

**JUNE 29, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM # 3

Approve the minutes for the May 25, 2011 General Board Meeting and June 10, 2011 Special Board Meeting.

Department: Law

Board Action: YES (by motion)

Description of Matter:

The minutes for the May 25, 2011 General Board Meeting and minutes for the June 10, 2011 Special Board Meeting require approval by the Board.

**Attached Document: Draft Minutes May 25, 2011 General Board Meeting
Draft Minutes June 10, 2011 Special 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, May 25, 2011
9:30 A.M.**

The meeting was held at 301 Congress Avenue, Suite 360, Austin, Texas 78701. Notice of the meeting was posted May 20, 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, 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 April 27, 2011 General Board Meeting

Chairman Ray Wilkerson presented the minutes from the April 27, 2011 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 7-0, and the minutes for the April 27, 2011 General Board Meeting were approved as drafted.

4. Approve a Change Order #2 for additional pavement and signal work on the construction contract with Webber LLC for the Manor Expressway Direct Connectors at US 183 Project.

Mr. Eric Ploch of Atkins presented this item. Change Order #2 would allow for additional pavement and signal work on the Webber LLC construction contract for the Manor Expressway Direct Connectors at US 183 Project. An additional left turn is needed at Turscanny Way as well as re-striping and underdrains on the northbound side of the 183 frontage road. The Change Order #2 would add an additional \$265,000.00 to the total project costs and twenty additional working days.

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.

5. Approve a supplement to Atkins' Work Authorization #2 concerning general engineering consultant services for the Bergstrom Expressway Project (US183S).

Mr. Wes Burford presented this item seeking Board approval for a supplement to Atkin's Work Authorization #2 concerning general engineering consultant services for the Bergstrom Expressway Project (US 183S). The supplemental work authorization will provide services to complete the US 183S environmental document. Currently, proposed legislation would allow the Mobility Authority some additional financing options once the environmental process is cleared, however, the project must be ready for construction in order to use the additional financing options. The supplement to Work Authorization #2 would also allow more Mobility Authority involvement in completing the environmental process.

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

6. Approve an extension and revision to the scope of services for the contract with Stantec Consulting Services, Inc., for traffic and revenue engineering services.

Mr. Bill Chapman presented this item requesting Board approval of an extension and revision to the Stantec Consulting Services, Inc. contract. The contract ends in June, 2011 and will need to be extended in order to allow Stantec to continue their work on 183A and other T&R studies as needed.

Mr. Jim Mills moved for approval, and Mr. Bob Bennett seconded the motion. The motion carried unanimously 7-0, and the Board approved an extension and revision to the scope of services for the contract with Stantec Consulting Services, Inc.

7. Accept the monthly financial report for April, 2011.

Mr. Bill Chapman presented this item. The Moody's report was handed out to the Board, and Mr. Chapman provided a brief summary. A special called Board Meeting is set for June 10th for Board members to accept pricing from the bond underwriters.

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

Briefing and discussion on the following; no action proposed:

8. Briefing and update on the draft budget for Fiscal Year 2012.

Ms. Cindy Demers presented this item and briefly explained the draft budget for Fiscal Year 2012, including a summary of each department's budget for Fiscal year 2012. Ms. Demers stated that the budget will continue to be refined and a 3rd and final draft will be presented for approval at the June 29, 2011 General Board Meeting.

9. Executive Director's report.

Mr. Mike Heiligenstein presented this item. He explained that answers to comments and questions received at the Manor Expressway public hearing held at the April 27, 2011 Board Meeting have been posted on the CTRMA website, and were provided by email to the speakers who provided an email address.

TxDOT has issued an RFP for innovative uses of highway ROW and the Freight Shuttle Program is considering a response.

The 183 North Managed Lanes are in the long-term CAMPO plans. CTRMA staff would like to begin discussions with Travis and Williamson counties in order to establish a platform to begin work on the 183 North Managed Lanes.

The 183A Shared Use Path is on schedule, and is only lacking a railroad crossing which involves Capital Metro. A ribbon-cutting will be planned in the next 30-60 days.

Executive Session Pursuant to Government Code, Chapter 551

Chairman Wilkerson announced in open session at 10:37 a.m. that the Board would recess the open meeting and would reconvene in Executive Session to deliberate the following items:

- 10. 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).**
- 11. Discussion of 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).**
- 12. Discussion of legal issues relating to procurement and financing of CTRMA transportation projects, as authorized by §551.071 (Consultation with Attorney).**

13. 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).

14. Discussion of personnel matters as authorized by §551.071 (Consultation with Attorney).

The Board reconvened in open meeting at 11:28 a.m., and Chairman Wilkerson announced that there was no action taken in Executive Session.

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

Mr. Brian Cassidy presented this item. The Primacy Bill has passed both the House and Senate, and will be sent to the Governor for signature. The extension of our CDA authority now includes a design-build and design-build-finance structure that will authorize the Mobility Authority to use those design-build and design-build-finance outside of the CDA context. These documents will no longer carry some of the extra procedural requirements that can lengthen the approval process. The RMA Clean-up Bill (House Bill 1112) will add parking structures, improved financing, and will allow the Mobility Authority the same toll enforcement tools as TxDOT, NTTA, and Harris County Toll Road Authority. HB 1112 has passed both the House and Senate, and is on its way to the Governor for signature. Transportation Reinvestment Zones help generate local funding for projects, and that bill will greatly expand the scope of projects for which it can be used. A corresponding constitutional amendment has passed both the House and Senate, and will be placed before the voters in November.

No action was taken on this item.

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.

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 identified parcels: 16(A), 16(B), 16(C), 16(D), 16(G), 16(H), 16(I), 16(J), 16(K), and 16(L). The motion carried unanimously, 7-0, and separate resolutions authorizing the action specified by the motion were approved for each parcel as drafted.

A. 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.

B. 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.

C. Parcel 47A of the Manor Expressway Toll Project, a 0.602 acre parcel of real estate owned by Kerry S. Yom, located at the south line of Hwy 290E, east of Crofford Lane in Travis County.

D. Parcel 47B of the Manor Expressway Toll Project, a 0.560 acre parcel of real estate owned by The Yom Family Trust, Kerry S. Yom and Sun Y. Yom, located at the south line of Hwy 290E, east of Crofford Lane in Travis County.

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

H. Parcel 31 of the Manor Expressway Toll Project, a 2.432 acre parcel of real estate owned by Robert W. and Janice W. Jenkins, located at 9475 US Hwy 290E in Travis County.

I. Parcel 28 of the Manor Expressway Toll Project, a 2.610 acre parcel of real estate owned by TX Old Manor Housing, L.P., located at 9345 US Hwy 290E in Travis County.

J. Parcel 32 of the Manor Expressway Toll Project, a 1.468 acre parcel of real estate owned by Bobby Joe and Deanne Barnett, located at 9493 Hwy 290E in Travis County.

K. Parcel 46 of the Manor Expressway Toll Project, a 1.528 acre parcel of real estate owned by Duff RE Austin, LP, located at 9665 Hwy 290E in Travis County.

L. Parcel 48 of the Manor Expressway Toll Project, a 0.747 acre parcel of real estate owned by Sovran Acquisition LP, located at 9717 Hwy 290E in Travis County.

17. Adjourn Meeting.

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

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

**Friday, June 10, 2011
9:00 A.M.**

The meeting was held at 301 Congress Avenue, Suite 650, Austin, Texas 78701. On May 7, 2011, notice of the meeting was posted at the Williamson County Courthouse, Travis 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.

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

Chairman Ray Wilkerson called the meeting to order at 9:03 a.m. and called the roll. Board Members present at the meeting were Mr. Jim Mills, Mr. Henry Gilmore, and Mr. Bob Bennett.

Mr. Charles Heimsath joined the meeting at 9:06 a.m., and Ms. Nikelle Meade joined the meeting at 9:12 a.m.

2. Open Comment Period

There were no public comments.

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

- 3. Adopt a resolution authorizing the issuance, sale and delivery of Central Texas Regional Mobility Authority Senior Lien Revenue Bonds, Series 2011 (the "Series 2011 Senior Lien Bonds"), and Central Texas Regional Mobility Authority Subordinate Lien Revenue Bonds, Series 2011 (the "Series 2011 Subordinate Lien Bonds"), in one or more series; approving the form of, and authorizing the execution and delivery of, the Eighth Supplemental Trust Indenture and the Ninth Supplemental Trust Indenture; authorizing the execution and delivery of a purchase agreement for the Series 2011 Senior Lien Bonds and the Series 2011 Subordinate Lien Bonds; approving the preparation of an Official statement in connection with the offering and sale of such bonds; authorizing the execution and delivery of documents and instruments in connection with the foregoing; and enacting other provisions relating to the subject.**

Mr. Bill Chapman presented this item. He reviewed the pricing of the bonds from June 9, 2011. The senior lien total was \$305,929,944, and the sub lien total was \$70,000,000 with a total of \$375,929,944.

Mr. Henry Gilmore moved for approval of the resolution, 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:

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

Mr. Brian Cassidy presented this item. The Sunset Bill, Primacy Bill, RMA Clarification Bill, Concession Bills, Transportation Reinvestment Zones Bill, and the Environmental Streamline bill all passed the legislature and are awaiting the Governor's signature.

No action was taken on this item.

5. Adjourn Meeting

Chairman Wilkerson declared the meeting adjourned by unanimous consent at 9:20 a.m.