

**MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE
HIGH PERFORMANCE TRANSPORTATION ENTERPRISE (HPTE)**

Held: Tuesday, May 17, 2016; 2:00 pm

4201 E. Arkansas Ave., Room 225, Denver, CO 80222

The special meeting of the Board of Directors of the HPTE was convened in accordance with applicable statutes of the State of Colorado, with the following Directors present:

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| Attendance: | Kathy Gilliland, Chair | Gary Reiff, by phone | Thad Noll |
| | Jan Martin, by phone | Shannon Gifford | Trey Rogers |

Chair Gilliland called the meeting to order @2:00pm: All Board Directors were present except for Vice-Chair Marostica who was excused.

Director's Report: HPTE Director David Spector welcomed all, and noted that Board Directors Martin and Reiff were attending by phone. He introduced the planned agenda for the days, starting with the consideration of the First Amendment to the Fee for Service Intra-Agency Agreement (IAA). The Fee for Service IAA has been in place since 2015, and was written with a two year outlook. The amendment to the Fee for Service IAA incorporates an updated Scope of Work (SOW) for the following fiscal year, which will be an important factor in planning for the FY18 budget. The updated SOW presents specifics for tolling services work by HPTE, which has not been formally considered previously. Director Spector said the Transportation Commission will consider this item in June, after the Board takes action today. There was general discussion about the cost estimates for the SOW, which are roughly based on what a consultant would charge for the same services. HPTE Operations Manager Nick Farber noted the preparation of the cost estimate was a collaborative effort with CDOT. Board Director Rogers commented that he thought the Fee for Service IAA amendment was reasonable and supportable for TABOR purposes.

Joe Mahoney of the Office of Major Project Development (OMPD) briefed the Board on the first winter season of operations on I-70 Mountain Express Lane (MEXL). He said the season was very successful, and that key stakeholders in Clear Creek County and the Federal Highway Administration (FHWA) were pleased with the outcomes as well. Mr. Mahoney said that the lane had already been open for 44% of the permitted 73 days per year through the winter season, explaining that the lanes were often opened during non-peak times to help clear congestion resulting from accidents in the general purpose lanes. He said CDOT is working with FHWA and local interests to increase the number of allowable open days and to accommodate opening to clear incidents. In general, congestion peaks were reduced and safety was improved this season because of how well the MEXL functioned. In 32 days of operation, the MEXL typically opened around 9:00 a.m., closed about 8:00 p.m., and usually had a peak hour toll rate of \$4 to \$6. Travel times and throughput on the general purpose lanes also improved. Board Chair Gilliland thanked Mr. Mahoney for a job well done. HPTE Director Spector added that the MEXL is still in a ramp up period, and peak summer hour performance will provide additional insights.

HPTE Director Spector said it may seem like an onslaught of intra-agency agreement documents have come before the Board for consideration recently. He explained that the US 36 audit recommended project-specific agreements with CDOT, so there will be more to come. Intra-agency agreements are triggered by the terms of financing.

The Board determined to forgo its schedule break and continue into the regular meeting agenda.

Consent Agenda: Resolution #200
Approving April 20,
2016 Minutes

Upon a motion by Board Director Rogers and second by Board Director Noll, the Consent Agenda was approved by all present.

Public Comment: None.

Director's Report: HPTE Director David Spector quickly recapped the status of active projects. He highlighted progress on Central 70, noting that staff is moving forward with procurement documents, and anticipated receiving a record of decision from FHWA in the Fall. He said a final RFP will go out in October, and that a P3 team will be selected by March 2017. He said a recent visit with TIFIA went well, that the term sheet is being reviewed and that TIFIA has a better comfort level overall with the project.

He also gave an update on SB123, which failed at the end of the legislative session. Director Spector said that CDOT will administratively implement some of the policy changes people were looking for, notably, free switchable transponders for customers who only use the transponder for HOV travel, as well as eliminating transponder requirements for motorcycles. He estimated the costs to CDOT for making these changes to be \$1.5 million plus the cost of the free switchable transponders.

OPMD Report: OMPD Director Brett Johnson said most of his update has already been covered. He noted for the C-470 Project his staff is still working on the traffic and revenue analysis, bond structures, and the TIFIA application.

Communications Report: HPTE Communications Manager Megan Castle reported on the recent positive press coverage for the I-70 Mountain Express Lane and US 36 projects. There was general discussion about the telephone town hall meeting that was held on the I-25 North Segment 2 Project and the need for continued public education about public-private partnerships (P3s), including how they work and the public benefits of these contracts. HPTE Chair Kathy Gilliland noted the need to continue to provide education about CDOT's funding challenges.

Resolution #201:
Approving First
Amendment to Fee
for Service Intra-
agency Agreement

HPTE Operations Manager Nick Farber introduced the First Amendment to the Fee for Service Intra-agency Agreement, which is set up for a year-to-year extension, provided CDOT and HPTE agree on a scope of work (SOW) for the services HPTE is to provide to CDOT during the fiscal year. He distributed a revised SOW for the Board to consider, which will subsequently be considered by the Transportation Commission in June. Upon a motion by Board Director Rogers to approve the Resolution, amended to incorporate the revised SOW adding tolling services, and a second by Board Director Gifford, Resolution #201 approving the First Amendment to the Fee-for-Service Intra-agency Agreement was approved by all present.

Resolution #202:
Approving First
Amendment to I-70
PPSL (MEXL) Intra-
agency Agreement

Nick Farber informed the Board that the Transportation Commission approved this item in April, after it had been previously tabled by the Board in March for further discussion on the allocation of operations and maintenance costs. Mr. Farber presented the allocation of operations and maintenance costs between HPTE and CDOT. Following discussion, upon a motion by Board Director Noll and a second by Board Director Rogers, Resolution #202 approving the First Amendment to I-70 PPSL (MEXL) Intra-agency Agreement was approved by all present.

Resolution #203:
Approving I-25 North
Segment 2 Intra-
agency Agreement

HPTE Director David Spector said there are no financing or loan provisions as a part of this intra-agency since the project was cash funded, and remarked that the operations and maintenance costs allocations are similar to those in the intra-agency agreement previously approved for I-25 North Segment 3. Following discussion, upon a motion by Board Director Noll and a second by Board Director Rogers, Resolution #203 approving the I-25 North Segment 2 Intra-agency Agreement was approved by all present.

Resolution #204: HPTC Director David Spector reminded the Board that is had previously reviewed the proposed toll rates prior to the public outreach regarding the proposed toll rates. Following discussion, upon a motion by Board Director Noll and second by Board Director Gifford, Resolution #204 approving toll rates for I-25 North Segment 2 was approved by all present.

Other Business: There being no further business to come before the Board, the meeting was adjourned at 3:47 p.m.