

Agenda Item:

**MINUTES OF THE SPECIAL JOINT OF THE BOARD OF DIRECTORS OF THE HIGH PERFORMANCE
TRANSPORTATION ENTERPRISE (HPTE), TRANSPORTATION COMMISSION AND BRIDGE
ENTERPRISE**

Held: Friday, March 3, 2017; 9:00 am
4201 E. Arkansas Ave., CDOT HQ Auditorium, Denver, CO 80222

The special meeting of the Board of Directors of the HPTE was convened in accordance with applicable statutes of the State of Colorado, with the following Directors present:

Attendance:	Kathy Gilliland, Chair	Jan Martin	Trey Rogers
	Thad Noll	Shannon Gifford	Gary Reiff
	Don Marostica, Vice Chair		

TC Chair Reiff called the meeting to order @9:01 am: Transportation Commission Chair Gary Reiff called the meeting to order at 9:01 am. Upon a roll call of the Transportation Commission, all Commissioners and Bridge Enterprise Directors were present. Upon a roll call of the High Performance Transportation Enterprise, all Board Directors were present with Board Director Rogers attending by phone.

Chairman's Agenda Overview: Transportation Commission Chair and HPTE Board Director Gary Reiff explained this meeting's purpose is to discuss and take action on the Central 70 Project Final RFP. He welcomed members of the audience to speak on the project if they wished.

Central 70 Final RFP Presentation: Chair Reiff introduced Central 70 Project Director Tony DeVito and HPTE Director David Spector. Director Spector gave a high-level overview of the project development process, noting that there have been numerous public meetings and workshops over the years. Since 2014 alone there have been more than 200 individual and group meetings including other outreach opportunities for stakeholders.

Mr. DeVito described the RFP as having two main parts – the Instructions to Proposers (ITP) and the Project Agreement (PA). The ITP governs the procurement and closing processes. The PA is the formal agreement between HPTE, Bridge Enterprise and the selected developer. He also described the proposal evaluation process. Each proposal will include a Technical Proposal and a Financial Proposal. The proposals will be evaluated by separate teams of technical and financial experts, and assigned points according to established criteria. Mr. DeVito noted that operational and maintenance schedules, environmental and workforce development issues will be key. The Project Agreement term will be for 30 years, and construction is expected to take 4 to 5 years.

Director Spector said that during the operating period the developer will perform all operations, maintenance, renewal work and handback according to the PA. During construction, there will be 5 milestone payments, each tied to a specific work scope, with the final payment at substantial completion. Thereafter will be the annual "availability payments." He also explained that HPTE is taking on the toll revenue risk for the project, and all toll revenues will be kept in the corridor.

Mr. DeVito spoke briefly about mitigation for hazardous substances during construction. He noted that CDOT is working closely with the Environmental Protection Agency and the Colorado Department of Public Health and Environment. The next steps for the Central 70 project are the submittal of the Technical Proposals in May, Financial Proposals in July, developer team selection in July, commercial close in September, and financial close in November, 2017.

Chair Reiff asked if there were any Board or Commission questions about the presentation, noting that full discussion will happen later. Commissioner Hall asked how change orders are made for such a large, complex project. Mr. DeVito said there is an Executive Oversight Committee that is

responsible for decisions, and noted that the change process takes into account lessons learned from US 36, Eagle P3 and similar projects.

Public Comment

Chair Reiff opened the meeting for public participation. He noted seven visitors had signed in, and four wished to comment.

Mr. Maren Halleck, a student at CU Boulder, commented on the smaller audience for this meeting compared to the numbers that were presented at the town hall meeting held at the Swansea Recreation Center two weeks ago. He asked if sufficient notification was made. Herman Stockinger, Director of the Office of Public and Government Relations, cited the statutory requirements, and said that CDOT and HPTE posted notice of the meeting well in advance of legal deadlines.

Ms. Lesley Thomas represented the City and County of Denver. She spoke of the history of work between Denver and CDOT on the I-70 project. The two agencies have worked well together over the years, and Denver supports the design alternative for the project. She said Denver appreciates the partnership, and looks forward to the same level of participation in the years to come.

Adams County Commissioner Steve O'Dorisio submitted a letter from the Adams County Commission Chair Eva Henry, expressing support for the Central 70 Project. Commissioner O'Dorisio said the project is a comprehensive solution for regional mobility, and expressed thanks for the meaningful public involvement.

Mr. Gene Putman, private citizen, has participated in the Central 70 Project in different capacities over the years, and is happy the project is coming along. He reminded the Commission, the Board and the audience that this project will be a major disruption to the public, and advised patience and understanding. He said it is time to start the project.

Discuss and Act on
HPTE Resolution
#224:

There was brief, general discussion of the legal requirements for posting notice of public meetings. Various drafts of the RFP have been out for review for over a year, yielding stakeholder input that helped shape the Final RFP. CDOT and HPTE have followed and gone beyond the requirements of the transparency Executive Order.

Commissioner Thiebaut thanked the public for their participation. He asked about a potential tie between competing teams during the proposal evaluation process. Mr. DeVito said given the complexity of the scoring regime and variables in the proposals, that possibility is very unlikely.

HPTE Board Director Marostica commented that he was a legislator in 2009 when the FASTER legislation was passed. He said this kind of partnership project is a solution to transportation needs when regular funding is not available. He said the Central 70 Project exemplifies solutions for other projects.

HPTE Board Director Noll represents the western portions of I-70, and said area stakeholders understand the Central 70 Project to be a critical link in the State's infrastructure. He said the I-70 mountain corridor residents are supportive of Central 70.

HPTE Board Director Martin said she is excited the Central 70 Project team is applying lessons learned from US 36 and other public private partnerships. She asked if the legal provisions of earlier projects have been made easier to maneuver in this project. Director Spector said Central 70 is a unique project, and is taking the best parts of the US 36 project and other national examples to use with Central 70.

Commission Chair Reiff thanked the members of the public for their participation in over 200 meetings and events, as their input has been invaluable and thorough. He also thanked the staff for their work on an exceptionally complex project.

HPTE staff distributed copies of HPTE Resolution #224, which was amended after public posting of the meeting materials to provide limit the discretion given to staff to make modifications to the Final RFP to fundamental structure changes and require reporting back to the Board of any other material changes.

For HPTE Resolution #224, Vice Chair Marostica made the motion to approve, seconded by Board Director Gifford. HPTE Resolution #224 was passed by all HPTE Board members present.

The Bridge Enterprise Board of Directors subsequently took action on its resolution approving issuance of the Final RFP, with the resolution passing unanimously.

Adjourn: There being no other business, the Joint Special Meeting adjourned at 10:01 am.