

Resolution – HPTE #209

Approving the First Amendment to the Fiscal Year 2016-17 Fee for Service Intra-Agency Agreement between HPTE and the Colorado Department of Transportation

WHEREAS, the General Assembly created the Colorado High Performance Transportation Enterprise (“HPTE”), pursuant to Section 43-4-806, C.R.S., as a government-owned business within the Colorado Department of Transportation (“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, HPTE is empowered, pursuant to Section 43-4-806(6)(h), C.R.S., to make and enter into all other contracts and agreements that are necessary or incidental to the exercise of its powers and performance of its duties; and

WHEREAS, HPTE and CDOT previously entered into that certain *Fee for Service Intra-Agency Agreement*, dated September 9, 2015 (the “FY 2015-16 Agreement”), in which CDOT acknowledged that HPTE possesses expertise and legal powers unavailable to CDOT, and agreed to compensate HPTE for the fair market value of certain services to be provided to CDOT; and

WHEREAS, CDOT and HPTE later entered into that certain *Fiscal Year 2016-17 Fee for Service Intra-Agency Agreement* (the “Agreement”), which incorporated many of the terms and conditions of the FY 2015-16 Agreement and set forth a new scope of services to be provided by HPTE to CDOT during the 2016-17 fiscal year; and

WHEREAS, CDOT has subsequently requested additional services from HPTE for the 2016-17 fiscal year, which HPTE has agreed to provide for a fee, and which are described in the *First Amendment to the Fiscal Year 2016-17 Fee for Service Agreement* (the “Amendment”); and

WHEREAS, the HPTE Board of Directors (the “Board”) has reviewed the Amendment and the Amended FY 2016-17 Scope of Work attached as Exhibit A to the Amendment, and finds the compensation amounts set forth to constitute fair and reasonable compensation for the services to be provided by HPTE to CDOT during the 2016-17 fiscal year.

NOW THEREFORE BE IT RESOLVED, the Board hereby approves the Amendment in substantially the form presented and authorizes the HPTE Director to execute the Amendment with such revisions or modifications, including revisions or modifications to the Amended FY 2016-17 Scope of Work, as the HPTE Director may determine to be necessary or appropriate.

Signed as of September 21, 2016

Kari V. Grant
Secretary, HPTE Board



TO: HIGH PERFORMANCE TRANSPORTATION ENTERPRISE BOARD
FROM: DAVID SPECTOR, DIRECTOR OF HIGH PERFORMANCE TRANSPORTATION ENTERPRISE
DATE: SEPTEMBER 21, 2016
SUBJECT: APPROVAL OF THE FIRST AMENDMENT TO THE FISCAL YEAR 2016-17 INTRA-AGENCY AGREEMENT BETWEEN CDOT AND HPTE

Requested Action:

HPTE Staff is seeking Board approval of the resolution (shown in Attachment A) authorizing the proposed amendment to the Intra-Agency Agreement (IAA) between the Colorado Department of Transportation (CDOT) and the High Performance Transportation Enterprise for fiscal year 2016-17.

Policy Considerations

- In exchange for the specialized nature of the expertise and services HPTE provides to CDOT, CDOT pays HPTE for those services through an annual 'fee-for-service' IAA.
- This IAA includes the HPTE scope of work and the process by which HPTE is able to earn the value of the services it provides to CDOT in an exchange transaction.
- Approval of the amended IAA will fairly compensate HPTE for the additional work and services it is providing to CDOT.

Background on the Fee for Service Intra-Agency Agreement for FY 2016-17:

As part of the IAA, the services that are to be provided by HPTE to CDOT and the value being compensated for each are detailed in a scope of work for that upcoming fiscal year. For FY 2016-17 HPTE staff presented information to the Transportation Commission and the HPTE Board with information on the following schedule:

- In May 2016 HPTE staff presented the TC with an informational memo for comment regarding key areas of work HPTE would be leading on behalf of CDOT for the upcoming fiscal year.
- In June 2016 the TC and HPTE Board were presented with a finalized SOW and approved an updated Fee for Service Intra-Agency Agreement (IAA) between CDOT and HPTE for FY 2016-17.
- On September 15, 2016 the TC acted on a resolution approving the Amendment the IAA. The total budget required to complete the additional tasks were also approved via the third CDOT budget supplement.

Background on the Proposed Amendment to the Current IAA:

In connection with Senate Bill (SB) 16-123 being postponed indefinitely, CDOT and HPTE agreed to implement changes to allow High Occupancy Vehicles (HOV) only Express Lane users and motorcycles to travel for free in HOV Express Lanes ("HOV Changes"). CDOT has requested HPTE to lead this implementation effort on its behalf. However, the tasks related to this implementation were not included in the fee for service agreement and original SOW for FY 2016-17 that was approved in June 2016. These activities were not included at that time because CDOT authorized a \$2,080,000 budget for HPTE for (FY) 2016-17 and the SOW must reflect services that can be delivered for the authorized budget.

HPTE and CDOT have acknowledged that implementing these procedural changes for HOV only drivers will result in additional work for HPTE, and that budget requests and fee for service scope revisions will be accommodated as this work is performed. As such, the proposed first amendment to the FY 2016-17 IAA includes an expanded scope of work and required budget to complete specific tasks that are outlined in Attachment B.

Additional areas of work that CDOT has tasked HPTE with for FY 2016-17 and the requested budget associated with each are outlined below in Table 1:

Table 1: Summary of IAA Amendment

Additional Scope of Work Activities	Requested Budget
Manage all public outreach and education regarding the new HOV Changes, including direct and indirect costs of paid and earned media	\$ 51,364
Pay for direct and indirect costs of tolling partner E-470 to implement the necessary system changes to allow HOV Changes in daily business transactions, including coordination and management of process.	\$1,819,736
Implement the preferred interim solution of purchasing and sending current HOV only users a rebate (in the form of a gift card) for previously purchased transponders.	\$131,000
Hire a tolling services manager who will oversee daily tolling operations and the collection of toll revenue. Requested budget is the value of the position.	\$114,750
HPTE Staff time and indirect costs related to fulfilling statutory duties and above activities.	\$ 250,000
Total Budget Needed	\$2,366,850

Summary of Key Details Driving the IAA Amendment:

- The HOV Changes were mutually agreed to by Executive Director Bhatt and Director Spector, and presented as a unified plan to the General Assembly.
- As the manager and day-to-day operator of the Express Lanes, HPTE is best positioned to implement the HOV Changes most effectively and efficiently.
- CDOT budget and Communications staff are aware and supportive of these SOW changes.
- Approval of the amended IAA will fairly compensate HPTE for the additional work and services it is providing to CDOT.

Commission Options/Decision Matrix

1) **Staff Recommendation:** Review and approve the first amendment to the IAA, that describes additional SOW tasks related to HOV Changes, for FY 2016-17.

2) Review the revised scope of work and IAA, but with instructions to add scope of work for particular projects or programs. Staff would revise the scope of work and return with a revised document and increased budget supplement in October.

3) Review the revised scope of work and IAA, but with instructions to the eliminate scope of work for particular projects or programs. Staff would revise the scope and return with a revised document and decreased budget supplement in October.

Next Steps

- If needed, additional tasks related to the implementation of HOV Changes or any other activities that are currently outside the revised scope of work will be captured in a future IAA and budget amendment and brought before the Board for approval.
- The timing for approval, budget amount, and scope of the IAA is currently dictated by the original two-year SOW agreement between CDOT and HPTE, which was agreed to prior to FY 2015-16. Starting in FY 2017-18, HPTE’s development of a proposed budget and proposed scope of work will proceed along the same timeline, ensuring that the two are aligned.

Attachments:

Attachment A: Resolution Approving a First Amendment to the Fee for Service Intra-Agency Agreement between CDOT and HPTE for FY 2016-17

Attachment B: First Amendment (FY 2016-17) to Fee for Service Intra-Agency Agreement

**FIRST AMENDMENT TO
FISCAL YEAR 2016-17
FEE FOR SERVICE
INTRA-AGENCY AGREEMENT**

THIS FIRST AMENDMENT (the “Amendment”) is made this _____ day of _____, 2016 by and between the STATE OF COLORADO for the use and benefit of the COLORADO DEPARTMENT OF TRANSPORTATION, hereinafter referred to as the “Department” or “CDOT,” and the COLORADO HIGH PERFORMANCE TRANSPORTATION ENTERPRISE, a government-owned business and a division of CDOT, hereinafter referred to as the “Enterprise” or “HPTE.” CDOT and HPTE are referred to herein individually each as a “Party” and collectively as the “Parties.”

RECITALS

A. CDOT is an agency of the State of Colorado authorized pursuant to Section 43-1-105, C.R.S. to plan, develop, construct, coordinate, and promote an integrated transportation system in cooperation with federal, regional, local and other state agencies.

B. The Transportation Commission of Colorado (the “Transportation Commission”) is the budgetary and policy making body for CDOT with all powers and duties granted by the Colorado General Assembly pursuant to Section 43-1-106, C.R.S.

C. HPTE is empowered, pursuant to Section 43-4-806(6)(h), C.R.S., to make and enter into all contracts and agreements that are necessary or incidental to the exercise of its powers and performance of its duties.

D. The business purpose of HPTE, as provided for in Section 43-4-806(2)(c), C.R.S. is to pursue public-private partnerships and other innovative and efficient means of completing surface transportation infrastructure projects, which HPTE may agree to complete for CDOT under agreements entered into with the Department in accordance with Section 43-4-806(6)(f), C.R.S.

E. CDOT and HPTE previously entered into that certain *Fee for Service Intra-Agency Agreement*, dated September 9, 2015 (the “FY 2015-16 Agreement”), in which CDOT acknowledged that HPTE possesses expertise and legal powers unavailable to CDOT, and in which CDOT agreed to compensate HPTE for the fair market value of certain services to be provided to CDOT during the 2015-16 fiscal year.

F. CDOT and HPTE later entered into that certain *Fiscal Year 2016-17 Fee for Service Intra-Agency Agreement* (the “Agreement”), incorporating many of the terms and conditions of the FY 2015-16 Agreement, and setting forth a new scope of work describing the services HPTE agrees to provide CDOT during the fiscal year 2016-17 (the “FY 2016-17 Scope of Work”).

G. Subsequent to the execution of the Agreement, CDOT has requested, and HPTE has agreed to provide, certain additional services not included as a part of the previously approved FY 2016-17 Services.

H. The Parties now desire to amend the FY 2016-17 Scope of Work and agreed upon compensation as set forth in this Amendment.

NOW, THEREFORE, IN CONSIDERATION OF THE FOREGOING RECITALS, THE PARTIES TO THIS AMENDMENT HEREBY AGREE AS FOLLOWS:

1. Amendment to Scope of Work and Responsibilities. The FY 2016-17 Scope of Work referenced in Section 2.b. of the Agreement and attached thereto as Exhibit A shall be replaced by the amended scope of work, incorporating additions to the FY 2016-17 Services attached to this Amendment as **Exhibit A-1** (the “Amended FY 2016-17 Scope of Work”).

2. Amendment to Payment Amount and Procedures. The Payment Amount referenced in Section 3.a. of the Agreement shall be increased by Two Million Three Hundred Sixty-Six Thousand Eight Hundred Fifty Dollars (\$2,366,850) to an amended total Payment Amount of Four Million Four Hundred Forty-Six Thousand Eight Hundred Fifty Dollars (\$4,446,850). The Parties agree that on the effective date of this Amendment, CDOT shall pay HPTE \$2,366,850 for the provision of the additional services described in the Amended FY 2016-17 Scope of Work.

3. General Provisions. With the exception of those terms and conditions specifically modified herein, the Agreement shall remain in full force and effect in accordance with all of its terms and provisions. In the event of any conflict between the terms and provisions of the Agreement and the term and provisions of this Amendment, the terms and provisions of this Amendment shall control. This Amendment may be executed in any number of counterparts, each of which shall be deemed an original, and all of such counterparts shall constitute one agreement.

4. Controller’s Approval. This Amendment shall not be deemed valid until it has been approved by the State Controller or such assistant as he or she may designate.

[Signature Page Follows.]

IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the day and year first above written.

STATE OF COLORADO
JOHN W. HICKENLOOPER, Governor

COLORADO HIGH PERFORMANCE
TRANSPORTATION ENTERPRISE

By: _____
SHAILEN P. BHATT
Executive Director
DEPARTMENT OF TRANSPORTATION

By: _____
DAVID I. SPECTOR
HPTE Director

APPROVED:

CYNTHIA H. COFFMAN,
Attorney General

By: _____
ASSISTANT ATTORNEY GENERAL

ALL AGREEMENTS REQUIRE APPROVAL BY THE STATE CONTROLLER

Section 24-30-202, C.R.S. requires that the State Controller to approve all agreements. This Amendment is not effective until the State Controller, or such assistant as he may delegate, has signed it.

<p>STATE CONTROLLER Robert Jaros, CPA, MBA, JD</p> <p>By: _____</p> <p>Date: _____</p>
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EXHIBIT A
Amended
FY 2016-17 Scope of Work

(Attached)

Colorado High Performance Transportation Enterprise Amended Scope of Work

Fiscal Year 2016-17

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.

Due to Taxpayer Bill of Rights (TABOR) restrictions, CDOT cannot exercise these powers. However as 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 and oversee for fiscal year (FY) 2016-17. In exchange, CDOT will compensate the 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, 2016 and end on June 30, 2017.

Billing and Reporting

On an annual basis, CDOT will pre-pay for services being provided by HPTE starting in FY 2015-16. 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 critical surface transportation projects on behalf of CDOT. These projects are in key corridors around the state that when completed, will increase choice, 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 five general categories: Overall Program, Program Planning, Project Development, Project Procurement and Construction. Each category is defined as follows:

Overall Program: shall mean services that support HPTE's overall mission of accelerating the delivery of critical 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 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.

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 will allow 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, 2016.
- HPTE will hire CDOT Engineers to manage the construction punch list items on HPTE's behalf.

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

CATEGORY	VALUE
Project Development	\$100,000
Total Project Value	\$100,000

Central 70 Design Build Finance Operate Maintain Project (DBFOM)

Summary of Work: On February 23, 2016 CDOT/CBE/HPTE released the second draft of the Instructions to Proposers and Project Agreement to the four shortlisted proposers. In FY 2016-17 CDOT tasks HPTE to attend the one-on-one meetings with proposers, assist with developing the ITP and Project Agreement for final release, evaluating proposals (administrative, technical and financial) and reaching 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, 2017.

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
- Participate in one-on-one meetings with the shortlisted proposers
- Lead or assist (depending on the funding source) the procurement process of additional personal 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.

Timeline: These duties will be complete by June 30, 2017.

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

CATEGORY	VALUE
Project Development	\$200,000
Project Procurement	\$300,000
Total Project Value	\$500,000

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 will be under construction by the summer of 2016. HPTE will help secure both a TIFIA Loan and PABs for the project.

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 related to the C470 Project (see Attachment A to the September 30, 2013 MOU for specifics)
- Complete by June 30, 2017.

Project Development

- Prepare the TIFIA and PABs applications
- Hire a second rating agency to provide an investment grade rating for the TIFIA Loan and PABs.
- Prepare finance plan and other related documents relating to the TIFIA loan
- Work with legal counsel and other consultants regarding the TIFIA loan, PABs 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
- Lead a delineator study on the Express Lanes (\$100,000)
- Pay for the Surveillance of the C470 TIFIA Loan and the PABs (\$95,000)

Timeline: The TIFIA loan and PABs are anticipated to close in the third or fourth quarter of calendar year 2016.

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

CATEGORY	VALUE
Project Planning	\$100,000
Project Procurement	\$600,000
Project Development	\$100,000
Project Construction	\$50,000
Total Project Value	\$850,000

I-25 North Project Segments 2, 3, 7 and 8

Summary of Work: HPTE was recently tasked by the Transportation Commission and the Board to study the financial viability of the Project's tolled express lane and to pursue negotiations with lenders to obtain up to a \$50 million commercial loan or other financing backed by a pledge of future user fee revenues. The Board further tasked HPTE staff to conduct additional studies necessary to support such investigations, including, but not limited to, a Level 3 investment grade traffic and revenue study or other appropriate study.

In order to complete the feasibility of borrowing on this project, HPTE is tasked with providing the following services:

Program Planning

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

Project Development

- Conduct tolling operations on Segment 2. Tasks include, but are not limited to, monitoring Express Lane traffic, working in E470's Toll Access Portal (TAP) to waive and/or void tolls, work with Region 1 on Level 1 Maintenance and other operations and maintenance issues, coordinate with PRD on integration issues, and work with E470 on various issues as they arise.
- Coordinate with CDOT OMPD, Region 1 and 4 staff regarding the tolling strategies for Segment 3
- Update the Level 2 Traffic and Revenue Study on Segments 7 and 8.
- 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.

Construction

CDOT tasks HPTE with operating and maintaining the managed lanes on this project. **Timeline:** Construction will be done in October 2017.

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

CATEGORY	VALUE
Project Planning	\$50,000
Project Development	\$250,000
Total Project Value	\$300,000

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 will be 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

- Conduct tolling operations on MEXL. Tasks include, but are not limited to, monitoring Express Lane traffic, working in E470’s TAP to waive and/or void tolls, adjust toll rates in TAP according to traffic levels, work with Region 1 on Level 1 Maintenance and other operations and maintenance issues, and work with E470 on various issues as they arise.
- 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
- CDOT tasks HPTE with operating and maintaining the managed lanes on this project per the Memorandum of Understanding (MOU) with the Federal Highway Administration (FHWA) and Clear Creek County.

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

CATEGORY	VALUE
Project Planning	\$10,000
Total	\$10,000

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. CDOT tasks HPTE with the following tasks:

- Conduct telephone town halls as required by the Transparency Policy
- Conduct online 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

Timeline: These duties will complete by June 30, 2017. **Value:** \$439,500

Manage High Occupancy Vehicle (HOV) Changes

In connection with Senate Bill (SB) 16-123 being postponed indefinitely, CDOT and HPTE agreed to implement changes to allow HOV only Express Lane users and motorcycles to travel for free in HOV Express Lanes (“HOV Changes”). CDOT has tasked HPTE to lead this implementation effort on its behalf. CDOT tasks HPTE with the following tasks:

- Manage all public outreach, communications and education regarding the new HOV Changes, including direct and indirect costs of paid and earned media.
- Coordinate with tolling partner E470 to manage the process of implementing the necessary system changes to allow HOV Changes in daily business transactions
- Implement the preferred interim solution of purchasing and sending current HOV only users a rebate (in the form of a gift card) for previously purchased transponders.

Timeline: These duties will be complete by June 30, 2017. **Value:** \$2,252,100

Hire a Tolling Operations Manager

Hire a Tolling Operations Manager to manage all aspects of tolling operations on over 70 lane miles of managed lanes, including MEXL and I-25N. This position will also help provide consistent, on-going support as HPTE brings an additional 100 miles of tolled lanes online in 2018-2019. Tasks include, but are not limited to, monitoring Express Lane traffic, working in E470's TAP to waive and/or void tolls, adjust toll rates in TAP according to traffic levels, work with Region 1 on Level 1 Maintenance and other operations and maintenance issues, and work with E470 on various issues as they arise. This position will directly contribute to the 3 Peaks Initiative at CDOT, specifically the System Peak and the basecamp of improving customer experience.

Timeline: These duties will be complete by June 30, 2017 **Value: \$114,750**

