

**Resolution #BE-18-11-01**

Approving the Second Amendment to the Central 70 Project Intra-Agency Agreement between the Colorado Department of Transportation, the Colorado High Performance Transportation Enterprise and the Colorado Bridge Enterprise.

**Approved by the Bridge Enterprise on November 14, 2018.**

**WHEREAS**, the General Assembly created the Colorado Bridge Enterprise (“BE”) pursuant to Section 43-4-805, C.R.S., as a government-owned business within CDOT to accelerate the repair and reconstruction of deficient bridges further defined as structures that are “poor”; and

**WHEREAS**, on February 19, 2016 the Transportation Commission approved a governance structure between the Colorado Department of Transportation (“CDOT”), BE and the Colorado High Performance Transportation Enterprise (“HPTE”) in which BE is the managing partner of the Central 70 Project (“Project”) and BE and HPTE will enter into an anticipated agreement (“Project Agreement”) with a private partner (“Developer”); and

**WHEREAS**, in June 2017, the BE Board of Directors, in Resolution #BE-17-6-2, approved an Intra-Agency Agreement (the “Central 70 IAA”) between CDOT, BE, and HPTE to further define their roles and responsibilities with respect to funding the construction of the Project, management of the Project and cooperation on the operation and maintenance of the Project and financial obligations to each party with respect to the Project; and

**WHEREAS**, on November 15, 2017, the BE Board of Directors, in Resolution #BE-17-11-1, approved a First Amendment to the Central 70 IAA (the “First Amendment”) between CDOT, BE, and HPTE which, *inter alia*, increased BE’s maximum contribution to the Project’s pre-development costs to \$172,309,333; and

**WHEREAS**, the First Amendment did not change the requirement that CDOT, and not HPTE or BE, shall be solely responsible for identifying and obtaining additional funding sources to cover any shortfalls after BE contributes the amended amount to the Project’s pre-development costs; and

**WHEREAS**, in order to reflect changes being made in the second amendment to the Project Agreement, CDOT, BE, and HPTE desire to enter into a second amendment the Central 70 IAA in substantially the form attached hereto (the “Second Amendment”); and

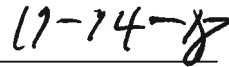
**WHEREAS**, the attached Second Amendment memorializes an amended Project timeline and incorporates new and re-structured milestones during the construction period; and

**WHEREAS**, the Second Amendment also makes explicit the Pro-Rata Construction Cost allocation between CDOT and BE for ease of reference and removes reference to the first Performance Payment being made following Substantial Completion Date due to the amended Project timeline.

**NOW THEREFORE BE IT RESOLVED**, the Colorado Bridge Enterprise Board of Directors hereby approves the Second Amendment to the Central 70 Project Intra-Agency Agreement between CDOT, HPTE and BE in substantially the form presented to the BE Board prior to the meeting at which this Resolution is adopted, with such changes thereto as may be approved by both the BE Director, or his designee, and the office of the Colorado Attorney General, provided that such changes shall not materially and substantially alter the terms and conditions of such agreements as presented to the BE Board, nor otherwise be inconsistent with this Resolution.



Herman Stockinger, Secretary  
Colorado Bridge Enterprise



Date