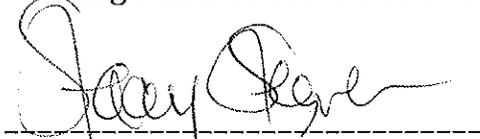


Resolution #BE-11

Approval of October 2009 Minutes

Approved by the Bridge Enterprise Board of Directors on: November 19, 2009

BE IT HEREBY RESOLVED, the Bridge Enterprise Board of Director's Regular Meeting Minutes for October 15, 2009 are hereby approved.



**Stacey Stegman, Secretary
Colorado Bridge Enterprise**

Transportation Commission of Colorado
Bridge Enterprise Board of Directors
Meeting Minutes
October 15, 2009

Director Kim Killin convened the meeting at 12:01 p.m. in the auditorium of the headquarters building in Denver Colorado.

PRESENT WERE:

Kimbra L. Killin, Vice Chairwoman, District 11
Les Gruen, Vice Chairman, District 9
Michael Cheroutes, District 1
Jeanne Erickson, District 2
Gary Reiff, District 3
Heather Barry, District 4
Bill Kaufman, Chairman, District 5
George Krawzoff, District 6
Doug Aden, District 7
Steve Parker, District 8
Gilbert Ortiz, Sr., District 10
Stacey Stegman, Secretary/Public Relations Director

ALSO PRESENT: Peggy Catlin, Deputy Executive Director
Pam Hutton, Chief Engineer
Heather Copp, Chief Financial Officer
Jennifer Finch, Transportation Development Director
Rick Gabel, Staff Services Director
Tony DeVito, Region 1 Transportation Director
Tim Harris, Region 2 Transportation Director
Bob Garcia, Region 4 Transportation Director

Richard Reynolds, Region 5 Transportation Director
Randy Jensen, Region 6 Transportation Director
Doug Bennett, Federal Highway Administration
Deputy Division Administrator

AND: Vince Rogalski, Statewide Transportation Advisory
Committee (STAC) Chairman

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

One audiotape of the meeting was made and supporting documents are filed in the Bridge Enterprise Board office.

BE Working Committee Report

Director Cheroutes relayed to the Board which members are on the Bridge Enterprise Working Committee. They include Directors Parker, Barry, Ortiz, and Cheroutes. Director Killin and Director Parker acknowledged that Chief Engineer Pam Hutton provided a thorough briefing about the Working Committee's activities.

Meeting Minutes

Director Killin asked for consideration of the October 15, 2009 Bridge Enterprise meeting minutes. Director Aden moved for adoption of the meeting minutes. Director Parker seconded the motion and on a vote of the Commission, the minutes were unanimously adopted.

Resolution Number BE-7

BE IT HEREBY RESOLVED, the Bridge Enterprise Board of Director's Regular Meeting Minutes for August 19 and September 17, 2009 are hereby approved.

Budget Actions

Chief Financial Officer Heather Copp presented the latest estimate for the FASTER Bridge revenues and allocations. Ms. Copp asked the Board of Directors for approval of the Bridge Enterprise budget.

Director Cheroutes moved for adoption of the budget resolution. The motion was seconded by Director Kaufman and on a vote of the Commission the following resolution was unanimously adopted.

Resolution Number BE-8

WHEREAS, in accordance with C.R.S. 43-4-805, the Bridge Enterprise Board has the authority to adopt a budget for the Bridge Enterprise; and

WHEREAS, the Bridge Enterprise Board would like to accept \$ 4,506,575 in federal bridge funds and \$ 1,126,644 in State funds for the design work of projects that will be constructed by the Bridge Enterprise; and

WHEREAS, the Bridge Enterprise Board would also like to program revenues available to the Bridge Enterprise through the FASTER bridge fee; and

NOW THEREFORE BE IT RESOLVED, that the Budget for the Colorado Bridge Enterprise for the period July 1, 2009 through June 30, 2010 be adopted.

Transfer of Assets

Chief Financial Officer Heather Copp presented to the Board of Directors a list of bridge structures to be transferred to the Bridge Enterprise. Ms. Copp asked the Board of Directors for approval of the Bridge Enterprise asset transfer.

Director Kaufman moved for adoption of the budget resolution. The motion was seconded by Director Gruen and on a vote of the Commission the following resolution was unanimously adopted.

Resolution Number BE-9

WHEREAS, the following structures have been approved by the Bridge Enterprise Board as candidate projects:

- | | |
|---------|-----------------------------------|
| F-14-B | I-70 Frontage Road over Clear Crk |
| G-12-L | SH 9 ML over Buckskin Gulch |
| N-16-L | SH 69 over Turkey Crk |
| L-22-F | SH 96 over Black Draw |
| K-23-C | SH 96 over Draw |
| K-23-B | SH 96 over Draw |
| K-24-A | SH 96 over Draw |
| K-18-CL | I-25 SB over RR, Ilex, Bennet St. |
| K-18-CK | I-25 NB over RR, Ilex, Bennet St. |
| I-17-AE | US 24 EB over Fountain Crk |
| I-15-Y | US 24 over Twin Crk |

H-16-K SH 67 over Draw
G-11-F US 24 over UP RR
A-24-C US 138 over Ditch
L-06-A US 550 over Bear Crk
E-17-BY I-70 over Sand Creek
E-17-GE I-70 over Sand Creek
~~E-17-GM I-76 over S. Platte~~
~~E-17-GL I-76 over S. Platte~~
E-17-EZ 84th Ave. over I-25; and

WHEREAS, in order to utilize Bridge Enterprise funding for completion of the candidate projects, the ownership of the structures listed above must be transferred to the Bridge Enterprise; and

WHEREAS, at the time of the conversion to GASB 34, which required state government to begin capitalization and depreciation of their infrastructure assets, roads, and bridges; the structures listed above were not included in CDOT's Fixed Asset Database, due to the historical cost of each structure falling below the capitalization threshold; and

WHEREAS, each of the structures listed above carries no value according to CDOT financial records; and

NOW THEREFORE BE IT RESOLVED, the Bridge Enterprise Board authorizes the staff to accept the transfer of structures listed above to the Bridge Enterprise at no cost.

Bridge Enterprise Director

Executive Director Russell George asked the Board for approval of a resolution that he serve as Executive Director for both CDOT and the Bridge Enterprise. Mr. George relayed that the Bridge Enterprise articles and bylaws state that the appointment of the Executive Director position is at the will of the Board. Mr. George noted that as the Bridge Enterprise grows, the Board may want to consider a separate individual for the Executive Director position.

Director Gruen moved for adoption of the budget resolution. The motion was seconded by Director Erickson and on a vote of the Commission the following resolution was unanimously adopted.

Resolution Number BE-10

WHEREAS, C.R.S. 43-4-805(2)(a)(I) et seq., creates the Statewide 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 complete designated bridge projects that involve the financing, repair, reconstruction, and replacement of bridges designated as structurally deficient, functionally obsolete or rated as poor by CDOT; and

WHEREAS, under C.R.S. 43-4-805(2)(a)(I), the Transportation Commission shall serve as the Bridge Enterprise Board and shall, with the consent of the Executive Director, appoint a Bridge Enterprise Director who shall possess such qualifications as established by the Commission and the State Personnel Board; and

WHEREAS, the Bridge Enterprise Director shall oversee the discharge of all responsibilities of the Bridge Enterprise and shall serve at the pleasure of the Bridge Enterprise Board; and

WHEREAS, the Bridge Enterprise and the Bridge Enterprise Director shall exercise their powers and perform their duties as if the same were transferred to the Department as a Type 1 transfer as defined in section 24-1-105, C.R.S.; and

WHEREAS, the CDOT staff has submitted the qualifications to the Director of the State Personnel Board for concurrence; and

WHEREAS, the Director of the State Personnel Board has concurred with the qualifications as submitted.

NOW THEREFORE BE IT RESOLVED, the Bridge Enterprise Board of Directors appoints Russell George, as the Bridge Enterprise Director, and acknowledges that Mr. George is also the Executive Director of the Colorado Department of Transportation.

Consultant for Organizational and Project Development

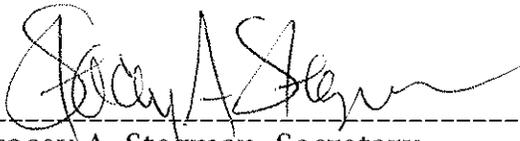
Chief Engineer Pam Hutton presented information for discussion regarding hiring an interim consultant for organizational and project development assistance for the Bridge Enterprise. Ms. Hutton relayed two changes to the original handout at yesterday's Bridge Enterprise workshop. One of the changes was the addition of a duty to the RFP, and the other change was the deletion of Exhibit A1. Ms. Hutton recommended to the Board the adoption of plan two in regards to the procurement process, which would allow for a streamlined procurement process of thirty days, a pre-bid conference, and the option to write an addendum to the scope of work. The Board of Directors agreed to proceed with the changes and with Ms. Hutton's recommendations.

Director Cheroutes thanked Pam Hutton, Heather Copp and CDOT staff for their fantastic work in pulling the information together.

Director Killin thanked the Bridge Enterprise Working Committee and CDOT staff for their expediency and diligence.

Adjournment

And there being no further matters to discuss, Chairwoman Killin adjourned the meeting at 12:25 p.m. on October 15, 2009.

A handwritten signature in black ink, appearing to read "Stacey A. Stegman", written over a horizontal dashed line.

Stacey A. Stegman, Secretary
Transportation Commission of Colorado