

Transportation Commission  
Feb. 15 & 16, 2017  
Meeting Schedule & Agenda  
4201 East Arkansas Avenue  
Denver, Colorado 80222

Gary M. Reiff, Chairman  
Englewood, District 3

Shannon Gifford

Denver, District 1

Ed Peterson

Lakewood, District 2

Vacant

District 4

Kathleen Gilliland

Livermore, District 5

Kathy Connell

Steamboat Springs, District 6

Kathy Hall

Grand Junction, District 7

Sidny Zink, Vice Chair

Durango, District 8

Rocky Scott

Colorado Springs, District 9

William Thiebaut

Pueblo, District 10

Steven Hofmeister

Haxtun, District 11

THE CHAIRMAN MAY ALTER THE ITEM SEQUENCE OR TIMES

The times indicated for each topic on the Commission agenda are an estimate and subject to change. Generally, upon the completion of each agenda item, the Commission will immediately move to the next item. However, the order of agenda items is tentative and, when necessary to accommodate the public or the Commission's schedules, the order of the agenda items is also subject to change.

Documents are posted at <http://www.coloradodot.info/about/transportation-commission/meeting-agenda.html> no less than 24 hours prior to the meeting. The documents are considered to be in draft form and for information only until final action is taken by the Commission.

Unless otherwise noted, all meetings are in CDOT HQ Auditorium.

Wednesday, Feb. 15, 2017

11:30 p.m. HPTE Board Meeting [Call to Order in Room 225]

12:20 p.m. HPTE Board Break

12:30 p.m. HPTE Board Meeting [Reconvenes in Auditorium]

1:30 p.m. Meetings with Individual Commissioners  
Region 1 - Commission Conference Room  
Region 2 - Room 275, Herman Stockinger's Office  
Region 3 - Room 225  
Region 4 - Room 275, Andy Karsian's Office  
Region 5 - Room 262

2:00 p.m. Central 70 Joint Executive Session with TC and HPTE (Tony DeVito, David Spector, Brent Butzin)

2:30 p.m.	C-470 Workshop (Josh Laipply and David Spector).....	P. 4
3:00 p.m.	FY2017-18 Budget Workshop, FY 2016-17 Funding Needs and Availability (Maria Sobota).....	P. 6
3:30 p.m.	Freight Workshop Part 2 (Debra Perkins-Smith) .....	P. 17
4:00 p.m.	Right of Way Acquisition Workshop (Josh Laipply)	
4:30 p.m.	Audit Review Committee (Maria Sobota).....	P. 25
5:00 p.m.	Adjournment	

TRANSPORTATION COMMISSION MEETING

Thursday, Feb. 16, 2017

8:00 a.m.	Breakfast Meeting [Room 262]	
9:30 a.m.	1. Call to Order, Roll Call	
9:35 a.m.	2. Audience Participation; Subject Limit: 10 minutes; Time Limit: 3 minutes	
9:40 a.m.	3. Comments of Individual Commissioners	
9:45 a.m.	4. Executive Director's Report (Shailen Bhatt)	
9:50 a.m.	5. Chief Engineer's Report (Josh Laipply)	
9:55 a.m.	6. HPTE Director's Report (David Spector)	
10:00 a.m.	7. FHWA Division Administrator Report (John Cater)	
10:05 a.m.	8. STAC Report (Vincent Rogalski)	
10:10 a.m.	9. Act on Consent Agenda	
	a) Resolution to Approve the Regular Meeting Minutes of Jan. 19, 2017 (Herman Stockinger) .....	P. 28
	b) STIP Policy Amendment (Maria Sobota) .....	P. 39
	c) Property Disposal: I25 @ US 36/I270 (Parcel 105 Rev.3-EX)..	P. 43
	d) Property Disposal: SH 30 (Parcel 17 Rev-EX)...	P. 45
	e) Property Exchange: SH 6 Clear Creek Greenway....	P. 47
10:15 a.m.	10. Discuss and Act on the 8th Budget Supplement of FY 2016-17 (Maria Sobota).....	P. 49
10:20 a.m.	14. Discuss and Act on IAA & Direct Agreement for C-470 (David Spector).....	P. 59

- 10:25 a.m. 15. Discuss and Act on C-470 Resolution (Josh Laipply).....P. 100
- 10:30 a.m. 17. Discuss and Act on Right of Way Settlement Approval (Josh Laipply)
- 10:35 a.m. 18. Discuss and Act on Right of Way Acquisition Approval (Josh Laipply)
- 10:40 a.m. 19. Safety Update (Darrell Lingk) ..... P. 104
- 10:45 a.m. 20. Central 70 Update (Tony DeVito)..... P. 108
- 10:55 a.m. 21. Other Matters
- Environmental Awards
  - Joel McWhirter
- 11:05 a.m. 22. Adjournment

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 The Bridge Enterprise Board of Directors meeting will begin immediately following the adjournment of the Transportation Commission Meeting. Estimated Start Time: 11:05 a.m.

**BRIDGE ENTERPRISE BOARD OF DIRECTORS**

- 11:05 a.m. 1. Call to Order and Roll Call
2. Audience Participation
- Subject Limit: 10 minutes; Time Limit: 3 minutes
3. Act on Consent Agenda
- a) Resolution to Approve Regular Minutes from Jan. 19, 2017 (Herman Stockinger)
4. 1<sup>st</sup> Budget Supplement of 2016-17 (Maria Sobota)
5. Quarterly BE Update (Josh Laipply)
6. Bridge Enterprise 2016 Annual Financial Statement (Maria Sobota)
7. Final FY 2017-18 Bridge Enterprise Budget for Comment (Maria Sobota)
8. Adjourn
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11:30 a.m. Commission Lunch Meeting with STAC immediately following BE meeting and room reconfiguration

**SPECIAL ALERT- UPCOMING SPECIAL TRANSPORTATION COMMISSION MEETING**  
**March, 2017 at 9:00 a.m.**

Central 70 Final RFP Approval



Date: February 16, 2017  
To: Colorado Transportation Commission  
From: David Spector, HPTE Director; Josh Laipply, CDOT Chief Engineer  
Subject: Reallocation Options for C-470 RAMP Funds:

#### Purpose

The purpose of this memo is to summarize the RAMP reallocation options on the C-470 Express Lanes Project, to put forward a staff recommendation, and to recommend its approval.

#### Action

The Transportation Commission is asked to adopt a resolution to address the allocation of excess RAMP funds related to the project.

#### Project Background

The C-470 Express Lanes Project (the Project) is located along 12.5 miles of C-470, between Interstate 25 (I-25) and Wadsworth Boulevard. The Project includes reconstructing existing pavement, adding auxiliary lanes, improving on and off ramps as well as the construction of new express lanes both westbound and eastbound. The capital cost of the Project is \$276 million.

Given Flatiron|AECOM's (F|A) favorable price proposal included extra scope and a BBB indicative rating from a nationally recognized rating agency, which resulted in additional borrowing capacity, the RAMP placeholder funds were reduced to \$40.3 million. As a result, \$52.3 million of RAMP funds are available for reallocation. The question is how should the remaining \$52.3 million be reallocated?

At a January Transportation Commission Workshop with members from the C-470 Coalition in attendance, Transportation Commissioners requested staff provide additional information that can be used to assess the highest and best use of the RAMP funds, whether that is on C-470 or another corridor. The memo from the January meeting, which provides a more extensive background and identification of general categories of options (including a discussion of the HPTE Ramp Development Fund and HOV alternatives), is included as Attachment A. Following Commission direction and stakeholder input, Staff has developed more targeted and focused options for Commission to consider.

#### RAMP Reallocation Options

Option 1: Keep Douglas County's contribution to the project as is and the reallocated RAMP funds (\$52.3 million) would be allocated to projects according to the Commission's direction (which could include this or other corridors). Staff does not recommend this option.

Option 2a: Invest \$5 million of Douglas County's contribution to the Project on the C-470 corridor. Use up to \$5 million of reallocated RAMP funds and the Douglas County contribution to fund and complete NEPA from Wadsworth to I-70, and to fund advanced right-of-way acquisition (up to \$10 million). The remainder of reallocated RAMP funds (up to \$42.3 million) would be allocated to projects according to the Commission's direction (which could include this or other corridors).

Option 2b: Invest \$5 million of Douglas County's contribution to the Project on the C-470 corridor. Use approximately \$14 million of CDOT RAMP funds and the Douglas County contribution (up to \$19 million) to fully fund and complete NEPA from Wadsworth to I-70, fund and complete a Traffic & Revenue Study for that section, fund advanced right-of-way acquisition, and fund 30 percent design from Wadsworth to I-70 to expedite construction. The remainder of the reallocated RAMP funding (approximately \$33.3

million) would be allocated to the HPTE RAMP Development Fund for projects according to the Commission's direction (which could include this or other corridors).

**Staff recommends this option** because it unlocks potential for a more substantial construction project from Wadsworth to I-70, while avoiding introducing new financing and construction risk to the current Project. New risk is avoided by potentially enabling construction on the remaining 13.5 miles of C-470 within a reasonable timeframe without impacting commitments tied to financing (i.e. begin toll collection date commitment) and without construction contract implications.

Option 3: Work with Douglas County to repurpose its full \$10 million contribution to the Project; use approximately \$28.3 million of reallocated RAMP funds towards constructing the extension from Wadsworth to Kipling; Use approximately \$14 million to fully fund and complete NEPA from Wadsworth to I-70, fund and complete a Traffic & Revenue Study for that section, fund advanced right-of-way acquisition, and fund 30 percent design from Wadsworth to I-70 to expedite construction.

This option would require CDOT to identify additional funding to fully fund construction from Wadsworth to Kipling, and the existing investment grade traffic and revenue study does not support only adding additional toll lanes to Kipling. The expansion would require that additional toll revenue be diverted to the operation and maintenance costs of the new roadway capacity and tolling equipment. Under a scenario in which there is limited demand for the new capacity, this additional burden may negatively impact overall excess revenues from the Project. Higher near-term operating costs related to the expansion may increase the risk that the Project would require support from the Transportation Commission to HPTE in the form of an O&M loan. Also, the TIFIA loan terms require that all revenues coming from the segment 2 expansion have to flow through the Trust Estate (no matter when it is built) and must be applied first to debt service, restricting HPTE's ability to collect excess revenue (for further build out) and to pay for O&M on the tolled express lanes.

#### Commission Options / Decision Matrix

- 1) **Staff Recommendation:** Approve Option 2b. CDOT and HPTE will move forward with procuring NEPA, the Traffic and Revenue Study, and the 30 percent design.
- 2) Review but do not approve Option 2b. Provide instructions on changes or revisions. HPTE and CDOT would seek approval of that option at the March Transportation Commission meeting.
- 3) Approve another option.

#### Recommendation

The staff recommends that the Transportation Commission approve a resolution authorizing Option 2b.

#### Attachments

A: January 18, 2016 memorandum

B: Resolution Approving Reallocation of C-470 Express Lanes Project RAMP Funds



**MEMORANDUM**

**TO: TRANSPORTATION COMMISSION**  
**FROM: MARIA J. SOBOTA, CHIEF FINANCIAL OFFICER**  
**DATE: FEBRUARY 15, 2017**  
**SUBJECT: FY 2016-17 TRANSPORTATION COMMISSION CONTINGENCY RESERVE FUNDING REQUESTS**

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**Purpose**

This memorandum includes a current reconciliation of the Transportation Commission Contingency Reserve Fund (TCCRF) and provides details for funding decisions to be made by the TC through the February monthly budget supplement process. A number of items being brought to the TC for funding consideration this month have been discussed in previous workshops. These items include:

- Project Design Funds (\$20.0 million)
- Asset Management (\$20.0 million)
- Maintenance Resurfacing (\$10.0 million)
- RoadX (\$13.75 million)

Department staff will also recommend that the following funding needs, not previously discussed, be considered and approved by the TC in February:

- Outreach Strategic Plan (\$200,000)
- Loan to Region 4 for I-25 North Segments 7&8 ROW Acquisitions (\$6.5 million)

Several additional potential uses of the funds are also included in this memo. A complete TCCRF reconciliation is included in the memo (Table 1).

**Action**

The TC is being asked to review the staff recommendations and approve funding for the items mentioned above in February in consideration of future uses of the TCCRF. The Division of Accounting of Finance (DAF) has also included the monthly budget supplement memorandum in this month's TC packet that includes the aforementioned requests.

**Background & Details**

Currently, before February allocations, the TCCRF has a projected balance of \$155.9 million, with \$48.0 million reserved for an emergency reserve (\$40.0 million) and other unknown contingencies for the rest of FY 2016-17 at \$2.0 million per month (\$8.0 million), leaving \$107.9 million available for specific allocation to department initiatives. A description of each item is included below:



### Requests for Funding

- **Project Design Funds (\$20.0 million):** The Department intends to set up a high priority Preconstruction Pool with \$20.0 million of initial funding. The Pool will allow the achievement of significant preconstruction milestones in order to advance future projects. A list of projects that this funding will go toward can be found in Attachment A: Preconstruction Priorities.
- **Asset Management (\$20.0 million):** \$20.0 million is requested to be allocated from the TCCRF in February's FY 2016-17 Budget Supplement for Asset Management projects, including:
  - \$10.0 million to backfill Surface Treatment for covering the costs of Manual for Assessing Safety Hardware (MASH) Compliance;
  - \$2.9 million to Tunnels to repair and upgrade two D/F tunnels;
  - \$1.8 million to Geohazards for a new remote sensing program and landslide project;
  - \$4.4 million to Walls for repairing structurally deficient walls;
  - \$900,000 to Culverts for repairing structurally deficient culverts.
- **Maintenance Resurfacing (\$10.0 million):** \$10.0 million is being requested from the TCCRF in February 2017 by the Division of Highway Maintenance (DHM) for resurfacing preventative maintenance. With the additional funding, the DHM will develop a program that will focus on low-cost preventative maintenance, specifically chip seal and crack seal projects. Please see the memorandum from the DHM in the February 2017 TC packet for more details.
- **RoadX (\$13.75 million):** The RoadX program is requesting \$13.75 million of additional funds in the February 2017 Budget Supplement to support upcoming initiatives and opportunities. Additional program and funding information is included in the TC Technology Committee Workshop. Specifically, RoadX has the following funding needs:
  - \$4.0 million for the development and deployment of a more robust cellular connected vehicle environment along the Smart 70 corridor with HERE of North America.
  - \$8.5 million for the development of the Concept of Operations, Security Protocols, Architectural Structure, Connected Vehicle Deployment Test site and various tasks associated with Panasonic starting to build the Connected Vehicle Ecosystem.
  - \$0.75 million to establish a Statewide Broadband Office with the Office of Economic Development and International Trade (OEDIT).
  - \$500,000 to investigate how pedestrians and bicyclists can better interface with connected vehicles.
- **Outreach Strategic Plan (\$200,000):** Over the course of the year, CDOT will implement statewide outreach to engage citizens on how CDOT is taking steps to save lives and make peoples' lives better. The outreach will include topics such as funding, key corridors projects, improvements and projects, as well as customer service, operations, and technology. The purpose of this outreach is to engage Coloradans in joining on this journey. To support this effort, CDOT will use a mix of social media outreach and promotion, TC town halls, telephone town halls and traditional media. A \$200,000 allocation from the TCCRF is necessary to complete this task, and is included in the February 2017 Budget Supplement.
- **Loan to Region 4 for I-25 North Right of Way Acquisitions (\$6.5 million):** In November, department staff provided the Transportation Commission (TC) with a budget summary for the I-25 North Corridor Express Lanes. At that time, staff recommended the TC approve the use of



\$3.9M RAMP HPTE Development funds for ROW. At that time, staff communicated to the TC that a future supplement request might be made to continue these efforts. In order to avoid an unfavorable impact to the schedule, Region 4 is requesting a \$6.5 million loan from the TCCRF to continue ROW efforts. The TCCRF funds will be paid back contingent on the HPTE Development funds being made available.

**Future Funding Considerations**

- **State Match for Previous FY PR/Emergency Relief Funds (\$7.0 million):** \$7.0 million is expected to be allocated from the TCCRF in future months as a set aside for necessary state match funding.
- **State Match for Spring 2015 Floods (\$2.5 million):** \$2.5 million is expected to be allocated from the TCCRF in future months as a set aside for necessary state match funding.
- **Right of Way (\$20.0 million):** \$20.0 million is expected to be allocated from the TCCRF in future months as a set aside to cover Right of Way acquisition costs.
- **2013 Flood Projects (\$23.0 million):** \$23.0 million is expected to be allocated from the TCCRF in future months as a set aside for existing flood project expenditures.

**TCCRF Summary**

Table 1 (below) summarizes the TCCRF and its projected balance at the end of February.

Table 1: FY 2016-17 Transportation Commission Contingency Reserve Fund (TCCRF) Reconciliation		
Beginning of February FY 2016-17 TC Contingency Balance		\$ 150,801,899
Rest of Year Allocations to TCCRF		\$ 5,112,690
· State Match & Advance Funding for ER and Permanent Flood Repairs	\$ 3,059	
· Risk Reimbursement for Glenwood Canyon Rockfall	\$ 1,109,631	
· FY 2016-17 Capital Construction Funds	\$ 500,000	
· Allocation of Federal ER Funds for FY15 Flood	\$ 3,500,000	
<b>Total FY 2016-17 TCCRF Projected Working Balance</b>		<b>\$ 155,914,589</b>
<b>FY 2016-17 February Pending Budget Supplement Items:</b>		<b>\$ (70,443,600)</b>
· Project Design Funds	\$ (20,000,000)	
· Asset Management	\$ (20,000,000)	
· Maintenance Resurfacing Program Initiation	\$ (10,000,000)	
· RoadX	\$ (13,750,000)	
· Outreach Strategic Plan	\$ (200,000)	
· Loan to Region 4 for I-25 North Segments 7&8 ROW Acquisitions	\$ (6,493,600)	
<b>FY 2016-17 End of February TCCRF Balance</b>		<b>\$ 85,470,989</b>
<b>Anticipated Future Funding Needs:</b>		
· Loan Payback from Region 4 for I-25 North Segments 7&8 ROW Acquisitions	\$ 6,493,600	
· State Match for Previous FY Permanent Recovery/Emergency Relief Funds	\$ (7,000,000)	
· FY 2016-17 State Match for Spring 2015 Floods	\$ (2,500,000)	
· Right of Way Acquisitions	\$ (20,000,000)	
· Flood Recovery Project Expenditures	\$ (23,000,000)	
· Estimated Miscellaneous TCCRF Funding Requests (4 months)	\$ (8,000,000)	



Department staff and DAF shared the funding requests above with the State Transportation Advisory Committee (STAC) in January 2017. STAC acknowledged receiving this information.

**Key Benefits**

Reviewing current year funding requests and understanding the projected balance of the TCCRF at the end of FY 2016-17 will allow the TC to make informed choices for department staff during implementation of project initiatives for FY 2016-17 and FY 2017-18. The TC will also understand the funding limitations it faces regarding division initiatives.

**Options and Recommendations**

The TC can review and make recommendations on all funding requests for department initiatives located in the February 2017 Budget Supplement memorandum.

**Next Steps**

In future months, DAF will present funding requests for Flood Recovery and Right of Way initiatives in the monthly budget supplement. DAF may also present an amended FY 2016-17 Final Budget for TC approval in the coming months based on events that have transpired thus far during the fiscal year (SB 09-228 transfer, TCCRF allocations, an updated revenue forecast, etc.). At the end of FY 2016-17, the TCCRF will likely receive leftover funding from the following sources: 1) Unspent cost center funds; 2) FY 2016-17 Revenue Reconciliation; 3) FY 2016-17 Federal redistribution; and 4) FY 2017-18 budget allocations to the TCCRF (approximately \$16.5-\$26.2 million). These future funding streams could be used to offset allocations in excess of the desired balance of the TCCRF.

**Attachments**

Attachment A: Preconstruction Priorities



**Attachment A: 2017 CDOT Development Program - Preconstruction Priorities**  
**2/8/2017**

Region	TPR	Project Name	Project Description	10-Year Development Program
1	Greater Denver Area	I-70 West: Westbound Peak Period Shoulder Lanes (PPSL)	Construction of Peak Period Shoulder Lanes (PPSL) on westbound side from Twin Tunnels to Empire Junction.	X
1	Greater Denver Area	I-225: I-25 to Yosemite	Remove bottleneck at Yosemite by splitting traffic going to northbound and southbound I-25 with two lanes in each direction. Current DTR on-ramp would serve northbound I-25 only with a braided ramp under I-225 to I-25 northbound that will connect to the right side of the I-225 to I-25 southbound lanes. Includes replacement of Ulster bridge.	X
1	Greater Denver Area	I-270/Vasquez/60th Ave. Improvements and Interchange Reconstruction	Reconstruction of the interchange at I-270 and 60th Ave. to improve safety and capacity by making the geometric configuration more intuitive for drivers, adding grade separation, and improving access points.	X
1	Greater Denver Area	US 285: Richmond Hill to Shaffer's Crossing	Widening of roadway to four lanes with median and construction of grade separated interchange at King's Valley.	X
2	Pikes Peak Area	I-25: Widening S. Academy to Circle/Lake	Widening of roadway to six lanes.	X
2	Pikes Peak Area	SH 21: Research Pkwy. Interchange	Construction of new grade-separated interchange at SH 21 and Research Pkwy.	X
2	Pueblo Area	I-25: City Center Drive to 13th St.	Complete reconstruction and widening, construction of a split-diamond interchange between City Center Dr. and 13th St. with additional exit ramps near 6th St., and construction of one-way frontage roads between the ramps.	X
2	Pueblo Area	US 50: West of Pueblo Westbound	Widening of the divided highway from two lanes to three lanes.	X
2	Southeast	US 287: Lamar Reliever Route	Realignment of US 50 to the South (Phase I) and construction of the new two lane reliever route (Phase II).	X
3	Grand Valley	I-70: Palisade to Debeque	Reconstruction with realignment of curves and other safety improvements.	X
3	Grand Valley	US 6: Improvements Mesa County	Intersection, shoulders, and other safety and mobility improvements at problem locations throughout the corridor.	X
3	Gunnison Valley	US 550: Safety Improvements	Safety improvements including intersection, bicycle and pedestrian improvements, and improved wildlife mitigation.	X
3	Intermountain	I-70: Garfield County Interchange Improvements (New Castle)	Upgrade of current 4-way stop with a roundabout.	X
3	Intermountain	I-70: Glenwood Canyon Bridge Rail	Address critical safety need by removing and replacing old deficient guard rail.	X
3	Intermountain	I-70 West: Dowd Canyon Interchange	Reconstruction and upgrade of I-70 Dowd Canyon Interchange, improving safety and operation of interchange.	X

3	Intermountain	I-70 West: Vail Pass Auxiliary Lanes and Wildlife Overpass	Widening of roadway to add auxiliary lane, relocation of bike path, and installation of permanent water quality features.	X
3	Intermountain	SH 9: Frisco North	Completion of corridor including minimal widening, water quality and drainage improvements, and improvements to two intersections including the potential for the replacement of a signal with a roundabout.	X
3	Northwest	US 40: Kremmling East and West	Addition of shoulders and passing lanes on 14 miles.	X
4	Eastern	I-70: Replace Failing Concrete "ASR" and Safety Improvements	Replacement of failing Akali-Silica Reactivity (ASR) pavement and associated safety improvements.	X
4	North Front Range	US 34 / US 85 Interchange Reconfiguration	Improvements to the safety and capacity of interchange by making the geometric configuration more intuitive to drivers, adding grade separations, and improving access points.	X
4	Upper Front Range	I-76: Fort Morgan to Brush: Phase 4	Reconstruction of roadway and interchanges between Ft. Morgan and Brush.	X
4	Upper Front Range, Eastern	SH 71 Super 2	Reconstruction of corridor to Super 2 configuration.	X
5	Gunnison Valley	US 550: Shoulder Improvements, Deer Fencing and Animal Underpasses between Uncompahgre River and Colona (Billy Creek)	Addition of shoulders between Uncompahgre River and Colona (Billy Creek). Construction of deer fencing and animal underpasses.	X
5	Gunnison Valley	SH 145: Safety and Mobility Improvements between Sawpit and Keystone Hill	Shoulder widening and/or addition of passing lane between Sawpit and Keystone Hill.	Development Program - Tier II
5	San Luis Valley	SH 17: Safety and Mobility Improvements North of Mosca	Shoulder widening north of Mosca.	Development Program - Tier II
5	Southwest	US 160: Towaoc Passing Lanes	Addition of passing lanes and vehicle turnouts.	X
5	Southwest	US 160: Wildlife Mitigation	Wildlife mitigation from Mancos to Pagosa Springs.	Development Program - Tier II
5	Southwest	US 160: Elmore's East	Widening, access improvements, and wildlife mitigation.	X
5	Southwest	US 160: Pagosa Reconstruction and Multi-Modal Improvements	Reconstruction to correct wheel rutting and addition of pedestrian facilities for safety.	X



**MEMORANDUM**

**TO: TRANSPORTATION COMMISSION**  
**FROM: MARIA J. SOBOTA, CHIEF FINANCIAL OFFICER**  
**DATE: FEBRUARY 15, 2017**  
**SUBJECT: FY 2017-18 BUDGET TOPICS**

**Purpose**

This memorandum summarizes information to be discussed during Transportation Commission (TC) budget workshop and TC meeting, including the following budget topics:

- Senate Bill (SB) 09-228 General Fund Transfer Forecasts
- FY 2017-18 Final Annual Budget

**Action**

The TC is being asked to review the FY 2017-18 Final Annual Budget, and provide the Division of Administration and Finance (DAF) with guidance and input in preparation for the March 2017 meeting when the FY 2017-18 Final Annual Budget will be presented to the TC for adoption.

**Background & Details**

**Senate Bill (SB) 09-228 General Fund Transfer Forecasts**

Both the Office of State Planning and Budget (OSPB) and Legislative Council Services (LCS) released their December quarterly economic forecasts on Tuesday, December 20, 2016:

- OSPB and LCS have updated their forecasts and have similar Senate Bill (SB) 09-228 General Fund transfer projections in FY 2017-18 and FY 2018-19. Per House Bill (HB) 16-1416, the FY 2015-16 and FY 2016-17 transfer amounts are now fixed and no longer subject to forecasts, although OSPB's November 2016 budget request reduces the FY 2016-17 transfer to \$79.0 million. The FY 2015-16 transfer was \$199.2 million and the FY 2016-17 transfer will be \$158.0 million, before legislative changes. OSPB is requesting a set transfer of \$79.0 million in FY 2017-18, while LCS currently forecasts a half-transfer in FY 2017-18. In the previous forecast (September 2016), OSPB and LCS were projecting a half-transfer and full transfer, respectively, in FY 2017-18. Both OSPB and LCS are forecasting a half-transfer in FY 2018-19. Table 1 (below) summarizes these forecasts:

Table 1: December 2016 Economic Forecasts

December 2016 Forecasts (in millions)					
	FY 2015-16 (final)	FY 2016-17 (forecast)	FY 2017-18 (forecast)	FY 2018-19 (forecast)	FY 2019-20 (no forecast)
OSPB	\$199.2	\$79.0	\$79.0	\$115.0	Not Available
LCS	\$199.2	\$158.0	\$110.1	\$116.4	Not Available



- When the FY 2016-17 Annual Budget was adopted by the TC, the projected SB 09-228 transfer was \$158.0 million. The FY 2016-17 budget has been revised to reflect the amounts that OSPB projected in December 2016, and will be presented to the TC, along with other changes, for final approval in the coming months.

**FY 2017-18 Final Annual Budget**

The FY 2017-18 Final Annual Budget (see Attachment A) is balanced. Budget amounts for the FY 2017-18 Final Annual Budget are based initially on CDOT's revenue model and asset management plan. Unlike TC-directed programs, programs that receive dedicated revenues (the revenues obtained for a particular program) must be allocated to that program and are based on the final FY 2017-18 revenue estimates. The following criteria will be used to allocate program funds for the Department's FY 2017-18 Final Annual Budget:

- All revenue specific to a program (i.e. FAST Act and State programs such as Safety Education and Aeronautics) will automatically be adjusted based on the final FY 2017-18 revenue estimate.
- All other programs are based on the FY 2016-17 budget amounts as approved by the TC in March 2016, unless subsequently updated through Decision Items.

The FY 2017-18 Final Annual Budget reflects several changes from the FY 2017-18 Proposed Annual Budget. Changes include:

- **Operations (Line 63):** DAF received notification in December 2016 from the Colorado Governor's Office of Information Technology (OIT) that the Human Resources Information System (HRIS) allocation would increase by \$455,397 for FY 2017-18. Subsequently, DAF increased the Operations line item by \$455,397 in the FY 2017-18 budget to \$32,193,758, reducing the TCCRF by the same amount.
- **Administration (Line 66):** DAF received notification in December 2016 from the Department of Personnel and Administration (DPA) that the property insurance common policy allocation would be \$98,524 greater than originally anticipated, while the Health, Life, and Dental (HLD) common policy allocation would be \$6,897 less than originally anticipated. These two common policies forced an increase in the Administration line item by \$91,627 in the FY 2017-18 Final Annual Budget to \$31,231,555. DAF decreased the TCCRF by the same amount.
- **TCCRF (Line 104):** Because of increases in Administration and Operations, the TC Program Reserve line of the TCCRF budget was reduced by \$547,024 for the FY 2017-18 Final Annual Budget to \$9,742,283. DAF will potentially reallocate this TC Program Reserve funding for FY 2017-18 to Asset Management, based on TC and Executive Management Team (EMT) recommendations in future months.
- **Aeronautics (Lines 71 and 72):** Due to an updated revenue projection for FY 2017-18, the Division of Aeronautics will see a total budget increase of \$3.5 million, to \$23.0 million. The Administrative budget will increase to \$1.1 million (less than the statutory limit of 5% of total budget allocations).



- **Bridge Enterprise (Lines 3-33 under State Bridge Enterprise):** The FY 2017-18 detailed Bridge Enterprise annual operating budget will be discussed during the TC Budget Workshop. Supporting documentation can be found in the Bridge Enterprise section of the February 2017 TC packet.
- **High Performance Transportation Enterprise (HPTE) (Line 14 under High Performance Transportation Enterprise):** Tolling and Managed Lanes Revenue is projected to increase substantially from the November 2016 Proposed Annual Budget. In November 2016, estimated HPTE revenue was expected to be \$6.4 million. However, a more robust analysis undertaken by the Enterprise and its partners has found FY 2017-18 expected revenue to total \$14.0 million. This new revenue estimate has increased the FY 2017-18 HPTE Annual Budget by \$7.6 million for a final budget allocation of \$18.7 million.

**Key Benefits**

The TC will be able to review the updated FY 2017-18 Final Annual Budget, and be asked to provide its final thoughts and recommendations to DAF in preparation for adoption of the FY 2017-18 Final Annual Budget, which will be presented for TC action in March 2017.

**Options and Recommendations**

The TC is being asked to review the updated FY 2017-18 Final Annual budget and provide feedback in preparation for the March 2017 TC meeting. Options include:

1. Approving the draft version of the FY 2017-18 Final Annual Budget in preparation for final adoption of the FY 2017-18 Final Annual Budget at the March 2017 TC meeting----**STAFF RECOMMENDATION**
2. Requesting more information on department priorities for FY 2017-18.
3. Altering existing budget priorities and programming for FY 2017-18, with approval of the FY 2017-18 Final Annual Budget to take place before the April 15, 2017 deadline.

**Next Steps**

In March 2017, DAF will provide the TC with the FY 2017-18 Final Annual Budget, including any changes from the February 2017 TC meeting related to topics discussed between the TC and department staff.

**Attachments**

Attachment A: FY 2017-18 Final Annual Budget



**Attachment A: Colorado Department of Transportation  
FY 2017- 18 Final Annual Budget**

	Budget Category	Program Area	Directed by	FY 2017-18 November Allocations	FY 2017-18 February Allocations	Difference	Funding Source
1	Maintain - Maintaining What We Have						
2		<b>CDOT Performed Work</b>					
3		Roadway Surface	TC	36,527,517	36,527,517	-	SH
4		Roadside Facilities	TC	24,541,847	24,541,847	-	SH
5		Roadside Appearance	TC	10,703,416	10,703,416	-	SH
6		Structure Maintenance	TC	6,149,783	6,149,783	-	SH
7		Tunnel Activities	TC	5,984,466	5,984,466	-	SH
8		Snow and Ice Control	TC	79,083,737	79,083,737	-	SH
9		Traffic Services	TC	65,457,519	65,457,519	-	SH
10		Planning and Scheduling	TC	17,306,562	17,306,562	-	SH
11		Material, Equipment and Buildings	TC	17,745,153	17,745,153	-	SH
12				<b>263,500,000</b>	<b>263,500,000</b>	-	
13		<b>Contracted Out Work</b>					
14		Surface Treatment /2	TC	226,525,000	226,525,000	-	FHWA/ SH/ 09-108: \$0.98M
15		Structures On-System Construction /1 /2	TC	60,980,000	60,980,000	-	FHWA/ SH/ 09-108: \$16.12M
16		Structures Inspection and Management /2	TC	9,080,000	9,080,000	-	SH
17		Geohazards Mitigation /1	TC	10,300,000	10,300,000	-	09-108: \$10.3M
18		Highway Safety Improvement Program	FR	42,518,853	42,518,853	-	FHWA / SH
19		Railway-Highway Crossings Program	FR	3,347,359	3,347,359	-	FHWA / SH
20		Hot Spots	TC	2,167,154	2,167,154	-	FHWA / SH
21		Traffic Signals /1 /2	TC	15,545,646	15,545,646	-	FHWA/ SH/ 09-108: \$12.6M
22		FASTER - Safety Projects	TC	62,517,819	62,517,819	-	09-108
23		Permanent Water Quality Mitigation	TC	6,500,000	6,500,000	-	FHWA / SH
24		Maintain-Related Indirects/Overhead /2					
25		Maintain-Related CDOT Construction Engineering /2					
26				<b>439,481,831</b>	<b>439,481,831</b>	-	
27		<b>Capital Expenditure</b>					
28		Road Equipment /2	TC	23,000,000	23,000,000	-	SH
29		Capitalized Operating Equipment	TC	3,760,247	3,760,247	-	SH
30		Property /2	TC	17,500,000	17,500,000	-	SH
31				<b>44,260,247</b>	<b>44,260,247</b>	-	
32			<b>Total:</b>	<b>747,242,078</b>	<b>747,242,078</b>	-	
33	Maximize - Safely Making the Most of What We Have						
34		<b>CDOT Performed Work</b>					
35		TSM&O: Performance Programs and Services	TC	607,619	607,619	-	SH
36		TSM&O Traffic Incident Management	TC	1,989,156	1,989,156	-	SH
37		TSM&O: ITS Maintenance	TC	25,600,000	25,600,000	-	SH
38				<b>28,196,775</b>	<b>28,196,775</b>	-	
39		<b>Contracted Out Work</b>					
40		Safety Education	Comb	14,861,809	14,861,809	-	NHTSA / SSE
41		TSM&O: Congestion Relief	TC	4,750,000	4,750,000	-	FHWA / SH
42		Regional Priority Program	TC	48,375,000	48,375,000	-	FHWA / SH
43		Road X	TC	12,096,525	12,096,525	-	FHWA / SH
44		ADA Compliance	TC	10,500,000	10,500,000	-	FHWA / SH
45		Maximize-Related Indirect/Overhead /2					
46		Maximize-Related CDOT Construction Engineering /2					
47				<b>90,583,334</b>	<b>90,583,334</b>	-	
48		<b>Capital Expenditure</b>					
49		TSM&O: ITS Investments	TC	10,000,000	10,000,000	-	FHWA / SH
50				<b>10,000,000</b>	<b>10,000,000</b>	-	
51			<b>Total:</b>	<b>128,780,109</b>	<b>128,780,109</b>	-	
52	Expand - Increasing Capacity						
53		<b>CDOT Performed Work</b>					
54							
55		<b>Contracted Out Work</b>					
56		Strategic Projects (including I-25 North)	SL	71,100,000	71,100,000	-	09-228
57		National Freight Program	FR	18,481,674	18,481,674	-	FHWA / SH
58		Expand-Related Indirect /2					
59		Expand-Related CDOT Construction Engineering /2					
60				<b>89,581,674</b>	<b>89,581,674</b>	-	
61			<b>Total:</b>	<b>89,581,674</b>	<b>89,581,674</b>	-	
62	Deliver - Program Delivery/Administration						
63		Operations [including maintenance support]	TC	31,738,361	32,193,758	455,397	SH
64		Projects Initiatives	TC	2,455,000	2,455,000	-	FHWA / SH
65		DTD Planning and Research - SPR	FR	13,917,775	13,917,775	-	FHWA / SH
66		Administration (Appropriated)	SL	31,139,928	31,231,555	91,627	SH
67		HPTE Fee for Service	TC	4,774,500	4,774,500	-	SH
68			<b>Total:</b>	<b>84,025,564</b>	<b>84,572,588</b>	<b>547,024</b>	
69	Pass-Through Funds/Multi-modal Grants						
70		<b>Aeronautics</b>					
71		Division of Aeronautics to Airports	AB	18,615,000	21,875,000	3,260,000	SA
72		Division of Aeronautics Administration	AB	885,000	1,125,000	240,000	SA
73				<b>19,500,000</b>	<b>23,000,000</b>	<b>3,500,000</b>	
74		<b>Highway</b>					
75		Recreational Trails	FR	1,591,652	1,591,652	-	FHWA
76		Safe Routes to School	TC	2,500,000	2,500,000	-	FHWA
77		Transportation Alternatives Program	FR	12,375,268	12,375,268	-	FHWA / LOC
78		STP-Metro	FR	52,965,458	52,965,458	-	FHWA / LOC
79		Congestion Mitigation/Air Quality	FR	48,312,652	48,312,652	-	FHWA / LOC
80		Metropolitan Planning	FR	8,437,375	8,437,375	-	FHWA / FTA / LOC
81		Bridge Off-System - TC Directed	TC	3,164,139	3,164,139	-	FHWA / SH / LOC
82		Bridge Off-System - Federal Program	FR	6,287,340	6,287,340	-	FHWA / SH / LOC
83				<b>135,633,884</b>	<b>135,633,884</b>	-	
84		<b>Transit</b>					
85		Federal Transit	FR	27,463,231	27,463,231	-	FTA / LOC
86		Strategic Projects -Transit	SL	7,900,000	7,900,000	-	09-228
87		Transit and Rail Local Grants	SL	5,000,000	5,000,000	-	09-108
88		Transit and Rail Statewide Grants	TC	6,000,000	6,000,000	-	09-108
89		Bustang	TC	3,000,000	3,000,000	-	09-108
90		Transit Administration and Operations	TC	1,000,000	1,000,000	-	09-108
91				<b>50,363,231</b>	<b>50,363,231</b>	-	
92		<b>Infrastructure Bank</b>					
93		Infrastructure Bank	TC	400,000	400,000	-	SIB
94			<b>Total:</b>	<b>205,897,115</b>	<b>209,397,115</b>	<b>3,500,000</b>	
95	Transportation Commission Contingency / Debt Service						
96		<b>Permanent Recovery</b>					
97		Permanent Recovery		129,500,000	129,500,000	-	FHWA
98		Recovery-Related Indirect/Overhead /2					
99		Recovery-Related CDOT Construction Engineering /2					
100				<b>129,500,000</b>	<b>129,500,000</b>	-	
101		<b>Contingency</b>					
102							
103		TC Contingency	TC	16,500,000	16,500,000	-	FHWA / SH
104		TC Program Reserve	TC	10,289,307	9,742,283	(547,024)	FHWA / SH
105		Snow & Ice Reserve	TC	10,000,000	10,000,000	-	SH
106				<b>36,789,307</b>	<b>36,242,283</b>	<b>(547,024)</b>	
107		<b>Debt Service</b>					
108		Strategic Projects - Debt Service	DS	-	-	-	FHWA / SH
109		Certificates of Participation-Property	DS	2,366,192	2,366,192	-	SH
110		Certificates of Participation-Energy	DS	1,056,400	1,056,400	-	SH
111				<b>3,422,592</b>	<b>3,422,592</b>	-	
112			<b>Total:</b>	<b>169,711,899</b>	<b>169,164,875</b>	<b>(547,024)</b>	
				<b>1,425,238,439</b>	<b>1,428,738,439</b>	<b>3,500,000</b>	

Revenue **1,425,238,439**    **1,428,738,439**    **3,500,000**

/1 FASTER Safety funds (\$40.0M) were substituted for flexible funds in appropriate Asset Management Programs. Resulting available flexible funds were then added to Regional Priority Program.

/2 CE and indirects are calculated based on total programs as shown.

**Flexible Funds**

**Key to acronyms:**

LOC DS= Debt Service Covenants  
SIB= AB=Aeronautics Board  
TC=T FR=Federal Requirements

SH=State Highway funding  
FHWA=Federal Highway  
FTA=Federal Transit

SL=State Legislation  
Comb=Combination  
SSE=State Safety Education

09-228=Funds from HB 09-228  
09-108=Funds from HB 09-108 (FASTER)  
NHTSA=Nat. Hwy. Traffic Safety Administration

SA=State Aeronautics

**State Bridge Enterprise  
FY 2017- 18 Final Annual Budget**

	Budget Category	Program Area	Directed by	FY 2017-18 November Allocations	FY 2017-18 February Allocations	Difference	Funding Source
1	Maintain - Maintaining What We Have						
2		CDOT Performed Work					
3		Maintenance	BEB	250,000	250,000	-	09-108
4		Scoping Pools	BEB	750,000	750,000	-	09-108
5				1,000,000	1,000,000	-	
6		Contracted Out Work					
7		Bridge Enterprise Projects	BEB	91,095,761	91,095,761	-	09-108
8		Maintain-Related Indirects/Overhead /1					
9		Maintain-Related CDOT Construction Engineering /1					
10				91,095,761	91,095,761	-	
11			Total	92,095,761	92,095,761	-	
12	Maximize - Safely Making the Most of What We Have						
13		CDOT Performed Work					
14		Contracted Out Work					
15			Total	-	-	-	
16	Expand - Increasing Capacity						
17		CDOT Performed Work					
18		Contracted Out Work					
19			Total	-	-	-	
20	Deliver - Program Delivery/Administration						
21		Administration and Legal Fees		1,911,904	1,911,904	-	09-108
22			Total:	1,911,904	1,911,904	-	
23	Pass-Through Funds/Multi-modal Grants						
24		Highway					
25			Total:	-	-	-	
26	Transportation Commission Contingency / Debt Service						
27		Contingency					
28		Bridge Enterprise - Contingency	BEB	-	-	-	09-108
29							
30		Debt Service					
31		Bridge Enterprise - Debt Service	DS	18,234,000	18,234,000	-	FHWA / SH
32				18,234,000	18,234,000	-	
33			Total:	18,234,000	18,234,000	-	
				112,241,665	112,241,665	-	

/1 CE and indirects are calculated based on total programs as shown.

Revenue **112,241,665** **112,241,665** **-**

**Key to acronyms:**

BEB= Bridge Enterprise Board  
DS= Debt Service Covenants

**High Performance Transportation Enterprise  
FY 2017- 18 Final Annual Budget**

	Budget Category	Program Area	Directed by	FY 2017-18 November Allocations	FY 2017-18 February Allocations	Difference	Funding Source
1	Maintain - Maintaining What We Have						
2		CDOT Performed Work					
3		Contracted Out Work					
4			Total	-	-	-	
5	Maximize - Safely Making the Most of What We Have						
6		CDOT Performed Work					
7		Contracted Out Work					
8			Total	-	-	-	
9	Expand - Increasing Capacity						
10		CDOT Performed Work					
11		High Performance Transportation Enterprise--Maintenance	HPTEB	-	-	-	Tolls/Managed Lanes Revenue
12							Tolls/Managed Lanes Revenue
13		Contracted Out Work					
14		High Performance Transportation Enterprise--Projects	HPTEB	6,388,000	13,954,350	7,566,350	Tolls/Managed Lanes
15		Expand-Related Indirect					
16		Expand-Related CDOT Construction Engineering					
17				6,388,000	13,954,350	7,566,350	Tolls/Managed Lanes Revenue
18			Total	6,388,000	13,954,350	7,566,350	
19	Deliver - Program Delivery/Administration						
20		High Performance Transportation Enterprise--Administration and Legal Fees		4,774,500	4,774,500	-	Fee for Service
21			Total:	4,774,500	4,774,500	-	
22	Pass-Through Funds/Multi-modal Grants						
23		Highway					
24			Total:	-	-	-	
25	Transportation Commission Contingency / Debt Service						
26		Contingency					
27		Debt Service					Fee for Service
28			Total:	-	-	-	
				11,162,500	18,728,850	7,566,350	

Revenue **11,162,500** **18,728,850** **7,566,350**

**Key to acronyms:**

HPTEB=High Performance Transportation Enterprise Board

HPTE Fee For Service Revenue & Allocation Adjustment **(4,774,500)** **(4,774,500)** **-**

Total Consolidated Allocations **1,543,868,103** **1,554,934,453** **11,066,350**

Total Consolidated Revenue **1,543,868,103** **1,554,934,453** **11,066,350**



## COLORADO Department of Transportation

Division of Transportation Development  
Multimodal Planning Branch  
4201 E. Arkansas Ave, Shumate Bldg.  
Denver, CO 80222

**DATE:** February 15, 2017  
**TO:** Transportation Commission  
**FROM:** Debra Perkins-Smith, Director, Division of Transportation Development  
**SUBJECT:** National Highway Freight Program Project Selection

### Purpose

To review and discuss project selection scenarios for the initial years of the National Highway Freight Program.

### Action

None. Transportation Commission input on project selection process and scenarios.

### Background

The National Highway Freight Program is a new formula freight program created under the FAST Act. The National Highway Freight Program provides approximately \$15 million annually to Colorado, beginning in FY 15-16. Staff provided an overview of the National Highway Freight Program and discussed project selection approach and criteria with the Transportation Commission in the fall, and reviewed and discussed different programmatic scenarios in January.

A project selection process is currently in progress to identify recommended projects for, at a minimum, the first two years of funding (FY 15-16 and FY 16-17). Beginning in December 2017, projects must be identified in a State Freight Plan in order to be eligible for funding. The Multimodal Freight Plan and State Freight and Passenger Rail Plan, both currently in development, will identify a long-term freight investment strategy for subsequent years of funding. It is anticipated that this subsequent process will take a more targeted, programmatic approach to identifying priorities focused on specific types of freight needs such as truck parking, shoulders, truck signal prioritization, etc.

### Details

#### *Initial Project Selection Process*

Eligibility and evaluation criteria for the initial National Highway Freight Program project selection process were developed in the fall with input from the Statewide Transportation Advisory Committee (STAC), Freight Advisory Council (FAC), and Transportation Commission. In December staff from the Regions and DTD used the eligibility and evaluation criteria to identify and evaluate candidate projects. 39 projects totaling more than \$275 million were identified for consideration, with roughly \$35 million (federal and state) available for the first two years of funding (FY 15-16 and FY 16-17).

Based on the results of evaluation, and input from the STAC and FAC, Region and DTD staff developed several different project selection scenarios. Attachment A details these scenarios, which include:

- Construction Projects - A focus on ready-to-go or soon to be ready-to-go construction projects with a strong freight focus and/or direct freight benefit.
- Advance Projects to Prepare for Other Funding Opportunities - A focus on construction and pre-construction activities for projects with a strong freight focus and/or direct freight benefit, with the intention of advancing projects or making projects more competitive for discretionary grant funding such as FASTLANE, or other additional funding opportunities.
- Statewide Programs - A focus on statewide, programmatic projects including smaller, more targeted freight projects or programs such as truck parking, truck signal prioritization, or safety projects such as commercial vehicle crash hot spots, and truck ramp restoration.
- Hybrid - A mix of pre-construction, construction, and statewide programs with a strong freight focus and/or direct freight benefits.

Staff reviewed scenarios with the STAC and FAC in January. At the request of the Metropolitan Planning Organizations (MPOs), staff will also review with MPO Transportation Advisory Committees in February.



Transportation Commission review and input is requested on the proposed project selection scenarios. Based on Transportation Commission input and any additional input from planning partners, staff will refine scenarios and develop a recommended scenario with projects for review by the Transportation Commission.

#### *Freight Investment Plan*

Beginning in December, 2017, a State Freight Plan must include a fiscally constrained Freight Investment Plan. The Multimodal Freight Plan, currently in development, will combine significant analysis of freight system needs with Region and stakeholder input to develop the Freight Investment Plan element. The current project selection process is intended to identify initial priorities for formula freight funding, while the longer term freight investment strategy is developed as part of the this plan. In recent discussions with the FAC and other stakeholders significant support was expressed for targeting specific types of freight needs, similar to the approach in the Statewide Programs scenario for the current project selection process. It was noted, however, that further analysis and program development may be needed before allocating funds for this approach. The development of the Multimodal Freight Plan will provide an opportunity to further identify and target these specific types of freight needs, supported by analysis including commercial vehicle crash hot spot analysis, freight bottleneck analysis and other mobility analysis, and broad stakeholder input through the STAC, FAC, and a Project Advisory Committee. Other freight planning activities, including a truck parking inventory and study, will further inform the identification of priorities in the Freight Investment Plan. Specific types of freight needs considered could include:

- Truck Parking
- Freight Corridor Shoulders
- Low Vertical Clearance Bridges
- Commercial Vehicle Crash Hot Spots
- Railway-highway Grade Separation
- Other Freight Facilities (Chain Up Stations, Truck Pull Outs, Truck Ramps, etc.)
- Freight Mobility Improvements (Climbing Lanes, Truck Only Lanes, etc.)
- Freight Technology (Real-Time Information Systems, Adaptive Signals, etc.)

#### *Questions*

Questions for the Transportation Commission to consider in reviewing scenarios:

1. Which of the scenarios, if any, are preferred?
2. Are there any changes recommended to the specific projects included in a scenario? Any projects that should be removed or replaced?
3. The draft hybrid scenario currently exceeds funds available in the first two years of the program. If the hybrid scenario is preferred, should projects be removed to limit to two years of funding (approximately \$35 million) or added to total three years of funding (approximately \$53 million)?
4. Does the Transportation Commission have any additional input or direction for staff to consider in developing a final recommended scenario?
5. Does the Transportation Commission have any initial feedback on the proposed approach described for the Freight Investment Plan?

#### Advisory Committee Input

The FAC met in mid-January and discussed the proposed focus of different scenarios (i.e. construction, advance projects, etc.) The FAC reiterated many of the points made in previous discussions, in particular the importance of focusing on projects with a clear freight focus or benefit, and that funds not be used simply to “top off” existing projects. The FAC also expressed strong support for truck parking projects, freight safety projects, and for smaller, more programmatic investments that target specific freight issues. In general, discussion reflected a preference for either a hybrid scenario or a more targeted, programmatic approach such as the statewide scenario. The proposed scenarios with projects were provided via e-mail for review and comment later in the month, with an opportunity to provide additional input on specific projects at the FAC Steering Committee meeting in mid-February.

The STAC met on January 27 and discussed scenarios and specific projects. In general, support was strongest for a hybrid scenario, especially focused on projects ready for construction and advancing projects to prepare for other funding opportunities. Several STAC members agreed with the need for truck parking, citing examples in their areas. Greg Fulton, with the Colorado Motor Carriers Association, and a member of the FAC, attended the meeting and shared some of the feedback from the FAC. A STAC member suggested that the FAC make a formal recommendation to STAC on a preferred project selection scenario.



### Next Steps

- Synthesis of additional input from MPOs, STAC, and FAC
- Refinement of scenarios and development of final recommended scenario for Transportation Commission review
- Transportation Commission approval of preferred scenario
- Development of Freight Investment Plan for subsequent years of funding as part of the Multimodal Freight Plan

### Attachments

- Attachment A: FY 16-FY 17 Project Selection



Line	Project ID	Region	TPR	Project Name	Project Description	Program Scenarios		Usage Factors					Notes	
						10-Year Development Program Project	NHFP Request Amount	Scenario 1: Construction Projects	ADT	Off-Peak Truck ADT	Regional Quartile - Off Peak Truck ADT (1 = lowest)	% Trucks (Off Peak % of ADT)		Regional Quartile - % Trucks (1 = lowest)
1	4	1	Greater Denver Area	I-25 North: US 36 to 120th	Full project includes improvements on I-25 between US 36 and 120th including auxiliary lanes, additional lane between 84th Ave and Thornton Parkway and reconstruction of 88th Ave Bridge. NHFP funding will complete NEPA, design, and construction of 88th Ave. bridge. This is a frequently hit, low vertical clearance bridge.	X	\$ 11.00	\$ 11.00	169,500	15,814	4th	9.3%	4th	\$1 M in FY 17 will complete NEPA and design, with \$10 M for construction in FY 18.
2	N/A	2	Pueblo Area	SH 47 and Fountain Creek Stabilization	Realignment of Fountain Creek and bank stabilization to protect SH 47 from high water events. SH 47 provides alternative to US 50 and I-25, provides access to retail businesses, and alternative access to the Pueblo Airport, and adjacent industrial park including a Target distribution center.		\$ 2.00	\$ 2.00	42,000	1,680	4th	4%	1st	
3	43	3	Gunnison Valley	US 50: Little Blue Canyon	NHFP funding will complete a funding package for the project, which will reconstruct and widen US 50 to improved geometric design standards and improve safety, drainage and access in this corridor. The project includes the addition of passing lanes, shoulders, and mitigation of a land-slide within the project limits.	X	\$ 4.00	\$ 4.00	2,600	312	3rd	12.0%	3rd	
4	142	3	Region wide	I-70 Truck Parking	NHFP Funding will establish up to four truck parking locations along I-70 in the vicinity of Glenwood Springs.	X	\$ 2.70	\$ 2.70	N/A	N/A	N/A	N/A	N/A	
5	148	4	Eastern	SH 14: Sterling "S" Curve	NHFP funds will complete funding package for project, which will re-align SH14 to an "S" curve alignment in order to connect to I-76 while eliminating 90 degree turns which are difficult for large trucks to navigate. SH 14 provides a connection between I-76 and I-25 and serves as an alternative to commercial motor vehicles wanting to bypass the metro area.	X	\$ 9.50	\$ 7.50	6,240	356	3rd	5.7%	1st	
6	60	4	Upper Front Range, North Front Range, Greater Denver Area	US 85: Corridor Improvements	Safety, intersection and interchange improvements as identified in US 85 PEL study. This is a significant highway/rail freight corridor and was a 2016 and 2017 FASTLANE grant submittal. Project is very scalable, with multiple different freight improvements possible at different levels of funding.	X	\$ 7.00	\$ 5.00	12,260	1,680	4th	13.7%	2nd	NHFP funding will advance project making more competitive for future rounds of FASTLANE grant funding, if unsuccessful this round.
7	N/A	5	San Luis Valley	US 160 Wolf Creek, Road Safety Audit	Implementation of safety measures recommended by FHWA as part of the US 160 Wolf Creek Pass Road Safety Audit. Project improvements include improving the roads curvature, rumble strips, addition of crash barrier, widen shoulders in pull-out locations, informational signing, highway re-striping, and VMS specifically targeting freight traffic to improve safety.		\$ 1.60	\$ 1.60	3,400	354	3rd	10.4%	2nd	
8	N/A	5	Region wide	Region 5 Mountain Pass Critical Safety Needs	Lengthening and widening of chain up stations to improve capacity and add a safety buffer between live traffic. Overhead LED lighting will be added to both sides of each truck chain up station. Sub-standard road closure gates will be replaced with gates that meet federal standards.		\$ 2.55	\$ 2.55	N/A	N/A	N/A	N/A	N/A	
							<b>TOTAL</b>	<b>\$ 36.35</b>						
							<b>Available</b>	<b>\$ 35.00</b>						

Line	Project ID	Region	TPR	Project Name	Project Description	10-Year Development Program Project	NHFP Request Amount	Program Scenarios Scenario 2: Advance Projects	AADT	Off-Peak Truck AADT	Usage Factors			Notes
											Regional Quartile - Off Peak Truck AADT (1 = lowest)	% Trucks (Off Peak % of AADT)	Regional Quartile - % Trucks (1 = lowest)	
1	3	1	Greater Denver Area	I-25: Valley Highway Phase 3.0: Santa Fe to Bronco Arch (including bridges)	Full Phase 3.0 project includes replacement of bridges and interchanges and roadway widening. NHFP funding will add NEPA and design for the 23rd and Speer bridges to an upcoming Planning and Environmental Linkages (PEL) study. These are low vertical clearance bridges which serve as a significant impediment to freight movement and are frequently hit.	X	\$ 2.00	\$ 2.00	222,384	13,299	4th	5.98%	3rd	NHFP funding would advance bridge project so that it could be considered for future rounds of FASTLANE grant funding for construction phase.
2	15	1	Greater Denver Area	US 85/Vasquez: I-270 to 62nd Ave. Interchange	Full project includes reconstruction of the interchange at I-270 and intersection at 60th Ave. to improve the safety and capacity by making the geometric configuration more intuitive for drivers, adding grade separation, and improving access points based on a PEL study recommendation. NHFP funding of \$10 M will complete design and ROW. Important freight, energy, and industrial corridor with significant safety, geometric and mobility issues affecting freight movement.	X	\$ 22.00	\$ 10.00	37,809	4,880	4th	12.9%	4th	NHFP funding of \$10 M will fund ROW and design so that project could be considered for future rounds of FASTLANE grant funding for construction phase. Additional requested funds would provide match for possible grant application for construction.
3	17	2	Pueblo Area	I-25: City Center Drive to 13th St. (Phase of the New Pueblo Freeway EIS)	Initiate design for I-25 improvements in Pueblo between City Center Drive and 13th Street. Improvements include complete reconstruction and widening of I-25 between 13th St. and City Center Dr., construction of a split-diamond interchange between City Center Dr. and 13th St., with additional exit ramps near 6th St., and construction of one-way frontage roads between ramps. Upgrades to current design standards will improve freight mobility and safety.	X	\$ 2.00	\$ 2.00	66,667	4,087	4th	6.1%	1st	NHFP funding will advance project to RFP stage for design build so that project could be considered for future rounds of FASTLANE grant funding for construction phase.
4	25	2	Southeast	US 287: Lamar Reliever Route	Phase I of the Reliever Route includes the realignment of US 50 to the South - needed for future US50/US 287 Interchange. NHFP funding will complete design for Phase I.	X	\$ 1.00	\$ 1.00	11,650	1,747	4th	15%	3rd	
5	31	3	Grand Valley	I-70: Palisade to Debeque	Full project includes reconstruction with realignment of curves and other safety improvements. NHFP funding will complete design and ROW. The project will correct a sharp curve at the western entrance to Debeque Canyon that has resulted in numerous crashes involving commercial motor vehicles.	X	\$ 3.00	\$ 3.00	17,000	2,108	4th	12.4%	3rd	NHFP funding would advance project so that it could be considered for future rounds of FASTLANE grant funding for construction phase.
6	35	3	Intermountain	I-70 West: Vail Pass Auxiliary Lanes and Wildlife Overpass	The I-70 Mountain Corridor Programmatic Environmental Impact Statement (PEIS) identified west Vail pass as a priority segment for installation of auxiliary travel lanes. Motor carriers and other heavy vehicles must travel slowly both uphill and downhill causing substantial speed differences with other vehicles. This speed differential causes lane changes, back-ups, and crashes. NHFP funding will complete NEPA and preliminary engineering.	X	\$ 7.00	\$ 7.00	21,000	2,289	4th	10.9%	3rd	NHFP funding would advance project so that it could be considered for future rounds of FASTLANE grant funding for construction phase.
7	72	4	Upper Front Range, Eastern	SH 71 Super 2	Reconstruction of corridor to Super 2 configuration from Limon to Brush, and Brush to Nebraska Stateline. The project will construct 12' travel lanes, 8'-10' shoulders, and other safety treatments designed to accommodate large trucks, including Oversize / Overweigh permitted trucks. NHFP funding will provide for design to 30%, enabling design/build.	X	\$ 6.00	\$ 4.00	1,070	338	3rd	31.7%	4th	NHFP funding will advance project to RFP stage for design build so that project could be considered for future rounds of FASTLANE grant funding for construction phase.
8	60	4	Upper Front Range, North Front Range, Greater Denver Area	US 85: Corridor Improvements	Safety, intersection and interchange improvements as identified in US 85 PEL study. This is a significant highway/rail freight corridor and was a 2016 and 2017 FASTLANE grant submittal. Project is very scalable, with multiple different freight improvements possible at different levels of funding.	X	\$ 7.00	\$ 5.00	12,260	1,680	4th	13.7%	2nd	NHFP funding will advance project making more competitive for future rounds of FASTLANE grant funding, if unsuccessful this round.
9	92	5	Southwest	US 550/US 160 Connection - Finalize Pre-Construction	This phase of the US 550/US 160 Connection project will finalize pre-construction. This final phase will purchase ROW required for US160-CR302, complete the final design for the connection and prepare the project for advertisement.	X	\$ 10.50	\$ 2.00	6,750	418	4th	6.2%	1st	\$2 million will complete ROW acquisition for the interchange.
							<b>TOTAL</b>	<b>\$ 36.00</b>						
							<b>Available</b>	<b>\$ 35.00</b>						

Line	Project ID	Region	TPR	Project Name	Project Description	Program Scenarios			Usage Factors					Notes
						10-Year Development Program Project	NHFP Request Amount	Scenario 3: Statewide Programs	AADT	Off-Peak Truck AADT	Regional Quartile - Off Peak Truck AADT (1 = lowest)	% Trucks (Off Peak % of AADT)	Regional Quartile - % Trucks (1 = lowest)	
1	142	3	Region wide	I-70 Truck Parking	NHFP Funding will establish up to four truck parking locations along I-70 in the vicinity of Glenwood Springs.	X	\$ 2.70	\$ 2.70	N/A	N/A	N/A	N/A	N/A	
2	N/A	5	San Luis Valley, Southwest	Region 5 Rest Area Improvements for Truck Parking.	Expansion of truck parking at the Sleeping Ute (MP 46.5) and Shaw Creek (MP 191.4) Rest Areas on US 160. This project will expand the Sleeping Ute truck parking from 2 to 6 spaces and expand the Shaw Creek truck parking from 4 to 10 spaces.		\$ 2.22	\$ 2.22	7,300/4,900	365/441	3rd/4th	6.3%/10.3%	1st/2nd	
3	S-07	Statewide	Statewide	Minor Freight Improvement Projects	The Minor Freight Improvement Program would be used for small projects which could potentially have a large impact on the transportation system. Such items could be improved signage specific to commercial vehicles or minor infrastructure improvements. NHFP funds would be used to establish a pool of funds that could be utilized for minor freight improvements as they come up. Criteria would be established for evaluating and approving requests.	X	\$ 3.00	\$ 3.00	N/A	N/A	N/A	N/A	N/A	
4	S-08	Statewide	Statewide	Multimodal Connection Improvement Bank	A revolving loan program to service multimodal connections. This program could be used by local agencies, industry, railroads, or others to make capital improvements of a multimodal nature. Short term loans are issued at a low interest rate. Similar programs have been successful in other states, specifically focusing on rail projects.	X	\$ 1.50	\$ 1.50	N/A	N/A	N/A	N/A	N/A	
5	S-09	Statewide	Statewide	Port-of-Entry (POE) Mobile Site improvement / Highway Pullouts	POE Mobile Sites are used by CSP-POE to temporary or random commercial vehicle inspections, or as pullout for emergency use or temporary truck parking. Currently, most of these site are nothing more than compact soil with little or no improvements. This project would improve sites by adding a level pavement surface and/or barriers to separate the site from the highway.	X	\$ 2.80	\$ 2.80	N/A	N/A	N/A	N/A	N/A	
6	S-06	Statewide	Statewide	Signal Prioritization	Signal Prioritization systems on a freight heavy corridor can detect the movement of commercial vehicles through various types of technology. When a commercial vehicle is approaching a signalized intersection, the system can extend the green light to prevent a rapid deceleration or the vehicle moving through a red light.	X	\$ 2.00	\$ 2.00	N/A	N/A	N/A	N/A	N/A	
7	S-02	Statewide	Statewide	Truck Parking Information Management System (TPIMS)	TPIMS informs drivers of available parking either through in-dash communications or on roadside signs. CDOT has already committed \$1 M to this project and will begin by connecting I-70 East to a TPIMS system in Kansas. NHFP funds will be used to as a match for a FASTLANE grant to implement the system statewide, or to begin the next phase if grant is unsuccessful.	X	\$ 9.00	\$ 9.00	N/A	N/A	N/A	N/A	N/A	\$9 M would replace FASTLANE funds if grant not awarded, or enable expanded deployment if the grant is successful.
8	S-10	Statewide	Statewide	Truck Parking	Implementation of findings of Truck Parking Study, including possible improvements to existing facilities or development of new facilities.	X	\$ 5.00	\$ 5.00	N/A	N/A	N/A	N/A	N/A	
9	S-04	Statewide	Statewide	Truck Ramp Restoration	Truck ramps currently have no dedicated source of funding for maintenance. Over time, as the materials settle the ramps will become less and less affective in slowing a commercial vehicle. NHFP funds would be used for ongoing maintenance and improvements to truck ramps.	X	\$ 2.00	\$ 2.00	N/A	N/A	N/A	N/A	N/A	
10	S-05	Statewide	Statewide	Truck Ramp Technology Implementation	Implementation of newer truck arrestor technologies and speed warning systems to reduce the need to use track ramps.	X	\$ 2.50	\$ 2.50	N/A	N/A	N/A	N/A	N/A	
11	S-03	Statewide	Statewide	Truck Safety	Improve identified Commercial Vehicle Crash Hotspots, using appropriate strategies unique to the location. Address other targeted truck safety issues, including less than 2' shoulders.	X	\$ 4.00	\$ 4.00	N/A	N/A	N/A	N/A	N/A	
							<b>TOTAL</b>	<b>\$ 36.72</b>						
							<b>Available</b>	<b>\$ 35.00</b>						

Line	Project ID	Region	TPR	Project Name	Project Description	Program Scenarios			Usage Factors					Notes
						10-Year Development Program Project	NHFP Request Amount	Scenario 4: Hybrid	ADT	Off-Peak Truck ADT	Regional Quartile - Off Peak Truck AADT (1 = lowest)	% Trucks (Off Peak % of AADT)	Regional Quartile - % Trucks (1 = lowest)	
1	3	1	Greater Denver Area	I-25: Valley Highway Phase 3.0: Santa Fe to Bronco Arch (including bridges)	Full Phase 3.0 project includes replacement of bridges and interchanges and roadway widening. NHFP funding will add NEPA and design for the 23rd and Speer bridges to an upcoming Planning and Environmental Linkages (PEL) study. These are low vertical clearance bridges which serve as a significant impediment to freight movement and are frequently hit.	X	\$ 2.00	\$ 2.00	222,384	13,299	4th	5.98%	3rd	NHFP funding would advance bridge project so that it could be considered for future rounds of FASTLANE grant funding for construction phase.
2	15	1	Greater Denver Area	US 85/Vasquez: I-270 to 62nd Ave. Interchange	Full project includes reconstruction of the interchange at I-270 and intersection at 60th Ave. to improve the safety and capacity by making the geometric configuration more intuitive for drivers, adding grade separation, and improving access points based on a PEL study recommendation. NHFP funding of \$10 M will complete design and ROW. Important freight, energy, and industrial corridor with significant safety, geometric and mobility issues affecting freight movement.	X	\$ 22.00	\$ 10.00	37,809	4,880	4th	12.9%	4th	NHFP funding of \$10 M will fund ROW and design so that project could be considered for future rounds of FASTLANE grant funding for construction phase. Additional requested funds would provide match for possible grant application for construction.
3	17	2	Pueblo Area	I-25: City Center Drive to 13th St. (Phase of the New Pueblo Freeway EIS)	Initiate design for I-25 improvements in Pueblo between City Center Drive and 13th Street. Improvements include complete reconstruction and widening of I-25 between 13th St. and City Center Dr., construction of a split-diamond interchange between City Center Dr. and 13th St., with additional exit ramps near 6th St., and construction of one-way frontage roads between ramps. Upgrades to current design standards will improve freight mobility and safety.	X	\$ 2.00	\$ 2.00	66,667	4,087	4th	6.1%	1st	NHFP funding will advance project to RFP stage for design build so that project could be considered for future rounds of FASTLANE grant funding for construction phase.
4	35	3	Intermountain	I-70 West: Vail Pass Auxiliary Lanes and Wildlife Overpass	The I-70 Mountain Corridor Programmatic Environmental Impact Statement (PEIS) identified west Vail pass as a priority segment for installation of auxiliary travel lanes. Motor carriers and other heavy vehicles must travel slowly both uphill and downhill causing substantial speed differences with other vehicles. This speed differential causes lane changes, back-ups, and crashes. NHFP funding will complete NEPA and preliminary engineering.	X	\$ 7.00	\$ 7.00	21,000	2,289	4th	10.9%	3rd	NHFP funding would advance project so that it could be considered for future rounds of FASTLANE grant funding for construction phase.
5	43	3	Gunnison Valley	US 50: Little Blue Canyon	NHFP funding will complete a funding package for the project, which will reconstruct and widen US 50 to improved geometric design standards and improve safety, drainage and access in this corridor. The project includes the addition of passing lanes, shoulders, and mitigation of a land-slide within the project limits.	X	\$ 4.00	\$ 4.00	2,600	312	3rd	12.0%	3rd	
6	142	3	Region wide	I-70 Truck Parking	NHFP Funding will establish up to four truck parking locations along I-70 in the vicinity of Glenwood Springs.	X	\$ 2.70	\$ 2.70	N/A	N/A	N/A	N/A	N/A	
7	148	4	Eastern	SH 14: Sterling "S" Curve	NHFP funds will complete funding package for project, which will re-align SH14 to an "S" curve alignment in order to connect to I-76 while eliminating 90 degree turns which are difficult for large trucks to navigate. SH 14 provides a connection between I-76 and I-25 and serves as an alternative to commercial motor vehicles wanting to bypass the metro area.	X	\$ 9.50	\$ 7.50	6,240	356	3rd	5.7%	1st	
8	60	4	Upper Front Range, North Front Range, Greater Denver Area	US 85: Corridor Improvements	Safety, intersection and interchange improvements as identified in US 85 PEL study. This is a significant highway/rail freight corridor and was a 2016 and 2017 FASTLANE grant submittal. Project is very scalable, with multiple different freight improvements possible at different levels of funding.	X	\$ 7.00	\$ 5.00	12,260	1,680	4th	13.7%	2nd	NHFP funding will advance project making more competitive for future rounds of FASTLANE grant funding, if unsuccessful this round.
9	N/A	5	San Luis Valley	US 160 Wolf Creek, Road Safety Audit	Implementation of safety measures recommended by FHWA as part of the US 160 Wolf Creek Pass Road Safety Audit. Project improvements include improving the roads curvature, rumble strips, addition of crash barrier, widen shoulders in pull-out locations, informational signing, highway re-striping, and VMS specifically targeting freight traffic to improve safety.		\$ 1.60	\$ 1.60	3,400	354	3rd	10.4%	2nd	
10	N/A	5	Region wide	Region 5 Mountain Pass Critical Safety Needs	Lengthening and widening of chain up stations to improve capacity and add a safety buffer between live traffic. Overhead LED lighting will be added to both sides of each truck chain up station. Sub-standard road closure gates will be replaced with gates that meet federal standards.		\$ 2.55	\$ 2.55	N/A	N/A	N/A	N/A	N/A	

Line	Project ID	Region	TPR	Project Name	Project Description	Program Scenarios		Usage Factors			Notes				
						10-Year Development Program Project	NHFP Request Amount	Scenario 4: Hybrid	AADT	Off-Peak Truck AADT		Regional Quartile - Off Peak Truck AADT (1 = lowest)	% Trucks (Off Peak % of AADT)	Regional Quartile - % Trucks (1 = lowest)	
11	S-02	Statewide	Statewide	Truck Parking Information Management System (TPIMS)	TPIMS informs drivers of available parking either through in-dash communications or on roadside signs. CDOT has already committed \$1 M to this project and will begin by connecting I-70 East to a TPIMS system in Kansas. NHFP funds will be used to as a match for a FASTLANE grant to implement the system statewide, or to begin the next phase if grant is unsuccessful.	X	\$ 9.00	\$ 1.00	N/A	N/A					\$9 M would replace FASTLANE funds if grant not awarded, or enable expanded deployment if the grant is successful.
							<b>TOTAL</b>	<b>\$ 45.35</b>							
							<b>Available</b>	<b>\$ 35.00</b>							



**Colorado Transportation Commission  
 Audit Review Committee Agenda  
 Wednesday, February 15, 2017  
 CDOT Headquarters, Auditorium  
 4:30 p.m. - 5:00 p.m.**

Sidny Zink, Chair  
 District 8, Durango

Bill Thiebaut  
 District 10, Pueblo

Ed Peterson  
 District 2, Lakewood

Rocky Scott  
 District 9, Colorado Springs

Kathy Connell  
 District 6, Steamboat Springs

All commissioners are invited to attend this Committee meeting.

1.	Call to Order	Verbal
2.	Approval of October 19, 2016 Minutes	p. 1
3.	Approval of Release of Equipment Mechanic Shop Audit	Verbal
4.	Request Modification to FY 2017 Audit Plan	Verbal
5.	Audit Division Results	Verbal
6.	Open Recommendations	Verbal
7.	Fraud Hotline Metrics	Verbal

THE AGENDA MAY BE ALTERED AT THE CHAIR'S DISCRETION





**Colorado Transportation Commission  
Audit Review Committee (ARC) Meeting  
October 19, 2016  
4:40 p.m. - 5:03 p.m.  
CDOT Headquarters, Auditorium**

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**AUDIT COMMITTEE MEMBERS PRESENT:** Sidny Zink, Chair; Bill Thiebaut; Ed Peterson; Rocky Scott; and Kathy Connell

**ALSO PRESENT:** Mike Lewis, CDOT Deputy Director; Daniel Pia, IT Auditor; Debra Jaramillo, Program Assistant; Jim Ballard, Audit Manager; Melissa Canaday, Audit Supervisor; Robyn Lamb, Audit Supervisor; Kyle Lester, Division of Highway Maintenance Director; and Herman Stockinger, Policy and Government Relations Director

**AND:** Other Executive Management Team members and the public

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**Call to Order**

ARC Chair Zink called the meeting to order at 4:40 p.m.; role call immediately followed. A quorum was present.

**Approval of June 2016 Minutes**

Commissioner Peterson made a MOTION to approve the June 2016 minutes. Commissioner Thiebaut seconded the motion. All voted in favor to approve the minutes.

**Release of Final Patrol Inventory Audit from June 2016 ARC Committee**

The Audit Director said Audit is working on a new audit report format that will be easier to read and understand. This audit gives recommendations on standardization, efficiency and effectiveness. They found inconsistent and undocumented procedures, no SAP approval process, and no formalized process of monitoring patrol inventory.

Commissioner Peterson asked if the SAP Work Order system is user-friendly and if not, would it be worth making modifications. Mr. Lester replied we recently kicked off new work orders for field staff. Maintenance workers will be next. We want to simplify how they input into the system and we will develop consistent training.

Chair Zink asked Commissioner Scott to obtain a copy of the new policy and charter implemented in April 2015. As auditors, there is difficulty when items become public information. The Audit Director stated this audit is in progress and preliminary. We want to give the Committee an idea of where we are. The plan is publicly available, but the report does not yet exist. Commissioner Thiebaut stated with the new guidelines, this discussion is now



public record. We don't want preliminary matters to become public matters. It is not an attempt to keep information from the public; it is to receive the audit report one-on-one and make motions whether to release it or not. Chair Zink stated that she doesn't like the approach of discussing preliminary audit reports before they are officially released.

Commissioner Thiebaut suggested learning about the audit through the one-on-one video currently being provided until the Charter is changed. The Audit Director stated he will pull out the slides relating to the audit and discuss the report when it becomes a matter of public record. Chair Zink stated that this report did not contain any dramatic findings, but we need to talk about what to focus on. The Audit Director said he will share a video of him discussing the audit report. This video is not a matter of public record because it is done on a one-on-one basis.

### Audit Division Updates

The Audit Director stated reports to the Fraud Hotline have been thoroughly vetted by Audit or HR and sent to CBI for investigation as needed.

The Audit Division has a new external supervisor, lead external auditor, four college interns, program assistant, and a communications specialist will be hired. Internal audit is completing the maintenance audit. They are doing purchase-card audits for all regions. They are also looking at hard-to-fill and extremely-hard-to-fill positions. They are working with OSA. The Audit Division is also providing staff training; we are now compliant with Yellow Book standards. In conjunction with the State Controller's office, Audit has created a short-term solution for Appendix J. Jim Ballard helped to lead this charge. The Audit Director reported the external team metrics. There have been 91 Master Pricing Agreement reviews, 41 Sub-recipient monitorings, 3 sole source reviews, 2 indirect cost rate reviews, 1 cognizant review, and 1 claim dispute and resolution review. The Audit Director stated Audit is an indirect function. For every \$1 spent, we get \$12 back in savings. He reviewed a chart of savings detail. He reviewed the Open Recommendations Aging Report. DTR needs to be closed out. HR has been extended.

Commissioner Thiebaut said now that we have a new ARC, his personal feeling is that the Audit Director and the Audit Division have an important task for CDOT and Colorado's citizens. The Audit Director replied that we have a solid team; we stress our independence and ensure objectivity. Chair Zink said people may not like what the audit has to say, but they should feel they have been treated fairly.

Commissioner Peterson congratulated the Audit team for their accomplishments.

### Adjourn

The meeting adjourned at 5:03 p.m.

**Transportation Commission of Colorado**  
**Regular Meeting Minutes**  
**Jan. 19, 2017**

**Chairman Gary Reiff convened the meeting at 9:00 a.m. at the CDOT Headquarters.**

PRESENT WERE: Gary Reiff, Chairman, District 3  
Shannon Gifford, District 1  
Ed Peterson, District 2  
Kathy Gilliland, District 5  
Kathy Hall, District 7  
Sidny Zink, Vice Chair, District 8  
Rocky Scott, District 9  
Bill Thiebaut, District 10  
Steven Hofmeister, District 11

EXCUSED: Kathy Connell, District 6

VACANT: District 4

ALSO PRESENT: Shailen Bhatt, Executive Director  
Michael Lewis, Deputy Executive Director  
Josh Laipply, Chief Engineer  
Debra Perkins-Smith, Director of Transportation Development  
Maria Sobota, CFO  
Herman Stockinger, Government Relations Director  
Paul Jesaitis, Region 1 Transportation Director  
Karen Rowe, Region 2 Transportation Director  
Dave Eller, Region 3 Transportation Director  
Johnny Olson, Region 4 Transportation Director  
Mike McVaugh, Region 5 Transportation Director  
David Spector, HPTE Director  
John Cater, FHWA Division Administrator  
Tony DeVito, Central 70 Project Director  
Kyle Lester, Director, Highway Maintenance  
Ryan Rice, Director, Operations Division  
Vince Rogalski, STAC Chairman  
Jane Fisher, Director, Program Management  
Chad Ray, Director, Emergency Management  
Kathy Young, Chief Transportation Counsel

AND: Other staff members, organization representatives,  
the public and the news media

An electronic recording of the meeting was made and filed with supporting documents in the Transportation Commission office.

**Audience Participation**

Chairman Reiff opened the floor for audience participation. He noted two of the

members of the public signed up for audience participation will be given a chance to speak at their appropriate agenda item.

Tom Hoby Director of Jefferson County Open Space wanted to thank CDOT for their cooperation and hard work on the Peaks to Plains Trail. The trail acts as the first pedestrian access in Clear Creek Canyon, and is part of the Governor's 16 Trails in 16 plan. Mr. Hoby stated that the cooperation for this project was essential. Mr. Hoby acknowledged CDOT's help and expertise on this project.

### **Individual Commissioner Comments**

Commissioner Hall had no comments to report.

Commissioner Gifford had a slow month for CDOT activities. She stated that she was excited to see the Ski Train start back up, as a result of Commission action last year.

Commissioner Hofmeister had no comments to report.

Commissioner Thiebaut acknowledged the work of former Transportation Commissioner Heather Barry. He enjoyed working with her and looks forward to meeting her replacement. He also thanked Herman Stockinger's shop for their hard work throughout the Commission week. Commissioner Thiebaut also noted he is hopeful the Colorado General Assembly will come up with some answers this year for additional revenue sources for the Department.

Commissioner Peterson had the opportunity to attend the JEFFTAG meeting. They had a robust discussion on transportation technology and the opportunities that it will provide over the next few years.

Commissioner Scott expressed his pleasure to be a new member of the Commission. He has had a number of meaningful conversations with his constituents over his first few months. He stated he is also impressed with the professionalism of the CDOT Staff, and looks forward to working with them more in the future.

Commissioner Gilliland had the opportunity to meet with some State Representatives in January to discuss the need for funding of transportation in the state. Additionally, she congratulated Region 4 for the work on I-25 segments 7 and 8.

Vice Chair Zink gave a report on the Efficiency and Accountability Committee. Over the past four months, the committee has focused primarily on FASTER Funds and how those funds are spent. Staff walked the committee through how those funds are distributed, tracked and used. She stated that she was surprised by a comment from a legislator stating there is animosity between the legislature and CDOT. Vice Chair Zink was surprised by this, and hopes that if this is the case it is addressed appropriately.

Chairman Reiff took the opportunity to outline a discussion that has been had

with the C-470 counties. Difficult discussions have been had with local officials about how excess revenue and matching funds are to be used. He stated that he appreciated the concerns brought forth from the local communities, and is confident that staff will be able to work through the matter that maintains consistency and fairness.

### **Executive Director's Report**

Executive Director Bhatt stated it was a very busy month. CDOT has broken ground on its new headquarters, has dealt with large numbers of snow in the state, and gotten great recognition in the Governor's State of the State address.

### **Chief Engineer's Report**

Chief Engineer Josh Laipply walked the Commission through CDOT's progress in meeting its spending goals for the Cash Balance Program. He stated that CDOT is within 3% of that goal, a very respectable result that shows the hard work accomplished by the regions.

### **HPTE Director's Report**

HPTE Director David Spector informed the commission that as of January 1, HOV 3+ is now the rule in the state. That transition has gone smoothly, the numbers are being tracked and will be reported on a later date. The HPTE board recently acted on the completion of the US-36, approving the project close.

As required by the HPTE/CODT Scope of Work in the Fee for Service Agreement, HPTE director David Spector gave the Commission an update on HPTE's work over the last six months. He outlined the CDOT projects that are in progress within HPTE and the projects that HPTE is looking at for the future. Additionally, he discussed the project delivery aspect of HPTE and how they are delivering products to CDOT. HPTE is on budget and performing it's work in accordance with the Scope of Work in the Fee for Service Agreement.

### **FHWA**

FHWA Division Administrator John Cater discussed safety in the state, as fatality numbers have been drastically rising over the past year. FHWA has begun meeting with multiple agencies to set safety targets to address this issue.

### **STAC**

STAC Chairman Vince Rogalski informed the commission that at the last STAC meeting, they received an update on the financing situation in Utah and how it relates to Colorado. STAC would like to see the Utah financing model be embraced by the State. STAC additionally is looking forward to receiving more updates on the General Assembly once the session begins, as well as the changes that may occur on the federal level. STAC believes that for the priorities list, there needs to be a more firmly stated selection criteria.

### **Act on Consent Agenda**

Chairman Reiff entertained a motion to approve the Consent Agenda. Commissioner Gilliland moved for approval of the Resolution, and Commissioner Peterson seconded the motion. Upon vote of the Commission, the Consent Agenda passed unanimously.

**Resolution #TC-17-1-1**

BE IT HEREBY RESOLVED, that the Transportation Commission’s Regular Meeting Minutes for Nov. 17, 2016, are approved.

**Resolution #TC-17-1-2**

BE IT HEREBY RESOLVED, that the Transportation Commission’s Regular Meeting Minutes for Dec. 8, 2016, are approved.

**Resolution #TC-17-1-3**

**Resolution #TC-17-1-3**

Disposal of Johnstown Maintenance Site.

**Approved by the Transportation Commission on Jan. 19, 2017.**

**WHEREAS**, CDOT acquired property located at 23557 Conrad Street in the City of Johnstown in 1956 and used the property as a maintenance site serving portions of Weld County;

**WHEREAS**, CDOT ceased using the property as a maintenance site;

**WHEREAS**, the establishment of an additional maintenance site at 12755 County Road 40, Platteville, CO has rendered this property unnecessary for CDOT purposes;

**WHEREAS**, the subject property consists of 0.802 acres of land and two (2) buildings plus enclosed storage;

**WHEREAS**, the Department of Transportation would like to sell the property located at 23557 Conrad Street in the City of Johnstown at fair market value;

**WHEREAS**, the disposal of the subject property will not affect the operation, maintenance, use or safety of CDOT’s facility;

**WHEREAS**, the Department of Transportation, Region 4 has declared through Joshua Laipply as Chief Engineer, that the property is no longer needed for maintenance or transportation purposes;

**WHEREAS**, pursuant to Colorado Revised Statutes (C.R.S) 43-1-210(5)(a)(I) The Department of Transportation is authorized, subject to approving resolution of the Transportation Commission, to dispose of any property or interest therein which is no longer needed for transportation purposes;

**WHEREAS**, the Department has determined that the subject property consisting of 0.802 acres has stand-alone value;

**NOW THEREFORE BE IT RESOLVED**, pursuant to the provisions of the C.R.S, 43-1-210(5) and 23 CFR 710.403 the Department of Transportation be given authority to declare the subject property at 23557 Conrad Street in Johnstown as excess property and sell the subject property consisting of 0.802 acres, which is no longer needed for maintenance or transportation purposes for fair market value.

**FURTHER**, funds from the sale of the property shall be disbursed in accordance with Section 7.2.15 of the CDOT Right-of-Way Manual.

  
Herman Stockinger  
Transportation Secretary

1-19-17  
Date of Approval

**Resolution #TC-17-1-4**

**Resolution #TC-17-1-4**

Abandonment of SH 33.

**Approved by the Transportation Commission on Jan. 19, 2017.**

**WHEREAS**, Department of Transportation (CDOT) acquired Parcels 7-EX thru 18-EX in 1963 in Denver County as a part of CDOT Project # C 01-0036-02 for SH 33;

**WHEREAS**, Transportation Commission adopted resolution # TC-954 abandoning SH 33 in 2001 to the City and County of Denver to use as Lawrence Street;

**WHEREAS**, on September 27, 2016 the City and County of Denver formally notified CDOT that the City will cease to utilize segments of the abandoned SH 33 (Lawrence Street from Downing to Marion) for transportation purposes;

**WHEREAS**, the elimination of Lawrence Street from Downing Street to Marion Street will result in these parcels reverting back to CDOT's ownership;

**WHEREAS**, the eliminated portion of Lawrence Street that is reverting back to CDOT consists of Parcels 7-EX thru 18-EX;

**WHEREAS**, Parcels 7-Ex thru 18-EX consists of a combined 30,376 square feet;

**WHEREAS**, the disposal of Parcels 7-EX thru 18-EX will not affect the operation, maintenance, use or safety of CDOT's facility;

**WHEREAS**, the Department of Transportation, Region 1, has declared through Joshua Laipply as Chief Engineer that Parcels 7-EX thru 18-EX are not needed for transportation purposes;

**WHEREAS**, pursuant to Colorado Revised Statutes (C.R.S) 43-1-210(5)(a)(I) The Department of Transportation is authorized, subject to approving resolution of the Transportation Commission, to dispose of any property or interest therein which is no longer needed for transportation purposes;

**NOW THEREFORE BE IT RESOLVED**, pursuant to the provisions of the C.R.S, 43-1-210(5) and 23 CFR 710.403 the Department of Transportation be given authority to declare Parcels 7-EX thru 18-EX as excess property and dispose of the 30,376 sf of SH 33 right of way, which is no longer needed for transportation purposes for fair market value.

**FURTHER**, funds from the sale of the property shall be disbursed in accordance with Section 7.2.15 of the CDOT Right-of-Way Manual.



Herman Stockinger  
Transportation Secretary

1-19-17

Date of Approval

**Resolution #TC-17-1-5**

**Resolution #TC-17-1-5**

Abandonment of a portion of US 34

**Approved by the Transportation Commission on Jan. 19, 2017.**

**WHEREAS**, the Department of Transportation owns 1.30 linear miles of Highway in the Town of Kersey identified as US 34 Frontage Road (Hill Street);

**WHEREAS**, that portion of US 34 Frontage Road is located between US 34A Milepost 118.7 and the US 34A Milepost 120.1 (Exhibit A);

**WHEREAS**, the Colorado Revised Statute 43-2-106 (1)(a) provides that the Transportation Commission may determine that a state highway, or portion thereof, no longer functions as a State Highway, and with the agreement of each affected county or municipality, the State Highway, or portion thereof, can be abandoned to the affected county or municipality;

**WHEREAS**, the governing body of the Town of Kersey shall adopt a resolution agreeing to the State's abandonment of the portion of US 34 Frontage Road and agreeing that said highway segment no longer serves the ongoing purposes of the State Highway system; committing the Town of Kersey to assume ownership of said highway segment in the "as is" condition;

**WHEREAS**, within 90 days of the official notification of such abandonment by the Transportation Commission, the Town of Kersey shall execute a resolution or ordinance accepting the abandoned portion of US 34 Frontage Road as a city street;

**WHEREAS**, the Parties desire to enter into an Intergovernmental Agreement (IGA) and agree upon the condition of the abandonment of said highway segment by the State and acceptance by the Town of Kersey;

**WHEREAS**, after execution of the IGAs CDOT will execute quitclaim deeds that will include a reversion provision stating that if the property that is the subject of the quitclaim deed is not used for transportation purposes, title to such property will automatically revert back to CDOT;

**WHEREAS**, Transportation Commission is authorized pursuant to 43-2-106 to make determinations regarding abandonment of State Highway(s) to affected county(ies) or municipality(ies);

**WHEREAS**, the Transportation Commission has determined the 1.30 linear miles of US 34 Frontage Road (Exhibit A) is no longer needed for State Highway purposes and that it could be abandoned to the Town of Kersey;

**NOW THEREFORE BE IT RESOLVED**, pursuant to the provisions of the CRS, Sections 43-2-106, the Transportation Commission declares approximately 1.30 linear miles of US 34 Frontage Road located between US 34A Milepost 118.7 and the US 34A Milepost 120.1, as shown in Exhibit A, eligible for abandonment.

  
Herman Stockinger  
Approval Transportation Secretary

1-19-17  
Date of

**Resolution #TC-17-1-6**

**Resolution # TC-17-1-6**

Updated Policy Directive 1602.0 "Elevating Bicycle and Pedestrian Opportunities in Colorado"

**Approved by the Transportation Commission on Jan. 19, 2017.**

**WHEREAS**, under § 43-1-106(8), C.R.S., the Transportation Commission of Colorado has the statutory responsibility to set policies for the Colorado Department of Transportation ("CDOT"); and

**WHEREAS**, § 43-1-120, C.R.S. requires the Department to include the needs of bicyclists and pedestrians in the planning, design, operation and maintenance of transportation facilities as a necessary component of all programs and activities; and

**WHEREAS**, the Transportation Commission has authority under § 43-1-120(2)(c), C.R.S. to set exemption criteria by which the Department will determine and document that the needs of bicyclists and pedestrians not be included in a given project; and

**WHEREAS**, in Policy Directive 1602.0 adopted on May 19, 2016, the Transportation Commission established three such exemption criteria; and

**WHEREAS**, two additional exemption criteria are needed to clarify whether bicycle and pedestrian needs can be included in resurfacing projects carried out by the Department; and

**WHEREAS**, updated Policy Directive 1602.0 includes the two additional exemption criteria set by the Transportation Commission under § 43-1-120(2)(c), C.R.S., thereby establishing a total of five exemption criteria;

**NOW THEREFORE BE IT RESOLVED**, the Commission herein adopts updated Policy Directive 1602.0 "Elevating Bicycle and Pedestrian Opportunities in Colorado."

  
Herman Stockinger  
Transportation Secretary

1-19-17  
Date of Approval

**Discuss and Act on the 7<sup>th</sup> Budget Supplement of FY 2016-17**

CFO Maria Sobota presented the supplement to the commission and opened the floor for questions. There were none.

Chairman Reiff entertained a motion to approve the 7<sup>th</sup> Budget supplement. Commissioner Thiebaut moved for approval of the Resolution, and Commissioner Hall seconded the motion. Upon vote of the Commission, the resolution passed unanimously.

**Discuss and Act on Right of Way Condemnation Approval**

Chairman Reiff brought up that at workshops there was an extended discussion

on all of the condemnations, with the opportunity for the public to speak and attend the meeting.

Chairman Reiff entertained a motion to approve the Right of Way Condemnations. Commissioner Gifford moved for approval of the Resolution, and Commissioner Scott seconded the motion. Upon vote of the Commission, the resolution passed unanimously.

### **Discuss and Act on Right of Way Settlement Approval**

Chairman Reiff brought up that at workshops there was an extended discussion on all of the settlements, with the opportunity for the public to speak and attend the meeting.

Chairman Reiff entertained a motion to approve the Right of Way Settlements. Commissioner Peterson moved for approval of the Resolution, and Commissioner Hall seconded the motion. Upon vote of the Commission, the resolution passed unanimously.

### **Discuss and Act on Right of Way Acquisition Approval**

Chairman Reiff pulled out the Kam property for a separate discussion and approval. Gene Kammerzell was invited to speak before the commission.

Mr. Kammerzell stated that their notice of the meeting was sent to the wrong address delaying his list of concerns. He went on to say that Highway 60 goes along his property and does not want to impede the project. However, he believes the design of the bridge will impact the drainage to the property, the access to the property and will make his property less safe. Mr. Kammerzell believes the bridge alignment could be moved slightly away from his property to alleviate these issues. Mr. Kammerzell brought the following letter forward:



01-18-16

Dear Ms. Bolton,

We have the following concerns over the road project related to the reconstruction of the Hwy 60 Bridge over the Platte River on our property.

1. As I understand it, the highway to the north of the bridge is to be moved further to the west. We have very strong safety concerns over doing this in that it will aim the northbound traffic toward our house. There is a lot of heavy truck traffic on the road at all hours of the day and night. We are afraid that if a truck driver should fall asleep his rig will travel straight toward our home. This has already happen once in the early 1970's when a driver fell asleep, crashed into our yard and took down our fence and two large trees. Had it not been for the big trees, in all probability the truck would have ended up in our bedroom. This is when the speed limit was 55 MPH and patrolled for speeders. Now the speed limit is 65 MPH and not patrolled so that many of the vehicles passing our premises are doing 80 MPH. There are three residences and a business with entrances to Hwy 60 within 200 yards of each other. The speed limit is entirely too high and moving the roadway toward our homes (westerly) is asking for someone to die. How will you guarantee us safety if this construction is carried out as planned? Public safety should be your first concern.

2. The intersection of Colo State Hwy 60 with Weld County Road 46 at the south-east corner of my farm is a critical area for me. The drainage from my entire farm feeds to that corner. Moving the WCR 46 to the north, as I understand is proposed, will back the drainage up into my field and destroy my tree crop. My whole farm with over \$12 million of trees is dependent upon positive drainage in this location. How will adequate drainage be provided? Further the existing access to my field will be taken away from me. How am I to enter my property with equipment to harvest my hay crop and trees and trailer access for livestock transport if the road is regraded and moved? My only access is off of Hwy 60.

3. I understand that the bridge deck is to be elevated four feet above the existing grade and that the north abutment is to be moved forty feet further to the north. This will make it impossible for me to gain access to my property at that location. There are no other access points to my property except at that point. How are you going to allow me to enter my own property if the roadway and bridge are constructed as planned? My river frontage area has been developed for educational and recreational purposes and this planned construction will deny future use of my property because it will be inaccessible, ruining it's value

Moving the roadway toward the east will straighten out it's path, so it will be safer. There are no improvements on the east side of the roadway to deal with, nobody will have the access to their property denied to them, and there are no drainage problems to deal with, unlike my field issues. The natural drainage flows toward the south and east in this area. The highway, which is on the south east corner of my farm will act as a dam to stop the drainage on my property.

The aerial maps of this area which I have seen are false leading. The angle at which the photos were taken hides the curve in the road, and my homes and business and their access points are not show to be taken into consideration.

The location of this project needs to be engineered differently.

Thank you,

Gene Kammerzell



22465 STATE HIGHWAY 60 MILLIKEN, COLORADO 80543  
PHONE (970) 587-2258



Jan Kammerzell offered to the public comment on the issue her concerns with the safety of the new bridge. She stated by moving the lane to the west, traffic will be directed closer to her home, leading for some potentials for vehicles to drive into their home. The area has a tremendous amount of truck traffic, and she would like steps taken to ensure their property is not dangerous.

In light of the comments from the public, Chairman Reiff entertained a motion to move the decision on the Kammerzell property to next month to allow staff to discuss the situation and figure out a solution. Commissioner Hofmeister moved for approval of the Resolution, and Commissioner Gilliland seconded the motion. Upon vote of the Commission, the motion passed unanimously.

Chairman Reiff brought up that at workshops there was an extended discussion on all of the settlements, with the opportunity for the public to speak and attend the meeting.

Chairman Reiff entertained a motion to approve the Right of Way Acquisitions with the exception of the Kammerzell property. Commissioner Hall moved for approval of the Resolution, and Commissioner Gilliland seconded the motion. Upon vote of the Commission, the resolution passed unanimously.

### **HQ/R1/R2 Update**

David Fox gave the commission a rundown on the progress that has occurred on the new Headquarters building to date. In December, the property was closed on, immediately following closing was the groundbreaking. Additionally, Maria Sobota stated that the COP financing was closed upon at the end of December. Due to favorable market conditions, the department was able to build in some flexibility into the COP funds. The borrowing cost of the COP was 4.1%, lower than the previously anticipated borrowing cost of 5%.

David Fox continued to give a short update on the Region 2 new building project which is moving along well.

### **Flood Update**

Johnny Olson, Region 4 Transportation Director stated they received \$252 million from the federal government to greatly assist the Flood Recovery Program. He stated that working with partners to secure funding has been critical to the recovery project. Johnny gave an update on a handful of individual projects throughout the flood region.

Commissioner Reiff echoed his appreciation for staff's work and the congressional delegations work in securing the funds.

### **Winter Operation Readiness**

Kyle Lester, Director of Maintenance walked the commission through some of the winter activities that have occurred throughout the past few weeks due to the large amount of snow that has been received. He stated that the Gasex avalanche protection systems have worked extremely well.

Mr. Lester presented the Snow and Ice contingency funds to the commission and anticipates asking for contingency funds in February, approximately 30% of the budget. He also talked the Commission through the level of service real time awareness that is now in place. This helps staff determine how to best and most effectively address snow and ice. Additionally, CDOT has hired a meteorologist to staff to better help predict and react to weather conditions through the state.

### **Acknowledgements**

Mark Imhoff and Mike Timlin presented Bustang Driver Jon Arbogash of Ace Express with commission recognition. Mr. Arbogash was acknowledged due to his actions on Dec. 11, 2016 while driving his Bustang Route. While driving, a passenger went into cardiac arrest. He parked the bus, enlisted passengers to help him, removed the passenger from the bus and began giving CPR to the passenger in cardiac arrest. The CPR revived the passenger and allowed time for

emergency services to arrive.

Executive Director Bhatt introduced the Executive Directors Cup and the Division Cup and described the process of selection to the Commission. Executive Bhatt presented the Executive Directors Cup to Region 1. Region 1 RTD Paul Jesaitis gave a brief speech thanking the dedication and professionalism that his staff at Region 1 demonstrates.

Executive Bhatt presented the Division Cup to the Division of Transportation Development. DTD Director Deb Perkins-Smith gave a brief talk about how wonderful her team is, and how they do an amazing job of supporting other divisions and the regions.

**Adjournment**

Chairman Reiff closed the January Transportation Commission meeting at 11:35 a.m



# COLORADO

## Department of Transportation

Division of Accounting and Finance

Office of Financial Management & Budget  
4201 East Arkansas Avenue, Room 262  
Denver, CO 80222

### MEMORANDUM

**TO:** TRANSPORTATION COMMISSION  
**FROM:** MARIA J. SOBOTA, CHIEF FINANCIAL OFFICER  
**DATE:** FEBRUARY 16, 2017  
**SUBJECT:** STIP POLICY AMENDMENT FOR FY2017 - FY2020 STIP

#### Purpose

The purpose of this memo is to inform the Transportation Commission of the pending STIP Policy Amendment.

#### Action Requested

Department staff is requesting your approval of the attached amendment package so that CDOT may subsequently request concurrence from the Federal Highway Administration Colorado Division Office. Once this concurrence is received, these projects will move from the “pending” status to the “approved” status in the STIP database in SAP. This will allow the projects to move forward.

#### Background

Attached you will find details on the proposed STIP Policy Amendment requested by CDOT for inclusion in the FY2017 - FY2020 STIP. Per federal requirements (23 CFR 451.212) CDOT has conducted a public involvement outreach for review and comment on this proposed amendment. The formal comment period opened on January 11, 2017 and closes on February 10, 2017. To date, no comments have been received. If any comments are received between now and February 10, they will be summarized and presented to the Commission for consideration at their regular meeting on February 16, 2017. This outreach was initiated via e-mail to members of the Statewide Transportation Advisory Committee, County Commissions and County planning staff. The amendment has also been available for review on the CDOT website at: <https://www.codot.gov/business/budget>.

The projects included in this amendment being added to the STIP per the Surface Treatment and Bridge On-System Treatment Asset Management Plans for FY2018-2019 and FY2019-2020. These projects have been selected based on needs determined through Pavement Management and Bridge Management data analysis.

OFMB has reviewed the amendment for consistency with the long-range statewide transportation plan, as well as for fiscal constraint. These projects meet this criteria.

#### Options and Recommendations

Department staff recommends approval of the STIP Policy Amendment package. Should the Transportation Commission require further information, department staff will research and provide that information to the Commission.

### Next Steps

Once approved, Department staff will:

- Forward the Amendment package to FHWA for their concurrence;
- Approve the amendment in the STIP database in SAP.

### Attachments

- STIP Amendment table detailing the projects being added to the STIP;
- Resolution for approval of the Amendment package;
- Memo acknowledging the Commission approval of the Amendment package and requesting concurrence from the Federal Highway Administration Colorado Division Office.

**Policy Amendment**  
**For Transportation Commission Approval on February 16, 2017**

CDOT Region 4 Policy Amendment Projects

TPR	STIP NO.	Project Name	Funding Program	Fiscal Year	Total	Federal	State	Reason
EA	SR45218.188	SH71: S of Limon Surface & Structures	Surface Treatment	2020	\$ 4,017,000	\$ 3,325,674	\$ 691,326	Adding Project to STIP for FY2020 Surface Treatment Plan
UFR	SR45218.191	US85: South of Platteville NB Resurfacing MP245-251 (21632)	Surface Treatment	2019	\$ 6,076,510	\$ 5,030,743	\$ 1,045,767	Adding Project to STIP for FY2019 Surface Treatment Plan
UFR	SR45218.191	US85: South of Platteville NB Resurfacing MP245-251 (21632)	Surface Treatment	2020	\$ 1,462,000	\$ 1,210,390	\$ 251,610	Adding Project to STIP for FY2020 Surface Treatment Plan
EA	SR45218.192	SH71: North & South of Punkin Center	Surface Treatment	2020	\$ 3,069,000	\$ 2,540,825	\$ 528,175	Adding Project to STIP for FY2020 Surface Treatment Plan
UFR	SR45218.193	US34B Fort Morgan to Brush	Surface Treatment	2020	\$ 5,946,000	\$ 4,922,693	\$ 1,023,307	Adding Project to STIP for FY2020 Surface Treatment Plan
UFR	SR45218.193	US34B Fort Morgan to Brush	Bridge On-System	2020	\$ 118,777	\$ 95,022	\$ 23,755	Adding Project to STIP for FY2020 Bridge On-System Plan
EA	SR45218.194	SH71 Woodrow North	Surface Treatment	2020	\$ 2,166,000	\$ 1,793,231	\$ 372,769	Adding Project to STIP for FY2020 Surface Treatment Plan
EA	SR45218.194	SH71 Woodrow North	Bridge On-System	2020	\$ 90,218	\$ 72,174	\$ 18,044	Adding Project to STIP for FY2020 Bridge On-System Plan
UFR	SR45218.195	SH79 Prospect Valley South to Adams CL	Surface Treatment	2020	\$ 2,830,000	\$ 2,342,957	\$ 487,043	Adding Project to STIP for FY2020 Surface Treatment Plan
EA	SR45218.196	US36D Last Chance West	Bridge On-System	2020	\$ 1,189,168	\$ 951,334	\$ 237,834	Adding Project to STIP for FY2020 Bridge On-System Plan
EA	SR45218.196	US36D Last Chance West	Surface Treatment	2020	\$ 4,524,000	\$ 3,745,420	\$ 778,580	Adding Project to STIP for FY2020 Surface Treatment Plan
UFR	SR45218.197	SH52 New Raymer South	Surface Treatment	2020	\$ 5,273,000	\$ 4,365,517	\$ 907,483	Adding Project to STIP for FY2020 Surface Treatment Plan
UFR	SR45218.197	SH52 New Raymer South	Bridge On-System	2020	\$ 112,396	\$ 89,917	\$ 22,479	Adding Project to STIP for FY2020 Bridge On-System Plan
UFR	SR45218.198	I-76: SH71 East	Surface Treatment	2020	\$ 3,748,000	\$ 3,102,969	\$ 645,031	Adding Project to STIP for FY2020 Surface Treatment Plan
UFR	SR46606.078	US85 & WCR 44 Intersection	FASTER Safety	2020	\$ 2,000,000		\$ 2,000,000	Adding Project to STIP for FY2020 Surface Treatment Plan
UFR	SR46606.081	SH66 & WCR 21 Intersection Improvements	FASTER Safety	2020	\$ 2,000,000		\$ 2,000,000	Adding Project to STIP for FY2020 Surface Treatment Plan
UFR	SR46606.082	US34 & MacGregor Roundabout (Estes Park)	FASTER Safety	2020	\$ 2,000,000		\$ 2,000,000	Adding Project to STIP for FY2020 Surface Treatment Plan
					\$ 46,622,069	\$ 33,588,866	\$ 13,033,203	

EA Eastern TPR

UFR Upper Front Range TPR

**NOTICE:**

The projects listed above are hereby submitted for public review and comment. These projects are being added to the STIP per the Surface Treatment and Bridge On-System Treatment Plans for FYs 2019 and 2020. These projects have been selected based on needs determined through Pavement Management and Bridge Management data analysis.

If you have any questions or comments for this Policy Amendment, please contact Jamie Collins or Julia Spiker by February 10, 2017.

Jamie Collins - jamie.collins@state.co.us; 303-757-9092

Julia Spiker - julia.k.spiker@state.co.us; 303-757-9061

**Resolution to Approve STIP Policy Amendment Package**

**Resolution # TC-\_\_\_\_\_**

WHEREAS, the Colorado Transportation Commission has statutory authority pursuant to 43-1-106, C.R.S. to approve, accept, and amend various planning documents resulting from Section 135 Title 23 of the USC, and 43-1-1101 through 1105 C.R.S.; and

WHEREAS, the Commission adopted the FY2017 – FY2020 Statewide Transportation Improvement Program (STIP) in May, 2016; and

WHEREAS, the STIP is occasionally amended due to significant changes in project scope or projects need to be programmed in or out of the STIP, thereby requiring a policy amendment to the STIP; and

WHEREAS, the Section 450 Title 23 of the CFR requires a public process be implemented for review and comment on proposed policy amendments, as well as Transportation Commission approval of said amendments; and

WHEREAS, the public process for the policy amendments set before the Commission was provided from January 11, 2017 through February 10, 2017, and no comments were received; and

WHEREAS, it is requested that the Transportation Commission approve these policy amendments to the STIP, which are detailed in the attached table, and direct staff to forward this approval to the Federal Highway Administration for concurrence.

NOW, THEREFORE, BE IT RESOLVED, the attached STIP Policy Amendment package for February 2017 be adopted and forwarded to the Federal Highway Administration for concurrence.

BE IT FURTHER RESOLVED, after said concurrence is received from the Federal Highway Administration, staff from the CDOT Office of Financial Management and Budget will finalize the policy amendments in the STIP Database.



**DATE:** February 1, 2017  
**TO:** Transportation Commission  
**FROM:** Joshua Laipply, P.E. Chief Engineer  
**SUBJECT:** I25 @ US 36/I270 Building Encroachment-Disposal

#### Purpose

CDOT is proposing to dispose of ~113 square feet of I270 right of way (ROW) that is no longer needed for transportation or maintenance purposes. The property will be sold to the adjacent property owner at fair market value.

#### Action

CDOT Region 1 is requesting a resolution approving the disposal of ~113 square feet of ROW that is not needed for transportation or maintenance purposes.

#### Background

The subject property was originally acquired in 1992 as part of the I25/US36/I270 ROW. The subject parcel is located at I270 and Washington and contains a land area of approximately 113 square feet. A corner of the building located at 7295 N. Washington Street, Denver, Colorado is encroaching on the ROW.

#### Details

The subject property has been determined to have a value of under \$5,000 and is only of use to the adjacent property owner. Pursuant to C.R.S. 43-1-210(5)(a)(IV), the adjacent owner has elected to exercise its first right of refusal to purchase the subject property at the fair market value. CDOT Region 1 has determined that this property is not needed for maintenance or transportation purposes. The disposal of the subject property will have no effect upon the operation, use, maintenance or safety of the highway facility. The disposal of the subject property will be at fair market value.

#### Key Benefits

CDOT will be relieved of maintenance responsibilities and liability associated with this parcel. CDOT will also obtain revenue from the sale of the parcel.

#### Next Steps

Upon approval of the Transportation Commission, CDOT will proceed with the sale of the subject property for fair market value in accordance with C.R.S. 43-1-210(5).

#### Attachments

Proposed Resolution  
Exhibit Depicting the Disposal Property Available Upon Request

Project #: IR (CX) 025-3(107)  
Location: I25 @ US 36/I270  
Parcel #: 105 Rev3-EX  
County: Adams

## **PROPOSED RESOLUTION**

**WHEREAS**, CDOT acquired property located at I25 @ US 36/I270 in 1992 for use as right of way;

**WHEREAS**, the adjacent property owner located at 7295 N. Washington Street, Denver, Colorado is encroaching on the right of way;

**WHEREAS**, the subject parcel consists of ~113 square feet of land;

**WHEREAS**, the adjacent property owner would like to purchase the property to resolve the encroachments at fair market value and;

**WHEREAS**, the Department of Transportation would like to sell the property located at I25 @ US 36/I270 in the City of Denver to the adjacent property owner and;

**WHEREAS**, the disposal of the subject property will not affect the operation, maintenance, use or safety of CDOT's facility and;

**WHEREAS**, the Department of Transportation, Region 1 has declared through Joshua Laipply as Chief Engineer, that the subject property is not needed for maintenance or transportation purposes;

**WHEREAS**, pursuant to Colorado Revised Statutes (C.R.S) 43-1-210(5)(a)(I) The Department of Transportation is authorized, subject to approving resolution of the Transportation Commission, to dispose of any property or interest therein which is no longer needed for transportation purposes;

**WHEREAS**, the Department has determined that the subject property consisting of ~113 square feet has value only to the adjacent property owner and;

**WHEREAS**, pursuant to Colorado Revised Statutes (C.R.S) 43-1-210(5)(a)(III), when a parcel that is no longer needed for transportation purposes and has value to only one adjacent owner, that owner shall have first right of refusal to purchase said property for fair market value and;

**WHEREAS**, the adjacent property owner desires to exercise its first right of refusal to purchase the subject property, which is no longer needed for maintenance or transportation purposes.

**NOW THEREFORE BE IT RESOLVED**, pursuant to the provisions of the C.R.S, 43-1-210(5) and 23 CFR 710.403 the Department of Transportation be given authority to declare the subject property at I25 @ Us 36/I270 in Denver, Colorado as excess property and sell the subject property consisting of ~113 square feet, which is no longer needed for maintenance or transportation purposes for fair market value.

**FURTHER**, funds from the sale of the subject property shall be disbursed in accordance with Section 7.2.15 of the CDOT Right-of-Way Manual.



**DATE:** January 6, 2017  
**TO:** Transportation Commission  
**FROM:** Joshua Laipply, P.E. Chief Engineer  
**SUBJECT:** SH 30 at Monaco Pkwy Parcel 17 Rev-EX - Disposal to King Soopers/Kroger

Purpose

CDOT is proposing to dispose 13,389 sq. ft. of land that is no longer needed for transportation or maintenance purposes. The property will be sold to the adjacent property owner at fair market value.

Action

CDOT R1 is requesting a resolution approving the disposal of 13,389 sq. ft. of land that is no longer needed for transportation or maintenance purposes.

Background

Parcel 17 Rev-EX was acquired as part of CDOT Project S 0055 (2) in the 1950's for SH 30. The subject parcel is only a portion of the original 3.666 acres, 159,691 square feet, parcel purchased by CDOT in the 1950's. Parcel 17 Rev-EX contains approximately 13,389 square feet and is outside of the right of way necessary for SH 30. The existing adjacent property owner, King Soopers/Kroger, has historically encroached upon SH 30 right of way with parking spaces.

Details

The subject property has been determined to have value only to the adjacent owner, King Soopers/Kroger. Pursuant to C.R.S. 43-1-210(5)(a)(IV), the adjacent owner has elected to exercise its first right of refusal to purchase the subject property at fair market value. CDOT Region 1 has determined that this property is not needed for maintenance or transportation purposes. The disposal of the subject property will have no effect upon the operation, use, maintenance or safety of the highway facility and will eliminate the encroachment issue. The disposal of the subject property will be at fair market value.

Key Benefits

CDOT will be relieved of maintenance responsibilities and liability associated with this parcel. CDOT will also obtain revenue from the sale of the parcel that will be for future transportation projects.

Next Steps

Upon approval of the Transportation Commission, CDOT will sell the property at fair market value in accordance with C.R.S. 43-1-210(5). CDOT will execute a quitclaim deed to convey the subject property to King Soopers/Kroger. The deed will be recorded in office of the City and County of Denver Clerk and Recorder.

Attachments

Proposed Resolution  
Exhibit Depicting the Disposal Property Available Upon Request

Project #: S 0055 (2)  
Location: SH 30 at Monaco Pkwy  
Parcel #: 17 Rev-EX  
County: Denver

### **PROPOSED RESOLUTION**

**WHEREAS**, CDOT acquired Parcel 17 Rev-EX in the 1950's in Denver County as a part of CDOT Project # S 0055 (2) for SH 30;

**WHEREAS**, CDOT acquired 3.666 acres, 159,691 square feet, of land;

**WHEREAS**, Parcel 17 Rev-EX is only a portion of the original 3.666 acres, 159,691 square feet, parcel purchased by CDOT in the 1950's;

**WHEREAS**, Parcel 17 Rev-EX consists of 13,389 square feet;

**WHEREAS**, the adjacent property owner would like to purchase Parcel 17 Rev-EX;

**WHEREAS**, the Department of Transportation would like to sell Parcel 17 Rev-EX to the adjacent property owner;

**WHEREAS**, the disposal of Parcel 17 Rev-EX will not affect the operation, maintenance, use or safety of CDOT's facility;

**WHEREAS**, the Department of Transportation, Region 1, has declared through Joshua Laipply as Chief Engineer that Parcel 17 Rev-EX is not needed for transportation purposes;

**WHEREAS**, pursuant to Colorado Revised Statutes (C.R.S) 43-1-210(5)(a)(I) The Department of Transportation is authorized, subject to approving resolution of the Transportation Commission, to dispose of any property or interest therein which is no longer needed for transportation purposes;

**WHEREAS**, the Department has determined that Parcel 17 Rev-EX consisting of 13,389 sf of land is of use only to the adjacent property owner;

**WHEREAS**, pursuant to Colorado Revised Statutes (C.R.S) 43-1-210(5)(a)(III) when a parcel that is no longer needed for transportation purposes has value to only one adjacent owner, that owner shall have first right of refusal to purchase said property for fair market value;

**WHEREAS**, the adjacent landowner desires to exercise its right of refusal to purchase the 13,389 sf of SH 30 right of way which is no longer needed for transportation purposes;

**NOW THEREFORE BE IT RESOLVED**, pursuant to the provisions of the C.R.S, 43-1-210(5) and 23 CFR 710.403 the Department of Transportation be given authority to declare Parcel 17 Rev-EX as excess property and dispose of the 13,389 sf of SH 30 right of way, which is no longer needed for transportation purposes for fair market value.

**FURTHER**, funds from the sale of the property shall be disbursed in accordance with Section 7.2.15 of the CDOT Right-of-Way Manual.



**DATE:** February 1, 2017  
**TO:** Transportation Commission  
**FROM:** Joshua Laipply, P.E. Chief Engineer  
**SUBJECT:** SH 6 @ Mile Marker 262.4-Disposal/Exchange to Jefferson County

Purpose

CDOT is proposing to exchange ~47,354 square feet of State Highway 6 right of way with ~53,640 square feet of Jefferson County owned property. This exchange is to facilitate the realignment of SH 6 to allow the construction of the Peaks to Plains trail and its associated appurtenances in this section of Jefferson County. Jefferson County is donating the additional 6,286 square feet as its contribution to the overall project. There will be no exchange of monetary funds.

Action

CDOT Region 1 is requesting a resolution approving the disposal of ~47,354 square feet of SH 6 that is no longer needed for State transportation purposes.

Background

The subject property was originally acquired as part of CDOT Project AE-SN-FAP 81 G.H.I.J.(2) in the late 1940's. The subject property is located at ~ MM 262.4 of SH 6 along Clear Creek. The Peaks to Plains trail alignment runs primarily along Clear Creek and is a collaborative project among multiple agencies, such as Clear Creek and Jefferson County, to build a 65-mile trail from the Continental Divide to the South Platte River. Jefferson County is currently constructing appurtenances of the Trail, such as parking and recreational improvements, within SH 6 right of way. Jefferson County is also reconstructing the State Highway facility in its new alignment slightly north of the existing location. The trail is one of the 16 Priority Trail Projects in 2016 included in the Colorado the Beautiful Initiative.

Details

To remove CDOT from any responsibility or liability associated with the Trail and its appurtenances, Jefferson County proposes to exchange CDOT right of way needed for the Trail with County owned property on the north side of SH 6 that is needed for the safety, operation, function and maintenance of the highway facility. The County of Jefferson will utilize the parcel CDOT is quitclaiming for the planned Peaks to Plains Trail. Parcel RW-15A will be conveyed to CDOT from Jefferson County. CDOT will quitclaim Parcel RW11Rev-EX to Jefferson County. The exchange will have no effect upon the operation, use, maintenance or safety of the highway facility. Parcel RW11Rev-EX contains ~47,354 square feet and the exchange parcel contains ~53,640 square feet.

Key Benefits

There is no fiscal impact to CDOT or Jefferson County. The exchange of property will result in ownership of land, responsibility and liability more suitable to the intended land use.

Next Steps

Upon approval of the Transportation Commission, CDOT will proceed with the exchange of the subject properties in accordance with C.R.S. 43-1-210(2)&(3).

Attachments

Proposed Resolution  
Exhibit Depicting the Disposal Property Available Upon Request

Project #: AE-SN-FAP 81 G.H.I.J. (2)  
Location: SH 6 @ MM 262.4  
Parcel #: RW11Rev-EX  
County: Jefferson County

### **PROPOSED RESOLUTION**

**WHEREAS**, CDOT acquired right of way located at SH 6 MM 262.4 in the late 1940's;

**WHEREAS**, Jefferson County is the abutting property owner of the northerly right of way line of SH 6;

**WHEREAS**, Jefferson County is constructing Peaks to Plains Trail appurtenances, such as parking and recreational improvements, within SH 6 right of way at this location;

**WHEREAS**, the Peak to Plains Trail is a collaborative project among multiple agencies, such as CDOT, Clear Creek County, and Jefferson County, to build a 65-mile trail from the Continental Divide to the South Platte River;

**WHEREAS**, Jefferson County is constructing the new alignment of SH 6 to the north of its current location;

**WHEREAS**, Jefferson County requests ownership of the existing right of way, Parcel RW11Rev-EX, encompassing the new Trail facilities and appurtenances, to assume ownership, responsibility and liability of said improvements;

**WHEREAS**, Jefferson County is proposing Parcel RW-15A in exchange for said Parcel RW11Rev-EX;

**WHEREAS**, Parcel RW11Rev-EX consists of ~47,354 square feet;

**WHEREAS**, Parcel RW-15A consists of ~53,640 square feet;

**WHEREAS**, the Department of Transportation would like to exchange Parcel RW11Rev-EX for Parcel RW-15A from the County of Jefferson;

**WHEREAS**, CDOT has determined that Parcel RW11Rev-EX is not needed for highway purposes, and Parcel RW-15A is needed for the continued safety, operation, function and maintenance of SH 6 in its new alignment;

**WHEREAS**, the disposal of RW11Rev-EX will not affect the operation, maintenance, use or safety of CDOT's facility;

**WHEREAS**, the Department of Transportation, Region 1 has declared through Joshua Laippy as Chief Engineer, that Parcel RW11Rev-EX is not needed for maintenance or transportation purposes;

**WHEREAS**, pursuant to Colorado Revised Statutes (C.R.S) 43-1-210(5)(a)(I) The Department of Transportation is authorized, subject to approving resolution of the Transportation Commission, to dispose of any property or interest therein which is no longer needed for transportation purposes for fair market value;

**WHEREAS**, the parcels being exchanged have the same value on a dollar per square foot basis;

**WHEREAS**, CDOT is obtaining more square feet than it is disposing of in this exchange, and therefore meets the requirement to obtain fair market value in accordance with (C.R.S) 43-1-210(5)(a)(I);

**NOW THEREFORE BE IT RESOLVED**, pursuant to the provisions of the C.R.S, 43-1-210(5) the Department of Transportation be given authority to declare Parcel RW11Rev-EX as excess property and dispose of the ~47,354 square feet at SH 6, MM 262.4 in Jefferson County, Colorado, which is no longer needed for transportation purposes;

**FURTHER**, Parcel RW11Rev-EX will be exchanged for Parcel RW-15A from the County of Jefferson.



**COLORADO**  
**Department of Transportation**  
Division of Accounting and Finance

4201 East Arkansas Avenue, Room 262  
Denver, CO 80222-3400  
(303) 757-9793

**MEMORANDUM**

TO: Transportation Commission (TC)  
FROM: Maria J. Sobota, Chief Financial Officer  
DATE: FEBRUARY 16, 2017  
SUBJECT: Eighth Supplement - FY 2016-17

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Purpose

Department staff have prepared this budget supplement package for TC consideration.

The project requests included in the Supplement are consistent with the FY 2017 through FY 2020 STIP. Funds are available from the Regions' allocations unless otherwise indicated.

Per Transportation Commission direction, Emergency Relief project updates are included in the Budget Supplement.

Options and Recommendations

The TC is requested to review and provide either approval or request changes or additional information on the items being presented in this supplement.

**Central 70**

**\$10,935,000- I-70 ML over US 6, Rail Road, City Street (Viaduct) - Senate Bill 228**  
 Utilize FY2015-2016 SB228 funds (received on June 30, 2016) for ROW Acquisitions and Relocations. (21430/1000...)

**I-70 ML over US 6, Rail Road, City Street (Viaduct)**  
 Budget Components by Phase, Funding Program, Fiscal Year

Phase of Work	Funding Program	Current Budget	Supplement Action				Revised Budget	Expended To-Date	
			Year of Budget			Total Request			Percent Increase
			FY 2017	FY 2018	FY 2019				
ROW	Senate Bill 228	\$0	\$10,935,000	\$0	\$0	\$10,935,000	\$10,935,000	\$0	
	<b>Total Right of Way</b>	<b>\$0</b>	<b>\$10,935,000</b>	<b>\$0</b>	<b>\$0</b>	<b>\$10,935,000</b>	<b>\$10,935,000</b>	<b>\$0</b>	
Design	Senate Bill 228	\$1,913,139	\$0	\$0	\$0	\$0	\$1,913,139	\$148,311	
	<b>Total Design</b>	<b>\$1,913,139</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$1,913,139</b>	<b>\$148,311</b>	
Utilities	Senate Bill 228	\$350,000	\$0	\$0	\$0	\$0	\$350,000	\$0	
	<b>Total Utilities</b>	<b>\$350,000</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$350,000</b>	<b>\$0</b>	
Miscellaneous	Senate Bill 228	\$11,881,424	\$0	\$0	\$0	\$0	\$11,881,424	\$6,960	
	<b>Total Miscellaneous</b>	<b>\$11,881,424</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$11,881,424</b>	<b>\$6,960</b>	
<b>Total Project Budget</b>		<b>\$14,144,563</b>	<b>\$10,935,000</b>	<b>\$0</b>	<b>\$0</b>	<b>\$10,935,000</b>	<b>77%</b>	<b>\$25,079,563</b>	
			Year of Expenditure			Total Request			
			FY 2017	FY 2018	FY 2019	\$10,935,000			
			\$10,935,000	\$0	\$0	\$10,935,000			

Transportation Commission Contingency Reserve

**Region 4**

\$6,493,600 – Loan to Region 4 for I-25 North ROW Acquisitions-TCCRF- In November, department staff provided the Transportation Commission (TC) with a budget summary for the I-25 North Corridor Express Lanes. At that time, staff recommended the TC approve the use of \$3.9M RAMP HPTE Development funds for ROW. At that time, staff communicated to the TC that a future supplement request might be made to continue these efforts. In order to avoid an unfavorable impact to the schedule, Region 4 is requesting a \$6,493,600 loan from the TCCRF to continue ROW efforts. The TCCRF funds will be paid back contingent on the HPTE Development funds being made available.

*Please refer to the PMO memo*

**I-25 NORTH CORRIDOR EXPRESS LANES**  
 Budget Components by Phase, Funding Program, Fiscal Year

Phase of Work	Funding Program	Current Budget	Supplement Action Request	Proposed Funding Sources					Proposed Revised Budget
				Year of Budget					
				FY2017	FY2018	FY2019	FY2020	FY2021	
Design	Regional Priorities	2,852,000	-	-	-	-	-	-	2,852,000
	RAMP	250,000	-	-	-	-	-	-	250,000
	RAMP HPTE Development	2,448,000	-	-	-	-	-	-	2,448,000
	<b>Total Design</b>	<b>5,550,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>5,550,000</b>
ROW	Regional Priorities	2,000,000	-	-	-	-	-	-	2,000,000
	RAMP HPTE Development	1,452,000	-	-	-	-	-	-	1,452,000
	TCCRF Loan	-	6,493,600	-	-	-	-	-	6,493,600
	<b>Total ROW</b>	<b>3,452,000</b>	<b>6,493,600</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>9,945,600</b>
Construction	State SB-228, TCC and Loan	-	-	5,000,000	38,000,000	60,000,000	55,000,000	32,000,000	190,000,000
	State Strategic Transit	-	-	-	5,000,000	-	-	-	5,000,000
	RoadX Program	-	-	-	2,000,000	-	-	-	2,000,000
	Local Contributions	-	-	5,000,000	5,000,000	5,000,000	10,000,000	-	25,000,000
	Federal TIGER Award	-	-	-	15,000,000	-	-	-	15,000,000
	<b>Total Construction</b>	<b>-</b>	<b>-</b>	<b>10,000,000</b>	<b>65,000,000</b>	<b>65,000,000</b>	<b>65,000,000</b>	<b>32,000,000</b>	<b>237,000,000</b>
<b>Total Project Budget</b>		<b>9,002,000</b>	<b>6,493,600</b>	<b>10,000,000</b>	<b>65,000,000</b>	<b>65,000,000</b>	<b>65,000,000</b>	<b>32,000,000</b>	<b>252,495,600</b>

**Division of Highway Maintenance (DHM)**

**\$816,790** – Staff is requesting a transfer from the *Transportation Commission Contingency for Snow and Ice* to the Region 3 and 5 maintenance sections Grand Junction, Durango, Craig, and Alamosa. The western region of the state has experienced large volumes of snow during the month of January. DHM is projecting a shortfall of \$2.7M if Maintenance continues to spend snow removal funds at the current rate. DHM is requesting 30% of the projected shortfall amount be transferred to keep these maintenance sections solvent for the winter season. (PST-TCS-17)

*Please refer to attached FY17 February Snow and Ice Contingency Request memo.*

**Other TCCRF Requests**

Please refer to the Budget Memo for additional TCCRF requests. Information included in the FY2017 TCCRF memo included in the February Packet.

<b>Pending TCCRF Requests</b>	<b>Amount</b>
Asset Management	\$ 20,000,000
Project Design Funds	\$ 20,000,000
Maintenance Resurfacing Program Initiation	\$ 10,000,000
RoadX	\$ 13,750,000
Outreach Strategic Plan	\$ 200,000
<b>Total Request</b>	<b>\$ 63,950,000</b>

Attachment A - FY17 February Snow and Ice Contingency Request

**COLORADO DEPARTMENT OF TRANSPORTATION**

**STATE OF COLORADO**

**Eighth  
Supplement**

**Fiscal Year 2016-2017**

**Dated:  
February 16, 2017**

**COLORADO DEPARTMENT OF TRANSPORTATION**

**STATE OF COLORADO**

**RESOLUTION NO. TC –**

**“BE IT RESOLVED, That the Eighth Supplement to the Fiscal Year 2016-2017  
Budget be approved by the Commission”**

**Transportation Commission Contingency Reserve Fund Reconciliation  
Eighth Supplement FY 2017 Budget**

Transaction Date	Transaction Description	Amount	Balance	Reference Document
June-16	<i>Ending Balance 12S16</i>		<b>\$79,876,372</b>	
July-16	<i>Balance 1S17</i>		<b>\$89,842,565</b>	
August-16	<i>Balance 2S17</i>		<b>\$76,456,318</b>	
September-16	<i>Balance 3S17</i>		<b>\$154,235,405</b>	
October-16	<i>Balance 4S17</i>		<b>\$147,905,203</b>	
November-16	<i>Balance 5S17</i>		<b>\$150,836,919</b>	
December-16	<i>Balance 6S17</i>		<b>\$150,468,438</b>	
January-17	<i>Balance 7S17</i>		<b>\$150,801,899</b>	
	<i>State match for ER permanent repair projects</i>	\$ 3,059		Various
	<i>Risk Reimbursement for Glenwood Canyon Rockfall</i>	\$ 1,109,631		1000234792
	<i>FY17 Capital Construction Funds</i>	\$ 500,000		Pending
	<i>Loan to Region 4 for I-25 North Segments 7 &amp; 8 ROW Acquisitions</i>	\$ (6,493,600)		Pending
	<i>Project Design Funds</i>	\$ (20,000,000)		Pending
	<i>Asset Management</i>	\$ (20,000,000)		Pending
	<i>Maintenance Resurfacing Program Initiation</i>	\$ (10,000,000)		Pending
	<i>RoadX</i>	\$ (13,750,000)		Pending
	<i>Outreach Strategic Plan</i>	\$ (200,000)		Pending
February-17	<i>Pending Balance 8S17</i>		<b>\$81,970,989</b>	

**Transportation Commission Contingency Snow & Ice Fund Reconciliation  
Eighth Supplement FY 2017 Budget**

Transaction Date	Transaction Description	Amount	Balance	Reference Document
	<i>FY17 Budget Allocation</i>	\$10,000,000		1000223849
July-16	<i>Balance 1S17</i>		<b>\$10,000,000</b>	
August-16	<i>Balance 2S17</i>		<b>\$10,000,000</b>	
September-16	<i>Balance 3S17</i>		<b>\$10,000,000</b>	
October-16	<i>Balance 4S17</i>		<b>\$10,000,000</b>	
November-16	<i>Balance 5S17</i>		<b>\$10,000,000</b>	
December-16	<i>Balance 6S17</i>		<b>\$10,000,000</b>	
January-17	<i>Balance 7S17</i>		<b>\$10,000,000</b>	
	<i>Transfer to Region 3 and 5 Maintenance sections</i>	(\$816,790)		Pending
February-17	<i>Pending Balance 8S17</i>		<b>\$9,183,210</b>	

**Transportation Commission Contingency RAMP Reserve  
Eighth Supplement FY 2017 Budget**

<b>Transaction Date</b>	<b>Transaction Description</b>	<b>Amount</b>	<b>Balance</b>
June-16		<i>Balance 12S16</i>	<b>\$1,619,839</b>
July-16		<i>Balance 1S17</i>	<b>\$1,619,839</b>
August-16		<i>Balance 2S17</i>	<b>\$1,619,839</b>
September-16		<i>Balance 3S17</i>	<b>\$1,619,839</b>
October-16		<i>Balance 4S17</i>	<b>\$1,619,839</b>
November-16		<i>Balance 5S17</i>	<b>\$1,619,839</b>
December-16		<i>Balance 6S17</i>	<b>\$1,619,839</b>
January-17		<i>Pending Balance 7S17</i>	<b>\$1,619,839</b>

**Transportation Commission Contingency Reserve Fund  
Emergency and Permanent Repairs-Nonparticipating costs and state match**

**September 11, 2013 Flood Related Monthly Activity**

<b>Reg</b>	<b>State Highway</b>	<b>Mileposts</b>	<b>Project Description</b>	<b>County</b>	<b>Total Budget TCCRF</b>	<b>projCode</b>
4	144A	4.500 - 7.000	Permanent Flood Repairs SH 144 E and W of Goodrich	Morgan	\$ (11,604)	20254
Total					\$ (11,604)	

**Spring 2015 Flood Related Monthly Activity**

<b>Reg</b>	<b>State Highway</b>	<b>Mileposts</b>	<b>Project Description</b>	<b>County</b>	<b>Total Budget TCCRF</b>	<b>projCode</b>
2	Local Road	NA	Fill scour, Sheet Pile Wall, Rip Rap Pool, Concrete Headwall, Reseed ORR Road	El Paso	\$ 53,094	21422
4	052A	60.000 - 70.000	Repair to Roadway Damage Due to 2015 Flood	Morgan	\$ (38,431)	21891
Total					\$ 14,663	

**Grand Total TCCRF Activity for Emergency Relief Since Last Reporting**

**\$ 3,059**



# COLORADO

## Department of Transportation

Division of Highway Maintenance

4201 East Arkansas Ave, 3<sup>rd</sup> Floor  
Denver, CO 80222

**TO:** Transportation Commission  
**FROM:** Kyle Lester, Director of Highway Maintenance  
**CC:** Michael P. Lewis, CDOT Chief Operating Officer  
**DATE:** February 1, 2017  
**SUBJECT:** FY17 Snow and Ice Contingency Request

### Purpose

The Division of Highway Maintenance is requesting \$816,790.34 from the Transportation Commission Snow and Ice Contingency funds.

### Action Requested

Approval of requested additional funds.

### Background

The western region of the state has experienced large volumes of snow during the month of January. As shown in the table below, DHM is projecting a shortfall of \$2.7M if Maintenance continues to spend snow removal funding at the current rate. DHM is requesting 30% of the projected budget shortfall to keep the Grand Junction, Durango, Craig and Alamosa maintenance sections solvent for the winter season.

### Details

The projected shortfall in these sections is as follows:

Grand Junction Maintenance - projected shortfall \$731,974.94, requesting \$219,592.48  
Durango Maintenance - projected shortfall \$1,222,837.97, requesting \$366,851.39  
Craig Maintenance - projected shortfall \$413,571.77, requesting \$124,071.53  
Alamosa Maintenance - projected shortfall \$354,249.80, requesting \$106,274.94

Total Funding Request at 30% of projected shortfall: \$816,790.34



**Section Snow and Ice Report**  
**Sunday, January 29, 2017**

Section	Projected Expenditure	Actual Expenditure	% Winter Remaining	% Budget Remaining	Surplus/Deficit	Section Budget Surplus	Section Budget Deficit	Section TC Recommendation
Greeley Maintenance	\$ 9,454,756.96	\$ 4,594,929.55	48.06%	51.40%	3.34%	\$ 0.00	\$ 0.00	\$ 0.00
Grand Junction Maintenance	\$ 17,078,184.03	\$ 9,602,383.73	48.06%	43.77%	-4.29%	\$ 0.00	\$ (731,974.94)	\$ 219,592.48
Durango Maintenance	\$ 4,175,095.24	\$ 3,391,382.44	48.06%	18.77%	-29.29%	\$ 0.00	\$ (1,222,837.97)	\$ 366,851.39
Pueblo Maintenance	\$ 12,083,522.74	\$ 4,928,039.05	48.06%	59.22%	11.16%	\$ 1,348,142.66	\$ 0.00	\$ 0.00
Aurora Maintenance	\$ 13,858,134.18	\$ 5,711,167.38	48.06%	58.79%	10.73%	\$ 1,486,747.51	\$ 0.00	\$ 0.00
Craig Maintenance	\$ 4,962,245.21	\$ 2,990,961.93	48.06%	39.73%	-8.33%	\$ 0.00	\$ (413,571.77)	\$ 124,071.53
Alamosa Maintenance	\$ 4,426,544.43	\$ 2,653,396.97	48.06%	40.06%	-8.00%	\$ 0.00	\$ (354,249.80)	\$ 106,274.94
Eisenhower Tunnel	\$ 8,130,795.07	\$ 4,109,686.43	48.06%	49.46%	1.40%	\$ 113,448.53	\$ 0.00	\$ 0.00
Aurora Traffic	\$ 0.00	\$ 0.00	48.06%	0.00%	-48.06%	\$ 0.00	\$ 0.00	\$ 0.00
Pueblo Traffic	\$ 0.00	\$ 0.00	48.06%	0.00%	0.00%	\$ 0.00	\$ 0.00	\$ 0.00
Grand Junction Traffic	\$ 2,564.28	\$ 1,308.67	48.06%	0.00%	0.00%	\$ 0.00	\$ 0.00	\$ 0.00
Greeley Traffic	\$ 54,801.86	\$ 17,523.15	48.06%	68.02%	19.96%	\$ 10,940.93	\$ 0.00	\$ 0.00
Durango Traffic	\$ 45,866.27	\$ 20,274.56	48.06%	55.80%	7.74%	\$ 3,548.38	\$ 0.00	\$ 0.00
<b>Total</b>	<b>\$ 74,272,510.27</b>	<b>\$ 38,021,053.86</b>	<b>48.06%</b>	<b>48.81%</b>	<b>0.75%</b>	<b>\$3,278,699.23</b>	<b>(\$2,722,634.47)</b>	<b>\$ 816,790.34</b>
<b>Percent of Shortfall to be supplemented</b>								<b>30%</b>
<b>Standard Winter: 10/14 - 05/08</b>								





Please refer to the Budget Memo for this month's TCCRF projection



Date: February 16, 2017

To: Colorado Transportation Commission / High Performance Transportation Enterprise Board

From: Nicholas Farber, HPTE Operations Manager; Brent Butzin, HPTE General Counsel

Subject: Amended and Restated Intra-Agency Agreement between CDOT and HPTE regarding the C-470 Express Lanes Project / Direct Agreement between CDOT, HPTE and TIFIA regarding the C-470 Express Lanes Project

#### Purpose

The purpose of this memo is to summarize the Amended and Restated Intra-Agency Agreement (IAA) between CDOT and HPTE and the Direct Agreement between CDOT, TIFIA, and HPTE regarding the financing of the C-470 Express Lanes Project (Project) and to recommend its approval.

#### Action

The Board and TC are asked to adopt a resolution that supports the staff recommendation to approve the Amended and Restated IAA and the Direct Agreement.

#### Project Background

The C-470 Express Lanes Project (the Project) is located along 12.5 miles of C-470, between Interstate 25 (I-25) and Wadsworth Boulevard. The Project includes reconstructing existing pavement, adding auxiliary lanes, improving on and off ramps as well as the construction of new express lanes both westbound and eastbound. The total cost of the Project is \$276 million. \$39 million is being contributed between CDOT and local stakeholders and HPTE will borrow the remainder of the Project cost through a TIFIA loan and toll revenue backed bonds. HPTE aims to close on the TIFIA Loan and the toll revenue backed bonds some time in mid to late March and needs approval of these documents to move forward with financial close. HPTE came to you in September of last year to seek approval of the Project IAA and came to you last month regarding the Direct Agreement.

#### C-470 Amended and Restated Intra-Agency Agreement Details

IAAs between CDOT and HPTE document the substantive terms of how CDOT and HPTE work together and allocate rights and responsibilities on shared projects. This IAA for C-470 will address traditional provisions normally contained in all CDOT/HPTE IAAs on other corridors, e.g. operations and maintenance responsibilities, and the CDOT Backup loan, (see MEXL and I-25N Segment 2 IAAs). However, because of the financing required to complete construction the C-470 Express Lanes Project IAA must have provisions regarding the HPTE TIFIA loan and the toll backed revenue bonds.

#### Provisions Unique to this IAA

Below is a summary of the key substantive provisions that are unique to this IAA. The IAA is attached as (Attachment A) and resolution is attached as (Attachment B):

- Describes that HPTE will contribute the TIFIA loan proceeds and toll revenue backed bond proceeds to the Project, and that CDOT will remain responsible for any Project contingency and cost overruns.
- Describes how HPTE's contribution flows to CDOT for construction related expenses
- In addition to being able to request a backup loan for O&M costs, HPTE may request a backup loan for toll processing costs.
  - Required due to the gross revenue pledge for the Project financing.
  - Includes ability to request that potential loan amounts be set aside if a shortfall will occur.
- Describes how Project completion security funds (payment and performance bonds, parent company guarantee, Delay in Start Up insurance coverage, and liquidated damages all sized to cover HPTE debt service in the event of construction delays) flow to the trustee

#### Changes Made to the IAA since September

Below is a summary of the key substantive changes to the IAA since last September:

- HPTE commits to contribute no less than \$210,000 million in available TIFIA Loan and Senior Bond proceeds available for the design, acquisition and construction of the Project;
- CDOT agrees and acknowledges that HPTE's \$210 million contribution is expected to be sufficient to complete the Project and that such amount shall be in full satisfaction of any obligations HPTE might have with respect to the financing the design, acquisition and the construction of the Project; and
- If costs to complete the Project exceed the funding available, CDOT, and not HPTE, shall be solely responsible for identifying and obtaining additional funding sources to cover any shortfalls.

#### Direct Agreement Details

Recently on projects that involve HPTE, Intra-Agency Agreements (IAAs) document the substantive terms of how CDOT and HPTE work together and allocate rights and responsibilities on shared projects. However, since HPTE is entering into a TIFIA Loan on this Project, but does not have the responsibility to either construct the Project or operate or maintain the Project, TIFIA has insisted that CDOT enter into a Direct Agreement with them and HPTE.

The Direct Agreement requires CDOT to covenant to certain provisions in the TIFIA Loan, e.g. operations and maintenance responsibilities (in accordance with the requirements of the Annual Engineer's Report and the annual Finance Plan), construction of the project, maintain insurance, and OFAC compliance (Office of Foreign Asset Control). Other key provisions are if CDOT fails to substantially complete the Project it will constitute a Development Default under the TIFIA Loan; if CDOT fails to require its contractors to maintain insurance it is an Event of Default under the loan; that CDOT cannot change the fundamental nature of the Project, namely remove the tolled express lanes; and that CDOT cannot accept payments on O&M Backup Loans from HPTE unless HPTE has first paid all TIFIA debt service that is due and payable at that time.

#### Key Benefits

- IAA Provides TIFIA and bond holders with certainty regarding HPTE and CDOT's roles and responsibilities.
- Documents the necessary contractual obligations between CDOT and HPTE.
- Approval of the IAA will reinforce the mutually beneficial partnership between CDOT and HPTE on corridors where there are managed and general purpose lanes.
- CDOT's obligations to TIFIA are already obligations CDOT has to HPTE under the IAA.
- The Direct Agreement give TIFIA direct contractual privity and the ability to enforce certain rights against CDOT.

#### Options/Decision Matrix

- 1) **Staff Recommendation:** Approve the IAA and the Direct Agreement. CDOT and HPTE will execute the IAA, and will close on the TIFIA loan sometime between mid and late March.
- 2) Review but do not approve the IAA and the Direct Agreement. Provide instructions on changes or revisions. Project financing would be delayed by at least one or two months.

#### Recommendations

The staff recommends that the Board approve a resolution authorizing the execution of the IAA and the Direct Agreement.

#### Attachments

Attachment A: C-470 Express Lanes Project Amended and Restated Intra-Agency Agreement

Attachment B: Resolution Approving the Amended and Restated Intra-Agency Agreement between the Colorado Department of Transportation and the High Performance Transportation Enterprise for the C-470 Express Lanes Project

Attachment C: Direct Agreement between the Colorado Department of Transportation, the Colorado High Performance Transportation Enterprise and the United States Department of Transportation

Attachment D: Resolution Approving the Direct Agreement

Resolution Approving Agreements Related to the C-470 Express Lanes Project

**Resolution #TC-17-X-XXX**

Approving an Amended and Restated Intra-Agency Agreement between the Colorado Department of Transportation and the Colorado High Performance Transportation Enterprise and a Direct Agreement between the Colorado Department of Transportation, the High Performance Transportation Enterprise and TIFIA for the C-470 Express Lanes Project.

**Approved by the Transportation Commission on \_\_\_\_\_.**

**WHEREAS**, pursuant to Section 43-1-106(8), C.R.S, the Transportation Commission is responsible for formulating the general policy with respect to the management, construction, and maintenance of public highways and other transportation systems in the state; and

**WHEREAS**, the Transportation Commission promulgates and adopts all budgets for the Colorado Department of Transportation (“CDOT”) and state transportation programs; and

**WHEREAS**, the General Assembly created the Colorado High Performance Transportation Enterprise (“HPTE”), pursuant to Section 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**, HPTE is authorized, pursuant to Section 43-4-806(2)(c)(I), C.R.S., to impose user fees on the travelling public for the privilege of using surface transportation infrastructure, and is further authorized pursuant to Section 43-4-806(2)(c)(III), C.R.S. to contract with any governmental or non-governmental source of funding for loans to be used in support of HPTE’s functions; and

**WHEREAS**, CDOT and HPTE are currently working in cooperation on the planning, financing, construction, implementation and operation of the first phase of an approved project, generally consisting of the completion of two new tolled express lanes on State Highway 470 (“C-470”) westbound from Interstate 25 to Colorado Boulevard; one new tolled express lane on C-470 westbound from Colorado Boulevard to Wadsworth Boulevard; and one new tolled express lane on C-470 eastbound from Wadsworth Boulevard to Interstate 25 (collectively, the “Project”) and may in the future construct Segment 1, Phase 2 and Segment 2 of the Project if funding becomes available; and

**WHEREAS**, the CDOT has requested HPTE’s involvement in the Project for a variety of benefits that CDOT will receive from implementing tolling on the

Project, including, but not limited to, allowing CDOT to better manage congestion over the long term on C-470 and providing the traveling public with the choice of a new travel lane with more reliable and efficient travel times; and

**WHEREAS**, pursuant to Section 43-4-806(4), C.R.S., the Transportation Commission may authorize the transfer of money from the state highway fund to HPTE to defray expenses of HPTE; and

**WHEREAS**, the Transportation Commission approved Resolution #TC 16-9-8 in September 2016 supporting the Project and approving an Intra-Agency Agreement (“IAA”) between CDOT and HPTE for the Project; and

**WHEREAS**, since the approval of the original IAA in September 2016, an Amended and Restated Intra-Agency Agreement (“Amended and Restated IAA”) has been prepared and the Transportation Commission has reviewed the Amended and Restated IAA along with a memo prepared by staff outlining the substantive changes from the original IAA and summarizing the details and benefits of the Amended and Restated IAA; and

**WHEREAS**, one important change between the two versions of the IAA is that in the Amended and Restated IAA is that (1) HPTE commits to contribute no less than \$210,000 million in available TIFIA Loan and Senior Bond proceeds available for the design, acquisition and construction of the Project; (2) CDOT agrees and acknowledges that HPTE’s \$210 million contribution is expected to be sufficient to complete the Project and that such amount shall be in full satisfaction of any obligations HPTE might have with respect to the financing the design, acquisition and the construction of the Project; and (3) if costs to complete the Project exceed the funding available, CDOT, and not HPTE, shall be solely responsible for identifying and obtaining additional funding sources to cover any shortfalls; and

**WHEREAS**, CDOT and HPTE further desire to enter into the Amended and Restated IAA and the Direct Agreement to define their respective roles and responsibilities with respect to funding the construction of the Project and cooperation on the operation and maintenance of the Project and adjacent general purpose lanes, and to allocate the costs related thereto; and

**WHEREAS**, in an effort to assist CDOT with financing the Project, HPTE intends to enter into certain financing agreements on or about March 2017, pursuant to which HPTE will pledge all amounts received by HPTE from tolls, rates and other user fees imposed by HPTE pursuant to Section 43-4-806(2)(C)(I), C.R.S. for the privilege of traveling on the Project; and

**WHEREAS**, HPTE’s financing will include the issuance of senior toll revenue bonds under a master trust indenture (the “Senior Bonds”), as well as a loan of additional funds under a loan agreement with the U.S. Department of

Transportation, by and through its Transportation Infrastructure Finance and Innovation Act (“TIFIA”) Joint Program Office (the “TIFIA Loan”, which together with the Senior Bonds constitutes the “Financing”), which Financing, to consist of one or more closings, will fund the payment of certain costs and expenses of the planning, design, engineering, acquisition, installation or construction of the Project, and other lawful expenses and costs related thereto; and

**WHEREAS**, because the Project is a joint effort between CDOT and HPTE and because HPTE does not have the responsibility to either construct the Project or operate or maintain the Project, TIFIA has insisted that CDOT, HPTE, and TIFIA enter into a direct agreement for the Project (“Direct Agreement”); and

**WHEREAS**, the Transportation Commission has reviewed the Direct Agreement and a memo on the Direct Agreement prepared by staff; and

**WHEREAS**, the Direct Agreement requires CDOT to covenant to certain provision in the TIFIA Loan, including provisions concerning operations and maintenance responsibilities, construction of the Project, and insurance; and

**WHEREAS**, any payment made by CDOT under its obligations outlined in the Direct Agreement or any loan that CDOT provides HPTE pursuant to the Amended and Restated IAA shall, notwithstanding any state fiscal rule or generally accepted accounting principle that could otherwise be interpreted to require a contrary conclusion, constitute a loan from the Transportation Commission to HPTE and shall not be considered a grant for purposes of Section 20(2)(d) of Article X of the State Constitution; and

**WHEREAS**, the Transportation Commission recognizes and respects the legal principle that it cannot bind future Transportation Commissions with respect to budgetary and policy decisions, recognizes it cannot agree, in advance, to allocate and transfer state highway funds for a loan to HPTE, and agrees that any decision as to whether or not to allocate and transfer such funds for such purposes shall be made by the Transportation Commission, in its sole discretion, in the year in which the HPTE request occurs; and

**NOW THEREFORE BE IT RESOLVED**, the Transportation Commission approves the Amended and Restated Intra-Agency Agreement between CDOT and HPTE and instructs that the Amended and Restated IAA should supersede and replace in its entirety the Intra-Agency Agreement that was approved by the Transportation Commission through Resolution #TC 16-9-8, and authorizes the CDOT Executive Director or his delegee to execute the C-470 Amended and Restated Intra-Agency Agreement with such changes therein and additions thereto, not inconsistent with this Resolution, as are approved by the CDOT Executive Director or his delegee (whose signature thereon shall constitute conclusive evidence of such approval).

**BE IT FURTHER RESOLVED**, the Transportation Commission approves the Direct Agreement CDOT, HPTE and TIFIA and authorizes the CDOT Executive Director or his delegee to execute the Direct Agreement with such changes therein and additions thereto, not inconsistent with this Resolution, as are approved by the CDOT Executive Director or his delegee (whose signature thereon shall constitute conclusive evidence of such approval).

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Herman Stockinger, Secretary  
Transportation Commission of Colorado

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Date

**AMENDED AND RESTATED  
C-470 EXPRESS LANES PROJECT  
INTRA-AGENCY AGREEMENT**

THIS AMENDED AND RESTATED C-470 EXPRESS LANES PROJECT INTRA-AGENCY AGREEMENT (the “Agreement”) is made this \_\_\_ day of \_\_\_\_\_, 2017 by and between the STATE OF COLORADO for the use and benefit of the COLORADO DEPARTMENT OF TRANSPORTATION (“CDOT”) and the COLORADO HIGH PERFORMANCE TRANSPORTATION ENTERPRISE, a government-owned business and a division of CDOT (“HPTE”). CDOT and HPTE are hereinafter referred to individually as a “Party” and collectively as the “Parties.”

**RECITALS**

A. CDOT is an agency of the State of Colorado authorized pursuant to Section 43-1-105, C.R.S. to plan, develop, construct, coordinate, and promote an integrated transportation system in cooperation with federal, regional, local and other state agencies.

B. The Transportation Commission of Colorado (the “Transportation Commission”) is the budgetary and policy making body for CDOT with all powers and duties granted by the Colorado General Assembly pursuant to Section 43-1-106, C.R.S.

C. HPTE was created pursuant to Section 43-4-806(2), C.R.S. as a government-owned business within CDOT to pursue innovative means of financing important surface transportation projects that will improve the safety, capacity, and accessibility of the surface transportation system, can feasibly be commenced in a reasonable amount of time, and will allow more efficient movement of people, goods, and information throughout Colorado.

D. On November 20, 2015, the Federal Highway Administration issued and approved the *C-470 Corridor Finding of No Significant Impact (FONSI), Kipling Parkway to I-25, November 25* (the “FONSI”), in accordance with 42 U.S.C. § 4321, *et seq.*

E. CDOT and HPTE are currently working in cooperation on the planning, financing, construction, implementation and operation of the first phase of an approved project, generally consisting of the completion of two new tolled express lanes on State Highway 470 (“C-470”) westbound from Interstate 25 to Colorado Boulevard; one new tolled express lane on C-470 westbound from Colorado Boulevard to Wadsworth Boulevard; and one new tolled express lane on C-470 eastbound from Wadsworth Boulevard to Interstate 25 (collectively, the “Project”).

F. CDOT has requested HPTE’s involvement in the Project for the variety of benefits CDOT will receive from implementing tolling on the Project, including, but not limited

to, allowing CDOT to better manage congestion over the long term on C-470 and providing the traveling public with the choice of a new travel lane with more reliable and efficient travel times.

G. HPTE is authorized pursuant to Section 43-4-806(2)(c)(I), C.R.S. to impose user fees on the traveling public for the privilege of using surface transportation infrastructure, and is further authorized pursuant to Section 43-4-806(2)(c)(III), C.R.S. to contract with any governmental or non-governmental source of funding for loans to be used in support of HPTE's functions.

H. Consistent with HPTE's statutory purpose as a government-owned business and enterprise for purposes of Article X, Section 20 of the State Constitution, and in order to support CDOT's efforts to finance the Project, HPTE intends to enter into certain Financing Agreements pursuant to which HPTE will pledge all amounts received by HPTE from tolls, rates and other user fees imposed by HPTE pursuant to Section 43-4-806(2)(C)(I), C.R.S., for the privilege of traveling on the Project (the "Gross Revenues").

I. HPTE currently intends to finance its share of the Project costs through the issuance of senior lien toll revenue bonds (the "Senior Bonds"), as well as a loan of additional funds from the U.S. Department of Transportation ("USDOT"), by and through its Transportation Infrastructure Finance and Innovation Act ("TIFIA") program (the "TIFIA Loan," which together with the Senior Bonds constitutes the "Financing"), which will consist of one or more closings, and the proceeds of which will fund the payment of certain costs and expenses of the planning, design, engineering, acquisition, installation or construction of the Project, and other lawful expenses and costs related thereto. To effect the Financing, HPTE will enter into that certain Master Trust Indenture dated as of March 1, 2017 (the "Master Trust Indenture"), as supplemented by a First Supplemental Trust Indenture dated as of March 1, 2017 (the "First Supplemental Indenture"), each between HPTE and Zions Bank, a division of ZB, National Association, as Trustee (the "Trustee"), and will also enter into that certain TIFIA Loan Agreement (the "TIFIA Loan Agreement") with the USDOT, acting by and through the Executive Director of the Build America Bureau (the "TIFIA Lender"), which loan will be evidenced by a bond (the "2017 TIFIA Bond") issued to the TIFIA Lender pursuant to the Master Trust Indenture, as supplemented by a Second Supplemental Trust Indenture (the "Second Supplemental Indenture") between HPTE and the Trustee (collectively, the "Financing Agreements").

J. CDOT has entered into that certain contract for the C-470 Tolloed Express Lanes Segment 1 Design-Build Project dated June 16, 2016, with Flatiron | AECOM LLC (the "Design-Builder") for the design, engineering and construction of the Project (the "D-B Contract") which establishes, *inter alia*, minimum insurances to be provided by the Design Builder during the construction period, certain required parent guarantees and payment and performance bonds, and sets forth liquidated damages to be assessed by CDOT in the event the Project is not completed within the timeframe set forth in the D-B Contract.

K. HPTE has entered into that certain Managed Lanes Tolling Services Agreement, dated May 7, 2015 (the “TSA”) with the E-470 Public Highway Authority (“E-470”) pursuant to which E-470 provides Tolling Services for HPTE Tolling Facilities, including, but not limited to, Toll Collection and Adjudication Services, conditioned upon payment by HPTE to E-470 of E-470’s Expenses, including Transaction Costs, Reimbursable Costs, and/or costs per dollar of Gross Toll Revenue, all in accordance with the TSA.

L. Pursuant to Section 43-4-806(4), C.R.S., the Transportation Commission may authorize the transfer of money from the state highway fund to HPTE to defray expenses of HPTE and, notwithstanding any state fiscal rule or generally accepted accounting principle that could otherwise be interpreted to require a contrary conclusion, such a transfer shall constitute a loan from the Transportation Commission to HPTE and shall not be considered a grant for purposes of Section 20(2)(d) of Article X of the State Constitution.

M. In consideration of the various terms, covenants, and conditions set forth herein, including the benefits that CDOT will receive as a result of the Financing and the Project, CDOT and HPTE have agreed to enter into this Agreement pursuant to which HPTE can request financial support from the Transportation Commission to assist HPTE in fulfilling its obligations with respect to HPTE O&M Obligations (as such term is hereinafter defined) in the event revenues, together with any available reserves, are insufficient, or projected to be insufficient, to satisfy HPTE’s obligations.

N. HPTE recognizes and acknowledges that any such financial support shall be in the form of a CDOT Backup Loan (as defined and further described in Section III below) from CDOT, acting through the Transportation Commission, to HPTE pursuant to Section 43-4-806(4), C.R.S. The Transportation Commission may, in its sole and absolute discretion, but is not obligated to, elect to make a CDOT Backup Loan.

O. CDOT and HPTE further desire to enter into this Agreement to define their respective roles and responsibilities with respect to funding the construction of the Project and cooperation on the operation and maintenance of the Project and adjacent general purpose lanes, and to allocate the costs related thereto.

P. As a condition to consummating the Financing, CDOT and HPTE will also enter into that certain Direct Agreement with the TIFIA Lender, in which the Parties will provide certain additional assurances and agreements to the TIFIA Lender (the “Direct Agreement”).

Q. The Parties acknowledge that they may, at an undetermined future date, cooperate to complete all or a portion of an expansion of the Project, which at completion would consist of two tolled express lanes westbound on C-470 from I-25 to Lucent Boulevard; one tolled express lane westbound from Lucent Boulevard to Kipling Parkway; one tolled express lane eastbound from Kipling Parkway to Broadway; and two tolled express lanes from Broadway to I-25 (the “Phase 2 Project”), and also may, at an undetermined future date, cooperate to complete all or a

portion of an extension of the Project to include one tolled express lane in each direction between Kipling Parkway and I-70 (the “Segment 2 Project”). The Parties further agree that should all or a portion of the Phase 2 Project or the Segment 2 Project more forward, this Agreement will be amended to incorporate terms and conditions applicable to such additional projects, consistent with the provisions of the Financing Agreements applicable to the same.

R. The Parties previously entered into that certain C-470 Express Lanes (Phase 1) Project Intra-agency Agreement, dated October 20, 2016, which agreement shall be superseded and replaced in its entirety by this Agreement as of the effective date hereof.

S. This Agreement is executed by HPTE under the authority of Sections 29-1-203 and 43-4-806(6)(h), C.R.S., and by CDOT under the authority of Sections 43-1-110 and 43-1-116, C.R.S.

NOW, THEREFORE, IN CONSIDERATION OF THE FOREGOING RECITALS, AND THE VARIOUS TERMS, COVENANTS, AND CONDITIONS SET FORTH HEREIN, AND OTHER GOOD AND VALUABLE CONSIDERATION, THE RECEIPT AND SUFFICIENCY OF WHICH ARE HEREBY ACKNOWLEDGED, THE PARTIES TO THIS AGREEMENT HEREBY AGREE AS FOLLOWS:

## **TERMS AND CONDITIONS**

### **I. CONSTRUCTION OF THE PROJECT**

1. Project Budget. In consideration of the various benefits HPTE receives by implementing a user fee system on the Project, HPTE intends to contribute an amount not less than \$210 million from the proceeds of the Financing toward the design, acquisition and construction of the Project. Notwithstanding the foregoing, and further notwithstanding any increase in the final amount that may be available from proceeds of the Financing to contribute toward the design, acquisition and construction of the Project, CDOT is primarily responsible for the capital costs of completing the Project. CDOT agrees and acknowledges that HPTE’s \$210 million contribution is expected to be sufficient to complete the Project, and that such amount shall be in full satisfaction of any obligations HPTE might have with respect to financing the design, acquisition and the construction of the Project. If costs to complete the Project exceed the funding available, CDOT, and not HPTE, shall be solely responsible for identifying and obtaining additional funding sources to cover any shortfalls. The manner in which both CDOT’s and HPTE’s respective contributions will be requisitioned for the payment of costs of the Project shall be set forth in the Financing Agreements.

2. Delays in Project Completion. CDOT acknowledges that time is of the essence in the completion of the Project; that HPTE intends to pledge future user fee revenues toward the repayment of the TIFIA Loan and Senior Bonds; and that HPTE may incur costs in the event tolling does not commence within the timeframes contemplated in the D-B Contract. CDOT

shall be liable to HPTE for any costs incurred by HPTE under the Financing Agreements that arise as a result of construction delays, except to the extent any delay in tolling commencement is caused by HPTE or E-470 and is not attributable to the actions of CDOT or the Design Builder. CDOT agrees and covenants that it shall: (i) undertake all actions necessary to enforce the provisions of the D-B Contract; (ii) cause the Design Builder to seek recovery under any available delay in start-up or builders risk insurance policies; (iii) take all reasonable actions to recover amounts payable under the provisions of any surety or parent company guarantees provided to CDOT by the Design Builder; and (iv) in the event of delayed construction completion, enforce all liquidated damages provisions against the Design Builder and remit liquidated damages amounts received, notwithstanding any costs of liabilities of CDOT, first to HPTE in such amount as is necessary to cover any costs or liabilities of HPTE incurred under the Financing Agreements.

3. CDOT Responsibilities. Except as otherwise specifically identified as a responsibility of HPTE in Paragraph 3 of this Section, CDOT shall be responsible for the design, acquisition and construction of the Project, including, but not limited to, the following:

a. CDOT will provide reasonable cooperation to HPTE with regard to the Financing and any continuing disclosure or other ongoing obligations related thereto.

b. CDOT will provide design and construction management for the Project and will oversee the Design Builder who shall perform the construction in accordance with the approved design plans and technical specifications and/or administer the construction, all in accordance with the terms and conditions of the D-B Contract. Such administration shall include, but not be limited to, inspection and testing; approving sources of materials; performing required plant and shop inspections; documentation of contract payments; preparing and approving pay estimates; preparing, approving and securing the funding for contract modification orders and minor contract revisions; processing, investigating and, if appropriate, disputing contractor claims; construction supervision of the contractor and subcontractors under the D-B Contract in relation to the construction schedule and other requirements of the D-B Contract; enforcing the rights and remedies of CDOT under the D-B Contract; and meeting requirements of applicable federal and state laws and regulations.

c. CDOT will be responsible for acquiring all rights of way, if any, necessary for the Project and for compliance with the Uniform Federal Relocation Assistance and Real Property Acquisition Policies Act (42 U.S.C. § 4601, *et seq.*) requirements.

d. If necessary, CDOT will be responsible for obtaining the proper clearance or approval from any public or private utility company that may become involved in the Project.

e. CDOT shall ensure that any and all work in connection with the Project is undertaken in accordance with the requirements of the current federal and state

environmental regulations including the National Environmental Policy Act of 1969 (42 U.S.C. § 4321, *et seq.*), as applicable, and the FONSI.

f. CDOT will be responsible for ensuring compliance with Federal Disadvantaged Business Enterprise requirements for the Project.

g. In the event the Project involves modifications of a railroad company's facilities whereby the related work is to be accomplished by railroad company forces, CDOT shall make timely application to the Public Utilities Commission requesting its order providing for the installation of the proposed improvements and not proceed with that work without compliance. CDOT shall also establish contact with the railroad company involved for the purposes of complying with applicable provisions of 23 CFR 646, subpart B, concerning federal aid projects involving railroad facilities.

h. CDOT will maintain all documents related to the construction of the Project and make them available for inspection and review by HPTE and all federal agencies with an interest in the Project for a period of not less than three years after the completion of the work.

i. CDOT will be responsible for all other items in the Memorandum of Understanding by and between CDOT and HPTE, dated September 30, 2013, as may be amended from time to time (the "MOU") identified as the responsibility of CDOT's Office of Major Project Development.

4. HPTE Responsibilities. HPTE shall be specifically responsible for the following with respect to the construction of the Project:

a. HPTE will be responsible for the contracting necessary to implement a user fee system, including paying for the costs of all tolling equipment, software and related installation, including, but not limited to, any obligations to E-470 under the TSA.

b. HPTE may be responsible for other items identified in the MOU as a responsibility of HPTE.

## **II. OPERATIONS AND MAINTENANCE OF THE PROJECT**

1. Overview and Costs. The Project is being constructed adjacent to the C-470 general purpose lanes (within the Project area, referred to herein as the "General Purpose Lanes"), and the Parties recognize the need to cooperate in carrying out the related operations and maintenance for the Project and adjacent General Purpose Lanes. To that end, the Parties agree to cooperate in ensuring that the operations and maintenance are performed and agree to the division of costs as set forth in this Agreement. As a general matter, HPTE shall be responsible for operating and maintaining the Project (including contracting for tolling services and tolling enforcement), and CDOT shall be responsible for operating and maintaining the

General Purpose Lanes. It is the intent of the Parties that, except as specifically provided otherwise herein, CDOT shall perform such operations and maintenance of both the Project and the General Purpose Lanes, which for certainty shall include all work constituting both Project O&M Expenses and Renewal and Replacement Costs (as such terms are defined in the TIFIA Loan Agreement), and HPTE shall reimburse CDOT for HPTE's proportionate share of the overall operations and maintenance expenses of the Project, as further set forth herein. CDOT shall operate and maintain the Project in a reasonable and prudent manner and shall maintain the Project in good repair, working order and condition and in accordance with the requirements of all applicable laws, applicable contracts, and the performance standards that apply to CDOT's operation and maintenance of the General Purpose Lanes.

2. HPTE License. In consideration of the various benefits CDOT will receive as a result of the Project, CDOT hereby provides to HPTE a perpetual, non-exclusive, non-terminable license over, under, upon and in the site of the Project (the "License") for HPTE to operate and maintain the Project. CDOT acknowledges and agrees that HPTE may sublicense the License as needed to fulfill its obligations hereunder. Subject to the License, CDOT reserves the right of use, occupancy and ownership over, under, upon and in the lands comprised of the Project; provided that CDOT agrees that it shall not transfer or purport to assign, convey, transfer, dispose of, alienate or create any lien or encumbrance in the land comprising the site of the Project and shall defend CDOT's title or real property interest to such land, subject to rights held by third parties as of the date hereof, against any person claiming an interest adverse to CDOT. CDOT shall exercise its rights under this paragraph consistent with a mutually agreed upon and approved Concept of Operations for the Project and in a manner that does not unreasonably interfere with the collection of tolls by HPTE on the Project.

3. Cost Allocation. Except as otherwise provided herein, the Parties agree to allocate costs based on a proportion of the total number of vehicles using all lanes on the portion of C-470 that includes the Project, with HPTE's portion being calculated to include all vehicles obligated to pay a user fee within the Project, whether or not such user fee is actually collected, and CDOT's portion being calculated to include all other vehicles (the "Pro-Rata O&M Cost Calculation"). For illustrative purposes only, if the total cost of operating and maintaining the portion of C-470 that includes the Project is \$100,000 per month, and 20% of the total vehicle count consisted of vehicles obligated to pay a user fee, HPTE would be responsible for \$20,000 of such operations and maintenance costs. The Pro-Rata O&M Cost Calculation shall apply to CDOT's costs incurred with respect to: (i) snow and ice removal services; (ii) courtesy patrol; (iii) lane striping and lane sweeping/cleaning; (iv) pavement maintenance and/or replacement, and life-cycle and other capital maintenance, to the extent such activities reasonably include both the Project and the General Purpose Lanes; and (v) any other operations and maintenance expense CDOT and HPTE agree in good faith is most fairly allocated utilizing the Pro-Rata O&M Cost Calculation method.

4. CDOT O&M Obligations. The Pro-Rata O&M Cost Calculation shall not apply to those operations and maintenance costs existing and regularly funded by CDOT prior to the implementation of the Project, and for which the addition of the Project results in a *de minimus*

impact on overall operations and maintenance expenses on C-470. Such costs include, but are not limited to, CDOT's costs incurred with respect to: (i) repair and replacement of guardrail; (ii) repair and replacement of lighting fixtures; (iii) contracts with the State Patrol for safety enforcement within the corridor (but exclusive of additional enforcement contracted by HPTE for toll evasion enforcement); and (iv) pavement maintenance on the General Purpose Lanes.

5. HPTE O&M Obligations. HPTE shall be solely responsible for costs incurred with respect to: (i) toll processing and collection, including, for certainty, all costs payable to E-470 under the TSA; (ii) Level I and Level II maintenance of toll equipment, as defined in the TSA; (iii) contracts for toll evasion enforcement with the State Patrol or other law enforcement entity; (iv) pavement maintenance on the Project; and (v) HPTE overhead and administrative costs related to the operations and maintenance of the Project. Such costs, together with those costs attributable to HPTE under the Pro-Rata O&M Cost Calculation, shall constitute the "HPTE O&M Obligations."

6. Invoicing. CDOT shall submit to HPTE on or before January 15 and July 15 of each year an invoice describing the HPTE O&M Obligations due to CDOT with respect to the Project for the prior six month period. Such invoice shall separately account for costs comprising Project O&M Expenses (generally consisting of routine operations and maintenance work) and Renewal and Replacement Costs (generally consisting of pavement maintenance and/or replacement, life-cycle and other capital maintenance, and replacement of toll equipment, if and only to the extent such work is performed by CDOT), as such terms are each more specifically defined in the TIFIA Loan Agreement. HPTE shall (to the extent consistent with, and subject to, the Financing Agreements) cause such amounts to be remitted within 45 days of receipt of CDOT's invoice. To the extent either Party provides services to the other (either through a third party or directly) that results in one Party covering costs that are agreed to be the responsibility of the other, the Party covering such costs will invoice the other and such invoice shall include a reasonably detailed breakdown of the costs for which the invoicing Party is seeking reimbursement.

7. Reconciliation; O&M Shortfall; Performance. To the extent the Gross Revenues, less amounts first required to be paid in accordance with the security and priority of payments set forth in the Financing Agreements, including, but not limited to, the payment of: (i) debt service on the Senior Bonds; (ii) debt service on the TIFIA Loan; (iii) debt service on any future junior lien toll revenue bonds; (iv) required deposits to the debt service reserve funds relating to the Senior Bonds and TIFIA Loan; and (v) fees and expenses relating to the Financing (so reduced, the “Net Revenues”), are inadequate in any fiscal year to cover the HPTE O&M Obligations, including, for certainty, amounts payable to either CDOT or E-470 for either Project O&M Expenses or Renewal and Replacement Costs, HPTE may request a CDOT Backup Loan to fund such shortfall. Notwithstanding such shortfall in the availability of Net Revenues to cover the HPTE O&M Obligations or the a failure by HPTE to make any principal or interest payment due under any CDOT Backup Loan agreement, CDOT agrees that it shall continue to perform operations and maintenance of both the Project and the General Purpose Lanes.

### **III. CDOT BACKUP LOAN OBLIGATIONS**

1. CDOT Backup Loan Set Aside. On or before September 15 of the immediately preceding fiscal year, HPTE shall estimate whether and in what maximum amount it may be necessary for HPTE to request that CDOT provide financial support to fulfill an HPTE O&M Obligation in any fiscal year due to an insufficiency of Net Revenues to pay all or any portion of the HPTE O&M Obligations, it being understood that any such financial support shall be in the form of a loan from CDOT to HPTE pursuant to Section 43-4-806(4), C.R.S. (a “CDOT Backup Loan”). HPTE shall notify the CDOT Executive Director in writing as to the estimated maximum amount, if any, that is expected to be payable in the succeeding fiscal year to satisfy the HPTE O&M Obligations in excess of the amount of Net Revenues anticipated to be generated by the Project and available for the payment of HPTE O&M Obligations in such fiscal year, and such maximum amount (the “CDOT Backup Loan Set Aside”) shall be included in CDOT’s budget request to the Transportation Commission for an allocation of moneys in the state highway fund for such purpose.

2. HPTE may also, at any time during any fiscal year, notify the Executive Director in writing that HPTE desires that CDOT make a CDOT Backup Loan for projected HPTE O&M Obligations in an amount that exceeds any CDOT Backup Loan Set Aside, if any, that the Transportation Commission has previously allocated for such fiscal year. In such event, the Executive Director shall submit a supplemental budget request to the Transportation Commission at its next regularly scheduled meeting for an allocation or supplemental allocation of moneys in the state highway fund for the purpose of making such CDOT Backup Loans to HPTE in such fiscal year in an amount equal to the amount set forth in the notice delivered by HPTE to the Executive Director pursuant to this Section.

3. Moneys allocated by the Transportation Commission to make CDOT Backup Loans shall be transferred to HPTE and shall be used by HPTE to satisfy the HPTE O&M Obligations, as they become due.

4. Notwithstanding any other provision hereof:

a. CDOT and HPTE agree and acknowledge that the Transportation Commission has no obligation to allocate funds to make CDOT Backup Loans in any fiscal year and the decision whether or not to allocate funds, and the amount, if any, of funds allocated, to make CDOT Backup Loans in any fiscal year shall be made at the sole and absolute discretion of the Transportation Commission;

b. CDOT and HPTE further agree and acknowledge that notwithstanding any state fiscal rule or generally accepted accounting principle that could otherwise be interpreted to require a contrary conclusion, any CDOT Backup Loan made hereunder shall, in accordance with Section 43-4-806(4), C.R.S., constitute a loan and shall not be considered a grant for purposes of Section 20(2)(d) of Article X of the State Constitution or as defined in Section 24-77-102, C.R.S.;

c. Prior to allocating any funds to make CDOT Backup Loans in any fiscal year, CDOT shall determine that such authority exists in the law and that a sufficient unencumbered balance remains available in Fund 400 for CDOT Backup Loans in an amount equal to the amount of funds so allocated; and

d. If an allocation by the Transportation Commission shall have been made, CDOT Backup Loans shall be made up to the amounts requested by HPTE as set forth above.

e. CDOT acknowledges and agrees that HPTE shall not make any payments to CDOT for the repayment of any CDOT Backup Loans pursuant to any CDOT Backup Loan Agreement unless, as of any proposed date for such payment, HPTE shall have first paid all amounts that have become due and payable on such date or on any date prior to such proposed payment under the Financing Agreements.

f. CDOT further acknowledges and agrees that payment of any CDOT Backup Loans shall be payable from Net Revenues after payment of HPTE O&M Obligations in accordance with the terms and conditions of the Financing Agreements.

5. Any CDOT Backup Loans made to HPTE in support of HPTE O&M Obligations shall be authorized by and subject to a separate Transportation Commission Resolution and shall be evidenced by one or more loan agreements in substantially the form attached hereto as **Exhibit A** (a "CDOT Backup Loan Agreement"), with terms consistent with the terms contained herein. The Parties agree to cooperate in good faith to determine a reasonable repayment schedule for each CDOT Backup Loan that is consistent with the terms and conditions of the Financing Agreements.

#### **IV. DEFAULTS, TERMINATION AND REMEDIES**

1. Default; Cure. The failure of either Party to fulfill its obligations to perform in accordance with the terms of this Agreement shall constitute a breach of this Agreement. Subject to the requirements of Section V.1., the non-breaching Party shall thereupon have the right to terminate this Agreement for cause by giving written notice to the other Party of its intent to terminate, and at least thirty (30) days' opportunity to cure the default or show cause why termination is not otherwise appropriate; provided, however that such breaching Party shall not be in default under this Agreement if it has promptly commenced a cure of such nonperformance and is diligently pursuing the same. Any finding of nonperformance and failure to cure under this Paragraph shall be referred for dispute resolution as provided for in Paragraph 3 of this Section IV prior to any termination becoming effective.

2. Default for Non-Payment. If HPTE fails to repay any CDOT Backup Loan in accordance with the applicable CDOT Backup Loan Agreement, and upon notice to HPTE and failure by HPTE to cure within thirty (30) days thereof, CDOT may, at its option: (i) terminate its commitment to consider making future CDOT Backup Loans hereunder; (ii) require HPTE to engage a traffic consultant to review and analyze the operations of the Project and recommend actions regarding revising toll rates, changing the methods of operations, or any other actions to increase Gross Revenues, and in CDOT's discretion, require HPTE to either implement such recommended actions or undertake such alternative course of action that will ensure HPTE's ability to meet its payment obligations under the applicable CDOT Backup Loan Agreement; or (iii) take any other appropriate action available at law or in equity; provided, however, that no CDOT Backup Loan, or interest thereon, shall be repaid except to the extent Net Revenues are available for such purpose under the terms and conditions of the Financing Agreements. Notwithstanding the exercise of any of the remedies above, HPTE shall not be relieved of liability to CDOT for any damages sustained by CDOT by virtue of any breach of this Agreement by HPTE, nor shall CDOT be permitted to cease performance of operations and maintenance of the Project.

3. Dispute Resolution. Any dispute concerning the performance of this Agreement shall be resolved at the lowest staff level possible, and shall first be referred to the Director of the CDOT Office of Major Project Development and the HPTE Operations Manager. Failing resolution by such officers, the escalation process shall be: (i) CDOT Chief Engineer and HPTE Director; (ii) CDOT Executive Director and HPTE Director; and (iii) Transportation Commission and HPTE Board of Directors.

#### **V. GENERAL PROVISIONS**

1. Effective Date; Term. This Agreement shall be effective as of the date of the date first written above and shall continue until the earlier of (i) the useful life of the Project; (ii) the date HPTE no longer operates the Project; and (iii) the Parties mutually agree to terminate the Agreement. Notwithstanding any other provision of this Agreement to the contrary, the Parties

shall not terminate this Agreement while any amounts remain outstanding on the Senior Bonds or the TIFIA Loan.

2. Order of Precedence. In the event of conflicts or inconsistencies between this Agreement and the Direct Agreement, the provisions of the Direct Agreement shall govern.

3. Modification. Except as specifically provided otherwise herein, no modification of this Agreement shall be effective unless agreed to in writing by both parties in an amendment to this Agreement that is properly executed and approved in accordance with applicable law.

4. Severability. The terms of this Agreement are severable, and should any term or provision hereof be declared invalid or become inoperative for any reason, such invalidity or failure shall not affect the validity of any other term or provision hereof. The waiver of any breach of a term hereof shall not be construed as a waiver of any other term, or the same term upon subsequent breach.

5. Notices. All communications relating to the day-to-day activities for the work shall be exchanged between representatives of CDOT and HPTE. All communication, notices, and correspondence with respect to the performance of this Agreement shall be addressed to the individuals identified below. Either Party from time to time, designate in writing new or substitute representatives.

If to CDOT:

Brett J. Johnson, Director  
CDOT, OMPD  
4201 E. Arkansas Ave. Room 158  
Denver, CO 80222  
Email: brett.j.johnson@state.co.us

If to HPTE:

David I. Spector, Director  
HPTE  
4201 E. Arkansas Ave. Room 230  
Denver, CO 80222  
Email: david.spector@state.co.us

6. Maintenance of Records. Each Party shall maintain all books, documents, papers, accounting records and other evidence pertaining to the Project including, but not limited to, any costs incurred during the construction, operation and maintenance of the Project, and make such materials available to the other Party upon reasonable request.

7. Successors and Assigns. Except as otherwise provided herein, this Agreement shall inure to the benefit of and be binding upon the Parties hereto and their respective successors and assigns.

8. No Third Party Beneficiaries. No third party beneficiary rights or benefits of any kind are expressly or impliedly provided herein. It is expressly understood and agreed that the enforcement of the terms and conditions of this Agreement and all rights of action relating to such enforcement, shall be strictly reserved to the Parties hereto, and nothing

contained in this Agreement shall give or allow any such claim or right of action by any other third person.

9. Governmental Immunity. Notwithstanding any other provision of this Agreement to the contrary, no term or condition of this Agreement shall be construed or interpreted as a waiver, express or implied, of any of the immunities, rights, benefits, protection, or other provisions of the Colorado Governmental Immunity Act, Sections 24-10-101, *et seq.*, C.R.S., or the Federal Tort Claims Act, 28 U.S.C. 2671, *et seq.*, as applicable, as now or hereafter amended.

10. Adherence to Laws. At all times during the performance of this Agreement, the Parties shall strictly adhere to all applicable federal and state laws, rules, and regulations that have been or may hereafter be established, including, but not limited to state and federal laws respecting discrimination and unfair employment practices.

11. Availability of Funds. All payments pursuant to this agreement are subject to and contingent upon the continuing availability of funds appropriated for the purposes hereof. If any of said funds become unavailable, as determined by CDOT, either Party may immediately terminate or seek to amend this agreement, subject to the provisions set forth in Section V.1. hereof.

12. Choice of Law. The laws of the State of Colorado and rules and regulations issued pursuant thereto shall be applied in the interpretation, execution, and enforcement of this Agreement. Any provision of this Agreement, whether or not incorporated herein by reference, which provides for arbitration by any extra-judicial body or person or which is otherwise in conflict with said laws, rules, and regulations shall be considered null and void. Nothing contained in any provision incorporated herein by reference which purports to negate this or any other special provision in whole or in part shall be valid or enforceable or available in any action at law whether by way of complaint, defense, or otherwise. Any provision rendered null and void by the operation of this provision will not invalidate the remainder of this Agreement to the extent that the Agreement is capable of execution.

*Remainder of page left intentionally blank. Signature page follows.*

**IN WITNESS WHEREOF**, the parties hereto have executed this Agreement as of the day and year first above written.

STATE OF COLORADO  
JOHN W. HICKENLOOPER, Governor

COLORADO HIGH PERFORMANCE  
TRANSPORTATION ENTERPRISE

By: \_\_\_\_\_  
SHAILEN P. BHATT  
Executive Director  
DEPARTMENT OF TRANSPORTATION

By: \_\_\_\_\_  
DAVID I. SPECTOR  
HPTE Director

APPROVED:

CYNTHIA H. COFFMAN  
Attorney General

By: \_\_\_\_\_  
ASSISTANT ATTORNEY GENERAL

*Signature Page to the Amended and Restated  
C-470 Express Lanes Project Intra-agency Agreement.*

## EXHIBIT A

### Form of CDOT Backup Loan Agreement

THIS LOAN AGREEMENT, made this \_\_ day of \_\_\_\_\_, 20\_\_ by and between the State of Colorado for the use and benefit of THE COLORADO DEPARTMENT OF TRANSPORTATION (referred to herein as “CDOT” or the “Lender”) and the COLORADO HIGH PERFORMANCE TRANSPORTATION ENTERPRISE (referred to herein as “HPTE” or the “Borrower”) entered into pursuant to the Amended and Restated C-470 Express Lanes Project Intra-Agency Agreement, dated as of [ \_\_\_\_\_ ], 2017, between Lender and Borrower (the “Intra-Agency Agreement”).

### RECITALS

A. The Lender, is an agency of the State of Colorado authorized pursuant to Section 43-1-105, C.R.S. to plan, develop, construct, coordinate, and promote an integrated transportation system in cooperation with federal, regional, local and other state agencies.

B. The Borrower was authorized and created pursuant to Sections 43-4-806(1) and (2), C.R.S. as a government-owned business, a TABOR-exempt enterprise, and a division of CDOT, and is charged with aggressively pursuing innovative means of financing surface transportation projects.

C. The Transportation Commission of Colorado is the budgetary and policy-making body of the Lender and may, pursuant to Section 43-4-806(4), C.R.S. authorize the transfer of money from the state highway fund to the Borrower to defray expenses of the Borrower and, notwithstanding any state fiscal rule or generally accepted accounting principle that could otherwise be interpreted to require a contrary conclusion, such a transfer by the Lender to the Borrower shall, in accordance with Section 43-4-806(4), C.R.S. constitute a loan and shall not be considered a grant for purposes of Section 20(2)(d) of Article X of the State Constitution.

D. In furtherance of HPTE’s efforts to finance the Project (as defined below) and for the benefit of CDOT, HPTE has entered into that certain Master Trust Indenture dated as of March 1, 2017 (the “Master Trust Indenture”), as supplemented by a First Supplemental Trust Indenture dated as of March 1, 2017 (the “First Supplemental Indenture”), each between HPTE and Zions Bank, a division of ZB, National Association, as Trustee (the “Trustee”), as well as that certain TIFIA Loan Agreement, dated as of March 1, 2017, with the United States Department of Transportation, an agency of the United States of America, acting by and through the Executive Director of the Build America Bureau (the “TIFIA Loan Agreement”), which loan will be evidenced by a bond (the “2017 TIFIA Bond”) issued to the TIFIA Lender pursuant to the Master Trust Indenture, as supplemented by a Second Supplemental Trust Indenture dated as of March 1, 2017 (the “Second Supplemental Indenture”) between HPTE and the Trustee

(collectively, the “Financing Agreements”) to finance a portion of the Project (as defined in the Intra-Agency Agreement).

E. The Borrower has requested a loan from the Lender in the amount of \$[Requested Amount] to satisfy the HPTE O&M Obligations (as defined in the Intra-Agency Agreement) because [description].

F. The Transportation Commission has approved this loan request and authorized the Lender to make a loan to the Borrower in the amount of \$[Principal Amount], and has allocated funds, in its sole discretion, for such purpose.

G. Authority exists in the law and a sufficient unencumbered balance thereof remains available in [Fund 400] to lend to the Borrower.

H. This Agreement is executed under the authority of Section 43-4-806(4), C.R.S. and by resolution of the HPTE Board of Directors.

**NOW, THEREFORE, IN CONSIDERATION OF THE FOREGOING RECITALS, THE PARTIES HEREBY AGREE AS FOLLOWS:**

## **ARTICLE I LOAN AND CLOSING**

**Section 1.01. Loan and Promissory Note.** Pursuant to the terms of the Intra-Agency Agreement and this Agreement, the Lender hereby agrees to loan \$[Principal Amount] (the “Principal Amount”) to the Borrower and the Borrower agrees to pay the Lender the Principal Amount of the loan, plus interest on the terms described herein (collectively, the “Loan”). The Borrower’s obligation to pay the Lender the principal of and interest on the Loan is evidenced by a promissory note (the “Note”) in the form attached hereto as Attachment 1.

**Section 1.02. Closing.** The Lender shall deliver the principal amount of the Loan to the Borrower, by means of a transfer immediately available funds to Borrower on a date mutually agreed to by the Borrower and the Lender (such date is referred to as the “Closing Date”).

## **ARTICLE II LOAN OBLIGATIONS**

**Section 2.01. Principal and Interest Payments.** The Borrower shall pay to the Lender the principal amount of the Loan plus accrued interest in accordance with Section 2.07 hereof, or the Borrower may make prepayments in accordance with Section 2.05 hereof (a “Prepayment Date”) only to the extent permitted under the Financing Agreements.

**Section 2.02. Lender Invoice and Reports.** The Lender shall forward an invoice that includes the amount of principal and interest that shall be due to the Borrower at least thirty days before the next scheduled payment is due.

**Section 2.03. Interest.** Interest shall accrue on the principal amount of the Loan from the Closing Date through the day preceding the Maturity Date or Prepayment Date at the Interest Rate (defined in Section 2.04 hereof), computed on the basis of a 360-day year of twelve 30-day months.

**Section 2.04. Interest Rate.** “Interest Rate” means a rate of interest equal to the rate of interest established and adopted by resolution by the Colorado Transportation Commission for loans made by the Colorado state infrastructure bank pursuant to 2 CCR 605-1, Rule V (2), and in effect as of the date hereof.

**Section 2.05. Optional Prepayment.** The Borrower, at its option, may prepay the Loan in whole by paying the Lender the outstanding principal amount or a portion of the Loan, plus accrued interest to the Prepayment Date as selected by the Borrower.

**Section 2.06. Resource Pledge for Repayment.** The Borrower’s obligation to pay the principal and interest on the Loan and any other amounts payable by the Borrower hereunder (the “Loan Obligations”) are extraordinary limited obligations of the Borrower payable solely from net revenues generated by the Project in accordance with the terms of the Financing Agreements.

**Section 2.07. Repayment Schedule.** The Borrower shall make equal installments of \$[Payment Amount] to the Lender each [Payment Period] beginning on [First Payment Due Date]; and continuing each [Payment Period] thereafter for [Number of Payments] consecutive [Payment Periods].

**Section 2.08. Remittance.** All loan payments shall be made payable to the Colorado Department of Transportation, and sent to the Lender’s accounting branch at 4201 East Arkansas Avenue, Room 212, Denver, CO 80222, or to such other place or person as may be designated by the Lender in writing.

### **ARTICLE III DEFAULT AND TERMINATION**

**Section 3.01. Event of Default.** Borrower default (“Event of Default”) is governed by Section IV of the Intra-Agency Agreement.

**Section 3.02. Remedies.** Lender’s remedies against a Borrower Event of Default are governed by Section IV of the Intra-Agency Agreement.

**Section 3.03. Remedies Neither Exclusive Nor Waived.** No remedy under Section 3.02 hereof is intended to be exclusive, and each such remedy shall be cumulative and in addition to the other remedies. No delay or failure to exercise any remedy shall be construed to be a waiver of an Event of Default.

**Section 3.04. Waivers.** The Lender may waive any Event of Default and its consequences. No waiver of any Event of Default shall extend to or affect any subsequent or any other then existing Event of Default.

#### **ARTICLE IV TERMINATION**

**Section 4.01.** Subject to the terms of the Intra-Agency Agreement, this Agreement may be terminated as follows:

(a) Termination for Cause. If, through any cause, the Borrower shall fail to fulfill, in a timely and proper manner, its obligations under this Agreement, or if the Borrower shall violate any of the covenants, agreements, or stipulations of this Agreement, the Lender shall thereupon have the right to terminate this Agreement for cause by giving written notice to the Borrower of its intent to terminate and at least thirty (30) days' opportunity to cure the default or show cause why termination is otherwise not appropriate. Notwithstanding above, the Borrower shall not be relieved of liability to the Lender for any damages sustained by the Lender by virtue of any breach of this Agreement by the Borrower.

(b) Termination Due to Loss of Funding. The parties hereto expressly recognize that the Loan is made to the Borrower with State funds which are available to the Lender for the purposes of making a loan for the purposes described herein, and therefore, the Borrower expressly understands and agrees that all its rights, demands and claims to a loan arising under this Agreement are contingent upon availability of such funds to the Lender. In the event that such funds or any part thereof are not available to the Lender, the Lender may immediately terminate or amend this Agreement.

*[Signature page follows.]*

STATE OF COLORADO  
JOHN W. HICKENLOOPER, Governor

COLORADO HIGH PERFORMANCE  
TRANSPORTATION ENTERPRISE

By: \_\_\_\_\_  
SHAILEN P. BHATT  
Executive Director  
DEPARTMENT OF TRANSPORTATION

By: \_\_\_\_\_  
DAVID I. SPECTOR  
HPTE Director

APPROVED:

CYNTHIA H. COFFMAN  
Attorney General

By: \_\_\_\_\_  
ASSISTANT ATTORNEY GENERAL

**ALL AGREEMENTS REQUIRE APPROVAL BY THE STATE CONTROLLER**

Section 24-30-202, C.R.S. requires that the State Controller to approve all agreements. This Agreement is not valid until the State Controller, or such assistant as he may delegate, has signed it.

<p><b>STATE CONTROLLER</b> <b>Robert Jaros, CPA, MBA, JD</b></p> <p>By: _____</p> <p>Date: _____</p>
--

*[Signature page to CDOT Backup Loan Agreement ].*

**Attachment 1  
NOTE**

\$ \_\_\_\_\_  
\_\_\_\_\_

For VALUE RECEIVED, THE COLORADO HIGH PERFORMANCE TRANSPORTATION ENTERPRISE (the “Maker”) subject to and in accordance with a Loan Agreement dated the [Date], promises to pay to the Colorado Department of Transportation (the “Holder”) the principal sum of \$[Principal Amount], with interest from date at the rate [Interest Rate]% per annum on the balance from time to time remaining unpaid. The said principal and interest shall be payable in lawful money of the United States of America at 4201 East Arkansas Avenue, Rm. 212, Denver, CO 80222 or at such place as may hereafter be designated by written notice from the Holder to the Maker hereof, on the date and in the manner following:

The Maker shall make equal installments of \$[Payment Amount] to the Lender each [Payment Period] beginning on [First Payment Due Date]; and continuing each [Payment Period] thereafter for [Number of Payments] consecutive [Payment Periods]. [*Or replace by reference to the agreed repayment schedule*].

COLORADO HIGH PERFORMANCE  
TRANSPORTATION ENTERPRISE

By: \_\_\_\_\_

Its: \_\_\_\_\_

Attest: \_\_\_\_\_

## DIRECT AGREEMENT

This **DIRECT AGREEMENT** (this “**Direct Agreement**”) dated as of [\_\_\_\_], 2017 (the “**Effective Date**”), is made by and among the (i) COLORADO DEPARTMENT OF TRANSPORTATION, an agency of the State of Colorado (“**CDOT**”), (ii) COLORADO HIGH PERFORMANCE TRANSPORTATION ENTERPRISE, a government-owned business and a division of CDOT (the “**HPTE**” or “**Borrower**”) and (iii) UNITED STATES DEPARTMENT OF TRANSPORTATION, an agency of the United States, acting by and through the Executive Director of the Build America Bureau (“**USDOT**” or the “**TIFIA Lender**”).

### PRELIMINARY STATEMENTS

(1) On [\_\_\_\_], 2017, CDOT and the HPTE entered into that certain Amended and Restated C-470 Express Lanes Project Intra-Agency Agreement, as it may be modified or amended from time to time in accordance with its terms (the “**CDOT - HPTE IAA**”), relating to the Project (as defined in the TIFIA Loan Agreement (as defined below));

(2) CDOT has also entered into that certain Design-Build Contract, dated as of June 16, 2016, between CDOT and Flatiron | AECOM LLC, as it may be amended from time to time in accordance with its terms (the “**Design-Build Contract**”); and

The foregoing agreements in paragraphs (1) and (2) above, together with any CDOT O&M Loan Agreement entered into from time to time pursuant to the CDOT - HPTE IAA, are herein collectively referred to as the “**CDOT Agreements**”.

(3) The HPTE has entered into a Master Trust Indenture, dated as of [\_\_\_\_], 2017 (as amended, amended and restated, supplemented or otherwise modified from time to time, the “**Master Trust Indenture**”) with Zions Bank, a division of ZB, National Association, as trustee (together with its successors, designees and assigns in such capacity, the “**Trustee**”), pursuant to which the HPTE intends to issue or incur debt obligations in order to raise financing for a portion of the development and construction of the Project.

(4) In reliance on the support for the Project provided by CDOT pursuant to the CDOT Agreements and upon the assignment by the HPTE of the Trust Estate to the Trustee pursuant to (and as defined in) the Master Trust Indenture, USDOT desires to make available to the HPTE a loan pursuant to that certain TIFIA Loan Agreement, dated as of the date hereof, by and between USDOT and the HPTE (as amended, amended and restated, supplemented or otherwise modified from time to time, the “**TIFIA Loan Agreement**”) for the purpose of financing certain costs in connection with the construction and development of the Project.

(5) It is a condition to the consummation of the transactions contemplated by the TIFIA Loan Agreement that CDOT and the HPTE enter into this Direct Agreement to provide certain assurances and agreements, as further described below, in connection with the CDOT Agreements and the transactions contemplated thereby.

NOW, THEREFORE, in consideration of the foregoing premises and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, CDOT, the HPTE, and USDOT (each, a “**Party**”) hereby agree as follows:

**Section 1.** Defined Terms. All capitalized terms not defined herein shall have the meanings ascribed to them in the TIFIA Loan Agreement.

**Section 2.** Compliance with Laws, etc. CDOT agrees to comply in all material respects with all applicable material federal and State laws, including all items set forth in Exhibit E to the TIFIA Loan Agreement.

**Section 3.** Compliance with CDOT Agreements. CDOT agrees to take all action necessary to comply with its obligations, covenants and responsibilities set forth in the CDOT Agreements.

**Section 4.** Conditions Precedent. Notwithstanding anything in this Direct Agreement to the contrary, this Direct Agreement shall not become effective until the following conditions precedent shall have been satisfied:

(a) CDOT shall have delivered to the TIFIA Lender a certificate in the form attached hereto as **Exhibit A** (i) designating CDOT’s Authorized Representative, and (ii) confirming such person’s position and incumbency.

(b) CDOT shall have delivered to the TIFIA Lender a legal opinion, in form and substance satisfactory to the TIFIA Lender (including those opinions set forth on **Exhibit B**), from the Office of the Attorney General of the State.

**Section 5.** Representations and Warranties of CDOT. CDOT hereby represents and warrants as of the date of execution of this Direct Agreement and as of each date on which any disbursement of the TIFIA Loan is requested or made:

(a) CDOT is an agency of the State of Colorado and, as authorized by the Transportation Commission, has taken all necessary action authorizing it to execute, deliver and perform its obligations under the CDOT Agreements, including this Direct Agreement.

(b) Upon execution and delivery of this Direct Agreement, CDOT is not in default of any of the terms of or its obligations under the CDOT Agreements or this Direct Agreement.

(c) Except for the USACE Permit, CDOT has obtained, maintains in full force and effect, and has complied in all material respects with, all necessary governmental authorizations and consents and approvals of any other Person necessary as of the time this representation and warranty is made for the development, construction, operation and maintenance of the Project and that are required for CDOT to execute, deliver and perform its obligations under the CDOT Agreements.

(d) As of the Effective Date, the officers of CDOT executing this Direct Agreement (or that previously executed) and any of the other CDOT Agreements, and any

certificates or instruments related thereto, are (or were at the time of such execution) duly and properly in office and fully authorized to execute the same on behalf of CDOT.

(e) The execution and delivery of this Direct Agreement and any of the CDOT Agreements, the consummation of the transactions contemplated herein or therein and the fulfillment of or compliance with the terms and conditions of this Direct Agreement or any CDOT Agreement will not (i) conflict in any material respect with, or constitute a violation, breach or default (whether immediately or after notice or the passage of time or both) by CDOT of or under, any applicable law, administrative rule or regulation, any applicable court or administrative decree or order, or any indenture, mortgage, deed of trust, loan agreement, lease, contract or other agreement or instrument to which CDOT is a party or by which it or its properties or assets are otherwise subject or bound, or (ii) result in the creation or imposition of any Lien upon the Project other than Permitted Liens.

(f) CDOT is in compliance in all material respects with, and has conducted (or caused to be conducted) its business and government functions related to the Project and the business and operations of the Project in compliance in all material respects with, all applicable laws, to the extent applicable. To CDOT's knowledge, each Principal Project Party is, and has caused its respective contractors and subcontractors to be, in compliance in all material respects with all applicable laws, including those set forth on Exhibit E to the TIFIA Loan Agreement, to the extent applicable. No notices of violation of any applicable law have been issued, entered or received by CDOT or, to CDOT's knowledge and solely in respect of the Project or any Principal Project Contract, any Principal Project Party, other than, in each case, notices of violations that are immaterial.

(g) As of the Effective Date, except as set forth in Schedule 14(f) of the TIFIA Loan Agreement, there is no action suit, proceeding or, to the knowledge of CDOT, any inquiry or investigation, in any case before or by any court or other Governmental Authority pending or, to the knowledge of CDOT, threatened against or affecting the Project or the ability of CDOT to execute, deliver and perform its respective obligations under any of the CDOT Agreements or this Direct Agreement. As of the Effective Date and as of each other date on which the representations and warranties herein are made or confirmed, there is no action, suit, proceeding or, to the knowledge of CDOT, any inquiry or investigation before or by any court or other Governmental Authority pending, or to the knowledge of CDOT, threatened against or affecting the Project, CDOT or the assets, properties or operations of CDOT that in any case could reasonably be expected to result in a Material Adverse Effect. To CDOT's knowledge, there are no actions of the type described above pending, threatened against, or affecting any of the Principal Project Parties except for matters arising after the Effective Date that could not reasonably be expected to result in a Material Adverse Effect. CDOT is not in default (and no event has occurred and is continuing that, with the giving of notice or the passage of time or both, could constitute a default) with respect to any Governmental Approval, which default could reasonably be expected to result in a Material Adverse Effect.

(h) Each Principal Project Contract to which CDOT is a party and in effect as of any date on which this representation and warranty is made is in full force and effect and all conditions precedent to the obligations of the respective parties under each such Principal Project Contract have been satisfied. No event has occurred that gives CDOT or, to CDOT's

knowledge, any Principal Project Party, the right to terminate any such Principal Project Contract. CDOT is not in breach of any material term in or in default under any of such Principal Project Contracts, and to the knowledge of CDOT, no other party to any of such agreements or contracts is in breach of any material term therein or in default thereunder.

(i) The information furnished by CDOT to the TIFIA Lender, when taken as a whole, does not contain any untrue statement of a material fact or omit to state any material fact necessary to make the statements contained therein not misleading as of the date made or furnished; provided that no representation or warranty is made with regard to projections or other forward-looking statements.

(j) Neither CDOT nor, to the knowledge of CDOT, any Principal Project Party:

(i) is in violation of or, since the date that is five (5) years prior to the Effective Date, has violated: (A) any applicable anti-money laundering laws, including those contained in the Bank Secrecy Act and the Patriot Act; (B) any applicable economic sanction laws administered by OFAC or by the United States Department of State; or (C) any applicable anti-drug trafficking, anti-terrorism, or anti-corruption laws, civil or criminal; or

(ii) is a Person (A) that is charged with, or has received notice from a Governmental Authority that it is under investigation for, any violation of any such laws; (B) that has been, since the date that is five (5) years prior to the Effective Date, convicted of any violation of, has been subject to criminal or civil penalties pursuant to, had any of its property seized or forfeited under, or has entered into any agreement with the Government or a state or local government related to violations of any such laws; (C) that is named on the list of “Special Designated Nationals or Blocked Persons” maintained by OFAC (or any successor Government office or list), or any similar list maintained by the United States Department of State (or any successor Government office or list); (D) with whom any U.S. Person (as defined by the applicable OFAC regulations) is prohibited from transacting business of the type contemplated by this Agreement and the other Related Documents under any other applicable law; or (E) with respect to a Principal Project Party, that is owned (other than any Person beneficially owning or holding five percent (5%) or less of the equity interests of such Principal Project Party), Controlled by, or affiliated with any Person identified in clause (A), (B), (C) or (D) of this clause (ii).

**Section 6.** Representations and Warranties of the TIFIA Lender. The TIFIA Lender represents and warrants that:

(a) The TIFIA Lender has all requisite power and authority to perform all transactions contemplated by this Direct Agreement.

(b) This Direct Agreement has been duly authorized, executed and delivered by the TIFIA Lender, and is a legally valid and binding agreement of the TIFIA Lender, enforceable in accordance with its terms.

(c) The officer of the TIFIA Lender executing this Direct Agreement is duly and properly in office and fully authorized to execute the same on behalf of the TIFIA Lender.

**Section 7. Additional CDOT Covenants and Acknowledgments.** CDOT hereby covenants and agrees to the covenants contained in Section 16(b), 16(d)(i), 16(d)(ii), 16(e), 16(f)(i), 16(f)(ii), 16(f)(v), 16(f)(vi), 16(q)(i) and Section 17(b), 17(c), 17(d)(ii), 17(h), and 17(l) of the TIFIA Loan Agreement as though each such covenant was set forth herein, in each case to the extent applicable to CDOT. CDOT further hereby covenants and agrees to the following covenants and acknowledgements:

(a) CDOT agrees to maintain insurance in regard to the Project as required to comply with Section 16(f) of the TIFIA Loan Agreement, and to deliver to the HPTE all insurance brokers' letters, certificates of insurance, and other documents required to comply with such Section 16(f). Promptly upon request by the TIFIA Lender, CDOT shall deliver to the TIFIA Lender copies of any underlying insurance policies obtained by or on behalf of CDOT in respect of the Project. All such policies shall be available at all reasonable times for inspection by the TIFIA Lender, its agents and representatives.

(b) CDOT's failure to substantially complete the Project, as generally described in the Application and NEPA Determination by the Projected Substantial Completion Date will constitute a Development Default pursuant to Section 20(a)(iii) of the TIFIA Loan Agreement, subject to CDOT's opportunity to cure such Development Default as described in Section 20(a)(iii) of the TIFIA Loan Agreement.

(c) CDOT's failure to cause its contractors to, at all times, maintain with responsible insurers, to the extent available from responsible insurers at reasonable rates, or through a program of self-insurance (or a combination thereof), all such insurance on the Project as is customarily maintained by CDOT with respect to works and properties of like character against accident to, loss of or damage to such works or properties shall, subject to the cure provisions of the TIFIA Loan Agreement, constitute an Event of Default under the TIFIA Loan Agreement.

(d) CDOT shall not change the fundamental nature of the Project, including any change to the C-470 Express Lanes' use as tolled lanes.

(e) CDOT shall or shall cause HPTE to, within five (5) Business Days after CDOT learns of the occurrence, give the TIFIA Lender notice of any of the following events, setting forth details of such event:

- (i) Events of Defaults - any event of default under any CDOT Agreement or any event which, given notice or the passage of time or both, would constitute an event of default under any CDOT Agreement;

- (ii) Litigation - the filing of any actual litigation, suit or action, or the delivery to CDOT of any written claim, which could reasonably be expected to have a material adverse effect upon the Project or its revenues and expenses, the Pledged Revenues, or upon CDOT and its performance under any CDOT Agreement;
- (iii) Other Adverse Events - the occurrence of any other event or condition, which could reasonably be expected to have a material adverse effect upon the Project or its revenues and expenses, the Pledged Revenues, or upon CDOT and its performance under any CDOT Agreement;
- (iv) Delayed Governmental Approvals - any failure to receive or delay in receiving any Governmental Approval or making any required filing, notice, recordation or other demonstration to or with a Governmental Authority, in each case to the extent such failure or delay will or could reasonably be expected to result in a delay to any major milestone date (including the Projected Substantial Completion Date) set forth in the Construction Schedule, together with a written explanation of the reasons for such failure or delay and the CDOT's plans to remedy or mitigate the effects of such failure or delay;
- (v) Environmental Notices - any material notice of violation under any Environmental Law related to the Project or any material changes to the NEPA Determination;
- (vi) Insurance Claim - any insurance claims made by CDOT or a Construction Contractor in respect of the Project in excess of \$[1,000,000] either individually or in the aggregate, to the extent related to the Project or to the extent the proceeds from such insurance claim would be deposited into a Project Account;
- (vii) Uncontrollable Force - the occurrence of any Uncontrollable Force that could reasonably be expected to result in a Material Adverse Effect; and
- (viii) Events of Nonallocation - any decision by CDOT or the Transportation Commission not to allocate funds for, or lend all or any portion of, the amount requested by the Borrower as a CDOT O&M Loan pursuant to the CDOT – HPTE IAA.

(f) CDOT acknowledges and agrees that HPTE shall not make any payments to CDOT pursuant to any CDOT O&M Loan Agreement unless, as of any proposed date for such payment, HPTE shall have paid to the TIFIA Lender all TIFIA Debt Service (including all TIFIA Mandatory Debt Service and TIFIA Scheduled Debt Service) that has become due and payable on such date or on any date prior to such proposed payment, including any TIFIA Scheduled Debt Service not paid as of the scheduled date for payment of such TIFIA Scheduled Debt Service.

(g) Notwithstanding anything to the contrary in the CDOT – HPTE IAA (including Paragraph 5 of Section V thereof), CDOT shall maintain all records and files relating to the Project, the Pledged Revenues or the TIFIA Loan until three (3) years after the later of the date on which (i) all rights and duties under the TIFIA Loan Agreement and under the TIFIA Bond (including payments) have been fulfilled and any required audits have been performed and (ii) any litigation relating to the Project, the Pledged Revenues, the TIFIA Loan or the TIFIA Loan Agreement is finally resolved or, if the TIFIA Lender has reasonable cause to extend such date, a date to be mutually agreed upon by the TIFIA Lender and CDOT.

(h) CDOT shall not take any action to reorganize, consolidate with, or merge HPTE into another Person unless such merger or consolidation is with or into another entity established and Controlled by CDOT, and in each case, including reorganization, does not adversely affect or impair to any extent or in any manner (i) the Pledged Revenues or other elements of the Trust Estate, or (ii) the availability of the Pledged Revenues for the payment and security of the obligations of HPTE under this Direct Agreement. CDOT acknowledges that a reorganization of HPTE that does not satisfy the requirements of the preceding sentence shall be an event of default under the TIFIA Loan Agreement.

**Section 8.** Accounting and Audit Procedures; Reports and Records. For the period through Substantial Completion (as defined in the TIFIA Loan Agreement), CDOT shall or shall cause HPTE to provide the TIFIA Lender with written notification, at least thirty (30) days prior to instituting any increase or decrease to the Project Budget in an amount equal to or greater than \$2,500,000, setting forth the nature of the proposed increase or decrease and estimating the impact of such increase or decrease on the capital costs, operating costs, and the Financial Plan. CDOT's notice shall demonstrate that the proposed increase or decrease is necessary or beneficial to the Project and does not materially impair CDOT's ability to comply with its respective obligations under the Related Documents.

**Section 9.** Subject to Annual Allocation. The covenants, acknowledgements, and obligations of CDOT under this Direct Agreement and the CDOT Agreements relating to the provision of any CDOT O&M Loan are subject to allocation of moneys therefor by the Transportation Commission in its sole discretion, and shall not be deemed or construed as creating an indebtedness of CDOT within the meaning of any provision of the Colorado Constitution or the laws of the State concerning or limiting the creation of indebtedness of CDOT, and shall not constitute a multiple fiscal year direct or indirect debt or other financial obligation of CDOT within the meaning Section 20(4) of Article X of the Colorado Constitution.

**Section 10.** No Liability for TIFIA Loan. Nothing in this Direct Agreement shall be construed to mean that the CDOT is liable under the TIFIA Loan Agreement for the debt of the HPTE, as Borrower under the TIFIA Loan Agreement.

**Section 11.** Project Monitoring. The TIFIA Lender shall have the right in its sole discretion to monitor (or direct its agents to monitor) development, including but not limited to environmental compliance, design, right-of-way acquisition, and construction of the Project pursuant to the TIFIA Loan Agreement. CDOT shall be responsible for administering construction oversight of the Project in accordance with the Design-Build Contract. CDOT agrees to cooperate in good faith with the TIFIA Lender in the conduct of such monitoring by

promptly providing the TIFIA Lender with such reports, documentation or other information as shall be requested by the USDOT, or its agents, including any independent engineer reports, documentation or information, should an independent engineer be retained by or at the request of CDOT or the HPTE. Further, CDOT agrees to furnish to HPTE and reports and documents required to comply with Sections 21 and 22 of the TIFIA Loan Agreement.

**Section 12. Sovereign Immunity.** CDOT has no immunity from the jurisdiction of any court of competent jurisdiction or from any legal process therein which could be asserted in any action to enforce the obligations of CDOT under this Direct Agreement or under any of the CDOT Agreements. To the fullest extent permitted by applicable law, CDOT agrees that it will not assert any immunity (and hereby waives any such immunity) it may have as a governmental entity from lawsuits, other actions and claims, and any judgments with respect to the enforcement of any of the obligations of CDOT under this Direct Agreement or under any of the CDOT Agreements.

**Section 13. No Personal Recourse.** No official, employee or agent of the TIFIA Lender or CDOT or any person executing this Direct Agreement shall be personally liable on this Direct Agreement by reason of the issuance, delivery or execution hereof.

**Section 14. CDOT's Authorized Representative.** CDOT shall at all times have appointed an authorized representative by designating such person or persons from time to time to act on CDOT's behalf pursuant to a written certificate furnished to the TIFIA Lender and the Servicer (as defined in the TIFIA Loan Agreement), if any, containing the specimen signature or signatures of such person or persons and signed by CDOT (each such person, "**CDOT's Authorized Representative**").

**Section 15. TIFIA Lender's Authorized Representative.** Pursuant to Section 27 of the TIFIA Loan Agreement, the TIFIA Lender shall at all times have appointed a TIFIA Lender's Authorized Representative by designating such person or persons from time to time to act on the TIFIA Lender's behalf pursuant to a written certificate furnished to HPTE, CDOT and the Servicer, if any, containing the specimen signature or signatures of such person or persons and signed by the TIFIA Lender. Pursuant to the Delegation, the Director of the Credit Office of the Build America Bureau may act and serve as the TIFIA Lender's Authorized Representative under this Direct Agreement, in addition to the Executive Director of the Build America Bureau for the purposes set forth herein.

**Section 16. Amendments and Waivers.** No amendment, modification, termination or waiver of any provision of this Direct Agreement shall in any event be effective without the written consent of the Parties hereto.

**Section 17. Governing Law.** This Direct Agreement shall be governed by the federal laws of the United States if and to the extent such federal laws are applicable and the internal laws of the State of Colorado, if and to the extent such federal laws are not applicable.

**Section 18. Severability.** In case any provision in or obligation under this Direct Agreement shall be invalid, illegal or unenforceable in any jurisdiction, the validity,

legality and enforceability of the remaining provisions or obligations, or of such provision or obligation in any other jurisdiction, shall not in any way be affected or impaired thereby.

**Section 19. Successors and Assigns.** This Direct Agreement shall be binding upon the Parties hereto and their respective successors and assigns and shall inure to the benefit of the Parties hereto and the successors and assigns of the TIFIA Lender. None of CDOT or the HPTE may sell, assign, transfer or delegate any of its rights or obligations under this Direct Agreement without the prior written consent of the TIFIA Lender; provided, however, that the TIFIA Lender expressly consents to the assignment by HPTE of its rights, title and interest in this Direct Agreement to the Trustee under the Master Trust Indenture.

**Section 20. Remedies Not Exclusive.** No remedy conferred herein or reserved to the TIFIA Lender is intended to be exclusive of any other available remedy or remedies, but each and every such remedy shall be cumulative and shall be in addition to every other remedy given hereunder or now or hereafter existing at law or in equity or by statute.

**Section 21. Delay or Omission Not Waiver.** No waiver by the TIFIA Lender of any breach by CDOT of any of its obligations, agreements or covenants hereunder shall be deemed a waiver of any subsequent breach, or a waiver of any other obligation, agreement or covenant, and no delay or omission of the TIFIA Lender to exercise any right or remedy provided hereunder upon a default of CDOT (except a delay or omission pursuant to a written waiver) shall impair any such right or remedy or constitute a waiver of any such default or acquiescence therein. Every right and remedy given by this Direct Agreement or by law to the TIFIA Lender may be exercised from time to time, and as often as may be deemed expedient by the TIFIA Lender.

**Section 22. Notices.** All notices and other communications hereunder shall be in writing (including by facsimile), shall be deemed to have been duly given when delivered by hand, or in the case of notice given by mail or email, when received, and shall be addressed: (a) if to CDOT, at 4201 E. Arkansas Avenue, Denver, Colorado 80222, Attention: [Executive Director], telephone: [●], email: []; (b) if to the HPTE, at Colorado High Performance Transportation Enterprise, 4201 E. Arkansas Avenue, #230, Denver, Colorado 80222, Attention: [David Spector], HPTE Director, telephone: [303-757-9607], email: [●]; (c) if to USDOT, at Build America Better Bureau, Room W12-464, 1200 New Jersey Avenue, SE, Washington, D.C. 20590, Attention: Director, Office of Credit Programs telephone: [●], email: BureauOversight@dot.gov; with copies to: Federal Highway Administration, Colorado Division Office, 12300 W. Dakota Avenue, Suite 180, Lakewood, CO 80229, Attention: Division Administrator, telephone: 720-963-3000, email: Colorado.fhwa@dot.gov or (d) to such other address or addresses as any Party may designate by notice given pursuant to the Parties hereto.

**Section 23. Miscellaneous.**

(a) USDOT is hereby authorized to demand specific performance of this Direct Agreement, whether or not the HPTE shall have complied with any of the provisions hereof or of the CDOT - HPTE IAA applicable to it, at any time when CDOT shall have failed to comply with any of the provisions of this Direct Agreement applicable to it. CDOT irrevocably

waives any defense based on the adequacy of a remedy at law, which might be asserted as a bar to such remedy of specific performance.

(b) Neither this Direct Agreement nor any of the terms hereof may be terminated, amended, supplemented, waived or modified except by an instrument in writing signed by each Party.

(c) CDOT shall fully cooperate with USDOT and perform all additional acts reasonably requested by USDOT to effect the purposes of this Direct Agreement. The Parties hereto agree that each of them shall take such further action and shall execute and deliver such additional documents and instruments (in recordable form, if requested) as USDOT may reasonably request to effectuate the terms of this Direct Agreement.

**Section 24.** Counterparts. This Direct Agreement and any amendments, waivers, consents or supplements hereto or in connection herewith may be executed in any number of counterparts and by different Parties hereto in separate counterparts, each of which when so executed and delivered shall be deemed an original, but all such counterparts together shall constitute but one and the same instrument; signature pages may be detached from multiple separate counterparts and attached to a single counterpart so that all signature pages are physically attached to the same document.

**Section 25.** Effectiveness. This Direct Agreement shall be effective on the Effective Date.

*[Signature Pages Follow]*

IN WITNESS WHEREOF, the Parties hereto have executed this Direct Agreement as of the date first above written.

**COLORADO DEPARTMENT OF  
TRANSPORTATION**

By: \_\_\_\_\_  
Name: Shailen P. Bhatt  
Title: Executive Director

LEGAL REVIEW:

Cynthia H. Coffman,  
Attorney General

By: \_\_\_\_\_  
Assistant Attorney General

*[Signature Page to Direct Agreement]*

**COLORADO HIGH PERFORMANCE  
TRANSPORTATION ENTERPRISE**

By: \_\_\_\_\_  
Name: David I Spector  
Title: HPTE Director

LEGAL REVIEW:

Cynthia H. Coffman,  
Attorney General

By: \_\_\_\_\_  
Assistant Attorney General

*[Signature Page to Direct Agreement]*

**UNITED STATES DEPARTMENT OF  
TRANSPORTATION, acting by and  
through the Executive Director of the  
Build America Bureau**

By: \_\_\_\_\_

Name: Martin Klepper

Title: Executive Director

*[Signature Page to Direct Agreement]*

**EXHIBIT A  
INCUMBENCY CERTIFICATE**

The undersigned certifies that he/she is the Executive Director of the COLORADO DEPARTMENT OF TRANSPORTATION, an agency of the State of Colorado (the “CDOT”), and as such he/she is authorized to execute this certificate and further certifies that the following persons have been elected or appointed, are qualified, and are now acting as officers or authorized persons of CDOT in the capacity or capacities indicated below, and that the signatures set forth opposite their respective names are their true and genuine signatures. He/She further certifies that any of the officers listed below is authorized to sign agreements and give written instructions with regard to any matters pertaining to the Direct Agreement and/or the other CDOT Agreements as the CDOT’s Authorized Representative (each as defined in that certain Direct Agreement, dated as of the date hereof, between CDOT, Colorado High Performance Transportation Enterprise, and the United States Department of Transportation, acting by and through the Executive Director of the Build America Bureau):

<u>Name</u>	<u>Title</u>	<u>Signature</u>
[_____]	[_____]	_____
[_____]	[_____]	_____
[_____]	[_____]	_____
[_____]	[_____]	_____
[_____]	[_____]	_____

IN WITNESS WHEREOF, the undersigned has executed this certificate as of this \_\_\_\_\_ day of [\_\_\_\_], 2017.

[\_\_\_\_\_]

By: \_\_\_\_\_  
 Name:  
 Title:

**EXHIBIT B**  
**OPINIONS REQUIRED OF COUNSEL TO CDOT**

An opinion of the counsel of CDOT, dated as of the Effective Date, to the effect that: (a) CDOT is duly formed, validly existing, and in good standing under the laws of the State of Colorado; (b) CDOT has all requisite power and authority to conduct its business and to execute and deliver, and to perform its obligations under the Direct Agreement and each of the CDOT Agreements; (c) the execution and delivery by CDOT of, and the performance of its respective obligations under, the Direct Agreement and each of the CDOT Agreements, have been duly authorized by all necessary organizational or regulatory action; (d) CDOT has duly executed and delivered Direct Agreement and each of the CDOT Agreements and each such document constitutes the legal, valid and binding obligation of CDOT; enforceable against CDOT in accordance with their respective terms; (e) no authorization, consent, or other approval of, or registration, declaration or other filing with any governmental authority of the United States of America or of the State is required on the part of CDOT for the execution and delivery by CDOT of, and the performance of CDOT under, the Direct Agreement and each of the CDOT Agreements other than authorizations, consents, approvals, registrations, declarations and filings that have already been timely obtained or made by CDOT; (f) the execution and delivery by CDOT of, and compliance with the provisions of, the Direct Agreement and each of the CDOT Agreements in each case do not (i) violate the Organizational Documents of CDOT, (ii) violate the law of the State or (iii) conflict with or constitute a breach of or default under any material agreement or other instrument known to such counsel to which CDOT is a party, or to the best of such counsel's knowledge, after reasonable review, any court order, consent decree, statute, rule, regulation or any other law to which CDOT is subject; and (g) to counsel's knowledge after due inquiry, there are no pending actions, suits, proceedings or investigations against CDOT or any other party by or before any court, arbitrator or any other governmental authority in connection with the Direct Agreement, the CDOT Agreements, or the Project other than the case Highlands Ranch Neighborhood Coalition v. Colorado Department of Transportation (Civil Action No. 16-cv-01089) before the U.S. District Court for Colorado.



Date: February 16, 2017

To: Colorado Transportation Commission

From: David Spector, HPTE Director; Josh Laipply, CDOT Chief Engineer

Subject: Reallocation Options for C-470 RAMP Funds:

#### Purpose

The purpose of this memo is to summarize the RAMP reallocation options on the C-470 Express Lanes Project, to put forward a staff recommendation, and to recommend its approval.

#### Action

The Transportation Commission is asked to adopt a resolution to address the allocation of excess RAMP funds related to the project.

#### Project Background

The C-470 Express Lanes Project (the Project) is located along 12.5 miles of C-470, between Interstate 25 (I-25) and Wadsworth Boulevard. The Project includes reconstructing existing pavement, adding auxiliary lanes, improving on and off ramps as well as the construction of new express lanes both westbound and eastbound. The capital cost of the Project is \$276 million.

Given Flatiron|AECOM's (F|A) favorable price proposal included extra scope and a BBB indicative rating from a nationally recognized rating agency, which resulted in additional borrowing capacity, the RAMP placeholder funds were reduced to \$40.3 million. As a result, \$52.3 million of RAMP funds are available for reallocation. The question is how should the remaining \$52.3 million be reallocated?

At a January Transportation Commission Workshop with members from the C-470 Coalition in attendance, Transportation Commissioners requested staff provide additional information that can be used to assess the highest and best use of the RAMP funds, whether that is on C-470 or another corridor. The memo from the January meeting, which provides a more extensive background and identification of general categories of options (including a discussion of the HPTE Ramp Development Fund and HOV alternatives), is included as Attachment A. Following Commission direction and stakeholder input, Staff has developed more targeted and focused options for Commission to consider.

#### RAMP Reallocation Options

Option 1: Prorate Douglas County's \$4 - \$5 million of their original \$10 million contribution to the Project (based on the percentage of contributed amount to total contributed RAMP funds), with the returned funds being used to support other highway projects in Douglas County. The reallocated RAMP funds (\$47.3 million) would be allocated to projects according to the Commission's direction (which could include this or other corridors). Staff does not recommend this option.

Option 2a: Prorate Douglas County's \$4 - \$5 million of their contribution to the Project (based on a percentage of contributed amount to total contributed RAMP funds), with the returned funds being used to support other highway projects in Douglas County.; use up to \$5 million of reallocated RAMP funds to fund and complete NEPA from Wadsworth to I-70. The remainder of reallocated RAMP funds (up to \$42.3 million) would be allocated to projects according to the Commission's direction (which could include this or other corridors).

Option 2b: Prorate Douglas County's \$4 - \$5 million of their contribution to the Project (based on a percentage of contributed amount to total contributed RAMP funds), with the returned funds being used to support other highway projects in Douglas County.. Use approximately \$14 million to fully fund and

complete NEPA from Wadsworth to I-70, fund and complete a Traffic & Revenue Study for that section, fund advanced right-of-way acquisition, and fund 30 percent design from Wadsworth to I-70 to expedite construction. The remainder of the reallocated RAMP funding (approximately \$33.3 million) would be allocated to the HPTE RAMP Development Fund for projects according to the Commission's direction (which could include this or other corridors).

**Staff recommends this option** because it unlocks potential for a more substantial construction project from Wadsworth to I-70, while avoiding introducing new financing and construction risk to the current Project. New risk is avoided by potentially enabling construction on the remaining 13.5 miles of C-470 within a reasonable timeframe without impacting commitments tied to financing (i.e. begin toll collection date commitment) and without construction contract implications.

Option 3: Work with Douglas County to repurpose its full \$10 million contribution to the Project; use approximately \$28.3 million of reallocated RAMP funds towards constructing the extension from Wadsworth to Kipling; Use approximately \$14 million to fully fund and complete NEPA from Wadsworth to I-70, fund and complete a Traffic & Revenue Study for that section, fund advanced right-of-way acquisition, and fund 30 percent design from Wadsworth to I-70 to expedite construction.

This option would require CDOT to identify additional funding to fully fund construction from Wadsworth to Kipling, and the existing investment grade traffic and revenue study does not support only adding additional toll lanes to Kipling. The expansion would require that additional toll revenue be diverted to the operation and maintenance costs of the new roadway capacity and tolling equipment. Under a scenario in which there is limited demand for the new capacity, this additional burden may negatively impact overall excess revenues from the Project. Higher near-term operating costs related to the expansion may increase the risk that the Project would require support from the Transportation Commission to HPTE in the form of an O&M loan. Also, the TIFIA loan terms require that all revenues coming from the segment 2 expansion have to flow through the Trust Estate (no matter when it is built) and must be applied first to debt service, restricting HPTE's ability to collect excess revenue (for further build out) and to pay for O&M on the tolled express lanes.

#### Commission Options / Decision Matrix

- 1) **Staff Recommendation:** Approve Option 2b. CDOT and HPTE will move forward with procuring NEPA, the Traffic and Revenue Study, and the 30 percent design.
- 2) Review but do not approve Option 2b. Provide instructions on changes or revisions. HPTE and CDOT would seek approval of that option at the March Transportation Commission meeting.
- 3) Approve another option.

#### Recommendation

The staff recommends that the Transportation Commission approve a resolution authorizing Option 2b.

#### Attachments

A: January 18, 2016 memorandum

B: Resolution Approving Reallocation of C-470 Express Lanes Project RAMP Funds

**Resolution # TC-17-X-XXX**

Reallocation of C-470 Express Lanes Project RAMP Funds

**Approved by the Transportation Commission on \_\_\_\_\_, 2017.**

**WHEREAS**, the Colorado Transportation Commission has adopted the Responsible Acceleration and Maintenance Program (“RAMP”) to accelerate completion of transportation projects and created or sustain jobs; and

**WHEREAS**, the Transportation Commission has set both a budget and a variance from the budget from RAMP by prior Commission actions; and

**WHEREAS**, specifically per Resolution TC-3137 approved on February 20, 2014, the Transportation Commission authorized the CDOT Chief Financial Officer to budget funds in the amount of \$100 million for a RAMP project entitled “C-470 Managed Toll Express Lanes: Kipling to I-25” with a local contribution from Douglas County of \$10 million; and

**WHEREAS**, the C-470 Phase 1 Express Lanes Project from I-25 to Wadsworth Boulevard (the “C-470 Express Lanes Project” or “Project”) has advanced to the point where design/build contractor Flatiron/AECOM (“F/A”) has been selected and construction has begun; and

**WHEREAS**, the Colorado High Performance Transportation Enterprise (“HPTE”) will fund a portion of the C-470 Express Lanes Project expenses through a loan and bond financing; and

**WHEREAS**, the favorable price that CDOT was able to obtain from F/A for construction, in conjunction with the BBB indicative rating that HPTE has received from a nationally recognized rating agency for the Project, has resulted in an estimated \$52.3 million of the budgeted RAMP funds for the Project being available for reallocation; and

**WHEREAS**, in a January 2017 workshop, the Transportation Commission requested that staff provide additional information in order for Transportation Commission to assess the highest and best use of the remaining Project RAMP funds; and

**WHEREAS**, the Department has provided the Transportation Commission with four options (Option 2 containing an “a” and “b” option) for the reallocation of the Project RAMP Funds; and

**WHEREAS**, Option 2b would allocate up to \$14 million of the RAMP funds and \$5 million Douglas County’s project contribution (up to \$19 million) for environmental studies, a traffic and revenue study, advanced right-of-way

acquisition, and completion of 30-percent design for future extension of the Project from Wadsworth to I-70 to expedite construction; and

**WHEREAS**, under Option 2b the estimated remaining \$33.3 million of Project RAMP funding would be reallocated to the HPTE Development Fund for other projects to be determined at the Transportation Commission’s direction.

**NOW THEREFORE BE IT RESOLVED**, the Transportation Commission, having considered the options presented by staff for the preferred use of the estimated \$52.3 million in remaining C-470 Express Lanes Project RAMP funds, hereby adopts Option 2b outlined above and directs the CDOT Chief Financial Officer to budget and reallocate the remaining Project RAMP Funds as outlined in Option 2b, with such adjustments not inconsistent with this Resolution as may be necessary following the finalization of the terms of HPTE’s Project financing.

\_\_\_\_\_  
Herman Stockinger, Secretary  
Transportation Commission of Colorado

\_\_\_\_\_  
Date



**COLORADO**  
Transportation Commission

4201 East Arkansas Avenue, Room270  
Denver, CO 80222-3406

**DATE:** February 16, 2017  
**TO:** Transportation Commission  
**FROM:** Darrell Lingk, Director, Office of Transportation Safety and Risk Management  
**SUBJECT:** Quarterly Safety Update

Purpose

To provide an update to the Commission on how CDOT is performing in terms of on the job injuries and specifically; what the trend has been since the implementation of Excellence in Safety.

Action

Information only

Background

Not Applicable

Details

There are three bar charts contained within the packet. The first chart shows a comparison of Worker’s Compensation claims from 2008 through 2012. The second chart shows a comparison of Worker’s Compensation claims from 2012 through 2016. The “Excellence in Safety” program was implemented in the early Spring 2013 and the bar charts shows a downward trend in the number of claims each year since the programs inception.

The third chart shows the number of snow plow incidents that have occurred each year during Winter Operations from 2011 through 2016. Snow plow incidents have been going up steadily each of the last three years. However, during the 2015/2016 season, we have finally turned the corner and incidents/crashes are now trending downward once again.

Key Benefits (if applicable)

Information Only

Options and Recommendations (if applicable)

Not Applicable

Next Steps (if applicable)

Not Applicable

Attachments

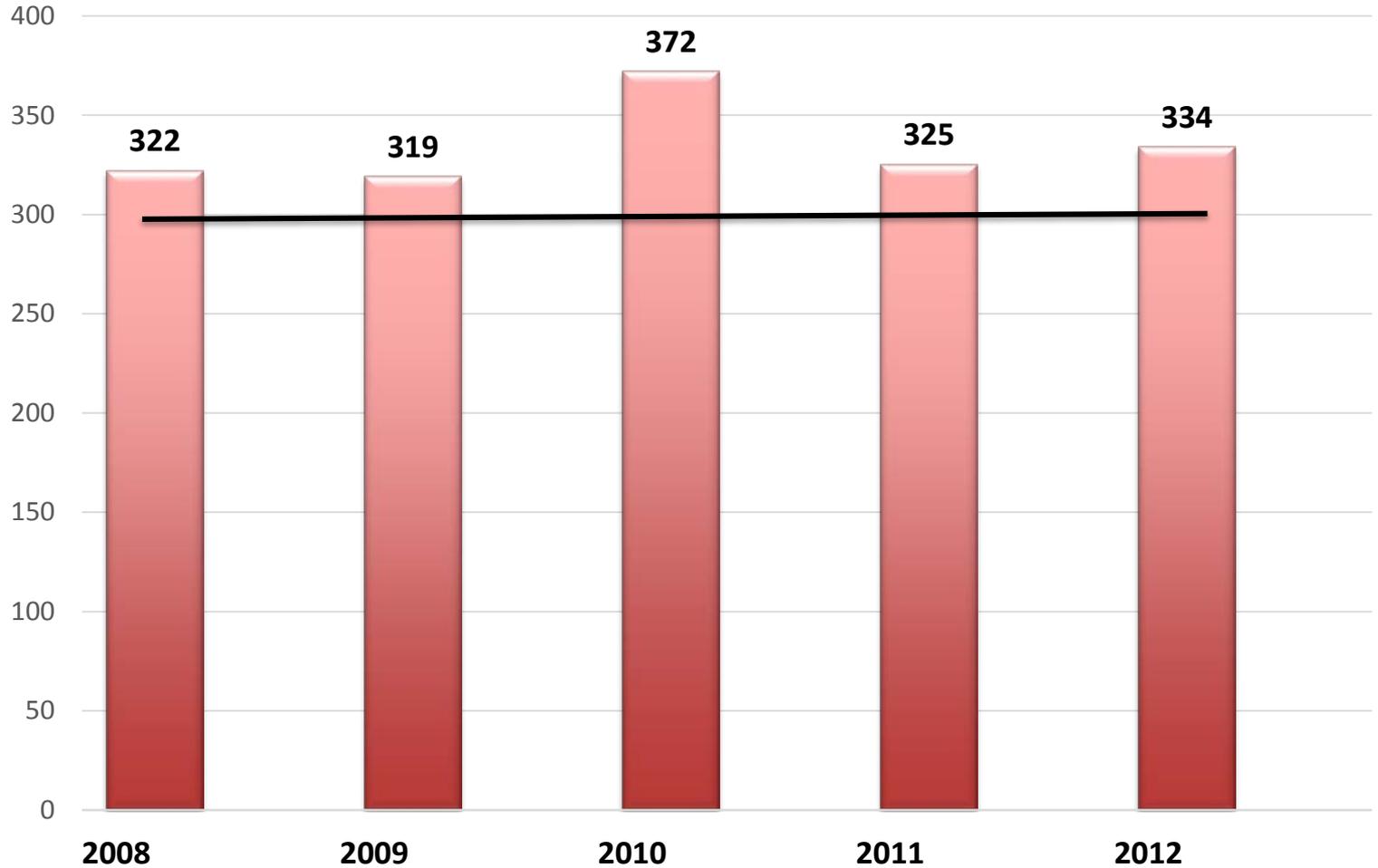




# Annual CDOT WC Claims

2008-2012

Source: CDOT Risk Management

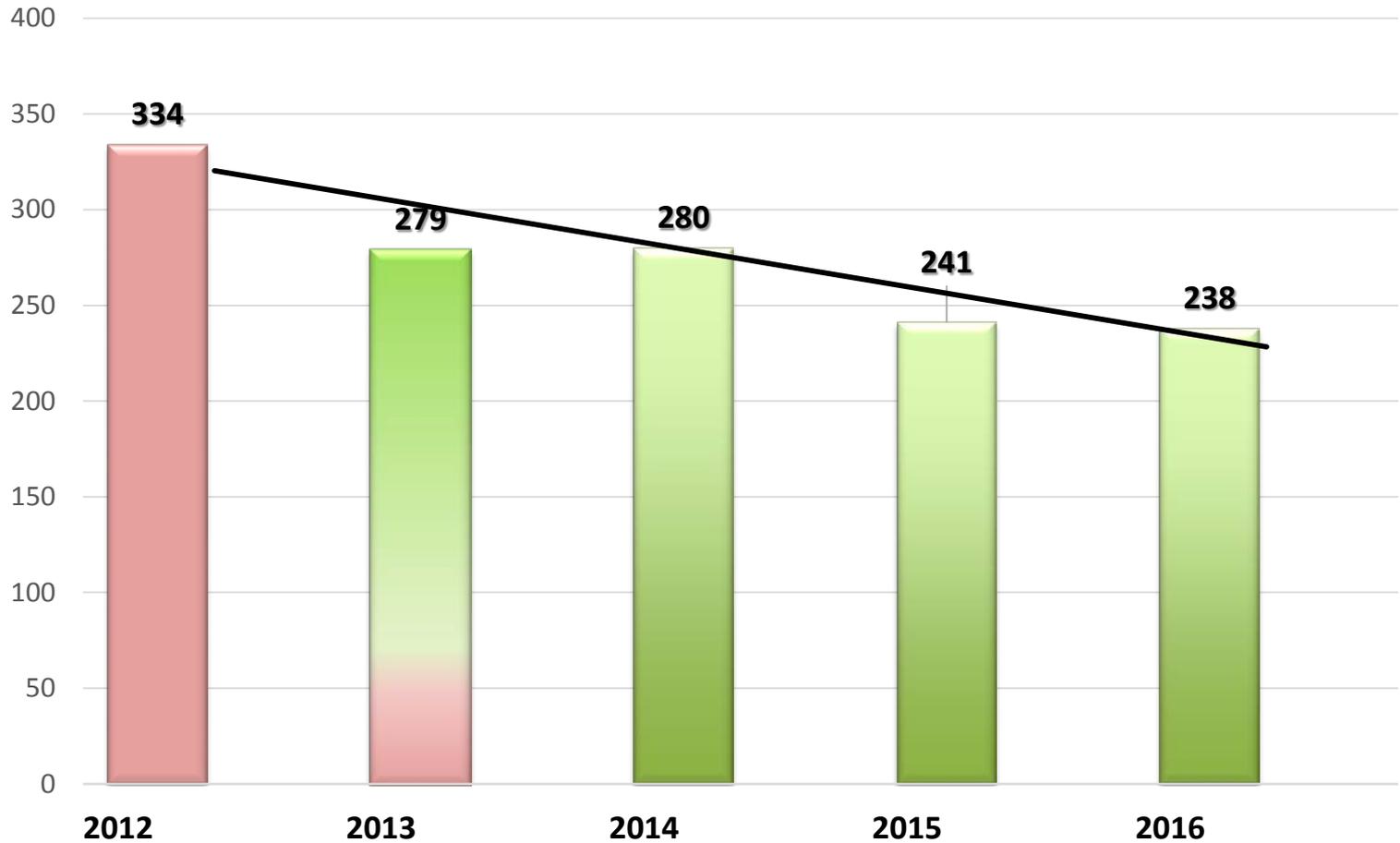




# Annual CDOT WC Claims

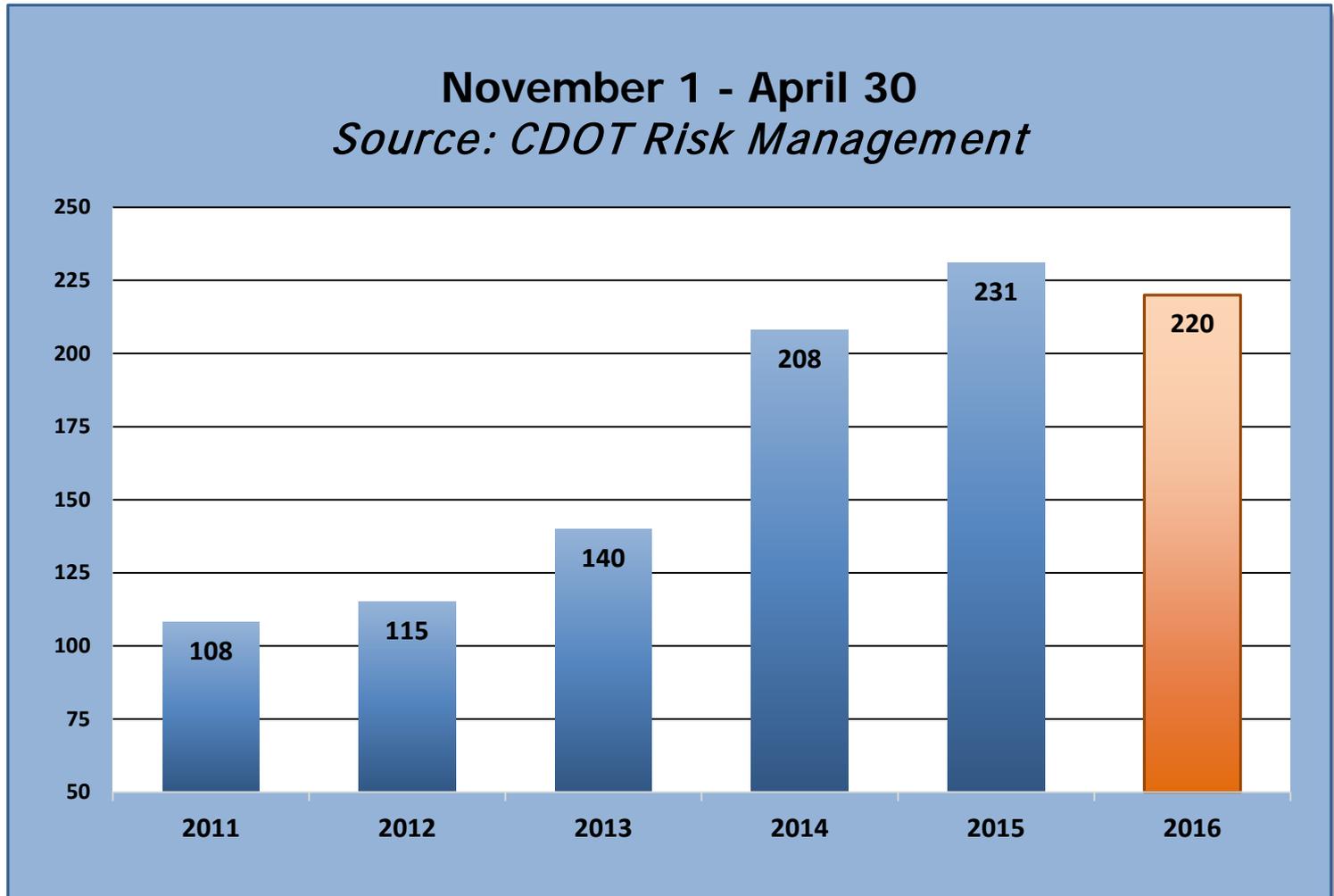
## 2012-2016

Source: CDOT Risk Management



# Total Snowplow Incidents

## 2011-2016





4201 East Arkansas Avenue  
Denver, CO 80222-3406

**DATE:** February 16, 2017

**TO:** Transportation Commission

**FROM:** Tony DeVito, Project Director, Central 70 Project

**SUBJECT:** Quarterly Update

#### Purpose

This memo summarizes the status of the Central 70 Project across the following areas:

- Status of NEPA and Procurement Schedule
- Update on public-private partnership transparency efforts
- Next steps on community commitments

#### Action

No actions are requested at this time, this memo is for information purposes only.

#### Background

Commission Resolution 3179 (July 21, 2014) directed staff to prepare quarterly updates on the development of the Central 70 Project and related procurement efforts.

#### Details

The Central 70 Project reached a major milestone in January with the release of the Record of Decision. This concluded a lengthy and complex NEPA process. The project continues to receive local and national media coverage with recent and/or expected coverage in the NY Times, Atlantic City-Lab, the Christian Science Monitor, and Governing Magazine.

#### *Schedule Progress*

With issuance of the ROD, the project can now proceed through the final steps of procurement as outlined below.

Completed and upcoming procurement milestones include:

- ✓ March 11, 2015: Industry Forum
- ✓ March 25, 2015: Release of Request for Qualifications (available publicly)
- ✓ July 24, 2015: Announcement of shortlisted teams
- ✓ September 15 and 29, 2015: Release of Draft No 1 Request for Proposals (available publicly)
- ✓ February 23, 2016: Second Draft RFP (available publicly)
- ✓ June 14, 2016: Third RFP Addendum (available publicly)
- ✓ July 28, 2016: Fourth RFP Addendum (clarify legal & financial provisions—available publicly)
- ✓ October 20, 2016 Fifth RFP Addendum (available publicly)
- March 2017: Final RFP (available publicly)
- Summer 2017: Developer selection
- Fall 2017: Financial and Commercial Close

#### *Public-Private Partnership Transparency*

CDOT and HPTE continue to implement Executive Order D 2014-010 (Additional Transparency Measures in Transportation Infrastructure Public-Private Agreements). A fourth series of public meetings is planned for February 15 and 16 before the Final RFP is issued. The meetings will include a telephone town hall (which reaches several thousand local residents) and an in-person meeting at Swansea Recreation Center.



*Community Commitments*

In the coming months, the Project team will begin to implement many of the mitigation commitments outlined in the Record of Decision. This includes improvements to Swansea Elementary School and identifying the best mechanism to implement and leverage the funding commitment for affordable housing. For workforce development, the team is both moving forward with training programs to create a pipeline of trained residents and is also leading broader conversations with funding and training partners to develop a more comprehensive, coordinated program that could benefit CDOT construction projects across the metro area.



Bridge Enterprise Board of Directors

Feb. 16, 2017

Meeting Schedule & Agenda  
4201 East Arkansas Avenue  
Denver, Colorado 80222

Gary M. Reiff, Chairman

Englewood, District 3

Shannon Gifford

Denver, District 1

Ed Peterson

Lakewood, District 2

Vacant

District 4

Kathleen Gilliland

Livermore, District 5

Kathy Connell

Steamboat Springs, District 6

Kathy Hall

Grand Junction, District 7

Sidny Zink, Vice Chair

Durango, District 8

Rocky Scott

Colorado Springs, District 9

William Thiebaut

Pueblo, District 10

Steven Hofmeister

Haxtun, District 11

THE CHAIRMAN MAY ALTER THE ITEM SEQUENCE OR TIMES

The times indicated for each topic on the Board agenda are an estimate and subject to change. Generally, upon the completion of each agenda item, the Board will immediately move to the next item. However, the order of agenda items is tentative and, when necessary to accommodate the public or the Board's schedules, the order of the agenda items is also subject to change.

Documents are posted at <http://www.coloradodot.info/about/transportation-commission/meeting-agenda.html> no less than 24 hours prior to the meeting. The documents are considered to be in draft form and for information only until final action is taken by the Board.

The Bridge Enterprise Board of Directors meeting will begin immediately following the adjournment of the Transportation Commission Meeting. Estimated Start Time: 11:05 a.m.

BRIDGE ENTERPRISE BOARD OF DIRECTORS

11:05 a.m. 1. Call to Order and Roll Call

2. Audience Participation

- Subject Limit: 10 minutes; Time Limit: 3 minutes

3. Act on Consent Agenda

- a) Resolution to Approve Regular Minutes from Jan. 19, 2017  
(Herman Stockinger)

4. 1<sup>st</sup> Budget Supplement of 2016-17 (Maria Sobota)

5. Quarterly BE Update (Josh Laipply)

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6. Bridge Enterprise 2016 Annual Financial Statement (Maria Sobota)

7. Final FY 2017-18 Bridge Enterprise Budget for Comment (Maria Sobota)

8. Adjourn

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11:30 a.m. Commission Lunch Meeting with STAC immediately following BE meeting and room reconfiguration

**SPECIAL ALERT- UPCOMING SPECIAL TRANSPORTATION COMMISSION MEETING  
March, 2017 at 9:00 a.m.**

Central 70 Final RFP Approval

**Bridge Enterprise Board  
Regular Meeting Minutes  
Jan. 19, 2017**

**Chairman Gary Reiff convened the meeting at 11:35 a.m. at CDOT HQ**

PRESENT WERE: Gary Reiff, Chairman, District 3  
Shannon Gifford, District 1  
Ed Peterson, District 2  
Kathy Gilliland, District 5  
Kathy Connell, District 6  
Kathy Hall, District 7  
Sidny Zink, Vice Chair, District 8  
Rocky Scott, District 9  
Bill Thiebaut, District 10  
Steven Hofmeister, District 11

EXCUSED: Kathy Connell, District 6

VACANT: District 4

ALSO PRESENT: Shailen Bhatt, Executive Director  
Michael Lewis, Deputy Executive Director  
Josh Laipply, Chief Engineer  
Debra Perkins-Smith, Director of Transportation Development  
Maria Sobota, CFO  
Herman Stockinger, Government Relations Director  
Paul Jesaitis, Region 1 Transportation Director  
Karen Rowe, Region 2 Transportation Director  
Dave Eller, Region 3 Transportation Director  
Johnny Olson, Region 4 Transportation Director  
Mike McVaugh, Region 5 Transportation Director  
David Spector, HPTE Director  
John Cater, FHWA Division Administrator  
Tony DeVito, Central 70 Project Director  
Kyle Lester, Director, Highway Maintenance  
Ryan Rice, Director, Operations Division  
Vince Rogalski, STAC Chairman  
Jane Fisher, Director, Program Management  
Chad Ray, Director, Emergency Management  
Kathy Young, Chief Transportation Counsel

AND: Other staff members, organization representatives,  
the public and the news media

An electronic recording of the meeting was made and filed with supporting documents in the Transportation Commission office.

**Audience Participation**

Chairman Reiff stated that no members of the audience wished to address the Board of Directors.

**Act on Consent Agenda**

Chairwoman Reiff entertained a motion to approve the Consent Agenda. Director Hofmeister moved to approve the resolution, and Director Connell seconded the motion. Upon vote of the Board the resolution passed unanimously.

**Resolution #BE-16-11-1**

Approval of Regular Meeting Minutes for Nov. 17, 2016.

**2016 Annual Report**

Chief Engineer informed the commission the Annual Report has been posted per the statute, and opened the floor for questions. There were none.

**Adjournment**

Chairman Reiff asked if there were any more matters to come before the Bridge Enterprise Board of Directors. Hearing none, Chairman Reiff announced the adjournment of the meeting at 11:35 a.m.



4201 E. Arkansas Ave., Room 124B  
 Denver, CO 80222

**TO: THE BRIDGE ENTERPRISE BOARD OF DIRECTORS**  
**FROM: MARIA J. SOBOTA, CHIEF FINANCIAL OFFICER**  
**DATE: FEBRUARY 16, 2017**  
**SUBJECT: FIRST SUPPLEMENT TO THE FISCAL YEAR 2016-17 BRIDGE ENTERPRISE BUDGET**

**Region 1:**

The current budget authority for the BE eligible portion of the Central 70 project is \$116,862,928. This budget supplement request is seeking an increase of \$25,446,405 resulting in total budget authority of \$142,309,333. Approval of this action will decrease the available project allocation to a balance of \$707,690,667 from the original \$850,000,000 available for the project as approved previously by the BE Board of Directors. The current request will increase the right-of-way phase budget in order to begin the acquisition of BE eligible parcels under Phases 3 & 4 (19631/1000...).

- **\$25,446,405- FASTER Bridge Funds - Right-of-Way.** I-70 ML over US 6, Rail Road, City Street (Viaduct) in Denver County. (old structure E-17-FX) (new structure not assigned).

I-70 ML over US 6, Rail Road, City Street (Viaduct) in Denver County  
 (old E-17-FX) (new not assigned yet)

*Budget Components by Phase, Funding Program, Fiscal Year*

Phase of Work	Funding Program	Current Budget	First BE Supplement Action				Revised Budget	Expended To-Date
			Year of Budget			Total Request		
			FY 2017	FY 2018	FY 2019			
ROW	<i>FASTER Bridge Funds</i>	\$95,106,491	\$25,446,405			\$25,446,405	\$120,552,896	\$61,059,578
	<b>Total ROW</b>	<b>\$95,106,491</b>	<b>\$25,446,405</b>			<b>\$25,446,405</b>	<b>\$120,552,896</b>	<b>\$61,059,578</b>
Utilities	<i>FASTER Bridge Funds</i>	\$233,100	\$0			\$0	\$233,100	\$0
	<b>Total Utilities</b>	<b>\$233,100</b>	<b>\$0</b>			<b>\$0</b>	<b>\$233,100</b>	<b>\$0</b>
Design	<i>FASTER Bridge Funds</i>	\$7,278,162	\$0			\$0	\$7,278,162	\$6,852,149
	<b>Total Design</b>	<b>\$7,278,162</b>	<b>\$0</b>			<b>\$0</b>	<b>\$7,278,162</b>	<b>\$6,852,149</b>
Environmental	<i>FASTER Bridge Funds</i>	\$2,653,275	\$0			\$0	\$2,653,275	\$1,206,173
	<b>Total Environmental</b>	<b>\$2,653,275</b>	<b>\$0</b>			<b>\$0</b>	<b>\$2,653,275</b>	<b>\$1,206,173</b>
Miscellaneous	<i>FASTER Bridge Funds</i>	\$11,591,900	\$0			\$0	\$11,591,900	\$8,396,330
	<b>Total Miscellaneous</b>	<b>\$11,591,900</b>	<b>\$0</b>			<b>\$0</b>	<b>\$11,591,900</b>	<b>\$8,396,330</b>
<b>Total Project Budget &amp; Expenditure</b>		<b>\$116,862,928</b>	<b>\$25,446,405</b>			<b>\$25,446,405</b>	<b>\$142,309,333</b>	<b>\$77,514,229</b>
			Year of Expenditure			Total Request		
			FY 2017	FY 2018	FY 2019			
			\$5,500,000	\$16,946,405	\$3,000,000	\$25,446,405		

**Resolution No. BE-**

**“BE IT RESOLVED, That the First Supplement to the Fiscal Year 2016-2017  
Budget is approved by the Bridge Enterprise Board.”**



4201 E. Arkansas Ave., Room 124B  
 Denver, CO 80222

**MEMORANDUM**

**TO:** Bridge Enterprise Board of Directors  
**FROM:** Josh Laipply, PE, Chief Engineer  
**DATE:** February 16, 2017  
**SUBJECT:** Bridge Enterprise Quarterly Report, Q2 FY2017

**Purpose:**

The Bridge Enterprise (BE) team has prepared a progress report presentation to update the Board members of recent program initiatives, financials, statistics and successes. No action from the Board is requested; this report is for informational purposes only. Summarized below are the elements contained in the report.

**Program Progress:**

During Q2 FY2017, three structures were completed.

Region	Orig Structure ID	County	Facility Carried over Featured Intersection
1	E-17-JP	Denver	I-70 over Havana St., UPRR
3	F-11-AB	Eagle	I-70 WB over US 6, RR, Eagle River
3	F-11-AC	Eagle	I-70 EB over US 6, RR, Eagle River

During Q2 FY2017, five designs were completed.

Region	Orig Structure ID	County	Facility Carried over Featured Intersection
2	L-22-L	Otero	SH 71 over Arkansas River
2	K-17-F	Pueblo	SH 96 over Rush Creek
3	F-10-L	Eagle	I-70 EB over US 6, RR, Eagle River
3	G-03-Q	Mesa	I-70 WB over Colorado River
3	F-05-L	Garfield	I-70 WB over Colorado River

During Q2 FY2017, six structures became program eligible.

Region	Orig Structure ID	County	Facility Carried over Featured Intersection
1	E-16-LU	Adams	I-76 WB over Clear Creek
1	F-20-G	Arapahoe	I-70 Service Rd over Middle Bijou Creek
2	M-21-J	Otero	US 350 over Draw
2	N-17-AD	Huerfano	I-25 SB over US 160, SH 10, RR Spur
3	F-09-K	Eagle	US 6 over Castle Creek
3	I-05-V	Delta	SH 92 over Gunnison River



**Program Schedule Update:**

The program schedule for the last quarter was trending up mostly due to the conclusion of projects and lack of new projects entering the program. The monthly Schedule Performance Index (SPI) for Q2 FY2017 is listed below and all well above the 0.90 program goal.

Month	SPI
October	0.97
November	0.97
December	0.97

**Mid-range and Long-range Program Plans:**

The Bridge Enterprise (BE) staff continues to work on the program’s mid-range and long-range planning documents that use current program commitments, forecasted eligible structures, forecasted revenues, Department/FHWA policy or guidance, Board resolutions, etc. These plans are intended to be updated periodically and to guide the program into the future. The mid-range plan, which looks forward four fiscal years (FY2017-FY2020) was submitted to CDOT Executive Management Team for review and comment in June 2016 and finalized in July 2016. The plan is scheduled to be updated in March 2017. The BE staff also began developing a long-range plan that covers ten fiscal years, FY2017-FY2026, which was finalized in November 2016. Due to the size of the Central 70 project relative to the rest of the program, the ultimate financial structure of the project will significantly impact future mid-rand and long-range plan updates.

**Budget and Encumbrance Balances:**

The Bridge Enterprise team continues to work with Region staff to reduce the encumbrance and budget balances for projects that are substantially complete in accordance with the newly passed legislation, Senate Bill 16-122. The balances decreased from Q1 FY2017 by approximately \$3.421M. During this time, one project was added and two projects were closed out, creating a net decrease of one to the project count.

Removed/Closed	Additions
US 6 over BNSF - F-16-EJ	I-70 Business over I-70 - F-14-Y
US 6 over Platte River - F-16-EF	

**Program Financial Information:**

The Q2 FY2017 (December 31, 2016) cash balance is \$193.8M, a drop of \$20.4M since September 30, 2016. Actual FASTER Fee revenues for Q2 FY2017 were \$53.4M, which is a \$2.0M above the historical rate of collection. The \$307.9M of bond proceeds and interest earnings were 100% expended as of June 30, 2016. More in-depth program financial information can be found starting on pg. 7 of the quarterly report.





**COLORADO**

**Department of Transportation**

Statewide Bridge Enterprise

# Colorado Bridge Enterprise

Quarterly Report No. 23 (Q2 FY2017)



February 16, 2017

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- Table 2. Project Status for 2010A Bond Program Bridges as of Q2 FY2017
- Table 3. Structures Added to the Program in Q2 FY2017
- Table 4. Completed Projects / Bridges
- Table 5. Completed Design Projects
- Table 6. Projects Substantially Complete over 6 Months Aging Encumbrance and Budget Balances
- Table 7. Program Financial Statistics as of December 31, 2016 (\$ in Millions)
- Table 8. Current Allocation Plan (\$ in millions)
- Figure A. Historic Status of FASTER Eligible Bridges
- Figure B. Program SPI Reported by Month, for the Period
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- Figure D. Forecast vs Actual FASTER Revenue Comparison
- Figure E. Total Program Financial Performance

### **Listing of Images**

- Image 1: F-11-AB/AC Region 3, I-70 ML WBND & EBND over US 6, RR, Eagle River
- Image 2: E-17-JP Region 1, I-70 ML over Havana St., UPRR

### **Listing of Appendices**

- Appendix A. Program Allocation Plan

## Introduction

Prior to July 2016, Bridge Enterprise staff provided the Board of Directors with monthly progress updates as well as quarterly financial reports and quarterly progress updates. In accordance with the Board's request, Bridge Enterprise staff has eliminated the traditional monthly progress report and transitioned to a consolidated quarterly reporting frequency. The quarterly reporting includes all the information typically conveyed in the monthly progress reports, as well as financial status updates that were included in the previous quarterly report formats. Additionally, the consolidated quarterly reports include various program planning and forecasting updates such as the most current Prioritization Plan and multi-year planning updates.

This report is the 23<sup>rd</sup> Quarterly Report (Report) published in support of the Colorado Bridge Enterprise (CBE or "Program"). This Report outlines progress and accomplishments associated with the Program for work completed during October, November, and December of 2016; which coincides with the second quarter of CDOT's 2017 fiscal year (Q2 FY2017). Detailed information regarding the FASTER (Funding Advancement for Surface Transportation and Economic Recovery) legislation, program development activities, bond program, previous significant milestones and achievements can be found in the Program Annual Reports and previous Quarterly Reports viewable on the Colorado Department of Transportation (CDOT) website at [www.coloradodot.info/programs/BridgeEnterprise](http://www.coloradodot.info/programs/BridgeEnterprise).

During Q2 FY2017, the Program primarily focused on the closure of completed bridge projects partially or fully funded by the 2010A bond program. Additionally, program staff conducted numerous meetings and analysis related to the creation of the mid-range and long-range program forecast plans. The following is an itemization of other significant achievements, some of which are discussed in further detail later in the report:

- Drafted and finalized the 22<sup>nd</sup> Bridge Enterprise Quarterly Report for Q1 FY2017 (July, August, and September of 2016).
- Completed monthly updates to the overall Program Schedule for work completed in October, November, and December of 2016.
- Acted on resolution to ratify Grand Avenue Bridge Project Maintenance IGA.
- Updated program status for various program metrics including Major Achievements, Total Program Financial Performance, Status of FASTER Eligible Bridges, Status of 2010A Bond Bridges, Status of 30 Most Deficient Bridges, and Un-Programmed Priority Bridge Enterprise Bridges.
- Continued efforts on de-programming of resources on projects with completed phases and re-programming those resources in order to manage cash efficiently.
- Drafted and finalized the 2016 Bridge Enterprise Annual Report.

## Program Highlights

There are 89<sup>1</sup> bridges that are partially or fully funded to be completed as part of the 2010A bond program. Nearly ninety-nine percent of the bond funded bridge projects can be classified as complete, in construction or are waiting to go to construction (88 in total); as compared to the number of bridges in the pre-construction, design or project startup phase (1 in total). Projects in the preconstruction phase are primarily focused on the completion of the Plans, Specifications and Estimates (PS&E's). In conjunction with this, CDOT specialty groups are diligently working on completing the requisite approvals and permits associated with environmental, railroad, and utility clearances or relocations; securing the necessary Right-of-Way (ROW); and finalizing intergovernmental agreements (as required), etc. Based on the current program schedule, construction work is projected to continue to decline during calendar year 2016 in preparation for the Central 70 project.

As of the end of December 2016, there were a total of two-hundred (200) bridges considered eligible to receive FASTER funding. The progress status associated with the 200 structures and 89 2010A Bond program structures are itemized in *Table 1 and Table 2* below; 6 new structures were added to the program in Q2 FY2017 and are itemized in *Table 3*.

**Table 1.** Project Status of FASTER Eligible Bridges as of Q2 FY2017

Project Phase	# of Bridges
Remaining	43
In Design/Design Completed	16
In Construction	10
Projects Completed	131
<b>Total</b>	<b>200</b>

**Table 2.** Project Status of 2010A Bond Program Bridges as of Q2 FY2017

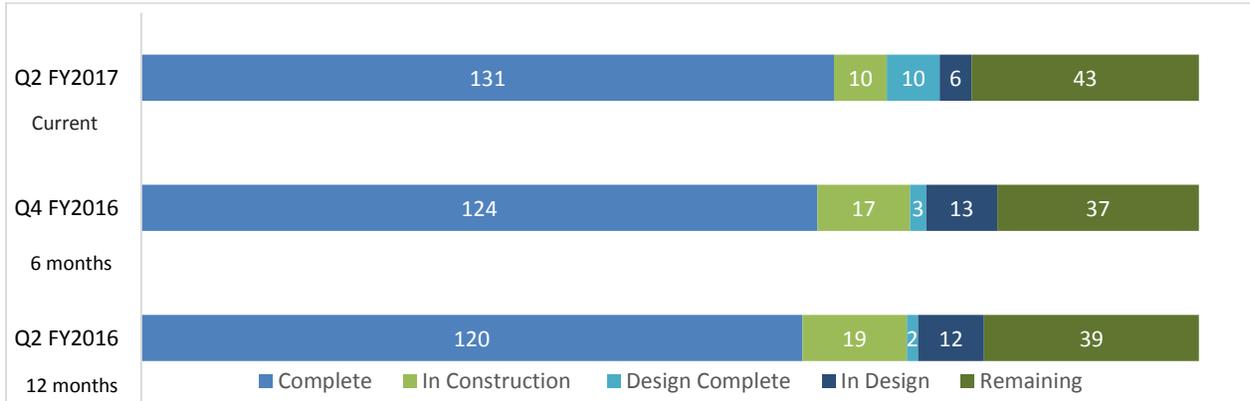
Project Phase	# of Bridges
Design Completed	2
In Design	1
In Construction	10
Projects Completed	76
<b>Total</b>	<b>89</b>

**Table 3.** Structures that Became Program Eligible in Q2 FY2017

Region	Original Bridge Number	County	Facility Carried over Featured Intersection	Added to the Program
1	E-16-LU	Adams	I-76 WBND over Clear Creek	12/2016
1	F-20-G	Arapahoe	I-70 Service Rd over Middle Bijou Creek	12/2016
2	M-21-J	Otero	US 350 ML mover Draw	12/2016
2	N-17-AD	Huerfano	I-25 ML SDND over US 160, SH 10 RR Spur	12/2016
3	F-09-K	Eagle	US 6 ML over Castle Creek	12/2016
3	I-05-V	Delta	SH 92 ML over Gunnison River	12/2016

<sup>1</sup>Four structures were removed from the bond count at the close of FY15; these structures had been initially programmed to use bond funds but were ultimately budgeted with other funds. The methodology for the Series 2010A Bond Program bridge count has been revised from programmed bridges to budgeted bridges in Q1 2015.

**Figure A. Historic Status of FASTER Eligible Bridges**



Other relevant bridge and financial statistics are as follows:

- Approximately 70% of FASTER eligible bridges are now in construction or completed.
- Approximately 8% of FASTER eligible bridges are currently in design or design is completed.
- Approximately 21% of FASTER eligible bridges remain to be programmed.
- Additionally, \$307.9M of bond program funds have been expended to date. (reference *Table 7*).

### Completed Projects

Three structures and five designs were completed during this period as itemized in *Table 4* and *Table 5*.

**Table 4. Completed Projects / Bridges**

Region	Original Bridge Number	County	Facility Carried over Featured Intersection	Completion Date
1	E-17-JP	Denver	I-70 ML over Havana St., UPRR	11/2016
3	F-11-AC	Eagle	I-70 ML EBND over US 6, RR, Eagle River	11/2016
3	F-11-AB	Eagle	I-70 ML WBND over US 6, RR, Eagle River	11/2016

**Table 5. Completed Design Projects**

Region	Original Bridge Number	County	Facility Carried over Featured Intersection	Completion Date
2	L-22-L	Otero	SH 71 ML over Arkansas River	12/2016
2	K-17-F	Pueblo	SH 96 ML over Rush Creek	12/2016
3	F-10-L	Eagle	I-70 ML EBND over US 6, RR, Eagle River	11/2016
3	G-03-Q	Mesa	I-70 ML WBND over Colorado River	11/2016
3	F-05-L	Garfield	I-70 ML WBND over Colorado River	11/2016

Image 1: F-11-AB/AC Region 3, I-70 ML WBND & EBND over US 6, RR, Eagle River



Sister bridges, F-11-AB/AC, a \$12.6M project, were completed and open to traffic in November.

Image 2: E-17-JP Region 1, I-70 ML over Havana St., UPRR



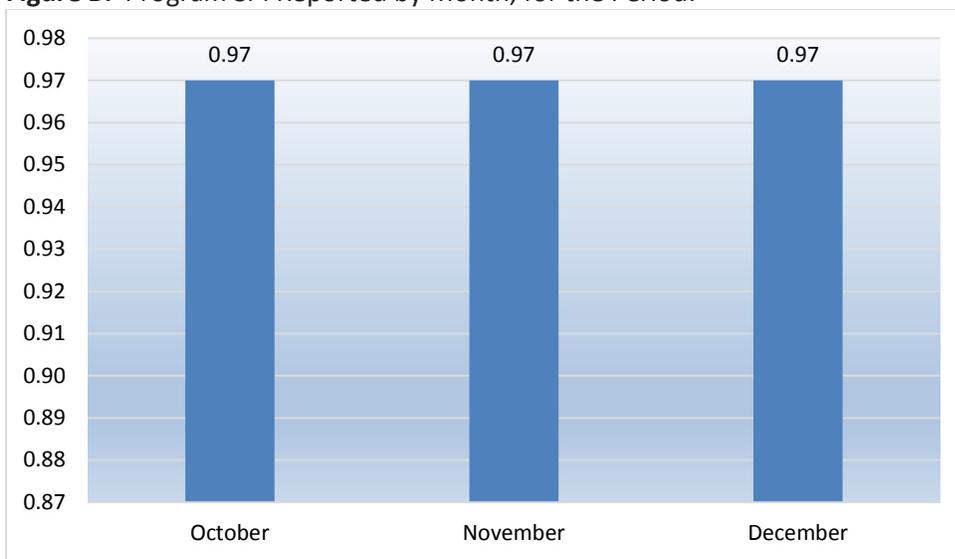
E-17-JP, a \$22.8M design-build project, was completed and open to traffic in November.

## Program Activities and Accomplishments in Q2 FY2017

### Program Schedule Update

The program schedule was updated three times during the period for work completed in October, November, and December of 2016. This includes publishing the monthly updated program bar-chart schedule, cost and schedule database, and list of projects with a Scheduled Performance Index less than 0.90. This information was consolidated and distributed to the Regional Transportation Directors (RTDs) and their respective Program Engineers. The SPIs reported for each month during the quarter are graphically depicted in *Figure B* below.

**Figure B.** Program SPI Reported by Month, for the Period:



### Mid-range and Long-range Program Plans

CDOT has implemented an initiative where programs have rolling mid-range (four year) plans and long-range (ten year) plans. These plans are updated annually as program resources and goals evolve. Each plan utilizes anticipated CBE revenues to forecast and plan expenditures on various project commitments.

#### Mid-Range Plan

The mid-range planning period is currently set at four years. The FY2017-2020 Four-Year Plan represents the first mid-range plan by CBE. For planning purposes, revenues during this period are expected to remain relatively similar to the previous four years, at approximately \$100M a year. Consistent with CBE Board of Directors Resolution 15-8-2, commitments to projects in this period are identified as either Central 70, or Non-Central 70. All projects that are anticipated to be completed within this period are from the CBE Prioritization Plan. During Q1 FY2017 CBE staff finalized the four-year plan. An update to the four-year plan is scheduled to kick off in March 2017.

### Long-Range Plan

The long-range planning period is currently set at ten years. The FY2017-2026 Ten-Year Plan represents the second long-range plan by CBE. For planning purposes, revenues during this period are expected to rise due to organic growth. Commitments to projects in this period are both consistent with CBE Board of Directors Resolutions regarding Central 70 and continue beyond the Central 70 construction period. Projects that are anticipated to be completed within this period are a combination of projects on the CBE Prioritization Plan and a forecast of bridges that will become poor. During Q2 FY2017 CBE staff finalized the ten-year plan.

### Budget and Encumbrance Balances

Bridge Enterprise Staff continues to coordinate with the Regions to de-budget projects that have been substantially complete for more than six months. *Table 6* below shows the encumbrance and budget balances as of December 31, 2016, by Region for projects that have been substantially complete for more than six months.

**Table 6.** Projects Substantially Complete over Six Months Aging Encumbrance and Budget Balances

Region	Encumbrance (\$)	Budget Balance (\$)	Projects	Phases
1	292,659	306,364	9	9
2	38,940	0	1	1
3	-	-	0	0
4	596,299	1,488,118	2	3
5	-	-	0	0
<b>Total</b>	<b>\$927,899</b>	<b>\$1,794,481</b>	<b>12</b>	<b>13</b>
<b>% of Total Current Program</b>	<b>0.9%</b>	<b>4.9%</b>	<b>34.2%</b>	<b>18.8%</b>
Previous Quarter (Q1 FY2017)	\$1,962,774	\$4,181,316		
Difference	(1,034,875)	(2,386,835)		

Since September 31, 2016 the budget and encumbrance balances decreased by \$3,421,710. During this time, one project was added and two were closed out, thus a net decrease of one to the project count.

Removed/Closed Out:

- US 6 over BNSF – F-16-EJ
- US 6 over Platte River – F-16-EF

Additions:

- I-70 Business over I-70 – F-14-Y

## Program Financial Information

The following is a program overview of financial statistics as of December 31, 2016.

- The program has multiple funding sources including: proceeds from the Build America Bond program, FASTER bridge dollars which is commonly referred to as the statewide pay-go program (collected yearly revenues from vehicle registrations), Bank of America Loan, and Other Funds which are primarily Federal-aid BR funding.
- From program inception (life-to-date) through September 30, 2016, a total of \$885.3M has been budgeted (all funding sources), and Expenditures and Encumbrances are \$748.1M and \$105.0M (all funding sources), respectively. Reference *Table 7* below for details by funding source.
- For comparison purposes, the totals from the previous quarterly report (Q1 FY2017) are also reported in the far-right column.
- All \$307.9M of bond proceeds and interest earnings available have been expended as of June 30, 2016.

**Table 7.** Program Financial Statistics as of December 31, 2016 (\$ in Millions)

	Build America Bonds 2010 A Proceeds	FASTER Bridge	Bank of America Loan	Other Funds	Total Q2 FY2017	Total Q1 FY2017
<b>Budget</b>	\$307.9	\$496.8	\$40.7	\$39.9	<b>\$885.3</b>	<b>\$888.2</b>
<b>Expenditures</b>	\$307.9	\$366.5	\$40.7	\$33.0	<b>\$748.1</b>	<b>\$701.6</b>
<b>Encumbrances</b>	\$0.0	\$99.0	\$0.0	\$6.0	<b>\$105.0</b>	<b>\$120.7</b>

- The Statewide Bridge Enterprise program currently consists of one-hundred-nineteen (119) funded bridges, including eighty-nine (89) bridges budgeted with bond funds. The methodology for the Series 2010A Bond Program bridge count has changed from programmed bridges to budgeted bridges. The current programmed amount for these one-hundred-nineteen bridges is approximately \$923.1M. *Table 8* below provides an itemization of current funding sources for the Bridge Enterprise program.

**Table 8.** Current Allocation Plan (\$ in Millions)

Build America Bonds	FASTER Bridge	Other Funds	Bond Interest	Total
\$298.1	\$534.6	\$80.6	\$9.8	<b>\$923.1</b>

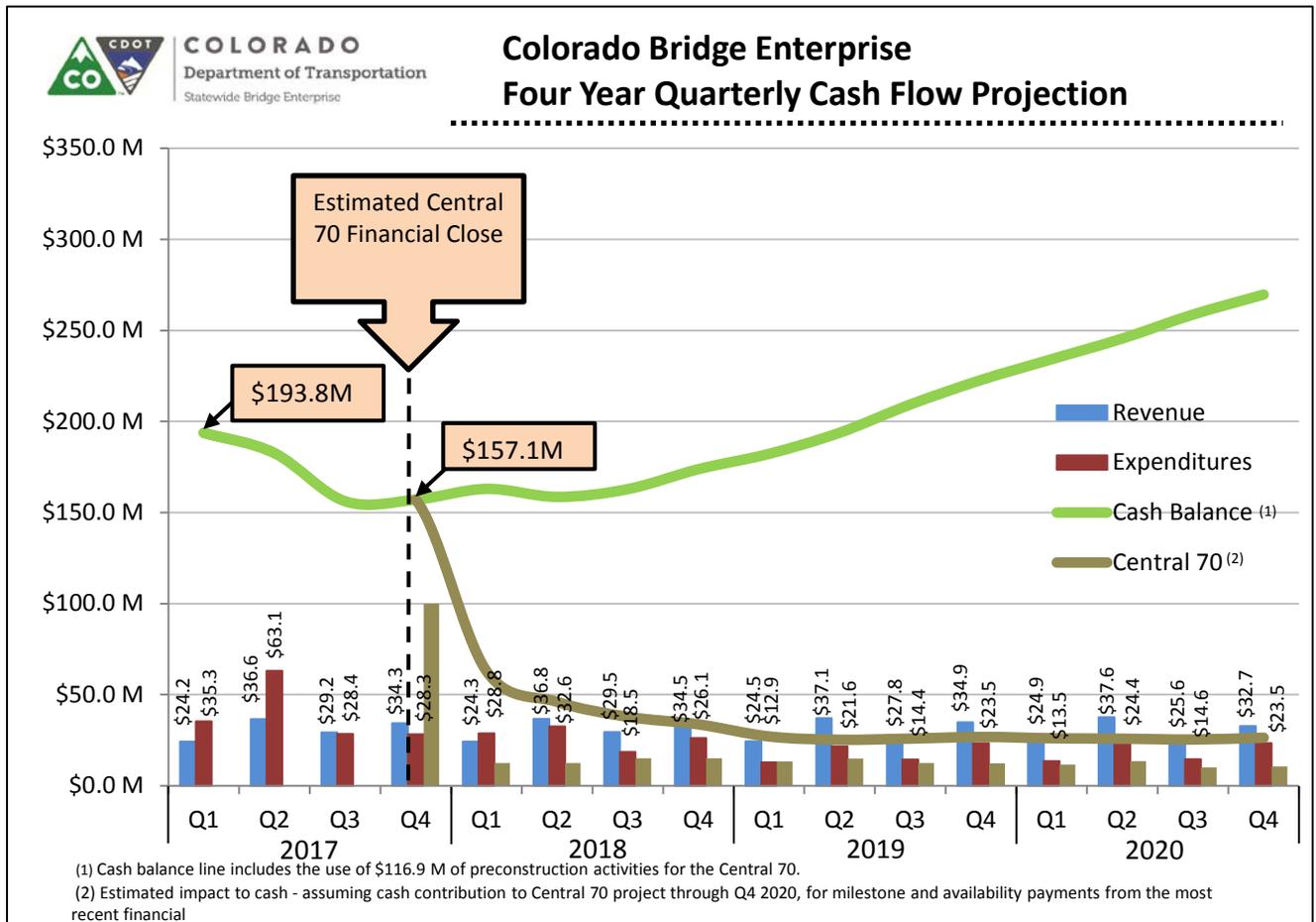
Attached is the Program Allocation Plan<sup>2</sup> that tracks Bridge Enterprise projects programmed since the beginning of the Bond Program by funding source, pre-construction activity and construction activity. In addition, the Program Allocation Plan includes projects that have yet to be budgeted and also includes budget adjustments that have not been posted to the accounting system as of December 31, 2016. Projects that were budgeted prior to the Bond Program are shown in summary at the bottom of the third page as Pre-Bond Projects. The program life-to-date (LTD) total liabilities for the CBE program are \$923.1M, a decrease of \$1.0M from the \$924.1M total liability reported on September 30, 2016.

<sup>2</sup> Reference Appendix A for the Current Allocation Plan

Below is the Four Year Quarterly Cash Flow Projection (*Figure C*), which depicts all current available CBE cash balances, forecasted revenues, and forecasted expenditures for currently programmed projects. Bridge Enterprise has forecasted the cash balance to decrease by \$132.0M due to the Central 70 project during the period of October 2017 through December 2020. This is based on a model that uses a combination of milestone and availability payments. The cash flow forecast model has taken into account Resolution CBE 15-8-2 passed in August of 2015 which sets parameters for the use of CBE funds during the construction period of the Central 70 project. These figures are expected to change once the project team is able to determine the ultimate scope and optimal funding scenario.

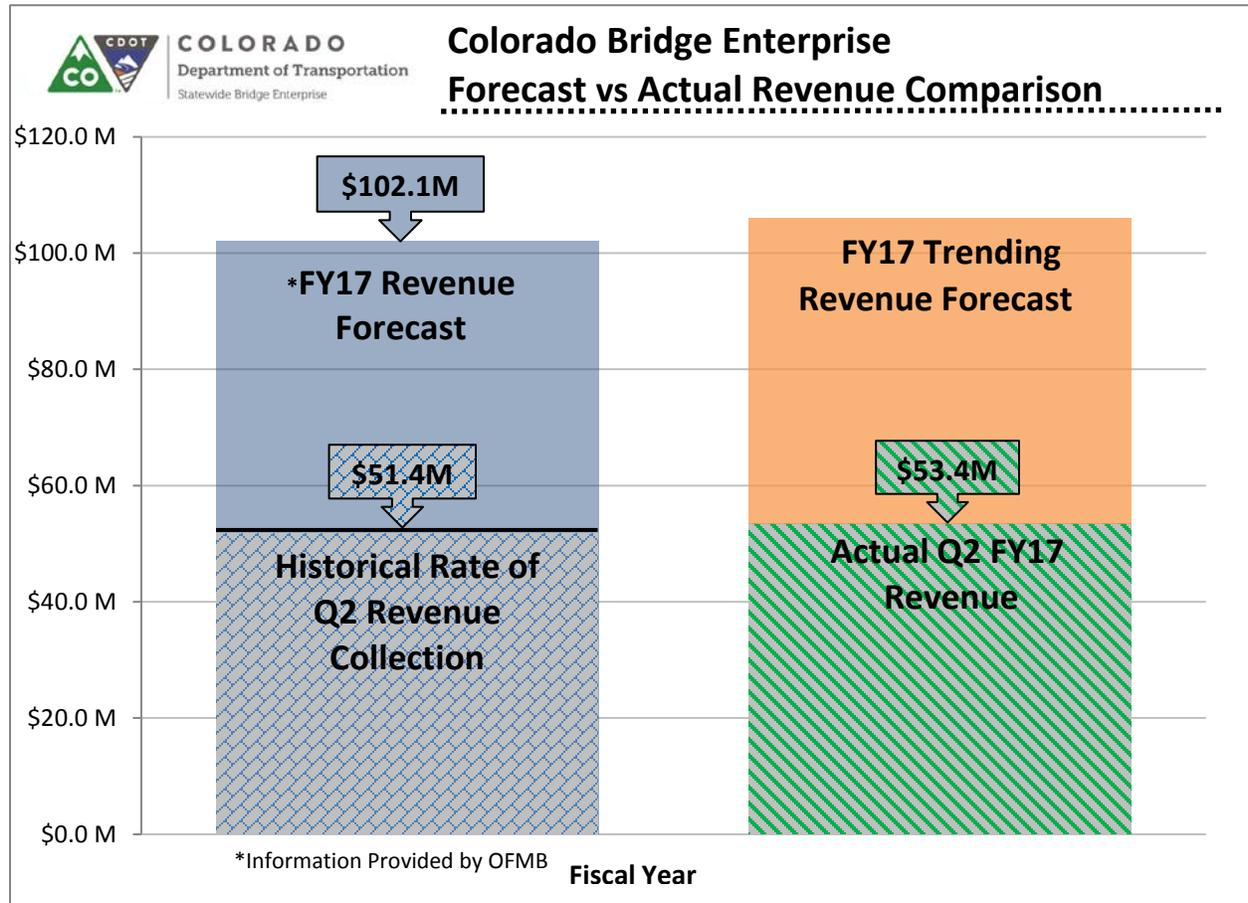
During the four-year time period of the cash flow, the program cash balance is forecast to decrease from \$193.8M on December 31, 2016 to \$25.0M by December 31, 2020 if the Central 70 project proceeds as currently scheduled and modeled. During construction of the Central 70 project (from FY2018 through FY2022) the amount available for other CBE projects as currently modeled in accordance with Resolution CBE 15-8-2 will maintain the program cash minimum balance of \$25M.

**Figure C. Four Year Quarterly Cash Flow Projection**



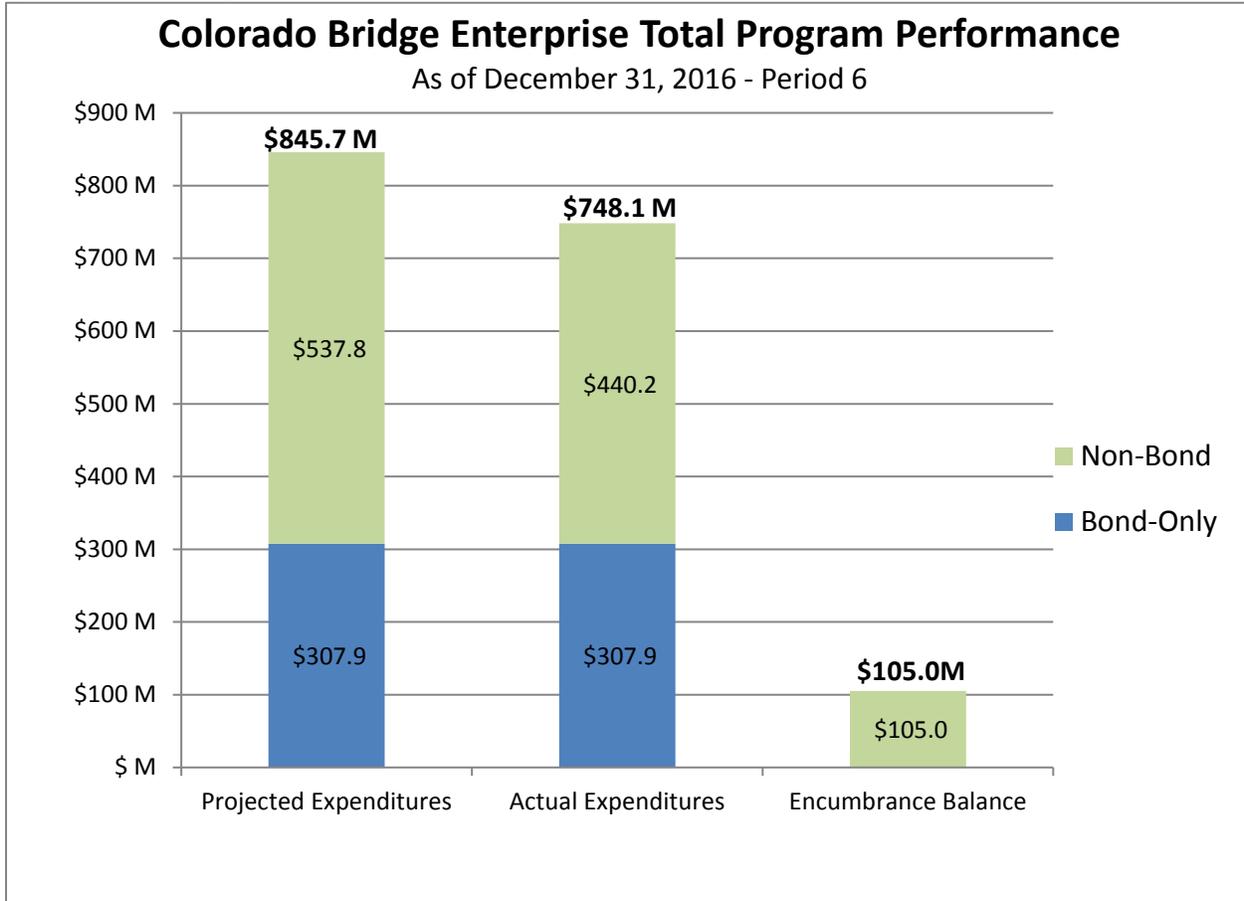
Actual Q2 FY2017 FASTER revenues were \$53.4M, which is \$2.0M above the historical rate of collection, which would tend to indicate an increase for the year. This closely follows the actuals for Q2 FY2016, however, as FY2016 progressed the rate of increase slowed with actuals converging with the FY16 Revenue Forecast by June 30, 2016. At this point we are not forecasting an increase to FY2017 revenues. This information is shown below in *Figure D*.

**Figure D. Forecast vs Actual FASTER Revenue Comparison**



The Total Program Financial Performance graph (*Figure E*) depicts actual expenditures and encumbrances against projected expenditures by Bond and Non-Bond funds. Projected expenditures are forecasted at \$845.7M on December 31, 2016, an increase of 2.0% since September 30, 2016. Actual LTD expenditures as of December 31, 2016 are \$748.1M as compared to \$701.60M on September 30, 2016, an increase of \$46.5M or 6.6%. The current encumbrance balance is \$105.0M compared to \$120.7M on September 30, 2016, a decrease of \$15.7M or -13.0%.

**Figure E. Total Program Financial Performance**



**Series 2010A Bond Spending**

Including net bond proceeds and interest earnings on the bond proceeds, the actual spend down reached 100% on June 30, 2016.

Location	Project Accounting Number	Original Bridge Number	Region	Pre-Construction				Construction				Project Total All Funds	Pre-Construction Start Date	Ad Date	Construction Start Date	Completion Date			
				Total Other Funds	Total FASTER Funds	2010 Bond Proceeds	Bond Interest	Total Pre-Construction All Funds	Total Other Funds	Total FASTER Funds	2010 Bond Proceeds						Bond Interest	Total Construction All Funds	
US 36 ML over COMANCHE CREEK	18276	F-19-B	1	480,916	87,922	-	-	568,838	-	-	1,293,744	-	1,293,744	1,862,582	11/01/10	01/05/12	04/23/12	06/15/12	
US 85 Cook Ranch Road to Louviers over draws	18899	G-16-B & G-16-C	1	-	-	-	-	-	-	40,845	2,952,598	-	2,993,443	2,993,443		06/28/12	10/19/12	11/15/13	
US 85 over Sand Creek	19201	G-17-A	1	1	96,129	280,564	-	376,694	-	-	-	-	376,694	376,694	06/21/12				
I-25 SANTA FE BRIDGES	18107	F-16-DT	1	103,040	624,989	-	-	728,029	11,225,034	3,043,830	-	-	14,268,864	14,996,893	11/04/10	03/16/11	07/11/11	07/07/14	
I-25 SANTA FE BRIDGES	18107	F-16-DW	1	-	-	-	-	-	-	-	-	-	-	-	11/04/10	03/16/11	07/11/11	07/07/14	
I 70 ML WBND over SAND CREEK	17537	E-17-GE	1	1,332,918	-	-	-	1,332,918	-	72,565	9,190,738	-	9,263,303	10,596,221	03/31/10	03/31/11	07/29/11	07/06/12	
I 70 ML EBND over SAND CREEK	17537	E-17-BY	1	-	-	-	-	-	-	-	-	-	-	-	03/31/10	03/31/11	07/29/11	07/06/12	
I 76 ML EBND over SOUTH PLATTE RIVER	18070	E-17-GM	1	-	962,189	-	-	962,189	-	23,276	12,080,497	-	12,103,773	13,065,962	03/29/10	05/19/11	09/12/11	07/23/12	
I 76 ML WBND over SOUTH PLATTE RIVER	18070	E-17-GL	1	-	-	-	-	-	-	-	-	-	-	-	03/29/10	05/19/11	09/12/11	07/23/12	
US 287+SH 88 over US 40 ML	18083	F-16-FW	1	-	603,407	516,500	-	1,119,907	310,294	14,414	6,110,347	-	6,435,055	7,554,962	03/31/10	06/30/11	09/26/11	01/16/13	
SH121 ML-WADSWORTH over BEAR CREEK	18220	F-16-CS	1	-	1,076,626	-	-	1,076,626	348,289	120,892	8,432,470	-	8,901,651	9,978,277	04/01/10	10/20/11	03/26/12	08/30/13	
SH 95 ML over UP RR, RR SPUR	18082	E-16-GQ	1	396,400	-	-	-	396,400	-	60,333	6,293,279	-	6,353,612	6,750,012	04/29/08	02/02/12	04/24/12	11/01/13	
US 6 ML over SH 95 ML/SHERIDAN AVE.	18154	F-16-FL	1	318,483	585,721	-	-	904,204	-	312	12,626,612	-	12,626,924	13,531,128	04/01/09	10/21/11	01/03/12	07/12/13	
SH 121 WADSWORTH PARKWAY ML SBND over US 36 ML	18194	E-16-FK	1	-	-	1,571,097	-	1,571,097	1	4,275,317	19,370,801	-	23,646,119	25,217,216	05/27/11	09/30/11	05/10/12	10/30/13	
CNTY RD / OLD WADS over US 36 ML	18195	E-16-FL	1	-	583,182	1,500,620	-	2,083,802	1	1,918,595	8,537,572	-	10,456,168	12,539,970	05/27/11	09/30/11	05/10/12	10/30/13	
US 40 ML EBND over SAND CREEK	18180	F-17-F	1	2	-	1,819,331	-	1,819,333	-	1,253,834	6,000,689	-	7,254,523	9,073,856	08/01/11	05/02/13	07/23/13	03/16/15	
US 40 ML WBND over SAND CREEK	18180	F-17-BS	1	-	-	-	-	-	-	-	-	-	-	-	08/01/11	05/02/13	07/23/13	03/16/15	
PECOS STREET over I 70 ML	18149	E-16-FW	1	-	6,097,615	512,347	-	6,609,962	4,380,000	249,582	14,097,698	-	18,727,280	25,337,242	04/01/11	08/07/12	11/05/12	10/01/13	
PEORIA STREET over I 76 ML	18152	E-17-EX	1	-	10,998	1,466,306	-	1,477,304	-	14,108	3,299,496	-	3,313,604	4,790,908	04/01/11	05/02/13	07/24/13	12/05/13	
US 85 ML NBND over DAD CLARK GULCH	18191	F-16-F	1	-	-	686,671	-	686,671	-	-	2,316,449	-	2,316,449	3,003,120	10/14/11	08/16/12	11/27/12	09/05/13	
SH 88 ML/ARAP RD over CHERRY CREEK	18147	F-17-DM	1	-	7,611,291	850,700	-	8,461,991	-	9,835,495	9,060,728	2,000,000.00	20,896,223	29,358,214	02/01/11	08/15/13	10/21/13	08/03/15	
Wetland Monitoring	21474	F-17-DM	1	-	194,600	-	-	194,600	-	-	-	-	-	194,600	-	-	-	-	
I 76 ML EBND over UP RR	18151	E-17-DC	1	-	2,477,672	-	-	2,477,672	-	11,628,627	371,722	1,000,000.00	13,000,349	15,478,021	04/15/11	02/14/14	08/04/14	11/06/15	
I 76 ML WBND over UP RR	18151	E-17-DU	1	-	-	-	-	-	-	-	-	-	-	-	04/15/11	02/14/14	08/04/14	11/06/15	
SH 44 ML over BULL SEEP	18206	E-17-ER	1	8,501	-	3,727,424	-	3,735,925	1,620,975	5,256,893	2,557,057	-	9,434,925	13,170,850	07/01/11	09/26/13	01/06/14	08/14/15	
SH44 ML(104TH AVE) over SOUTH PLATTE RIVER	18206	E-17-CA	1	-	-	-	-	-	-	-	-	-	-	-	07/01/11	09/26/13	01/06/14	08/14/15	
US 6 ML over SOUTH PLATTE RIVER	19190	F-16-EF	1	-	-	-	-	-	1	9,750,739	6,342,205	600,000.00	16,692,945	16,692,945	09/01/11	10/15/12	06/30/13	12/21/15	
US 6 ML over BRYANT STREET	18192	F-16-EN	1	-	3,530,749	5,445,850	-	8,976,599	951,229	11,000,419	12,837,177	2,279,210.00	27,068,035	36,044,634	09/01/11	10/15/12	06/30/13	12/21/15	
US 6 ML over BNSF RR	18202	F-16-EJ	1	-	1,195,223	-	-	1,195,223	1	4,447,009	5,995,919	1,600,000.00	12,042,929	13,238,152	09/01/11	10/15/12	06/30/13	12/21/15	
US 40 ML EBND over TOLLGATE CREEK	18204	F-17-GO	1	55,731	-	2,269,690	-	2,325,421	211,318	11,011,016	-	500,000.00	11,722,334	14,047,755	02/01/11	01/16/14	06/09/14	09/22/16	
US 40 ML WBND over TOLLGATE CREEK	18204	F-17-GA	1	-	-	-	-	-	-	-	-	-	-	-	02/01/11	01/16/14	06/09/14	09/22/16	
SH 58 over FORD	18770	E-16-HA	1	-	-	692,994	-	692,994	-	57,877	5,271,384	-	5,329,261	6,022,255	11/14/11	03/21/13	06/03/13	06/27/14	
US 287 Federal over BNSF at 69th Ave.	18908	E-16-AA	1	1	1,246,385	2,260,507	-	3,506,893	703,600	16,188,690	-	-	16,892,290	20,399,183	11/01/12	11/20/14	01/29/15	11/18/16	
US 287 Federal over BNSF at 69th Ave.	20513	E-16-AA	1	-	648,232	-	-	648,232	-	-	-	-	-	648,232	-	-	-	-	
I-70 ML over Havana St.	19339	E-17-JP	1	-	208,011	1,675,000	-	1,883,011	-	24,893,290	-	500,000.00	25,393,290	27,276,301	11/26/12	11/20/14	04/13/15	11/29/16	
US 6 over Garrison	19478	F-16-ER	1	-	605,839	200,000	-	805,839	1	13,374,599	500,000	-	13,874,600	14,680,439	03/29/13	07/03/14	01/15/15	04/30/16	
I-70 ML Viaduct R/W	19631	E-17-FX	1	-	93,906,491	-	-	93,906,491	-	-	-	-	-	93,906,491	93,906,491	07/22/13			
Design	19631	E-17-FX	1	-	7,203,162	-	-	7,203,162	-	-	-	-	-	7,203,162	7,203,162	07/22/13			
Environmental	19631	E-17-FX	1	-	2,653,275	-	-	2,653,275	-	-	-	-	-	2,653,275	2,653,275	07/22/13			
Miscellaneous	19631	E-17-FX	1	-	13,100,000	-	-	13,100,000	-	-	-	-	-	13,100,000	13,100,000	07/22/13			
I 70(BUSINESS RT) over I 70 ML	19984	F-14-Y	1	-	-	-	546,911	546,911	-	10,999,522	-	-	10,999,522	11,546,433	01/27/14	03/06/15	04/02/15	06/27/16	
I 70 over CLEAR CREEK		F-15-BL	1	-	3,000,000	-	-	3,000,000	-	27,000,000	-	-	27,000,000	30,000,000					
SH 9 ML over CURRANT CREEK	18059	J-15-B	2	180,766	-	-	-	180,766	1,675,834	1	-	-	1,675,835	1,856,601	09/01/10	12/09/10	05/04/11	10/31/11	
SH 89 ML over ARKANSAS RIVER	18131	L-28-F	2	177,535	63,267	-	-	240,802	-	-	6,129,155	-	6,129,155	6,369,957	06/01/10	12/30/10	02/16/11	04/30/12	
SH9 ML over Buckskin Gulch	17681	G-12-L	2	133,913	-	-	-	133,913	111,688	-	76,865	-	188,553	322,466	01/04/10	06/09/11	09/05/11	12/29/11	
I 25 ML NBND over DRAW	18414	J-18-S	2	-	-	-	-	-	-	-	1,043,384	-	1,043,384	1,043,384	09/01/10	10/13/11	02/20/12	09/17/12	
I 25 ML NBND over DRAW	18414	J-18-T	2	-	-	-	-	-	-	-	-	-	-	-	09/01/10	10/13/11	02/20/12	09/17/12	
SH 120 ML over RR, ARKANSAS RIVER	18013	K-16-K	2	1	468,198	-	-	468,199	-	653,545	4,833,271	-	5,486,816	5,955,015	07/09/10	05/25/12	10/08/12	06/27/14	
US 350 ML over DRAW	18177	M-21-D	2	-	449,681	-	-	449,681	-	-	1,509,477	-	1,509,477	1,959,158	02/01/11	08/25/11	10/19/11	05/18/12	
US 24 ML over BLACK SQUIRREL CREEK	18203	H-18-A	2	-	288,894	-	-	288,894	-	-	2,993,733	-	2,993,733	3,282,627	06/01/10	09/09/11	11/15/11	08/17/12	
CUCHARAS	18250	O-16-A	2	-	176,063	-	-	176,063	-	-	-	-	-	176,063	12/01/10				
SH 12 PURGATOIRE RIVER	18251	P-17-H	2	-	150,662	-	-	150,662	-	-	-	-	-	150,662	12/01/10				
CUCHARAS & SH 12 PURGATOIRE RIVER COMBINED CONST.	18640	O-16-A & P-17-H	2	-	-	-	-	-	-	-	2,132,692	-	2,132,692	2,132,692		10/20/11	02/24/12	11/15/12	

Location	Project Accounting Number	Original Bridge Number	Region	Pre-Construction				Construction				Project Total All Funds	Pre-Construction Start Date	Ad Date	Construction Start Date	Completion Date		
				Total Other Funds	Total FASTER Funds	2010 Bond Proceeds	Bond Interest	Total Pre-Construction All Funds	Total Other Funds	Total FASTER Funds	2010 Bond Proceeds						Bond Interest	Total Construction All Funds
US 160 ML over CAT CREEK	18321	O-26-L	2	-	340,422	868	-	341,290	-	-	-	-	-	341,290	02/01/11			
US 160 ML over DRAW	18321	O-25-I	2	-	-	-	-	-	-	-	-	-	-	-	02/01/11			
US 160 ML over N FK Sand Arroyo	18321	O-25-H	2	-	-	-	-	-	-	-	-	-	-	-	02/01/11			
Combined		O-26-L, O-25-I/H	2	-	-	-	-	-	12,034	3,543,166	-	-	3,555,200	3,555,200		12/15/11	03/29/12	12/13/12
SH 101 ML over DRAW	18178	M-24-B	2	-	268,899	-	-	268,899	-	-	-	-	-	268,899	02/01/11			
SH 101 ML over Purgatoire River - R2	18435	L-24-F	2	-	-	132,413	-	132,413	-	-	-	-	-	132,413	02/01/11			
COMBINED CONST. SH 101 ML over DRAW and over PURGATOIRE RIVER	18722	M-24-B & L-24-F	2	-	-	-	-	-	-	3,731,491	-	-	3,731,491	3,731,491		11/23/11	03/29/12	10/31/12
SH 266 ML over HOLBROOK CANAL	18179	L-22-O	2	-	722,726	-	-	722,726	-	-	-	-	-	722,726	12/01/10			
FT. LYON STORAGE CANAL	18179	L-22-E	2	-	-	-	-	-	-	-	-	-	-	-	12/01/10			
SH 71 ML over FT. LYON CANAL	18440	L-22-K	2	-	200	743,798	-	743,998	-	-	-	-	-	743,998	07/15/11			
COMBINED CONST. HOLBROOK & FT. LYON CANAL & STORAGE CANAL	18627	L-22-O, E & K	2	-	-	799,497	-	799,497	-	32,953	5,486,885	-	5,519,838	6,319,335		09/22/11	08/20/12	03/07/13
US 50 ML over BNSF RR	18155	L-28-C	2	2	1,716,303	106,079	-	1,822,384	-	6,711,941	1	-	6,711,942	8,534,326	02/01/11	07/17/14	02/23/15	07/01/16
US 50 ML over DRAW	18155	L-27-S	2	-	-	-	-	-	-	-	-	-	-	-	02/01/11	07/17/14	02/23/15	07/01/16
US 350 ML over DRAW	18461	O-19-J	2	-	-	299,217	-	299,217	-	-	2,105,844	-	2,105,844	2,405,061	10/15/10	09/20/12	12/03/12	06/18/13
SH 239 ML OVER IRRIGATION CANAL	18461	P-19-AD	2	-	-	-	-	-	-	-	-	-	-	-	10/15/10	09/20/12	12/03/12	06/18/13
US 350 ML over PURGATOIRE RIVER	18208	O-19-H	2	-	493,712	-	-	493,712	-	34,143	3,153,661	-	3,187,804	3,681,516	10/15/10	02/21/13	04/29/13	04/11/14
SH 120 ML over DRAW, UP RR	18370	K-16-S	2	-	505,078	755,829	-	1,260,907	1	4,115,626	312,427	-	4,428,054	5,688,961	03/15/11	06/19/14	10/28/14	01/08/16
I-25 ML over Indiana Ave.	19206	L-18-M & L-18-W	2	-	123,988	108,191	-	232,179	-	-	-	-	-	232,179	10/15/12			
Northern Ave. over I-25 ML	19207	L-18-AQ	2	-	132,619	2,000	-	134,619	-	-	-	-	-	134,619	10/15/12			
I-25 over Ilex, RR, Bennet	17666	K-18-CL	2	7,564,290	2,475,045	1,908,484	-	11,947,819	-	-	-	-	-	11,947,819	06/01/11			
I-25 over Ilex, RR, Bennet	17666	K-18-CK	2	-	-	-	-	-	-	-	-	-	-	-	06/01/11			
I-25 ML over Indiana Ave.	19205	L-18-M	2	-	-	-	-	-	-	3,271,797	10,000	-	3,281,797	3,281,797		03/06/14	04/01/15	10/29/16
I-25 ML over Indiana Ave.	19205	L-18-W	2	-	-	-	-	-	-	771,562	10,000	-	781,562	781,562		03/06/14	04/01/15	10/29/16
Northern Ave. over I-25 ML	19205	L-18-AQ	2	-	-	-	-	-	-	3,918,686	10,000	-	3,928,686	3,928,686		03/06/14	04/01/15	10/29/16
Mesa Ave over I-25 ML	19205	L-18-AU	2	-	-	-	-	-	-	3,527,195	10,000	-	3,537,195	3,537,195		03/06/14	02/10/15	10/18/16
I-25 ML NBND over US 50 ML	19205	K-18-AX	2	-	-	-	-	-	-	3,469,192	10,000	-	3,479,192	3,479,192		03/06/14	02/10/15	10/19/16
US 50 BUS EBND over Arkansas River	19205	K-18-R	2	-	-	-	-	-	-	5,000,941	11,983	-	5,012,924	5,012,924		03/06/14	02/10/15	10/19/16
I-25 over Ilex, RR, Bennet	19205	K-18-CL	2	-	-	-	-	-	607,436	38,481,171	100,000	-	39,188,607	39,188,607		03/06/14	02/10/15	08/31/17
I-25 over Ilex, RR, Bennet	19205	K-18-CK	2	-	-	-	-	-	-	-	-	-	-	-		03/06/14	02/10/15	08/31/17
Sub-Total Ilex									607,436	58,440,544	161,983	-	59,209,963	59,209,963				
I-25 Frontage Road over Pine Creek	19123	I-17-O	2	-	-	168,125	-	168,125	-	-	-	-	-	168,125	10/15/12			
US50 ML over Draw Cotopaxi-Texas Creek	19304	K-14-J	2	-	-	342,596	-	342,596	1	1,452,992	-	-	1,452,993	1,795,589	10/30/12	06/12/14	03/01/15	08/15/15
SH69 ML over Milligan Arroyo	19055	M-16-P	2	-	3,460	385,840	-	389,300	-	-	-	-	-	389,300	12/19/12			
I-25 Bus Route over Sull Creek	19054	N-17-C	2	-	3,876	558,109	-	561,985	-	-	1,910,242	-	1,910,242	2,472,227	12/19/12	10/24/13	02/17/14	09/03/14
SH160 ML over Smith Canyon	19053	P-23-A	2	-	-	373,691	-	373,691	-	1,775,780	-	-	1,775,780	2,149,471	12/19/12	02/05/15	05/26/15	10/30/15
SH71 over ARKANSAS RIVER	21012	L-22-L	2	-	511,600	-	-	511,600	-	-	-	-	-	511,600	05/13/15			
SH 96 over Rush Creek	21011	K-17-F	2	-	425,000	-	-	425,000	-	-	-	-	-	425,000	07/29/15			
US 6 ML over EAGLE RIVER	18160	F-09-H	3	155,656	150,986	-	-	306,642	-	-	4,201,213	-	4,201,213	4,507,855	09/28/10	05/19/11	07/20/11	05/18/12
US 50 SERVICE RD over GUNNISON RVR SR	18193	J-09-C	3	143,514	-	203,584	-	347,098	-	-	2,369,188	-	2,369,188	2,716,286	06/01/10	06/23/11	08/29/11	08/31/12
US 50 SERVICE RD over GUNNISON RVR SR	18193	J-09-D	3	-	-	-	-	-	-	-	-	-	-	-	06/01/10	06/23/11	08/29/11	08/31/12
I 70 SERVICE RD over COLORADO RIVER SR	18162	F-08-F	3	146,819	-	1,805,747	-	1,952,566	-	-	7,966,405	-	7,966,405	9,918,971	04/06/11	09/02/12	09/04/12	09/30/13
Historic Eagle County Bridges Book	19325	F-08-F	3	-	22,062	-	-	22,062	-	-	-	-	-	22,062				
US 40 ML over E FORK ELK RIVER	18138	C-09-C	3	2	-	1,517,178	0	1,517,180	-	-	4,117,918	-	4,117,918	5,635,098	04/01/11	12/13/12	02/28/13	11/19/13

Location	Project Accounting Number	Original Bridge Number	Region	Pre-Construction					Construction					Project Total All Funds	Pre-Construction Start Date	Ad Date	Construction Start Date	Completion Date
				Total Other Funds	Total FASTER Funds	2010 Bond Proceeds	Bond Interest	Total Pre-Construction All Funds	Total Other Funds	Total FASTER Funds	2010 Bond Proceeds	Bond Interest	Total Construction All Funds					
I 70 ML EBND over US 6, RR, EAGLE RIVER	18159	F-11-AC	3	1	19	1,779,324	-	1,779,344	1	12,144,512	500,000	-	12,644,513	14,423,857	04/01/11	03/06/14	07/19/14	05/05/17
I 70 ML WBND over US 6, RR, EAGLE RIVER	18159	F-11-AB	3	-	-	-	-	-	-	-	-	-	-	-	04/01/11	03/06/14	07/19/14	05/05/17
SH 82 ML over I70 ML,COLORADO RVR,RR	18158	F-07-A	3	2	31,010,894	10,537,357	-	41,548,253	1,802,883	54,923,984	-	-	56,726,867	98,275,120	05/11/11	07/01/15	01/01/16	06/30/18
PEDESTRIAN BRIDGE over COLORADO RVR	21122		3	-	-	-	-	-	6,492,960	7,975,809	-	-	14,468,769	14,468,769	05/11/11	07/01/15	01/01/16	12/31/17
US 34 over NORTH FORK COLORADO RIVER	21010	D-13-A	3	-	519,700	-	-	519,700	-	-	-	-	-	519,700	08/05/15			
I-70 WBND over Colorado River	21007	F-05-L	3	465,920	116,480	-	-	582,400	-	-	-	-	-	582,400	08/12/15			
I-70 EBND over US6,RR, Eagle River	21008	F-10-L	3	404,800	101,200	-	-	506,000	-	-	-	-	-	506,000	08/12/15			
I-70 WBND over Colorado River Overflow	21009	G-03-Q	3	690,400	172,600	-	-	863,000	-	-	-	-	-	863,000	08/12/15			
US 24 ML over DRAW	18003	G-22-J	4	-	-	-	-	-	799,863	-	244,857	-	1,044,720	1,044,720	04/01/08	12/16/10	05/02/11	08/24/11
US 287 ML over DRAW	17804	B-16-AE	4	1,401,692	85,153	139,160	-	1,626,005	-	-	2,338,640	-	2,338,640	3,964,645	04/15/10	05/12/11	07/25/11	05/01/12
SH 14 ML over COALBANK CREEK	18451	B-17-L	4	1	2,084,645	249,641	-	2,334,287	1	6,360	3,358,015	-	3,364,376	5,698,663	12/16/10	11/01/12	04/01/14	09/30/15
I 25 SERVICE RD over LITTLE THOMPSON RIVER SR	18053	C-17-BN	4	941,887	-	-	-	941,887	-	-	1,782,003	-	1,782,003	2,723,890	02/01/11	04/05/12	09/04/12	04/12/13
US 34 ML over N FRK REPUBLICAN RIVER	18432	D-28-B	4	-	781,069	-	-	781,069	-	-	2,693,477	-	2,693,477	3,474,546	11/23/10	04/26/12	06/25/12	12/14/12
SH 66 ML over ST VRAIN River	18224	D-17-AK	4	-	-	1,311,071	-	1,311,071	-	-	4,228,779	-	4,228,779	5,539,850	02/01/11	09/06/12	11/05/12	06/18/14
I-70 FRONTAGE ROAD over DRAW	18610	G-21-B	4	-	-	348,714	-	348,714	-	-	1,012,700	-	1,012,700	1,361,414	09/05/11	11/16/12	01/28/13	05/23/13
SH 14 ML over CACHE LA POUUDRE RIVER	18085	B-16-D	4	1,395,490	351,788	753,947	-	2,501,225	750,000	11,182,963	-	800,000.00	12,732,963	15,234,188	07/14/09	06/19/14	09/22/14	11/20/15
US 85 ML over UPRR Nunn Bridge	18669	B-17-C	4	-	-	1,254,778	-	1,254,778	-	3,053	6,009,722	-	6,012,775	7,267,553	06/24/11	01/10/13	03/17/13	06/13/14
SH60 over SOUTH PLATTE RIVER	21146	C-17-B	4	-	1,170,375	-	-	1,170,375	-	-	-	-	-	1,170,375	06/17/15			
I-25 ML over County Road 48	20999	B-16-EU	4	-	737,900	-	-	737,900	-	-	-	-	-	737,900				
SH 145 ML over LEOPARD CREEK	18231	L-04-B	5	-	-	506,177	-	506,177	47,559	-	3,301,616	-	3,349,175	3,855,352	02/01/11	03/15/12	05/15/12	05/30/13
SH 62 ML over UNCOMPAHGRE RIVER	18323	L-05-B	5	-	1,012,619	268,923	-	1,281,542	3,380	-	6,519,674	-	6,523,054	7,804,596	02/01/11	02/09/12	04/24/12	05/30/13
SH90 over DOLORES RIVER	20817	K-01-C	5	-	963,954	-	-	963,954	-	5,574,297	-	-	5,574,297	6,538,251	01/30/15			
														-				
														-				
														-				
														-				
PRE-BOND PROJECTS			All	2,338,990	85,383	-	-	2,424,373	29,706,726	6,071,211	-	-	35,777,937	38,202,310				
				<b>\$ 18,837,674</b>	<b>\$ 196,996,228</b>	<b>\$ 52,835,939</b>	<b>\$ 546,911</b>	<b>\$ 269,216,752</b>	<b>\$ 61,749,077</b>	<b>\$ 337,643,827</b>	<b>\$ 245,307,666</b>	<b>\$ 9,279,210</b>	<b>\$ 653,979,780</b>	<b>\$ 923,196,532</b>	Total Impact all Projects all funds			
														<b>\$ 298,143,605</b>	2010 Bond Proceeds			
														<b>\$ 9,826,121</b>	Bond Interest Earnings LTD			
														<b>\$ 307,969,726</b>	2010 Bonds with Interest:			



## MEMORANDUM

**TO:** COLORADO BRIDGE ENTERPRISE BOARD OF DIRECTORS  
**FROM:** MARIA SOBOTA, CHIEF FINANCIAL OFFICER  
**DATE:** FEBRUARY 16, 2017  
**SUBJECT:** ANNUAL FINANCIAL STATEMENTS FOR FISCAL YEARS 2015 AND 2016

### Purpose

This memorandum is presenting the Colorado Bridge Enterprise's (CBE) Fiscal Year 2015 and 2016 annual audited financial statements.

### Action

No formal action is being requested. Informational only.

### Background

On an annual basis, the Office of the State Auditor (OSA) engages an outside audit firm to conduct a financial and compliance audit of the CBE. For Fiscal Year 2016, OSA contracted with BKD, LLP to complete the annual audit. The purposes and the scope of the Fiscal Year 2016 audit were to

- Express an opinion on the financial statements of CBE as of and for the years ended June 30, 2016 and 2015, including consideration of internal control over financial reporting.
- Review CBE's compliance with rules and regulations governing the expenditure of State funds for the year ended June 30, 2016
- Issue a report on CBE's internal control over financial reporting and on compliance with certain provisions of laws, regulations, contracts, and grant agreements as well as other matters based on OSA's audit of the financial statements.

### Details

BKD's report included an unmodified opinion of CBE's financial statements for the year ended June 30, 2016. No instances of noncompliance considered material to the financial statements were disclosed by the audit. There are no audit findings or recommendations reported for the year ended June 30, 2016.

An electronic version of the audited financial statements is available on the Bridge Enterprise website at [www.codot.gov/programs/BridgeEnterprise/financial-statements/programs/BridgeEnterprise/financial-statements](http://www.codot.gov/programs/BridgeEnterprise/financial-statements/programs/BridgeEnterprise/financial-statements).





## MEMORANDUM

**TO: THE BRIDGE ENTERPRISE BOARD OF DIRECTORS**  
**FROM: MARIA J. SOBOTA, CHIEF FINANCIAL OFFICER**  
**DATE: FEBRUARY 16, 2017**  
**SUBJECT: FINAL FISCAL YEAR 2017-18 BRIDGE ENTERPRISE BUDGET**

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### Purpose

This month the Bridge Enterprise (BE) Board of Directors is being presented with a final version of the Fiscal Year (FY) 2017-18 Fund 538 budget for review and comment.

### Action

This memo is informational only and no action is required this month. Staff will return in March for approval and formal adoption of the final FY 2017-18 budget for Fund 538.

### Background and Current Detail

In November 2016 staff presented the Board with a draft version of the FY 2017-18 operating budget for Fund 538. Estimated Bridge Enterprises revenues for FY 2017-18 are \$112.2 million, which is a decrease of \$14.4 million over FY 2016-17 budgeted revenues. The decrease is primarily driven by the temporary suspension of the \$15.0 million federal transfer from CDOT. The Bridge Enterprise FY 2017-18 \$112.2 million revenue estimate is comprised of the following revenue sources:

- \$104,630,664 in FASTER Bridge Safety Surcharge Revenue
- \$1,711,000 in Interest Earnings
- \$5,900,000 in Federal Subsidy for the Build America Bonds (BABs)

These estimates remain unchanged from the draft budget information presented to the Board in November. As it relates to the BE, overall projected revenue of \$112.2 million has been allocated to the following budget categories:

- \$1,777,565 for Administrative & Operating Activities
- \$350,000 for Project Scoping
- \$275,000 for Maintenance of BE Bridges
- \$100,000 for Bridge Preservation
- \$18,234,00 for Debt Service
- \$91,505,100 for Other Bridge Enterprise Projects

These allocations remain unchanged from the draft budget. Details regarding individual line items that roll up to each category are outlined in Attachment A: FY 2017-18 Final Bridge Enterprise Budget.

### Recommendation

The Board is being asked to review the final FY 2017-18 budget and provide feedback if necessary.

### Next Steps

This coming month, staff will integrate any changes requested by the Board and return in March for approval and adoption of the final FY 2017-18 budget for Fund 538.

### Attachment

Attachment A: Fiscal Year 2017-18 Final Bridge Enterprise Budget Fund 538.



<b>Fiscal Year 2017-18 Final Bridge Enterprise Budget</b> <b>Statewide Bridge Enterprise Special Revenue Fund (C.R.S 43-4-805(3)) 538</b>		
Budget Item	Estimated FY 2017-18 Revenues	Estimated FY2017-18 Expenses
<b>Estimated Revenue</b>		
Estimated FY 2017-18 FASTER Bridge Safety Surcharge Revenues	\$104,630,664	
Interest Earnings	\$1,711,000	
Federal Subsidy for Build America Bonds	\$5,900,000	
<b>Total Estimated Revenue</b>	<b>\$112,241,665</b>	
<b>Estimated Expenses</b>		
<b>Administrative &amp; Operating (Cost Center B8800-538 and B88AD-538)</b>		
Bridge Enterprise Program Management		\$ (1,500,000)
CDOT Staff		\$ (181,565)
Attorney General Legal Services		\$ (50,000)
Annual Audit		\$ (11,000)
Operating Expenses		\$ (10,000)
Other Consulting		\$ (20,000)
Trustee		\$ (5,000)
<b>Total Administrative &amp; Operating Expenses</b>		<b>\$ (1,777,565)</b>
<b>Scoping Pools (Cost Center B88SP-538)</b>		
Scoping Pools		\$ (350,000)
<b>Total Scoping Pools</b>		<b>\$ (350,000)</b>
<b>Maintenance (Cost Center B88MS-538)</b>		
Maintenance		\$ (275,000)
<b>Total Maintenance</b>		<b>\$ (275,000)</b>
<b>Bridge Preservation (Cost Center B88BP-538)</b>		
Bridge Preservation		\$ (100,000)
<b>Total Bridge Preservation</b>		<b>\$ (100,000)</b>
<b>Debt Service</b>		
Debt Service		\$ (18,234,000)
<b>Total Debt Service</b>		<b>\$ (18,234,000)</b>
<b>Bridge Enterprise Projects</b>		
Other Bridge Enterprise Projects		\$ (91,505,100)
<b>Total Bridge Enterprise Projects</b>		<b>\$ (91,505,100)</b>
<b>Total Fund 538 FY 2017-18 Revenues</b>	<b>\$112,241,665</b>	
<b>Total Fund 538 FY 201718 Expenses</b>	<b>-\$112,241,665</b>	
<b>Remaining Unbudgeted Funds</b>		<b>\$0</b>





**COLORADO**  
Department of Transportation  
Office of the Chief Engineer

4201 East Arkansas Avenue, Room 262  
Denver, CO 80222

**DATE:** FEBRUARY 16, 2017  
**TO:** TRANSPORTATION COMMISSION  
**FROM:** JOSH LAIPPLY, CHIEF ENGINEER  
MARIA SOBOTA, CHIEF FINANCIAL OFFICER  
JANE FISHER, OFFICE OF PROGRAM MANAGEMENT DIRECTOR  
**SUBJECT:** PROGRAM MANAGEMENT INFORMATION ITEM

---

**Purpose**

The Program Management Information Item provides the Transportation Commission with an update on the integration of cash management and program management and RAMP.

**Action**

Information only.

**Background**

*Integration of Cash Management and Program Management:*

Please see Fund 400 Cash Balance Memo included as a separate information item.

*RAMP:*

The RAMP program was initiated in November 2012 as a means to reduce the cash balance. Shortly thereafter the TC approved a project list and has since approved groups of projects and individual projects. Given the majority of the RAMP projects are now in construction, PMO updates are now limited to background associated with requested TC actions. There is one requested RAMP related action this month.

**Details**

*Integration of Cash Management and Program Management:*

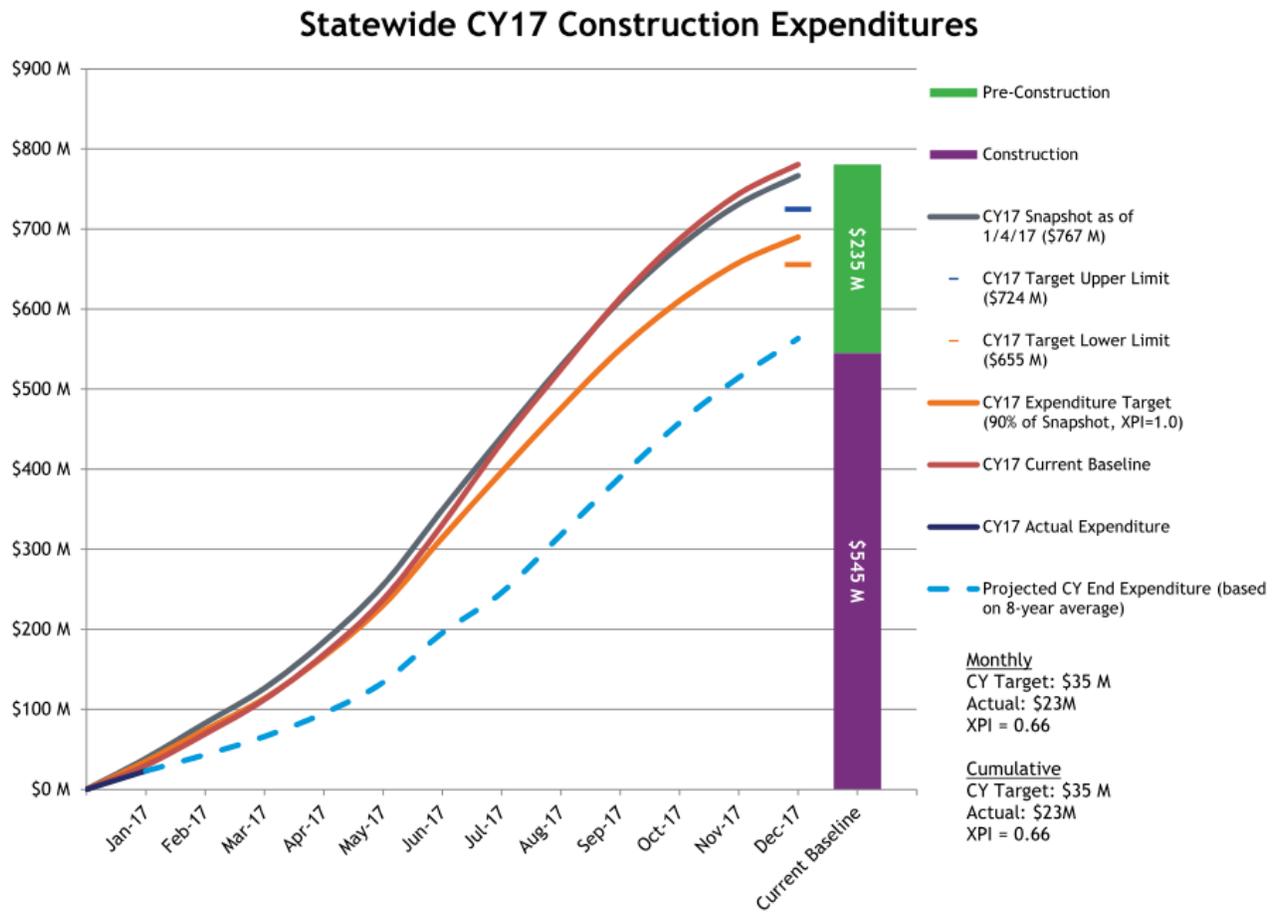
PMO is tracking program delivery at the statewide level using the expenditure performance index (XPI) to evaluate actual construction expenditure performance as compared to planned. As indicated in Figure 1, the cumulative Calendar Year 2017 XPI is 0.66. January's actual expenditures were \$12M below the expenditure target (Monthly XPI = 0.66). January expenditures were less than expected although not a concern at this point as the monthly plan amount is a relatively small percentage of the CY17 target expenditures (\$35M of the \$690M CY17 target or ~5%).

As indicated in the green portion of the current baseline bar in Figure 1, about \$235M of the planned CY17 construction expenditures are associated with projects that are still in preconstruction. PMO is



currently monitoring the progression of projects still in preconstruction using schedule performance index (SPI) which is determined by comparing actual preconstruction design progress versus planned progress. An SPI of 1.0 means a project is on track, values greater than 1.0 mean a project is ahead of schedule and values less than 1.0 mean a project is behind schedule. As of January month end, projects associated with the majority of the planned CY17 construction expenditures have SPI values close to 1.0 suggesting we are currently on track.

Figure 1. Calendar Year 2017 Construction Expenditure Results



**RAMP:**

Table 1 details RAMP Partnership and Operations projects (CDOT & Locally Administered) that have not yet been awarded. There is a request this month from Region 4 for a loan from the TC Contingency Reserve fund as further detailed in the attached memo which may be paid back, contingent on HPTE Development funds being made available. TC Contingency RAMP Reserve and RAMP Operations Contingency are currently \$1,619,838 , and \$2,212,724 respectively.



Table 1. RAMP Program Controls Table (remaining unawarded CDOT & Locally Administered projects)

Project Name	Project Budget	RAMP Request	Local Contribution	Other CDOT Funds	Status
<b>CDOT ADMINISTERED</b>					
HPTE P3 Development Fund <sup>1</sup>	\$40,000,000	\$4,000,000	\$0	\$0	Under Staff Development
<b>LOCALLY ADMINISTERED</b>					
SH 392 & CR 47 Intersection Safety Improvements	\$3,685,180	\$1,842,590	\$1,842,590	\$0	Ad in Feb '17 <sup>2</sup>
SH 14 / Greenfields Ct. - Frontage Rd. Relocation and Intersection Improvements	\$2,100,000	\$1,680,000	\$420,000	\$0	Ad in Mar '17 <sup>2</sup>
SH 392 & CR 74 Intersection Safety Improvements	\$2,249,875	\$1,000,000	\$1,249,875	\$0	Ad in Mar '17 <sup>2</sup>
Federal Blvd: 6 <sup>th</sup> to Howard Reconstruction and Multimodal Improvements	\$29,181,821	\$23,341,821	\$5,840,000	\$0	Ad in Apr '17 <sup>2</sup>
SH 119 Boulder Canyon Trail Extension	\$5,466,350	\$4,373,080	\$1,093,270	\$0	Ad in Sept '17 <sup>3</sup>
Loveland I-25 and Crossroads Blvd. Anti-Icing Spray System	\$250,000	\$200,000	\$50,000	\$0	Ad in Dec '17 <sup>4</sup>

<sup>1</sup> This total represents the remaining RAMP Development funding still available. Staff has prepared a HPTE Development Fund Policy and Evaluation Criteria guidance document.

<sup>2</sup> ROW delay; <sup>3</sup> Locals pursuing a Conditional Letter of Map Revision (CLOMR) prior to Ad; <sup>4</sup> Value-Engineering in progress to match available funds.

**Attachments**

Region 4 TCCRF request memo.





# COLORADO

Department of Transportation

Region 4

10601 West 10<sup>th</sup> Street  
Greeley, CO 80634  
(970) 350.2103 (Fax) (970) 350.2181

## MEMORANDUM

**DATE:** FEBRUARY 16, 2017  
**TO:** TRANSPORTATION COMMISSION  
**CC:** JOSH LAIPPLY, CHIEF ENGINEER; MARIA SOBOTA, CHIEF FINANCIAL OFFICER  
JANE FISHER, PMO DIRECTOR  
**FROM:** JOHNNY OLSON, REGION 4 TRANSPORTATION DIRECTOR

**SUBJECT:** TRANSPORTATION COMMISSION CONTINGENCY RESERVE LOAN FUNDING REQUEST  
FOR I-25 NORTH SEGMENTS 7 AND 8

### Purpose

Region 4 is requesting a \$6,493,600 loan from the Transportation Commission Contingency Reserve Fund (TCCRF) to continue right-of-way acquisition for I-25 North Segments 7 and 8.

### Action

Per P.D. 703, staff is requesting Transportation Commission (TC) approval to budget \$6,493,600 in TCCRF funding to purchase right-of-way necessary for delivery of the Segments 7 and 8 design-build project. Approval of funding will allow for the aggressive schedule of the I-25 DB project to be met and ensure TIGER funds are spent for construction elements as detailed in the grant application.

### Background

In November 2016, staff provided the TC with a budget summary for the I-25 North Corridor Express Lanes project. At that time, staff recommended the TC approve the use of \$3.9M in HPTE Development funds for procurement document development and a portion of the right-of-way acquisition. Also, at that time, staff communicated to the TC that a future supplement request might be made to continue these efforts. As the TC is aware, the TIFIA loan for the C-470 project is not yet closed. In order to avoid unfavorable impact to the project schedule, Region 4 is requesting a \$6,493,600 loan from the TCCRF to continue right-of-way efforts. The TCCRF funds will be paid back, contingent on the HPTE Development funds being made available.

### Details

The I-25 North Segments 7 and 8 design/build key project features will:

- Increase capacity by adding an Express Lane in both directions, replace four aging bridges (including Cache La Poudre River), and widen four additional structures.
- Improve multi-modal access to regional transit to promote mode shift.
- Improve bus service performance and reduce each total trip time by 15 minutes by adding new bus slip ramps to the Park-n-Ride.
- Create new pedestrian, bicycle access under I-25 at Kendall Parkway.



- Connect the Cache la Poudre River Regional Trail under I-25 and network to 100 miles of total trails. It will also serve as a wildlife corridor.

The project is currently underway in the development of Design/Build procurement documents including contractual and technical requirements. The anticipated schedule is:

- Letter of Interest (LOI) - Issued September 2016
- Request for Qualifications (RFQ) - Nov. 7, 2016
- Draft Request for Proposals (RFP) - January 2017
- Record of Decision (ROD) - March 2017
- Final RFP - March 2017
- Submit RFP - June 2017
- Selection - August 2017
- Notice to Proceed 1 - September 2017
- Notice to Proceed 2 - December 2017
- Construction Begins - January 2018
- Construction Ends - Dec 2020

### Key Benefits

Continuing project development of I-25 North Segments 7 and 8 will provide key benefits including:

- Maintain the overall project schedule as committed to the Governor, TIGER grantors, and Local parties
- Development of design/build procurement documents
- Continued Tolling and Revenue studies and state of preference surveys
- Finalizing Record of Decision, reevaluations and receiving environmental clearance
- Relocation and right-of way acquisition of critical path parcels

### Options

1. Approve the \$6,493,600 loan of Transportation Commission Contingency Reserve Funds (TCCRF) for procurement document development and right-of-way acquisition efforts. (Staff Recommendation)
2. Request additional information related to this request.
3. Deny request to use \$6,493,600 in TCCRF funds.

### Next Steps

Upon approval of the funding request, the Region will complete the necessary steps to fund the design/build procurement document development and right-of-way acquisition immediately.





**COLORADO**

Department of Transportation

Region 4

10601 West 10<sup>th</sup> Street  
Greeley, CO 80634  
(970) 350.2103 (Fax) (970) 350.2181

## MEMORANDUM

**DATE:** NOVEMBER 17, 2016  
**TO:** TRANSPORTATION COMMISSION  
**CC:** JOSH LAIPPLY, CHIEF ENGINEER; MARIA SOBOTA, CHIEF FINANCIAL OFFICER  
JANE FISHER, PMO DIRECTOR  
**FROM:** JOHNNY OLSON, REGION 4 TRANSPORTATION DIRECTOR

**SUBJECT:** RAMP-HPTE DEVELOPMENT FUND REQUEST FOR I-25 NORTH SEGMENTS 7 AND 8

### Purpose

Region 4 is requesting funding for design/build procurement document development and a portion of the right-of-way acquisition for I-25 North Segments 7 and 8.

### Action

Per P.D. 703, staff is requesting Transportation Commission (TC) approval to budget \$3.9M HPTE RAMP Development Fund - Funding for project development of the procurement documentation and purchase of right-of-way necessary for delivery of the Segments 7 and 8 design-build project (which includes the recent win of \$15M in TIGER funding). Approval of funding will allow for the aggressive schedule of the I-25 DB project be met and ensure TIGER funds are spent for construction elements as detailed in the grant application.

### Background

When the 2016 TIGER program was announced, CDOT worked quickly to develop costs associated with construction of North I-25 Segments 7 and 8, recognizing the probability that the project would be particularly competitive on a national scale. The \$237M in project costs did not include necessary preconstruction activities such as right-of-way acquisition and design/build procurement document development. Those activities are anticipated to cost ~\$15.5M. Of that amount ~\$10.4M remains unfunded. The \$3.9M request this month will allow project development to continue on schedule.

### Details

The I-25 North Segments 7 and 8 design/build key project features will:

- Increase capacity by adding an Express Lane in both directions, replace four aging bridges (including Cache La Poudre River), and widen four additional structures.
- Improve multi-modal access to regional transit to promote mode shift.
- Improve bus service performance and reduce each total trip time by 15 minutes by adding new bus slip ramps to the Park-n-Ride.
- Create new pedestrian, bicycle access under I-25 at Kendall Parkway.



- Connect the Cache la Poudre River Regional Trail under I-25 and network to 100 miles of total trails. It will also serve as a wildlife corridor.

The below table details the proposed funding sources and associated timing for design/build procurement, right-of-way, and construction. The current RAMP HPTE development fund request is planned to support design/build procurement and a portion of the right-of-way acquisitions.

**I-25 NORTH CORRIDOR EXPRESS LANES**  
Budget Components by Phase, Funding Program, Fiscal Year

Phase of Work	Funding Program	Current Budget	Supplement Action					Total Request	Revised Budget
			Year of Budget						
			FY2017	FY2018	FY2019	FY2020	FY2021		
Design	Regional Priorities	\$2,852,000	\$0	\$0	\$0	\$0	\$0	\$ -	\$ 2,852,000
	RAMP	\$250,000	\$0	\$0	\$0	\$0	\$0	\$ -	\$ 250,000
	RAMP HPTE Development	\$0	\$2,448,000	\$0	\$0	\$0	\$0	\$ 2,448,000	\$ 2,448,000
	<b>Total Design</b>	<b>\$3,102,000</b>	<b>\$2,448,000</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$ 2,448,000</b>	<b>\$ 5,550,000</b>
ROW	Regional Priorities	\$2,000,000	\$0	\$0	\$0	\$0	\$0	\$ -	\$ 2,000,000
	RAMP HPTE Development	\$0	\$1,452,000	\$6,493,600	\$0	\$0	\$0	\$ 7,945,600	\$ 7,945,600
	<b>Total ROW</b>	<b>\$2,000,000</b>	<b>\$1,452,000</b>	<b>\$6,493,600</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$ 7,945,600</b>	<b>\$ 9,945,600</b>
Construction	State SB-228, TCC and Loan	\$0	\$5,000,000	\$38,000,000	\$60,000,000	\$55,000,000	\$32,000,000	\$ 190,000,000	\$ 190,000,000
	State Strategic Transit	\$0	\$0	\$5,000,000	\$0	\$0	\$0	\$ 5,000,000	\$ 5,000,000
	RoadX Program	\$0	\$0	\$2,000,000	\$0	\$0	\$0	\$ 2,000,000	\$ 2,000,000
	Local Contributions	\$0	\$5,000,000	\$5,000,000	\$5,000,000	\$10,000,000	\$0	\$ 25,000,000	\$ 25,000,000
	Federal TIGER Award	\$0	\$0	\$15,000,000	\$0	\$0	\$0	\$ 15,000,000	\$ 15,000,000
	<b>Total Construction</b>	<b>\$0</b>	<b>\$10,000,000</b>	<b>\$65,000,000</b>	<b>\$65,000,000</b>	<b>\$65,000,000</b>	<b>\$32,000,000</b>	<b>\$ 237,000,000</b>	<b>\$ 237,000,000</b>
<b>Total Project Budget</b>		<b>\$5,102,000</b>	<b>\$13,900,000</b>	<b>\$71,493,600</b>	<b>\$65,000,000</b>	<b>\$65,000,000</b>	<b>\$32,000,000</b>	<b>\$ 247,393,600</b>	<b>\$ 252,495,600</b>

**Current Supplement Request**

RAMP HPTE Development **\$3,900,000**

**Future Supplement Request**

RAMP HPTE Development **\$6,493,600**

The project is currently underway in the development of Design/Build procurement documents including contractual and technical requirements. The anticipated schedule is:

- Letter of Interest (LOI) - Issued September 2016
- Request for Qualifications (RFQ) - Nov. 7, 2016
- Draft Request for Proposals (RFP) - January 2017
- Record of Decision (ROD) - March 2017
- Final RFP - March 2017
- Submit RFP - June 2017
- Selection - August 2017
- Notice to Proceed 1 - September 2017
- Notice to Proceed 2 - December 2017
- Construction Begins - January 2018
- Construction Ends - Dec 2020

Key Benefits

Continuing project development of I-25 North Segments 7 and 8 will provide key benefits including:

- Maintain the overall project schedule as committed to the Governor, TIGER grantors, and Local parties
- Development of design/build procurement documents
- Continued Tolling and Revenue studies and state of preference surveys
- Finalizing Record of Decision, reevaluations and receiving environmental clearance



- Relocation and right-of way acquisition of critical path parcels

#### Options

1. Approve \$3.9M in RAMP HPTE Development funds for procurement document development and a portion of the right-of-way acquisition. (Staff Recommendation)
2. Request additional information related to this request.
3. Deny request to use \$3.9M in RAMP-HPTE Development funds for procurement document development and a portion of the right-of-way acquisition.

#### Next Steps

Upon approval of the funding request, the Region will complete the necessary steps to fund the design/build procurement document development and a portion of the right-of-way acquisition immediately.



**DATE:** FEBUARY 16, 2017  
**TO:** TRANSPORTATION COMMISSION  
**FROM:** MARIA J. SOBOTA, CHIEF FINANCIAL OFFICER  
 JOSH LAIPPLY, CHIEF ENGINEER  
**SUBJECT:** FUND 400 CASH BALANCE - INFORMATIONAL MEMORANDUM

**Purpose**

This memo summarizes information related to the Cash Balance Policy for the period ending January 31, 2017.

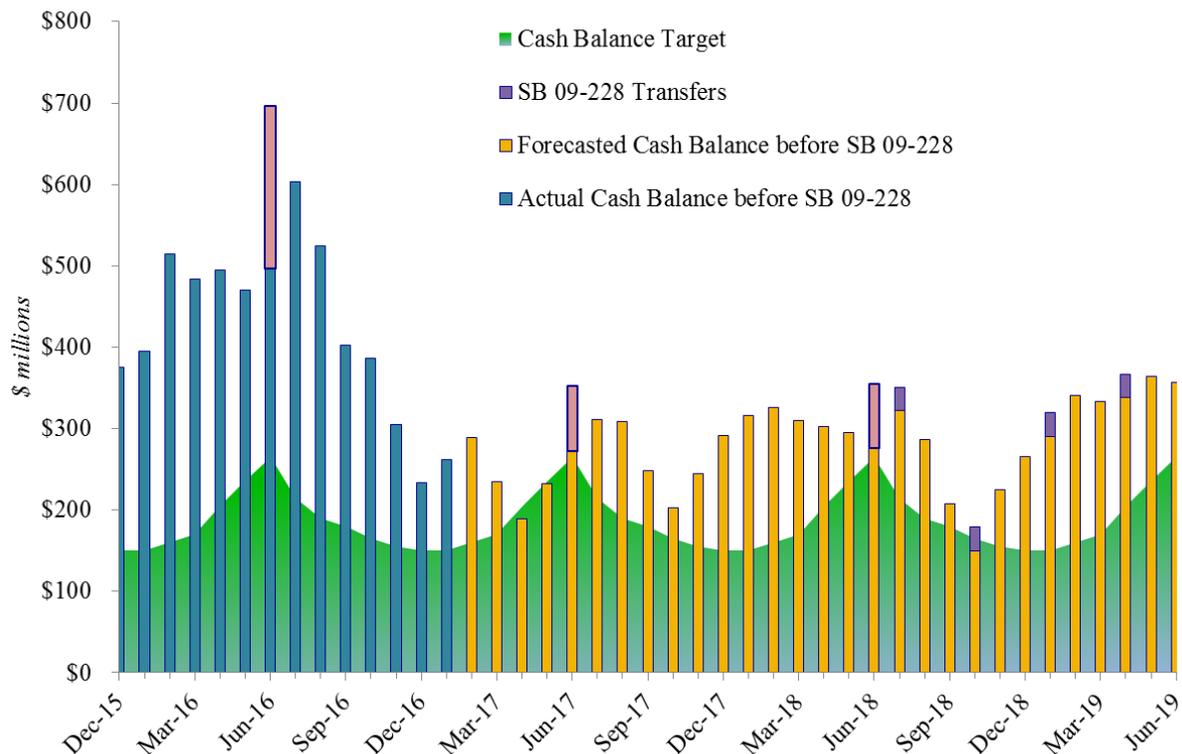
**Action**

This is for information only. No action is requested or required of the Transportation Commission (TC) regarding this item.

**Summary**

The total cash balance in Fund 400 (Capital Construction) was \$262 million at the end of January 2017. The Fund 400 forecast model predicted the balance to be \$258 million this resulted in a variance of \$4 million from the forecast to actual cash balance. This balance is \$110 million higher than the minimum cash balance target of \$150 million this period. Low-season revenues and continuing contract expenditures should continue to reduce this excess until June 2017, when an additional \$79 million of planned SB 09-228 funds should be deposited in the fund. No action is needed for the risk item identified in October 2018 since the cash balance is now above the threshold due to SB-228 transfers. Staff will continue to monitor and report any significant changes in the future. Figure 1 below depicts the projected cash balance forecast against the (green area) cash balance targets.

**Figure 1 – Fund 400 Cash Balance Forecast**



**Assumptions in the Forecast Model**

**STATE REVENUES**

As previously communicated in December 2016, Table 1 below shows the current SB09-228 funding transfer forecast.

**Table 1 – OSPB Forecasts of SB 09-228 Transfers to the HUTF**

<i>\$ Millions</i>	<i>January Forecast</i>
FY 2015-16	\$199.2
FY 2016-17	\$79.0
FY 2017-18	\$79.0
FY 2018-19	\$115.0
Total	\$472.2

**FEDERAL REVENUES**

Federal obligation reimbursements are assumed to be equal to 93% of apportionments, i.e. the historical obligation limit imposed by the FHWA, notwithstanding the current limits placed on obligations by the *Continuing Appropriations Act*. This remains the same from prior apportionments received.

**FUND 400 EXPENDITURES**

This forecast includes the milestone payment anticipated for Central 70 in October 2019 with the next payment not projected to be until June 2021. I-25 North expenditures are included in Table 2 below, Fund 400 Forecast of Expenditures. Department Staff are monitoring the expenditure plans for large project such as Central 70, I-25 North, I-25 South, C470 and the Headquarters and Regional Office projects. As new information is available it will be included in the model.

The total CDOT expenditure forecast for calendar year 2017 is compiled by the Project Management Office (PMO). Project data is compiled and consistent with the PMO practice to adjust downward this expenditure forecast by 10%, the estimated expenditures to expend through Fund 400 in 2017 is \$648 million. See Table 2 for a summary.

**Table 2– Fund 400 Forecasted Expenditures under Existing and New Construction Contracts\***

<i>\$ Millions</i>	<i>Actual CY 2014</i>	<i>Actual CY 2015</i>	<i>Actual CY 2016</i>	<i>Forecast CY 2017</i>	<i>Forecast CY 2018</i>	<i>Forecast CY 2019</i>
Total Expenditures	\$613	\$698	\$668	\$648	\$886	\$810

\*This includes only Fund 400 expenditures. It excludes Bridge enterprise projects.

**Next Steps**

Department staff will continue monitoring the cash balance, and report significant changes in the forecast to the Transportation Commission in the Information Tab of the TC packet on a quarterly basis or when significant cash impacts are identified.



## COLORADO Department of Transportation

Division of Transportation Development

Multimodal Planning Branch  
4201 E. Arkansas Ave, Shumate Bldg.  
Denver, CO 80222

DATE: February 3, 2017  
TO: Transportation Commission  
FROM: Debra Perkins-Smith, Director, Division of Transportation Development  
SUBJECT: Colorado Road Usage Charge Pilot Program (RUCPP)

### Purpose

The purpose of this memo is to update the Transportation Commission members on the recent activities related to the Colorado Road Usage Charge Pilot Program (RUCPP).

### Action

Informational update. No action required.

### Background

Since CDOT staff last reported to the Transportation Commission in November, the pilot project team has been working on a number of activities. The team completed the two-phased Soft Launch which included proactive testing of the RUC system and participation by CDOT Executive Management Team and Regional Transportation Directors prior to the launch of the operational pilot. Pilot participant recruitment continued through December. CDOT launched the operational pilot on December 5<sup>th</sup> with 103 participants enrolled by the end of December. The pilot will last for four months and end in April.

### Details

The following section provides a summary of the first month of the operational pilot, the draft final report outline, and the independent evaluation activities.

#### ***Operational Pilot Summary-to-Date***

Activities in the month of December primarily consisted of participant enrollment and stakeholder recruitment. By December 31, 2016 103 participants enrolled in the operational pilot exceeding the targeted 100. Pilot participants include 30 stakeholders (four transportation commissioners and two state legislators) and 73 general public from nearly 30 different counties, representing drivers from all parts of the state. Vehicles enrolled in the pilot include electric vehicles, hybrid vehicles and gas vehicles with varying fuel economies. Seventy percent of participants selected the GPS enabled mileage reporting device (MRD) mileage reporting option, 17 percent selected the Non-GPS enabled MRD option, and 13 percent selected the Odometer Reading option. The pilot project team is now focused on the draft final report outline. The team will be working with the Technical Advisory and Executive Steering Committees to provide input and details over the coming months.

As part of the operational support effort, the pilot project team maintains a logs of all support requests received, including the date, time, issue, actions taken, and resolution. In December there were a total of 44 support requests to the help desk. The issues were related to questions about the enrollment process (17), MRD installation (7), changes to participant's personal information in their account (7), and general questions about the program.

The first month of statements were sent to participants during the first week in January, which summarized vehicle miles driven, fuel consumption, road usage charges, and fuel tax credits. A snapshot of the statement is provided below.



INSIGHT

NOT A BILL - SIMULATED PAYMENT COMPLETE



**MONTHLY STATEMENT ROAD USAGE CHARGE**

Statement Period: Dec 1 2016 - Dec 31 2016

Statement At a Glance

Account Holder	
Number of Vehicles	1
Account Type	Non GPS Mileage Reporting Device
Azuga Customer Number	Azuga-4

Road Usage Charge Details For December

Mileage Fees for December	\$11.01
Fuel Tax Credit for December	-\$10.10
Net December Road Usage Charge( Mileage Fees - State Fuel tax)	\$0.92

The project website, <https://www.codot.gov/programs/ruc>, went live in October, and provides information to the public on why CDOT is exploring the RUCPP, understand what RUC is (and isn't), and allow them to receive updates on the status of the pilot, and compare a driver's current gas tax paid with an estimated RUC. The website was also for people to express interest in being a pilot participant.

**RUCPP in the Press**

Since the initial press release announcing the RUCPP in November 2016, there have been a number of stories written in digital and print media covered through local and national media outlets. Below is a sampling of the coverage to date.

Denver Post

<http://www.denverpost.com/2016/11/11/cdot-taxing-drivers-mile-gas-prices/>

9 News

<http://www.9news.com/traffic/cdot-looks-at-pay-by-mile-charge-for-colorado-drivers/350878509>

KDRO Colorado Springs

<http://www.krdo.com/news/top-stories/state-test-program-to-study-taxing-mileage-not-gasoline/151592811>

Denverite

<http://www.denverite.com/cdot-pilots-pay-per-mile-charge-fund-colorado-roads-22223/>

Colorado Public Radio

<http://www.cpr.org/news/story/cdot-is-taking-pay-per-mile-for-a-test-drive-as-it-searches-for-future-funding>

Denver Business Journal

<http://www.bizjournals.com/denver/news/2016/11/16/colorado-test-of-driving-fee-to-pay-for-highways.html>

Vail Valley Partnership

<https://www.vailvalleypartnership.com/2016/11/cdot-announces-road-usage-charge-pilot-research-program/>

### ***Draft Final Report Outline***

The Final Report will include focused content that will assess the impacts of RUC strategies, support CDOT and local partners' understanding of the Colorado RUCPP, and provide future policy considerations not addressed in this pilot. The Draft Final Report Outline currently includes the following:

- What is a Road Usage Charge?
- Why is Colorado researching RUC?
- What are other states doing related to RUC and what have we learned from those efforts?
- What is the Colorado RUCPP?
- Who was involved in the Colorado RUCPP (participant mix, geographic and vehicular stratification)?
- What did we learn from the Colorado RUCPP?
- What are the outstanding policy, administrative and technical issues identified in this pilot?
- What are the next steps?

### ***Independent Evaluation***

Consistent with CDOT's objectives for the RUC Pilot, an independent evaluator has been retained to assess the RUC effort. Independent evaluation is a national best practice and will provide objective review of the pilot based on project goals. The independent evaluation will occur in parallel with the pilot effort and will be coordinated by the Division of Transportation Development, but remain at arm's length from the pilot contractor.

The independent evaluation will rely on both quantitative and qualitative data to evaluate successes and challenges. Information will be gathered by surveying participants, conducting interviews, analyzing data, costs, and other information collected from participants. The evaluation will focus on cost-effectiveness, privacy and transparency, technological feasibility, administrative efficiency, and public acceptance. The final evaluation and report will highlight challenges, potential issues, successes, and considerations for CDOT moving forward.

### **Next Steps**

- January - April 2017: Operational Pilot
- January - April 2017: Independent Evaluation
- July 2017: Final Report and Briefing