

**Hampton Roads Transportation
Accountability Commission (HRTAC)
Summary Minutes of the March 21, 2019 Regular Meeting**

The Hampton Roads Transportation Accountability Commission (HRTAC) Regular Meeting was called to order at 12:32 p.m. in the Regional Building Board Room, 723 Woodlake Drive, Chesapeake, Virginia, with the following in attendance:

HRTAC Members in Attendance:

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| Michael Hipple, Chair | McKinley Price |
| Linda T. Johnson, Vice Chair | Frank Rabil |
| Kenneth Alexander | John Rowe |
| Joel Acree | Thomas G. Shepperd |
| Chris Jones | Donnie Tuck* |
| Louis Jones | Rick West |
| Barry T. Porter | Frank Wagner* |
| Doug Pons (in for Paul Freiling) | David Yancey |

HRTAC Executive Director

Kevin Page

HRTAC Ex-Officio Members in Attendance:

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| Stephen Brich | Cathy Vick |
| John Malbon | |

Other Participants:

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| James Baker | David Miller |
| Eric Ballou | W. Sheppard Miller |
| Mary Bunting | Neil Morgan |
| Nelson Bush | Lydia Pettis Patton |
| Megan Gililand | Patrick Roberts |
| Courtney Gilmore | Cynthia Rohlf |
| Dave Hansen | Liang Shan |
| Tom Inglima | Doug Smith |
| Amanda Jarratt | Scott Stevens |
| Michael Johnson | Andrew Trivette |
| Stephen Johnson | Chuck Wall |
| Randy Keaton | J. Randall Wheeler |

HRTAC Voting Members Absent:

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| Senator John A Cosgrove | Christopher Stolle |
| Eugene Hunt | |

HRTAC Ex-Officio Members Absent:

Jennifer Mitchell

* Denotes Late Arrival or Early Departure

Others Recorded Attending:

Bridjette Parker, Jerri Wilson (NN); Amy Inman, Morgan Whayland (NO); Carl Jackson, Sherri Neil, Barbara Nelson (PO); Bob Matthias (VB); Caleb Smith (Congresswoman Elaine Luria's Office); Drew Lumpkin (U.S. Senator Mark Warner's Office); Diane Kaufman (U.S. Senator Tim Kaine); Jim Calpin (Bank of America/Merrill Lynch); Kevin A. Johnson (Citigroup Global Markets); Mike Estes (HDR Engineering); Jake Fink, (HNTB); Karen McPherson (McPherson Consulting); Tracy Baynard (McGuire Woods Consulting); Gary Webb (Parsons); Timothy Barry (Frank Fabian, Tony Gibson, Robin Grier, Martha Gross, Paula Miller, Dawn Odom (VDOT); Mark Geduldig-Yatrofsky; John Gergely (Citizens); Kelli Arledge, Danetta Jankosky, Mike Long, Tiffany Smith, Chris Vaigneur Sheila Wilson (HRPDC); Rob Case, Rob Cofield, Bob Crum, Mike Kimbrel, John Mihaly, (HRTPO)

Approval of Agenda

Mr. Kenneth Alexander Moved to approve the agenda, Ms. Linda Johnson seconded. The Motion Carried.

Public Comment Period (limit 5 minutes per individual)

No public comments were made to the Hampton Roads Transportation Accountability Commission.

Chair Comments

Chair Hipple informed the Commission that the meeting was going to be informative and reminded members an additional meeting was going to be held in the next week and urged full attendance due to voting implications.

A. Appointment of a Nominating Committee

Chair Hipple stated Dr. McKinley Price and Mr. Barry Porter would be joining him on the Nominating Committee.

Consent Items

A. Minutes of the December 13, 2018 Regular Meeting

Mr. Barry Porter Moved to approve the consent agenda, seconded by Mr. John Rowe. The Motion Carried.

Action Items

A. HRTAC FY2020 Administrative and Project Development Budget – Endorsement and Authorization to Conduct a Public Hearing

HRTAC Executive Director, Kevin Page, stated the FY2020 proposed total budget had an increase of \$1,149,878 over FY2019. He indicated an increase in professional services, and the onboarding of a new employee attributed to the increase.

Mr. Page explained the FY2020 budget was divided so members could easily identify the project development costs and the daily operating costs of HRTAC.

Finance Committee Chair, Frank Wagner, reaffirmed the cost savings achieved by HRTAC applying for TIFIA loans in regards to interest rates.

Senator Frank Wagner Moved to endorse the Proposed HRTAC FY2020 Administrative and Project Development Budget and to authorize the Finance Committee to conduct a Public Hearing on the Proposed HRTAC FY2020 Administrative and Project Development Budget, seconded by Ms. Linda Johnson. The Motion Carried.

B. HRTAC FY2020-FY2026 Plan of Finance Update – Endorsement and Authorization to conduct a Public Hearing

HRTAC Executive Director, Mr. Kevin Page, reminded the Commission that the HRBT Project had been included in the previous HRTAC Plans of Finance and the update included a total project amount of \$3.862 billion, with HRTAC's maximum commitment at \$3.562 billion. He explained the effect the addition of the south trestles had on the original project, toll revenues and how any float downs would be distributed.

VDOT Commissioner, Stephen Brich, informed the Commission that the Commonwealth Transportation Board (CTB) approved the VDOT South Island Trestle Bridge work. He reviewed the necessity of that work and the benefits of including it in the HRBT project. He stated the amount of the work will be \$109 million.

Mr. Page noted the importance of HRTAC receiving SMART SCALE funding and detailed how it was included in the HRBT Project.

He reviewed the program of projects and showed the Commission a graphic detailing each project by line item.

Ms. Linda Johnson Moved to endorse the Proposed HRTAC FY2020-FY2026 Plan of Finance Update-Seven Year Operating and Capital Program of Projects for the Region's High Priority Projects (with Toll Revenues to HRTAC) as an update to the HRTAC adopted 2016-2024 Financial Plan and to authorize Commission Staff to conduct a public hearing and report back public comments for consideration in the Commission's action at its June 20, 2019 Annual Organizational meeting, Seconded by Mr. Donnie Tuck. The Motion Carried.

C. HRTAC Proposed 2045 Long Range Plan of Finance Update – Endorsement and Authorization to Conduct a Public Hearing

HRTAC Executive Director, Kevin Page, reviewed the proposed 2045 Long Range Plan of Finance with the Commission. He noted the 460/58/13 project had been removed due to significant impacts on the environment and a high probability of not moving forward.

Ms. Linda Johnson Moved to endorse the Proposed 2045 Long Range Plan of Finance Update for the HRTAC High Priority Projects, and to authorize the Finance Committee to hold a public hearing and report back public comments for consideration in the Commission's action at its June 20, 2019 Annual Organizational meeting to communicate the 2045 Long Range Plan of Finance Update for the HRTAC High Priority Projects to the HRTPO, Seconded by Mr. John Rowe. The Motion Carried.

D. HRATC Debt Management Plan Update

PFM Financial Advisor, Mr. David Miller, stated the Commission was not going to be authorizing any additional debt issuance at the meeting; instead, he was explaining how HRTAC was going to afford the HRBT project.

He reviewed the steps HRTAC has already taken and further explained the importance of the proposed TIFIA loan and the interest rates to HRTAC. He reviewed the current funding mix and noted it included SMART SCALE and an additional \$670 Million of issued debt in the future.

Ms. Linda Johnson Moved to adopt the HRTAC Debt Management Plan Updated developed based on the assumptions reflected in the March 21, 2019 Proposed HRTAC FY2020-FY2026 Plan of Finance Seven Year Operating and Capital Program of Projects and HRTAC 2045 Long Range Plan of Finance Update, Seconded by Mr. Donnie Tuck. The Motion Carried.

E. Briefing re: I-64 Hampton Roads Bridge Tunnel Expansion: Project Agreement for Funding and Administration and the prospective Master Tolling Agreement, and the financing activities relating thereto – Closed Session, as needed

Chair Hipple asked that Counselor Inglima read a motion to allow the Commission to go into closed session. Mr. Inglima stated that the motion is that a closed session be held for discussions regarding the agreements being developed to fund and construct the Hampton Roads Bridge Tunnel project, including a Funding Agreement and a Master Tolling Agreement, in accordance with Virginia Code 2.2-3711(A)(8) for purposes of consulting with legal counsel regarding specific legal matters requiring the provision of legal advice by such counsel.

Mr. Shepperd made the motion, Seconded by Ms. Johnson. The Motion carried.

At 1:03 p.m., the Commission, supported by its staff and advisors, including counsel, convened the Closed Session.

At 2 p.m., the Commission concluded the Closed Session.

Counselor Inglima read the following certification to be made by each Member:

The Hampton Roads Transportation Accountability Commission hereby certifies that, to the best of each member's knowledge: (i) only public business matters lawfully exempted from open meeting requirements under the Virginia Freedom of Information Act, and (ii) only such public business matters as were identified in the motion by which the closed meeting was convened, were heard, discussed or considered in the closed meeting just concluded.

A roll call vote of each member present during the Closed Session was taken. Chair Hipple initiated a roll call vote:

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| Rick West | Yes |
| Frank Rabil | Yes |
| Joel C. Acree | Yes |
| Michael J. Hipple | Yes |
| McKinley Price | Yes |
| Kenneth C. Alexander | Yes |
| John Rowe | Yes |
| Barry Porter | Yes |
| Linda T. Johnson | Yes |
| Louis Jones | Yes |
| Doug Pons | Yes |
| Thomas G. Shepperd | Yes |
| Delegate S. Chris Jones | Yes |
| Delegate David Yancey | Yes |
| John Malbon | Yes |
| Stephen Brich | Yes |

Information Items

A. HRTAC Monthly Financial Report

Mr. Page acknowledged the HRTAC Monthly Financial Report.

B. VDOT Project Updates

Mr. Page stated the VDOT project updates were included in the agenda packet.

C. Next HRTAC Special Meeting

Mr. Page noted the Special Meeting to take action on the HRBT Funding Agreement was to be held on March 28, 2019 at Noon in the Regional Building Board Rooms, 723 Woodlake Drive, Chesapeake, VA 23320 and emphasized attendance was important.

Adjournment

With no further business to come before the Hampton Roads Transportation Accountability Commission, the meeting adjourned at 2:02 p.m.



Michael J. Hipple
HRTAC Chair