

Resolution #TC-3142

Approval of the Regular Meeting Minutes of February 20, 2014

Approved by the Transportation Commission on March 20, 2014

BE IT HEREBY RESOLVED, the Transportation Commission's Regular Meeting Minutes for February 20, 2014, are approved as published in the official agenda of March 19 & 20, 2014, meeting.

**Transportation Commission of Colorado
Regular Meeting Minutes
February 20, 2014**

Chairman Doug Aden convened the meeting at 12:00pm in the auditorium of the headquarters building in Denver, Colorado.

PRESENT WERE: Doug Aden, Chairman, District 7
Shannon Gifford, District 1
Ed Peterson, District 2
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: Gary Reiff, District 3
Kathy Connell, District 6

ALSO PRESENT: Scot Cuthbertson, Deputy Executive Director
Gary Vansuch, Director of Process Improvement
Debra Perkins-Smith, Director of Division of Transportation
Scott McDaniel, Acting Chief Engineer
Heidi Humphreys, Director of Admin & Human Resources
Amy Ford, Public Relations Director
Scott Richrath, CFO
Herman Stockinger, Director of Policy and Government Relations
Mike Cheroutes, Director of HPTE
Mark Imhoff, Director of Division of Transit and Rail
David Gordon, Aviation Director
Ryan Rice, Director of Operations Division
Darrell Lingk, Director of Office of Transportation Safety
Tony DeVito, Region 1 Transportation Director
Tom Wrona, Region 2 Transportation Director
Dave Eller, Region 3 Transportation Director
Johnny Olson, Region 4 Transportation Director
Myron Hora, Acting Region 4 Transportation Director
Kerrie Neet, Region 5 Transportation Director
Kathy Young, Chief Transportation Counsel
John Cater, FHWA
Vince Rogalski, Statewide Transportation Advisory Committee (STAC)

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.

Audience Participation

Chairman Aden called Kevin Sampson to speak.

Kevin Sampson stated that he was a former member of the RTD Board of Directors with nine years of experience. He stated that he had significant experience with the Colorado Highway Department, including the reconstruction of North I-25 and the building of noise barriers along US 36.

He stated that he was very concerned about the US 36 project. During his elected tenure, he heard often that people wanted a rail line to Boulder. He never heard anyone state that they wanted to have their taxes raised for a continuation of the bus system.

He stated that he was concerned about the no compete clause even though he understands why the Commission is doing it.

He stated that he worked on C-470 issues under former Governor Lamm and proposed a substitute rather than a compromise formula. The money from that went into the construction of the 16th Street Mall, the Littleton Light Rail trench and the present day C-470. He stated that he knows C-470 needs improving but he likes that it is not a toll road. He has biases against toll roads, especially foreign owned ones. He stated that he is paying taxes, and he is concerned about how many years it will take to pay off improvements.

He proposed that the Commission take US 36 improvements and put them into a statewide package, including completion of the Beltway. He had letters from Golden Mayor Majorie Sloan, who has plans that involve the construction of an interchange on US 36. He is concerned that the Australian company could stop the construction because it would be in competition to that interchange. He requested that a package of improvements be presented to the voters that includes an increased gas tax. He would like the traffic lights synchronized. He stated that many bridges still need to be repaired. He commended the Commission and the staff for the flood repairs and the highways. He stated that there is much more work to be done.

Chairman Aden asked if there was anyone else who wanted to address the Commission. He noted that there were no further comments from the audience.

Individual Commissioner Comments

Commissioner Thiebaut commended CDOT's maintenance crews, especially coming to Denver from Pueblo on I-25. He stated that they were doing a great job and were likely to continue to be busy through March and April when major snowfall comes.

Commissioner Gilliland reported that the I-25 North project is continuing as the I-25 Coalition and other groups are meeting to work through it. She stated that she will be joining Scott Richrath, Don Hunt, Ed Peterson and Mickey Ferrell on a trip to DC to visit with the Congressional delegation.

Commissioner Zink discussed the major rockfall event on US 550 between Silverton and Ouray. The rockfall happened on January 12, and the highway was opened on February 10. She stated that no one was killed or injured. Without driving the highway, it was difficult to imagine how steep the mountain is and the remarkable work of the helicopter pilots and maintenance and repair crews. Safety was the number one consideration, and it is necessary to be thankful that the weather did cooperate with no major snow events during that time period. She stated that there was good involvement from the communities, as frustrating as the time was for both Ouray and Silverton not to have their normal traffic flows for the wintertime. CDOT got the right people there at the right time to make a tremendous event as successful as it could be.

Commissioner Barry stated that as the Commissioner who represents Adams, Boulder, and part of Broomfield Counties, that US 36 is in her district. The US 36 transportation issue is a complex one. The role of the Transportation Commission is to formulate general policy over CDOT, including construction and maintenance of public highways, both tolled and not tolled. Having participated in the public meetings last week, she requested that CDOT take the lessons learned from that process and translate those into other projects moving forward. She requested that CDOT clearly communicate the information that has been requested through this process, which included a few key issues. The first issue is to articulate on our website why the contract is for fifty years, including our agreements with RTD. The second is the procurement process and the selection of the particular company. The process had no responders from American-based companies. She stated that posting this information on the website and engaging in dialogue would provide understanding that this process is necessary in order to move the region forward, particularly along the US 36 corridor. She stated that she has heard from her constituents. Once there is an opportunity for dialogue, people understand why it is necessary. Based on this she stated that she is supportive of the US 36 Concessionaire Agreement moving forward.

Commissioner Aden thanked Region 1 and Region 3 maintenance crews, as a frequent user of I-70 between Denver and Grand Junction. There is an incredible amount of snow on the top of Vail Pass, and our crews do a great job of keeping an interstate highway open at 11,000ft elevation with the adverse conditions there. He wanted to acknowledge their work. He asked Tony DeVito and Dave Eller to pass his acknowledgements to the crews in the field. He stated that many people have questions regarding the management of truck traffic on I-70 during peak periods in order to possibly help with mobility. He does not understand what the options are and asked Ryan Rice, the Attorney General's Office and the FHWA about state or federal regulations that would limit the options. He also asked if CDOT management and/or the Commission has the authority to institute policies that may better manage traffic flows at peak periods. He also asked what other states are doing in similar situations. He mentioned that California may have some limitations for truck traffic on Donner Pass on I-80 during peak periods. He requested a summary of the answers to those questions and the policy implications of putting some limitations on

truck traffic during peak periods. As a member of a community that is dependent on freight movement along I-70, he stated that he understands the concerns that could come with such limitations. Despite those concerns, he stated that the management of trucks could certainly make a difference during the very highly congested periods on the I-70 corridor. He stated that having discussed it informally, the Commission would like a clearer understanding of what the options might be.

High Performance Transportation Enterprise (HPTE) Director's Report

Chairman Aden stated that Michael Cheroutes would provide the HPTE Director's Report. There was a great deal of discussion about HPTE on February 19, 2014. He asked Michael Cheroutes if he wanted to make a comment or respond to any questions.

Michael Cheroutes stated that he did not have anything in addition to what had been stated over the previous days. He stated that he was at the Commission meeting to answer questions about the Compliance Agreement. He stated that he would save other project activities for the next Commission meeting.

The Commission had no questions for Michael Cheroutes.

Audience Participation

Chairman Aden stated that although the time had passed for public comment, a member of the audience arrived who would like to make a public comment. He asked that she limit her comments to five minutes.

Karen Hammer with Hammer-Law stated that she is an attorney representing Drive SunShine Institute (DSI). She stated that she wanted to raise procedural issues during the HPTE Board of Director's meeting on February 19, 2014, but that the Transportation Commission meeting was not the proper time to address those. As a lawyer, she requested to reserve her rights to pursue those at a more appropriate time.

She stated that the issue before the Board was the Compliance Agreement. She stated that in addition to being a litigator she is also a transactional lawyer. She has financed over \$2 billion worth of this type of transaction before the term "Public-Private Partnership" was used. A significant amount of her financing work has been done for Amtrak, helping them get money out of their assets. She stated that she understands and respects business and the role it can play. She stated that DSI's decision to bring her on board sent the signal that they wanted to keep the focus on the process and the issues. They will handle some things in court and some things before the Commission. She stated that the Commission should view her presence as a gesture of collaboration due to her in depth understanding of the issues. When she was with Amtrak, she focused on risks of default due to Amtrak's unique nature. She stated that Amtrak could not afford to have any defaults because they are periodically on the brink. If there ever was a problem, no one would have the political will to save them. Although that is not CDOT's situation, that was her special focus.

She stated that she would like to talk about the complex web of agreements of which the Compliance Agreement is one piece. In the world of finance and in complicated

transactions, there are cross defaults. Cross defaults are situations in which one party defaults in one isolated agreement but that triggers defaults throughout everything. Cross defaults in financial agreements are particularly dangerous, or helpful for lender whom she has also represented. Part of this complex web is the Compliance Agreement and other agreements. DSI has gone on the record as having serious procedural issues, which they will pursue. She stated that for the sake of limiting time, she wanted to talk about how those legitimate and legally mainstream issues of authorization could affect Colorado and its image and rating on Wall Street and elsewhere. She stated that Colorado is starting to do some complicated and sophisticated transactions and that everyone wanted to get off on the right start. She stated that while everyone is in a hurry right now, in 50 years everyone will be more affected by bond ratings and the respect for how Coloradans do business in a careful, lawful way than by a few days delay here or there. She stated that was the perspective that she was coming from.

She stated that when there is a cross default, it becomes a house of cards. If HPTE issues those bonds, it immediately means that they have said everything has been duly authorized. She stated that she is confident that they are not making marginal legal arguments. If in fact it turns out that the DSI is correct, that means that as soon as those bonds are issued HPTE becomes immediately in default. She stated that this is not good for anyone. She hoped to recommend a collaborative process where everyone steps back and works with HPTE and Senator Carroll to have a plan and a process for how to get HPTE back on track. This plan would recognize the needs of Wall Street, which includes speed, while also recognizing that HPTE is planning other exciting projects that should not suffer from the same flaws.

Chairman Aden thanked her for her comments.

FHWA Division Administrator Report

John Cater stated that Federal Highways has a new program called the Accelerated Innovation and Deployment Program. The point of this program is to take technical innovations and concepts, test them and put them to use. It is a competitive \$30 million program nationally that is competitive and first come-first served. One option would be for avalanche mitigation innovations that are unique to Colorado but could be replicated in other states. He stated that he hoped to take advantage of that program.

He stated that there was a workshop this morning on the Flood ER program. As CDOT moves into the permanent repair phase, it is important to remember that there are opportunities to leverage ER funds with other funds. The ER funds will not pay for everything that CDOT wants to do, including certain upgrades. That money could be leveraged with regular federal aid funds or other funds to make important improvements in corridors through areas. There is a limited amount of money, but this is a great opportunity that is not always available. He encouraged the Commission to consider those opportunities.

He stated Doug Bennett retired a few months ago after 20 years of service. He reported that they filled that position and Alicia Nolan will take his place. Alicia Nolan is from New York State and has served in the office there for many years. She was

also the Acting Assistant Division Administrator in Florida most recently. She will start on March 1, 2014. He stated that he looked forward to her arrival.

STAC Report

Vince Rogalski stated that STAC met on January 10 February 14, 2014. STAC discuss an update on state and federal legislation. One of the interesting things that has come up is TIGER VI. Everyone was put on alert that if they had projects that might qualify for TIGER VI, they should begin working on it immediately because there may be a tight deadline like last year. They are looking for unique, multi-modal projects.

Executive Director Don Hunt updated STAC on US36 and the P3, MPACT 64 and where that was going.

When STAC began discussing Program Distribution, it was brought back to RPP. STAC wanted to reaffirm the previous motion with an additional motion to move the \$167 million of TRANS Bonds when it becomes paid off to RPP. He brought that forward for the Commission's consideration.

When they discussed the formula, everyone wanted to know what the options were for a new formula when the old formula was 45-40-15, bringing in population and a number of different factors. STAC requested the Commission to delay a decision on a particular formula until STAC has had another month to look at all the possibilities and ramifications of various aspects of what the formula might look at. They have asked for more information and will be studying it next month. At the next meeting, they will hopefully make a recommendation from their perspective.

STAC discussed the pedestrian and bike programs. They had a presentation from Betsy Jacobsen who updated the efforts to make Colorado number one. It was suggested that CDOT should advertise more about biking opportunities in Colorado.

Act on Consent Agenda

Chairman Aden removed Item E, the Approval of the US 36 Compliance Agreement, from the Consent Agenda because there was public comment around it. He stated that this would allow individual commissioners to comment on that if they chose to. Chairman Aden entertained a motion to approve Items A-D and Item F. Commissioner Gruen moved to approve those items, and Commissioner Peterson seconded that motion. Items A-D and Item F passed unanimously upon a vote of the Commission

Resolution #TC-3134

BE IT HEREBY RESOLVED, that the Transportation Commission's Regular Meeting Minutes of January 16, 2014, are approved as published in the official agenda of February 19 & 20, 2014.

Resolution #TC-3135

Resolution #TC-3135

Addendum to Fiscal Year 2014 over \$50,000 project list approval

Approved by the Transportation Commission on: February 20, 2014

WHEREAS, under Senate Bill 98-148, public projects supervised by the Colorado Department of Transportation (CDOT) are exempt from the requirements of the "Construction Bidding for Public Projects Act;" and

WHEREAS, Section 24-92-109, Colorado Revised Statutes, as amended, requires CDOT to prepare cost estimates for projects to be undertaken by CDOT maintenance crews that exceed \$50 thousand, but are less than or equal to \$150 thousand for submission to the Transportation Commission for review and approval; and

WHEREAS, CDOT staff have prepared cost estimates for these additional projects to be done in Fiscal Year 2014 as detailed in the memorandum entitled; Addition to the FY 14 approved over \$50,000.00 project list dated January 6, 2014; and

WHEREAS, the funding for this project is contained in the Fiscal Year 2014 Budget.

NOW THEREFORE BE IT RESOLVED, the Transportation Commission has reviewed the cost estimate, as contained in the official agenda, and approves CDOT Maintenance Forces undertaking the project therein.

.....

Region 1 – Aurora				
Highway	Begin MP	End MP	Type	Estimated Cost
C-470 Ramps	9.9	10.46	Mill & Fill	\$127,733
C-470 Ramps	7.9	8.2	Mill & Fill	\$120,048
8A	4.74	4.94	Mill & Fill	\$106,727
8A	6.60	6.90	Mill & Fill	\$106,727
C-470	13.91	13.59	Mill & Fill	\$106,390
Hwy 6	277.5	278.25	Mill & Fill	\$149,138
Hwy 75	5.9	6.25	Mill & Fill	\$77,947
Hwy 285	263.18	263.65	Mill & Fill	\$53,424
74A	0.7	1.4	Machine Patch	\$63,525
46A	1.0	2.0	Machine Patch	\$87,120
46A	4.9	5.9	Machine Patch	\$87,120
40C	280.56	280.95	Machine Patch	\$52,272
40A	256.00	256.85	Machine Patch	\$111,078

128	0.0	1.3	Machine Patch	\$143,000
			Region 1 – Aurora Total	\$1,392,249
Region 2 – Pueblo				
9B	56.0	60.0	Chip Seal	\$133,274.00
285D	218.6	222.0	Chip Seal	\$122,086
			Region 2 – Pueblo Total	\$255,360
Region 4 – Greeley				
Highway	Begin MP	End MP	Treatment	Estimated Cost
71	167.715		Full bridge deck replacement Str D-22-C	\$150,000.00
			Region 4 – Greeley total	\$150,000.00
			State Total	\$ 1,797,609

Sufficient funds exist within the appropriate MPA's to pursue these projects. The projects are in accordance with the directive and all other requirements.

Herman F. Stockinger III
Herman Stockinger, Secretary
Transportation Commission of Colorado

9-6-14
Date

Resolution #TC-3136

Resolution #TC -3136

Approval of FY 2015 FASTER Transit Funds

Approved by the Transportation Commission on: February 20, 2014

WHEREAS, pursuant to 43-4-811 (2) the Department will receive, from the State share of the FASTER program, ten million dollars for state fiscal year 2015 and for each succeeding state fiscal year, to be used by the Department, pursuant to 19.43-4-206, "for the planning, designing, engineering, acquisition, installation, construction, repair, reconstruction, maintenance, operation, or administration of transit related projects, including, but not limited to, designated bicycle or pedestrian lanes of highway and infrastructure needed to integrate different transportation modes within a multimodal transportation system, that enhance the safety of state highways for transit users," herein referred to as the FASTER Transit Statewide funds; and

WHEREAS, pursuant to 43-4-811 (c)(2) the Department will receive, from the Local share of the FASTER program, five million dollars for state fiscal year 2015 and for each succeeding state fiscal year, to be used by the Department "to provide grants to local governments for local transit projects," herein referred to as the FASTER Transit Local funds; and

WHEREAS, a portion of the FASTER Transit Statewide funds, not to exceed \$1.0 million, will be used for administrative expenses associated with the Division of Transit & Rail for FY 2015; and, by means of Resolution 3133, dated January, 16, 2014, \$3.0 million per year is allocated, beginning in FY 2015, from FASTER Transit Statewide program funds to be used for the operation, maintenance and capital needs associated with the Interregional Express Bus program; and

WHEREAS, the Transportation Commission, in Resolution No. 1906, dated September 16, 2010, established written guidelines to be followed in offering, distributing and awarding the FASTER Transit funds, and those guidelines were later revised to make them more consistent with guidelines established for Federal capital improvement grant programs in order to establish a more uniform capital improvement program; and

WHEREAS, Division of Transit and Rail staff distributed these guidelines and issued a call for projects throughout the state; and

WHEREAS, the Commission, by means of Resolution , dated February 21, 2013, tentatively awarded \$4.6 million for Fiscal Year 2015 from the FASTER Transit Statewide program and \$4.5 million for Fiscal Year 2015 from the FASTER Transit Local program, pending later written confirmation that such projects remain eligible and ready for implementation as proposed; and

WHEREAS, staff has confirmed that such projects remain eligible and ready for implementation as proposed, removed any projects that were not eligible or were not ready for implementation, and considered new requests for funds still remaining available; and

WHEREAS, the Division of Transit & Rail evaluated and scored the applications considered best suited for consideration for the FASTER Transit Statewide funds and developed a list of projects recommended for funding, attached hereto as Table A; and

WHEREAS, the CDOT Engineering Regions evaluated and scored the applications considered best suited for FASTER Transit Local funds and developed a list of projects recommended for funding, attached hereto as Table B; and

WHEREAS, Division of Transit & Rail staff and the CDOT Engineering Regions provided key evaluation factors associated with the projects which were awarded no funding or less funding than requested, attached hereto within Table C; and

WHEREAS, Division of Transit & Rail staff established certain conditions to be met by all local agencies receiving FASTER funds, as well as specific conditions to be met by certain local agencies, in order to ensure prompt and appropriate project implementation within FASTER and standard grant guidelines, attached hereto within Table D;

NOW THEREFORE BE IT RESOLVED, the Commission directs staff to:

- 1) award \$6.0 million in FASTER Statewide Transit funds for Fiscal Year 2015 using "Table A: Projects Recommended for FY15 FASTER Transit Statewide Funding," dated February 5, 2014;
- 2) award \$5.0 million in FASTER Local Transit funds for Fiscal Year 2015 using "Table B, Projects Recommended for FY15 FASTER Transit Local Funding," dated February 5, 2014;
- 3) provide to all applicants the key evaluation factors for projects awarded no funding or less funding than requested, using "Table C: Key Factors in the Evaluation of Proposed Projects Not Recommended for Full FY15 FASTER Transit Funding," dated February 5, 2014;
- 4) provide to all applicants the appropriate conditions that will be applied to their projects, as set forth in "Table D: Conditions for Recommended FY 15 FASTER Projects," dated February 5, 2014.



Herman Stockinger, Secretary
Transportation Commission of Colorado

3-6-14

Date

Resolution #TC-3137

Resolution # TC-3137

Authorization for the CDOT to budget RAMP projects

Approved by the Transportation Commission on: February 20, 2014

WHEREAS, pursuant to § 43-1-106(8)(a), C.R.S., the Colorado Transportation Commission ("Commission") is charged with formulating general policy with respect to the management, construction, and maintenance of public highways and other transportation systems in the state; and

WHEREAS, the State Highway System is an essential component of Colorado's integrated transportation system which is focused on safely moving people and goods to enhance the economic wellbeing, quality of life, and environment of the citizens of Colorado; and

WHEREAS, numerous studies have documented that there are significant unmet maintenance or preservation needs and capacity or mobility needs on the State Highway System; and

WHEREAS, the Colorado Department of Transportation ("Department") has implemented in SAP an Enterprise Resource Planning system which can support an expenditure based approach to project planning and budgeting; and

WHEREAS, and the Department is in the process of further refining its ability to fund and manage the capital construction program enabled by this change in planning and budgeting; and

WHEREAS, Governor John Hickenlooper and the Department's of Transportation Executive Director Don Hunt announced on December 14, 2012, the Responsible Acceleration of Maintenance and Partnerships (RAMP) Program which is a new approach to budgeting and planning that will accelerate completion of transportation projects and create or sustain more than 10,500 jobs over five years; and

WHEREAS, per Resolution TC-3106 the Commission adopted the projects listed in the document titled "RAMP Partnership and Operations Projects" dated October 16, 2013); and

WHEREAS, per Resolution TC-3106, the Department shall advise the Commission if a project is unable to be moved forward; and

WHEREAS, per Resolution TC-3106, the Commission authorized the Department's Chief Financial Officer to budget, without additional Commission action, an amount not to exceed five percent of the total project cost for the project as shown on the "RAMP Partnership and Operations Projects" approved on October 16, 2013; and

WHEREAS, per Resolution TC-3106, the Commission required the Department to develop on or before January 6, 2014, a project scope, schedule and budget for each Public-Public Partnership in the form and to the level of detail specified by the Chief Engineer; and

WHEREAS, per Resolution TC-3106, the Department reviewed evidence of local partner commitments along with the supporting scope, schedule, and budget, in a form specified by the Chief Engineer, for each RAMP Partnership and Operations project; and

WHEREAS, the projects included in the staff recommendation list are included in the document titled "RAMP Partnership and Operations Projects" dated and approved by the Transportation Commission on October 16, 2013; and

WHEREAS, the Chief Engineer has extended deadlines to April 7, 2014 for projects in flood damaged areas as identified in the "RAMP Partnership and Operations Projects - Staff Recommendation List 2/20/14"; and

WHEREAS, the Department has provided the Commission with a list of projects with staff recommendation to begin budgeting funds for those projects that have non-substantive changes in scope, schedule or budget estimates; and

WHEREAS, the Department has provided the Commission with projects that require further review and discussion within the Department or with local agency partners to be reviewed and approved by the Commission at a future Transportation Committee Meeting; and

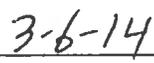
WHEREAS, Policy Directive 703.0 would otherwise require staff to obtain budget approval for certain individual projects such as these through the monthly Budget Supplement process; and

WHEREAS, the Commission has considered staff recommendation for the projects set forth in the "Partnership and Operations Projects - Staff Recommendation List 2/20/2014",

NOW THEREFORE BE IT RESOLVED, the Chief Financial Officer is authorized to budget funds for the projects on the "Partnership and Operations Projects - Staff Recommendation List 2/20/2014" with non-substantive changes without further Commission consideration or approval.



Herman Stockinger, Secretary
Transportation Commission of Colorado



Date

Resolution #TC-3139

Resolution #TC-3139

FY 2016 – 2040 Program Distribution

Approved by the Transportation Commission on: February 20, 2014

WHEREAS, the Colorado Transportation Commission (the Commission) has statutory authority pursuant to §43-1-106 C.R.S. to approve, accept, and amend various planning documents resulting from Section 135 Title 23 of the U.S.C. and §43-1-1101 through 1105 C.R.S.; and

WHEREAS, the Commission adopts Program Distribution assignment of anticipated state and federal transportation revenues for use in development of the long range Statewide Transportation Plan and the Regional Transportation Plans; and

WHEREAS, the Commission adopts Program Distribution to reflect planned levels of funding to various programs based on the limited revenue expected for the period 2016-2040; and

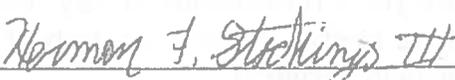
WHEREAS, a forecast of revenues upon which Program Distribution is based was adopted by the Commission in April 2013 (TC Resolution 3070); and

WHEREAS, the Commission recognizes that future fund receipts may vary from these estimates, and that the assignment of funds reflected in Program Distribution is for planning purposes and does not represent a future funding commitment, and that the annual CDOT budget may vary from Program Distribution; and

WHEREAS, the FY 2016 – 2040 Program Distribution (Attachment A) reflects the intent to support Policy Directive (PD) 14 asset management performance objectives by funding to estimated levels needed to achieve those objectives, while recognizing that data relating to the outcomes and future needs in various categories will be updated periodically and future funding amounts may be adjusted accordingly; and

WHEREAS, the Commission recognizes that in the latter years of the Statewide Transportation Plan horizon (2026-2040) there are insufficient funds to support the PD 14 asset management performance objectives as well as the FY 15 baseline program amounts due to declining revenues and reduced purchasing power.

NOW THEREFORE BE IT RESOLVED, that the Commission approves the FY 2016 – 2040 Program Distribution (Attachment A) for use in developing the 2016-2040 Statewide Transportation Plan, Regional Transportation Plans, and to guide the development of the 2016 STIP.



Herman Stockinger, Secretary
Transportation Commission of Colorado

7-6-14
Date

Discuss and Act on a Resolution to Approve the US 36 Compliance Agreement for the Concession Project

Chairman Aden entertained a motion on the resolution and then offered a time for discussion. Commissioner Gruen moved for approval of the Compliance Agreement, and Commission Gifford seconded the motion. Chairman Aden opened the time of discussion.

Commissioner Gruen stated that this particular agreement has been previously discussed at length. He stated that the Transportation Commission has talked about for many years. He is fully supportive of the agreement, and he wanted to express his overwhelming support of and confidence in the Director of the HPTE Board Michael Cheroutes. He stated that CDOT is lucky to have Mr. Cheroutes on board and that Mr. Cheroutes has demonstrated a tremendous amount of effort to get us to this stage. Commissioner Gruen also echoed the earlier statements of Commissioner Barry. In this process, there are certainly lessons to be learned. As the Commission moves forward, he asked that people understand that there was never an intent to be anything less than totally transparent in this process. To the extent that has not happened, CDOT needs to do a better job. The process needs to be explained fully as long as that does not expose proprietary information since this a huge business transaction. He stated that he is very supportive because it is important that CDOT develops creative ideas for financing transportation in the great state of Colorado in an environment where there are not unlimited, unconstrained financial resources. CDOT must develop new ways of doing business. This is one of those opportunities. He is very supportive of this motion.

Commissioner Peterson echoed the comments of Commissioner Gruen. This has been an extremely long process that has taken approximately ten years of effort. He commended all those along the corridor, including citizens and elected officials who have really done the yeoman's work in bringing this forward. This is a major project, not only for the region but also for the state of Colorado. It's a complex project with a lot of moving parts. To have the type of consensus that has been generated around this project, from all various forms of constituencies including political, economic and business oriented, speaks well for the idea of cooperative effort to solve constrained construction results on transportation issues. He stated that he will be supporting this resolution and that he has every confidence and faith in the quality of CDOT's legal representation and their review of the agreement. He also commended Mr. Cheroutes for his years of experience and work that he and his staff have brought to bear in helping facilitate this process. This is hopefully a new way of doing business. He stated that it is not perfect and that there are things to be changed in the process itself. But for the purposes of the decision before the Commission today, he stated that he completely supported the efforts that have been put forth on behalf CDOT's federal, state and local partners to bring this project forward.

Commissioner Thiebaut stated that a perspective from someone who does not live in the metro area might be of some use. He complimented Commissioner Barry for her thoughtful and rational reasons for her support of not only the Compliance Agreement but also the Concessionaire Agreement. He stated that many things happened before he became District X's Commissioner so he does not know everything that is going on. There is a tension in the state between theory and reality. The theory is that the government should provide the transportation needs of the

state through tax dollars, but the reality is that is not happening. Unless there is an effort to look for innovative ways to take care of the state's transportation needs, they may never be taken care of. He stated that he is sure those ideas have been debated in the legislature and discussed in all the other agreements that have been approved. He stated that the Compliance Agreement before them was very narrow in terms of the loan that is going to take place and the federal requirement that this agreement be entered into for that loan to take place. He stated that this agreement will obviously help precipitate the entire package moving forward but that it was necessary for the Commission to take stock on what was actually being voted on. This agreement is the tail end of the whole process that many individuals, groups, elected and appointed officials have brought forward. He stated that he is supporting the Compliance Agreement because he believes it is the right thing to do at this time even though he happens to live outside the metro area. It is a good statewide effort to improve Colorado's transportation system.

Commissioner Gilliland stated that she made her statements at the HPTE Board meeting the previous day about being totally in support of this agreement and moving forward. She also complimented the HPTE on their work. She sits on the HPTE Board and wore that hat the day before. She stated that wearing her Transportation Commission hat she supported it equally as strongly. It is very important in how CDOT will get these large, complex projects done in the near future in order to take care of Colorado's transportation needs. She wanted to reiterate that and thank Mr. Cheroutes for all his good work in taking Colorado from not doing P3s to initiating this first one and moving CDOT forward in a respectful and strong position and condition.

Chairman Aden stated that each of the Commissioners had a letter signed jointly by Kelly J. Brough, President and CEO of the Denver Metro Chamber of Commerce, and John Tayer, President and CEO of the Boulder Chamber of Commerce, expressing their strong support for the Commission approving the agreements and moving forward with the project.

Chairman Aden then stated that he also made his comments the previous day in his role as an HPTE Board member. He fully supported this.

By vote of the Commission, the resolution to approve the Compliance Agreement passed unanimously.

Resolution #TC-3138

Resolution #TC-3138

Approving the Compliance Agreement required by TIFIA Lender for U.S. 26 Concession Project

Approved by the Transportation Commission on: February 20, 2014

WHEREAS, the Transportation Commission is responsible, pursuant to C.R.S. 43-1-106(8), for formulating the general policy of the Colorado Department of Transportation (CDOT); and

WHEREAS, the Colorado High Performance Transportation Enterprise (HPTE), in partnership with CDOT, is in final financial close negotiations with its preferred proposer, Plenary Roads Denver LLC, for the design, construction, financing, operation and maintenance of the U.S. 36 Corridor between Denver and Boulder and the I-25 Express Lanes (collectively US 36 project); and

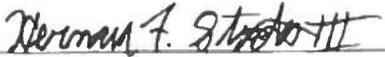
WHEREAS, when constructed, the US 36 project will contain two general purpose lanes and one managed lane in each direction between Denver and Boulder; and

WHEREAS, the Transportation Commission supports the US 36 project and recognizes the benefits of this project, which include, but are not limited to, encouraging carpooling and transit use, reducing vehicle emissions, reducing congestion, and improving the safety, capacity, and accessibility of the surface transportation system; and

WHEREAS, in order to finalize the concession agreement between HPTE and Plenary Roads Denver, and reach financial close, Plenary Roads Denver LLC must receive a TIFIA loan from the U.S. Department of Transportation (TIFIA Lender); and

WHEREAS, the Transportation Commission has been briefed on the scope of requirements of the Compliance Agreement and understands it will require CDOT to provide certain assurances to, and agreements with, TIFIA Lender, including assurances and agreements related to the compliance with certain agreements already authorized by CDOT and applicable laws related to the US 36 project.

NOW THEREFORE BE IT RESOLVED, the Transportation Commission hereby approves the Compliance Agreement between CDOT, HPTE and the United States Department of Transportation required for the US 36 Project Concession Agreement financial close and authorizes CDOT's Executive Director to sign the Compliance Agreement and any required certificates referenced therein on behalf of CDOT.



Herman Stockinger, Secretary
Transportation Commission of Colorado

3-7-14
Date

Discuss and Act on the 9th Supplement to the FY2014 Budget

Scott Richrath stated that he is seeking permission to advance funding for surface treatment projects that he had shown the Commission in the morning in order to move forward with budgeting. He stated that he would not drill into the details on those put would touch on other projects.

He stated that there is a \$12.3 million request for strategic corridor program and local agency for the Fillmore Interchange. This is a RAMP project that has multiple

moving pieces, both on the RAMP side and the baseline side. This is why it is the one project on the RAMP list and the budget supplement requesting to move forward on.

For Region 4, there is a \$3.65 million of FASTER Safety for State Highway 7.

He also described the rockfall mitigation on Highway 550 in Region 5. This is for the design portion of the work. He anticipated that there will be extensive mitigation work as well but would return later as part of the rockfall mitigation program or a contingency request for approximately \$2 million. For now, he requested \$173,000 for the rockfall on Red Mountain Pass.

Scott McDaniel stated that he had a request for \$6.6 million from the snow and ice contingency. There is a breakdown of dollars in the request. In the interest of expenditure based budgeting, he stated that they did not request more money than they anticipate using for the rest of the year. Colorado has approximately 54% of the statistical winter left, roughly April 15. He reminded the Commission that during 2013 there were significant storms after the April 15 time period. The request is only for the anticipated expenses, but it is impossible to predict the weather. He stated that at this point he requested the \$6.6 million from the contingency fund into the MLOS budget.

Chairman Aden asked if this was the first draw on the \$10 million contingency for snow and ice.

Scott McDaniel stated that is was the first draw.

Chairman Aden stated that there was approximately \$3.4 million for contingency. He stated that this is a heavy snow year, which is great for the ski industry and water supply for the state. It causes challenges for the maintenance program. He stated that the Commission is committed to do whatever they need to do in terms of budgeting money to ensure that CDOT maintains levels of service for snow and ice. IT is a huge public safety and mobility issue. If the Commission goes through the \$10 million, they will move to another bucket of money. They have done it in the past and will do it again if necessary.

Chairman Aden entertained a motion to approve the 9th Budget Supplement, including the request for the snow and ice contingency. Commissioner Hofmeister moved for approval, and Commissioner Gilliland seconded that motion. Upon vote of the Commission, the resolution passed unanimously.

Resolution #TC-3140

BE IT SO RESOLVED, that the Ninth Supplement to the Fiscal Year 2013-2014 Budget be approved by the Commission.

Discuss and Act on a Resolution to Adopt Proposed Transportation Commission Rules

Herman Stockinger stated that the Transportation Commission rules were opened in December primarily to change the date at which the Board selects the new incoming Chairman. There was a hearing in January per the Administrative Procedures Act. It

was an open, public hearing. These rules are before the Commission for adoption today.

The 2.06 is the primary change, and additionally there are renumbering of other sections. The primary change strikes August and inserts July. July is when the Commission would select the new Chair. There is still discretion as to when the Chair will take office. The expectation would be to select the Chair at the beginning of the July meeting, and then that person would take office. However, it is written so that if the dynamics are such that something happens, the rules would not have to be subsequently changed.

Chairman Aden entertained a motion to approve the adoption for the Transportation Commission rules. Commissioner Thiebaut moved for approval, and Commissioner Barry seconded the motion. By vote of the Commission, the resolution was passed unanimously.

Resolution #TC-3141

Resolution # TC -3141

Adopt Rules Governing the Practice and Procedures of the Transportation Commission of Colorado, 2 CCR 601-11

Adopted by the Transportation Commission on: February 20, 2014

WHEREAS, § 43-1-106(6) and § 43-1-106(8)(k) C.R.S. authorize the Transportation Commission of Colorado (the "Commission") to promulgate rules in relation to its meetings and the transaction of business; and

WHEREAS, the current Commission rules were last updated on November 14, 2011; and

WHEREAS, the Commission has determined that it will elect officers annually in July rather than August, requiring a change to Rule 3.6; and

WHEREAS, other minor modifications to the Rules were necessary, including revising numbering and statutory citation; and

WHEREAS, the Commission opened the rulemaking process at its December 19, 2013 meeting by TC Resolution 3124; and

WHEREAS, an Administrative Hearing Officer, acting with delegated authority from the Commission, presided over a rulemaking hearing on January 31, 2014; and

WHEREAS, the Administrative Hearing Officer recommends that the Commission adopt the proposed changes to the Rules.

NOW THEREFORE BE IT RESOLVED, the Transportation Commission herein adopts the Rules Governing the Practice and Procedures of the Transportation Commission of Colorado, 2 CCR 601-11, inclusive of all recommended changes.

Norma J. Storker II
Transportation Commission Secretary

3-6-14
Date

US 550 Rockfall Presentation

Scott McDaniel took this opportunity to commend Kerrie Neet. He received countless emails from her staff and others involved that expressed her outstanding leadership throughout this project. These emails were unsolicited. They were from people's participation in this event and their true sentiment about how she managed the project. He wanted to express his appreciation and the appreciation of the Chief Engineer's office for the great work that she did.

Kerrie Neet stated that she could not take full credit for it because it was a team effort and the right people coming together to do the right thing at the right time. The affected area was about two miles south of Ouray on US 550, which is the highway between Silverton and Ouray. On January 12, 2014, a huge rock slide hit the side of the hill. A slab of rock the size of a football field, approximately 25 feet thick, came off the side of a mountain on Red Mountain Pass. The slab of rock crashed and made into rubble, and the rubble was perched about 1000 feet above the highway. There were rocks raining down on the highway, basically in a high velocity waterfall of rock.

From January 16-18, 2014, Yenter was contracted to do scaling. They were accustomed to doing hand scaling, and this was more than simply prying rocks off the side of the hill. The rubble pile is about 1000 feet above the road, and above that is a 400 feet rock face, with a constant cascade of rock falling on the road.

One of the first challenges was accessing the slope from above on the 400 feet face. Bob Group and Ty Ortiz were irreplaceable during the project, keeping everyone safe and addressing the situation as quickly as possible.

To assess the slope, the helicopters did a skid landing, with one skid on the cliff and one in the air. This would allow people to get down to the rock pile, but this was not a permanent solution. When CDOT brought on Rigging for Rescue from Ouray, they set a line from the highway to the rock pile 1000 ft above so that workers could reach the rock pile.

The temporary and part of the permanent solution is the rockfall netting on the rock pile. The helicopters had to drop each net onto the slope for workers on rope on the slope to then set the nets. This was the most dangerous part of the project. The helicopter pilots had the last word on whether or not to fly on a particular day, in order to keep everyone safe.

Another part of rockfall mitigation is signage. Signs prohibit drivers from stopping that area because there is still a danger of rockfall in the area.

There is not yet a permanent fix. The rockfall mesh and the temporary rockfall fence at the bottom is a backup at the bottom of the slope. It was opened for two hours in the morning and two hours in the evening with flaggers by January 31, 2014. By February 10, it was opened to one lane in both directions with signals.

She stated that she considered this a successful project even though it was very high risk and a very challenging, intense operation. The first is that they had the right people, right place right time. The second is that there was good weather throughout

January. The third was getting extreme experts. Yenter does good rockfall work for CDOT, but this project needed mountaineering skills. Rigging for Rescue does safety rescue in the Himalayas. They are the experts on mountaineering and rescue operations. Silverton Mountain Guides are a back country ski guiding operation in the winter, and their pilots had incredible skills. The team was not only CDOT and the consultants; it included the communities as well.

Safety does not happen by accident. This was a very risky project. CDOT put safety first, and it made a difference.

As far as cost, the emergency response cost \$555,000 total out of rockfall emergency allocations. For long term, \$175,000 is required for design, and \$2.2 million for a permanent fix.

Chairman Aden congratulated the whole team on their hard work.

Other Matters

Chairman Aden stated that there were no other matters to come before the Commission.

Acknowledgements

Chairman Aden stated that there are not acknowledgements.

Adjournment

Chairman Aden announced that the meeting was adjourned at 1:05pm.

Herman F. Stockinger III
Herman Stockinger, Secretary
Transportation Commission of Colorado

4-1-14
Date