

**MAY 25, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM # 3

Approve the minutes for the April 27, 2011 General Board Meeting.

Department: Law

Board Action: YES (by motion)

Description of Matter:

The minutes for the April 27, 2011 General Board Meeting require approval by the Board.

Attached Document: Draft Minutes April 27, 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, April 27, 2011
9:30 A.M.**

The meeting was held at 301 Congress Avenue, Suite 360, Austin, Texas 78701. On April 21, 2011, notice of the meeting was posted at the Williamson County Courthouse, 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. Notice of the meeting was posted at the Travis County Courthouse on April 22, 2011.

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

Mr. Henry Gilmore, as the Board secretary and serving without objection as interim presiding officer, called the meeting to order at 9:40 a.m. and called the roll. Board Members present at the meeting were Mr. Henry Gilmore, Ms. Nikelle Meade, Mr. David Singleton, Mr. Bob Bennett, and Mr. Charles Heimsath.

2. Open Comment Period

Roger Baker addressed the Board during the open comment period.

Vice Chairman Jim Mills joined the dais at the end of the open comment period, and assumed the duties of presiding officer for the remainder of the meeting.

Conduct a public hearing to receive comments and questions on the following:

3. Financial and other information on the Manor Expressway (290 East Toll Project) and the approved contract with Central Texas Mobility Constructors to design and build the Manor Expressway, as required by Section 371.151 of the Texas Transportation Code.

Vice Chairman Jim Mills noted that the date, time, place, and subject of the public hearing had been advertised in the *Austin American-Statesman*, *Daily Texan*, and the *Oak Hill Gazette*. The information that was published was also provided at the meeting as handout available at the speaker sign-up table.

Andrew Martin, General Counsel, provided a short presentation on the Manor Expressway project and the design/build agreement with the Central Texas Mobility Constructors. Manor Expressway will be a toll project owned, operated, and maintained by CTRMA. It is a 6.2 mile project located along the U.S. 290 corridor. The Board has approved a design/build

comprehensive development agreement with Central Texas Mobility Constructors (“CTMC”) to construct the project.

Upon the completion construction, CTRMA’s contract with CTMC will terminate, except for warranty obligations. Expected toll rates will be \$0.15 - \$0.20 per lane mile traveled, and a toll of \$0.25 - \$0.50 to use the direct connectors between 183A and Manor Expressway. Toll rates have been established by the market valuation agreement procedure, and business terms for market valuation were approved by the Capitol Area Metropolitan Planning Organization on December 1, 2008. Rates will be increased annually by a formula based on percentage increase in either Texas State Gross Domestic Product or the Consumer Price Index.

The debt total is approximately \$359 million in the form of senior and subordinate lien revenue bonds issued by CTRMA for 30 years for the senior bonds and a 23 year term for the subordinate bonds. CTRMA will collect tolls to provide for continuing expenses for maintaining and operating the project.

Vice Chairman Jim Mills opened the public hearing and invited comments and questions from those present.

Five individuals provided comments and questions to the Board including, Mr. Bruce Burton, Ms. Mary Anderson, Mr. Vince May, Mr. Roger Baker, and Mr. James Benson.

Mr. Mike Heiligenstein stated that CTRMA staff will provide answers to the comments and questions, including written comments and questions submitted by those present at the public hearing, as they relate to the purpose of this public hearing, and other questions not germane to the purpose of the public hearing will be answered as personal inquiries.

Ms. Nikelle Meade moved to close the public hearing, and Mr. Charles Heimsath seconded the motion. The motion carried unanimously 6-0.

4. Approval of Minutes of March 30, 2011 General Board Meeting

Vice Chairman Jim Mills presented the minutes from the March 30, 2011 Board Meeting for review by the Board. Mr. David Singleton moved for approval of the minutes. Ms. Nikelle Meade seconded the motion. The motion carried unanimously 6-0, and the minutes for the March 30, 2011 General Board Meeting were approved as drafted.

5. Approve a supplement to Atkins’ Work Authorization #1 concerning oversight by the general engineering consultant of the design/build comprehensive development agreement for the Manor Expressway.

Ms. Nikelle Meade stated that she would not participate in the discussion or vote on this item because her law firm work represents Atkins.

Mr. Wes Burford presented this item seeking Board approval of a supplement to Atkins' Work Authorization #1 to provide oversight by Atkins of the design/build comprehensive development agreement for the Manor Expressway. The supplement to the Work Authorization includes project management, design oversight, construction oversight, material acceptance testing, environmental compliance, and public involvement.

The supplement to the Work Authorization is funded by the Project's bond financing and is approximately \$23 million, which is 11% of the construction for oversight and testing. The project will last about three years and will include about fifty people employed on the job.

Mr. Bob Bennett moved for approval of the resolution. Mr. Charles Heimsath seconded the motion. The motion carried unanimously 5-0, Ms. Nikelle Meade abstained from the vote, and the resolution was approved as drafted.

6. Approve a change order to the 183A Phase II contract with Webber LLC to install two underground utility encasements.

Mr. Wes Burford presented this item seeking approval of a change order to the 183A Phase II contract with Webber LLC to install two underground utility encasements. The change order includes the installation of utility encasements under Hero Way and the 183A mainlanes on the north side of RM 2243. CTRMA requests this provision to provide continued support for development along the 183A corridor in coordination with the City of Leander. The construction of the utility encasements during the current construction activity is cost effective and will reduce future impacts to the facility.

CTRMA will be reimbursed for the costs associated with the encasements' use, and the change order may not be executed until the Executive Director receives a binding commitment from one or more of the ultimate users of the encasements to reimburse CTRMA for its installation costs.

Mr. Bob Bennett moved for approval, and Mr. Charles Heimsath seconded the motion. The motion carried unanimously 6-0, and the Board approved the change order to the 183A Phase II contract with Webber LLC.

7. Approve a contract amendment with Telvent USA Corporation to revise the scope of services and implementation schedule and authorize additional payment for work related to installation of toll collection and intelligent transportation system equipment on the Manor Expressway, and under the amended contract approve Work Authorization #6 for work related to the Manor Expressway.

Mr. Tim Reilly presented this item seeking the Board's approval of a contract amendment with Telvent USA Corporation to revise the scope of services and implementation schedule and authorize additional payment for work related to installation of toll collection and intelligent transportation system equipments on the Manor Expressway, and under the

amended contract approve Work Authorization #6 for work related to the Manor Expressway.

The original agreement was for an initial five years with an option to renew for an additional three years upon mutual consent of the parties. The initial term expired on April 26, 2010, and renewal of the agreement for an additional three years was approved on March 31, 2010, which extends the agreement to April 26, 2013. Phase II of 290E is not set for completion until after the expiration of the existing toll systems contract; therefore, staff is recommending an amendment to the existing contract to adjust the contract maximum amount from approximately \$16 million to approximately \$22 million, and to extend the term of the contract to 365 days after the completion of Phase II of the Manor Expressway Project. The extra 365 days is to keep Telvent under contract during the warranty period for the systems that they will be installing.

Additionally, staff is requesting Board approval of Work Authorization No. 6 for an amount not to exceed approximately \$7 million for the toll system and traffic management system.

Mr. David Singleton moved for approval of the amendment and Work Authorization #6. Ms. Nikelle Meade seconded the motion. The motion carried unanimously 6-0, and the resolution was approved as drafted.

8. Approve a contract amendment with Telvent USA Corporation to adjust fees and scope of services for maintenance of toll equipment.

Mr. Tim Reilly presented this item seeking the Board's approval of a contract amendment with Telvent USA Corporation to adjust fees and scope of services for maintenance of toll equipment. Maintenance will include preventive, predictive, corrective, and emergency maintenance of the toll collection system.

Changes have been made to the toll collection system including conversion to cashless toll system. Also, the process of transfer of various toll road segments by the Texas Transportation Commission has delayed implementation of various projects. Staff performed an analysis in regards to US290 East Toll Project for the purpose of considering adjustments to the maintenance fee schedule in order to more accurately reflect the revised scope of services and implementation schedule.

Mr. David Singleton moved to approve the amendment with Telvent to adjust fees and scope of services for maintenance of toll equipment. Ms. Nikelle Meade seconded the motion. The motion carried unanimously, 6-0, and the resolution was approved as drafted.

9. Approve a supplement to Work Authorization #8 with URS Corporation for traffic and revenue engineering services.

Mr. Bill Chapman presented this item seeking Board approval for a supplement to Work Authorization #8 with URS Corporation for traffic and revenue engineering services. The

Work Authorization is needed to incorporate data from the recently-release 2010 census data into the 290 East Toll Development Project Investment Grade Traffic and Toll Revenue Study (T&R Study).

The additional cost would not exceed approximately \$67,000 which would bring the total funding to approximately \$1.2 million for the Manor Expressway.

Mr. Bob Bennett moved for approval, and Ms. Nikelle Meade seconded the motion. The motion carried unanimously, 6-0, and the resolution was approved as drafted.

10. Approve an amendment to the toll policies to adjust the base toll rate at the Park Street gantry on the 183A Expressway when the 183A Phase II extension opens in 2012 and to revise the initial effective date and scope of the inflation-based toll rate adjustment policy.

Executive Director Mike Heiligenstein and Mr. Bill Chapman presented this item.

Mr. Heiligenstein explained that in November 2009 a rate adjustment was established at the Park Street gantry location to become effective when Phase 2 of the 183A Expressway opened for traffic. A toll modification formula was also established in 2009 based on increases in the index of Consumer Prices for All Urban Consumers (CPI-U) before seasonal adjustment, as published by the Bureau of Labor Statistics of the U.S. Department of Labor. The initial inflation-based adjustment using the formula was to be implemented in January 1, 2014, and annually thereafter.

The proposed revision to the toll policies will still decrease the current toll charge at the Park Street gantry from \$1.55 to \$1.35, effective when the 183A extension opens in 2012. Also, the proposed revision would establish January 1, 2013 as the first date to implement the inflation-based adjustment for toll rates.

Mr. Bill Chapman further explained that our original CPI-U was adjusted only for tolls on 183A, and the proposed revision would provide for the inflation-based adjustment to apply to tolls charged on the Manor Expressway as well.

Mr. Bob Bennett moved for approval of the amendment to the toll policies, and Mr. Charles Heimsath seconded the motion. The motion carried unanimously, 6-0, and the resolution was approved as drafted.

11. Accept the monthly financial report for March, 2011.

Mr. Bill Chapman presented this item. A schedule was distributed with various Manor Expressway funding activities, including a trip to New York to visit the rating agencies, presentation to an insurance agency to discuss our financing, meetings with sub-debt investors to discuss and define all of our sub-debt, pricing of the bonds, and a Board

meeting to accept the pricing. After financial close, the transaction would close toward the end of the month of June with a notice to proceed.

Cindy Demeers was introduced as CTRMA's new Controller. She stated she had spent the last 18 years with the City of Round Rock, most recently serving as an assistant city manager, and is pleased to apply that experience in her new position with CTRMA.

Mr. Bill Chapman presented March 2011's financials, and stated that March was CTRMA's best month for transaction and revenue.

Mr. Bob Bennett moved for approval of the monthly financial report for March, 2011, and Mr. Charles Heimsath seconded the motion. The motion carried unanimously, 6-0, and the resolution was approved as drafted.

Briefing and discussion on the following:

13. Presentation from representative of Freight Shuttle Services and the Texas Transportation Institute concerning the request for proposals by the Texas Transportation Commission regarding possible on freight transfer.

Mr. Heiligenstein suggested to the Board that item 13 be presented before item 12. Dr. Stephen S. Roop, with Texas Transportation Institute affiliated with the Texas A&M University System, made a presentation on a proposed freight shuttle system developed at the Texas Transportation Institute over the past seven years. The system would be located on elevated tracks within existing highway right-of-way and would be used to transport freight traffic in trailers normally transported by truck between the U.S.-Mexico border to central distribution points in central Texas. The freight shuttle system is directed at the commercial trucking industry and is an alternative that would reduce truck traffic on existing highways.

12. Receive draft budget for Fiscal year 2012 and discuss budget review process and timeline.

Mr. Bill Chapman presented this item to the Board to provide a brief explanation for the fiscal year 2012 budget process and timeline. No action was taken on this item.

14. Procurement process for communication and marketing consultant.

Mr. Steve Pustelnyk presented this item in relation to the Board's request for information regarding the procurement process for communication and marketing services. Services will include public information programs, community relations, public involvement, media relations, advertising, marketing, promotions, and special events. Also, the development of presentations, reports, publications, newsletters, websites, and research will be provided.

A selection committee will be appointed by the Executive Director and will include representatives from CTRMA, and can include representatives from other organizations. The proposals will be scored by the selection committee based on pre-established criteria that includes: ability to complete tasks, successful management of similar contracts or projects, team member experience, understanding of Authority needs, strategic vision, diverse workforce, rates, and an oral presentation. No Board action was taken.

Executive Session Pursuant to Government Code, Chapter 551

Vice Chairman Mills announced in open session at 11:53 a.m. that the Board would recess the open meeting and would reconvene in Executive Session to deliberate the following items:

20. 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).

21. Discussion of legal issues relating to pending or contemplated litigation and any related settlement offer, pursuant to §551.071 (Consultation With Attorney; Closed Meeting).

22. Discuss legal issues relating to legislation proposed to the 82nd Texas Legislature that may affect the Mobility Authority, its operations, or jurisdiction, as authorized by §551.071 (Consultation With Attorney; Closed Meeting).

23. Discuss personnel matters as authorized by §551.074 (Personnel Matters).

The Board reconvened in open meeting at 12:21 p.m., and Vice Chairman Mills announced that there was no action taken in Executive Session.

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

Mr. Brian Cassidy presented this item. Senate Bill 19 (RMA Primacy bill) is waiting to go to the full House for consideration. The RMA clean-up bill, which would provide parking structures, transportations reinvestment zones, as well as the same toll enforcement and collection zones as other RMA to provide consistency within the agencies, is already out of the House. Amendments to the Environmental Review Process to establish more reasonable deadlines, formalize processes, and add efficiencies to the environmental review process is moving through the Legislature. The extension of CDA authority will expire August 31, 2011 unless it is extended. A House and Senate bill have been filed to extend the CDA Authority, and are also moving through the Legislature.

No action was taken on this item.

25. 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.

After hearing a presentation and a staff recommendation from Andrew Martin, General Counsel, Ms. Nikelle Meade made a motion, seconded by Mr. Charles Heimsath, to adopt the staff recommended resolution for each parcel listed below to authorize 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 each of the following parcels: 25(C), 25(D), 25(G), 25(H), 25(I), 25(J), 25(K), 25(M), 25(N), 25(O), 25(P), 25(Q), 25(R), 25(S), 25(T), 25(U), 25(V), 25(W), and 25(Z). The motion carried unanimously, 6-0, and a separate resolution authorizing the action specified by the motion was approved for each parcel as drafted.

C. Parcel 35 of the Manor Expressway Toll Project, a 1.31 acre parcel of real estate owned by Arturo Diaz, located at US Hwy 290E West of Giles Road in Travis County.

D. Parcel 41 of the Manor Expressway Toll Project, a 0.505 acre parcel of real estate owned by Hardin Interests, Inc., located at the west line of Johnny Morris Road, South of US Hwy 290E in Travis County.

G. Parcel 40 of the Manor Expressway Toll Project, a 0.342 acre parcel of real estate owned by Lake Investment and Production Company, Ltd., located at the south corner of Old Manor Road and Johnny Morris Road in Travis County.

H. Parcel 42 of the Manor Expressway Toll Project, a 4.709 acre parcel of real estate owned by H. Dalton Wallace, located southeast corner of Johnny Morris Road and US Hwy 290E in Travis County.

I. Parcel 44A of the Manor Expressway Toll Project, a 0.479 acre parcel of real estate owned by Applied Materials, Inc., located at 9700 US Hwy 290E in Travis County.

J. Parcel 44B of the Manor Expressway Toll Project, a 0.907 acre parcel of real estate owned by Applied Materials, Inc., located at 9700 US Hwy 290E in Travis County.

K. Parcel 44C of the Manor Expressway Toll Project, a 0.079 acre parcel of real estate owned by Applied Materials, Inc., located at 9700 US Hwy 290E in Travis County.

M. Parcel 45 of the Manor Expressway Toll Project, 1.464 acre parcel of real estate owned by Day Life Corporation, located at 9808 Crofford Lane in Travis County.

N. Parcel 49A of the Manor Expressway Toll Project, a 0.598 acre parcel of real estate owned by River City Roloffs, Inc., located at 9721 US Hwy 290E in Travis County.

O. Parcel 49B & 49B(E) of the Manor Expressway Toll Project, a 0.011 acre parcel of real estate and a 0.022 acre parcel of easement, respectively, owned by River City Roloffs, Inc., located at 9741 US Hwy 290E in Travis County

P. Parcel 50 (Parts 1 & 2) and 50E of the Manor Expressway Toll Project, a 1.837 acre parcel of real estate and a 0.037 acre drainage easement owned by Robert Hurst Rental Company, located at 9741 US Hwy 290E in Travis County.

Q. Parcel 56A of the Manor Expressway Toll Project, a 1.466 acre parcel of real estate owned by the Morris and Elaine Shapiro 1987 Family Trust, located at SWC of US Hwy 290E and FM 3177 west of Decker Lane in Travis County.

R. Parcel 56B of the Manor Expressway Toll Project, a 2.567 acre parcel of real estate owned by the Morris and Elaine Shapiro 1987 Family Trust, located at SEC of US Hwy 290E and FM 3177 west of Decker Lane in Travis County.

S. Parcel 57 of the Manor Expressway Toll Project, a 0.184 acre parcel of real estate owned by Applied Materials, Inc., located at the northeast corner of US Hwy 290E and Harris Branch Parkway in Travis County.

T. Parcel 58 of the Manor Expressway Toll Project, a 1.112 acre parcel of real estate owned by the Butler Family Partnership, Ltd., located at the southeast corner of US Hwy 290E and Parmer Lane in Travis County.

U. Parcel 59 of the Manor Expressway Toll Project, a 0.043 acre parcel of real estate owned by Lone Star Gas Company, located at the south line of US Hwy 290E, between SH 130 and Parmer Lane (Boyce Lane) in Travis County.

V. Parcel 60 of the Manor Expressway Toll Project, a 0.345 acre parcel of real estate owned by the Butler Family Partnership, Ltd., located at the southeast corner of US Hwy 290E and Parmer Lane in Travis County.

W. Parcel 61 of the Manor Expressway Toll Project, a 14.084 acre parcel of real estate owned by the Butler Family Partnership, Ltd., located at the northeast corner of US Hwy 290E and Parmer Lane in Travis County.

Z. Parcel 113 of the Manor Expressway Toll Project, a 0.027 acre parcel of real estate owned by the Butler Family Partnership, Ltd., located at the northwest corner of US Hwy 290E and Parmer Lane in Travis County.

The Board took no action on the following agenda items: 25(A), 25(B), 25(E), 25(F), 25(L), 25(X), and 25(Y).

A. Parcel 13AC of the Manor Expressway Toll Project, an access control only parcel owned by Raymond D. and Elda Raschke, located at 9470 US Hwy 290E in Travis County.

B. Parcel 21AC of the Manor Expressway Toll Project, an access control only parcel owned by Jimmy Nassour, Trustee and Salim Haddad, Trustee, located at Easterly adjacent to 9230 US Hwy 290E in Travis County.

E. Parcel 30AC of the Manor Expressway Toll Project, a control of access acquisition owned by 290 Jones Investments, Inc, located west of Johnny Morris Road on the north side of US Hwy 290E in Travis County.

F. Parcel 33AC of the Manor Expressway Toll Project, a control of access acquisition owned by Joe T. Robertson, located at 9500 US Hwy 290E in Travis County.

L. Parcel 44D (AC) of the Manor Expressway Toll Project, a control of access acquisition owned by Applied Materials, Inc., located at 9700 US Hwy 290E in Travis County.

X. Parcel 111AC of the Manor Expressway Toll Project, a control of access acquisition owned by SCC Eastbourne Manor LP, located at the southeast corner of US Hwy 290E and SH 130 in Travis County.

Y. Parcel 112AC of the Manor Expressway Toll Project, a control of access acquisition owned by Austin HB Residential, located at the northeast corner of US Hwy 290E and SH 130 in Travis County.

15. Sustainability design competitions for the Oak Hill Expressway (US290W / SH71W) and for the Manchaca Expressway (SH45SW) Corridors.

Mr. Wes Burford presented this item discussing the sustainability design competitions for the Oak Hill Expressway and Manchaca Expressway. Staff has branded the competition the Green Mobility Challenge and designed a logo. The submittals will be due in September 2011, finals event and awards ceremony would occur in October 2011, and the release of suggested ideas to TxDOT for consideration in NEPA process would occur in November 2011.

Mr. Burford asked for Board input so that staff is able to incorporate that feedback into the Green Mobility Challenge.

No action taken on this item.

16. Quarterly briefing on the MoPac Improvement Project.

Ms. Heather Reavey presented this item. The project is currently in the middle of the environmental process, and is on schedule. A draft environmental document has been presented to the TxDOT environmental team for review. The team is currently preparing for seven sound wall workshops that will be conducted over the summer. Some design exceptions may be needed in order to stay within right of way. There has been a reinstatement of the citizen aesthetics committee, who has been developing components to create constructible, maintainable, and cost effective solutions within the MoPac corridor. Staff has met with Union Pacific Railroad for possible use of some UPRR right of way to allow construction of refuge bays in the median. Also, utility discussions have started with major utilities along the corridor.

Joseph Carrizales who is the Advanced Project Development Engineer with the Austin District of TxDOT also provided information on the project. Mr. Carrizales stated that we are currently on schedule with the environmental process and schematic design process.

No action taken on this item.

17. Quarterly briefing on the 183A Phase II Project.

Ms. Heather Reavey presented this item. Ms. Reavey described the second phase of the 183A project construction from January 1, 2011 to March 31, 2011 where the placement of bridge deck panels and concrete on the bridge at New Hope and Block House Creek area have been completed. Excavation is needed to allow construction of the tolled main lanes and the Scottsdale Bridge overpass. The project is slightly ahead of schedule.

No action was taken on this item.

18. Quarterly briefing on the Manor Expressway Direct Connectors at US 183 Project.

Mr. Eric Ploch presented this item. Mr. Ploch discussed the quarterly report and provided aerial photos of the project's progress. There are 6-7 columns that have been placed since January. Concrete paving has also been much of the progressed on the east side of the Manor Expressway. On the north side, fourteen spans of beams have been set as well as six deck panels. A short video was shown to show the progress that has been made to Manor Expressway.

No action was taken on this item.

19. Executive Director's report.

Mr. Mike Heiligenstein presented this item. Mr. Heiligenstein provided information regarding new locations where people may go to pay tolls with cash.

No action was taken on this item.

26. Adjourn Meeting

Vice Chairman Mills declared the meeting adjourned by unanimous consent at 1:46 p.m.