

**MARCH 30, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM # 3

Approve the minutes for the February 23, 2011 General Board Meeting.

Department: Law

Board Action: YES (by motion)

Description of Matter:

The minutes for the February 23, 2011 General Board Meeting require approval by the Board.

Attached Document: Draft Minutes February 23, 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, February 23, 2011
9:30 A.M.**

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

The meeting was held at 301 Congress Avenue, Seminar Room 360, Austin, Texas. Notice of the meeting was posted February 18, 2011 at the County Courthouses of Williamson and Travis Counties, with the Secretary of State, on the CTRMA website, and CTRMA's offices at suite 650, 301 Congress Avenue, Austin, Texas.

Chairman Wilkerson opened the meeting at 9:33 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 January 26, 2011 General Board Meeting

Chairman Ray Wilkerson presented the minutes from the January 26, 2011 for review by the Board. Mr. Bob Bennett moved for approval of the minutes. Ms. Nikelle Meade seconded the motion. The motion carried unanimously 7-0, and the minutes for the January 26, 2011 General Board Meeting were approved as drafted.

4. Quarterly briefing on the MoPac Improvement Project.

Ms. Heather Reavey of HNTB provided an overview and update on the MoPac Improvement Project. Going forward the MoPac Improvement Project quarterly reports will be provided as part of the quarterly updates on all construction projects. CTRMA is supporting TxDOT's effort in their environmental assessment for the MoPac Improvement Project, which consists of an 11-mile stretch of the MoPac corridor that extends from Parmer Lane south to Cesar Chavez.

The project's goal is to correct unreliable operations caused by increasing levels of congestion. In September 2010 the Board approved primacy of the project. In October 2010 a first round of open houses were

conducted to reintroduce the project to the public, and make them aware that the environmental process was going to reinitiate. Alternatives were provided at the open houses, and the public was able to comment on the alternatives. In November 2010 the project team did an evaluation of the alternatives, and narrowed them down through a screening process to five reasonable alternatives. A second round of open houses where the reasonable alternatives were presented was held in December 2010. TxDOT, with the support of CTRMA, has continued to evaluate the five alternatives while looking at traffic analyses and the connections to and from downtown.

Today we are in the middle of the environmental process, and TxDOT has been overseeing development of the preliminary draft environmental document. The environmental document will be submitted to TxDOT and CTRMA on Monday, February 28, 2011, and both TxDOT and CTRMA will have 30 days to review the document and provide comments. The 30 day review period will kick off a twelve month review period. During the review period some activities will continue to take place, including continued outreach with the public by meeting with the pedestrian and cycling community, neighborhood groups, and interested stakeholders along the corridor. Coordination with TxDOT, City of Austin, Union Pacific Railroad, and Capital Metro will continue while continuing to look at agreements that may be necessary for the project.

Wilbur Smith, Associates, under contract with the Authority will complete a level 2 traffic and revenue study that will help us understand the financial feasibility of the project if a toll option is the preferred alternative. An additional open house will occur this spring or summer in order to continue outreach efforts and to provide a status update to the public. Seven neighborhood noise workshops will also be held in the coming months to determine whether or not property owners want a sound wall along their section of their neighborhoods.

After the review of the draft environmental document, we anticipate that in February 2012 there will be approval from the Federal Highway Administration to move forward with a public hearing, and the environmental document and preferred alternative would be presented. After the public hearing the environmental document would be finalized to include public comments. Finally, in the spring of 2012 a finalized document would be submitted back to the Federal Highway Administration to allow them to render a decision. Mr. Ray Wilkerson confirmed we are on schedule.

5. Authorize negotiation and execution of a Design Build Comprehensive Development Agreement to develop the Manor Expressway Project.

Mr. Wes Burford presented this item seeking the Board's approval to enter into negotiations with a successful proposer for the Design Build Comprehensive Development Agreement. Mr. Burford presented slides that described what was used to determine best value selection and recommendation. In July 2010 the Board authorized CTRMA staff to proceed with a short list of four development teams through the detailed proposal process.

The team included the Executive Director, a senior advisory committee consisting of Wes Burford, Everett Owen, and Brian Cassidy, and an oversight committee including the Federal Highway Administration, (Justin Hamm is the local Representative). The pass-fail advisor was Curtis Ashmos, who did a review of the proposals as they were received. The Evaluation Selection Recommendation Committee was chaired by Everett Owen, and included Eric Ploch from PBS&J, Heather Reavey from HNTB, and John Fenner, a private consultant with experience with large project acquisitions in New Mexico. The Price Evaluation Committee included Brian Cassidy and Curtis Ashmos, who looked at the price side of the proposals. The technical review team evaluated the technical proposals without knowledge of any of the price proposals.

Wes Burford and Curtis Ashmos combined both the technical proposal scores and the price proposal scores to come up with the best value selection recommendation. The four development teams whose proposals were evaluated were Abrams-Lane Construction Joint Venture, Central Texas Design Builders, Central Texas Mobility Constructors, and Williams Brothers Construction Company.

Two addendums were issued for the final proposal that included clarification of design elements, inclusion of the final environmental re-evaluation, and the latest draft of the project development agreement.

The technical proposal was weighted at 25 points in the best value calculation, and 75 points were available for the price proposal. Mr. Burford explained the elements involved when determining the technical proposal scores and how the price proposals were computed. Central Texas Mobility Constructors had the best value score, and was recommended to the Board with a price of \$207,272,859. This included a development schedule of 955 calendar days and a lane rental bank of \$255,000. Mr. Burford asked the Board to authorize the Executive Director to negotiate and finalize the Design Build Comprehensive

Development Agreement with Central Texas Mobility Constructors for the development of the Manor Expressway Project.

Mr. Bob Bennett moved for approval of Resolution 11-013 to authorize negotiation and execution of a Design Build Comprehensive Development Agreement with Central Texas Mobility Constructors. Mr. Henry Gilmore seconded the motion. The motion carried unanimously, 7-0.

6. Authorize submission of a proposal to the Texas Department of Transportation for improvements to the intersection of the 183A Turnpike and US 183 using a pass-through toll agreement.

Mr. Wes Burford presented this item seeking the Board's authorization to allow the Executive Director to submit a pass-through toll proposal. TxDOT issued a call for pass-through projects to be funded with pass-through financing. The candidate project is the intersection of the existing US 183 and our 183A toll road on the north end of 183A.

The deadline for the submission of the application is March 1, 2011. Staff requests the Board to authorize the Executive Director to submit the application, and to allow CTRMA staff to finalize the elements of that project.

Mr. Charles Heimsath moved for approval of Resolution 11-014. Mr. Bob Bennett seconded the motion. The motion carried unanimously 7-0, and the resolution to authorize submission of a proposal to the Texas Department of Transportation for improvement to the intersection of the 183A Turnpike and US 183 using a pass-through toll agreement was approved as drafted.

7. Consider and take appropriate action to revise the CTRMA legislative program for the 82nd Legislature.

The Executive Director stated that there were not any recommended amendments to the program at this time, and also noted that the program will always be included on the agenda back-up materials for those who wish to re-familiarize themselves. CTRMA staff will provide detailed legislative tracking information in the future. Mr. Brian Cassidy provided an update on this item. He stated that we have good sponsors for the bills, both in the House and Senate. Representative Phillips is carrying the RMA clean-up bill. The transportation reinvestment bill will be heard today, and the CDA Authority bill is moving slowly. No action was taken.

8. Designate members of the financing syndicate for the Manor Expressway Project

Mr. Bill Chapman presented this item. He explained that over the past six years the Board has compiled a list of approved underwriters. From that list an underwriting syndicate team was selected and was recommended to the Board.

A request will be sent to the financing syndicate pool and other interested parties to provide ideas and concepts for the best financial use of the \$128 million TxDOT equity grant.

Mr. David Singleton moved for approval of Resolution 11-015. Ms. Nikelle Meade seconded the motion. The motion carried unanimously 7-0, and a motion to approve the members designated for the financing syndicate for the Manor Expressway Project was approved as drafted.

9. Discussion and possible action to accept the monthly financial reports for December 2010 and January 2011.

Mr. Bill Chapman presented this item. The financial information was included in the Board packet. The grant revenue figures within the income statement for January 2011 shows almost \$9 million dollars in revenue, which are reimbursements for the expenditures that we make on the direct connects at US 290E.

Mr. Bob Bennett moved for approval of Resolution 11-016. Mr. Henry Gilmore seconded the motion. The motion carried unanimously 7-0, and the resolution to accept the December 2010 and January 2011 financial reports was approved as drafted.

10. Presentation of Executive Director's report

Mr. Mike Heiligenstein, CTRMA Executive Director, presented this item. He discussed the federal outlook for funding and explained it is still not a strong outlook. Our 183A shared use path is under construction, and we did have a bit of a gap in the Cedar Park Town Center. We continue to work with Cedar Park to address this issue. The project has been subject to noise concerns by neighbors, but that segment of the project will be completed soon.

Cynthia Harris was introduced as Wes Burford's new assistant and Jennifer Guernica as the new legal assistant to Andy Martin.

Mr. Heiligenstein also spoke about a meeting with Union Pacific Railroad (UPRR) scheduled for March 16th to discuss the refuge bay areas along the MoPac Improvement Project. CTRMA staff previously sent UPRR plans regarding double-tracking as they requested.

There is a press conference at City Hall at 9:00 A.M. on March 3, 2011 to announce the interim improvements to the "Y" in Oak Hill. CTRMA is participating with TxDOT on some modeling for that project Mr. Wilkerson will be speaking at that press conference

Executive Session Pursuant to Government Code, Chapter 551

Chairman Wilkerson announced in open session at 10:42 a.m. that the Board would recess the open meeting and would then reconvene in an Executive Session to deliberate the following items:

- 11. 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).**
- 12. Discussion of legal issues relating to pending or contemplated litigation and any related settlement offer, pursuant to §551.071 (Consultation With Attorney; Closed Meeting).**
- 13. 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 11:32 A.M.

14. Adjourn Meeting

Chairman Wilkerson declared the meeting adjourned by unanimous consent at 11:33 a.m.