

	<p style="text-align: center;"><b>MINUTES OF THE INFORMAL DISCUSSION AND REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE HIGH-PERFORMANCE TRANSPORTATION ENTERPRISE (HPTE)</b></p> <p style="text-align: center;">Held: Wednesday, November 14, 2018; 10:00 am CDOT Headquarters, 2829 West Howard Place, Denver, CO 80204</p> <p>The regular 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:</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 50%;">Don Marostica, Chair</td> <td style="width: 50%;">Margaret Bowes</td> </tr> <tr> <td>Shannon Gifford, Vice Chair</td> <td>Rocky Scott</td> </tr> <tr> <td>Anastasia Khokhryakova</td> <td>Travis Easton</td> </tr> <tr> <td>Kathy Gilliland</td> <td></td> </tr> </table>	Don Marostica, Chair	Margaret Bowes	Shannon Gifford, Vice Chair	Rocky Scott	Anastasia Khokhryakova	Travis Easton	Kathy Gilliland	
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<b>Roll Call:</b>	All Board members were present. Meeting began at 10:01 am.								
<b>Informal Discussion</b>	<p>Chairman Marostica began the meeting by welcoming new HPTE Board Member Margaret Bowes (term expires October 2019), representing I-70 Mountain Corridor, and swearing her in.</p> <p><b>MobilityNEXT Presentation</b> Jim Doyle, Head of MobilityNEXT, presented to the Board about MobilityNEXT, a local facility, and concept being designed to drive collaboration between the public sector and private sector, which will connect in a collaborative, environment to quickly test, implement and scale new mobility technologies. City and County of Denver, CDOT, and RTD (among others) have already expressed an interest in participating in MobilityNEXT.</p> <p>Mr. Doyle highlighted that core to MobilityNEXT is connecting public and private entities to scale new mobility technology to identify opportunities to advance technologies (particularly through R&amp;D, driving early adoption and helping to accelerate commercialization).</p> <p>Director Gilliland asked Mr. Doyle to explain what he meant by opening up networks?</p> <p>Mr. Doyle highlighted that CDOT, HPTE and other public entities are already collaborating and engaging with the private sector. It is about a mindset to continue the progress that has been made and bring people together. Three things that makeup MobilityNEXT include: 1) Automotive 2) Aviation 3) Mass Transit 4) Logistics 5) Future;</p> <p>Director Scott asked what role MobilityNEXT has in finding solutions to deal with rural mobility challenges?</p> <p>MobilityNEXT doesn't define the problems which require solutions. The entities determine the needs and MobilityNEXT facilitates problem-solving.</p> <p>Director Scott asked if there were any risks in participating in this?</p>								

Director Spector said that any risks were minimal - this is what HPTE is designed to do. It is about partnering with the private companies and sharing ideas to enable HPTE to do more by learning best practice.

Vice Chair Gifford asked how it would work operationally?

Director Spector offered that how HPTE would engage with MobilityNEXT is still to be determined, but one option would be periods/terms that HPTE staff work with other groups when the facility is established.

Director Scott asked if there had been any engagement with universities in this area and highlighted that there is growing expertise in this area within the universities in Colorado.

Mr. Doyle outlined that meetings are coming up to look at this, but agencies and commercials are prioritized in the first phase.

Director Gilliland noted that there are lots of agencies involved and asked who will oversee MobilityNEXT and make strategic decisions to guide it?

Mr. Doyle indicated that the mission of MobilityNEXT staff is to facilitate this service. Public agencies will always chair tops of the pillars (Automotive; Aviation; Mass Transit; Logistics; Future). MobilityNEXT will try and match the corporate side with the public agencies, but ultimately public agencies will decide the priorities.

Director Bowes asked how MobilityNEXT is funded?

Mr. Doyle responded that It was currently self-funded to avoid it being driven by a separate agenda, but user fees would be introduced after launch.

### **2019 Calendar and February Board Retreat**

HPTE members noted the December board meeting will not be taking place, as agreed during Octobers Board Meeting. The next Board meeting will take place Wednesday 20<sup>th</sup> January 2019. Chairman Marostica and Director Bowes will not be available to participate in January's board meeting.

The Board Retreat will be held on the afternoon of Thursday, February 21<sup>st</sup> and the morning of Friday 22<sup>nd</sup> February, which accommodates the Transportation Commission (TC) schedule. Director Spector noted that HPTE staff will reach out to Board Member to confirm this date.

### **Scope of Work (SOW) and Budget**

FY 20 timeline for the upcoming fiscal year was noted. New Sections within the SOW include tolling operations, Fund 537 budget support for partnership building, e.g. MobilityNEXT and CDOT. The Fee-for-Service cost, sent to CDOT, is \$5.6M due to the additional areas of work HPTE will be undertaking.

Director Scott mentioned the failure of recent transportation measures in the election and asked Director Spector about the current level HPTE is operating at in pursuing innovative finance projects on a scale from one to ten?

Director Spector responded that HPTE is operating at about seven out of ten and has evolved over the last eight years, building additional capacity and essential expertise

	<p>organically to push forward innovative finance and P3 delivery. Having a dedicated team to facilitate unsolicited proposals would be one area to explore for ramp up, which would require additional budget.</p> <p>Through the Express Lanes Master Plan process, HPTE anticipates having tier 1 projects identified in December this year. During the HPTE Board Retreat in February HPTE staff will be comparing other similar enterprises like HPTE, how they have grown and what lessons we can learn from them, and possibly adopt, moving forward.</p> <p>Director Scott asked why shouldn't HPTE be a ten?  Director Spector responded that additional resources are required to grow further and expand. Building up capacity over time, which HPTE has succeeding in doing, is essential to ensure you are capacity is built in a sustainable way.</p> <p>Director Scott requested that HPTE and CDOT work on a white paper that looks at options for ramping up HPTE's work. Chairman Marostica asked for this be part of the Board Retreat in February, if available.</p> <p>Director Spector confirmed that HPTE staff would work with CDOT to develop a white paper and present it to the Board during the February retreat.</p> <p>There were no other questions.</p> <p>The informal session ended at 10:39 am.</p>
<b>Roll Call Regular Meeting</b>	The Board did not break. The meeting reconvened at 10:40 am, all Board Members were present.
<b>Public Comment</b>	There were no public comments.
<b>Director's Report</b>	<p>Director Spector provided the Directors report and stated that it had been a busy month for HPTE staff. There was a high level of participation in the P3 training facilitated by FHWA (13<sup>th</sup> &amp; 14<sup>th</sup> November) from across a large number of agencies including CDOT, HPTE, City and County of Denver, and some board members.</p> <p>Chairman Marostica highlighted that the six hours of training was a P3 101 and he learned something new every time he participated in P3 training.</p> <p>Director Spector participated in a weeklong training conference on infrastructure and Public-Private Partnerships sponsored by the United Kingdom Infrastructure &amp; Projects Authority. The training involved participants from other US States including California, Minnesota, and Texas, among others, and it was an excellent forum to discuss challenges and learn best practice. The training helped to identify lessons learned and mistakes made, which assist HPTE in navigating potential roadblocks with future projects.</p> <p>Director Spector stated that Governor Hickenlooper was recently awarded the Infrastructure Leader of the Year Award at the 10th Annual CG/LA North American Infrastructure Leadership Forum. The award was recognition of his leadership and creative approach to solving critical infrastructure challenges, particularly in relation to private sector involvement, as mayor and governor.</p>

<p><b>Communications Update</b></p>	<p>Megan Castle Provided the Communications Update. The Express Lanes Campaign 'When It Matters Most' went through October, with indicators it was a success. Metrics relating to reach and impressions will be shared at the next Board Meeting.</p> <p>Future campaigns will likely focus on the Mountain Express Lane. HPTE continues to educate the public on enforcement and how to use the Express Lanes through VMS signs and social media.</p>
<p><b>Projects Update</b></p>	<p>Tony Meneghetti provided the project's update. Corridor updates included:</p> <ul style="list-style-type: none"> <li>• I-25 120<sup>th</sup> – E470 should be finished by the end of the year. The repackaged project went out for advertisement on October 25<sup>th</sup>. We hope to have a new contractor by mid-December.</li> <li>• Central 70 design work continues and construction has started. From Quebec out to Chambers barriers are being set up and there is work ongoing on the shoulders. York Street is open again thanks to the construction teams coming in and doing a lot of work in a short period of time. Central 70 Project and HPTE also won the Oracle Aconnects Connect Award for excellence in process improvement on P3.</li> <li>• I-25 North - 402 to State Highway 14: there is some work going on at the I-25 &amp; 402 interchange relating to the bridge. The interchange will be reversed to what it is now. 402 will actually go up and over I-25.</li> <li>• I -25 and 392 there is some widening work ongoing. There will also be closures on the northbound on-ramp.</li> <li>• I-25 South Gap is busy with work on package one area. They are doing earthwork and asphalt removal. ITS work is very important, they are relocating wires and fiber for the whole project.</li> <li>• MEXL Westbound direction is 90% there with design. Advertising in February 2019.</li> <li>• C-470 ongoing, David and Josh will provide an update on that later.</li> </ul>
<p><b>Legislative Update</b></p>	<p>Aaron Greco provided the update. The election took place on November 6<sup>th</sup>. A new Governor (Governor-elect Polis) was elected and the Democrats now have a majority in both the House and the Senate. This also changes the committee structures too, probably eight to five in favor of the majority. The new Speaker Designate is KC Becker. She is knowledgeable and aware of the work of HPTE. Director Spector and other HPTE staff will be meeting with Ms. Becker next month to further educate her on our work.</p> <p>The Governor-elect is taking a wait and see approach on transportation. However, the SB-1 legislation has a mechanism to refer a transportation measure to the voters in 2019, in the event of both transportation ballot measures failing – which they did. The new administration will have to act on transportation. There are still lots of questions about what is going to happen. We will continue to monitor and engage with legislators as their plans for transportation develop. We will continue to be proactive in educating legislators on what we do, why we do it and why it is important to them and their constituents.</p> <p>There has also been some movement on the legislative Transportation Committees. The overall makeup of the committee is good. Legislators are in retreats right now and the committee makeup has yet to be completely finalized. It is likely to be announced in the next 2-3 weeks via press release. We are communicating with them on who we think would be a good fit for that committee.</p>

	<p>Front Range Rail is likely to be important to the governor-elect, based on past statements he has made.</p> <p>Executive Director Mike Lewis highlighted that the administration has eight separate transition teams and transportation is being grouped with the Department of Local Affairs and broadband.</p> <p>Director Spector noted that active engagement is important. HPTE staff will be educating legislators and it would be helpful for HPTE Board Members to assist.</p>
<p><b>Consent Agenda Resolutions #278 and #279</b></p>	<p>Upon a motion by Director Gilliland, and Second by Director Scott, a vote was conducted and the Consent Agenda Resolution #278 and #279 was unanimously approved.</p> <p>The Board took a break at 11:09 am.</p>
<p><b>EXECUTIVE SESSION</b></p>	<p>HPTE Board Chair Marostica asked for a motion for an Executive Session pursuant to C.R.S. Sections 24-6-402(3)(a)(II) and (III) and 24-72-204(3)(a)(IV) of the Colorado Revised Statutes to discuss confidential commercial and financial information regarding the C-470 project. Upon a motion by Board Director Scott and Second by Board Director Travis, the Board entered into Executive Session at 11:26 am. Members of the public were excused.</p> <p>12:15 Executive session closed. The public was invited to return.</p>
<p><b>Resolution #280</b></p>	<p>Nick Farber provided an overview of the Resolution #280 relating to the First Amendment to the I-25 North 120<sup>th</sup> – E470 Intra Agency Agreement (IAA). Toll commencement is now anticipated to start April 2020. It was slated to be September 2019. At the suggestion of our lender, Bank of America, we seek to amend the IAA to align with the CDOT/HPTE IAA on the C-470 Project in regards to project delays. In the Amended IAA, CDOT agrees to 1) take all actions to enforce the provisions of the Design-Bid-Build contract; 2) cause the contractor to seek recovery in any delay in startup builders risk insurance policies; 3) take all reasonable actions to recover under any surety or parent company guarantees provided to CDOT; and 4) enforce all liquidated damages against the contractor and remit them to the HPTE to assist in covering costs under the Bank Loan. On Nov 1<sup>st</sup> every year HPTE submits an invoice to CDOT to cover bank loan obligations.</p> <p>Commissioner Stuart asked if this additional piece the for the existing contract or the new contract and if there was a supposition that there is a conversation between contractor and CDOT?</p> <p>Mr. Farber responded that it was for both the existing and new contract. The normal course of business from HPTE and CDOT is to work closely with the project team and the contractor. There are regular monthly meetings.</p> <p>Commissioner Stuart noted that early on, in the project, is the best time to have conversations to remedy problems or challenges.</p> <p>Andrew Gomez (Attorney General's Office) highlighted that this agreement is between HPTE and CDOT. The AG's office is confident there are sufficient protections within other contracts.</p>

	<p>Commission Vice Chairman Thiebaut asked if they are changing the completion date and asked for further information on liability?</p> <p>Mr. Farber confirmed that this information was correct, the amendment is changing the completion date to August 2019.</p> <p>Director Spector responded to the liability question by outlining that this is reflective of what is often referred to as the backstop. The agreement in the IAA's allows for HPTE to ask CDOT for additional revenues for debt service payment if there is a delay in the project. This IAA didn't have all of the provisions that were included in the C-470 IAA. When this project was delayed we contacted our lender to notify them. The HPTE board has acted to pay lenders from a different source (Segment 2 revenues). Lenders requested that this IAA be as robust and reflect same provisions that appear in the C-470 IAA.</p> <p>Commission Vice Chairman Thiebaut noted that the C-470 language is more comprehensive.</p> <p>Upon a motion by Director Kohkhryakova and second by Vice Chair Gifford, a roll call vote was conducted and Resolution #280 was unanimously approved.</p>
<p><b>Resolution #281</b></p>	<p>Nick Farber provided an overview of the resolution relating to Eastbound and Westbound Peak Period Shoulder Lane Project MOU. This is adding the Westbound PPSL project to the Eastbound PPSL MOU that we have with HPTE, CDOT, and FHWA. It specifies reporting HPTE and CDOT has to do on the project. It also specifies how many hours we can open the lane (965 hours) and the number of days of operation (125 days). A little less than Eastbound, but an assessment shows that this is more than enough days/hours to cover peak periods. The project is going to FOR review this week and we hope to be under construction in May of 2019.</p> <p>Upon a motion by Director Scott and second by Director Bowes, a roll call vote was conducted and Resolution #281 was unanimously approved.</p>
<p><b>Resolution #282, #283 and #284</b></p>	<p>Bridge Enterprise Commission was called to order. It was noted, by Kathy Young, Attorney General's Office, that TC and BE are combined for voting purposes.</p> <p>Keith Stefanik, Central 70 Project Director, provided an overview of the resolutions and a summary of key elements, which included:</p> <ul style="list-style-type: none"> <li>• Second Amendment to Intra-Agency Agreement <ul style="list-style-type: none"> <li>○ Agreement between CDOT, HPTE, and BE that adds additional Milestones</li> <li>○ Monuments Pro-Rata Construction Cost Calculation</li> <li>○ Defines cost responsibility for the settlement payment</li> </ul> </li> <li>• Second Amendment to the Project Agreement <ul style="list-style-type: none"> <li>○ Project contract time extended six months</li> <li>○ Re-define several milestones and re-appropriate individual milestone payments</li> <li>○ Adds additional Milestones</li> <li>○ Milestone Payment total remains at \$319m</li> </ul> </li> </ul>

	<ul style="list-style-type: none"> <li>• Memorandum of Settlement <ul style="list-style-type: none"> <li>○ Memorializes \$7.8m payment to Developer</li> <li>○ Settles Supervening Events #1, #2 and #4 submitted by Developer</li> <li>○ Project contingency used for payment; no additional funding required</li> </ul> </li> </ul> <p>Central 70 Project completion is anticipated in 2022.</p> <p>Commissioner Thebalt asked Mr. Stefanik to explain the issue of Denver Regional Council of Governments (DRCOG) funding?</p> <p>Mr. Stefanik responded that CDOT has not received the \$50M from DRCOG. Waiting on next cycle approval. CDOT funds would be used until CDOT received that money from DRCOG. Every indication that funding will be released during the next budget cycle.</p> <p>Commissioner Thebalt asked for a friendly amendment to Resolution #283 that would add “substantially or” before materially i.e. ....” it will not substantially or materially alter the terms and conditions of such agreement” in the language.</p> <p>Kathy Young outlined the process the AG’s office when through to include the language and confirmed that the change can be added without the need to come back to the commission.</p> <p>Upon a motion by Vice-Chair Gifford and second by Director Bowes, a roll call vote was conducted and Resolution #282, #283 and, #284 were unanimously approved.</p>
<p><b>Adjourn</b></p>	<p>There will be no HPTE Board of Directors meeting in December.</p> <p>Board adjourned at 12:53 PM.</p>