

Colorado Bridge Enterprise
March 18 & 19, 2015
Meeting Schedule & Agenda
4201 East Arkansas Avenue
Denver, Colorado 80222

Ed Peterson, Chairman
Lakewood, District 2

Shannon Gifford
Denver, District 1
Gary M. Reiff
Englewood, District 3
Heather Barry
Westminster, District 4
Kathleen Gilliland
Livermore, District 5
Kathy Connell, Vice Chair
Steamboat Springs, District 6

Douglas E. Aden
Grand Junction, District 7
Sidny Zink
Durango, District 8
Les Gruen
Colorado Springs, District 9
William Thiebaut
Pueblo, District 10
Steven Hofmeister
Haxtun, District 11

THE CHAIRMAN MAY ALTER THE ITEM SEQUENCE OR TIMES

The times indicated for each topic on the Commission agenda are an estimate and subject to change. Generally, upon the completion of each agenda item, the Commission will immediately move to the next item. However, the order of agenda items is tentative and, when necessary to accommodate the public or the Commission's schedules, the order of the agenda items is also subject to change.

Documents are posted at <http://www.coloradodot.info/about/transportation-commission/meeting-agenda.html> no less than 24 hours prior to the meeting. The documents are considered to be in draft form and for information only until final action is taken by the Commission.

Unless otherwise noted, all meetings are in CDOT HQ Auditorium.

Thursday, March 19, 2015

BRIDGE ENTERPRISE BOARD OF DIRECTORSTab 10

11:05 a.m. Call to Order and Roll Call

11:05 a.m. Audience Participation
Subject Limit: 10 minutes; Time Limit: 3 minutes

11:05 a.m. Act on Consent Agenda

a) Resolution to Approve Regular Minutes from February 18, 2015
(Herman Stockinger) Bridge Enterprise p 3

11:05 a.m. Discuss and Act on 7th Bridge Enterprise Budget Supplement (Maria Sobota)..... Bridge Enterprise p 7

- 11:10 a.m. Discuss and Act on Resolution to Approve the Use of HPTE’s Procurement Guidelines for PPP Projects (Michael Cheroutes)..... Bridge Enterprise p11
- 11:15 a.m. Resolution to Approve Appointment of Bridge Enterprise Director (Scott McDaniel)..... Bridge Enterprise p64
- 11:20 a.m. Monthly Progress Report (Scott McDaniel) Bridge Enterprise p66
- 11:20 a.m. Adjournment

**Bridge Enterprise Board
Regular Meeting Minutes
Thursday, February 19, 2015**

PRESENT WERE: Ed Peterson, Chairman, District 2
Kathy Connell, Vice Chairman, District 6
Shannon Gifford, District 1
Gary Reiff, District 3
Heather Barry, District 4
Kathy Gilliland, District 5
Sidny Zink, District 8
Les Gruen, District 9
Bill Thiebaut, District 10
Steven Hofmeister, District 11

EXCUSED: Doug Aden, Chairman, District 7

ALSO PRESENT: Shailen Bhatt, Executive Director
Scot Cuthbertson, Deputy Executive Director
Debra Perkins-Smith, Director of Division of Transportation
Josh Laipply, Chief Engineer
Heidi Humphreys, Director of Admin & Human Resources
Barb Gold, Audit Director
Amy Ford, Communications Director
Scott McDaniel, Staff Services Director
Scott Richrath, CFO
Herman Stockinger, Government Relations Director
Mike Cheroutes, Director of HPTE
Kyle Lester, Director, Division of Highway Maintenance
Ryan Rice, Director of the Operations Division
Darrell Lingk, Transportation Safety Director
Tony DeVito, Region 1 Transportation Director
Karen Rowe, Region 2 Transportation Director
Dave Eller, Region 3 Transportation Director
Myron Hora, Region 4 Representative
Kerrie Neet, Region 5 Representative
Kathy Young, Chief Transportation Counsel
John Cater, FHWA

AND: Other staff members, organization representatives,
the public and the news media

An electronic recording of the meeting was made and filed with supporting documents in the Transportation Commission office.

Chairman Peterson convened the meeting at 10:45a.m. in the CDOT Headquarters building at 4201 E. Arkansas Avenue, Denver, CO.

Audience Participation

Chairman Peterson stated that no members of the audience wished to address the Board of Directors.

Act on Consent Agenda

Chairman Peterson entertained a motion to approve the Consent Agenda. Director Connell moved to approve the resolution, and Director Gilliland seconded the motion. Upon vote of the Board the resolution passed unanimously.

Resolution #BE-15-2-1

Approval of Regular Meeting Minutes for January 22, 2015.

BE IT SO RESOLVED THAT, the Minutes for the January 22, 2015, meeting of the Bridge Enterprise Board of Directors are hereby approved by the Bridge Enterprise Board as published in the Agenda for the February 18 & 19, 2015, meeting of the Bridge Enterprise Board of Directors.

Resolution #BE-15-2-2

Re-approval of Regular Meeting Minutes for September 17, 2013.

BE IT SO RESOLVED THAT, the Minutes for the September 17, 2013, meeting of the Bridge Enterprise Board of Directors are hereby approved by the Bridge Enterprise Board as published in the Agenda for the February 18 & 19, 2015, meeting of the Bridge Enterprise Board of Directors.

Discuss and Act on the Resolution for the I-70E Project

Scott Richrath stated that this may seem like a formality, but the Board has convened as a different governing body. The Board is bringing upwards of \$850 million to perhaps Colorado's biggest project ever. Staff discussed what that needed to look like from a formal adoption process. They thought that it was appropriate considering the governance structure that has been presented to the Board over the last few months with Bridge Enterprise as the "managing partner" of this project that the Board consider staff's recommendation once more on the financing structure for the I-70E Project. He is before the Board essentially requesting their approval a slimmed down version of what the Transportation Commission adopted. This does not speak to governance structure or anything other than the financing mechanism of DBOM vs. DBFOM. If the Board adopts the staff recommendation, they will strike "Design-Build-Operate-Maintain" from this resolution.

Chairman Peterson entertained a motion to approve the resolution adopting DBFOM as the delivery method for the I-70E Project. Director Gilliland moved for approval of the resolution, and Director Gruen seconded the motion. Chairman Peterson requested a roll call vote.

Director Gifford: AYE

Director Reiff: AYE

Director Barry: AYE

Director Gilliland: AYE

Director Aden: EXCUSED
Director Zink: AYE
Director Gruen: AYE
Director Thiebut: NO
Director Hofmeister: AYE
Vice Chair Connell: AYE
Chairman Peterson: AYE

Chairman Peterson stated that the resolution is approved with one “No” vote.

Resolution #15-2-3

Resolution #BE-15-2-3

Approval of I-70 East Project Financing Mechanism

Approved by the Colorado Bridge Enterprise Board on February 19, 2015

WHEREAS, the passage of FASTER legislation in 2009 established the Colorado Bridge Enterprise (CBE) in order to accelerate the repair and reconstruction of deficient bridges further defined as structures that are “poor”; and

WHEREAS, using the criteria outlined in the FASTER legislation, 128 bridges were originally determined to be eligible for the CBE program and the elevated portion of I-70 East corridor on a bridge, known as the Viaduct, was included on that list; and

WHEREAS, The Colorado Department of Transportation (CDOT), the High Performance Transportation Enterprise (HPTE), CBE staff and consultants have identified a total cost to deliver the first phase of the preliminarily identified Preferred Alternative for the I-70 East Corridor Project to be \$1.17 billion. Of this amount, it is anticipated that CBE will be eligible to contribute up to \$850 million; and

WHEREAS, CDOT Senior Management and Department staff have recommended and presented to the Transportation Commission a Project governance structure in which the CBE will be the Managing Partner for the Project and will enter into contract with private partners under a concession agreement along with HPTE; and

WHEREAS, the Transportation Commission, has issued a decision on the I-70 East Project via Resolution #TC-15-2-5 approved on February 19, 2015; and

WHEREAS, CDOT Senior Management and staff have recommended that because of its significant contribution to this Project, the CBE Board of Directors should have the final approval of the Project’s financing mechanism.

NOW, THEREFORE, BE IT RESOLVED, the Board of the Colorado Bridge Enterprise directs staff to move forward with a Request for Qualifications utilizing the optimal financing structure available to the Department within a Design Build Finance Operate Maintain procurement and delivery process.



Herman Stockinger, Secretary
Colorado Bridge Enterprise

3-4-15
Date

Bridge Enterprise 2014 Annual Financial Statements

Maria Sobota was asked to come today to inform the Board that the Colorado Bridge Enterprise 2014 Annual Financial Statements for the year ended June 30, 2014, were audited by BKD under a contract with the State Auditor. No audit findings were reported, including no material weaknesses in internal control or financial reports. There were no instances of noncompliance. This is purely an informational item. The report is located at the website listed in the memo in the Bridge Enterprise packet.

Monthly Progress Report

Scott McDaniel stated that there is nothing unique in this month's progress report. He pointed out that the Bridge Enterprise is working hard on the legislative audit that is currently going on. They hope to have most of the leg work done by May 2015. They are still working on that diligently. That is the big effort that they have been focusing on. Again, the Bridge Enterprise is in a bit of a lull, but they are hoping that with the new design projects that the Board approved last month they will be able get some movement going there as well.

Adjournment

Chairman Peterson asked if there were any more matters to come before the Bridge Enterprise Board. Hearing none, Chairman Peterson announced the adjournment of the meeting at 10:52a.m.



COLORADO
Department of Transportation
Statewide Bridge Enterprise

DATE: March 19, 2015
TO: Bridge Enterprise Board of Directors
FROM: Maria Sobota, Acting Chief Financial Officer
SUBJECT: Seventh Supplement to the FY 2015 Bridge Enterprise Budget

Enclosed is the Seventh Supplement to the FY 2015 Bridge Enterprise Budget.

In January 2015, the Bridge Enterprise Board was presented with an informational list of eight bridges that were being recommended for the programming of pre-construction activities only. The following two projects were included on that informational list and will be designed and then shelved until funds are available to proceed to a construction phase.

REGION 2

- **\$511,600 SH 71 over Arkansas River in Otero County (old L-22-L) (new not assigned yet) (20487/1000...)**

SH 71 over Arkansas River in Otero County
 (old L-22-L) (new not yet assigned)
Budget Components by Phase, Funding Program, Fiscal Year

Phase of Work	Funding Program	Current Budget	Seventh BE Supplement Action				Revised Budget	Expended To-Date
			Year of Budget			Total Request		
			FY 2015	FY 2016	FY 2017			
ROW	<i>FASTER Bridge Funds</i>	\$0	\$44,700	\$0	\$0	\$44,700	\$44,700	\$0
	Total ROW	\$0	\$44,700	\$0	\$0	\$44,700	\$44,700	\$0
Utilities	<i>FASTER Bridge Funds</i>	\$0	\$22,600	\$0	\$0	\$22,600	\$22,600	\$0
	Total Utilities	\$0	\$22,600	\$0	\$0	\$22,600	\$22,600	\$0
Design	<i>FASTER Bridge Funds</i>	\$0	\$444,300	\$0	\$0	\$444,300	\$444,300	\$0
	Total Misc.	\$0	\$444,300			\$444,300	\$444,300	\$0
Total Project Budget		\$0	\$511,600	\$0	\$0	\$511,600	\$511,600	\$0
			Year of Expenditure			Total Request		
			FY 2015	FY 2016	FY 2017	\$511,600		
			\$11,500	\$268,400	\$231,700	\$511,600		

REGION 3

- **\$519,700 US34 over North Fork of the Colorado River - Grand County (old D-13-A) (new not yet assigned) (20716/1000...)**

US 34 over North Fork of the Colorado River in Grand County
 (old D-13-A) (new not yet assigned)
Budget Components by Phase, Funding Program, Fiscal Year

Phase of Work	Funding Program	Current Budget	Seventh BE Supplement Action				Revised Budget	Expended To-Date
			Year of Budget			Total Request		
			FY 2015	FY 2016	FY 2017			
ROW	<i>FASTER Bridge Enterprise</i>	\$0	\$54,000	\$0	\$0	\$54,000	\$54,000	
	Total Design	\$0	\$54,000	\$0	\$0	\$54,000	\$54,000	
Design	<i>FASTER Bridge Enterprise</i>	\$0	\$465,700	\$0	\$0	\$465,700	\$465,700	
	Total Design	\$0	\$465,700	\$0	\$0	\$465,700	\$465,700	
Total Project Budget		\$0	\$519,700	\$0	\$0	\$519,700	\$519,700	
			Year of Expenditure			Total Request		
			FY 2015	FY 2016	FY 2017	\$519,700		
				\$450,700	\$69,000	\$519,700		

REGION 1

- **\$1,505,720** I-70 Business Route over I-70 ML, Idaho Springs in Clear Creek County (old F-14-Y) (new F-14-Z) (19984/1000...).

Justification: To increase the construction phase budget for this project due to bids coming in higher than previously budgeted. This is the Bridge Enterprise Eligible portion of the overall I-70 Peak Period Shoulder Lane Project.

I-70 Business Route over I-70 ML, Idaho Springs in Clear Creek County
 (old F-14-Y) (new F-14-Z)

Budget Components by Phase, Funding Program, Fiscal Year

Phase of Work	Funding Program	Current Budget	Seventh BE Supplement Action				Revised Budget	Expended To-Date
			Year of Budget			Total Request		
			FY 2015	FY 2016	FY 2017			
Design	<i>FASTER Bridge Enterprise</i>	\$600,000	\$0	\$0	\$0	\$0	\$600,000	\$495,318
	Total Design	\$600,000	\$0	\$0	\$0	\$0	\$600,000	\$495,318
Construction	<i>FASTER Bridge Enterprise</i>	\$9,745,000	\$1,505,720	\$0	\$0	\$1,505,720	\$11,250,720	\$0
	Total Construction	\$9,745,000	\$1,505,720	\$0	\$0	\$1,505,720	\$11,250,720	\$0
		\$10,345,000	\$1,505,720	\$0	\$0	\$1,505,720	\$11,850,720	\$495,318
Total Project Budget			Year of Expenditure			Total Request		
			FY 2015	FY 2016	FY 2017		\$1,505,720	

Resolution No. BE-15-3-2

**“BE IT RESOLVED, That the Seventh Supplement to the Fiscal Year 2014-2015
Budget is approved by the Bridge Enterprise Board.”**



Date: March 19, 2015

To: Bridge Enterprise Board of Directors

From: Michael Cheroutes and Brett Johnson

Subject: Staff Recommendation to Approve Use of HPTE Procurement Guidelines

Purpose

The purpose of this memo is recommend the adoption of the HPTE’s Procurement Guidelines for use on the I-70 East Corridor Project.

Action

The Board is asked to consider a resolution that supports the staff decision.

Background

At the February Transportation Commission meeting it appointed the Colorado Bridge Enterprise as the managing partner for the procuring the I-70E Corridor Project. The HPTE passed a resolution supporting that decision at its February meeting as well. Currently, to procure a public-private initiative, the CBE would have to use the Transportation Commission adopted Public-Private Initiative Guidelines, which are outdated (adopted in 1998) and provide less flexibility than the HPTE’s Guidelines. If the Public-Private Initiative Guidelines have to be used, further legal research will have to be undertaken to understand how they might affect such a large procurement such as this project, which has the potential to delay the Project further. As well, since HPTE recently procured the US 36 Managed Lanes / BRT Project as a P3 DBFOM using their Guidelines, HPTE staff and the industry are familiar with how they work.

Options and Recommendations

The CBE and HPTE staff recommend that the Board approve CBE’s use of the HPTE Procurement Guidelines for the use of soliciting and evaluating proposals on the I-70 East Corridor Project. A resolution supporting the use of HPTE Guidelines will allow CBE and HPTE staff to move forward at on schedule the procurement of the I-70 East Corridor Project.

Attachments

HPTE Procurement Guidelines
CDOT Public-Private Initiative Guidelines

**Transportation Commission of Colorado
August 20, 1998**

PUBLIC/PRIVATE PARTNERSHIPS GUIDELINES

Financial Management and Budget Director Heather Dugan detailed the changes made to the Public/Private Initiative Guidelines based on the comments received during the last Commission workshop. The changes were highlighted in bold print in the official agenda on pages 80 through 114.

A letter of comment, submitted by PaineWebber First Vice President Daniel H. Cohen was distributed. Ms. Dugan briefly discussed those comments addressed in the final draft document.

Vice Chairman Cracraft suggested more time should be incorporated in the evaluation and selection process to allow review of the conceptual proposal by the Commission. Also, on page 98 of the official agenda, Vice Chairman Cracraft suggested the first question under Technology should be rephrased to "Is the proposal based on proven technology with a history of successful operating experience?"

Commissioner Aden moved for adoption of the resolution, with the addition of Cracraft's proposed modifications, seconded by Anderson and on a vote of the Commission the following resolution was unanimously adopted.

Resolution Number TC-658

WHEREAS, the purpose of this Resolution is to formally approve certain Public-Private Initiative Program Guidelines, as described in Attachment A (Athe Guidelines@), for use by the Colorado Department of Transportation (CDOT) in its implementation of the Public-Private Initiatives Program Act of 1995, " 43-1-1201 through 1208, C.R.S.; and

WHEREAS, pursuant to ' 43-1-106, C.R.S., the Transportation Commission of Colorado (Commission) has broad authority concerning the management, construction, and maintenance of state highways and other transportation systems in the State, including formulation of general transportation policy and the performance of all other things necessary and appropriate with respect thereto; and

WHEREAS, the Public-Private Initiatives Program Act of 1995, " 43-1-1201 through 1208, C.R.S., together with " 43-3-201 through 43-

3-202.5, C.R.S. concerning turnpikes, is the legislative framework enabling CDOT to enter into Public-Private Initiative (PPI) agreements for transportation system projects, which projects may include turnpike projects, other infrastructure projects, and telecommunications projects; and

WHEREAS, section 43-1-1206 of the Public-Private Initiatives Program Act authorizes the Commission to adopt rules *that it determines are necessary or appropriate* to implement that Act; and

WHEREAS, the Commission determined that section 43-1-1206 is permissive, not mandatory, and that rules are not necessary or appropriate at this time to implement the Act, in part because the Public-Private Initiatives Program is only a pilot program and because the Guidelines are intended only as general statements of policy not meant to be binding as rules; and

WHEREAS, the Commission also determined that the Guidelines will provide guidance and recommend procedures consistent with the Act for possible use by CDOT, in its discretion, concerning the solicitation, evaluation, and selection of proposals for PPIs; and

WHEREAS, the Guidelines pertain to, among other things, the solicitation and evaluation of public-private initiatives, initiative agreements, private contributions, public benefits to be granted in exchange for contributions, and the receipt, content, and proper handling of unsolicited or comparable proposals for transportation system projects; and

WHEREAS, the Guidelines are intended for PPI proposals that are large or complex, and they not intended for small or simple PPI proposals; and

WHEREAS, CDOT may determine, in its discretion, that the use of the more comprehensive process described in the Guidelines is not warranted by the nature or scope of particular PPI proposals, or that such use will not help CDOT in its consideration of a particular proposal, and in either case CDOT may determine that the Guidelines will not be used, but that the procedures already described in the Act itself, and in the Procurement Code, are more appropriate to use for such proposals; and

WHEREAS, the Commission has reviewed the Guidelines described in Attachment A and finds them appropriate.

NOW THEREFORE BE IT RESOLVED:

- 1. The Commission approves the Guidelines described in Attachment A.**
- 2. The Commission authorizes CDOT to use the Guidelines, in accord with their terms, concerning proposals received under the Public-Private Initiatives Program Act of 1995, " 43-1-1201 through 1208, C.R.S.**
- 3. The Commission further authorizes CDOT to elect, in its discretion, not to use the Guidelines where the CDOT Executive Director determines that the use of the more comprehensive process described in the Guidelines is not warranted by the nature or scope of particular PPI proposals, or that such use will not help CDOT in its consideration of a particular proposal. In that case, CDOT will use the procedures already described in the Act and in the Procurement Code for such proposals.**

PUBLIC-PRIVATE INITIATIVE GUIDELINES

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PUBLIC-PRIVATE INITIATIVE GUIDELINES

INTRODUCTION

General

The Public-Private Initiatives Program Act of 1995, §§ 43-1-1201 thru 1208, C.R.S., together with §§ 43-3-201 thru 43-3-202.5, C.R.S. concerning turnpikes, (collectively, the Act), is the legislative framework enabling the Colorado Department of Transportation (CDOT) to enter into Public-Private Initiative (PPI) agreements for transportation system projects. Such projects may be large or complex, including turnpike projects, other infrastructure projects, and telecommunications projects.

The Transportation Commission of Colorado (the Commission) has determined that rules are not necessary or appropriate at this time to implement the Act. However, the Commission has also determined that these Guidelines will provide guidance and recommend procedures consistent with the Act for possible use by CDOT, in its discretion, concerning the solicitation, evaluation, and selection of proposals for PPIs that are large or complex.

Definition of PPI

A PPI is a nontraditional arrangement, whereby a private entity supplies resources to accomplish work on any type or aspect of a transportation system project, as a private contribution, in return for the department granting a right or interest in or concerning a transportation system project, as a public benefit, as specifically described in §§ 43-1-1201, C.R.S.

A PPI may include sharing of resources and the means of developing, implementing, and providing transportation system projects or services. A PPI can provide the State with a new source of capital, time and cost savings, risk reduction, and new tax revenues, for transportation system projects.

A PPI may authorize a private entity to acquire, construct, improve, maintain, and/or operate a transportation project that is large in scope or cost, and/or is complex.

Summary of the Act

The Act grants CDOT broad authority and flexibility to solicit and consider proposals, enter into agreements, grant benefits,

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and accept contributions, for PPIs for all or any part of a wide variety of transportation system projects.

Such PPIs may include, without limitation, transportation system projects for the design, financing, construction, operation, maintenance, modernizing, upgrading, expanding, reconstruction, and/or improvement of:

1. transportation infrastructure, and related systems,
2. turnpikes, as provided in § 43-3-202.5, C.R.S.
3. telecommunication systems and services,
4. intelligent transportation systems,
5. traffic management and control systems,
6. park and ride facilities,
7. transit stations,
8. vehicles and equipment, and
9. the types of projects listed in §43-1-1202(1), C.R.S.

Private Contribution

The private entity must provide a private contribution of resources to accomplish all, or any part of, the work on a transportation system project. Such resources may include, without limitation, those described in § 43-1-1201(1), C.R.S.

- 1) funds,
- 2) financing,

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- 3) income,
- 4) revenue,
- 5) cost sharing,
- 6) technology,
- 7) staff time/work,
- 8) equipment use/ownership,
- 9) professional/technical expertise,
- 10) data use/ownership, and/or
- 11) engineering, construction, or maintenance services.

Public Benefit

CDOT must provide a public benefit to the private entity in exchange for the private contribution. Such a benefit may include, without limitation, those specifically described in § 43-1-1201(2), C.R.S.

- (1) A lease or easement in, under, or above a state highway right-of-way;
- (2) Any use of state highway right-of-way that does not impair highway operation or safety;
- (3) All or part of any revenue or income resulting from the private use of a state highway right-of-way;
- (4) A money payment for services from available funds; and
- (5) Any other authorized by law.

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The complete text of the Act is included in the Appendix to these guidelines. Although guidance with regard to application of the Act is provided in these Guidelines, it is incumbent upon all entities--both public and private--participating in PPIs to be aware of and to comply with the provisions of the Act.

PUBLIC-PRIVATE INITIATIVE GUIDELINES

EXECUTIVE SUMMARY

General

The following Guidelines have been developed by the Commission as general statements for guidance only. They are not intended to be binding as rules.

The purpose of the Guidelines is to provide guidance and procedures consistent with the Act for use by CDOT in the consideration, evaluation, and selection of proposals for PPIs for "qualifying transportation facilities". The purpose is also to give to the Commission and CDOT the greatest flexibility possible in administering the Act that is consistent with applicable law.

The procedures incorporated in the Guidelines are intended to be consistent with the Act, and with applicable provisions of the Colorado Procurement Code (except those concerning unsolicited or comparable proposals), and they are not intended to conflict therewith, and the procedures shall be so construed at all times. Any conflict between these procedures and the Act or the Procurement Code shall be resolved in favor of the Act/the Code to the extent of the conflict.

Scope of Guidelines - "Qualifying Transportation Facility"

The Commission intends that the Guidelines will be applied only to PPI proposals for "qualifying transportation facilities". The term "qualifying transportation facilities" means larger, more costly, more complex transportation projects. To be considered a PPI proposal for "qualifying transportation facilities", a proposal should meet the following criteria:

- 1) the proposal seeks approval for a private entity to acquire, construct, install, improve, maintain, and/or operate specified transportation facilities; and
- 2) the transportation facilities so specified are large in size or cost, or complex, including: a "transportation system", as defined in § 43-1-1201, C.R.S; or, a "turnpike", as defined in § 43-3-202(1)(a), C.R.S.; or, a telecommunications project.

The Guidelines are not intended for PPI proposals for small or simple projects. Also, CDOT may determine, in its discretion, that the use of the more comprehensive process described in the Guidelines is not warranted by the nature or scope of a particular PPI proposal, or that such use will not help CDOT in its consideration of a particular proposal. In either case, CDOT may

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determine that the Guidelines will not be used, but that the procedures already described in the Act itself, and in the Procurement Code, are more appropriate to use for such proposals.

Proposals/Financing

The Public-Private Initiatives Program Act allows for both solicited and unsolicited project proposals. The major steps involved in evaluating, selecting, and implementing the projects are similar for both solicited and unsolicited proposals, except as otherwise provided in § 43-1-1203, C.R.S. It is anticipated that the private sector will identify many prospective projects, although CDOT is empowered to solicit proposals generally or for specific projects.

Private entities may also propose innovative financing methods, including the imposition of user fees or service payments under the provisions of the Act. The financing arrangements of the private entity may include the issuance of debt, equity, or other securities or obligations. The proposer may enter into sale and leaseback transactions and secure any financing with a pledge of, security interest in, or lien on, any or all of its property, including all of its property interests in the qualifying transportation facility. Also, once a project has been selected, if appropriate to the circumstances, a maximum rate of return to the private operator may be negotiated as part of the comprehensive agreement governing the project.

Solicited Proposals

From time to time, on behalf of the Commission, CDOT may issue Requests for Proposals (RFPs), pursuant to § 24-103-203, C.R.S., inviting proposals from private entities for a PPIP for a qualifying transportation facility. The RFP will specify information and documents which must accompany the proposals, the factors which will be used in evaluating the proposals and contain or incorporated by reference other applicable terms and conditions, including any unique capabilities or qualifications which will be required of private entities submitting proposals (proposers). Such RFPs may invite proposers to identify projects or may solicit proposals on CDOT-identified projects.

Unsolicited Proposals

The Act permits CDOT to receive, evaluate, and select for negotiations unsolicited proposals from private entities for a PPIP for a qualifying transportation facility. CDOT will receive such unsolicited proposals at any time pursuant to these Guidelines and will consider and evaluate such proposal pursuant to the provisions of § 43-1-1203, C.R.S. Once an unsolicited proposal is received, however, if CDOT elects to (or is required by § 43-1-1203(6) to) solicit comparable proposals, CDOT shall comply with § 43-1-1203(6) thru (9), C.R.S. In that event, and any such comparable proposal must be submitted within 30 days after CDOT's publication and posting of a notice that it has received such a proposal, or be excluded from consideration unless (and until)

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CDOT terminates consideration of, or negotiation on, the original unsolicited proposal and all comparable proposals that were timely submitted.

Proposal Submission and Review

CDOT requires that proposers for a "qualifying transportation facility" follow a two-step proposal process, all as outlined in more detail in the section in these Guidelines entitled "*Proposal Preparation and Submission Requirements-Unsolicited Proposals.*"

The first submission is a conceptual proposal containing certain specified information on proposer qualifications and experience, project characteristics, project financing, public support, and project compatibility.

CDOT will forward the conceptual proposals received to an Initial Review Committee, composed of CDOT staff, which will determine in its sole opinion whether the one or more conceptual proposals are complete, whether the one or more proposers are qualified, and whether the project as proposed appears in one or more cases technically and financially feasible. The Initial Review Committee will forward only those proposals satisfying its standards to a Public-Private Transportation Advisory Panel (Advisory Panel) composed of individuals having appropriate expertise to evaluate which projects would promote the State's transportation goals and advance the public interest.

CDOT will contact those proposers to receive Advisory Panel consideration and will request that they submit, within a specified period of time, a detailed proposal containing deliverables CDOT will identify, examples of which are set forth in the section on "*Proposal Requirements.*"

Upon receipt of the detailed proposal or proposals, the Advisory Panel will review the conceptual proposal or proposals, the findings and recommendations of the Initial Review Committee, the detailed proposal or proposals, and any comments received from affected public jurisdictions; will evaluate the proposal or proposals taken as a whole in accordance with detailed selection criteria specified herein; and will make final recommendations to the Commission.

Project Selection and Comprehensive Agreement

The Commission will consider the recommendations of the Advisory Panel and select those projects, if any, that it determines are in CDOT's best interests and that satisfy the goals of the Act. Final authorization to acquire, construct, improve, maintain, and/or operate any qualifying transportation facility will be contingent on successful negotiation and execution of a comprehensive agreement between the private operator and CDOT.

The comprehensive agreement will, at a minimum, outline the rights and obligations of the parties, set a maximum rate of return to the private operator (if applicable), determine liability, and establish dates for termination of the private operator's authority and dedication of the facility to the State.

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The comprehensive agreement will also include terms and conditions that CDOT determines are in the public interest and to protect transportation and/ or transportation safety, including:

- (a) The private entity shall secure and maintain liability insurance coverage during the construction and improvement of any project in amounts appropriate to protect a project's viability, as determined by CDOT.
- (b) The standard State Special Provisions shall be attached and apply to the project work.
- (c) appropriate contract clauses from those set forth in Articles 105 and 106 of Title 24, C.R.S., of the Colorado Procurement Code, subject to such modifications as the Executive Director deems advisable. Any modifications shall be supported by a written determination of the Executive Director that describes the circumstances justifying the variations, and notice of any material variation shall be included in the RFP.
- (d) The specific provisions required by § 43-1-1204, C.R.S.
- (e) ownership, operation, and maintenance of the system
- (f) etc.

CDOT shall advise the Commission and receive direction from the Commission concerning each PPI Agreement for a "qualifying transportation facility" before CDOT executes the Agreement or otherwise obligates the State.

CDOT Rights Reserved

CDOT reserves all rights available to it by law in administering these Guidelines, including without limitation, the rights in its sole and unfettered discretion to:

- A. Reject any and all proposals at any time.
- B. Terminate evaluation of any and all proposals at any time.
- C. Suspend, discontinue and/or terminate comprehensive agreement negotiations with any proposer at any time prior to the actual authorized execution of such agreement by all parties.
- D. Negotiate with proposer concerning any provision in its proposal.
- E. Request or obtain additional information about any proposals.

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- F. Issue addenda to and/or cancel any RFP.
- G. Revise, supplement, or withdraw, all or any part of these Guidelines.
- H. Decline to return any and all fees required to be paid by proposers hereunder.
- I. Elect not to follow any part of the Guidelines if CDOT determines, with reasonable basis, that they are not suitable in a given case.

Under no circumstances shall the State, the Commission, or CDOT be liable for, or obligated to reimburse, the costs incurred by proposers, whether or not selected for negotiations, in developing proposals, or in negotiating agreements.

Any and all information CDOT makes available to proposers shall be as a convenience to the proposer and without representation or warranty of any kind. Proposers may not rely upon any oral responses to inquiries. If a proposer has a question regarding these Guidelines, the proposer must submit the question in writing to the same person responsible for receiving all proposals and CDOT will provide answers in writing.

Timeline

The following schedule is provided for illustrative purposes only and depicts the time frames within which CDOT anticipates completions of each phases of the proposal selection process. Every attempt will be made to move through the process as expeditiously as possible; however, variations in the following schedule may be necessitated due to volume, complexity of proposals received, the need for further information, or other unanticipated circumstances. Again, these timeframes are for illustrative purposes only, they will be adjusted based on size and complexity of the proposal.

Conceptual Proposals--Initial Review	4-- 6 weeks
Detailed Proposal--Final Review	8--16 weeks
Final Project Selection	2-- 4 weeks
Negotiations of Comprehensive Agreement	8 weeks

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PROJECT PROPOSALS

Solicited Proposals

The Commission may solicit PPI proposals for ""qualifying transportation facilities" through issuance of a Request for Proposals (RFP), pursuant to § 24-103-203, C.R.S. The RFP may invite private entities to propose projects of their own choosing, or it may specify transportation facilities in specific locations that are to be the subject of proposals. Whether the RFP is for a general solicitation or project-specific, proposers will be encouraged to be as innovative as possible in their proposals.

The Request for Proposals will outline the minimum qualifications and project selection criteria, including any unique capabilities or qualifications which would be required of the proposer. Pre-proposal conferences may be held, as deemed appropriate, and notice of such will be provided in the RFP. Proposers will be instructed as to the format in which to submit proposals and what minimum information, materials, and fees must be submitted in order for the proposal to be considered complete.

Public notice of the Request for Proposals will be posted at least 30 days prior to the date set for receipt of proposals by posting in public area normally used for posting of CDOT public notices and by publication in a newspaper, or newspapers, or other publications of general circulation within and/or outside the State of Colorado, so as to provide reasonable notice to the maximum number of proposers that can be reasonably anticipated to submit proposals. In addition, proposals may be solicited directly from potential proposers.

Unsolicited Proposals

The Act permits CDOT to receive, evaluate, and select for negotiations, unsolicited PPI proposals for ""qualifying transportation facilities" from private entities, pursuant to § 43-1-1203, C.R.S, and CDOT will comply with the procedures described in § 43-1-1203, C.R.S in performing those actions. CDOT will receive unsolicited proposals at any time so long as the proposals meet the requirements of the Act and these Guidelines.

Once an unsolicited proposal is received, **if CDOT elects (or is required by § 43-1-1203(6)) to solicit comparable proposals**, CDOT shall comply with the procedures of § 43-1-1203(6) thru (9), and upon receipt of any and all unsolicited proposals CDOT will post a notice for 30 days in a public area it normally uses for posting public notices and will publish the same notice in one or more newspapers of general circulation. The notice will state that CDOT has received an unsolicited proposal under the Act, that it intends to evaluate the proposal, that it may negotiate a comprehensive agreement with the proposer based on the proposal, and that it will consider comparable competing proposals and give them simultaneous consideration. The notice will summarize the proposed transportation facility or facilities, identify their proposed location and interconnections with other transportation facilities, and provide a conceptual design.

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Failure by a prospective proposer to submit a comparable competing proposal within such 30 days period shall preclude such competing proposal from CDOT consideration, unless and until CDOT terminates consideration of, or negotiations on, the original proposal and any and all competing proposals submitted within that period. Submission of one or more competing proposals during such period will not trigger the posting or publication of a new notice or the start of any new 30 day period.

CDOT recognizes that it may receive proposals which have certain characteristics in common yet differ in meaningful ways. In such cases, CDOT reserves the right, in its sole discretion, to treat such a proposal or any portion of such proposal received after the original proposal, as either a competing proposal or a non-competing proposal. Because of the consequences to a proposer for failing to submit within the 30 day period a proposal which CDOT could later deem a competing proposal, prospective proposers are strongly urged to monitor CDOT notices of proposals received, and to be prepared to submit within such 30 day period if they perceive that a proposal they are considering or are preparing bears certain similarities to, or has characteristics in common with, a proposal which is the subject of a notice, so as to be deemed a comparable competing proposal.

In the event CDOT elects to treat a proposal, or part of a proposal, received within the 30 day period as a non-competing proposal, CDOT will follow the above notice requirements to permit competing proposals to be submitted, including from the proposer whose proposal triggered the original notice.

Upon the expiration of such 30 day period, CDOT will subject the original proposal, together with any and all properly received competing proposals, to the evaluation and selection process described in the Act and as set forth below.

PROPOSAL PREPARATION AND SUBMISSION REQUIREMENTS UNSOLICITED PROPOSALS

Proposal Submission

Proposers submitting to CDOT are required to deliver 20 copies of their Conceptual Proposal and, if so requested, of their Detailed Proposal, to the following address:

Mr. Guillermo V. Vidal
Executive Director
State of Colorado, Department of Transportation

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4201 E. Arkansas Rm. 260
Denver, Colorado 80222

(303) 757-9204 (Phone)
(303) 757-9656 (Fax)

Proposals are to be sealed in mailing envelopes or packages bearing the proposer's name, address, and the words "Public-Private Initiative Proposal" clearly written on the outside. The cover page must include the title of the proposal, the name and address of the proposing entity, the person authorized to act on behalf of the proposer, and his or her telephone and facsimile numbers.

Proposal Review

A non-refundable, non-negotiable Proposal Review Fee will be required partially to offset the costs of processing and reviewing the proposals. This fee may vary based on complexity and time and resources required to evaluate the proposal. In recognition of time and cost factors affecting proposers, a two phase process is permitted involving a conceptual project proposal for consideration by the Initial Review Committee and a detailed project proposal to be completed for review and consideration by the Advisory Panel.

Prior to entering into the second phase the proposer will be advised of the fee that will be required to complete the evaluation process, the fee must be submitted for each proposal. Failure to submit all fees shall terminate CDOT's consideration of a proposal.

All fees shall be submitted in the form of a cashier's check made payable to the State Treasurer of Colorado, for the State Highway Supplementary Fund. Proposers submitting multiple project proposals will be required to submit a Proposal Review Fee for each project.

Proposal Preparation

Proposals must be signed by an authorized representative of the firm or consortium making the proposal. All information requested under "*Proposal Requirements*" should be submitted. Proposers failing to submit all information requested for conceptual or detailed proposals may be given an opportunity promptly to submit missing information and/or may be given a lowered evaluation of the proposal. Conceptual proposals which lack key information required may be rejected.

Proposals should be prepared simply and economically, providing a straightforward, concise description of the proposer's capabilities to complete the proposed project. Emphasis should be placed on completeness and clarity of content.

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Proposals submitted for consideration should include a comprehensive scope of work and provide enough information about the project to determine whether it meets criteria stated herein. In addition, the financial plan for the project must contain enough detail so that an analysis will reveal whether the proposed project financing is feasible.

Proposals should be organized in the order requested herein. All pages of the proposal should be numbered. Evaluation of proposals will be better facilitated if proposers will cross-reference responses by citing the tab number, and subletter, and repeating the text of the requirement. If a response covers more than one page, the tab number and subletter should be repeated at the top of the next page. The proposal should contain a table of contents which cross-references the requirements by category. Information which the proposer desires to present that does not fall within any of the requirements should be inserted at an appropriate place or be attached at the end of the proposal and designated as additional material. Proposals that are not organized in this manner risk elimination from consideration.

Each copy of the proposal should be bound or otherwise contained in a single volume where practical. All documentation submitted with the proposal should be contained in that single volume.

Proposer who submit a proposal may be required to give an oral presentation of their proposal to the Initial Review Committee, the Advisory Panel, the Commission, and/or the public. Such presentations will provide opportunities to educate the public and/or clarify aspects of the proposed project.

Colorado Open Records Act

All proposals submitted to CDOT become the property of CDOT and are subject to the Colorado Open Records Act (§§ 24-72-201 *et seq.*, C.R.S.). Proposers are advised to familiarize themselves with the provisions of the Colorado Open Records Act. In no event shall the State, the Commission, or CDOT be liable to a proposer for the disclosure of all or a portion of a proposal submitted under these Guidelines.

In the event that CDOT receives a request for public disclosure of all or a portion of a proposal, CDOT will notify the proposer of the request, providing an opportunity for such proposer to assert, in writing, claimed exemptions under the Colorado Open Records Act other State law. CDOT will come to its own judgment whether or not the requested materials are exempt from disclosure. In the event CDOT elects to disclose the requested materials, it will provide the proposer advance notice of its intent to disclose.

If CDOT, pursuant to an Open Records Act request, denies the right of inspection and does not disclose that information based on the proposers indication that the information is proprietary or confidential or otherwise exempt from disclosure, and if CDOT's nondisclosure of that information is then challenged administratively or judicially, then the proposer submitting that

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information shall be primarily responsible to defend against that challenge and to bear all costs and expenses imposed on CDOT as a result of that challenge including, without limitation, as provided in § 24-72-204(5) and (6), C.R.S. If such proposer fails to timely assume that primary responsibility to defend, CDOT may disclose that information without any obligation or liability to such party.

If a proposer has special concerns about proprietary information which it would desire to make available to CDOT, such proposer may wish to suggest for CDOT consideration, prior to submissions of its proposal, methods for safeguarding such information from disclosure consistent with the Open Records Act.

Proposal Requirements

In order to facilitate evaluations by the respective panels of the proposer's capabilities, proposals should be as thorough and detailed as possible so that the respective panels may properly evaluate the proposer's capabilities to complete the proposed project. Proposals should include an executive summary and use cross-reference rather than repetition in explaining the proposed project.

Phase One - Conceptual Proposal

Proposers are required to submit the following, separated by tabs within the conceptual proposal:

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TAB 1: Qualifications and Experience:

- a. Identify the legal structure of the firm, or consortium of firms making the proposal. Identify the organizational structure for the project, the management approach and how each partner and major subcontractor in the structure fits into the overall team.
- b. Describe the experience of each firm and the key principals involved in the proposed project. The lead organization must be identified.
- c. Provide the names, addresses, and phone numbers of persons within the firm or consortium who may be contacted for further information.
- d. Describe the length of time in business, business experience, public sector experience, and other engagements of the firm(s).
- e. Include the address, telephone number, and the name of a specific contact person for an entity for which the firm/consortia or primary members of the consortia have completed a similar project.
- f. Provide a financial statement of the firm/consortia and each major partner. Submit the most recent Securities and Exchange Commission 10-K and 10-Q reports, if such reports have been filed.
- g. Include any planned participation of small, women-, and minority-owned businesses during project development and implementation.

TAB 2: Project Characteristics:

- a. Provide a description of the transportation facility or facilities, including the conceptual design and all proposed interconnections with other transportation facilities. Describe the project in sufficient detail so the type and intent of the project, the location, and the communities that may be affected are clearly identified. Describe the assumptions used in developing the project. The project description should be prepared in a way that fully recognizes any federal and/or State requirements to analyze other project alignments and alternatives.
- b. Without completing an Environmental Impact Statement, identify any anticipated adverse social, economic, and environmental impacts of the project. Specify the strategies or actions to mitigate known impacts. Identify the projected positive social, economic, and environmental impacts of the project.
- c. List the critical factors for the project's success.

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- d. Identify the proposed schedule for implementing the project, including the estimated time for completion.
- e. Address liability for design and construction, and assurances for timely completion of the project.
- f. Clearly state the assumptions related to ownership, legal liability, law enforcement, and operation of the facility.
- g. Provide information on any phased (partial) openings proposed prior to final completion of the project.

TAB 3: Project Financing:

- a. Provide an estimate of the cost of the project by phase (*e.g.* planning, design, construction *etc.*).
- b. Submit a plan for the development, financing, and operation of the project, showing: the anticipated schedule on which funds will be required; and proposed sources for such funds.
- c. Include a list and discussion of assumptions underlying all major elements of the plan.
- d. Identify the proposed risk factors and methods for dealing with these factors.
- e. Identify any local, state, and federal resources that the proposer contemplates requesting for the project. Describe the total commitment (financial, services, property, *etc.*) if any, expected from governmental sources, and the timing of any anticipated financial commitment.

TAB 4: Public Support:

- a. Identify who will benefit from the project, how they will benefit, and how the project will benefit the overall transportation system.
- b. Identify any anticipated government support or opposition, or general public support or opposition for the project.
- c. Explain the strategy and plans that will be carried out to involve and inform the agencies and the public in areas affected by the project.

TAB 5: Project Compatibility:

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- a. Describe the significant benefits to the community, region, or state. Identify any state benefits resulting from the project including the achievement of state transportation policies or other state goals.
- b. Describe significant benefits to the state's economic conditions.

Phase Two - Specific Deliverables

The following information may be requested in phase two of the evaluation and selection process. Specific requirements and delivery dates will be determined on a case-by-case basis according to the proposed transportation facility.

- a. Provide a topographical map (1:2,000 or other appropriate scale) depicting the location of the proposed facility or facilities.
- b. Provide a list of public utility facilities that will be crossed by the transportation facility and a statement of the private operator's plans to accommodate such crossings.
- c. Provide a statement setting out the plan for securing all necessary property. The statement must include the names and addresses, if known, of the current owners of the property as well as a list of any property the proposer intends to request the Board to condemn.
- d. Provide a detailed listing of all firms who will provide specific design, construction, and completion guarantees. Include a brief description of the guarantees.
- e. Provide the proposed total life-cycle cost of the facility or facilities and the proposed project start date. Include anticipated commitment of all parties; equity, debt, and other financing mechanisms; and a schedule of project revenues and project costs. Include the life-cycle cost analysis a detailed analysis of the projected rate of return.
- f. If applicable, include a detailed discussion of assumptions about user fees or toll rates, and usage of the facility such as traffic forecasts and assumptions.
- g. Identify any known government support or opposition, or general public support or opposition for the project. Government/public support should be demonstrated through resolutions of official bodies, minutes of meetings, letters, *etc.*
- h. Demonstrate consistency with state and local transportation plans and local comprehensive plans or indicate the steps required for acceptance into such plans.
- i. Provide an explanation of how the proposed transportation facility would impact local transportation plans of each affected locality.

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- j. Include a list of all federal, state, and local permits and approvals required for the project and a schedule for obtaining such permits and approvals.
- h. Provide such additional material and information as CDOT may reasonably request.

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EVALUATION AND SELECTION PROCESS

Two Phase Process

Proposals will be submitted and evaluated according to a two phase process. Phase one will require a conceptual proposal to be submitted for a pre-qualification review conducted by the Initial Review Committee. Phase two of the evaluation process will consist of scheduled submission of detailed documentation for final evaluation by the Public-Private Transportation Advisory Panel.

***Phase One: Initial Review Committee
Composition***

The Initial Review Committee will be comprised of CDOT staff who will evaluate the proposer's qualifications as well as the technical and financial feasibility of each proposal.

The Initial Review Committee will be chaired by the CDOT Chief Engineer.

Purpose

The Initial Review Committee will perform the phase one preliminary qualifications review of each conceptual proposal to determine whether the proposer has, in the sole opinion of the Committee, (1) submitted a complete proposal; (2) assembled a team which is qualified and capable of completing the proposed facility; (3) developed a plan which is technically feasible; and (4) provided a financial plan and financial guarantees which will allow for access to the necessary capital to finance the facility. The Committee may consider the advice of the Commission, the CDOT Controller or other Financial Advisor, other experts, and a representative from the Attorney General's Office, as appropriate, in reaching its decision.

The Initial Review Committee may request formal presentations and/or additional documentations in order to assess project feasibility and proposer's qualifications. Those projects meriting further consideration will be recommended to the State Transportation Commission for approval of the conceptual proposal.

The State Transportation Commission

No later than the second monthly meeting of the Commission following a determination by the Initial Review Committee that a conceptual proposal merits further review, the Commission will review the conceptual proposal and approve or disapprove it for further evaluation and action by CDOT under the Act.

Upon Commission approval, those conceptual proposals will be forwarded to the Public-Private Transportation Advisory Panel, along with the evaluations supporting the determination that based on the proposer's qualifications and technical and financial feasibility, the proposal(s)

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merit further review and final evaluation. Proposers whose proposals advance to phase two will be contacted and advised as to the specific deliverables which will be required for the next step.

Phase Two: Public-Private Transportation Advisory Panel Composition

The Public-Private Transportation Advisory Panel (the Advisory Panel) will be comprised of individuals having appropriate expertise and knowledge to objectively evaluate and analyze which projects would promote the State's transportation goals and advance the public interest.

The CDOT Executive Director will chair the Advisory Panel which will include a member of the State Transportation Commission appointed by the Chairman of the Commission, the Chief Engineer, the Director of Office of Financial Management and Budget, and a representative from the engineering and/or the telecommunications academic community as appropriate.

Purpose

The Primary focus of the Advisory Panel's review will be to consider the project proposals using the Evaluation and Selection Criteria to determine whether the project(s) promote the State transportation goals and serve the public interests. The Panel may consider the advice of the CDOT Controller or other Financial Advisor, other experts, and a representative from the Office of the Attorney General, as appropriate, in making its recommendations.

Public Comment

A copy of each proposal submitted shall be provided by the offeror to each affected local jurisdiction. Offerors should provide a copy of the phase one conceptual proposal and the phase two detailed proposal to any and all affected local jurisdictions at such times as the proposal is submitted to CDOT. Those affected local jurisdictions have 30 days from receipt of the detailed proposal to submit written comments to CDOT. Comments will be reviewed by the Advisory Panel. If comments have not been received within the 30 day time frame, CDOT will conclude that the affected local jurisdiction has no comment on the proposal.

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Selection

After comments have been received from affected jurisdictions, the Advisory Panel may request proposers to make presentations to the panel. The format of these presentations will include a formal presentation by the proposer, followed by any questions the Advisory Panel may have pertaining to the project proposal or the presentation. The Advisory Panel may also ask the proposer to address concerns expressed through the public comment process. These meetings will allow the Advisory Panel to see clarification of project elements and complete deliverable requirements, and provide proposers with the opportunity to further explain their proposed projects. If there is an issue to which the proposer is unable to respond during the formal presentation, the Advisory Panel may, at its discretion, grant the proposer a reasonable period of time in which to submit a written response.

Following the formal presentations, the Advisory Panel will evaluate proposals using the criteria listed under “*Proposal Evaluation and Selection Criteria.*” The Initial Review Committee’s Report, information gathered at the presentations to the Advisory Panel, and the Advisory Panel’s evaluation results will be used to select proposals to recommend to the Commission. The Advisory Panel may elect to recommend any number of projects from proposals received.

The State Transportation Commission

The Commission will review the recommendations of the Advisory Panel and select from those projects recommended, projects which (1) satisfy a public need; (2) are compatible with the state transportation and local comprehensive plans; (3) are reasonable in terms of cost; and (4) will result in the timely acquisition, construction of, or improvements to the transportation facility.

Final authorization by the Commission to proceed with a proposal will be contingent on successful negotiation and execution of a comprehensive agreement between the private operator and CDOT. The comprehensive agreement will, among other things, outline the rights and obligations of the parties, set a maximum rate of return to the private operator (if applicable), determine liability, and establish dates for termination of the private operator’s authority and dedication of the facility to the State.

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PROPOSAL EVALUATION AND SELECTION CRITERIA

The following criteria will be considered in the evaluation and selection of a proposal, but the weighting of the criteria and the final decisions are subject to the sole discretion of the respective evaluating panel or official. Provided, however, that the CDOT Chief Engineer may modify these criteria, as appropriate, to address the needs of a particular solicitation.

Qualifications and Experience

Does the proposer propose a team which is qualified, led, and structured in a manner which will clearly enable the team to complete the proposed project?

1. Experience with Similar Projects

Have members of this team previously worked together constructing, improving, or managing transportation projects of this type and magnitude? Has the lead firm managed, or any of the member firms worked on, a similar privatization project?

2. Demonstration of Ability to Perform Work

What commitments has the team made to carry out the project? Does the team possess the necessary financial, staffing, equipment, and technical resources to successfully complete the project? Do the team and/or member firms have competing financial or workforce commitments that may inhibit success and follow-through on this project?

3. Leadership Structure

Is one firm designated as lead on the project? Does the organization of the team indicate a well thought out approach to managing the project? Is there an agreement/document in place between members?

4. Project Manager's Experience

Is a Project Manager identified, and does this person work for the principal firm? If not, is there a clear definition of the role and responsibility of the Project Manager relate to the member firms? Does the Project Manager have experience handling the type and magnitude of project?

5. Management Approach

Have the primary functions and responsibilities of the management team been identified? Have the members of the team developed an approach to facilitate communications among the project participants: Has the firm adequately described its approach to communicating with and meeting the expectations of the State?

6. Financial Condition

Is the financial information submitted on the firms sufficient to determine the firms' capability to fulfill its obligations described in the project proposal?

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7. **Project Ownership**
Does the proposal identify the proposed ownership arrangements for each phase of the project and indicate assumptions on legal liabilities and responsibilities during each phase of the project?
8. **Participation of Small Businesses and Businesses Owned by Women and Minorities**
What is the level of commitment by the proposers to use small, minority-, and women-owned business enterprises in developing and implementing the project?

Project Characteristics

Is the proposed transportation facility technically feasible?

1. **Project Definition**
Is the project described in sufficient detail to determine the type and size of the project, the location, all proposed interconnections with other transportation facilities, the communities that may be affected, and alternatives (*e.g.* alignments) that may need to be evaluated?
2. **Proposed Project Schedule**
Is the time-frame for project completion clearly outlined? Is the proposed schedule reasonable given the scope and complexity of the project? Does the proposal contain adequate assurances that the project will be completed and will be completed on time?
3. **Operation**
Does the proposer present a reasonable statement setting forth plans for operation of the facility?
4. **Technology**
Is the proposal based on proven technology with a history of successful operating experience? What is the degree of technical innovation associated with the proposal? Will the knowledge or technology gained from the project benefit other areas of the state or nation? Does the technology proposed maximize interoperability with relevant local and statewide transportation technology? Can the proposed project upgrade relevant local technology?
5. **Conforms to Laws, Regulations, and Standards**
Is the proposed project consistent with applicable state and federal statutes and regulations, or expected modifications of state or federal statutes, regulations, or standards? Does the proposed design meet appropriate state standards?
6. **Federal Permits**

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Is the project outside the purview of federal oversight, or will it require some level of federal involvement due to its location on the National Highway System or Federal Interstate System or because federal permits are required?

7. Meets/Exceeds Environmental Standards

Is the proposed project consistent with applicable state and federal environmental statutes and regulations? Does the proposed design meet appropriate state environmental standards? Does the proposal adequately address or improve air quality conformity?

8. State and Local Permits

Does the proposal list the required permits and schedule to obtain them? Are there negative impacts known for the project? If so, is there a mitigation plan identified? Are alternatives to standards or regulations needed to avoid those impacts that cannot be mitigated?

9. Right-of-Way

Does the proposal set forth the method by which the private operator proposes to secure all property interests required for the transportation facility? Does the statement include: the names and addresses, if known, of the current owners of the property needed for the facility, the nature of the property to be acquired, and a listing of any property that CDOT is expected to be requested to condemn?

10. Maintenance & Operations

Does the proposer have a plan to maintain this facility in conformance with agency standards? Does the proposal clearly define assumptions or responsibilities during the operational phase including law enforcement, toll collection, and maintenance?

Project Financing

Has the proposer provided a financial plan and financial guarantees which will allow for access to the necessary capital to finance the facility?

1. Financing

Did the proposer demonstrate evidence of its ability and commitment to provide sufficient equity in the project as well as the ability to obtain the other necessary financing?

2. Financial Plan

Does the financial plan demonstrate a reasonable basis for funding project development and operations? Are the assumptions on which the plan is based well-defined and reasonable in nature? Are the plan's risk factors identified and dealt with sufficiently? Are the planned sources of funding and financing realistic?

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3. **Estimated Cost**
Is the estimated cost of the facility reasonable in relation to the cost of similar projects?
4. **Life Cycle Cost Analysis**
Does the Proposal include an appropriately conducted analysis of projected rate of return and life-cycle cost estimate
5. **Business Objective**
Does the proposer clearly outline his reason for pursuing this project? Do his assumptions appear reasonable?

Public Support

Has the proposer garnered sufficient public support for the proposed project?

1. **Community Benefits**
Will this project bring a significant transportation and economic benefit to the community, the region, and/or the state?
2. **Community Support**
What is the extent of support or opposition for the project? Does the project proposal demonstrate an understanding of the national and regional transportation issues and needs, as well as the impacts this project may have on those needs? Is there a demonstrated ability to work with the community?
3. **Public Involvement Strategy**
What strategies are proposed to involve local and state elected officials in developing this project? What level of community involvement has been identified for the project? Is there a clear strategy for informing, educating, and obtaining community input through the development and life of the project?

Project Compatibility

Is the proposed project compatible with state and local comprehensive plans?

1. **Compatibility with the Existing Transportation System**
Does the project propose improvements that are compatible with the present and planned transportation system? Does the project provide continuity with existing and planned state and local facilities?
2. **Fulfills Policies and Goals**
Does the proposed project help achieve performance, safety, mobility, or transportation demand management goals? Does the project improve connections among the transportation modes?

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- 3. Enhance Community-Wide Transportation System**
Are there identified project benefits to the affected community transportation system?
Does this project enhance adjacent transportation facilities?
- 4. Consistency with Local, Regional, and State Transportation Plans**
Is the project consistent with city and county comprehensive plans and regional transportation plans? Is this project consistent with plans and documents of the Colorado Multimodal Long Range Plan? If not, are steps proposed that will achieve consistency with such plans?
- 5. Economic Development**
Will the proposed project enhance the state's economic development efforts? Is the project critical to attracting or maintaining competitive industries and businesses to the region, consistent with state objectives?

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VALUATION OF PPI PROPOSALS

There are 2 different valuations that CDOT may need to make concerning particular types of PPI proposals, as follows:

1. Pursuant to § 43-1-1202(1)(d), C.R.S.. In exchange for a "private contribution" from a private party for a PPI, CDOT may grant a "public benefit" in the form of a lease, easement, or franchise, in or concerning a transportation system project.

In such a case, CDOT must perform a valuation of both the "private contribution", and of the lease or easement or franchise, to determine that such values "reasonably relate" to each other.

CDOT may perform such valuations in any commercially reasonable manner, based on then current industry standards. CDOT may use its own personnel, or consultant services, or use existing information, or any combination thereof, to perform such valuations.

The Commission interprets "reasonably relate" to mean that the value of the lease, easement, or franchise must be at least equal to the value of the private contribution.

If the valuations show that the value of the lease, easement, or franchise is not at least equal to the value of the private contribution, the PPI will be rejected and will not be accepted by CDOT.

2. Pursuant to § 43-1-1204(5), C.R.S. In exchange for a private contribution from a telecommunications provider, CDOT may allow that provider to install its telecommunications facilities in state highway (or other public) right-of-way, or otherwise use that right-of-way.

If that private contribution from a telecommunications provider is other than cash, such as in-kind telecommunication services for CDOT's use, then CDOT must perform a valuation of that private contribution (e.g., of in-kind services) to arrive at a cash value for that contribution. This valuation can be the same as the valuation of the private contribution described in #1 above, i.e., the same cash figure can be used.

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CDOT may perform such valuations in any commercially reasonable manner, based on then current industry standards. CDOT may use its own personnel, or consultant services, or use existing information, or any combination thereof, to perform such valuations.

In performing this valuation, CDOT will consider (but is not limited to): the cost to CDOT to purchase an equivalent level of use of telecommunication services/equipment in the then current market place; and the cost of the actual installation of such telecommunication services/equipment. The resulting cash equivalent valuation must be a reasonable estimate of the fair market value of the service or product provided to CDOT.

CDOT will include the results of that valuation in the PPI Agreement with that telecommunications provider. If any other similarly situated telecommunications provider(s) desires to install its telecommunications facilities in that same section of state highway (or other public) right-of-way, or otherwise use that same section of right-of-way, the other telecommunications provider(s) may have equal access to the same section of right-of-way by compensating CDOT the equivalent of that valuation as adjusted for inflation.

Provided, however, that CDOT may increase that valuation in direct proportion to any increase resulting from the applicable inflation rate since the initial installation or use of the right-of-way by the first telecommunication provider.

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THE COMPREHENSIVE AGREEMENT

Prior to starting or proceeding with any part of a proposal, the proposer(s) selected must enter into a comprehensive agreement with CDOT. A working group chaired by the Commission, and including the Chief Engineer, and a representative of the Office of the Attorney General, and appropriate CDOT staff, will be responsible for negotiating the comprehensive agreement. Each comprehensive agreement will define the rights and obligations of CDOT and the respective private proposer/operator with regard to the project, and will include all provisions required by § 43-1-1204, C.R.S.

The terms of the comprehensive agreement shall include but not be limited to:

1. The description of the Transportation Facility, the duration of the operator's rights to operate the Transportation Facility, and the conditions under which the Transportation Facility will be dedicated to the responsible public entity;
2. The mechanism by which user fees, if any, may be established from time to time upon agreement of the parties. Any user fees shall be set at a level that, taking into account any service payments, allows the private operator the rate of return on investment specified in the comprehensive agreement;
 - a. A copy of any service contract shall be filed with CDOT.
 - b. A schedule of the current user fees shall be made available by the private operator to any member of the public on request.
 - c. Classifications according to reasonable categories for assessments of user fees may be made.
3. The performance milestones that will be required of the operator;
4. The right of the operator to cross, subject to applicable permit requirements and other requirements of law, any highway rights-of-way;
5. The manner in which utilities are to be crossed or relocated and the obligation to pay the cost thereof;
6. The manner in which the operator and CDOT will work together to establish interconnections and interoperability between the Transportation Facility and other public transportation facilities;

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7. The procedures by and conditions under which CDOT will exercise its power of eminent domain, if at all, to facilitate the Transportation Facility;
8. The design, construction, operation, and maintenance standards with which the operator must comply;
9. The requirements of the operator to submit plans and specifications for the Transportation Facility to CDOT for approval;
10. The rights of CDOT to inspect construction of or improvements to the Transportation Facility;
11. The obligation of the operator to maintain the Transportation Facility and the rights of CDOT to monitor the operator's maintenance;
12. The right of the operator to make and enforce, with the consent of CDOT, reasonable rules with respect to the Transportation Facility;
13. The terms under which the operator will reimburse CDOT for services provided;
14. The reasonable maximum rate of return on investment authorized for the operator to earn, if any, and the formula by which such rate of return will be calculated and the distribution of project revenues;
15. The terms and conditions under which CDOT may contribute financial and/or in-kind resources, if any, for the Transportation Facility;
16. The events that will constitute operator defaults, operator's rights to notice and cure and the remedies available to CDOT;
17. The events that will constitute CDOT defaults, CDOT's rights to notice and cure and the remedies available to the operator;
18. Lender's rights and remedies with respect to operator defaults and CDOT remedies;
19. The events that will constitute *force majeure* and the remedies the parties will have in the event of occurrence;
20. The insurance and bonding requirements the operator will be required to meet at each stage;
21. The allocation between the operator and CDOT of liabilities for, among others, property damage, personal injury, Transportation Facility repair, and hazardous waste remediation;

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22. The obligations of the operator to maintain records, to allow inspection and audit and to provide regular reports to CDOT;
23. The conditions under which the operator may assign its rights under the comprehensive agreement and/or its rights to the Transportation Facility; and
24. Other requirements of the Act.

Any changes in the terms of the comprehensive agreement as may be agreed upon by the parties from time to time, shall be added to the comprehensive agreement by written amendment.

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APPENDIX

43-1-1201. Definitions. As used in this part 12, unless the context otherwise requires:

(1) "Private contribution" means the supply by a private entity of resources to accomplish all or any part of the work on a transportation system project, including funds, financing, income, revenue, cost sharing, technology, staff, equipment, expertise, data, or engineering, construction, or maintenance services.

(2) "Public benefit" means a department grant of a right or interest in or concerning a transportation system project, including:

(a) A lease or easement in, under, or above a state highway right-of-way, notwithstanding section 43-1-210;

(b) Any use of state highway right-of-way that does not impair highway operation or safety, notwithstanding section 43-3-101 (3);

(c) All or part of any revenue or income resulting from the private use of a state highway right-of-way;

(d) A money payment for services from available funds; and

(e) Any other benefit that is specifically authorized by law.

(3) "Public-private initiative" means a nontraditional arrangement between the department and one or more private or public entities that provides for:

(a) Acceptance of a private contribution to a transportation system project or service in exchange for a public benefit concerning that project or service other than only a money payment;

(b) Sharing of resources and the means of providing transportation system projects or services; or

(c) Cooperation in researching, developing, and implementing transportation system projects or services.

(4) "Retail goods and services" means all goods and services sold to the public other than communications services.

(5) "Transportation system" means the state transportation infrastructure and related systems, including highways and associated rights-of-way, bridges, vehicles, equipment, park and ride lots, transit stations, transportation management systems, and intelligent vehicle highway systems.

(6) "Unsolicited proposal" means a written proposal for a public-private initiative that is submitted by a private entity for the purpose of entering into an agreement with the department but that is not in response to a formal solicitation or request issued by the department.

43-1-1202. Department powers. (1) Notwithstanding any other law, the department may:

(a) Solicit and consider proposals, enter into agreements, grant benefits, and accept contributions for public-private initiatives pursuant to this part 12 concerning any of the following:

(I) Use of advanced transportation technologies for traveller information services;

(II) Systems for road weather information, safety warning, advanced traffic management, information broadcasting, real-time transit information, route finding and vehicle navigation, and collision avoidance;

(III) Hazardous and nonhazardous incident detection, response, and removal and facilitation of emergency medical response;

(IV) Promotion of private investment in traffic operations centers, use of telecommunications, use of telecommuting to reduce transportation demand, conversion of defense technologies to civilian transportation uses, operational efficiency on urban and rural roads, and electronic payment for transportation services;

(V) Voluntary emissions testing and mitigation;

(VI) Ride matching and reservation in support of demand management;

(VII) Safety monitoring systems;

(VIII) Commercial fleet management and electronic clearance of ports of entry;

(IX) Development of national standards and protocols for intelligent transportation systems; and

(X) Design, financing, construction, operation, maintenance, and improvement of turnpike projects within the state pursuant to part 2 of article 3 of this title;

(b) Solicit proposals for public-private initiatives as competitive sealed proposals pursuant to section 24-103-203, C.R.S.;

(c) Consider and accept unsolicited proposals pursuant to section 43-1-1203;

(d) Grant a public benefit in or concerning a transportation system project in exchange for a private contribution to that project, but the term of any lease, easement, or franchise granted by the department as a public benefit under this part 12 shall:

(I) Reasonably relate to the value of the private contribution as determined by the department; and

(II) Not exceed ninety-nine years;

(e) Accept a private contribution to a transportation system project;

(f) Exercise any power of the department authorized by law to facilitate the development and performance of public-private initiatives.

(2) Services shall not be provided under this part 12 unless they are consistent and compatible with the use and zoning of the land adjacent to the right-of-way.

(3) Retail goods and services shall not be authorized under this part 12. This subsection (3) shall not prohibit retail goods and services existing on April 17, 1995, nor any vending facilities defined in section 26-8.5-101, C.R.S.

43-1-1203. Unsolicited and comparable proposals. (1) The department may consider, evaluate, and accept an unsolicited proposal for a public-private initiative only if the proposal complies with all of the requirements of this section.

(2) The department may consider an unsolicited proposal only if the proposal:

(a) Is innovative and unique;

(b) Is independently originated and developed by the proposer;

(c) Is prepared without department supervision;

(d) Is not an advance proposal for a known department requirement that can be acquired by competitive methods; and

(e) Includes sufficient detail and information for the department to evaluate the proposal in an objective and timely manner and to determine if the proposal benefits the department.

(3) If the unsolicited proposal does not comply with the requirements of subsection (2) of this section, the department shall return the proposal without further action. If the unsolicited proposal complies with all the requirements of subsection (2) of this section, the department may further evaluate the proposal pursuant to this section.

(4) The department shall base its evaluation of the unsolicited proposal on the following factors:

(a) Unique and innovative methods, approaches, or concepts demonstrated by the proposal;

(b) Scientific, technical, or socioeconomic merits of the proposal;

(c) Potential contribution of the proposal to the department's mission;

(d) Capabilities, related experience, facilities, or techniques of the proposer or unique combinations of these qualities that are integral factors for achieving the proposal objectives;

(e) Qualifications, capabilities, and experience of the proposed principal investigator, team leader, or key personnel who are critical in achieving the proposal objectives; and

(f) Any other factors appropriate to a particular proposal.

(5) The department may accept an unsolicited proposal only if:

(a) The unsolicited proposal receives a favorable evaluation; and

(b) The department makes a written determination based on facts and circumstances that the unsolicited proposal is an acceptable basis for an agreement to obtain services either without competition or after the actions are taken pursuant to subsection (6) of this section, as applicable.

(6) If the unsolicited proposal requires the department to spend public moneys in an amount that is reasonably expected to exceed fifty thousand dollars in the aggregate for any fiscal year, including an unsolicited proposal for a public project as defined in section 24-92-102 (8), C.R.S., the department shall take the following actions, except as otherwise provided in subsection (7) of this section, before accepting the unsolicited proposal:

(a) Provide public notice that the department will consider comparable proposals. The notice shall:

(I) Be given at least fourteen days prior to the date set forth therein for the opening of proposals, pursuant to rules. Such notice may include publication in a newspaper of general circulation at least fourteen days prior to considering comparable proposals.

(II) Be provided to any person or entity that expresses, in writing to the department, an interest in a public-private initiative that is similar in nature and scope to the unsolicited proposal;

(III) Outline the general nature and scope of the unsolicited proposal, including the location of the transportation system project, the work to be performed on the project, and the terms of any private contributions offered and public benefits requested concerning the project;

(IV) Request information to determine if the proposer of a comparable proposal has the necessary experience and qualifications to perform the public-private initiative; and

(V) Specify the address to and the date by which the comparable proposals must be submitted, allowing a reasonable time to prepare and submit the proposals;

(b) Determine, in its discretion, if any submitted proposal is comparable in nature and scope to the unsolicited proposal and warrants further evaluation;

(c) Evaluate each comparable proposal, taking relevant factors into consideration; and

(d) Conduct good faith discussions and, if necessary, negotiations concerning each comparable proposal.

(7) The actions required by subsection (6) of this section do not apply to an unsolicited research proposal if the department reasonably determines that the actions would improperly disclose either the originality of the research or proprietary information associated with the research proposal.

(8) The department may accept a comparable proposal submitted pursuant to subsection (6) of this section if the department determines that the comparable proposal is the most advantageous to the state in comparison to an unsolicited proposal or other submitted proposals.

(9) If the unsolicited proposal is accepted or if a comparable proposal is accepted pursuant to subsection (8) of this section, the department shall use the proposal as the basis for negotiation of an agreement.

(10) The department's procurement officer or the procurement officer's designee has the authority to make the determinations and take the actions required by this section.

43-1-1204. Public-private initiative agreement. (1) The department shall enter into an agreement for each public-private initiative.

(2) The department shall include terms and conditions in the agreement that it determines are appropriate in the public interest and to protect highway and traffic safety.

(3) The agreement shall provide that:

(a) The private entity shall not pledge or cause a lien to be created on the transportation system or right-of-way involved in the transportation system project;

(b) The department owns the highway and right-of-way involved in the transportation system project at all times.

(4) Notwithstanding the fact that the department enters into an agreement for a public-private initiative, the department is not a partner or a joint venturer with the private entity for any purpose.

(5) The department shall not enter into any exclusive arrangement, lease, or other agreement for use of the public rights-of-way by a telecommunications provider that in any way discriminates or prevents a similar arrangement being made with any other telecommunications provider. All leases of rights-of-way to telecommunications providers must be done on a nondiscriminatory same-term basis. If a telecommunications provider compensates the state in other than cash, a cash equivalent value must be imputed and attached to the agreement, and any other telecommunications provider may have equal access to the right-of-way for the cash equivalent. The cash equivalent shall be an estimate of the fair market value of the service or product provided to the state, and a telecommunications provider may ask a court of competent

jurisdiction to review the imputed monetary amount which the court may lower to the reasonable fair market value if necessary.

43-1-1205. Revenue - disposition - use. The department shall deposit any private contribution of money and any department share of revenue or income resulting from a transportation system project, if any, in the state highway supplementary fund created in section 43-1-219. The department shall use the contributed moneys for transportation purposes.

43-1-1206. Rules. The transportation commission created pursuant to section 43-1-106 shall adopt rules that it determines are necessary or appropriate to implement this part 12, including rules on the solicitation and evaluation of public-private initiatives, initiative agreements, private contributions, public benefits to be granted in exchange for contributions, and the receipt, content, and proper handling of unsolicited or comparable proposals for transportation system projects.

43-1-1207. Applicability - public highway use by public and private entities. This part 12 is subject to applicable state and federal laws to the extent that such laws authorize the use of public highways by any public or private entity.

43-1-1208. Repeal of part. This part 12 is repealed, effective July 1, 2000. The repeal of this part 12 shall have no effect on contracts entered into on or before July 1, 2000.

43-3-201. Legislative declaration. The development and improvement of the public highways and roads within the state of Colorado being essential to the well-being and prosperity of the state and the inhabitants thereof, it is declared to be the policy and purpose of the general assembly to provide for such development and improvement by conferring additional powers on the department of transportation as a body corporate under the laws of the state of Colorado.

43-3-202. Powers granted to department. (1) In addition to the powers now possessed by it, the department of transportation has power:

(a) To formulate, by its own initiative or by recommendation of the governor, plans for the development and improvement of the state highway system by the construction of turnpikes within the state and to conduct engineering surveys and perform any other acts necessary in determining the feasibility of such plans. **"Turnpike" means any highway or express highway, tunnel, or toll tunnel constructed under the provisions of this part 2 and includes all bridges, tunnels, overpasses, underpasses, interchanges, entrance plazas, approaches, toll houses, service stations, and administration, storage, and other buildings which the department of transportation may deem necessary for the operation of such turnpike, together with all property, rights, easements, and interests which may be acquired by the department of transportation for the construction or the operation of such turnpike.**

(b) To design, finance, construct, operate, maintain, improve, and reconstruct turnpikes in the state and to acquire, construct, operate, control, and use the turnpikes and all works, facilities, and means necessary or convenient to the full exercise of the powers granted in this section. It is declared that such turnpikes are public highways of the state.

(c) To take all steps and adopt all proceedings and to make and enter into all contracts or agreements with other states, the United States, or any of its agencies, instrumentalities, or departments, including, without limiting the generality of the foregoing, the reconstruction finance corporation or with public corporations within the state necessary or incidental to the performance of its duties and the execution of its powers under this part 2; but any contract relating to the financing of any such construction, maintenance, improvement, or reconstruction shall be approved by the governor before the same becomes effective;

(c.5) To make and enter into contracts or agreements with one or more public or private entities to design, finance, construct, operate, maintain, reconstruct, or improve a turnpike project by means of a public-private initiative pursuant to section 43-3-202.5 and part 12 of article 1 of this title;

(d) To establish, revise periodically, and collect fees, fares, and tolls for the privilege of traveling along and over the turnpikes and for such other uses as may be made available by the establishment of such turnpikes, to adopt such rules governing the use of the turnpikes as the department of transportation may determine to be advisable, and to exercise such other powers and authority as may be necessary or convenient to the practical and full operation and use thereof;

(e) To set aside in a special sinking fund and to pledge any and all fees, fares, and tolls and all income however derived to the payment of the principal of and the interest on the bonds authorized in this part 2 to be issued;

(f) To set aside in a special sinking fund and to pledge from the proceeds in the state highway fund derived from the imposition of licenses, registration, and other charges with respect to the operation of any motor vehicle upon any public highway of the state and the proceeds from the imposition of any excise tax on gasoline or other liquid motor fuel an amount sufficient to insure the payment of the principal and interest on the bonds authorized in this part 2 to be issued promptly as the same respectively become due; except that any such pledge shall first be approved by joint resolution of the senate and house of representatives and further except that the amount so set aside and pledged shall not exceed in any one year one hundred percent of the total of the following:

(I) The amount of principal and interest falling due during such year; and

(II) The amount required to be paid into the special sinking fund as a reasonable reserve for the payment of the bonds authorized in this part 2 in accordance with the resolution of the transportation commission authorizing their issuance as approved by the joint resolution of the senate and house of representatives.

(g) To accept grants and permits from and to cooperate with the United States or any agency, instrumentality, or department thereof in the construction, reconstruction, maintenance, improvement, operation, and financing of turnpikes or their appurtenances and to do all things necessary to avail itself of such cooperation;

(h) To designate as a turnpike project a described territory or a described portion of the highway system of the state to be constructed or improved under this part 2;

(i) To cooperate, negotiate, and contract with other states in any manner necessary to effect the purposes of this part 2;

(j) To require that each contractor to whom is awarded any contract for the construction, erection, repair, maintenance, or improvement of any turnpike, as defined in paragraph (a) of this subsection (1), shall, before entering upon the performance of any work included in said contract, execute, deliver to, and file with the department of transportation a good and sufficient bond to be approved by the department of transportation in an amount to be fixed by the department of transportation, which amount shall be not less than twenty-five percent of the total amount payable by the terms of said contract. Such bond shall be duly executed by a qualified corporate surety, conditioned for the faithful performance of the contract according to the terms thereof, and, in addition, shall provide that, if the contractor or his subcontractors fail to duly pay for any labor, materials, motor vehicle or team hire, sustenance, provisions, provender, or other supplies used or consumed by such contractor or his subcontractor or contractors in performance of the work contracted to be done, the surety will pay the same in an amount not exceeding the sum specified in the bond, together with interest at the rate of eight percent per annum.

43-3-202.5. Public-private initiatives - legislative declaration. (1) The general assembly hereby finds and declares that:

(a) The department of transportation is in need of funds to invest in new infrastructure projects, including turnpikes, within the state transportation system, and public-private partnerships can provide the state with a new source of capital for such projects;

(b) Privately-developed transportation projects can result in time and cost savings, risk reduction, and new tax revenues to the state; and

(c) Public-private agreements can be utilized by the state not only for the development of new turnpikes but also for the modernization and improvement of existing turnpikes.

(2) The department of transportation may enter into public-private initiatives pursuant to part 12 of article 1 of this title for the following purposes:

(a) To design, finance, construct, and operate a new turnpike project within the state; or

(b) To improve an existing turnpike project in the state by modernizing, upgrading, expanding, or maintaining an existing turnpike facility.

(3) (a) The department of transportation is authorized to solicit and consider proposals, enter into agreements, grant public benefits, and accept contributions for public-private initiatives pursuant to part 12 of article 3 of this title concerning the purposes set forth in subsection (2) of this section.

(b) As used in this subsection (3), "public benefit" has the same meaning as set forth in section 43-1-1201 (2).

(4) A public-private initiative under this section shall include a provision that the public or private entity shall secure and maintain liability insurance coverage during the construction and improvement of any turnpike project in amounts appropriate to protect a project's viability.

**COLORADO HIGH PERFORMANCE TRANSPORTATION ENTERPRISE
PROJECT PROPOSAL GUIDELINES (THE "GUIDELINES")**

1. INTRODUCTION

- 1.1 These Guidelines are intended to provide a project identification and evaluation process to be utilized by the Colorado High Performance Transportation Enterprise (the "Enterprise") in connection with its pursuit of public-private partnerships and other innovative and efficient means of completing surface transportation infrastructure projects in accordance with the provisions of Section 43-4-806, Colorado Revised Statutes, as amended. The Enterprise recognizes that each project will have its unique characteristics and goals and that tailored approaches to assessing and implementing projects will be required for the Enterprise's program to be successful. The Enterprise intends to retain the flexibility to modify or deviate from these Guidelines as it sees fit and in the interest of the State and the public.
- 1.2 These Guidelines may be revised from time to time and such revisions will be promptly posted on the Enterprise's website. Those performing work or otherwise relying on these Guidelines assume all risks related to any revisions. The Enterprise will not be liable for any damages sustained by anyone based on a modification or failure to modify the Guidelines. In addition, the Enterprise, at its sole discretion, may waive or deviate from some or all of these Guidelines where it deems such waiver(s) or deviation to be in the best interest of the State. In no event shall any such waiver or deviation result in any liability for the Enterprise, the State or any other party.

2. INTERPRETATION

- 2.1 Definitions. The following definitions are provided to assist in understanding of the Guidelines and may be modified in any Solicitation Documents or Agreements issued by the Enterprise:

"Agreement"	means a binding document or series of documents between the Enterprise (or the Enterprise and CDOT) and a Person that outline the basis on which to plan, finance, design, engineer, construct, install, acquire, operate and maintain (or any combination of these activities) an Eligible Project.
"Bidder"	means a Person or Consortium who seeks to enter into an Agreement in response to Solicitation Documents.
"CDOT"	means, the Colorado Department of Transportation created in Section 24-1-128.7, Colorado Revised Statutes, as amended.
"Consortium"	means two or more Persons acting together for the purpose of seeking to enter into an Agreement.
"Eligible Project"	means any surface transportation infrastructure project as defined in Section 43-4-803(23), Colorado Revised Statutes, as amended.

"Person"	means any individual, sole proprietorship, corporation, partnership, unincorporated association or public entity and includes successors and permitted transferees and their assigns.
"Project Participant"	means any Person or Consortium who or which enters into an Agreement.
"Solicitation Documents"	means procurement documents, including but not limited to requests for information, requests for proposals, requests for qualifications and statements of qualifications, initiated by the Enterprise in connection with an Eligible Project.
"Solicited Proposal"	means a procurement initiated and issued by the Enterprise in connection with an Eligible Project either (i) through a determination by the Enterprise that, based on its findings and evaluations, a procurement for such Eligible Project is in the best interest of the State or (ii) through a determination by the Enterprise that, based on an Unsolicited Proposal, a procurement is in the best interest of the State.
"State"	means the State of Colorado.
"Unsolicited Proposal"	means a submittal by a potential Project Participant with respect to an Eligible Project which has not been initiated by the Enterprise.

2.2 In these Guidelines

- (a) the singular includes the plural and vice versa;
- (b) the headings are inserted for convenience only and shall not affect interpretation of the Guidelines;
- (c) when there are references with general words followed by a list to make it clear that those general words "include" the matters set out in that list, then the contents of the list shall be taken not to limit the generality of those general words; and
- (d) in accordance with these Guidelines the Enterprise is free to exercise its discretion in such matters as it considers necessary or expedient in the light of all circumstances prevailing at the time which the Enterprise considers to be relevant.

3. **UNSOLICITED PROPOSALS**

- 3.1 The Enterprise may consider and evaluate an Unsolicited Proposal, or decline to do so, in accordance with the provisions of this Section 3. The Enterprise may, in its sole discretion, decline to consider and evaluate an Unsolicited Proposal, in which case it shall so notify the Person or Consortium submitting that Unsolicited Proposal. If the Enterprise makes a determination to consider and evaluate an Unsolicited Proposal,

then, upon completion of its evaluation in accordance with the provisions of this Section 3, it shall proceed as provided in Paragraph 3.5 hereof.

- 3.2 In determining whether to consider and evaluate an Unsolicited Proposal, the Enterprise shall have regard to all or any facts and matters which the Enterprise considers to be relevant, including:
- (a) the resources available to the Enterprise, both from its own staff and from any necessary or desirable consultants and external resources, to enable it to conduct the evaluation;
 - (b) the extent to which the Unsolicited Proposal appears to offer benefits to the State by fulfilling requirements related to an Eligible Project identified by the Enterprise or CDOT as a priority;
 - (c) the extent to which the Unsolicited Proposal presents a financing plan that efficiently includes Enterprise/CDOT funding and/or maximizes project revenues to present a viable funding proposal;
 - (d) the extent to which the Unsolicited Proposal may significantly shorten a timetable for satisfying a known requirement in any plan set out by CDOT or the Enterprise; and
 - (e) the extent to which the Enterprise or CDOT is already developing its own plans for meeting the requirement which the Unsolicited Proposal is seeking to address.
- 3.3 Except as otherwise determined by the Enterprise, the Enterprise will only consider an Unsolicited Proposal if the Enterprise is given a royalty-free license in any and all intellectual property rights comprised in the Unsolicited Proposal to the full extent necessary to enable the Enterprise to accept the proposal (with or without amendments) for the purpose of seeking competitive proposals as contemplated in Subparagraph 3.5(a) hereof. The Person or Consortium making an Unsolicited Proposal may identify appropriate material contained therein as proprietary or confidential; however, the Enterprise may disclose proprietary or confidential material contained in the Unsolicited Proposal to CDOT personnel, the Transportation Commission or the Enterprise Board of Directors. At the time of submission to the Enterprise the Proposer must also include an executive summary covering the major elements of the Unsolicited Proposal that do not address the Proposer's price, financing plan or other confidential or proprietary information or trade secrets that the Proposer intends to be exempt from disclosure. The Executive Summary will be a public document and will be posted on the Enterprise's website. The executive summary will also be used in connection with seeking competitive proposals as contemplated in Subparagraph 3.5(a) hereof. In the event the Enterprise determines that it is unable to effectively solicit competitive proposals due to the scope of the material in the Unsolicited Proposal that has been designated as proprietary or confidential, the Enterprise may either (i) negotiate with the Person or Consortium submitting the Unsolicited Proposal to allow the use of so much of such proprietary or confidential information as the Enterprise determines is required for use in connection with seeking competitive proposals or (ii) determine not to proceed further with the Unsolicited Proposal.
- 3.4 The Enterprise will only accept submission of an Unsolicited Proposal if, at the time the Unsolicited Proposal is submitted, the Person or Consortium making the Unsolicited Proposal pays to the Enterprise an initial fee of \$1,000. Such initial fee shall be nonrefundable, whether or not the Enterprise chooses to consider and evaluate the

Unsolicited Proposal. If the Enterprise decides to proceed to consider and evaluate an Unsolicited Proposal, then it may make it a condition of proceeding that the Person or Consortium making the Unsolicited Proposal agrees to pay an amount to be determined by the Enterprise to cover the actual costs incurred by the Enterprise in considering and evaluating the Unsolicited Proposal. The Person or Consortium making the Unsolicited Proposal may withdraw such Unsolicited Proposal if it is unwilling to pay such actual costs. In the event that, following a solicitation based upon an Unsolicited Proposal, an award is made for the Eligible Project described in the Unsolicited Proposal to a Bidder other than the Person or Consortium making the Unsolicited Proposal, the Enterprise will require that the successful Bidder pay the Enterprise an amount sufficient for the Enterprise to reimburse the Person or Consortium making the Unsolicited Proposal for amounts paid by such Person or Consortium to the Enterprise for the actual costs incurred by the Enterprise to consider and evaluate the Unsolicited Proposal.

- 3.5 On completion of the evaluation of an Unsolicited Proposal, the Enterprise may:
- (a) seek proposals for the Eligible Project described in the Unsolicited Proposal either (i) in accordance with the procedures set forth in Section 4 hereof, subject to such amendments to the Unsolicited Proposal as the Enterprise may consider appropriate, or (ii) in accordance with such alternative procedures as the Enterprise may determine are appropriate under the relevant circumstances and will encourage competition, provide transparency and ensure nondiscriminatory treatment of potential bidders, subject, however, in either case to exceptions of the type described in Paragraph 4.8 hereof; or
 - (b) notify the proposer(s) that the Enterprise will not proceed any further with the Unsolicited Proposal, and provide a general description of the reasons for that decision.

4. SOLICITED PROPOSALS

- 4.1 The Enterprise may solicit proposals in connection with an Eligible Project when it determines either that, based on its findings and evaluations, a procurement for such Eligible Project is in the best interest of the State or that, based on an Unsolicited Proposal, a procurement for such Eligible Project is in the best interest of the State.
- 4.2 In connection with any Solicited Proposal, the Enterprise will issue such Solicitation Documents as it determines may be appropriate under the circumstances. The Solicitation Documents may include such terms and requirements as are determined by the Enterprise to be appropriate and may request submission of such information, including financial and technical information, as the Enterprise determines to be necessary or useful in evaluating any proposal and the viability of the relevant Eligible Project.
- 4.3 The Enterprise may provide in the Solicitation Documents that the solicitation will take place in successive stages, in order to reduce the number of proposals to be negotiated at each stage, by applying criteria as set forth in the Solicitation Documents.
- 4.4 Prior to issuing any Solicitation Documents, the Enterprise may request expressions of interest in relation to an Eligible Project and take such other preliminary steps as it may deem appropriate to engage with potential Bidders, including but not limited to, conducting meetings with industry participants in order to inform the industry of the opportunity and to hear industry suggestions which may, in the Enterprise's sole discretion, be incorporated into the Solicitation Documents.

- 4.5 For the purpose of encouraging competition, providing transparency and ensuring the nondiscriminatory treatment of potential Bidders, the Enterprise shall, except in certain circumstances as set forth in Paragraph 4.8, provide public notices in connection with its solicitations by such means and in such forms as shall be appropriate under the circumstances, including the publication of the applicable Solicitation Documents. Such public notices may precede or be accompanied by the applicable Solicitation Documents and may include an estimated timetable relating to the solicitation process if available.
- 4.6 The Enterprise may consider requests for further information relating to the Solicitation Documents as may be reasonably requested by a Bidder, and, if the Enterprise determines it appropriate under the circumstances to provide such further information, it will supply such information to all Bidders, provided that the request for such information is received in sufficient time to enable the Enterprise to supply it.
- 4.7 If the Bidder consists of or includes a Consortium, the Bidder may rely on the capacities of the members of the Consortium in responding to and complying with the requirements set forth in the Solicitation Documents regardless of whether or not the members of the Consortium have entered into a legal relationship for purposes of submitting a proposal. If the Enterprise awards an Agreement to a Consortium, it may, if the Enterprise deems it to be necessary or expedient for the satisfactory performance of the Agreement, require the Consortium to form a legal entity before entering into, or as a term of, the Agreement.
- 4.8 The Enterprise may elect not to provide a public notice in connection with the solicitation of work or services relating to an Eligible Project in certain circumstances, including the following:
- (a) when, for technical, artistic or design reasons, or for reasons connected with the protection of exclusive rights, an Agreement may be awarded only to a particular Bidder;
 - (b) when for reasons of extreme urgency brought about by events unforeseeable by the Enterprise there is insufficient time to provide for the step of issuing a public notice;
 - (c) when the Enterprise wants a Project Participant which has entered into an Agreement with the Enterprise to carry out additional work or to provide additional services
 - (i) which were not included in the project initially considered or in the original Agreement but which through unforeseen circumstances have become necessary; and
 - (ii) which cannot for technical or economic reasons be carried out or provided separately from those under the original Agreement without major inconvenience to the Enterprise; and
 - (d) when the Enterprise wants a Project Participant which has entered into an Agreement with the Enterprise to carry out new work or to provide new services which are a repetition of the work or services provided under the original Agreement and which are in accordance with the project for the purpose of which the first Agreement was entered into.
- 4.9 All material submitted by Bidders in response to Solicitation Documents will be the property of the Enterprise. As may be further provided in the Solicitation Documents, any

material submitted by Bidders and requested to be treated as proprietary or confidential will be identified and treated in accordance with the relevant procedures set forth in the Solicitation Documents. After a final determination is made by the Enterprise in connection with a Solicited Proposal, all material submitted by Bidders, except material treated as proprietary or confidential in accordance with the Solicitation Documents, will become public record and open to inspection.

- 4.10 The evaluation of Solicited Proposals shall be made by a committee selected by the Director of the Enterprise to evaluate the merits of all responses received in connection with Solicited Proposals. The specific evaluation criteria to be utilized by the committee and any weighting of such criteria will be specified in the Solicitation Documents. Failure of a Bidder to provide in its proposal any information requested by the Solicitation Documents may result in disqualification of the proposal. During the evaluation process, meetings may be scheduled with Bidders, either individually or as a group, to the extent the committee determines that additional information or clarification is needed that would assist in the evaluation process. The recommendations of the committee will be forwarded to the Director of the Enterprise for final approval by the Board or, if the authority is delegated, by the Director.
- 4.11 The Enterprise reserves the right to reject any and all proposals received in response to Solicitation Documents or to cancel the Solicited Proposal process if it is in the best interest of the Enterprise or the State to do so. The Enterprise may reject any proposal received in response to Solicitation Documents if the Bidder, any member of a Consortium acting as a Bidder or any Person who has powers of representation, decision or control of the Bidder or any member of a Consortium acting as the Bidder is ineligible to contract with the State, CDOT or the Enterprise under applicable provisions of federal or state law or under any rules or regulations applicable to the State, CDOT or the Enterprise.
- 4.12 The Enterprise will not be liable for any costs incurred by Bidders prior to the execution of the relevant Agreement or other contract. All costs to prepare and submit responses to Solicitation Documents shall be borne solely by the Bidders. Nothing in Paragraph 4.12 will prevent the Enterprise, in its sole discretion, from offering stipends and/or cancellation payments to Bidders on such terms as may be determined by the Enterprise.
- 4.13 The award in connection with a Solicited Proposal will be made to the Bidder whose proposal is determined to be the most advantageous to the State and the Enterprise, and shall be subject to negotiation and execution of an acceptable Agreement.
- 4.14 At the Enterprise's discretion, it may solicit a proposal that complies with the Colorado Procurement Code (CRS § 24-103-101, et al.). If the Enterprise determines that a solicitation will comply with the procurement code, the following shall occur to the extent that they have not already occurred following HPTE's process for Solicited Proposals outlined above:
 - (a) Prior to a solicitation being advertised, a representative of the Enterprise shall meet with CDOT's Purchasing Director to discuss the solicitation and process, to discuss all written determinations that must be made under the Procurement Code and the development of the official file;
 - (b) CDOT's Purchasing Director may determine "competitive sealed proposals" is the most advantageous and practical procurement method for HPTE solicited proposals, and if this determination is made, Colorado Procurement Rule R-24-103-203 shall be followed;

- (c) the Solicited Proposal will be advertised for a minimum of thirty (30) days unless CDOT's Purchasing Director determines a shorter time is warranted;
- (d) If CDOT's Purchasing Director, pursuant to Colorado Procurement Rule R-24-102-202.5-.2, determines that the Colorado Bid Information and Distribution System (BID) is not likely to yield adequate competition, the Solicited Proposal will be advertised on the Enterprise's website and not on BIDS;
- (e) the Solicited Proposal shall state the evaluation factors;
- (f) If a Solicited Proposals warrants it, a shortlist will be created and individuals or firms will be given a minimum of seven business days to prepare for an interview;

The award shall be made to the responsible offeror whose Solicited Proposal is determined in writing to be the most advantageous to the Enterprise, taking into consideration the price and the evaluation factors set forth in the Solicited Proposal. No other factors or criteria shall be used in the evaluation.

Resolution #BE –

Resolution Authorizing Use of the HPTE Project Proposal Guidelines for Public Private Partnership or Co-Development Proposals

Approved by the Bridge Enterprise Board of Directors on March 19, 2015

WHEREAS, pursuant to 43-4-805(2)(a)(I) C.R.S., the Colorado Bridge Enterprise (“CBE”) was created as a government-owned business within the Colorado Department of Transportation (“CDOT”); and

WHEREAS, the business purpose of the Bridge Enterprise is to finance, repair, reconstruct, and replace Designated Bridges (as defined in 43-4-803(10), C.R.S.) in the State; and

WHEREAS, Section 43-4-805(5)(f), C.R.S. authorizes the Bridge Enterprise Board to make and enter into contracts or agreement with a private entity to facilitate a public-private initiative; and

WHEREAS, the Transportation Commission in TC Resolution #_____, in February 2015, determined that the I-70 East Corridor Project shall move forward utilizing the optimal financing structure available to CDOT within a Design Build Finance Operate Maintain procurement and delivery process; and

WHEREAS, also in TC Resolution #_____, the Transportation Commission approved a governance structure for the I-70 East Corridor Project in which CBE will be the managing partner on the Project and CBE and the Colorado High Performance Transportation Enterprise (“HPTE”) will enter into an anticipate concession agreement with a private partner; and

WHEREAS, the CBE Board has not previously adopted guidelines for the solicitation and pursuit of public-private initiatives; and

WHEREAS, the Transportation Commission adopted Public-Private Initiative Guidelines in 1998 and the HPTE Board adopted Project Proposal Guidelines (“HPTE Guidelines”) in June 2011 and updated these guidelines in June 2013; and

WHEREAS, the 1998 Transportation Commission Guidelines are somewhat dated and provide less flexibility for evaluating public private proposals than the more recently adopted HPTE Guidelines; and

WHEREAS, CDOT, CBE and HPTE staff desire to utilize the HPTE Guidelines for purposes of soliciting and evaluating proposals submitted for the I-70 East Corridor Project; and

NOW THEREFORE BE IT RESOLVED, the Bridge Enterprise Board approves the use of the HPTE Guidelines for purposes of soliciting and evaluating competing proposals submitted for the I-70 East Viaduct Project.

Herman Stockinger

Secretary, Bridge Enterprise Board of Directors



COLORADO
Department of Transportation
Statewide Bridge Enterprise

4201 E. Arkansas Ave., Room 124B
Denver, CO 80222

MEMORANDUM

TO: Bridge Enterprise Board of Directors
FROM: Scott McDaniel, PE, Director of Project Support
DATE: March 19, 2015
SUBJECT: Appointment of Bridge Enterprise Director Resolution

PURPOSE OF THE RESOLUTION:

With the departure of Mr. Donald Hunt as the Executive Director of CDOT and Director of Bridge Enterprise, a new Bridge Enterprise Director must be appointed. Governor John Hickenlooper has appointed Mr. Shailen Bhatt as the new CDOT Executive Director, and the CDOT Executive Director also serves as the Director of Bridge Enterprise.

The attached resolution officially appoints Mr. Shailen Bhatt as the new Bridge Enterprise Director.

Resolution #BE-
Appointment of Bridge Enterprise Director

Approved by the Bridge Enterprise Board of Directors on:

WHEREAS, C.R.S. 43-4-805 creates the statewide Bridge Enterprise (Bridge Enterprise) as a government-owned business within the Colorado Department of Transportation (CDOT); and

WHEREAS, the business purpose of the Bridge Enterprise is to finance, repair, reconstruct and replace bridges designated as structurally deficient or functionally obsolete and rated as poor by CDOT; and

WHEREAS, pursuant to C.R.S. 43-4-805(2)(a)(I), the Bridge Enterprise Board shall, with the consent of the CDOT Executive Director, appoint a Bridge Enterprise Director to oversee the discharge of all responsibilities of the Bridge Enterprise; and

WHEREAS, the Bridge Enterprise Director shall serve at the pleasure of the Bridge Enterprise Board and shall possess such qualifications as established by the Bridge Enterprise Board and the State Personnel Board; and

WHEREAS, the Director of the State Personnel Board has concurred with the qualifications previously submitted by CDOT for the Bridge Enterprise Director; and

WHEREAS, by virtue of the change in administrations and the departure of Don Hunt as Executive Director of CDOT and as Director of the Bridge Enterprise it is necessary to appoint a new Bridge Enterprise Director.

NOW THEREFORE BE IT RESOLVED, the Bridge Enterprise Board of Directors hereby appoints Shailen Bhatt as the Bridge Enterprise Director, and acknowledges that Mr. Bhatt is also the Executive Director of CDOT.

Herman Stockinger
Secretary, Bridge Enterprise Board of Directors



MEMORANDUM

TO: Bridge Enterprise Board of Directors
FROM: Scott McDaniel, PE, Director of Project Support
DATE: March 19, 2015
SUBJECT: March 2015 Bridge Enterprise Progress Report

PURPOSE

The Bridge Enterprise (BE) team has prepared a progress report presentation to update the Board members of recent program initiatives, statistics and successes. No action from the Board is requested; this report is for informational purposes only. Summarized below are the elements contained in the report:

PROGRAM SCHEDULE AND SPI:

The BE program schedule has been updated for work complete through February 2015. The February Schedule Performance Index (SPI) = 0.90, 0.02 decrease from prior month (January SPI = 0.92). Note: Program Goal SPI \geq 0.90. As noted in previous presentations, a flux or stagnation in the index is expected as the remaining program projects are in various stages and/or face significant obstacles, e.g. railroad or utilities issues.

Additional factors affecting the current SPI both positively and negatively are:

- Over-performing projects
 - 4 projects with \$10.4M in combined Earned Value (EV) greater than planned
 - Increases overall program SPI by 0.019; a decrease of 0.003 from prior month
- Under-performing projects
 - 13 Railroad projects with \$44.6M in combined lost EV
 - Reduces overall program SPI calculation by 0.08; an increase of 0.01 from prior month

INITIATIVES AND RECENT ACTIVITY:

The BE team continues to collaborate with CDOT in managing, monitoring and reporting on the progress and success of the program. Some recent program tasks and initiatives include:

- OSA FASTER Performance Audit reporting and RFI responses
- Guidance document updates
- Quarterly reporting
- Ongoing project coordination
- Closeout and deprogramming funds from completed projects
- 100-Year bridge design
- Programming of new projects for preconstruction
- PMO coordination



TOTAL PROGRAM FINANCIAL PERFORMANCE

Expenditure and encumbrance data through January 31, 2015 summarized below:

- Projected Expenditures: Increased by \$12.8 M or 2.2%
- Actual Expenditures: Overall increased by \$5.6 M or 1.2% | Bond increased by \$5.5 M or 1.9%
- Encumbrance Balance: Overall increased by \$1.1 M or 0.8% | Bond decreased by (\$4.8 M) or (28.4%)

STATUS OF FASTER ELIGIBLE BRIDGES

There are currently 183 bridges eligible for the BE program.

Completed	106
In Construction	21
Design Complete	2
In Design	14
Remaining	24
No Action Proposed	16

STATUS OF \$300M BOND BRIDGES

There are currently 93 bridges in the BE bond program.

Completed	56
In Construction	21
Design Complete	2
In Design	13
No Action Proposed	1*

*deemed ineligible

STATUS OF 30 MOST DEFICIENT BRIDGES

- The CBE has completed 28 of the 30 bridges originally identified as the most deficient.
 - Design/reconstruction for L-18-M (R2, I-25 N over Indiana Ave. Pueblo) expected by end of CY2015.
 - The I-70 Viaduct will be the final original ‘30 worst’ bridge addressed.

(The report also contains the status of the 30 worst bridges based on 2014 ratings.)

DISADVANTAGED BUSINESS ENTERPRISE (DBE) PARTICIPATION

Monthly Report: FFY Monthly Report: FFY 2015 (10/1/14 - 1/31/15)	
2 Prime Contracts Awarded	\$22,434,000
36 Subcontracts Awarded	\$3,607,100
19* Total DBE Contracts Awarded	\$2,886,654
Overall DBE Participation on BE Contracts this Period	12.9%

*The 19 subcontracts went to 16 individual DBE firms.

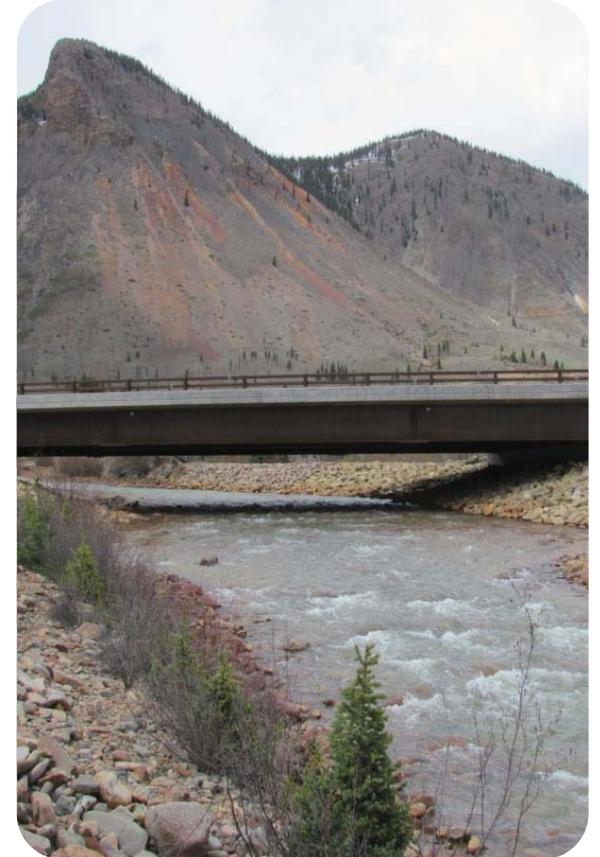
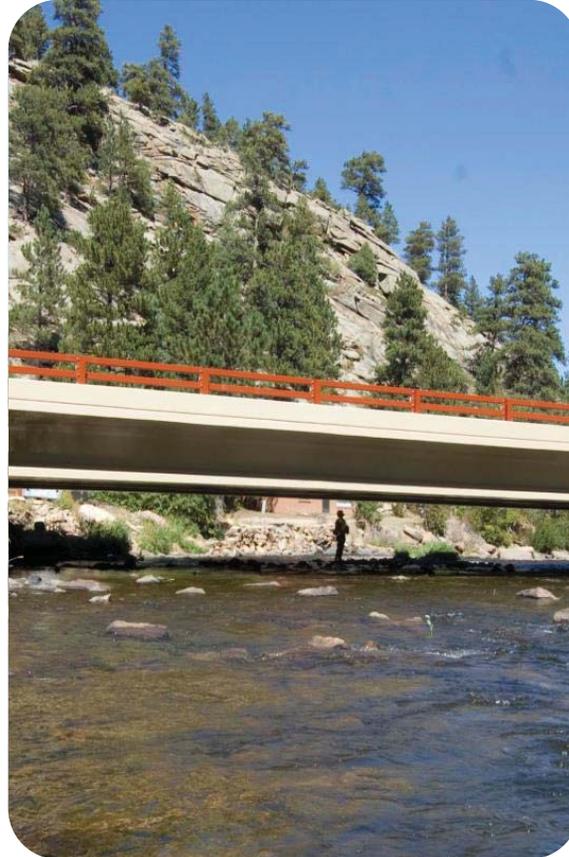
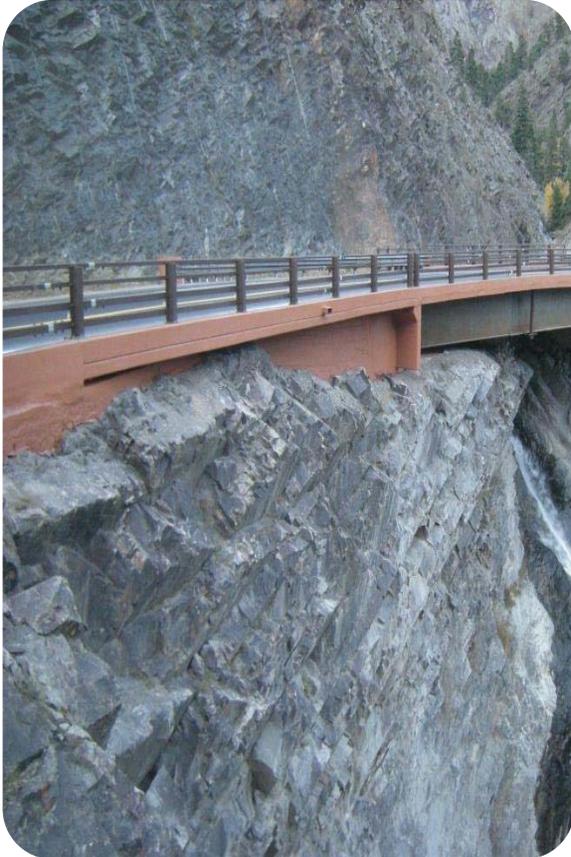
[Attachment: March 2015 BE Progress Report Presentation]





COLORADO

Department of
Transportation



Colorado Bridge Enterprise

March 2015 Monthly Progress Report
Board of Directors Meeting



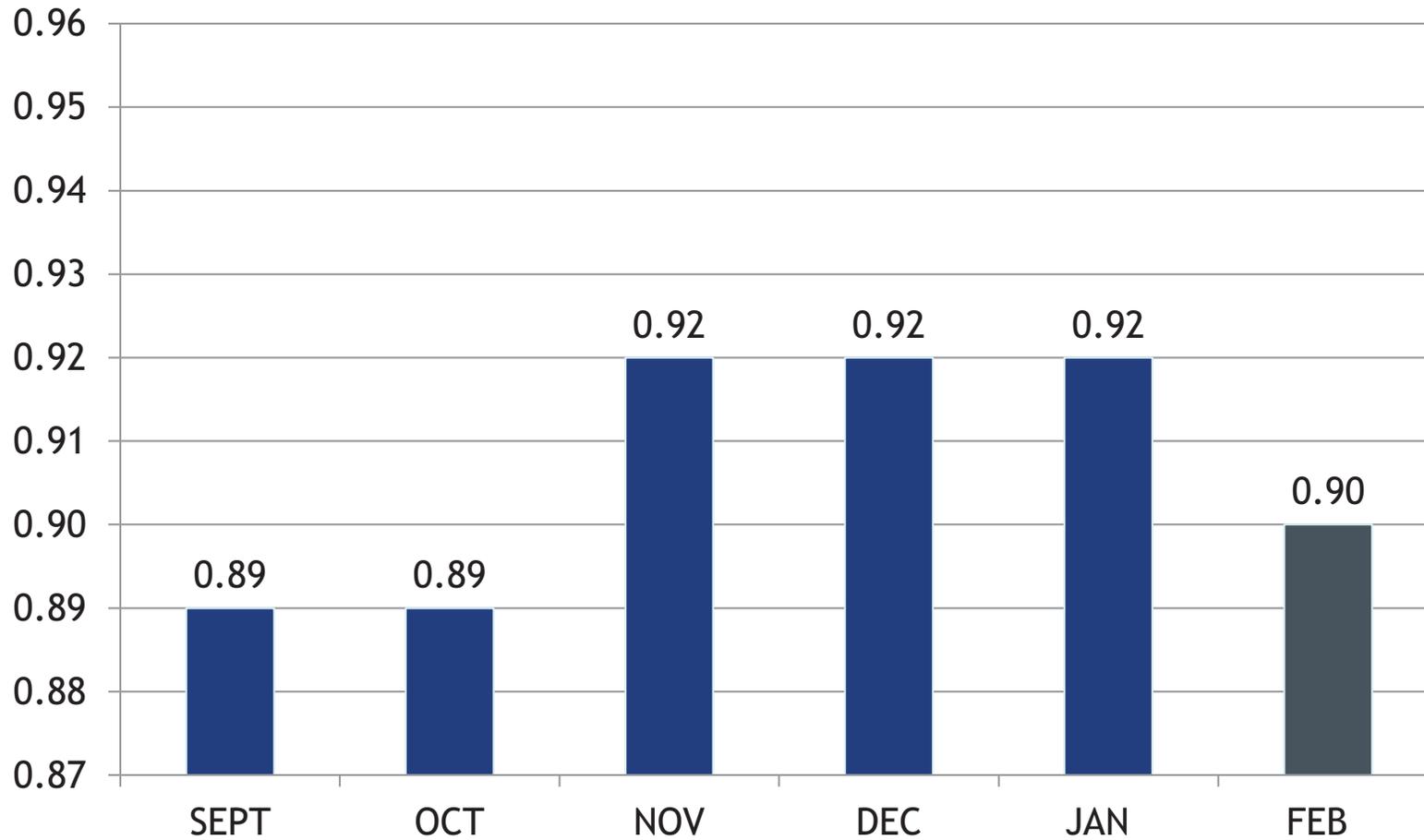
Program Schedule

- Program schedule updated for work complete through February 2015
- February Schedule Performance Index (SPI) = 0.90; a DECREASE of 0.02 from prior month (January SPI = 0.92)
- Over-performing projects
 - 4 projects with \$10.4M in combined Earned Value (EV) greater than planned
 - INCREASES overall program SPI by 0.019; a DECREASE of 0.003 from prior month
- Under-performing projects
 - 13 Railroad projects with \$44.6M in combined lost EV
 - Reduces overall program SPI calculation by 0.08; an INCREASE of 0.01 from prior month



Program Schedule

Program SPI by Month



Program Goal SPI \geq 0.90



Program Initiatives & Recent Activity

CURRENT PROGRAM INITIATIVES:

- OSA FASTER Performance Audit reporting and RFI responses
- Guidance document updates
- Quarterly reporting
- Ongoing project coordination
- Closeout and deprogramming funds from completed projects
- 100-Year bridge design
- Programming of new projects for preconstruction
- PMO coordination



Program Initiatives & Recent Activity

RECENT PROJECT ACTIVITY

TO ADVERTISEMENT:

- Region 2, P-23-A, US 160 over Smith Canyon Tributary; Las Animas County (with overlay project 19255/STA 160A-025)

TO CONSTRUCTION:

- Region 1, E-16-AA, US 287 over BNSF at 69th Avenue, Adams County (ntp)
- Region 1, F-16-ER, US 6 over Garrison Street (Lakewood), Jefferson County
- Region 2, L-27-S US 50 over Draw E of Lamar combined with L-28-C US 50 over BNSF E of Granada, Prowers County

INNOVATIVE PROJECT PROGRESS:

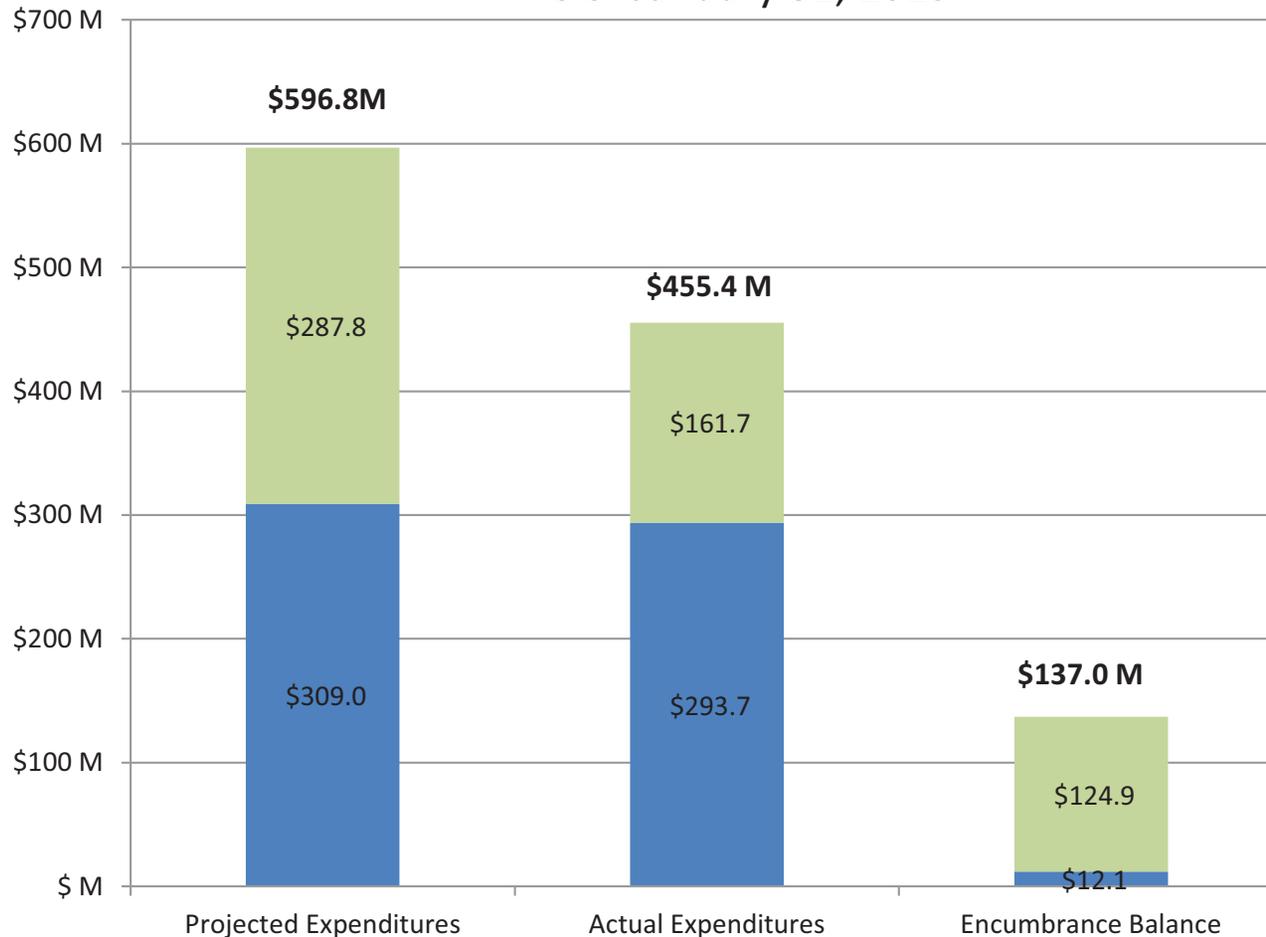
- Region 2, I-25 Bridges over Ilex and UPRR Design-Build, Notice-to-proceed received 2/10/15.



Total Program Financial Performance

Colorado Bridge Enterprise Total Program Performance

As of January 31, 2015



■ Non-Bond

■ Bond-Only

Changes from Previous Month

Projected Expenditures

- Increased by \$12.8 M or 2.2%

Actual Expenditures

- Overall increased by \$5.6 M or 1.2%
- Bond increased by \$5.5 M or 1.9%

Encumbrance Balance

- Overall increased by \$1.1 M or 0.8%
- Bond decreased by **-\$4.8 M or -28.4%**



Status FASTER Eligible Bridges

Current 183 Eligible Bridges



February 183 Eligible Bridges - 1 Month ago



September 180 Eligible Bridges - 6 Months ago



- Completed
- In Construction
- Design Complete
- In Design
- Remaining
- No Action Proposed

0

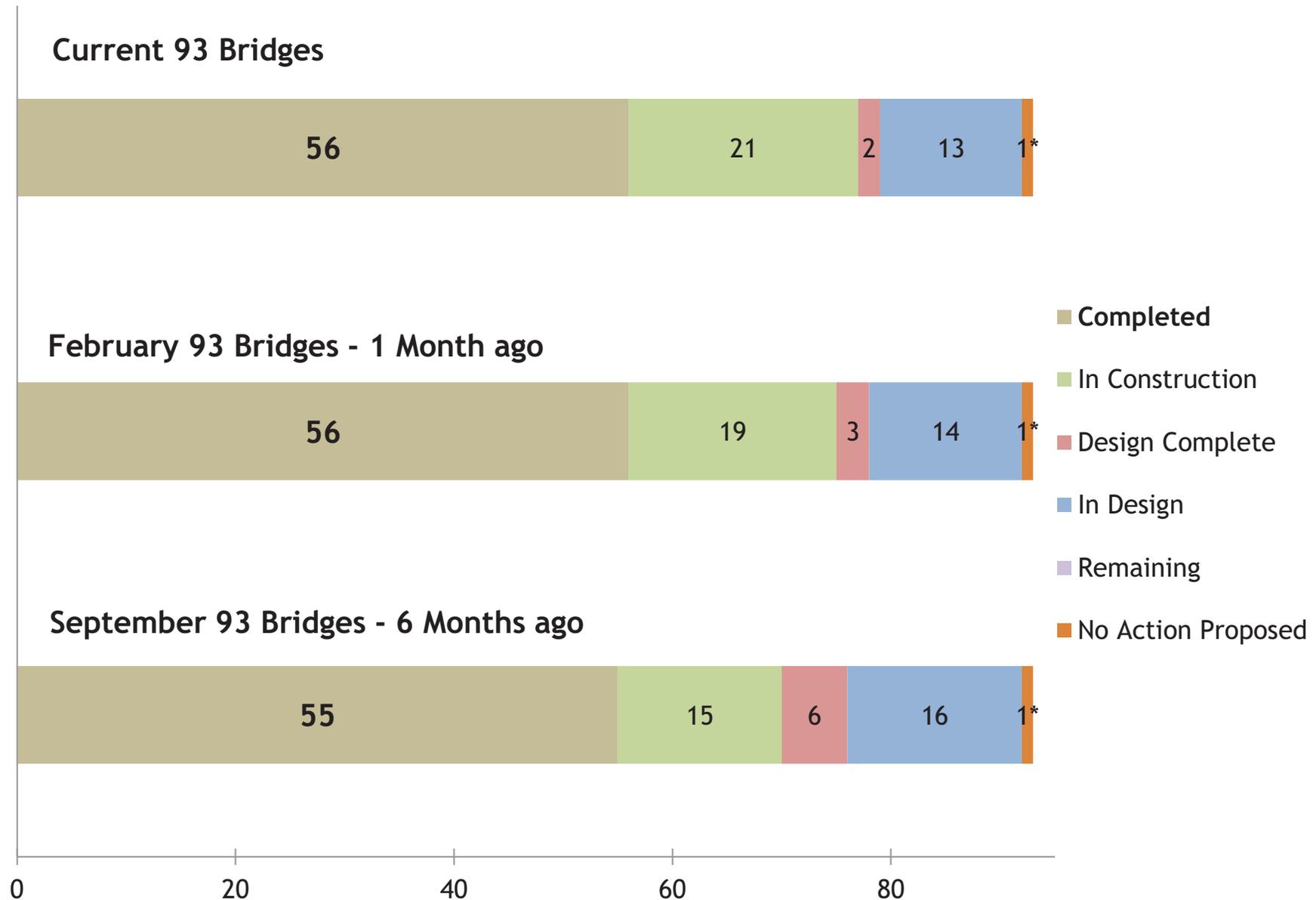
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100

150



Status \$300M Bond Bridges



*One project was determined ineligible



Status of 30 Most Deficient Bridges

	2014 Poor List Bridges Worst 30 Status	Original 128 Bridges Worst 30 Status
Complete	6	28
In Construction	8	0
Design Complete	0	0
In Design	8	2*
Remaining	8**	0
Total Addressed	30	30

*Design/reconstruction for L-18-M (R2, I-25 N over Indiana Ave. Pueblo) expected by end of CY2015.
The I-70 Viaduct will be the final original '30 worst' bridge addressed.

**Remaining/Not Programmed

Bridge	Region	County	Facility Carried over Featured Intersection
E-17-KR	1	DENVER	I 270 ML EBND over I 70 ML
E-17-EW	1	DENVER	I 70 ML EBND over UP RR; W of QUEBEC STREET
E-17-DF	1	DENVER	I 70 ML WBND over UP RR W of QUEBEC STREET
K-17-F	2	PUEBLO	SH 96 ML over RUSH CREEK
D-13-A	3	GRAND	US 34 ML over N FK COLORADO RIVER
F-10-L	3	EAGLE	I 70 ML EBND over US 6, RR, EAGLE RIVER
C-17-B	4	WELD	SH 60 ML over SOUTH PLATTE RIVER
N-11-C	5	RIO GRANDE	SH 112 ML over RIO GRANDE CANAL



DBE Participation

State & FHWA-funded BE construction contracts continue to help CDOT exceed its overall 10.25% DBE goal through the following achievements:

Monthly Report: FFY 2015 (10/1/14 - 1/31/15)	
2 Prime Contracts Awarded	\$22,434,000
36 Subcontracts Awarded	\$3,607,100
19* Total DBE Contracts Awarded	\$2,886,654
Overall DBE Participation on BE Contracts this Period	12.9%

*The 19 subcontracts went to 16 individual DBE firms.



FASTER Q & A

Questions & Answers