

**JULY 28, 2011 CTRMA BOARD OF DIRECTORS MEETING  
Summary Sheet**

**AGENDA ITEM # 3**

**Approve the minutes for the June 29, 2011 General Board Meeting.**

**Department: Law**

**Board Action: YES (by motion)**

**Description of Matter:**

**The minutes for the June 29, 2011 General Board Meeting require approval by the Board.**

**Attached Document: Draft Minutes June 29, 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, June 29, 2011  
9:30 A.M.**

The meeting was held at 301 Congress Avenue, Suite 360, Austin, Texas 78701. Notice of the meeting was posted June 24, 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 9:30 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, Ms. Nikelle Meade, Mr. David Singleton, Mr. Bob Bennett, and Mr. Charles Heimsath. Mr. Henry Gilmore did not attend the meeting.

**2. Open Comment Period**

No public comments were offered.

**3. Approval of Minutes of May 25, 2011 General Board Meeting and June 10, 2011 Special Board Meeting**

Chairman Ray Wilkerson presented the minutes from the May 25, 2011 Board Meeting and the June 10, 2011 Special Board Meeting for review by the Board. Mr. Jim Mills moved for approval of the minutes. Mr. Charles Heimsath seconded the motion. The motion carried unanimously 6-0, and the minutes were approved as drafted.

**4. Approve an amendment to the GEC Master Contract with HNTB Corporation to authorize an appropriate negotiated profit rate for each separate work authorization.**

As Wes Burford, Director of Engineering was not present at this meeting; Mr. Everett Owen presented this item. This amendment addresses the profit margin within the HNTB Corporation Master Contract, and provides flexibility within the profit rate depending upon the degree of difficulty for the scope of work being performed. The rate would be between 8% and 12%.

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

5. **Approve an amendment to the GEC Master Contract with Atkins North America, Inc., to authorize an appropriate negotiated profit rate for each separate work authorization.**

Mr. Everett Owen presented this item. This amendment addresses the profit margin within the Atkins North America, Inc. Master Contract, and provides flexibility within the profit rate depending upon the degree of difficulty for the scope of work being performed. The rate would be between 8% and 12%.

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

6. **Approve a work authorization for FY 2012 under the GEC Master Contract with Atkins North America, Inc., relating to trust indenture obligations, toll operations and maintenance, roadway operations and maintenance, technology systems support, financial planning support, and general program support.**

Mr. Everett Owen presented this item seeking Board approval of a work authorization for FY 2012 under the Atkins North America, Inc., Master Contract relating to operations and maintenance.

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

7. **Approve a work authorization for FY 2012 under the GEC Master Contract with HNTB Corporation relating to trust indenture obligations, toll operations and maintenance, roadway operations and maintenance, technology systems support, financial planning support, and general program support.**

Mr. Everett Owen presented this item seeking Board approval of a work authorization for FY 2012 under the HNTB Corporation Master Contract relating to operations and maintenance.

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

8. **Approve a supplemental work authorization for FY 2012 to Work Authorization No. 6 under the GEC Master Contract with Atkins North America, Inc., for continued support relating to project feasibility, initial development of future project and support for project activities not associated with any other work authorization.**

Mr. Everett Owen presented this item seeking Board approval of a supplemental work authorization for FY 2012 to Work Authorization No. 6 under the Master Contract with

Atkins North America, Inc., for future projects not associated with any other work authorizations.

Ms. Nikelle Meade abstained from this item. Mr. Jim Mills moved to postpone this item to a future date, and Mr. Bob Bennett seconded the motion. The motion carried unanimously 5-0, and the item was post-poned until a future date.

- 9. Approve a supplemental work authorization for FY 2012 to Work Authorization No. 6 under the GEC Master Contract with HNTB Corporation for continued support relating to project feasibility, initial development of future project and support for project activities not associated with any other work authorization.**

Mr. Everett Owen presented this item seeking Board approval of a supplemental work authorization for FY 2012 to Work Authorization No. 6 under the Master Contract with HNTB Corporation for future projects not associated with any other work authorizations.

Mr. Jim Mills moved to postpone this item to a future date, and Mr. Bob Bennett seconded the motion. The motion carried unanimously 6-0, and the item was post-poned until a future date.

- 10. Approve a work authorization under the GEC Master Contract with Atkins North America, Inc., for project specific services to the development of the Oak Hill Expressway (at the US 290W / SH 71 interchange in Oak Hill).**

Mr. Everett Owen presented this item seeking Board approval for project specific services to the development of the Oak Hill Expressway under the Atkins North America, Inc., Master Contract. The development of the Oak Hill Expressway was included in the toll equity financing with TxDOT, and is a 2-year work authorization.

Ms. Nikelle Meade abstained from this item. Mr. Charles Heimsath moved for approval, and Mr. David Singleton seconded the motion. The motion carried unanimously 5-0, and the resolution was approved as drafted.

- 11. Approve a work authorization under the GEC Master Contract with HNTB Corporation for project specific services related to the development of the Manchaca Expressway (approximately 4 miles of the SH 45 Southwest Corridor, from Loop 1 to FM 1626).**

Mr. Everett Owen presented this item seeking Board approval for project specific services to the development of the Manchaca Expressway under the HNTB Corporation Master Contract. The development of the Manchaca Expressway was included in the toll equity financing with TxDOT, and is a 3-year work authorization.

Mr. David Singleton moved for approval, and Mr. Charles Heimsath seconded the motion. The motion carried unanimously 6-0, and the resolution was approved as drafted.

- 12. Approve the submission of project applications to the Capital Area Metropolitan Planning Organization (CAMPO) for its consideration in response to a CAMPO call for projects to be funded from 2011 – 2014 Metro Mobility and Rehabilitation dollars allocated to the region.**

Executive Director Mike Heiligenstein presented this item requesting authorization from the Board to approve the submission of project applications to CAMPO for its consideration in response to a CAMPO call for projects to be funded from 2011 – 2014 Metro Mobility and Rehabilitation dollars allocated to the region. There are four projects that include 183-A Shared Use Path, HERO patrol service program, Loop 1 express lanes project from Lady Bird Lake to Slaughter Lane, and the U.S. 183 express lanes from 620 to Loop 1.

Mr. Jim Mills moved for approval of the submission of project applications to CAMPO, and Ms. Nikelle Meade seconded the motion. The motion carried unanimously 6-0, and the resolution was approved as drafted.

- 13. Authorize a procurement process for proposals to be a sponsor of the HERO program.**

Mr. Mario Espinoza presented this item requesting the Board authorize a procurement process for sponsorship of the HERO program. Approximately 3,600 motorists have been assisted since the HERO program began in September, 2010. The Board's approval would allow staff to issue a solicitation for public and private funding for the HERO program.

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

- 14. Authorize initiation of a process to (i) procure consultants to evaluate all project finance and development options available under state law for CTRMA transportation projects, including public-private partnerships, design/build, and design/build/finance options; and (ii) solicit industry input on project finance and development options for specific projects, including but not limited to the Loop 1/Mopac Improvement Project and the 183 South/Bergstrom Expressway.**

Executive Director Mike Heiligenstein presented this item seeking Board authorization to procure consultants to evaluate project finance and development options and to solicit industry input on project finance and development options for the Loop 1/MoPac Improvement Project and the 183 South/Bergstrom 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.

**15. Adopt the CTRMA Budget for Fiscal Year 2012.**

Ms. Cindy Demers presented this item, and provided the Board with copies of the FY 2012 Proposed Budget. Ms. Demers provided highlights and changes that were made from the previous month's proposed budget presentation.

Mr. Bob Bennett moved for approval of the CTRMA Budget for Fiscal Year 2012, and Mr. Charles Heimsath seconded the motion. The motion carried unanimously 6-0, and the resolution was approved as drafted.

**16. Adopt a resolution expressing intent to finance expenditures to be incurred for project costs relating to development of the MoPac Improvement Project (approximately 11 miles of the Loop 1 Corridor, from Parmer Lane to Cesar Chavez Street).**

**17. Adopt a resolution expressing intent to finance expenditures to be incurred for project costs relating to development of the Bergstrom Expressway Project (approximately 8 miles of the US 183 Corridor, from Springdale Road to Patton Avenue).**

**18. Adopt a resolution expressing intent to finance expenditures to be incurred for project costs relating to development of the Oak Hill Expressway Project (at the US 290W / SH 71 interchange in Oak Hill).**

**19. Adopt a resolution expressing intent to finance expenditures to be incurred for project costs relating to development of the Manchaca Expressway Project (approximately 4 miles of the SH 45 Southwest Corridor, from Loop 1 to FM 1626).**

Items 16 through 19 were presented together by Bill Chapman. There may or may not be expenditures related to the projects in items 16 through 19; however, the resolutions allow CTRMA to reimburse itself from bond proceeds for costs related to the development of each project. This action is required for future reimbursement purposes should project financing occur.

Mr. Bob Bennett moved for approval of items 16 through 19, and Mr. David Singleton seconded the motion. The motion carried unanimously 6-0, and the respective resolutions for agenda items 16 through 19 were approved as drafted.

**20. Accept the monthly financial report for May, 2011.**

Mr. Bill Chapman presented this item requesting Board approval of the monthly financial report for May, 2011. There were not any special items to discuss on the financial report. Mr. Chapman reported on the financial close of the 2011 bond sale and several members of the financial team spoke on the transaction.

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

**Briefing and discussion on the following; no action proposed:**

**21. Report on the CTRMA legislative program for the 82<sup>nd</sup> Legislature and final legislative action affecting CTRMA.**

Mr. Brian Cassidy, outside legal counsel, presented this item, and provided a written report to the Board discussing the new legislation enacted by the 82<sup>nd</sup> Legislature and signed by Governor Perry.

**22. Executive Director's report.**

Executive Director Mike Heiligenstein explained to the Board that a letter from the Attorney General concurring with the Comprehensive Development Agreement with the Central Texas Mobility Constructors was included in their Board materials.

An update was provided regarding the Union Pacific Railroad, and Mr. Heiligenstein explained that Union Pacific Railroad has provided all of the right of way in can provide in the MoPac corridor.

Mr. Heiligenstein noted that Governor Perry did veto the bill that would have allowed buses to use the MoPac corridor.

Mr. Tim Reilly provided a customer service update. CTRMA's vendor, Municipal Services Bureau ("MSB") handles about 2,000 incoming calls per week dealing mostly with payment information. Less than 1% of calls are escalated to a supervisor, and even less are sent to CTRMA staff. An average wait time when calls are placed to MSB is about 2 minutes. A quick payment tool was recently launched on the MSB website where customers are able to type in their license plate number to see if they have a balance. Also, CTRMA now has an agreement with ACE Cash Express to have places where customers are able to pay their bills in person with cash or a debit card. Staff has also been working the Williamson County Justice of the Peace to revise violation and court processes in order to make them more effective.

**Executive Session Pursuant to Government Code, Chapter 551**

Chairman Wilkerson announced in open session at 11:00 a.m. that the Board would recess the open meeting and would reconvene in Executive Session to deliberate the following items:

**23. 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).**

24. Discussion of legal issues relating to legislation proposed to the 82<sup>nd</sup> Texas Legislature that may affect the Mobility Authority, its operations, or jurisdiction, as authorized by §551.071 (Consultation with Attorney).
25. Discussion of legal issues relating to procurement and financing of CTRMA transportation projects, as authorized by §551.071 (Consultation with Attorney).
26. Discussion of legal issues related to claims by or against the Authority, pending or contemplated litigation, and any related settlement offers, or other matters as authorized by §551.071 (Consultation with Attorney).
27. Discussion of personnel matters as authorized by §551.071 (Consultation with Attorney).

The Board reconvened in open meeting at 11:30 a.m., and Chairman Wilkerson announced that there was no action taken in Executive Session.

**Discuss, consider, and take appropriate action on the following:**

28. 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.

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, as identifies by Agenda items: 28(A), 28(B), 28(C), 28(D), 28(E), 28(F), and 28(G). The motion carried unanimously, 6-0, and separate resolutions authorizing the action specified by the motion were approved for each parcel as drafted.

A. 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.

B. 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.

C. Parcel 36B of the Manor Expressway Toll Project, a 1.374 acre parcel of real estate owned by Delfino and Reyna Perez, located at 9525 Hwy 290E in Travis County.



D. 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.

E. 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.

F. Parcel 44B of the Manor Expressway Toll Project, a 0.907 acre parcel of real owned by Applied Materials, Inc., located at 9751 US Hwy 290E in Travis County.

G. Parcel 54 of the Manor Expressway Toll Project, a 0.557 acre parcel of real estate owned by Robert W. and Janice W. Jenkins, located at 9475 US Hwy 290E in Travis County.

**29. Adjourn Meeting.**

Chairman Wilkerson declared the meeting adjourned by unanimous consent at 12:00 p.m.