

BE Resolution #33

Approval of June Minutes

BE IT HEREBY RESOLVED, The Bridge Enterprise Board of Director's Regular Meeting Minutes for June 17, 2010 are hereby approved.

Approved by the Bridge Enterprise Board of Directors on: July 22, 2010

**Bridge Enterprise Board
Regular Meeting Minutes
Thursday, June 17, 2010**

PRESENT WERE: Kim Killin, Chairwoman, District 11
Leslie Gruen, Vice Chairman, District 9
Trey Rogers, District 1
Jeanne Erickson, District 2
Gary M. Reiff, District 3
Heather Barry, District 4
George Krawzoff, District 6
Douglas E. Aden, District 7
Steven Parker, District 8
Gilbert Ortiz, Sr., District 10
Stacey Stegman, Secretary

ABSENT: Bill Kaufman, District 5

ALSO PRESENT: Russ George, Executive Director
Pam Hutton, Chief Engineer
Casey Tighe, Audit Director
Heather Copp, Chief Financial Officer
Jennifer Finch, Transportation Development Director
Rick Gabel, Staff Services Director
Herman Stockinger, Government Relations Director
Bob Corman, Representing Admin and Human Resources
David Gordon, Division of Aeronautics Director
Tony DeVito, Region 1 Transportation Director
Tim Harris, Region 2 Transportation Director
Dave Eller, Region 3 Transportation Director
Johnny Olson, Region 4 Transportation Director
Richard Reynolds, Region 5 Transportation Director
Reza Akhavan, Region 6 Transportation Director
Harry Morrow, Chief Transportation Counsel
Doug Bennett, acting FHWA Division Administrator

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

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

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

Chairwoman Kim Killin convened the meeting at 11:19 a.m. June 17, 2010 in the auditorium of the headquarters building of the Colorado Department of Transportation in Denver, Colorado.

BE Working Committee Report

Director Reiff declared that the most important thing to report from the workshop on June 16, 2010 was the excellent results concerning the \$40M short term loan for early BE financing. He said that Heather Copp, CFO reported bids were received from eight (8) institutions and that the Bid from the Bank of America (B of A) was determined to be the best for the Enterprise. Further, he reported that Heather said that the maximum cost of borrowing cannot exceed 1.19% and can be lower depending on market conditions. Director Reiff confirmed that Heather reported B of A's bid was accepted and the term sheet was signed by Director George on June 3, 2010 and that the closing was targeted for June 23, 2010.

Director Reiff continued and stated that concerning Underwriters, Heather reported that 15 proposals were received and that after review the following was selected:

- RBC Capital Markets - Senior Manager
- Band of America/Merrill Lynch - Senior Manager
- JP Morgan - Senior Manager
- Citi Group Global Markets - Co-Manager
- Piper Jaffray - Co-Manager

Director Reiff reported that Heather also passed out a monthly report and indicated that reviews were keeping pace with the revised reduced estimates.

Director Reiff reported that Matt McDole of LS Gallegos gave progress status on the Bridge Enterprise Project Manager Procurement and that Matt said that a staff evaluation committee has completed review of proposals and interviews with the two teams and the results have been forwarded to the Chief Engineer for final review. Director Reiff said that Matt also reported that LS Gallegos is continuing to work with the Regions to gather information and develop BE programs so that projects can proceed quickly as funds become available. He

confirmed that there was no Sub-Committee meeting in June but one is anticipated in the first part of July.

Discuss and Act on the Regular Meeting Minutes for May 20, 2010

Chairwoman Kim Killin stated that the next item on the agenda was to approve the meeting minutes for May 19th and 20th and asked if there were any comments or discussion. Director Aden moved for approval of the Minutes and Director Erickson seconded the motion. On a vote of the Board of Directors the Minutes were unanimously adopted.

BE Resolution #31

BE IT HEREBY RESOLVED, The Bridge Enterprise Board of Director's Regular Meeting Minutes for May 20, 2010 are hereby approved.

Discuss and Act on Transfer of Assets from CDOT

Heather Copp stated that the Resolution to be considered was very similar to the Resolution passed by the Transportation Commission in the earlier meeting on June 17, 2010. Heather reported that the Resolution accepted the transfer of structure number J-15-B and that she was asking for approval of the Resolution to move that asset over to the Bridge Enterprise.

Director Krawzoff moved for approval of the Resolution, Director Erickson seconded the motion and on a vote of the Board of Directors, the Resolution was passed unanimously.

BE Resolution #32

Transfer of Assets

WHEREAS, the following structures were previously transferred to 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
A-26-F	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-EZ	84th Ave. over I-25
B-16-AE	US 287 over draw; and

WHEREAS, the following structure is part of the Region 2 bridge plan and is scheduled for construction in the Fiscal Year 11 Bridge Enterprise program,

J-15-B, SH 9 over Currant Creek

WHEREAS, in order to utilize Bridge Enterprise funding for completion of the candidate projects, the ownership of the one additional structure 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 additional structure listed above was not included in CDOT's Fixed Asset Database, due to the historical cost of the structure falling below the capitalization threshold; and

WHEREAS, the additional structure 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 the additional structure listed above to the Bridge Enterprise at no cost.

Discuss and Act on Budget Supplement

Heather Copp stated that there was no budget supplement to present in the meeting and that they were asking the item to be pulled from the agenda.

Approval of entering in to negotiations with preferred proposer for BEPM

Contract

Pam Hutton mentioned that the agenda item was listed as a notification rather than a request for approval because there was no Resolution for approval. She stated that typically Staff would enter into negotiations after a consultant selection but, that staff wanted the Board of Directors to know how they would proceed. Pam mentioned that CDOT staff sat on a selection committee, heard interviews from the two vendors with proposals, and have forwarded recommendations to her for approval. She reported that she had reviewed those recommendations. Pam stated that the next step would be for her to meet with her staff and that the process will then be continued to make sure the promised schedule is followed and begin the negotiations with the selected contractor.

Progress Report

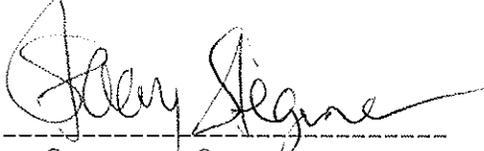
Matt McDole of LS Gallegos was introduced by Pam Hutton and reported that the previous speakers had already delivered the most updated information on the Program Manager and Support Services Consultant Procurement process and that the Procurement is proceeding on schedule. He said that it is still anticipated that there would be a Consultant on board by August 1, 2010. Matt mentioned that LS Gallegos is continuing to work with the Regions and Headquarters to gather information and further develop the program for the Bridge Enterprise towards completing Bridge projects as quickly as possible including refining the 2010 Bridge Enterprise list and status of the projects. He declared that nine bridges have gone to advertisement and another four will go to advertisement before the July 22, 2010 meeting and some of those bridges are grouped and bundled and have a common contract as had been mentioned in the past as a strategy. He continued and reported that another five bridges will go to advertisement later in the year. He said that there was a first cut of the 2011 program and LS Gallegos and CDOT Staff are working on getting information to refine that program so that at the July 22, 2010 meeting a 2011 candidate list can be brought before the board. He said the intent would be that the most complete list would be prepared for the Bridge Enterprise Program Manager when that firm comes on board in August. He said that as the loan proceeds are received from the \$40M loan, \$20M of those dollars is intended to go towards of the Bridge Projects so that as many projects as possible will be ready to go as quickly as possible. He reported that the hope will be to get through the fall and have a larger debt service program and be able to fund a great number of projects aiming at completing the goal of having all 128 projects on the list when the Bridge Enterprise program was started completed no later than 2017.

Chairwoman Killin asked if there were any other items to come before the Board of Directors and then she mentioned that the next Sub Committee Meeting had been discussed. She confirmed that Director Reiff would be in

touch with the Department to get the meeting scheduled and then notify the other board members.

Adjournment

There being nothing further, the meeting was adjourned at 11:29 a.m.

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

Stacey Stegman, Secretary
Colorado Bridge Enterprise