, and the operation of passenger rail service. In consultation with the Finance Committee, the Planning Committee shall also bear primary responsibility for grant funding of the District's activities and programs.

Section 3.2.1.2: Finance Committee

The Finance Committee shall bear primary responsibility for fiscal oversight of the District, for financial planning, accounting matters, budgeting, expenditures, audits, and the financial strategies of the District. The Finance Committee shall also bear primary responsibility for plans of finance for the implementation and operation of passenger rail service and, insofar as such is in service to any ballot measure put to the District's voters, shall do so in coordination with the Government Affairs and

Communications Committee. Finally, the Finance Committee shall play a consulting role to the Planning Committee for grant funding of the District's activities and programs.

The Board Treasurer shall serve as chair of the Finance Committee.

Section 3.2.1.3: Government Affairs and Communications Committee

The Government Affairs and Communications Committee shall bear primary responsibility for strategies and plans for communicating the District's strategic vision and program to political leaders, stakeholders, and the public, and for legislative strategy and activities at the local, state, and federal levels. The Government Affairs and Communications Committee shall also bear primary responsibility, in coordination with the Finance Committee, for political and communication strategies and activities in service to any ballot measure put to the District's voters.

Section 3.3: Participation of Advisory Nonvoting Members of the Board

Advisory nonvoting members of the Board shall have the same rights, privileges, responsibilities, and opportunities as voting members of the Board. This includes membership in, full participation at, and chairing of standing committees. Advisory nonvoting members of the Board are precluded only from voting at regular meetings of the Board and from serving as an Officer of the Board.

Notwithstanding these rights of advisory nonvoting members of the Board, an advisory nonvoting member shall not participate in an executive session if the Board determines in its motion for executive session that a particular matter for discussion concerns the member's appointing authority such that it should not be discussed with the member present. In such cases, the individual advisory nonvoting member may also choose this exclusion on their own initiative and be excused from the executive session.

SECTION 4 – BOARD MEETINGS AND PROCEDURES

Section 4.1: General Requirements

All meetings of the Board and its committees may be held virtually, provided that the conduct of the meeting complies with all requirements of the Colorado Open Meetings Act and the Front Range Passenger Rail District Act, and the platform used allows all Board members to participate meaningfully.

Section 4.2: Regular Meetings

The Board shall hold monthly meetings on a regular cadence and schedule established by the Board at the first meeting of each calendar year.

The Executive Committee, standing committees, and any special committees shall meet on a cadence and in a manner as established by their respective chairs.

Section 4.3: Board Workshops

The Board may hold periodic workshops, retreats, or study sessions on dates that are established from time to time by the Chair, and at which a quorum of the Board may reasonably be expected to attend. Even if no official action will be taken by the Board, all such meetings shall be open to the public and comply with the Front Range Passenger Rail District Act, the Colorado Open Meetings Law, and these Bylaws.

Section 4.4: Special Meetings (Non-Emergency)

Non-emergency special meetings of the Board may be initiated by the Chair, requested of the Chair by any Board member, or be initiated by action of a majority of the Board at a regular Board meeting. The Chair, or by action of the Board, may elect to hold such a meeting by informing all Board members of the date, time, and place of such special meeting, and the purpose for which it is called, and by posting notice as required by these Bylaws.

Section 4.5: 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 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 Chair. All members of the Board shall receive notice of such a 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.

Section 4.6: Agendas and Items for Action:

An agenda shall be prepared for all Board and committee meetings and shall be included with the notice of the meeting. In no case shall such notice take place less than 24 hours prior to the meeting, as required by law, but it is the intent of the Board to post such notice 72 hours prior, to the degree practical.

The agenda shall include all items of business to be considered, and such items are generally expected to have been vetted and considered beforehand through the standing committees and/or the Executive Committee. Only those items of business listed in the notice and agenda for a Board meeting shall be eligible for action at the Board meeting.

Section 4.7: Quorum and Majority

Official business of the Board may only be conducted by a quorum of Board members at a duly noticed meeting. A quorum is defined as a majority of the voting members of the Board. In the absence of a quorum, consistent with the Front Range Passenger Rail District Act and the Colorado Open Meetings Act, members of the Board at a duly noticed meeting may nonetheless proceed to hear reports and engage in discussion, but no official action may be taken.

Unless otherwise specified, official action by the Board may only be taken by a majority vote of the Board. A majority vote is defined as a majority of the voting members of the Board present at a duly noticed meeting.

Because no binding or official action may be taken at meetings of the Executive Committee or standing committees, no quorum is required for the conduct of the meetings of these bodies.

Section 4.8: Public Input

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

Meetings of the Executive Committee, standing committees, and Board workshops shall also be open to the public. No provision for public comment is required in the meetings of these subordinate bodies but may be included at the discretion of their respective chair.

Section 4.9: Resolutions, Motions, and the Conduct of Meetings:

Meetings of the Board shall be conducted in a manner consistent with any explicit policies of the District and in general conformance with rules and procedures outlined in Robert's Rules of Order. Any and all actions of the Board, unless otherwise specified, must be taken through the adoption of a resolution or a motion duly made and passed by a majority of the Board and shall be recorded in the minutes.

As specified in the Front Range Passenger Rail District Act, an important exception to the majority rule for taking official Board action is the requirement for a two-thirds majority for approval and referral of a ballot measure. Other instances of a two-thirds majority approval requirement include the motion to move into executive session and the removal of an officer of the Board.

Section 4.10: Abstentions for Personal, Professional, and Business Conflicts

Board members present at a meeting shall not abstain from voting for any reason other than for personal and financial conflicts of interest; for professional conflicts stemming from a member's employment by a business or responsibilities to an organization; or for conflicts stemming from specific business interests of a member's appointing authority in contradiction with the interests of the District. In such cases, members shall explain the nature of their conflict and shall be recorded as abstaining from a vote or excused from an executive session. For such a vote from which a member abstains, the member's presence is not included in calculating the number of votes necessary for taking action.

SECTION 5 – REMUNERATION

Section 5.1: Board Meeting Compensation

Board members shall receive no regular compensation for their service to the District.

Section 5.2: Board Member Expenses

The Board may choose to establish a policy for *per diem* or reimbursement of certain expenses incurred by Board members in the conduct of their work on behalf of the District and at the request of the Board. The District will not, however, reimburse Board members for participation in ceremonial events where no District business is conducted.

SECTION 6 – CODE OF ETHICS AND EMPLOYEE HANDBOOK

Section 6.1: Code of Ethics and Conduct

The Board shall establish, adopt, and maintain a “Code of Ethics and Conduct” document that governs the comportment of members of the Board in their execution of the District’s business and establishes standards of interaction and deliberation between and among 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 exercise.

Section 6.2: Employee Handbook

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