

**Resolution – HPTE #355**

**Approving the Amended and Restated Central 70 Project Intra-Agency Agreement between the Colorado Department of Transportation, the Colorado High Performance Transportation Enterprise and the Colorado Bridge Enterprise**

**WHEREAS**, the General Assembly created the Colorado High Performance Enterprise (“HPTE”), pursuant to Section 43-4-806, C.R.S., as a government-owned business within CDOT to pursue innovative means of more efficiently financing important surface transportation projects that will improve the safety, capacity, and accessibility of the surface transportation system; and

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

**WHEREAS**, on June 21, 2017, the HPTE Board of Directors (the “Board”), by Resolution #234, approved the *Central 70 Project 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**, specifically with regard to HPTE, the Central 70 IAA outlines that HPTE will be responsible for contracting tolling equipment for the Project during the construction period of the Project and outlines the methodology under which HPTE, with contributions from CDOT and the City and County of Denver as describes in the Central 70 IAA, will make a monthly Operations, Maintenance, and Renewal Payment (“OMRP”) to the Developer as provided for in the Project Agreement; and

**WHEREAS**, on November 15, 2017, the Board, by Resolution #252, approved the *First Amendment to the Intra-Agency Agreement for the Central 70 Project* (the “First Amendment”) to memorialize BE’s maximum contribution to the Project’s pre-development costs and made certain other modifications regarding CDOT’s ongoing responsibilities to the Project; and

**WHEREAS**, on November 18, 2018, the Board, by Resolution #282, approved the *Second Amendment to the Intra-Agency Agreement for the Central 70 Project* (the “Second Amendment”) between CDOT, BE, and HPTE, which, *inter alia*, memorialized an amended Project timeline and incorporated re-structured milestones during the construction period; and

**WHEREAS**, in order to reflect changes being made in the fourth amendment to the Project Agreement and third amendment to the IAA, the Parties have decided to amend

and restate the IAA for ease of reference, which fully incorporates all changes to the agreement; and

**WHEREAS**, CDOT, BE, and HPTE desire to enter into an amended and restated Central 70 IAA in substantially the form attached hereto (the “Amended and Restated IAA”), which include amendments to the Project timeline and updating the matrix for Milestone Payment Contribution.

**NOW THEREFORE BE IT RESOLVED**, the High Performance Transportation Enterprise Board of Directors hereby approves the Amended and Restated Central 70 Project Intra-Agency Agreement between CDOT, HPTE and BE in substantially the form presented to the HPTE Board prior to the meeting at which this Resolution is adopted, with such changes thereto as may be approved by both the HPTE 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 HPTE Board, nor otherwise be inconsistent with this Resolution.

Signed as of April 14, 2021

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Simon Logan  
Secretary, HPTE Board