

Resolution #BE-93

Regular Meeting Minutes for December 15, 2011

Approved by the Bridge Enterprise Board of Directors on: January 19, 2012

BE IT RESOLVED THAT, the Minutes for the December 15, 2011 meeting of the Bridge Enterprise Board of Directors are hereby approved by the Bridge Enterprise Board.

*Bridge Enterprise Board
Regular Meeting Minutes
Thursday, December 15, 2011*

*PRESENT WERE: Steve Parker, Chairman, District 8
Gary Reiff, Vice Chairman, District 3
Trey Rogers, District 1
Ed Peterson, District 2
Heather Barry, District 4
Kathleen Gilliland, District 5
Kathy Connell, District 6
Douglas E. Aden, District 7
Leslie Gruen, District 9
Gilbert Ortiz, Sr., District 10
Kim Killin, District 11*

*ALSO PRESENT: Don Hunt, Executive Director
Tim Harris, Chief Engineer
Debra Perkins-Smith
Heidi Bimmerle, Director of Admin & Human Resources
Gary Vansuch, Director of Process Improvement
Casey Tighe, Audit Director
Scott McDaniel, Staff Services Director
Ben Stein, CFO
Mark Imhoff, Director, Division of Transit and Rail
Tony DeVito, Region 1 Transportation Director
Doug Lollar, Representing Region 2 Transportation Director
Dave Eller, Region 3 Transportation Director
Johnny Olson, Region 4 Transportation Director
Kerrie Neet, Region 5 Transportation Director*

*Reza Akhavan, Region 6 Transportation Director
Harry Morrow, Chief Transportation Counsel
Vince Rogalski, STAC Chairman*

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

Chairman Steve Parker convened the meeting at 10:35 a.m. on December 15, 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.

Act on Consent Agenda

Chairman Parker stated that the first thing on the Agenda was action on the Consent Agenda and asked if there were any additions, substitutions or changes to the Consent Agenda. Director Aden moved for approval of the Consent Agenda. The motion was seconded by Director Connell. Chairman Parker asked if there was any discussion of the motion and hearing none he asked for those in favor to signify by stating Aye and asked for those opposed to state no. He stated that the motion had passed unanimously.

Approval of the Regular Meeting Minutes for November 17, 2011

Resolution #BE-90

Approval of Regular Meeting Minutes for November 17, 2011

BE IT RESOLVED THAT, the Minutes for the November 17, 2011 meeting of the Bridge Enterprise Board of Directors are hereby approved by the Bridge Enterprise Board.

Allow the BE Working Committee Report for December 14, 2011 to be submitted in writing for inclusion In the Official Minutes of December 15, 2011:

BE Working Committee Minutes December 14, 2011

CBE Board of Directors/Executive Director: Chairman S. Parker, Director D. Hunt, G. Reiff, D. Aden, G. Ortiz, T. Rogers, K. Killin, K. Gilliland, K. Connell and E. Peterson

CDOT Staff: S. McDaniel, B. Stein, L. Freedle, M. Krasny, Kay Hruska, T. Devito, D. Eller, R. Akhavan, T. Wrona, K. Neet, S. Stegman, H. Stockinger, E. Archuleta, T. Bircher, G. Diehl and Toni Bircher

BE Program Manager: K. Szeliga, M. Klopfenstein and A. Gurulé

The meeting was led by Chairman Steve Parker and the following items were discussed.

1. Chairman Parker called the meeting to order.
2. Chairman Parker asked for comments on the November 16th, 2011 Workshop Meeting Notes.
 - No comments were noted.
3. B. Stein presented the Proposed 7th Budget Supplement for FY 2012.
 - He noted that the Region 6, US36 project is requesting funding for the 2 BE bridges. This includes both BE bond proceeds and FASTER pay-go dollars used towards the ramps and interconnecting roadway.
 - B. Stein also presented the BE Financial Audit. He explained that the audit went extremely well and was very clean. The only additional information requested by the auditors was for the number of completed bridges and for information on the I70 viaduct.
4. B. Stein presented the OCIP/ROCIP Insurance Broker RFP update.
 - The RFP for the feasibility study is out with responses due back on December 16th.
 - B. Stein explained the program and reasons that OCIP/ROCIP might be desired for the larger CDOT/BE projects. The program can give CDOT more control over the projects as well as improved safety, potential financial savings, and allow for more DBE participation.
 - Director Ortiz asked if contractors bid differently on projects with the insurance provided by CDOT. B. Stein responded that the broker will help forming the requisite safety record qualifications so contractors will still be evaluated properly with respect to their safety records.
5. B. Stein presented the Projected Program Financial Progress. The financial charts included with the monthly booklet plus two additional slides were presented.
 - The first (new chart) showed the projected timing for the next bond issuance one later than the original plan.
 - The second (new) slide gave information about the current status of the program. Ben highlighted reasons behind a 90 day shift in the program due in part to aggressive schedules, the creation of the Process and Procedures/Systems, removal of some original projects programmed to receive bond dollars, and the new BE "way of doing business". A second section explained why he recommends shifting the bond issuance by a year due to the accumulation of FASTER pay-go dollars and the need to properly manage the cash flow. Finally, some general facts were presented that pointed out the program is still addressing roughly the same number of bridges and is now 4-5 times larger than the previous Bridge program.
 - Chairman Parker asked about the month to month revenue projections. B. Stein responded that those numbers are pretty close to actual. The readjustments will be done at the end of the fiscal year and were within \$7M from last year.
 - Director Hunt pointed out that the BE program is forecasting to catch up with the original projections in late 2014 early 2015. He noted that he is encouraged by how the program is moving forward and believes that there will be shifts but that the program will meet their commitments.
 - S. McDaniel commented that the BE 2011 annual report is out for review and contains a discussion on the planned vs. actual. He encourages the commissioners to review the report.
 - The commissioners asked about the program SPI and collected revenues. S. McDaniel responded that this will be presented tomorrow in the monthly progress report. He noted that

although there has been a slight drop in the SPI, the projects are tracking well and issues are being addressed quickly.

6. S. McDaniel presented the Revised Funding Eligibility Procedure.
 - He explained the need to change the capacity improvement restrictions. The new policy allows for capacity improvements provided certain criteria are met. S. McDaniel highlighted the requirements noted in the policy.
7. G. Diehl presented the BE DBE program update.
 - G. Diehl noted that T. Harris and Director Barry requested an update on the status of the DBE participation. The program is reporting 20.8% participation for DBE in Federal Fiscal Year 2011. He noted that the BE aspirational goal for DBE and ESB combined is 15% and the 20.8% only includes the DBE participation.
 - Director Aden asked if the overall CDOT number includes the BE participation. G. Diehl responded yes.
 - Director Killin commended the DBE program for the great strides that have been made in the last few years.
8. S. McDaniel presented the FY 2012 FHWA Discretionary Grant Resolution.
 - The resolution is to allow CDOT/BE to apply for the grant. Region 6 would like to apply for the grant in the amount of \$1.5M to be applied to the Pecos over I70 bridge project. This grant would be applied to the pedestrian bridge being planned as part of the project.
9. E. Archuleta presented the Construction overview of the Bear Creek Bridge Project.
 - E. Archuleta highlighted the construction and finished project for the first BE project completed in Region 5.
 - He discussed the history of the bridge, construction difficulties, phasing and the construction of the pedestrian overlook.
10. The meeting was adjourned.

Discuss and Act on Resolution to Approve the 7th Budget Supplement

Ben Stein mentioned that the Supplement had the Bridge Enterprise Workshop on Wednesday, December 14, 2011 and that if there were no questions on the Supplement he would request approval.

Chairman Parker asked if anyone had any questions and if there was any discussion on the item and hearing none, Director Connell motioned for the approval of the Budget Supplement and Director Peterson seconded the motion. He asked for those in favor to signify by stating Aye and asked for those opposed to state no. He stated that the motion had passed unanimously.

Resolution #BE-91

BE IT RESOLVED THAT, the 7th Supplement to the FY 2011-2012 Budget is hereby approved by the Bridge Enterprise Board.

Discuss and Act on the Resolution to Approve a FY12 FHWA Discretionary Grant Application

Chief Engineer, Tim Harris, stated that in follow up to the Transportation Commission item introduced by Mickey Ferrell and approved by the Commission, the item in question was requesting approval for application for a grant to fund a pedestrian bridge for the Pecos and I-70 project. Mr. Harris stated that if there were no questions, he would ask for approval of the Resolution.

Director Aden addressed the Chairman and moved for approval of the Resolution. Director Connell seconded the motion. Chairman Parker acknowledged that there had been a motion and second on the item and asked if there was any discussion needed. There being none, he asked for those in favor to signify by stating Aye and all opposed state no. Following a vote of the Board of Directors, the following Resolution was unanimously approved.

Resolution #BE-92
FY 2012 FHWA Discretionary Grants

Approved by the Bridge Enterprise Board of Directors on: December 15, 2011

WHEREAS, The General Assembly created the Bridge Enterprise as a government-owned business within CDOT, pursuant to 43-4-805 C. R. S.; and

WHEREAS, pursuant to 43-4-805 C.R.S., the Bridge Enterprise is to operate as a government-owned business within the Department of Transportation and shall constitute an "enterprise" for purposes of Section 20 of Article X of the Colorado Constitution so long as the Bridge Enterprise retains authority to issue revenue bonds and receives less than ten percent (10%) of its total annual revenues in grants, as defined in C.R.S. 24-77-102(7), from all State and local governments combined; and

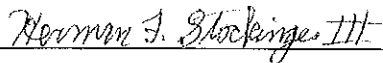
WHEREAS, the business purpose of the Bridge Enterprise is to finance, repair, reconstruct, and replace designated bridges in the state; and

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 FHWA has announced the FY 2012 FHWA Discretionary Grants; and Bridge Enterprise would like to submit a grant application as part of FHWA's Transportation, Community, and System Preservation Program (TCSP), and Bridge Enterprise may be awarded a funding incentive up to \$1.5M if selected; and

WHEREAS, per the FHWA announcement, the grant application must be submitted on or before January 6, 2012, and typical FHWA grant applications may require the Bridge Enterprise to provide matching funds (subject requirement and matching fund amount yet to be determined); and

NOW THEREFORE BE IT RESOLVED, the Bridge Enterprise Board agrees that its advantageous to submit an application, acknowledges and hereby allows the matching of Bridge Enterprise funds (if required by the application), and delegates to the Chief Engineer final authority to submit an application.



Herman Stockinger
Secretary, Bridge Enterprise Board of Directors

Chief Engineer Tim Harris delivered the following report:

Program schedule updated for work complete through November 30, 2011


- November Schedule Performance Index (SPI) = 0.88
 - Represents a 0.02 decrease from October
 - October SPI = 0.90
 - Over-performing projects
 - 14 projects with \$4.4M in combined earned value greater than planned
 - Projects contribute 0.06 to overall SPI calculation
 - Projects awaiting UPRR C&M agreement
 - 3 projects make-up a 0.05 reduction to overall SPI calculation
 - Program SPI goal during execution SPI \geq 0.90

 - Draft 2011 Bridge Enterprise Annual Report
 - Independent Cost Estimator (ICE) RFP
 - Received three bids/projected award early January
 - OCIP/ROCIP Insurance Broker RFP
- Major Achievements:
- Processes & Procedures / Other Guidance Documents
 - Finalized Revised Funding Eligibility
 - Development of Standardized Confidentiality Agreements for D/B projects w/ ICAC and State AG's office
 - EEO development of a pilot UDBE special provision for streamlined and modified D/B projects
 - Replaces Form 714 - Underutilized DBE Bid Conditions Assurance
 - Confirms commitment to DBE design and construction goals
 - Five bridges went to Advertisement for construction
 - Region 2
 - O-25-H: US160 ML over N. Fork Sand Arroyo (Baca County)
 - O-25-I: US160 ML over Draw (Baca County)
 - O-26-L: US160 ML over Cat Creek (Baca County)
 - M-24-B: SH101 ML over Draw (Bent County)
 - L-24-F: SH101 ML over Purgatoire River (Bent County)
 - Three Completed Bridges
 - Reference photographs next pages
 - Completed FASTER Bridge
 - Region 1:
 - G-12-L: SH9 ML over Buckskin Gulch (Alma, CO)
 - Region 2:
 - L-28-F: SH89 ML over Arkansas River (South of Holly, CO)
 - Region 3:
 - G-11-F: US24 ML over UPRR (North of Leadville, CO)

The presentation included a number of charts and tables in regards to the progress of the Bridge Enterprise program.

Chairman Parker asked if the Bridge projects were slowed down for the winter and Chief Harris said that the Bridge Construction was not hampered by weather and that as an example, they had 2 projects open for bids that morning.

Chairman Parker asked if there were any more matters to come before the Bridge Enterprise Board and hearing none, he announced the adjournment of the meeting at 10:45 a.m.



Herman Stockinger, Secretary
Colorado Bridge Enterprise Board