

Resolution #BE-57

Regular Meeting Minutes for January 20, 2010

Approved by the Bridge Enterprise Board of Directors on: February 17, 2011

BE IT RESOLVED THAT, the Minutes for the January 20, 2010 meeting of the Bridge Enterprise Board of Directors are hereby approved by the Bridge Enterprise Board.

**Bridge Enterprise Board
Regular Meeting Agenda
Thursday, January 20, 2011
4201 East Arkansas Avenue
Denver, Colorado 80222**

PRESENT WERE: Leslie Gruen, Chairman, District 9
Trey Rogers, District 1
Jeanne Erickson, District 2
Gary M. Reiff, District 3
Heather Barry, District 4
Douglas E. Aden, District 7
Gilbert Ortiz, Sr., District 10
Kim Killin, District 11

Excused: Bill Kaufman, District 5
Steve Parker, Vice Chairman, District 8

ALSO PRESENT: Peggy Catlin, Deputy Executive Director
Jennifer Finch, Transportation Development Director
Heidi Bimmerle, Director, Division of Human Resources and Administration
Casey Tighe, Audit Director
Scott McDaniel, Staff Services Director
Ben Stein, CFO
Stacey Stegman, Public Relations Director
Mark Imhoff, Division of Transit and Rail Director
Michael Cheroutes, High Performance Transportation Enterprise Director (Acting CDOT Executive Director)
Tony DeVito, Region 1 Transportation Director
Tim Harris, Region 2 Transportation Director
Dave Eller, Region 3 Transportation Director
Johnny Olson, Region 4 Transportation Director
Richard Reynolds, Region 5 Transportation Director
Reza Akhavan, Region 6 Transportation Director
Harry Morrow, Chief Transportation Counsel

John Cater, FHWA
Vince Rogalski, Statewide Transportation Advisory
Committee (STAC) Chairman
Dave Wieder, Maintenance and Operations Branch Manager

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

Chairman Les Gruen convened the meeting at 10:40 a.m. on January 20, 2011 in the auditorium of the headquarters building of the Colorado Department of Transportation in Denver, Colorado.

Audience Participation

The Chairman noted that no members of the Audience had signed up to address the Board of Directors.

BE Working Committee Report

Director Reiff requested that the following report be submitted as prepared by Ken Szeliga of AECOM:

At the meeting, Chairman Gruen called the meeting to order.

Jim Bemelen reported on the I-70 viaduct and noted: CDOT currently evaluating environmental issues; PACT to provide ratings on proposed alignments at next meeting; CDOT to evaluate costs and options to pay for the project along with constructability; and the goal is to have an idea on PACT direction by March.

Pam Hutton presented the draft program goals. Goals assembled from interviewing program stakeholders. Interview information consolidated into themes as noted within the monthly booklet. Themes were pared into a draft list of program goals; handout distributed at the meeting. After discussion, it was decided that the Board would take additional time to review, and this will be revisited at the February sub-committee meeting.

Pam Hutton presented the proposed BE Right-of-Way (ROW) Policy. Potential accounting and TABOR issues were identified. It was decided that additional reviews needed to be conducted by State Controller's office and bond counsel. ROW policy was tabled at this time pending further review.

Ben Stein presented the Maintenance & Inspection Agreement Amendment. The agreement takes into account the minimal amount of anticipated M&I costs on newly constructed bridges, and phases the M&I costs over a ten-year period.

Ben Stein presented the Proposed 7th Budget Supplement. A draft budget for FY 2012 will be presented next month with a goal of approval by the April

meeting. Projected FASTER revenues by month have fluctuations which indicate a need to change the amount of projected FY2011 revenues to a more conservative number in the range of \$64M rather than \$68M projected. Chairman Gruen asked that Directors Parker and Aden meet with Ben Stein to determine a consensus on the amount projected.

Ben Stein presented the transfer of assets. One bridge D-17-AK is requested to be transferred from CDOT to Bridge Enterprise. A second bridge E-17-AH is requested to be transferred back to CDOT from Bridge Enterprise.

Scott McDaniel presented the 2010 Year in Review for the Bridge Enterprise intended to highlight significant events that transpired in 2010. Ken Szeliga gave an overview of the year and highlighted three phases: Q1 LS Gallegos development of the program delivery approach; Q2 and Q3 selection of program manager and development of financial program; and Q4 program development and implementation.

The next sub-committee meeting will be held on Friday, February 4th, 2011; time to be determined.

End of Meeting

Discuss and Act on the Regular Meeting Minutes for December 16, 2010

Chairman Gruen asked for a motion for approval of the Minutes and the motion was made by Director Aden. The motion was seconded by Director Killin. On a vote of the Bridge Enterprise Board of Directors, the minutes were unanimously approved.

Resolution #BE-52

Regular Meeting Minutes for December 16, 2010

BE IT RESOLVED THAT, the Minutes for the December 16, 2010 meeting of the Bridge Enterprise Board of Directors are hereby approved by the Bridge Enterprise Board.

Discuss and Act on Resolution to Approve Maintenance & Inspection Agreement Amendment

Ben Stein stated that during the meeting of the Transportation Commission the Resolutions in question had been approved by a single motion and that since the proposed Resolutions were simply the mirror documents to conduct the business on the Bridge Enterprise side of the house, he recommended they be motioned and approved in the same way.

Director Reiff moved for approval of the following Resolutions:

- Resolution to Approve Maintenance & Inspection Agreement Amendment
- Resolution to Approve the Transfer of Assets from CDOT to Bridge Enterprise
- Resolution to Approve the Transfer of Assets from the Bridge Enterprise to CDOT

Chairman Gruen asked for a Second on the motion and Director Killin seconded the motion. And on a vote of the Bridge Enterprise Board of Directors the Resolutions were unanimously approved and are shown in their entirety here:

Resolution Number BE -53

Amend Bridge Inspection and Routine Bridge Maintenance Agreement

Approved by the Bridge Enterprise Board of Directors: January 20, 2011

WHEREAS, Section 43-4-805(5)(f), C.R.S. authorizes the Bridge Enterprise Board to enter into agreements with the Commission or CDOT; and

WHEREAS, Bridge Enterprise and CDOT entered into an Agreement on November 18, 2010 entitled Agreement for Bridge Inspection and Routine Bridge Maintenance Services establishing the terms for CDOT's inspection and maintenance of Designated Bridges on behalf of the Bridge Enterprise and the Bridge Enterprise's reimbursement to CDOT of the costs of such inspection and maintenance; and,

WHEREAS, since there will be a minimal amount of anticipated maintenance work and associated cost required for the first ten years on newly constructed bridges; and,

WHEREAS, the Bridge Enterprise and CDOT hereby agree to amend Article One of the Agreement regarding reimbursement of the newly constructed bridges to be pro-rated starting at 10% of the calculated maintenance and inspection costs for the first year increasing incrementally at 10% per year (over a ten year period) to a maximum of 100%, and,

NOW THEREFORE BE IT RESOLVED, the Bridge Enterprise Board hereby amends the Agreement as noted above by this Resolution.

Herman Stockinger, Secretary
Colorado Bridge Enterprise

Resolution Number BE -54

Transfer of Assets from CDOT to the Bridge Enterprise

Approved by the Bridge Enterprise Board: January 20, 2011

WHEREAS, the following structure is part of Region 4 bridge plan and is scheduled for construction in Fiscal Year 13 Bridge Enterprise program,

D-17-AK SH 66 ML over ST. Vrain River; and

WHEREAS, design and right of way acquisition for structure D-17-AK must occur in the current fiscal year; and

WHEREAS, in order to utilize Bridge Enterprise funding for completion of this project, the ownership of the structure 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 structure listed above was not included in CDOT's Fixed Asset Database, due to the historical cost of this structure falling below the capitalization threshold; and

WHEREAS, the structure listed above carries no value according to CDOT financial records; and

NOW THEREFORE BE IT RESOLVED, the Bridge Enterprise Board authorizes the staff to accept the transfer of the structure listed above to the Bridge Enterprise at no cost.

Herman Stockinger, Secretary
Colorado Bridge Enterprise

Resolution Number BE -55

Transfer Bridge Asset E-17-AH back to CDOT

Approved the Bridge Enterprise Board of Directors: January 20, 2011

WHEREAS, Section 43-4-805(5)(f), C.R.S. authorizes the Bridge Enterprise Board to enter into agreements with the Commission or CDOT; and,

WHEREAS, the following Region 6 structure was previously transferred from CDOT to the Bridge Enterprise by Board Resolution,

E-17-AH Near SH2 over BNSF RR; and

WHEREAS, it was subsequently determined that CDOT had previously executed an Inter-Governmental Agreement (IGA) with the City and County of Denver (City) dated August 29th 2001; and,

WHEREAS, within the IGA CDOT assumed the financial responsibility to repair or replace the structurally deficient bridge to the satisfaction of the City; and,

WHEREAS, upon completion of the necessary bridge repair or replacement work CDOT would then abandon the bridge and transfer bridge ownership to the City; and,

WHEREAS, since the bridge asset is scheduled to be transferred back to the City per the IGA it has been determined that this would be an inappropriate use of Bridge Enterprise funding; and,

WHEREAS, this bridge asset should be transferred back to CDOT, and CDOT reassumes the responsibility associated with the IGA requirements; and,

WHEREAS, at the time the bridge asset was initially transferred from CDOT to Bridge Enterprise the structure carried no value and currently carries no value; and,

NOW THEREFORE BE IT RESOLVED, the Bridge Enterprise Board hereby authorizes the transfer of the bridge asset listed above back to CDOT at no cost.

Herman Stockinger, Secretary
Colorado Bridge Enterprise

Discuss and Act on 7th Budget Supplement

Ben Stein stated that he had discussed the items listed in the supplement at the Bridge Enterprise Workshop on Wednesday, January 19, 2011 and that one item is shown as a strike out and that the item recommends a change on the revenue side of the budget pending further examination and recommendation at the February 2011 meeting. Ben asked if there were any questions.

Chairman Gruen asked for a motion for approval of the 7th Budget with the changes noted by Ben Stein and the motion was made by Director Aden. The motion was seconded by Director Rogers. On a vote of the Bridge Enterprise Board of Directors, the Budget Supplement was unanimously approved.

Resolution #BE-56

Seventh Supplement to the Fiscal Year 2010-2011 Budget

Approved by the Bridge Enterprise Board of Directors: January 20, 2011

BE IT RESOLVED, that the Seventh Supplement to the Fiscal Year 2010-2011 Budget is approved by the Bridge Enterprise Board.

Progress Report

Scott McDaniel stated that he would highlight some of the accomplishments of the Bridge Enterprise Program in December and January by going over the following lists of accomplishments:

- Posted CBE 2010 Annual Report on CDOT website (12/13)
 - Issued \$300M Program Delivery Plan (DRAFT) to Regions for Final review
 - 59 bridge projects to receive partial or full funding
 - Refinement of Cost and Schedule
 - Continue to meet with Regions to identify issues that influence project delivery
 - Developing Programmatic Agreements / Work Flow Analyses
 - Railroad (met with UPRR on 1/12)
 - Environmental
 - STIP/TIP
 - Right of Way
 - Utility clearances
 - Executed BE and FHWA Master Agreement
 - Working w/ HQ and Regions on overall program staffing plan
 - Developing Statewide Cost Control policy with Regions /OFMB
 - Continue work on Program Goals
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- NPS FASTER Design Contracts
 - 6 out of 8 executed to date
 - +/- 12 design task orders pending execution
 - Project Delivery
 - Innovative Contracting Advisory Committee (ICAC) development of project delivery selection matrix
 - Working on DRAFT Boiler plate contracts: Streamlined Design/Build and Construction Management / General Contractor (CM/GC)
 - Task Order Language
 - Ability to convert from design-bid-build to Design/Build
 - Addressing FHWA requirements
 - Processes, Procedures & Guidance Documents
 - Working with OFMB on project set-up w/in SAP
 - Project Creation policy to be issued FINAL
 - Implement Lessons Learned policy w/ Regions
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- Two bridges went to AD
 - G-22-J: Region 1 US 24 ML over Draw
 - L-28-F: Region 2 SH 89 ML over Arkansas River
 - Two bridges were completed
 - A-24-C: Region 4 US 138 ML over Ditch
 - A-26-F: Region 4 US 138 ML over Ditch
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- Completed FASTER Bridge w/ FASTER funding

■ A-24-C and A-26-F (Region 4)

US 138 ML over Ditch
Northeast of Sterling

□ Status of Most Deficient Bridges

Two Remaining Bridges:

- L-18-M (R2); I-25 ML NBND over Indiana Ave - EIS/ROD 2012
- E-17-FX (R6); I-70 Viaduct

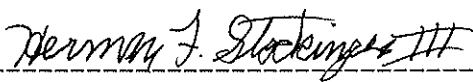
Director Killin asked Scott McDaniel and Harry Morrow a question about what the progress was with CDOT and the easements with the Railroads. Harry stated that this issue was part of what Scott was addressing in his topic of Programmatic Agreements and that there had been some difficulties working through language in some of the Railroad Agreements for working in their right-of-way and that it is hoped that the issue will be ironed out by working with the State Controller's office to get standardized language so that there can be a standard template contract for the agreement.

Director Killin stated that when the issue was worked on with the Transportation Commission she remembered an allocation of funds for the easements and she just wanted confirmation if that had moved forward. Harry stated that it was not money that was the issue it was language of the agreements that have been the issue. Director Aden interjected that he felt Director Killin was possibly speaking of US 85 and she and Harry agreed that it was overall easements with the railroad.

Harry stated that the highway 85 issue is that right-of-way will still need to be purchased because there are leases in place that have now expired. Harry clarified that the issue Scott was discussing was that when the Bridge Enterprise has to bridge over their tracks the Enterprise has to have agreements in place to work within their right-of-way.

Adjournment

Chairman Gruen called for adjournment of the Bridge Enterprise Board of Directors meeting at 10:58 on Thursday, January 20, 2011.



Herman Stockinger, Secretary
Colorado Bridge Enterprise