

Resolution #BE-52

Regular Meeting Minutes for December 16, 2010

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

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.

**Bridge Enterprise Board
Regular Meeting Minutes
Thursday, December 16, 2010**

PRESENT WERE: Leslie Gruen, Chairman, District 9

Trey Rogers, District 1

Jeanne Erickson, District 2

Gary M. Reiff, District 3

Heather Barry, District 4

Bill Kaufman, District 5

Douglas E. Aden, District 7

Gilbert Ortiz, Sr., District 10

Herman Stockinger, Secretary

Excused: Steven Parker, Vice Chairman, District 8

Kim Killin, District 11

ALSO PRESENT: Executive Director, Russ George

Pam Hutton, Chief Engineer

Jennifer Finch, Transportation Development Director

Heidi Bimmerle, Director, Human Resources & Administration

Herman Stockinger, Government Relations Director

Casey Tighe, representing Audit Division

James Zufall, Representing Staff Services Director

Ben Stein, CFO

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 Division Administrator

Vince Rogalski, Statewide Transportation Advisory
Committee (STAC) Chairman

Dave Wieder, Maintenance and Operations Branch Manager
David Gordon, Director, Aeronautics Division

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.

Chairman Les Gruen convened the meeting at 11:24 a.m. on December 16, 2010
in the auditorium of the headquarters building of the Colorado Department of
Transportation in Denver, Colorado.

BE Working Committee Report

Director Reiff delivered the following report:

- At the BE Workshop, Chairman Gruen reported that there were no comments to either the November 17th BE Workshop meeting notes or the December 3rd CBE sub-committee meeting minutes.
- Pam Hutton asked to defer the program update and moved onto the I-70 viaduct update. Jim Bemelen with Region 6 presented an I-70 update.
- Pam Hutton addressed Program Goals, and requested Director comments be provided to Ken Szeliga. These comments will be consolidated with a presentation at the January BOD meeting.
- A draft of the Bridge Enterprise Annual Report was provided to the CBE Directors. Director comments are requested by January 3rd, 2011; the report must be published on the CDOT website on or before January 15th, 2011.
- A list of bridges programmed to receive financing from the initial \$300M bond proceeds was presented with their proposed delivery methodology. Director Reiff commented that cost estimates are needed as well. Director Aden stated that the list is a good start, but we need to address the long term delivery plan of the entire program.
- Ben Stein gave a summary of the projected additional CDOT indirect costs, and indicated that approximately 45 bridge projects would be affected and the combined costs was approximately \$25M. Ben clarified that there would not be an increase to the overall program cost as the appropriate amount of indirect costs have been included within the

program. At the request of Director Reiff, Ben provided an overview on the purpose of indirects and how they are collected in compliance with FHWA regulations.

- Ben Stein presented the Bond Program Update. Chairman Gruen recognized the good work and success that Julian Mellini, Sarah Brown and Ben Stein have done in regard to the bond program. Director Erickson and Pam Hutton echoed these comments. Ben announced that as of this morning - bonds are legally closed and dollars in the bank.
- Julian Mellini gave a presentation of the bond sales. He presented the historical conditions, gave a recap noting the volatile market, importance of the strong AA Category Rating, foresight to prepare bond documents early, and benefits on selling bonds at the time. He highlighted that \$298M in bonds will have a true interest cost of 3.99%, and total borrowing cost less than 4% was unprecedented.
- Director Reiff asked Ben Stein to present the impact of this success on future bond issuances. Director Aden asked about the \$40M loan. Ben Stein confirmed that this loan has been paid off with pay-as-you go FASTER revenue. Ben Stein then reported on the Proposed Sixth Budget Supplement. Ben presented the update of the BE finances for the period ending November 30th, 2010.
- The next CBE sub-committee meeting was cancelled due to the timing of the holidays and the lack of new topics on the January BOD agenda

Discuss and Act on the Regular Meeting Minutes for November 18, 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 Kaufman. On a vote of the Board of Directors, the minutes were unanimously approved.

Resolution # BE - 50

Regular Meeting Minutes for November 18, 2010

Approved by the Bridge Enterprise Board of Directors: December 16, 2010

BE IT RESOLVED, that the Minutes for the November 18, 2010 meeting of the Bridge Enterprise Board of Directors are hereby approved by the Bridge Enterprise Board.

Discuss and Act on 6th Budget Supplement

Ben requested action from the Board of Directors on the Budget Supplement.

Chairman Gruen asked for a motion for approval of the 6th Budget Supplement and the motion was made by Director Erickson. The motion was seconded by Director Ortiz. On a vote of the Board of Directors, the 5th Budget Supplement was unanimously approved.

Resolution # BE - 51

Sixth Supplement to the Fiscal Year 2010-2011 Budget

Approved by the Bridge Enterprise Board of Directors: December 16, 2010

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

Progress Report

Pam Hutton presented a PowerPoint containing the following information:

DECEMBER 2010

PROGRESS UPDATE

Major Achievements (Nov workshop - Dec workshop)

- CBE sold \$300M Bonds (12/01)
- CBE BOD subcommittee meeting (12/03)
- Bond Closing and Receipt of Dollars (12/15)
- Program Implementation / Delivery Plan
- Met with Regions 2, 3 and 6
- Met with CCA
- Coordination with CDOT Innovative Contracting
- Coordination with AG on Contracts
- Development of Delivery Schedule / Refine Cost Estimates
- CBE Program Presentations Support
- Joint Budget Committee CO State Legislators (11/29)
- Annual Statewide PE II Meeting (12/14)

Processes, Procedures and Guidance Documents:

Issued 4 documents Draft for internal CDOT review

- Payroll - SAP Timesheet and Work Orders
- Project Creation
- CE Pool Flag
- Budget Process

Issued DRAFT 2010 CBE Annual Report

- Collect Program Goals Input

Three 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
- J-15-B: Region 2 SH 9 ML over Currant Creek

One bridge was completed

- H-16-K: Region 2 SH 67 ML over Draw

Completed FASTER Bridge w/ FASTER funding

H-16-K: Region 2 SH 67 ML over Draw - Woodland Park

TABLE:

Status of Most Deficient Bridges

- Worst 10 Worst 20 Worst 30
- Completed 7 10 13
- In Construction 1 4 7
- Designed 1 1 1
- In Design 1 3 6
- Remaining 0 2 3
- Total Addressed 10 20 30

No Change Since Last Month

Overview 3 Remaining Bridges

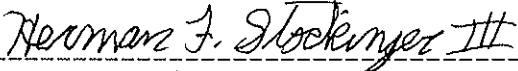
- E-16-FL (R6); Old Wadsworth over US 36 ML - May 2011
- L-18-M (R2); I-25 ML NBND over Indiana Ave - EIS/ROD 2012
- E-17-FX (R6); I-70 Viaduct

I-70 Viaduct Update

- Last Preferred Alternative Collaborative Team (PACT) meeting December 9, 2010
- Goal to reach consensus on alignment Spring 2011
- CDOT presented information: access and mobility, connectivity, transit facilities, trucking movement and safe travel
- PACT small group discussions to Evaluate and Report on alternatives under consideration
- January meeting will focus on environmental and economic development issues

Adjournment

Chairman Gruen called for adjournment of the Bridge Enterprise Board of Directors meeting at 11:50 on Thursday, December 16, 2010.



Herman Stockinger, Secretary
Colorado Bridge Enterprise