



Date: September 18, 2019

To: High-Performance Transportation Enterprise Board / Colorado Transportation Commission

From: Nicholas Farber, Director, HPTE; Andrew Gomez, HPTE General Counsel

Subject: Intra-Agency Agreement Between HPTE and CDOT regarding the Burnham Yard Partnership

Purpose

The purpose of this memo is to describe the Intra-Agency Agreement (IAA) between the Colorado Department of Transportation (CDOT) and the High-Performance Transportation Enterprise (HPTE) regarding the HPTE's work towards the purchase of the Union Pacific Railroad's (UPRR) Burnham Yard property.

Action

The HPTE Board and Transportation Commission are asked to adopt a resolution that supports the staff recommendation to approve the IAA.

Background

In July of 2019 the UPRR released a Request for Qualifications (RFQ) for the Burnham Yard Redevelopment to identify qualified teams and solicit interest in the 61-acre parcel of land beginning near 13th Avenue at its northernmost point to roughly 4th Avenue at its southernmost point in the City and County of Denver (see attached picture). The RFQ asked proposers to submit bids on one of two options for acquiring the property: 1) acquiring the entire site in fee simple in a single takedown; or 2) negotiating a transaction structure that provides a lower upfront payment to the UPRR, with some form of reserved UP interest and upside over a five to seven-year term. On August 7, 2019, CDOT submitted a proposal to purchase the property in fee simple. Towards the end of August, the UPRR responded to CDOT's bid with a directive that it explore the possibility of partnering with a private developer and to resubmit its bid as a joint entity. To achieve UPRR's ask, HPTE will conduct a two-step procurement (RFQ/RFP) to select a partner developer. During this process, and the process to acquire the property, CDOT will continue the environmental planning process for the I-25 Central Corridor (between Santa Fe and 20th Street) to improve safety, travel time reliability, decrease congestion, and provide improved cross-connectivity in this highly-congested corridor.

Overview of the IAA

IAAs between CDOT and HPTE document the substantive terms of how CDOT and HPTE work together and allocate rights and responsibilities on shared projects. This IAA says that for the consideration of HPTE's contracts, as well as HPTE's experience in procuring and administering pre-procurement and procurement phase projects for potential surface transportation projects, CDOT will pay HPTE \$368,655.50.

Options / Decision Matrix

1. **Staff Recommendation:** Approve the IAA between CDOT and HPTE.
2. Review but do not approve the IAA. Provide instructions on changes or revisions.

Attachment

Burnham Yard Pre-Procurement Intra-Agency Agreement



Burnham Yard

Approximate property limits and surrounds

Legend

-  Burnham Yard (61 Acres)
-  Burnham Yard (Retained by UPRR)
-  Denver Union Station
-  Denver Water Station
-  Station

