

Colorado High Performance Transportation Enterprise Scope of Work

Fiscal Year 2018

Overview

In order to accelerate the development and delivery of critical transportation infrastructure projects through the use of innovative financing, the Colorado Department of Transportation (CDOT) utilizes the expertise and legal power of the High Performance Transportation Enterprise (HPTE). In 2009, the HPTE was created under 43-4-806 C.R.S., known as FASTER, in order to accelerate critical surface transportation infrastructure projects throughout the state. To achieve this objective the HPTE was given the power to enter into public-private partnerships, impose user fees on surface transportation projects, issue revenue bonds and enter into private commercial loan agreements. HPTE is also the Colorado tolling entity (the successor to the Colorado Tolling Enterprise), managing CDOT's network of tolled Express Lanes.

Due to Taxpayer Bill of Rights (TABOR) restrictions, CDOT cannot exercise these powers. Although a division of CDOT, HPTE is considered a government owned business, which exempts it from the TABOR restrictions. The powers given to the HPTE through statute provide a direct benefit to CDOT and the traveling public by accelerating infrastructure projects that ordinarily would not be undertaken due to a constrained fiscal environment.

This scope of work documents the duties and tasks that CDOT directs the HPTE to manage, oversee, and implement for fiscal year 2018. In exchange, CDOT compensates HPTE with an upfront payment for its services. Associated costs for the completion of main project duties are broken down into specific categories of work performed.

Scope of Work Duration

This scope of work outlines services that will be provided by HPTE over a one year period that will commence on July 1, 2017 and end on June 30, 2018.

Billing and Reporting

On an annual basis, CDOT will pre-pay for services being provided by HPTE. In order to receive payment, HPTE will submit a bill to CDOT at the beginning of each fiscal year on July 1st.

On the 15th of January and July of each fiscal year, HPTE will submit a progress report that includes a summary of its activities for the previous six months as well as a status report on the progress being made to accomplish the tasks outlined in this scope of work. The submission of the semi-annual reports will be used by HPTE and CDOT to recognize revenue and expenses, respectively.

HPTE Corridor Development and Services Provided

HPTE manages and leads the development of many surface transportation projects on behalf of CDOT. These projects are in key corridors around the state that when completed, will increase choice, may promote carpooling, expand capacity, and assist with traffic demand management. By using the rights given to HPTE through statute, CDOT is able to improve congestion on these corridors and accelerate these infrastructure projects that ordinarily would not be undertaken. To deliver these projects, HPTE is providing services that fall into six general categories: Overall Program, Program Planning, Project Development, Project Procurement, Tolling Services and Construction. Each category is defined as follows:

Overall Program: shall mean services that support HPTE's overall mission of accelerating the delivery of surface transportation projects throughout the state. This can include work related to the development of HPTE's overall program strategy, looking at how HPTE's system of

projects can integrate effectively into the existing transportation system, conducting feasibility studies on potential future projects as well as improving access and use of P3 resources.

Program Planning: shall mean services that support the development of a specific corridor, or project, as a whole but are not related to project construction. This can include public education and outreach as well as coordination with local governments and project stakeholders. Program planning activities are necessary to ensure the success and use of HPTE corridors.

Project Development: shall mean services that include, but are not limited to, the planning and design of public-private partnerships, express lane facilities, other revenue generating projects as well as providing oversight duties and contract management on executed concession agreements.

Project Procurement: shall mean all services that deal with procuring and securing funding for public-private partnerships, express lane facilities or other revenue generating projects.

Tolling Services: shall mean services that deal with how a tolled Express Lane(s) affects the general purpose lanes, CDOT operations, maintenance, and snow removal. This can include work related to how to creating tolling strategies for corridors under construction, toll rate setting, and studying corridor operational improvements in both the general purpose and Express Lanes. HPTE is also responsible for integrating tolling installation schedules between CDOT, HPTE and E-470, and to manage CDOT's switchable transponder inventory for CDOT's HOV3+ program.

Construction: shall include all services that deal with the oversight of construction and operation and maintenance activities. Also includes approving and overseeing the change order process set forth in the construction contract.

CDOT uses these categories to define the specific tasks that will be managed by HPTE over the duration of this scope of work. Organizing these tasks by specific project and/or corridor allows HPTE to demonstrate the progress being made on these tasks and validate the exchange of services between CDOT and HPTE.

US 36 Managed Lanes / Bus Rapid Transit Project

Summary of Work: Plenary Roads Denver (PRD) operations and maintenance requirements under the Concession Agreement are performance driven, that is, if certain performance measures are not met, HPTE has the power to assess non-compliance points to PRD. If PRD does not adequately remedy the reason why they received non-compliance points they will be required to compensate HPTE. Both HPTE and CDOT have responsibilities for monitoring the Concession Agreement.

In order to provide oversight and management of the concession agreement, HPTE is tasked with providing the following services:

Project Development

CDOT tasks HPTE to ensure that all operations and maintenance (O&M) requirements set out under the Concession Agreement with PRD are being met. All requirements are performance driven, and if certain performance measures are not met, such as maintain tolling equipment, adequate incident management, routine maintenance, and snow and ice removal, HPTE has the power to assess non-compliance points to PRD. If PRD does not adequately fix the reason why they received non-compliance points they will be required to monetarily compensate HPTE on behalf of CDOT.

In addition to monitoring all O&M requirements, CDOT tasks HPTE with ensuring proper oversight on the financial and engineering aspects of the project. To ensure short-term financial oversight on the US36 project HPTE has hired and will oversee the work of the financial advisory firm RSM. CDOT also tasks HPTE to work with its Office of Major Project Development (OMPD) to implement a long-term financial oversight plan once the project is completed and in-service. HPTE will also provide support and oversight on a contract managed by OMPD that provides engineering oversight on the project.

CDOT also tasks HPTE to spearhead the following efforts:

- Coordinate with CDOT Region 1 staff, OMPD and the CDOT’s Communications Office on all stakeholder outreach efforts. **Timeline:** This work will be on-going.
- Work with Region 1, OMPD staff and the CDOT annual budget team to develop a budget for routine maintenance and snow and ice removal costs. In addition, CDOT will have cost savings in routine maintenance and snow removal due to the concession agreement. These cost savings will also be passed through from HPTE to CDOT. **Timeline:** This will be completed by September 15, 2017.

Innovative Finance Operations

- Work on a FHWA Dynamic Road Share grant
- Provide project updates to Legislators and the US 36 Mayors and County Commissioners
- Study turning the I-25 Central Lanes from a barrier separated facility into a bi-directional facility
- Research and evaluate HOV3+ impacts

Summary of Duties and Value of Services for US36 Managed Lanes/Bus Rapid Transit Project:

CATEGORY	VALUE
Project Development	\$50,000
Innovative Finance Operations	\$300,000
Total Project Value	\$350,000

Central 70 Design Build Finance Operate Maintain Project (DBFOM)

Summary of Work: On March 6, 2017 CDOT/CBE/HPTE released the final draft of the Instructions to Proposers and Project Agreement to the four shortlisted proposers. In FY18 CDOT tasks HPTE to evaluate proposals (administrative, technical and financial) and reach both commercial and financial close.

In order to support the development of the Central 70 Project, CDOT tasks HPTE with providing the following services:

Project Development

Support OMPD’s other primary responsibilities as they related to the I-70 East Project (see Attachment A to the September 30, 2013 MOU for specifics). This will be complete by June 30, 2018.

Project Procurement

CDOT tasks HPTE to lead the procurement process and complete the following duties:

- Review and comment on all documents prepared by legal counsel

- Work with the CBE and OMPD to prepare the Transportation Infrastructure Finance and Innovation Act (TIFIA) loan and Private Activity Bonds (PABs) applications
- Review and comment on other consultants work product, for example, technical requirements, tolling requirements, project staffing levels
- Participate in meetings with CDOT/HPTE consultants to keep the procurement process on schedule
- Assist in the proposal evaluation process
- Lead or assist (depending on the funding source) the procurement process of additional services for the project
- Lead the TIFIA and PABs application and negotiation process
- Assist CDOT OMPD with the project’s tolling strategy
- Lead negotiations with stakeholders to procure additional project funding
- Coordinate with E470 and OMPD on the integration of E-470 into the project documents
- Guide litigation strategy
- Assist with the evaluation of both the technical and financial proposals
- Oversee commercial and financial close
- Coordinate and oversee the corridor’s Transportation Demand Management (TDM) contract

Tolling Services

- Coordinate with CDOT OMPD, and Project staff regarding tolling strategies
- Work with OMPD to develop a tolling strategy for the corridor

Innovative Finance Operations

- Explore RoadX project incorporation

Timeline: These duties will be complete by June 30, 2018.

Summary of Duties and Value of Services for I-70 East Corridor Project:

CATEGORY	VALUE
Project Development	\$200,000
Project Procurement	\$250,000
Tolling Services	\$100,000
Innovative Finance Operations	\$250,000
Total Project Value	\$800,000

C-470 Express Lanes Project

Summary of Work: This project is being procured using the Design Build method, and will not be a Public-Private Partnership like US 36 or I-70 East. This project is currently and under construction and is being funded primarily through a HPTE \$109 million TIFIA loan and \$188 million toll revenue backed bonds.

In order to support the development of the C-470 project, CDOT tasks HPTE with providing the following services:

Program Planning

- Coordinate with CDOT Region 1, OMPD, and the CDOT Communications Office regarding stakeholder outreach

- Support OMPD’s other primary responsibilities as they relate to the C470 Project (see Attachment A to the September 30, 2013 MOU for specifics)
- Complete by June 30, 2018.

Project Development

- Prepare finance plan and other related documents relating to the TIFIA loan
- Manage pricing and closing of the TIFIA Loan and bonds
- Manage the disbursements of the TIFIA Loan and monitor the loans reporting requirements
- Monitor financing documents
- Work with legal counsel and other consultants regarding the TIFIA loan, bonds and other potential financing for the project
- Work with OMPD to develop a tolling strategy for the corridor
- Coordinate with E470 and OMPD on the toll installation and testing of the hardware and software on the express lanes
- Coordinate with CDOT Region 1, OMPD, and the CDOT Communications Office regarding stakeholder outreach
- Procure and conduct a traffic and revenue study from Wadsworth to I-70
- Participate in the NEPA process from Wadsworth to I-70
- Pay for the Surveillance of the C470 TIFIA Loan and the bonds

Tolling Services

- Coordinate with CDOT OMPD, and Project staff regarding tolling strategies
- Work with OMPD to develop a tolling strategy for the corridor

Innovative Finance Operations

- Explore RoadX project incorporation

Timeline: These duties will be complete by June 30, 2018.

Summary of Duties and Value of Services for C-470 Express Lanes Project:

CATEGORY	VALUE
Project Planning	\$120,000
Project Development	\$400,000
Tolling Services	\$110,000
Innovative Finance Operations	\$50,000
Total Project Value	\$680,000

I-25 North Project: Johnstown to Ft. Collins

Summary of Work: HPTE recently completed a more robust traffic and revenue study on this segment of I-25. The project does not need financing for the project now, but will towards the end of construction. HPTE originally envisioned procuring a line of credit from one of its short listed lenders, but after consultation with the Colorado FHWA Division, it was determined that the project could move forward at CDOT’s risk without the line of credit. This will save HPTE and CDOT carrying costs for simply having the line of credit open.

Program Planning

- Coordinate with CDOT Region 4, OMPD, and the CDOT Communications Office regarding stakeholder outreach.

Project Development

- Pursue negotiations with lenders to obtain up to a \$50 million commercial loan on Segments 7 and 8.
- If feasible, procure a commercial loan for up to \$50 million on Segments 7 and 8.
- Coordinate with CDOT Region 4, OMPD, and the CDOT Communications Office regarding stakeholder outreach.
- Support OMPD's other primary responsibilities as they relate to the Project

Tolling Services

- Coordinate with CDOT OMPD, Region 1 and 4 staff regarding the tolling strategies for Segments 7 and 8
- Work with OMPD to develop a tolling strategy for the corridor
- Coordinate with legal counsel, the Attorney General's Office, CDOT Region 1 and OMPD staff to ensure HPTE is complying with the covenants in the loan agreement (if applicable)

Summary of Duties and Value of Services for I-25 North Project:

CATEGORY	VALUE
Project Planning	\$50,000
Project Development	\$250,000
Tolling Services	\$150,000
Total Project Value	\$450,000

I-25 North Project: 120th Avenue to E-470

Summary of Work: This project was procured as a Design Bid-Build with HPTE financing \$22 million through a toll revenue backed loan from Bank of America, N.A.. The project is anticipated to be open for toll collection in summer 2018.

Program Planning

Coordinate with CDOT Regions 1 and 4, OMPD, and the CDOT Communications Office regarding stakeholder outreach.

Project Development

- Coordinate with CDOT Region 1, OMPD, and the CDOT Communications Office regarding stakeholder outreach.
- Support OMPD's other primary responsibilities as they related to the Project
- Coordinate with legal counsel, the Attorney General's Office, CDOT Region 1/4 and OMPD staff to ensure HPTE is complying with the covenants in the loan agreement

Tolling Services

- Coordinate with CDOT OMPD, Region 1 and 4 staff regarding the tolling strategies for Segment 3
- Work with OMPD to develop a tolling strategy for the corridor

Summary of Duties and Value of Services for I-25 North Project:

CATEGORY	VALUE
Project Planning	\$25,000
Project Development	\$25,000
Tolling Services	\$50,000

Total Project Value	\$100,000
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I-25 North Project: US 36 to 120th Avenue

Summary of Work: This project was procured as a Design Bid-Build and HPTE operates the tolled Express Lanes on the corridor.

Program Planning

Coordinate with CDOT Regions 1 and 4, OMPD, and the CDOT Communications Office regarding stakeholder outreach.

Project Development

- Coordinate with CDOT Region 1, OMPD, and the CDOT Communications Office regarding stakeholder outreach.
- Support OMPD’s other primary responsibilities as they relate to the Project

Tolling Services

- Oversee and implement tolling strategies for the segment

Summary of Duties and Value of Services for I-25 North Project:

CATEGORY	VALUE
Project Planning	\$10,000
Project Development	\$10,000
Tolling Services	\$10,000
Total Project Value	\$30,000

I-70 Mountain Express Lane Project (East Bound)

Summary of Work: On December 19, 2014 HPTE entered into a Loan Agreement with Banc of America for \$25 million to close the funding gap on the project and help the construction of the west bound Mountain Express Lane (MEXL) from Empire Junction to the Twin Tunnels on I-70. The MEXL was opened for tolling on December 19, 2015.

To assist the operations of the MEXL, CDOT tasks HPTE with providing the following services:

Program Planning

- Coordinate with CDOT Region 1, OMPD, and the CDOT Communications Office regarding stakeholder outreach.

Project Development

- Coordinate with CDOT Region 1 to ensure HPTE is complying with the December 19, 2014 Intra Agency Agreement (IAA) between CDOT and HPTE.
- Coordinate with legal counsel, the Attorney General’s Office, CDOT Region 1 and OMPD staff to ensure HPTE is complying with the covenants in the loan agreement
- Coordinate with CDOT, OMPD and Region 1 staff regarding the MEXL tolling strategies
- Work with TSM&O, OMPD staff and the CDOT annual budget team to develop a budget for HPTE’s share of operations and maintenance cost on the lanes.

Tolling Services

- Study a toll rate increase, and if feasible, implement through public outreach and Board action

Summary of Duties and Value of Services for I-70 West PPSL Project (East Bound) Project:

CATEGORY	VALUE
Project Planning	\$50,000
Tolling Services	\$100,000
Total	\$150,000

Overall Program Services

Increase Transparency and Education on Public-Private Partnerships

To ensure effective and comprehensive public outreach and education around Public-Private Partnerships (P3) projects, and to comply with the US 36 Legislative Audit. CDOT tasks HPTE with the following tasks:

- Conduct telephone town halls as required by the Transparency Policy
- Conduct surveys to gauge public sentiment
- Conduct public meetings and stakeholder outreach as required by the Transparency Policy
- Maintain current and updated information on project websites regarding project status and public participation activities and events.
- Produce Annual Report to Colorado General Assembly as required by 43-4-806 C.R.S.
- Coordinate with the CDOT Public Information Office on updating transponder and HOV policy, motorcycle transponder policy, and HOV carpooling technology.
- Conduct ongoing outreach for Express Lanes
- Community and public affairs support
- Staff training costs
- Conduct P3 training for local stakeholders
- Legislative activity

Timeline: These duties will complete by June 30, 2018. **Value: \$423,000**

Develop Upcoming Projects

- **Parking Study with the Division of Transit and Rail (DTR):** examine partnership solutions for Bustang park and ride lots serving north and southbound I-25 bus commuters. Currently, long-term parkers and commercial businesses tie up parking for daily riders. A license agreement with HPTE to manage daily demand with long-term parking might be one solution and an alternative revue generating opportunity. HPTE and DTR are working together to develop a solution. **Value: \$150,000**
- **Federal and Colfax Devolution / Development:** work with CDOT Region 1 and the City and County of Denver to study devolving and developing CDOT’s property adjacent to the Federal and Colfax intersection. **Value: \$250,000**
- **RoadX:** work with the CDOT RoadX division as it looks to grow and to partner with private industry to achieve its mission. **Value: \$100,000**
- **Visioning for I-70 Mountain Corridor (West Bound):** work with CDOT Region 1 and the I-70 West Collaborative Effort to analyze the different alternatives that arise out of the process. **Value: \$175,000**

- **C-470 / West Connect / North West Area Mobility study:** evaluate and analyze C-470 development and integration with a corridor-wide transportation network. **Value:** \$650,000
- **I-25 South PEL Traffic and Revenue Study:** procure and manage a traffic and revenue study on the I-25 South Corridor (C-470 to Colorado Springs). **Value:** \$650,000

Out of State Travel

- Travel to conferences, trainings, and project related meetings to comply with the training requirement from the US 36 Legislative Audit and to promote HPTE’s projects to the infrastructure finance industry.
- OST is approved annually as part of HPTE budget. Changes to OST will be discussed with CDOT Deputy Director.
- See Exhibit A

Estimated Cost	\$16,500
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Aconex Document Management Software License	\$224,000
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EXHIBIT A

Conference	Travel Dates	Location	Person	Source	Registrarior Flight	Hotel	Incidentals	Per Diem	Cost Estimate	Actual Cost	Description
ARTBA P3 Conference (Annual)	July	DC	David	537					\$1,500.00		2016 P3 Conference - HPTE is a member of ARTBA P3 Division Board of Directors / will be a speaker
IBTTA/TRB Managed Lanes symposium	July	Dallas	Toll ops manager	537					\$1,400.00		Summit on AET, Managed Lanes
ASHTO mobility conference	July (expected)								\$550.00		
AASHTO Nat'l Mgmt Conference	September (expected)		Nick	537					\$1,300.00		Leadership training
Neighorly Innovative Public Finance	Fall 2017	SF	David	537					\$1,750.00		David speaking re: innovative finance/Best DOT in country
IBTTA National Conf	September	Atlanta	Toll ops manager	537					\$1,750.00		National IBTTA confernece / First annual conf. for Toll ops manager
NGA P3 Training	HPTE was asked to present in 2017			537					\$0.00		Asked to go by Governor's Office in 2016 / cost free trip / A41 compliant
WASHTO Emerging Leaders	October (expected)		Nick	537					\$500.00		Leadership training
CG/LA	October	Silicon Valley	David	537					\$1,500.00		Annual conference / HPTE has spoken each year for past 2 years / presents our projects to market
Bond Buyer/Governing P3 Conference	November (expected)		Finance director	537					\$500.00		Annual P3 meeting for each organization
Annual NCPPP conference	November	Toronto	David	537					\$1,750.00		Annual NCPPP P3 conference
C70 Bond Pricing	Q4 2016/ Q1 2017	NYC	David	536					\$1,750.00		C-470 Loan closing /Bond pricing
TRB	January 2018	DC	Nick	537					\$1,750.00		Annual Meeting
Stanford Global Projects Center annual mee	Spring 2018	Palo Alto	David	537					\$100.00		Annual meeting / HPTE is member organization / cost free - A41 compliant
IBTTA - Communications Workshop	March 2018		Megan	537					\$1,750.00		HPTE has attended and spoken on panel for past 2 years
P3 Conference	March 2018	Dallas	Nick	537					\$1,000.00		Annual conference / HPTE has spoken each year for past 2 years
JP Morgan Infrastructure conference	March 2018	NY		537					\$1,500.00		HPTE/OMPD has spoken at conf. in 2016
IBTTA Summit on Policy, Finance and VMT	April 2018	Jersey City	Finance dierctor	537					\$1,500.00		Conference
TRB	May 2018 (expected)								\$1,500.00		
P3 Hub West / P3 Bootcamp	May 2018 (expect	Los Angeles/PHX?							\$500.00		HPTE has spoken at P3 bootcamp & P3 Hub
IBTTA Maintence & Roadway Ops	May 2018 (expect	New Orleans	Toll Ops man.	537					\$100.00		
InfraAmericas	June 2018	NY	David	537					\$2,000.00		National P3 Infrastructure Forum
WASHTO	June 2018	?	Nick	537					\$1,250.00		2017 Annual Meeting
Central 70 project trip				536					\$1,500.00		
Total (estimated)									\$16,350.00	\$0.00	
Project Trips - not from OOST budget											
Past travel: particular FY18 travel will depend on HPTE plan and program, but will not exceed total budget											
FY 17 OOST Approved Budget = \$15,000											