

**Second Amendment to the Intergovernmental Agreement for the  
North I-25 HOV Lane**

This Second Amendment to the Intergovernmental Agreement between the Regional Transportation District (RTD), the Colorado Department of Transportation (CDOT), and the Colorado High Performance Transportation Enterprise (HPTE) is made this 22<sup>nd</sup> day of June, 2012 and is to amend the Intergovernmental Agreement (IGA) dated May 31, 2006 between the parties, as more fully set forth below.

**RECITALS**

1. On May 31, 2006 the IGA was signed to provide for use, funding and dedication of toll revenues for the North I-25 HOV lanes (the Facility).
2. On June 1, 2011 the First Amendment (First Amendment) to the IGA was signed which, among other things, designated HPTE as the successor to Colorado Tolling Enterprise and allowed excess revenues as defined in the IGA to be used on any designated transit project in the US 36 or North I-25 corridors.
3. The parties now wish to modify the amended IGA to permit use of revenues from the Facility for the operation of any designated transit project in the US 36 or North I-25 corridors so long as adequate assurance has been provided for the operation, maintenance and capital replacement of the Facility for the remainder of its useful life.
4. The parties executed an Intergovernmental Agreement on August 30, 2011 to provide for construction of the US 36 Managed Lanes Project (US 36 Managed Lanes IGA) and designated that project as an appropriate use of excess revenues from the Facility. The US 36 Managed Lanes Project was divided into two phases, only the first of which was funded.
5. The parties will designate completion of the US 36 Managed Lanes Project as a transit project on which Facility revenues can be expended under the conditions stated herein:

**CONDITIONS**

1. The Recitals set forth above are incorporated and made a part of this Second Amendment to the IGA.
2. The US 36 Managed Lanes IGA provides that HPTE is responsible for the Operation of the US 36 Managed Lanes Project. HPTE intends to seek a private operator with whom HPTE will contract to fulfill most of HPTE's responsibilities under Section IV of the US 36 Managed Lanes IGA.
3. With the approval of RTD and CDOT, subject to commitment of Facility revenues, and subject to RTD and CDOT review and approval of all contracts for the operation of the Facility and the US 36 Managed Lanes Project, RTD and CDOT are willing to allow HPTE to contract for a unified operation of the Facility and the US 36 Managed Lanes such that all operation and capital replacement of the Facility is satisfactorily maintained and any revenues in excess of

expenses authorized in the IGA and the US 36 Managed Lanes IGA are used for development and implementation of Phase II of the US 36 Managed Lanes Project.

4. No revenues from the Facility may be pledged to any person or entity for debt service for the Facility or the US 36 Managed Lanes projects without further agreement from RTD.

5. In the event there are excess revenues from the combined operation of the Facility and the US 36 Managed Lanes Project excess revenue may be used for additional portions of US 36 or I-25 as agreed upon by the parties.

6. The parties recognize that to enable a unified operation of the Facility and the US 36 Managed Lanes by a private operator additional amendments to the IGA and the US 36 Managed Lanes IGA may be necessary. The parties will work together in good faith and seek necessary approvals from the federal oversight agencies to develop amendments that are acceptable to all participants in these projects

**COLORADO DEPARTMENT OF  
TRANSPORTATION**

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

Approved as to Legal Form:

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

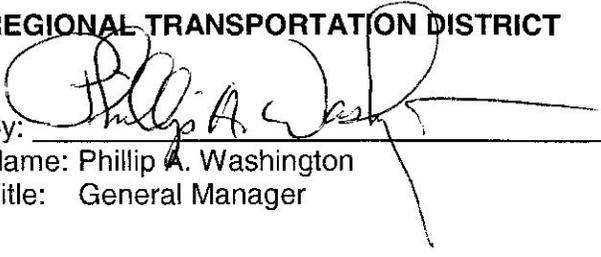
**COLORADO HIGH PERFORMANCE  
TRANSPORTATION ENTERPRISE**

By: \_\_\_\_\_  
Name: Michael L. Cheroutes  
Title: Director

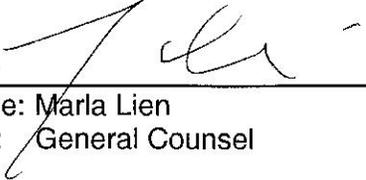
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**REGIONAL TRANSPORTATION DISTRICT**

By:   
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