



**COHBE Board Meeting Minutes  
May 17<sup>th</sup>  
7-8:15am  
Conference Call**

Board members present: Beth Soberg, Eric Grossman, Richard Betts, Nathan Wilkes, Steve ErkenBrack, Mike Fallon, Gretchen Hammer, Sue Birch, Arnold Salazar, Jim Riesberg

Staff present: Patty Fontneau, Gary Schneider, Matt Benson, Jessica Dunbar

Gretchen Hammer welcomed members of the board and public. She then read the following script about the reason for the board to move into executive session.

“The RFP evaluation committee is in the process of negotiations on the Service and Technology RFP regarding key terms of the MSA and the Scope of Work provisions. Legal guidance is needed before the Committee can complete these negotiations and make a vendor recommendation to the Board. The Board is allowed to confer with its attorney for this matter in an executive session pursuant to Colorado Revised Statutes Section 24-6-402(3)(a)(II).”

Arnold Salazar made the motion to go into executive session and Richard Betts seconded.

Vote: In a unanimous vote of 8-0 Richard Betts, Arnold Salazar, Steve ErkenBrack, Beth Soberg, Eric Grossman, Nathan Wilkes, Gretchen Hammer, and Mike Fallon were in favor of moving into executive session.

Following executive session the following members were present: Steve ErkenBrack, Mike Fallon, Eric Grossman, Gretchen Hammer, Richard Betts, Beth Soberg, Nathan Wilkes, Arnold Salazar, Jim Riesberg, Sue Birch.

Gretchen Hammer announced that they received additional legal guidance on the services and technology contract. Board members expressed their thanks for the hard work that went into the vendor evaluation and negotiations.

Nathan Wilkes made the following motion:

“COHBE was created by SB11-200 as a nonprofit unincorporated public entity but not as an agency of the State of Colorado. The Board is charged to determine and establish the development, governance and operation of the Exchange;



The Board has previously approved the competitive process reflected in the organization's procurement policy, meeting all procurement practices require, with the advice of industry experts and legal counsel;

Through that competitive procurement process COHBE prepared a detailed request for proposals and received a number of qualified proposals, and COHBE has evaluated those responses and selected CGI Technologies and Solutions Inc. ("**CGI**") and their business team as the most favorable to COHBE of the qualified proposals based on the technical, contractual and financial aspects of the proposal;

COHBE has negotiated with CGI regarding its proposal, and has finalized a draft of the Master Services Agreement substantially in the form provided to the board in preparation for this meeting, and is currently negotiating a statement of work (the "**Technology SOW**"), for the development, implementation, operation and maintenance of the computer systems comprising the Exchange covering all of the activities COHBE management believes necessary for the scope of this statement of work. A draft of the Technology SOW as well as a summary of key terms has been provided to the board;

In executive session COHBE management has presented the limited number of issues still under negotiation regarding the Technology SOW;

COHBE management has recommended that COHBE complete the Technology SOW with CGI if it can reach agreement on terms that COHBE management determines to be in the best interests of COHBE;

Given these statements, I move that the Executive Director/CEO of COHBE is authorized and directed on behalf of COHBE to negotiate with CGI and complete and sign the Technology SOW if the Executive Director/CEO determines that the final provisions are in the best interests of COHBE, and if so, to also sign the Master Services Agreement substantially in the form presented to the board;

In addition, the Executive Director is authorized and directed to negotiate the terms of a call center statement of work with CGI, or with the subcontractor proposed by CGI, and if she is able to reach agreement on such terms that she believes are in the best interests of COHBE, to submit such statement of work to the board for approval. "

Beth Soberg seconded the motion.

Public comment: none



Vote: In a vote of 8-0 Steve ErkenBrack, Arnold Salazar, Mike Fallon, Richard Betts, Nathan Wilkes, Eric Grossman, Beth Soberg, Gretchen Hammer were in favor of the motion.

Public comment: none

Adjourn: meeting adjourned at 8:13am