

**APRIL 27, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM # 4

Approve the minutes for the March 30, 2011 General Board Meeting.

Department: Law

Board Action: YES (by motion)

Description of Matter:

The minutes for the March 30, 2011 General Board Meeting require approval by the Board.

Attached Document: Draft Minutes March 30, 2011 General Board Meeting

Contact for further information:

Andrew Martin, General Counsel

**MINUTES FOR
General Meeting of the Board of Directors
of the
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY**

**Wednesday, March 30, 2011
9:30 A.M.**

The meeting was held at 201 North Brushy Street, Leander, Texas 78641, in the Pat Bryson Municipal Hall. Notice of the meeting was posted March 25, 2011 at the County Courthouses of Williamson and Travis Counties, with the Secretary of State, on the CTRMA website, and on the bulletin board in the lobby of CTRMA's offices at Suite 650, 301 Congress Avenue, Austin, Texas.

1. Welcome and Opening Remarks by Chairman Ray A. Wilkerson

Chairman Wilkerson called the meeting to order at 9:42 a.m. and called the roll. Board Members present at the time the meeting was called to order were Chairman Ray Wilkerson, Vice-Chairman Jim Mills, Mr. Henry Gilmore, Ms. Nikelle Meade, Mr. David Singleton, Mr. Bob Bennett, and Mr. Charles Heimsath.

2. Open Comment Period

No public comments were offered.

3. Approval of Minutes of February 23, 2011 General Board Meeting

Chairman Ray Wilkerson presented the minutes from the February 23, 2011 Board Meeting for review by the Board. Mr. Bob Bennett moved for approval of the minutes. Mr. Henry Gilmore seconded the motion. The motion carried unanimously 7-0, and the minutes for the February 23, 2011 General Board Meeting were approved as drafted.

4. Approve an interlocal agreement with the Texas Department of Transportation and the City of Leander to implement provisions of the 2008 Memorandum of Agreement concerning the J.C. Bryson Farmstead Historic Site.

Chairman Ray Wilkerson postponed consideration of this item until after the Board reconvenes from its Executive Session.

5. Discuss and Consider a resolution authorizing the Executive Director to execute an amendment reducing the current base transaction fee established by Appendix A of the December 13, 2007 interlocal agreement with the Texas Department of Transportation, Harris County, and the North Texas Tollway Authority governing interoperability.

Mr. Tim Reilly presented this item seeking Board approval of a resolution authorizing the Executive Director to execute an amendment reducing the current base transaction fee established by Appendix A of the December 13, 2007 interlocal agreement with TxDOT, Harris County, and NTTA.

On July 25, 2007, the Board approved Resolution 07-39 which authorized an Interoperability Agreement with TxDOT, NTTA and HCTRA to toll payments from customers using toll transponders from another Texas toll system. Under the Agreement, the agency holding the customer account (the Home Agency), in effect, bears the costs associated with collecting the tolls for the Agency where a toll transaction occurs (the Away Agency). A transaction fee was established to compensate the Home Agency for those costs. The fee negotiated by the parties to the Agreement was based on the actual agencies' costs, and was set at 8% of the posted toll. The Agreement requires that the Transaction Fee be reviewed every two years by the Statewide Interoperability Committee, which then makes recommendations to the Parties regarding amending the fee, if appropriate.

The Statewide Interoperability Committee is nearing completion of the required review. The Parties serving on the Interoperability Committee agree the fee can be reduced due to efficiencies gained over the past two years. While a consensus has not yet been achieved, it appears likely that the Statewide Interoperability Committee will recommend reducing the fee to 6%. A reduction of the Transaction fee will result in significant savings for CTRMA. Therefore, the Executive Director recommends Board approval to execute any documents needed to reduce the Transaction Fee, after the Statewide Interoperability Committee has made its recommendation.

Mr. Bob Bennett moved for approval of the resolution. Mr. Charles Heimsath seconded the motion. The motion carried unanimously 7-0, and the resolution was approved as drafted.

6. Award a contract for landscape maintenance services for 183A.

Mr. Wes Burford presented this item recommending Board authorization to award a Landscape Maintenance services contract on 183A for a period of one year. Mr. Burford stated that the Board authorized staff to solicit bids for landscape maintenance for an annual maintenance contract. This is an opportunity for smaller vendors to contract directly with the RMA. After sending out the notification, CTRMA received proposals from Nalle Landscape, LLC., Encino Landscape, Inc., and Weigelt Enterprises, LLC. CTRMA staff looked at each firm's experience, staff qualifications, references, DBE participation, response to scope of services, and the price proposal. The evaluation committee was comprised of: Chuck Murphy of CTRMA, Kris Keith, Mark Matthews, Brent Baker, and John Koval from HNTB. The committee evaluated the proposals independently, and then came together for a scoring meeting. The best value proposal based on the committee's analysis was Encino Landscape, Inc., and staff recommends awarding the contract to that firm.

Mr. Bob Bennett moved for approval, and Ms. Nikelle Meade seconded the motion. The motion carried unanimously 7-0, and the Board approved the award of the contract to Encino Landscape, Inc. for landscape maintenance services for 183A.

7. Approve a comprehensive development agreement with Central Texas Mobility Constructors to design and construct the Manor Expressway.

Mr. Wes Burford presented this item seeking the Board's approval of a Comprehensive Development Agreement with Central Texas Mobility Constructors to design and construct the Manor Expressway. On February 23, 2011, the Board authorized a Committee led by Mr. Burford to commence negotiations with the Best Value Proposer, Central Texas Mobility Constructors, regarding the Comprehensive Development Agreement for the design and construction of the Manor Expressway Project. Staff has completed negotiations with Mobility Constructors.

Their original value was approximately \$207 million, and a value-added component of about \$25,000 was added. This value-added component is for encasements for bridge structures needed for future bridge widening. The schedule was 487 calendar days after notice to proceed for completion of the project, and 955 days after notice to proceed for final completion of the overall project.

Mr. Burford explained that staff seeks the board approval on the CDA contingent upon the Attorney General's review and approval. Mr. Mike Heiligenstein asked Mr. Burford to confirm that because CTRMA will pay stipends to the other bidders, will CTRMA be able to use what is in their plans? Mr. Burford confirmed that was the case and stated that the stipends will be paid at financial closure.

Mr. Charles Heimsath moved for approval of the comprehensive development agreement. Ms. Nikelle Meade seconded the motion. The motion carried unanimously 7-0, and the resolution was approved as drafted.

8. Authorize a sustainability design competition for the Oak Hill Expressway (US290W / SH71W) and Manchaca Expressway (SH45SW) Corridors.

Mr. Wes Burford presented this item seeking the Board's approval to allow CTRMA staff to hold a Sustainability Design Competition for the Oak Hill Expressway (US290W / SH71W) and the Manchaca Expressway (SH45SW).

The goal of the competition is to develop innovative design concepts early in the process that can be incorporated into the environmental study. Two projects benefitting from the design competition are Oak Hill Expressway and Manchaca Expressway as TxDOT has begun procuring services for the environmental process.

Once the environmental process is finished, the concepts identified from the design competition would be turned over to a developer who would design the project. Mr.

Burford stated that the concept is to hold a competition for the creation of sustainable ideas. The goal of the competition is to solicit innovative and cost-effective sustainable features not previously considered. Staff will coordinate with TxDOT throughout the competition, ultimately blending selected sustainable elements into the NEPA process for consideration on both projects.

Mr. Henry Gilmore asked if we could separate the projects. Mr. Burford stated that we could because they are parallel projects.

Mr. Henry Gilmore moved to approve the sustainability design competition and to separate the projects for competition purposes. Ms. Nikelle Meade seconded the motion. The motion carried unanimously, 7-0. The Board approved separate sustainability design competitions for the Oak Hill Expressway Corridor (US290W / SH71W) and the Manchaca Expressway (SH45SW) Corridor.

9. Authorize a procurement process for communication and marketing consultant services.

Mr. Steve Pustelnyk presented this item seeking Board approval to advertise for a Communications and Marketing consultant. CTRMA had a contract for communication and marketing services originating in 2007 for an initial term of two years and included two one-year renewal options of which both were exercised. Mr. Pustelnyk explained that CTRMA staff requests their approval to begin the procurement process. Mr. Charles Heimsath asked if the Board could see the evaluation criteria before soliciting the proposers, and Mr. Pustelnyk replied that he could provide that information to the Board. Ms. Nikelle Meade indicated her interest in reviewing the criteria. Mr. Heiligenstein asked Mr. Pustelnyk to make a presentation on the evaluation criteria at the next Board Meeting.

Mr. Charles Heimsath moved for approval, and Ms. Nikelle Meade seconded the motion. The motion carried unanimously, 7-0, and the resolution was approved as drafted.

10. Accept the monthly financial report for February, 2011.

Mr. Bill Chapman presented this item. Mr. Chapman discussed the pending bond issuance and mentioned upcoming activities, including visiting with bond agencies the first week of May, investor presentations mid-May to the end of May, and determining the best uses of the grant money provided by TxDOT. Mr. Chapman explained that March 2011 is looking to be the best month ever for transactions with close to two million transactions.

Mr. Bob Bennett moved for approval of the February 2011 financial report, and Mr. Henry Gilmore seconded the motion. The motion carried unanimously, 7-0, and the resolution was approved as drafted.

11. Executive Director's Report.

Mr. Mike Heiligenstein presented the Executive Director's report for March 2011. He explained that the 183A shared use path is progressing well. We are planning to get the path from the San Gabriel River to Brushy Creek.

Ms. Heather Reavey provided a quick 183A update explaining that it is 41% complete and construction of the bridge structures are underway. Night operations have started at New Hope and Crystal Falls, and Scottsdale Drive Crossover will be closed in May for four months to allow for excavation in order to begin bridge construction.

Mr. Heiligenstein provided information on the requested TIFIA funding for the MoPac project in the amount of approximately \$82 million. A letter requesting the support of our congressional delegation and other key officials was prepared for and signed by the Chairman and Vice Chairman.

Mr. Heiligenstein announced that Cindy Demers was hired as our new controller and her start date will be April 25.

Executive Session Pursuant to Government Code, Chapter 551

Chairman Wilkerson announced in open session at 10:48 a.m. that the Board would recess the open meeting and would reconvene in Executive Session to deliberate the following items:

Discussion of legal issues relating to Item 4, an interlocal agreement with the Texas Department of Transportation and the City of Leander to implement provisions of the 2008 Memorandum of Agreement concerning the J.C. Bryson Farmstead Historic Site, pursuant to §551.071 (Consultation With Attorney; Closed Meeting).

- 12. Discussion of the acquisition of one or more parcels or interests in real property needed for the Manor Expressway Project and related legal issues, pursuant to §551.072 (Deliberation Regarding Real Property; Closed Meeting) and §551.071 (Consultation With Attorney; Closed Meeting).**
- 13. Discussion of legal issues relating to pending or contemplated litigation and any related settlement offer, pursuant to §551.071 (Consultation With Attorney; Closed Meeting).**
- 14. Discussion of legal issues relating to personal financial disclosure, other laws under jurisdiction of the Texas Ethics Commission, and state open government laws, pursuant to §551.071 (Consultation With Attorney; Closed Meeting).**

The Board reconvened in open meeting at 11:36 a.m., and Chairman Wilkerson announced that there was no action taken in Executive Session.

- 4. Approve an interlocal agreement with the Texas Department of Transportation and the City of Leander to implement provisions of the 2008 Memorandum of Agreement concerning the J.C. Bryson Farmstead Historic Site.**

Mr. Andrew Martin, General Counsel, presented this item and explained that the agreement was developed by CTRMA and TxDOT, and has been forwarded to the City of Leander for its review and comment. If there are any fundamental issues with the current draft that staff presented to the Board, the revisions will be brought back to the Board for additional consideration.

Mr. Charles Heimsath moved for approval of the interlocal agreement. Mr. Henry Gilmore seconded the motion. The motion carried unanimously 7-0, and the resolution was approved as drafted.

- 15. Consider and revise the CTRMA legislative program for the 82nd Legislature if that action is necessary or desirable.**

Mr. Heiligenstein reported that three separate bills are under consideration at the Legislature that relate to the authority of CTRMA or a tolling agency to enter into a design-build comprehensive development agreement (CDA), a design/build/finance CDA, or a public private partnership (P3). No Board action was taken.

- 16. Declare a public necessity to acquire one or more of the following described parcels of land for the Manor Expressway Project, and with respect to those parcels, authorize the negotiation and execution of a purchase contract, the negotiation and execution of a possession and use agreement, or the use of the power of eminent domain to acquire the parcel for the Manor Expressway Project, as applicable.**

The Board took action only on the parcels identified below, with the action relating to each parcel following its identification.

- A. Parcel 55 of the Manor Expressway Toll Project, a 2.091 acre parcel of real estate owned by Odeen Hibbs, located west of Decker Lane along the south line of US Hwy 290E in Travis County.

Ms. Nikelle Meade moved to approve an amendment to the existing purchase contract to increase payment by \$51,365 for a resulting acquisition price of \$351,365.00. Mr. Charles Heimsath seconded the motion. The motion carried unanimously 7-0, and the resolution was approved as drafted.

- B. Parcel 3 of the Manor Expressway Toll Project, a 1.929 acre parcel of real estate owned by Kemco Properties, located at 8601 US Hwy 290E in Travis County.

Ms. Nikelle Meade moved to approve a purchase contract for \$1,380,000.00. Mr. Charles Heimsath seconded the motion. The motion carried unanimously 7-0, and the resolution was approved as drafted.

- C. Parcel 51 of the Manor Expressway Toll Project, a 0.342 acre parcel of real estate owned by Daniel Perez, located at 9745 US Hwy 290E in Travis County.

Ms. Nikelle Meade moved to approve a purchase contract for \$250,000.00. Mr. Charles Heimsath seconded the motion. The motion carried unanimously 7-0, and the resolution was approved as drafted.

- D. Parcel 15 of the Manor Expressway Toll Project, a 0.068 acre parcel of real estate owned by All Springdale Venture, located at 8305 Springdale Road in Travis County.

Ms. Nikelle Meade moved to approve a purchase contract for \$12,980.00. Mr. Charles Heimsath seconded the motion. The motion carried unanimously 7-0, and the resolution was approved as drafted.

- E. Parcel 36A of the Manor Expressway Toll Project, a 2.335 acre parcel of real estate owned by A&E Properties, located at 9519 US Hwy 290E in Travis County.

Ms. Nikelle Meade moved to approve a purchase contract for \$1,350,000.00. Mr. Charles Heimsath seconded the motion. The motion carried unanimously 7-0, and the resolution was approved as drafted.

- F. Parcel 34 of the Manor Expressway Toll Project, a 0.539 acre parcel of real estate owned by Paul and Verena DeVooght, located at US Hwy 290E West of Giles Road in Travis County.

Ms. Nikelle Meade moved to authorize acquisition by the use of eminent domain, with authorization to negotiate and execute a possession and use agreement not to exceed 90% of the appraised value. Mr. Charles Heimsath seconded the motion. The motion carried unanimously 7-0, and the resolution was approved as drafted.

- G. Parcel 54 of the Manor Expressway Toll Project, a 0.557 acre parcel of real estate owned by Agnes Marie Aldridge, located at 9751 US Hwy 290E in Travis County.

Ms. Nikelle Meade moved to authorize acquisition by the use of eminent domain, with authorization to negotiate and execute a possession and use agreement not to exceed 90% of appraised value. Mr. Charles Heimsath seconded the motion. The motion carried unanimously 7-0, and the resolution was approved as drafted.

- H. Parcel 8 of the Manor Expressway Toll Project, a 2.175 acre parcel of real estate and a 0.186 acre Drainage Easement owned by Morse Family Trust, located at the east corner of US 183 and US Hwy 290E in Travis County.

Ms. Nikelle Meade moved to authorize acquisition by the use of eminent domain, with authorization to negotiate and execute a possession and use agreement not to exceed 90% of appraised value. Mr. Charles Heimsath seconded the motion. The motion carried unanimously 7-0, and the resolution was approved as drafted.

- I. Parcel 37 of the Manor Expressway Toll Project, a 2.03 acre parcel of real estate owned by Scott William Elder, located at 9577 US Hwy 290E in Travis County.

Ms. Nikelle Meade moved to authorize acquisition by the use of eminent domain, with authorization to negotiate and execute a possession and use agreement not to exceed 90% of appraised value. Mr. Charles Heimsath seconded the motion. The motion carried unanimously 7-0, and the resolution was approved as drafted.

- J. Parcel 29 of the Manor Expressway Toll Project, a 9.108 acre parcel of real estate owned by JMTCV, located at US Hwy 290E between Ferguson Cutoff and Johnny Morris Road in Travis County.

Ms. Nikelle Meade moved to authorize acquisition by the use of eminent domain, with authorization to negotiate and execute a possession and use agreement not to exceed 90% of appraised value. Mr. Charles Heimsath seconded the motion. The motion carried unanimously 7-0, and the resolution was approved as drafted.

- K. Parcel 56A of the Manor Expressway Toll Project, a 1.466 acre parcel of real estate owned by Shapiro Family Trust, located at the southwest corner of US Hwy 290E and FM 3177 in Travis County.

Ms. Nikelle Meade moved to authorize acquisition by the use of eminent domain, with authorization to negotiate and execute a possession and use agreement not to exceed 90% of appraised value. Mr. Charles Heimsath seconded the motion. The motion carried unanimously 7-0, and the resolution was approved as drafted.

- L. Parcel 56B of the Manor Expressway Toll Project, a 2.567 acre parcel of real estate owned by Shapiro Family Trust, located at the southeast corner of US Hwy 290E and FM 3177 in Travis County.

Ms. Nikelle Meade moved moved to authorize acquisition by the use of eminent domain, with authorization to negotiate and execute a possession and use agreement not to exceed 90% of appraised value. Mr. Charles Heimsath seconded the motion. The motion carried unanimously 7-0, and the resolution was approved as drafted.

17. Adjourn Meeting

Chairman Wilkerson declared the meeting adjourned by unanimous consent at 11:46 a.m.