

MINUTES
Regular Meeting of the Board of Directors
of the
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY
Wednesday, October 28, 2015
9:00 A.M.

The meeting was held in the Mobility Authority's Lowell H. Lebermann, Jr. Board Room at 3300 N. Interstate 35, #300, Austin, Texas 78705-1849. Notice of the meeting was posted October 23, 2015 at the respective County Courthouses of Williamson and Travis Counties; online on the website of the Secretary of State; online on the website of the Mobility Authority; and in the Mobility Authority's office lobby at 3300 N. Interstate 35, #300, Austin, Texas 78705-1849.

**An archived copy of the live-streamed video of this meeting
is available at: <http://www.mobilityauthority.com/about/vod.php>**

1. Welcome and Opening Remarks by Chairman Ray Wilkerson.

After noting that a quorum of the Board was present, Chairman Ray Wilkerson called the meeting to order at 9:03 a.m. with the following Board members present: Ray Wilkerson, James H. Mills, Robert L. Bennett, Nikelle Meade, David B. Armbrust, David Singleton, and Charles Heimsath.

2. Opportunity for Public Comment.

No members of the public presented comments to the Board.

Consent Board Items

Chairman Ray Wilkerson presented Items 3 through 6 for Board consideration as the consent agenda:

MOTION: Approval of consent agenda items 3-6.
RESULT: Approved (Unanimous); 7-0
MOTION BY: Charles Heimsath
SECOND BY: Robert Bennett
AYE: Wilkerson, Mills, Bennett, Meade, Armbrust, Singleton and Heimsath
NAY: None

3. Approve an amendment to extend the agreement with the Cameron County Regional Mobility Authority to provide toll processing and collection services.

ADOPTED AS: RESOLUTION NO. 15-071

4. Approve an amendment to extend the agreement with the Cameron County Regional Mobility Authority to provide toll system maintenance services.

ADOPTED AS: RESOLUTION NO. 15-072

5. Authorize installation of traffic signals at the intersection of San Gabriel parkway with northbound and southbound 183A frontage roads.

ADOPTED AS: RESOLUTION NO. 15-073

6. Authorize a procurement for safety patrol and related services provided under the HERO Program.

ADOPTED AS: RESOLUTION NO. 15-074

Regular Board Items

11. Approve the minutes for the September 30, 2015, Regular Board Meeting

Presenter: Andy Martin, Legal Counsel

MOTION: Approval of the September 30, 2015 Board Meeting minutes.

RESULT: Approved (Unanimous); 7-0

MOTION BY: David Singleton

SECOND BY: James Mills

AYE: Wilkerson, Mills, Bennett, Meade, Armbrust, Singleton and Heimsath

NAY: None

ADOPTED AS: N/A

12. Authorize procurement of an environmental compliance manager for the SH 45SW Project.

Presenter: Justin Word, P.E. Director of Project Development

MOTION: Authorize procurement of an environmental compliance manager for the SH 45SW Project.

RESULT: Approved (Unanimous); 7-0

MOTION BY: Nikelle Meade

SECOND BY: David Singleton

AYE: Wilkerson, Mills, Bennett, Meade, Armbrust, Singleton and Heimsath

NAY: None

ADOPTED AS: RESOLUTION NO. 15-075

13. Authorize procurement of general engineering consulting services.

Presenter: Wesley M. Burford, P.E., Director of Engineering

MOTION: Authorize procurement of general engineering consulting services

RESULT: Approved (Unanimous); 7-0

MOTION BY: James Mills

SECOND BY: Nikelle Meade

AYE: Wilkerson, Mills, Bennett, Meade, Armbrust, Singleton and Heimsath

NAY: None

ADOPTED AS: RESOLUTION NO. 15-076

14. Authorize negotiation and execution of an advanced funding agreement with the Texas Department of Transportation for the 290E/SH 130 Interim Improvements Project.

Presenter: Justin Word, P.E. Director of Project Development

MOTION: Authorize negotiation and execution of an advanced funding agreement with TxDOT for the 290E/SH 130 Interim Improvements Project.

RESULT: Approved (Unanimous); 7-0

MOTION BY: Charles Heimsath

SECOND BY: David Armbrust

AYE: Wilkerson, Mills, Bennett, Meade, Armbrust, Singleton and Heimsath

NAY: None

ADOPTED AS: RESOLUTION NO. 15-077

15. Authorize negotiation and execution of the Project Development, Operation and Maintenance Agreement with the Texas Department of Transportation for the 183 South Project.

Presenter: Justin Word, P.E. Director of Project Development

MOTION: Authorize negotiation and execution of the Project Development, Operation and Maintenance Agreement with TxDOT for the 183 South Project.

RESULT: Approved (Unanimous); 7-0

MOTION BY: Nikelle Meade

SECOND BY: David Singleton

AYE: Wilkerson, Mills, Bennett, Meade, Armbrust, Singleton and Heimsath

NAY: None

ADOPTED AS: RESOLUTION NO. 15-078

16. Report the automatic toll rate escalation percentage to become effective January 1, 2016, and, if desired, approve a modified toll rate escalation percentage effective January 1, 2016.

Presenter: Bill Chapman, Chief Financial Officer

MOTION: Approve a modified toll rate escalation percentage effective January 1, 2016.

RESULT: Approved (Unanimous); 7-0

MOTION BY: James Mills

SECOND BY: Nikelle Meade

AYE: Wilkerson, Mills, Bennett, Meade, Armbrust, Singleton and Heimsath

NAY: None

ADOPTED AS: RESOLUTION NO. 15-079

17. Authorize the issuance, sale, and delivery of Central Texas Regional Mobility Authority (i) Senior Lien revenue Bonds, Series 2015A, (ii) Senior Lien Revenue and Refunding Put Bonds, Series 2015B, (iii) Subordinate Lien Revenue Bond, Taxable Series 2015C, (iv) Subordinate Lien revenue Bond, Taxable Series 2015D, and (v) Subordinate Lien Revenue Bond, Taxable Series 2015E, in accordance with specified parameters; and authorize the execution and delivery of any and all documents, certificates, agreements, and instruments necessary or desirable to be executed and delivered in connection with the foregoing, and enacting other provisions relating to the subject.

Presenter: Bill Chapman, Chief Financial Officer

MOTION: Authorize the issuance, sale, and delivery of Central Texas Regional Mobility Authority bonds and authorize the execution and delivery of any and all documents, certificates, agreements, and instruments necessary to be delivered in connection with foregoing, and enacting other provisions relating to the subject.

RESULT: Approved (Unanimous); 7-0

MOTION BY: Robert Bennett

SECOND BY: Charles Heimsath

AYE: Wilkerson, Mills, Bennett, Meade, Armbrust, Singleton and Heimsath

NAY: None

ADOPTED AS: RESOLUTION NO. 15-080

18. Accept the financial statements for September 2015.

Presenter: Bill Chapman, Chief Financial Officer

MOTION: Accept the financial statements for September 2015.

RESULT: Approved (Unanimous); 7-0

MOTION BY: Robert Bennett

SECOND BY: David Singleton

AYE: Wilkerson, Mills, Bennett, Meade, Armbrust, Singleton and Heimsath

NAY: None

ADOPTED AS: RESOLUTION NO. 15-081

Executive Session Pursuant to Government Code, Chapter 551

Chairman Wilkerson announced in open session at 11:05 a.m. that the Board would recess the open meeting and reconvene in Executive Session to deliberate the following items:

7. Discuss acquisition of one or more parcels or interests in real property needed for the 183 South project and related legal issues, including consideration of the use of eminent domain to condemn property, pursuant to §551.071 (Consultation With Attorney; Closed Meeting).
8. Discuss legal issues related to claims by or against the Mobility Authority; pending or contemplated litigation and any related settlement offers; or other matters as authorized by §551.071 (Consultation With Attorney).
9. Discuss legal issues relation to the procurement and financing of Mobility Authority transportation projects, as authorized by §551.071 (Consultation With Attorney).
10. Discuss personnel matters as authorized by §551.074 (Personnel Matters)

The Board then recessed into an executive session in the Travis Conference Room.

After completing the executive session, Chairman Wilkerson reconvened the Board in open meeting in Lebermann Board Room at 12:03 p.m.

19. Approve a settlement agreement in *State of Texas v. Southwestern Bell Telephone Company A/K/A Southwestern Bell Telephone, L.P. A/K/A Southwestern Bell Texas, Inc.*, Cause No. C-1-CV-05-002617 in the Probate Court of Travis County, Texas, to acquire from Southwestern Bell Telephone Company that certain Parcel 32 of the 183 South Project, a 0.140 acre parcel of real estate located at 650 US Highway 183 South, Austin, Travis County, Texas.

Presenter: Andrew Martin, General Counsel

MOTION: Approve a settlement agreement to acquire from Southwestern Bell Telephone Company that certain Parcel 32 of the 183 South Project.
RESULT: Approved (Unanimous); 6-0
MOTION BY: Nikelle Meade
SECOND BY: Charles Heimsath
AYE: Wilkerson, Mills, Bennett, Meade, Armbrust, and Heimsath
NAY: None
NOT VOTING: Singleton (off the dais)

ADOPTED AS: RESOLUTION NO. 15-082

20. Approve a contract to acquire from Capital Metropolitan Transportation Authority that certain Parcel 125 of the 183 South Project, a 0.853 acre parcel of real estate located at 5316 Ed Bluestein Boulevard, Austin, Travis County, Texas, at the southwest corner of the intersection of Ed Bluestein Blvd. and East 51st Street.

Presenter: Andrew Martin, General Counsel

MOTION: Approve a contract to acquire from Capital Metropolitan Transportation Authority that certain parcel 125 of the 183 south Project.
RESULT: Approved (Unanimous); 5-0 and 1 Abstain
MOTION BY: Charles Heimsath
SECOND BY: Robert Bennett
AYE: Wilkerson, Mills, Bennett, Armbrust, and Heimsath
NAY: None
ABSTAIN: Meade
NOT VOTING: Singleton (off the dais)

ADOPTED AS: RESOLUTION NO. 15-083

21. Approve a contract to acquire from Knollwood on the Colorado Homeowners Association Inc., that certain Parcel 154 of the 183 South Project, a 0.001 acre parcel of real estate located in the 2000 block on the east side of Ed Bluestein Boulevard south of Shelton Road (north of Smith Road) in Austin, Travis County, Texas.

Presenter: Andrew Martin, General Counsel

MOTION: Approve a contract to acquire from Knollwood on the Colorado Homeowners Association Inc., that certain Parcel 154 of the 183 South Project
RESULT: Approved (Unanimous); 5-0
MOTION BY: Charles Heimsath
SECOND BY: Robert Bennett
AYE: Wilkerson, Mills, Bennett, Armbrust, and Heimsath

NAY: None
NOT VOTING: Meade and Singleton (off the dais)

ADOPTED AS: RESOLUTION NO. 15-084

- 22.** Approve a contract to acquire from Brian Evans and Yoon Sin Kim that certain Parcel 132 of the 183 South Project, a 0.673 acre parcel of real estate located at 6705 Regiene Road, Austin, Travis County, Texas.

Presenter: Andrew Martin; General Counsel

MOTION: Approve a contract to acquire form Brian Evans and Yoon Sin Kim that certain Parcel 132 of the 183 South Project.

RESULT: Staff recommended postponing this item to a future meeting, and there was no discussion or action taken on this item.

MOTION BY: N/A

SECOND BY: N/A

AYE: N/A

NAY: N/A

ADOPTED AS: N/A

- 23.** Consideration of the use of eminent domain to condemn property: Declare a public necessity to acquire the following described parcel of land, or interest therein, for the 183 South Project; and with respect to the parcel or interest therein authorize any of the following actions: (i) execution of a contract to purchase, (ii) execution of a possession and use agreement, or (iii) acquisition through negotiation or by the use of eminent domain to condemn the parcel or interest therein:

- A. Parcel 147AC of the 183 South Project, a 379.38' denial of access line, owned by K.A.F. Development Company and located at 609 S. Highway 183, at the corner of Thompson Lane in Austin, Texas 78741.

Presenter: Andrew Martin, General Counsel

MOTION: Authorize the use of eminent domain to condemn property.

RESULT: Approved; 6-0

MOTION BY: Charles Heimsath

SECOND BY: James Mills

AYE: Wilkerson, Mills, Bennett, Meade, Armbrust and Heimsath

NAY: None

NOT VOTING: Singleton (off the dais)

ADOPTED AS: RESOLUTION NO. 15-085

Briefing and Discussion on the Following:

24. Quarterly briefing on the MoPac Improvement Project.

Presenter: Heather Reavey, P.E., HNTB

25. Quarterly briefing on the 183 South Project.

Presenters: Justin Word, P.E., Director of Project Development
Aaron Autry, P.E., Atkins

26. Quarterly briefing on transportation projects under development.

Presenters: Justin Word, P.E., Director of Project Development
Sean Beal, P.E., Engineering Manager

27. Executive Directors Report

- a. Project updates
- b. Mobility Authority new hire introductions

After confirming that no member of the public wished to address the Board, Chairman Wilkerson declared the meeting adjourned at 12:10 p.m.

Approved 11/24/2015