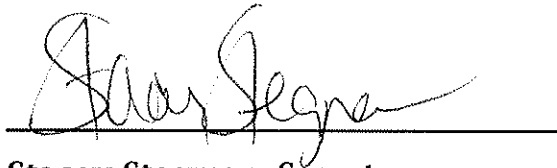


Resolution #BE - 22 A

Approval of February 2010 Minutes

Approved by the Bridge Enterprise Board of Directors on: March 18, 2010

BE IT HEREBY RESOLVED, The Bridge Enterprise Board of Director's Regular Meeting Minutes for February 18, 2010 are hereby approved.



**Stacey Stegman, Secretary
Colorado Bridge Enterprise**

Bridge Enterprise Board of Directors
(BE - BOD)
Meeting Minutes
February 18, 2010

Chairwoman Kim Killin convened the meeting at 11:01 a.m. in the auditorium of the headquarters building of the Colorado Department of Transportation in Denver, Colorado.

PRESENT WERE: Kimbra L. Killin, Chairwoman, District 11
Les Gruen, Vice Chairman, District 9
Jeanne Erickson, District 2
Gary Reiff, District 3
Heather Barry, District 4
George Krawzoff, District 6
Doug Aden, District 7
Steve Parker, District 8
Gilbert Ortiz, Sr., District 9
Stacey Stegman, Secretary

ABSENT: Bill Kaufman, District 5

ALSO PRESENT: Russ George, Executive Director
Peggy Catlin, Deputy Executive Director
Pam Hutton, Chief Engineer
Casey Tighe, Audit Director
Heather Copp, Chief Financial Officer
Jennifer Finch, Transportation Development Director

Rick Gabel, Staff Services Director
Tim Harris, Region 2 Transportation Director
Weldon Allen, Region 3 Transportation Director
Bob Garcia, Region 4 Transportation Director
Richard Reynolds, Region 5 Transportation Director
Reza Akhavan, Region 6 Transportation Director
Harry Morrow, Chief Transportation Counsel
Karla Petty, Federal Highway Administration

AND: Vince Rogalski, Statewide Transportation Advisory
Committee (STAC) Chairman

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

One audiotape of the meeting was made and supporting documents are filed in
the Bridge Enterprise Board office.

BE Working Committee Report

Chairwoman Killin noted that another member has been added to the Bridge
Enterprise working committee, Director Reiff. Director Parker delivered the
following report:

The workshop held on February 17, 2010 started with a review of notes from
the January 20st workshop and the minutes of the February 4th subcommittee
meeting.

Heather Copp, Chief Financial officer provided a briefing on a technical change
to the 2010 FASTER Candidate Bridge Project list and proposed budget
supplements that are scheduled for action today.

Matt McDole gave a report on the BE consultant LS Gallegos Task order # 1
deliverables, informational summary and issuance memorandum and
preliminary BE Program Manager procurement schedule. The memorandum
and comments can be sent to Matt McDole or Pam Hutton over the next two
weeks.

Matt also reported that LS Gallegos was given Notice to Proceed for Task Order
#2 on February 9th. Under this task order, LSG has developed a 1st draft of a
request for quote of a Bridge Enterprise Program Manager which has been
provided to the Bridge Enterprise Board and CDOT Staff to review. The target
date to advertise the RFQ is March 1st.

Heather Copp then gave a report on the status of bonding for the BE. She referred to the schedule for hiring Bond and Disclosure Counsel and the intent to release the request for a proposal next Monday, February 22, 2010.

The Board indicated that to prepare for possible bond action late this year that staff is looking into lining up investment bankers. Future subcommittee meetings were discussed but, no dates were set in light of Sub-Committee Chair, Cheroutes's absence. A date was set for Friday, March 5 for a telephone conference with Director George & Heather Copp as a call in on that afternoon. Pam Hutton commented for the record the need to clarify that RFQ stands for Request for Qualifications not "Quote" and sorry for all of the acronyms.

Meeting Minutes

Director Killin asked for consideration of the January 21, 2010 Bridge Enterprise meeting minutes. Director Aden moved for adoption of the meeting minutes. Director Erickson seconded the motion and on a vote by the Board of Directors, the minutes were unanimously adopted.

Resolution Number BE – 20

BE IT HEREBY RESOLVED, The Bridge Enterprise Board of Director's Regular Meeting Minutes for January 21, 2010 are hereby approved.

Discuss and Act on Budget Supplement

Ben Stein addressed the Board to present the Budget Supplement for the Bridge Enterprise which was discussed with the board in the Workshop on February 17th. He mentioned that there were no changes to the Supplement discussed at the workshop.

Resolution Number BE – 21

BE IT HEREBY RESOLVED, that the 4th Supplement to the 2009-2010 Budget be approved by the Bridge Enterprise Board.

Director Ortiz moved for approval of the Budget Supplement and Director Barry seconded the motion and on a vote by the Board of Directors, the Budget Supplement was unanimously adopted.

Discuss and Act on Transfer of Assets from CDOT

Ben Stein addressed the Board to present the Transfer of Assets for the Bridge Enterprise which was discussed with the board in the Workshop on February 17th and previously at the Transportation Commission. Ben pointed out the need to correct typos on the structure numbers of A24 C and the inadvertently omitted bridge is A26 F not AF. These bridges have been transferred over. Ben continued and stated that it has already been budgeted for the work to occur these bridges.

Director Parker moved for approval to Accept Ownership of Bridges in the Transfer of Assets from CDOT and Director Erickson seconded the motion. Director Parker commented that with this action Bridge Enterprise is “Open for Business”. On a vote by the Board of Directors, the Budget Supplement was unanimously adopted.

Resolution Number BE - 22
Transfer of Assets

WHEREAS, the following structures have been previously approved by the Bridge Enterprise Board as candidate projects:

F-14-B	I-70 Frontage Road over Clear Crk
G-12-L	SH 9 ML over Buckskin Gulch
N-16-L	SH 69 over Turkey Crk
L-22-F	SH 96 over Black Draw
K-23-C	SH 96 over Draw
K-23-B	SH 96 over Draw
K-24-A	SH 96 over Draw
K-18-CL	I-25 SB over RR, Ilex, Bennet St.
K-18-CK	I-25 NB over RR, Ilex, Bennet St.
I-17-AE	US 24 EB over Fountain Crk
I-15-Y	US 24 over Twin Crk
H-16-K	SH 67 over Draw
G-11-F	US 24 over UP RR
A-24-C	US 138 over Ditch
L-06-A	US 550 over Bear Crk
E-17-BY	I-70 over Sand Creek
E-17-GE	I-70 over Sand Creek
E-17	I-76 over S. Platte
GM	84th Ave. over I-25; and
E-17	
GL	
E-17-EZ	

WHEREAS, the following structure companion structure to A-24-C was inadvertently omitted from the original list of projects:

A-26-F US 138 over draw; and

WHEREAS, the following structure is part of the Region 4 bridge plan and is scheduled for reconstruction in the Fiscal Year 11 Bridge Enterprise program,

B-16-AE US 287 over draw, and

WHEREAS, design and right of way acquisition for structure B-16-AE must occur in the current fiscal year,

WHEREAS, in order to utilize Bridge Enterprise funding for completion of these candidate projects, the ownership of the structures listed above must be transferred to the Bridge Enterprise; and

WHEREAS, at the time of the conversion to GASB 34, which required state government to begin capitalization and depreciation of their infrastructure assets, roads, and bridges; the structures listed above were not included in CDOT's Fixed Asset Database, due to the historical cost of each structure falling below the capitalization threshold; and

WHEREAS, each of the structures listed above carries no value according to CDOT financial records; and

NOW THEREFORE BE IT RESOLVED, the Bridge Enterprise Board accepts these assets at no cost.

Progress Report

Matt McDole from LS Gallegos presented the progress report and stated that it is in line with what Director Parker just reported and what was discussed at the workshop on February 17th. Matt stated that LS Gallegos is wrapping up their work on Task Order #1 which is primarily the information gathering and analysis phase while a draft was provided of an informational summary and issuance document for the Commission's review. Comments will be taken on

that over the next couple of weeks from staff and from Directors before finalizing. There are three primary areas to the draft. The first was the interviews with designated groups. There were approximately 50 interviews including all of the Directors, Commissioners, and all key members of the CDOT staff, the CCA and Contractors, ACEC and consultants. They also talked to some investment bankers to get their views, and for DBE outreach. Those were the six groups interviewed. LS Gallegos put together the summary of those interviews and did research on what other states have done, primarily Missouri and Oregon which have the prominent programs in this kind of bridge work. Idaho was also looked as it had a similar contracting technique for some highway improvements. The program and policy issues were developed and have been reviewed in previous sub-committee meetings and workshops. The other Deliverable from Task Order #1 was a preliminary schedule for that BE PM (Bridge Enterprise Program Manager). A schedule has been provided showing the delivery dates. The first thing is the production of a Request for Qualifications. LS Gallegos go notice to proceed for Task Order #2 on February 9th. A draft of the Request for Qualifications was provided on February 17th for the review of staff and the Board. LS Gallegos will need comments on these issues very quickly and will be working with the staff to get that finalized in hopes of meeting the proposed issuing date for that Request for Qualifications on March 1, 2010.

Pam Hutton continued the progress report by mentioning that the Bridge Enterprise has advertised the very first bridge project. She added to the comment that the BE is "open for business" stating that it truly is a reality. The first bridge to begin the work on is N 16 L, State Highway 69 over Turkey Creek in Region 2. Pam offered congratulations to Region 2.

Adjournment

And there being no further matters to discuss, Director Killin adjourned the meeting at 11:13 a.m. on February 18, 2010.



Stacey Stegman, Secretary
Statewide Bridge Enterprise