

**Resolution #TC19-09-07**

**Approving an Intra-Agency Agreement between CDOT and HPTE for the Burnham Yard Pre-Procurement Partnership**

**Approved by the Transportation Commission on September 19, 2019.**

**WHEREAS**, the Transportation Commission is responsible, pursuant to § 43-1-106(8), C.R.S., for formulating the general policy of the Colorado Department of Transportation (“CDOT”); and

**WHEREAS**, the General Assembly created the Colorado High Performance Transportation Enterprise (“HPTE”), pursuant to § 43-4-806, C.R.S., as a government-owned business within CDOT to pursue innovative means of more efficiently financing important surface transportation projects that will improve the safety, capacity, and accessibility of the surface transportation system; and

**WHEREAS**, pursuant to § 43-4-806(6)(g), C.R.S., HPTE is empowered to enter into contracts or agreements with any public entity to facilitate a public-private partnership, including, but not limited to, an agreement in which the enterprise, on behalf of CDOT, provides services in connection with a surface transportation infrastructure project; and

**WHEREAS**, HPTE is also empowered, pursuant to § 43-4-806(6)(h), C.R.S., to make and enter into all other contracts and agreements that are necessary or incidental to the exercise of its powers and performance of its duties; and

**WHEREAS**, CDOT acknowledges that HPTE possesses expertise and legal powers unavailable to CDOT, which enable it to accelerate the development and delivery of critical surface transportation infrastructure projects; and

**WHEREAS**, in July 2019, the Union Pacific Railroad (“UPRR”) released its Request for Qualifications (“RFQ”) for the Burnham Yard Redevelopment (“Burnham Yard”), the purpose of which was to identify qualified teams and solicit interest in an approximately 61-acre parcel of land beginning at 13<sup>th</sup> Avenue and its northernmost point to roughly 4<sup>th</sup> Avenue at its southernmost point in the City and County of Denver (“CCD”); and

**WHEREAS**, CDOT is currently conducting the I-25 Central Planning and Environmental Linkage (“PEL”) Study, looking at I-25 between Santa Fe Drive and 20<sup>th</sup> Street to identify causes of congestion and considering options to improve safety, travel time reliability, decrease congestion, and provide improved cross-connectivity in this highly-congested corridor; and

**WHEREAS**, upon the completion of the PEL study, CDOT will have a clear understanding of the transportation problems in the corridor, a collaboratively-

developed vision for the future, and potential projects to implement that vision; and

**WHEREAS**, on August 7, 2019, CDOT submitted a proposal to purchase the Burnham Yard site in fee simple in response to UPRR's RFQ; and

**WHEREAS**, UPRR responded to CDOT's bid with the directive that it explore the possibility of partnering with a private developer and to re-submit its bid as a joint entity (the "Burnham Yard Partnership"); and

**WHEREAS**, CDOT desires to explore the possibility of partnering to evaluate the feasibility of developing the Burnham Yard property;

**WHEREAS**, currently, HPTE has an existing contract (Contract Routing Number: 19-HAA-ZA-00009) with Kaplan Kirsch & Rockwell, LLC ("KKR") for pre-procurement, procurement phase, and transactional counsel to assist the Attorney General's Office on an as-needed basis on issues related to development, preparation, and advice for surface transportation projects; and

**WHEREAS**, HPTE has an existing contract (Contract Routing Number: 14-HAA-68380) with HDR Engineering Inc. (HDR) for Programmatic Support on an as-needed basis related to general project support, and developer/contractor oversight; and

**WHEREAS**, recognizing the usefulness of HPTE's expertise and legal powers unavailable to CDOT, as well as HPTE's experience in procuring and administering public-private partnerships, CDOT desires to provide funding to HPTE for the pre-procurement of the Burnham Yard Partnership; and

**WHEREAS**, the Commission has reviewed the Intra-Agency Agreement, including the recitals thereto, and by this resolution accepts and confirms the findings and statements contained therein; and

**WHEREAS**, the Commission has also reviewed the Scope of Work attached as Exhibit A to the Intra-Agency Agreement, and finds the services set forth to be within HPTE's expertise and the compensation amounts set forth therein to constitute fair and reasonable compensation for the services to be provided by HPTE to CDOT; and

**WHEREAS**, in order to further the efficient completion of surface transportation infrastructure projects necessary to CDOT's development of an integrated transportation system, CDOT desires that HPTE utilize its expertise to provide the services, in exchange for which CDOT agrees to compensate HPTE in the amounts set forth in the Scope of Work.

**NOW THEREFORE BE IT RESOLVED**, the Transportation Commission hereby approves the Interagency Agreement between CDOT and HPTE for the Burnham Yard Pre-Procurement and authorizes CDOT's Executive Director to approve and execute the agreement on behalf of CDOT and, subject to any amendments thereto by the Colorado Office of the State Controller, to approve and enter into any amendments that do not exceed the estimate of available funds approved for the fiscal year by the Commission, or cause a diminution in the same.

By Herman F. Stockinger III  
Herman Stockinger, Secretary  
Transportation Commission of Colorado

9-11-19  
Date of Approval

