



Chair, LINDA T. JOHNSON • *Vice-Chair*, DONNIE R. TUCK

Executive Director, KEVIN B. PAGE

AGENDA

Hampton Roads Transportation Accountability Commission

Annual Organizational Meeting

Meeting by Conference Call*

June 18, 2020
12:30 p.m.

Dial Toll Free Telephone Number to Attend: (855) 735-2639

**In light of the Governor's Declared State of Emergency due to COVID-19, it is impracticable and unsafe for the Commission to assemble in a single location, so the meeting will be held electronically, by telephone, pursuant to the 2020 Amendments to the 2019 Appropriation Act; the purpose of the meeting is to discuss or transact the business statutorily required or necessary to continue operations of the Commission and the discharge of its lawful purposes, duties, and responsibilities. The public is welcome to use the number above to attend the meeting electronically. The Commission will make available a recording or transcript of the meeting on its website in accordance with the timeframes established in Sections 2.2-3707 and 2.2-3707.1 of the Code of Virginia.*

1. Call to Order, Declaration re: Purpose of Meeting, and Roll Call
2. Approval of Agenda
3. Public Comment Period (3 Minute Limit)**
4. Chair's Comments
5. Consent Items
 - Recommended Action: Approval
 - A. Minutes of the May 28, 2020 Special Meeting (Attachment 5A)
 - B. HRTAC Proposed FY2021 Administrative and Project Development Budget
 - HRTF and HRRTF Cost Sharing (Attachment 5B)
 - C. HRTAC Proposed Debt Management Plan to Include Hampton Roads Express Lanes Network – COVID-19 Potential Impact Review (Attachment 5C)
 - D. HRTAC Proposed FY2021-FY2026 Plan of Finance Update – COVID-19 Potential Impact Review (Attachment 5D)
 - E. HRTAC Proposed 2045 Long Range Plan of Finance Update – COVID-19 Potential Impact Review (Attachment 5E)

6. Action Items

- *Recommended Action: Discussion/Endorsement/Recommendation/Direction*
- A. **Executive Director's Annual Performance Evaluation (Attachment 6A)** – Chair Johnson - Recommended Action: Discussion
- B. **Election of FY2020 Officers of the Commission (Attachment 6B)** – General Counselor Inglima and Nominating Committee Chair Hipple - Recommended Action: Nominations/Discussion/Voting
- C. **FY2021 HRTAC Meeting Schedule (Attachment 6C)** – Newly Elected HRTAC Chair - Recommended Action: Discussion/Approval
- D. **Amended and Restated Bylaws, First Reading (Attachment 6D)** – Executive Director Page and Counselor Inglima
- E. **Briefing re: Development of Master Tolling Agreement and Timing to Finalize/Approve (Attachment 6E)** - Executive Director Page, General Counselor Inglima and Special Counselor Wall - Recommended Action: Discussion

7. Information Items

- A. **HRTAC Monthly Financial Report (Attachment 7A)** – Finance Committee Chair Hipple
- B. **VDOT/HRTAC Project Updates, HRBT/Other** – VDOT Commissioner Brich, HR Administrator Chris Hall, and HRBT Project Director Utterback (**Attachment 7B**)
- C. **Next HRTAC Regular Meeting – July 16, 2020, 9:00 a.m., (Meeting by Conference Call unless the Governor lifts the State of Emergency), if not adjusted by Action Item 6C.**

8. Adjournment

**Anyone wishing to make a public comment should contact Executive Director Page at kpage@hrtac.org 24 hours in advance of the meeting to register. Please do so by 12:30 p.m. on Wednesday, June 17, 2020.

Agenda Item 5A
Consent Item

To: Chair Johnson and the other members of HRTAC

From: Kevin B. Page, Executive Director

Date: June 18, 2020

Re: May 28, 2020 Special Meeting Minutes

Recommendation:

The Commission is asked to approve the Commission's May 28, 2020 Special Meeting minutes.

Background:

The Commission approves meeting minutes for the permanent record of the Commission.

Fiscal Impact:

There is no fiscal impact in relation to this Consent Item.

Suggested Motion:

Motion: The Commission approves and adopts the minutes of the Commission's Special Meeting on May 28, 2020.



**Hampton Roads Transportation
Accountability Commission (HRTAC)
Summary Minutes of the May 28, 2020 Special Meeting**

The Hampton Roads Transportation Accountability Commission (HRTAC) Special Meeting was called to order at 10:00 a.m. by conference call due to COVID-19, with the following in attendance by telephone:

HRTAC Members in Attendance:

| | |
|---|---|
| Linda T. Johnson, Chair | Herbert Green (in for Eugene Hunt), PQ* |
| Donnie Tuck, Vice Chair | Christopher Cornwell, SH |
| Rick West, CH | Thomas G. Shepperd, YK |
| Frank Rabil, FR | Robert Dyer, VB* |
| Michael McCarty, IW | Delegate Clint Jenkins, VGA |
| Michael Hipple, JC | Delegate Joseph Lindsey, VGA |
| David Jenkins (in for McKinley Price), NN | Senator Monty Mason, VGA |
| Kenneth Alexander, NO | Delegate Mike Mullins, VGA |
| John Rowe, PO | |

HRTAC Executive Director

Kevin Page

HRTAC Ex-Officio Members in Attendance:

| | |
|---------------------|-------------------|
| Stephen Brich, VDOT | Cathie Vick, VPA* |
| John Malbon, CTB | |

Other Participants:

| | |
|------------------------|-------------------------------|
| Chris Price, CH | Bob Baldwin, PO |
| Shep Miller, CTB | Patrick Roberts, SU |
| Amanda Jarratt, FR | Tom Leahy, VB |
| Mary Bunting, HA | Christopher Hall, VDOT |
| Randy Keaton, IW | Neil Morgan, YK |
| Scott Stevens, JC | Andrew Trivette, WM |
| Wynter Benda, NO | Tom Inglima, Willcox & Savage |
| J. Randall Wheeler, PQ | |

HRTAC Voting Members Absent:

| | |
|-------------------|-------------------------------|
| Paul Freiling, WM | Senator John A. Cosgrove, VGA |
|-------------------|-------------------------------|

HRTAC Ex-Officio Members Absent:

| |
|-------------------------|
| Jennifer Mitchell, DRPT |
|-------------------------|

* Denotes Late Arrival or Early Departure

Others Recorded Attending:

Jerri Wilson (NN); Megan Gilliland (Kaufman and Canoles); David Miller (PFM); Faizan Habib (VDOT); Cheryl Lane (Veteran Reporters); Danetta Jankosky, Tiffany Smith, Sheila Wilson (HRPDC); Lynn Coen, Jennifer Hodnett (HRTAC); Bob Crum, Mike Kimbrel, John Mihaly (HRTPO)

Declaration re: Purpose of Meeting, Call to Order and Roll Call

Mr. Tom Inglima, HRTAC General Counsel, reminded all members to mute phone lines when not speaking, to maintain a clear call quality, and to state their name before speaking. He indicated all votes would require a roll call and proceeded to read the following declaration for the members:

In light of the Governor's Declared State of Emergency due to COVID-19, it is impracticable and unsafe for the Commission to assemble in a single location, so the meeting will be held electronically, by telephone, pursuant to the 2020 Amendments to the 2019 Appropriation Act; the purpose of the meeting is to discuss or transact the business statutorily required or necessary to continue operations of the Commission and the discharge of its lawful purposes, duties, and responsibilities. The public is welcome to use the number to attend the meeting electronically. The Commission will make available a recording or transcript of the meeting on its website in accordance with timeframes established in Sections 2.2-3707 and 2.2-3707.1 of the Code of Virginia.

A roll call vote was taken in order to confirm a quorum:

Mayor Rick West: Present
Mayor Frank Rabil: Present
Mayor Donnie Tuck: Present
Mr. Michael McCarty: Present
Mr. Michael Hipple: Present
Mr. David Jenkins: Present
Mayor Kenneth Alexander: Present
Mr. Herbert Green: No Response
Mayor John Rowe: Present
Mr. Christopher Cornwell: Present
Chair Linda Johnson: Present
Mayor Robert Dyer: Present
Mayor Paul Freiling: No Response
Mr. Thomas Shepperd: Present
Senator John Cosgrove: No Response
Senator Monty Mason: Present
Delegate Clint Jenkins: Present
Delegate Joseph Lindsey: Present
Delegate Mike Mullin: Present
Mr. John Malbon: Present
Mr. Stephen Brich: Present

Ms. Jennifer Mitchell: No Response
Ms. Cathie Vick: No Response

The quorum was confirmed by Mr. John Mihaly.

Approval of Agenda

Mr. Michael Hipple Moved to approve the agenda, Mayor John Rowe Seconded. The following roll call vote was taken:

Mayor Rick West: Yes
Mayor Frank Rabil: Yes
Mayor Donnie Tuck: Yes
Mr. Michael McCarty: Yes
Mr. Michael Hipple: Yes
Mr. David Jenkins: Yes
Mayor Kenneth Alexander: Yes
Mr. Herbert Green: No Response
Mayor John Rowe: Yes
Mr. Christopher Cornwell: Yes
Chair Linda Johnson: Yes
Mayor Robert Dyer: Present
Mayor Paul Freiling: No Response
Mr. Thomas Shepperd: Yes
Senator John Cosgrove: No Response
Senator Monty Mason: Yes
Delegate Clint Jenkins: Yes
Delegate Joseph Lindsey: Yes
Delegate Mike Mullin: Yes

Mr. John Mihaly confirmed The Motion Carried.

Public Comment Period (limit 5 minutes per individual)

No one of the public addressed the HRTAC.

Ms. Cathy Vick arrives

Chair's Comments

HRTAC Chair, Linda T. Johnson welcomed three new members from the Virginia House of Delegates and a new member from Isle of Wight County. Additionally, she appointed a Nominating Committee comprised of Mayor Frank Rabil, Mayor Kenneth Alexander and Mr. Michael Hipple.

Consent Items

- A. Minutes of the December 12, 2019 Regular Meeting
- B. Hampton Roads Express Lanes Network Investment Grade Traffic and Revenue Study – Funding of and Actions RE: Work Order

C. HRBT PAFA Bridge Repair Option

Mr. Hipple Moved to approve the consent agenda items; Seconded by Mr. Shepperd. The following roll call vote was taken:

Mayor Rick West: Yes
Mayor Frank Rabil: Yes
Mayor Donnie Tuck: Yes
Mr. Michael McCarty: Yes
Mr. Michael Hipple: Yes
Mr. David Jenkins: Yes
Mayor Kenneth Alexander: Yes
Mr. Herbert Green: No Response
Mayor John Rowe: Yes
Mr. Christopher Cornwell: Yes
Chair Linda Johnson: Yes
Mayor Robert Dyer: Present
Mayor Paul Freiling: No Response
Mr. Thomas Shepperd: Yes
Senator John Cosgrove: No Response
Senator Monty Mason: Yes
Delegate Clint Jenkins: Yes
Delegate Joseph Lindsey: Yes
Delegate Mike Mullin: Yes

Mr. John Mihaly confirmed The Motion Carried.

Action Item

A. HRTAC Proposed FY2021 Administrative and Project Development Budget – HRTF and HRRTF Cost Sharing – Endorsement and Authorization to Conduct a Public Hearing

Mr. Kevin Page, HRTAC Executive Director, stated the proposed Administrative and Project Development Budget for Fiscal Year 2021 is \$7,270,701 and that the Finance Committee had discussed and moved for recommendation at its May 14, 2020 meeting.

Mayor Bobby Dyer arrives.

Mayor Donnie Tuck Moved to endorse the proposed HRTAC FY2021 Administrative and Project Development Budget and authorized the Executive Director to conduct a public hearing on the proposed HRTAC FY2021 Administrative and Project Development Budget; Seconded by Mr. Hipple. The following roll call was taken:

Mayor Rick West: Yes
Mayor Frank Rabil: Yes
Mayor Donnie Tuck: Yes
Mr. Michael McCarty: Yes

Mr. Michael Hipple: Yes
Mr. David Jenkins: Yes
Mayor Kenneth Alexander: Yes
Mr. Herbert Green: No Response
Mayor John Rowe: Yes
Mr. Christopher Cornwell: Yes
Chair Linda Johnson: Yes
Mayor Robert Dyer: Yes
Mayor Paul Freiling: No Response
Mr. Thomas Shepperd: Yes
Senator John Cosgrove: No Response
Senator Monty Mason: Yes
Delegate Clint Jenkins: Yes
Delegate Joseph Lindsey: Yes
Delegate Mike Mullin: Yes

Mr. John Mihaly confirmed The Motion Carried.

B. Master Tolling Agreement Update and Timing RE: HRBT Construction Notice to Proceed

Mr. Tom Inglima, HRTAC General Counsel, reminded the Commission that the Master Tolling Agreement (MTA) is a framework agreement for the design and development of the Hampton Roads Express Lanes Network (“HREL” or the “Network”). He stated that the MTA includes all aspects of the HREL, such as the design, building, operation and maintenance of the Network.

He explained that development of the Network would be in phases with VDOT and HRTAC working collaboratively under similar protocols that were implemented for the procurement of the six initial projects.

Mr. Inglima noted that House Bill 1438, passed by the 2020 General Assembly, allows HRTAC to impose tolls on the HREL and issue toll-backed debt. Mr. Inglima indicated that operation of the HREL will occur in the following two phases: (1) pre-handover, VDOT will manage operations and maintenance; and (2) post-handover, HRTAC will. He stated that the “handover” will occur no later than the launch of the Network at the Hampton Roads Bridge Tunnel (HRBT). He clarified that, post-handover, HRTAC may subcontract with VDOT or a third party, and that at all times roadway maintenance would continue to be a responsibility of VDOT.

He explained that HRTAC would set the initial tolling policies and, if approved by the Toll Policy Committee, HRTAC has the ability to modify the tolling policies.

Mr. Inglima reviewed the primary open issues, which include the use of toll revenues, establishment of reserves, compensation events and insurance, and the term and termination of the MTA.

He further explained the urgency of finalizing the MTA as HRTAC's financial obligation increases once the Notice to Proceed is issued, which is imminent. He stated the Commonwealth Transportation Board (CTB) would require at least two meetings to approve the MTA.

Commission members questioned why the start of the Network begins at Jefferson Avenue in Newport News.

Mr. Stephen Brich, VDOT Commissioner, explained that an Operational Analysis was performed two years ago to determine where underserved HOV lanes existed and to assist in the creation of a reliable travel network with unencumbered travel with speeds 45 miles and above. Among other things, the Operational Analysis indicated that underserved HOV lanes exist in the Jefferson Avenue area of Newport News.

Commission members next inquired about the six-person membership of the Toll Policy Committee and how a tie breaker would be determined.

Mr. Page answered that a consensus would be needed.

Further Committee discussion ensued in regards to the concern of the membership of the Toll Policy Committee and potential conflicts.

Chair Johnson reminded the members that this item was for discussion only and discussions among the parties were still ongoing.

Mr. Herbert Green arrives.

This agenda item was for discussion purposes only and no roll call vote was required.

Due to quality of the conference call, Mayor Rick West Moved to have a five-minute recess; seconded by Mr. Herbert Green. The following roll call vote was taken:

Mayor Rick West: Yes
Mayor Frank Rabil: Yes
Mayor Donnie Tuck: Yes
Mr. Michael McCarty: Yes
Mr. Michael Hipple: Yes
Mr. David Jenkins: Yes
Mayor Kenneth Alexander: Yes
Mr. Herbert Green: Yes
Mayor John Rowe: Yes
Mr. Christopher Cornwell: Yes
Chair Linda Johnson: Yes
Mayor Robert Dyer: Yes
Mayor Paul Freiling: No Response
Mr. Thomas Shepperd: Yes

Senator John Cosgrove: No Response
Senator Monty Mason: Yes
Delegate Clint Jenkins: Yes
Delegate Joseph Lindsey: Yes
Delegate Mike Mullin: Yes

The meeting went into recess at 10:30 a.m.

The meeting was called back to order at 10:35 a.m. with a roll call vote being taken:

Mayor Rick West: Yes
Mayor Frank Rabil: Yes
Mayor Donnie Tuck: Yes
Mr. Michael McCarty: Yes
Mr. Michael Hipple: Yes
Mr. David Jenkins: Yes
Mayor Kenneth Alexander: Yes
Mr. Herbert Green: Yes
Mayor John Rowe: Yes
Mr. Christopher Cornwell: Yes
Chair Linda Johnson: Yes
Mayor Robert Dyer: Yes
Mayor Paul Freiling: No Response
Mr. Thomas Shepperd: Yes
Senator John Cosgrove: No Response
Senator Monty Mason: Yes
Delegate Clint Jenkins: Yes
Delegate Joseph Lindsey: Yes
Delegate Mike Mullin: Yes

Mr. John Mihaly confirmed a quorum.

C. HRTAC Current Approved FY2020-FY2026 Plan of Finance Update – COVID-19 Potential Impact Review – Continuation of Current Approved Debt Management Plan with Stress Test Adjustments

Mr. David Miller, PFM, stated that all of the information with respect to the current approved Fiscal Year 2020 to 2026 Plan of Finance Update was previously presented to the Finance Committee on May 14, 2020, and that due to time constraints during today's meeting, some of the information had been moved to the appendices.

Mr. Miller indicated the original plan had been presented to the Finance Committee in March; however due to the pandemic a review was needed. He noted the methodology used and reviewed the formulas to adjust the FY20-FY26 amounts. He referenced a graph displaying the FY20-26 revenue with various stress tests applied to those revenues based on reports from certain rating agencies and stated that the average was taken from all of those rating

agencies. He clarified that the amounts shown reflect only the stress test results and are not an economic forecast.

He indicated that although growth occurs after 2020, HRTAC revenues never reach original projections. He stated the stress test results would be used in the subsequent agenda items, 6D and 6E.

Mr. Miller displayed a graph for annual debt issuance and reiterated this graph had been shared with the Commission previously. Additionally, he shared illustrations with the Commission in regards to the HRTF debt service and HRTF aggregate debt coverage ratio.

In conclusion, Mr. Miller stated that even applying the stress test, HRTAC is still able to fund its \$3.762 Billion obligation to support the HRBT's current completion schedule in FY26.

Mayor John Rowe, Moved to approve that in the absence of updated revenue projections from the Commonwealth, the Commission (i) endorses the continuation of the HRTAC Current Approved Debt Management Plan for HRTAC's approved projects (including the I-64 Hampton Roads Bridge-Tunnel Expansion Project) with stress test adjustments based on a COVID-19 Potential Impact Review and (ii) approves the application of the stress test adjustments based on the COVID-19 Potential Impact Review; Seconded by Mr. Herbert Green.

The following roll call vote was taken:

Mayor Rick West: Yes
Mayor Frank Rabil: Yes
Mayor Donnie Tuck: Yes
Mr. Michael McCarty: Yes
Mr. Michael Hipple: Yes
Mr. David Jenkins: Yes
Mayor Kenneth Alexander: Yes
Mr. Herbert Green: Yes
Mayor John Rowe: Yes
Mr. Christopher Cornwell: Yes
Chair Linda Johnson: Yes
Mayor Robert Dyer: Yes
Mayor Paul Freiling: No Response
Mr. Thomas Shepperd: Yes
Senator John Cosgrove: No Response
Senator Monty Mason: Yes
Delegate Clint Jenkins: Yes
Delegate Joseph Lindsey: Yes
Delegate Mike Mullin: Yes

Mr. John Mihaly confirmed The Motion Carried.

D. **HRTAC Current Approved FY2020-FY2026 Plan of Finance Update – COVID-19 Potential Impact Review – Continuation of Current Approved Plan of Finance with Stress Test Adjustments**

Mr. Miller reviewed the Six Year Improvement Plan with the members. He identified the HRTAC projects, associated cost and expenses, and funding sources.

He displayed the projected cash flow in two tables: (1) the original projections and; (2) the original projections with the revenue stress test applied.

Commission members questioned the large fluctuations in the HRTF and toll revenue debt service amounts.

Mr. Miller answered that the fluctuations were due to sale of the 2019 BANs.

Mayor Rick West Moved to approve that in the absence of updated revenue projections from the Commonwealth, the Commission (i) endorses the continuation of the HRTAC Current Approved FY2020-FY2026 Plan of Finance for HRTAC's approved projects (including the I-64 Hampton Roads Bridge Tunnel Expansion Project) with stress test adjustments based on a COVID-19 Potential Impact Review, and (ii) approves the application of the stress test adjustments based on the COVID-19 Potential Impact Review; seconded by Mr. Herbert Green.

The following roll call was taken:

Mayor Rick West: Yes
Mayor Frank Rabil: Yes
Mayor Donnie Tuck: Yes
Mr. Michael McCarty: Yes
Mr. Michael Hipple: Yes
Mr. David Jenkins: Yes
Mayor Kenneth Alexander: Yes
Mr. Herbert Green: Yes
Mayor John Rowe: Yes
Mr. Christopher Cornwell: Yes
Chair Linda Johnson: Yes
Mayor Robert Dyer: Yes
Mayor Paul Freiling: No Response
Mr. Thomas Shepperd: Yes
Senator John Cosgrove: No Response
Senator Monty Mason: Yes
Delegate Clint Jenkins: Yes
Delegate Joseph Lindsey: Yes
Delegate Mike Mullin: Yes

Mr. John Mihaly confirmed The Motion Carried.

E. HRTAC Bond Resolution – HRTF Bond Financings – Authorization to Issue Bonds

Ms. Megan Gilliland, Kaufman and Canoles, reviewed and explained HRTAC Resolution 2020-01, which authorizes the issuance of up to \$800 Million in aggregate principal amount of Hampton Roads Transportation Fund Revenue Bonds. She explained the parameters set forth in the Resolution and indicated that the full disclosure documents were included in the agenda packet.

Mayor Rowe Moved the approval of Resolution 2020-01, which authorizes the issuance of HRTF Revenue Bonds for up to \$800 Million; Seconded by Mr. Green. The following roll call vote was taken:

Mayor Rick West: Yes

Mayor Frank Rabil: Yes

Mayor Donnie Tuck: Yes

Mr. Michael McCarty: Yes

Mr. Michael Hipple: Yes

Mr. David Jenkins: Yes

Mayor Kenneth Alexander: Yes

Mr. Herbert Green: Yes

Mayor John Rowe: Yes

Mr. Christopher Cornwell: Yes

Chair Linda Johnson: Yes

Mayor Robert Dyer: Yes

Mayor Paul Freiling: No Response

Mr. Thomas Shepperd: Yes

Senator John Cosgrove: No Response

Senator Monty Mason: Yes

Delegate Clint Jenkins: Yes

Delegate Joseph Lindsey: Yes

Delegate Mike Mullin: Yes

Mr. John Mihaly confirmed The Motion Carried.

F. Authorization to Conduct a Public Hearing for each of the following:

(i) HRTAC Proposed Debt Management Plan to Include Hampton Roads Express Lanes Network – COVID-19 Potential Impact Review; (ii) HRTAC Proposed FY2021-FY2026 Plan of Finance Update – COVID-19 Potential Impact Review; (iii) HRTAC Proposed 2045 Long Range Plan of Finance Update -COVID-19 Potential Impact Review

Mr. Miller discussed the debt management plan with the HREL, the Bowers Hill Interchange and the Fort Eustis Interchange being incorporated.

He noted that the stress test results pushed completion of Bowers Hill and Ft. Eustis back to 2035 and 2037, respectively. He further stated that HRTAC would maintain its coverage ratios.

HRTAC Finance Chair Hipple thanked the PFM team for the effort put into the implementation of the stress test and stated that the Finance Committee endorsed the six year and long range plans.

Mayor Tuck Moved that the Commission (i) endorses the (a) HRTAC Proposed Debt Management Plan to include Hampton Roads Express Lanes Network – COVID-19 Potential Impact Review, (b) HRTAC Proposed FY2021-FY2026 Plan of Finance Update – COVID-19 Potential Impact Review, and (c) HRTAC Proposed 2045 Long Range Plan of Finance Update -COVID-19 Potential Impact Review, and (ii) authorizes the Finance Committee Chair or Executive Director to conduct a public hearing for each; Seconded by Mr. Herbert Green. The following roll call was taken:

Mayor Rick West: Yes
Mayor Frank Rabil: Yes
Mayor Donnie Tuck: Yes
Mr. Michael McCarty: Yes
Mr. Michael Hipple: Yes
Mr. David Jenkins: Yes
Mayor Kenneth Alexander: Yes
Mr. Herbert Green: Yes
Mayor John Rowe: Yes
Mr. Christopher Cornwell: Yes
Chair Linda Johnson: Yes
Mayor Robert Dyer: Yes
Mayor Paul Freiling: No Response
Mr. Thomas Shepperd: Yes
Senator John Cosgrove: No Response
Senator Monty Mason: Yes
Delegate Clint Jenkins: Yes
Delegate Joseph Lindsey: Yes
Delegate Mike Mullin: Yes

Mr. John Mihaly confirmed The Motion Carried.

Information Items

A. HRTAC Monthly Financial Report

Mr. Page reviewed the Monthly Financial Report with the Commission.

B. HRTAC Market and Profile Update

Mr. Page indicated PFM had provided a Market and Profile Update for HRTAC

C. VDOT Project Updates

Mr. Page acknowledged the project updates were included for the Commissioners review.

D. Next meeting: HRTAC Annual Organizational Meeting – June 18, 2020, 12:30 p.m.
Mr. Page reminded the Commission that HRTAC's annual organizational meeting will occur on June 18th at 12:30 p.m.

Adjournment

With no further business to come before the Hampton Roads Transportation Accountability Commission, the meeting adjourned at 11:38 a.m.

Linda T. Johnson
HRTAC Chair

To: Chair Johnson and the other members of HRTAC

From: Kevin B. Page, Executive Director

Date: June 18, 2020

**Re: HRTAC Proposed FY2021 Administrative and Project Development Budget –
HRTF and HRRTF Cost Sharing**

Recommendation:

The Executive Director recommends the Commission approve the Proposed HRTAC FY2021 Administrative and Project Development Budget.

Background:

At its May 28, 2020 meeting, the Commission (i) endorsed the Proposed HRTAC FY2021 Administrative and Project Development Budget, and (ii) authorized the Executive Director to conduct a public hearing on the Proposed HRTAC FY2021 Administrative and Project Development Budget. On Monday, June 8, 2020, at 10:00 a.m., the Executive Director held a public hearing to receive input from the public on the Proposed HRTAC FY2021 Administrative and Project Development Budget. There were no oral or written comments received regarding this matter.

Fiscal Impact:

There is a \$7,270,701 fiscal impact of in relation to this Action Item. Expenses shall be paid from the Hampton Roads Transportation Fund and the Hampton Roads Regional Transit Fund. Pursuant to § 33.2-2605 of the Code of Virginia, as amended, to the extent that funds for such expenses are not provided from other sources, the expenses shall be paid from the Hampton Roads Transportation Fund and the Hampton Roads Regional Transit Fund on an approximately pro rata basis of the programs supported by the HRTF and the HRRTF. The pro rata sharing values of the funds will be determined at such time of receipt of the state revenue estimates.

Suggested Motion:

Motion: The Commission approves the Proposed HRTAC FY2021 Administrative and Project Development Budget.





Proposed FY2021 Administrative and Project Development Budget

| CATEGORY | FY2021 | FY2021 | FY2021 |
|--|-------------------|----------------------------|------------------------------|
| | Proposed Budget** | Proposed Administrative ** | Proposed Project Development |
| REVENUES | | | |
| HRTF Revenues, Interest, Investment Income | 7,270,701 | 1,850,701 | 5,420,000 |
| TOTAL REVENUE | \$ 7,270,701 | \$ 1,850,701 | \$ 5,420,000 |
| EXPENDITURES | | | |
| PERSONNEL* | | | |
| HRTAC Staff/Fringes/Leave Reserve | \$ 656,741 | \$ 656,741 | \$ - |
| HRTPO/HRPDC Support Staff* | 123,000 | 123,000 | - |
| SUBTOTAL PERSONNEL | 779,741 | 779,741 | - |
| PROFESSIONAL SERVICES | | | |
| Audit | 244,000 | 244,000 | - |
| Trustee | 10,000 | 10,000 | - |
| Bank Fees & Investment Services | 355,000 | 355,000 | - |
| Legal | 1,025,000 | 375,000 | 650,000 |
| Financial Advisors | 595,000 | - | 595,000 |
| Insurance - D&O/Liability | 5,000 | 5,000 | - |
| Recruiting | 2,000 | 2,000 | - |
| Bond Issuance Expense/TIFIA/T&R Study | 4,170,000 | - | 4,170,000 |
| SUBTOTAL PROFESSIONAL SERVICES | 6,406,000 | 991,000 | 5,415,000 |
| TECHNOLOGY/COMMUNICATION* | | | |
| IT/Communications | 7,500 | 7,500 | - |
| LAN system/ Cloud | 10,000 | 10,000 | - |
| Website Consultant | 2,000 | 2,000 | - |
| SUBTOTAL TECHNOLOGY/COMMUNICATION | 19,500 | 19,500 | - |
| ADMINISTRATIVE * | | | |
| Public Notices/Advertising | 1,000 | 1,000 | - |
| Office Space | 24,745 | 24,745 | - |
| Office Supplies* | 5,000 | 4,000 | 1,000 |
| Furniture | 2,000 | 2,000 | - |
| Printing/Copying* | 6,000 | 2,000 | 4,000 |
| Dues/Subscriptions/Computer Licenses | 3,000 | 3,000 | - |
| Travel | 8,000 | 8,000 | - |
| Meeting Expenses* | 7,750 | 7,750 | - |
| Telephone* | 2,465 | 2,465 | - |
| Postage* | 500 | 500 | - |
| Professional Development | 5,000 | 5,000 | - |
| SUBTOTAL ADMINISTRATIVE | 65,460 | 60,460 | 5,000 |
| TOTAL EXPENDITURES | \$ 7,270,701 | \$ 1,850,701 | \$ 5,420,000 |

*Includes items to be reimbursed to HRPDC/HRTPO

** Pursuant to § 33.2-2605 of the Code of Virginia, expenses shall be paid from the Hampton Roads Transportation Fund and the Hampton Roads Regional Transit Fund on an approximately pro rata basis.



To: Chair Johnson and the other members of HRTAC

From: Kevin B. Page, Executive Director

Date: June 18, 2020

Re: HRTAC Proposed Debt Management Plan to Include Hampton Roads Express Lanes Network – COVID-19 Potential Impact Review

Recommendation:

The Executive Director recommends that the Commission approve the HRTAC Proposed Debt Management Plan to Include Hampton Roads Express Lanes Network – COVID-19 Potential Impact Review.

Background:

At its May 28, 2020 meeting, the Commission (i) endorsed the HRTAC Proposed Debt Management Plan to Include Hampton Roads Express Lanes Network – COVID-19 Potential Impact Review, and (ii) authorized the Executive Director to conduct a public hearing on the HRTAC Proposed Debt Management Plan to Include Hampton Roads Express Lanes Network – COVID-19 Potential Impact Review. On Monday, June 8, 2020, at 10:15 a.m., the Executive Director held a public hearing to receive input from the public on HRTAC Proposed Debt Management Plan to Include Hampton Roads Express Lanes Network – COVID-19 Potential Impact Review. There were no oral or written comments received regarding this matter.

Fiscal Impact:

The fiscal impact to the Hampton Roads Transportation Fund in relation to the HRTAC Proposed Debt Management Plan includes the addition of the Hampton Roads Express Lanes Network project with stress test adjustments from the COVID-19 Potential Impact Review. When the Commonwealth provides updated revenue projections, HRTAC Staff will conduct further analysis and provide future adjustment recommendations to the Finance Committee and Commission.

Suggested Motion:

Motion: The Commission approves the HRTAC Proposed Debt Management Plan to Include Hampton Roads Express Lanes Network – COVID-19 Potential Impact Review.



Agenda 5B: Proposed Debt Management Plan - HREL

- \$940M HREL costs funded by HRTAC
 - Segment 1: \$206M
 - Segment 3: \$37M
 - Segment 4A&B - \$167M; Segment 4C - \$529M
- \$62M other costs funded by VDOT's Toll Facilities Revolving Account, reimbursable with excess toll revenues
- With the revenue stress test, after funding HRBT, limited HRTF funding capacity left is left for HREL.
- Sufficient funds can be provided to support the full \$940M HRTAC funding obligation, but debt coverage ratios drop closer to the 1.35x legal constraint.
- As a contingency, VDOT is to provide assessment on the essentiality of various HREL segments and whether any of the segments can be deferred without impacting the serviceable of the network.

| | Total | Prior Years | FY 2021 | FY 2022 | FY 2023 | FY 2024 | FY 2025 | FY 2026 |
|-----------------|-------------|-------------|------------|------------|-------------|-------------|-------------|------------|
| HRELN | | | | | | | | |
| Costs | 939,692,595 | 9,876,384 | 37,280,490 | 93,741,163 | 216,926,360 | 251,931,229 | 252,290,112 | 77,646,857 |
| Funds | | | | | | | | |
| HRTF Paygo | 69,897,180 | 9,876,384 | 37,280,490 | | | | 22,740,306 | |
| HRTF Bonds | 594,795,415 | | | 93,741,163 | 216,926,360 | 251,931,229 | 32,196,663 | |
| Toll TIFIA Loan | 275,000,000 | | | | | | 197,353,143 | 77,646,857 |
| Total | 939,692,595 | 9,876,384 | 37,280,490 | 93,741,163 | 216,926,360 | 251,931,229 | 252,290,112 | 77,646,857 |

To: Chair Johnson and the other members of HRTAC

From: Kevin B. Page, Executive Director

Date: June 18, 2020

Re: HRTAC Proposed FY2021-FY2026 Plan of Finance Update – COVID-19 Potential Impact Review

Recommendation:

The Executive Director recommends that the Commission approve the HRTAC Proposed FY2021-FY2026 Plan of Finance Update – COVID-19 Potential Impact Review.

Background:

At its May 28, 2020 Special meeting, the Commission endorsed the HRTAC Proposed FY2021-FY2026 Plan of Finance Update – COVID-19 Potential Impact Review and authorized the Finance Committee Chair or Executive Director to conduct a public hearing. On Monday, June 8, 2020, at 10:30 a.m., the Executive Director held a public hearing to receive input from the public on HRTAC Proposed FY2021-FY2026 Plan of Finance Update – COVID-19 Potential Impact Review. There were no oral or written comments received regarding this matter.

Fiscal Impact:

The proposed \$6,223,895,532 HRTAC FY2021-FY2026 Plan of Finance Update – Six Year Operating and Capital Program of Projects represents a \$934,739,864 increase in comparison to the Amended HRTAC FY2020-FY2026 Plan of Finance Update. The increase is attributed to the net addition of the Hampton Roads Express Lanes Network reduced by contract savings and amounts de-obligated from other projects. When the Commonwealth provides updated revenue projections, HRTAC Staff will conduct further analysis and provide future adjustment recommendations to the Finance Committee and Commission.

Suggested Motion:

Motion: The Commission approves the HRTAC Proposed FY2021-FY2026 Plan of Finance Update – COVID-19 Potential Impact Review.



Agenda 5D: Proposed FY 2021-2026 Funding Plan Project Costs and Expenses & Funding Sources

| HRTAC Project Costs and Expenses | | | | | | | | | | | | |
|------------------------------------|----------------|----------------|--------------|--------------|--------------|--------------|--------------|----------------|------------------|--------------|-------------|----------------------|
| | Prior Years | FY 2021 | FY 2022 | FY 2023 | FY 2024 | FY 2025 | FY 2026 | Total | HRTAC Cost Share | VDOT Funds | Other Local | Outside Contribution |
| Operating/HRTF Fees | \$18 | \$6 | \$6 | \$7 | \$7 | \$8 | \$8 | \$60 | \$60 | | | |
| I-64 Peninsula Widening | \$491 | \$41 | | | | | | \$531 | \$310 | \$221 | | |
| I-64/I-264 Interchange Improvement | \$330 | \$24 | \$8 | | | | | \$362 | \$290 | \$67 | \$2 | \$3 |
| I-64 Southside/High Rise Bridge | \$448 | \$79 | | | | | | \$527 | \$432 | \$95 | | |
| Project Development | | \$42 | | | | | | \$42 | \$42 | | | |
| HRBT | \$441 | \$1,129 | \$714 | \$546 | \$532 | \$381 | \$20 | \$3,762 | \$3,562 | \$200 | | |
| HRELN | \$10 | \$37 | \$94 | \$217 | \$252 | \$252 | \$78 | \$940 | \$940 | | | |
| Total | \$1,780 | \$1,316 | \$821 | \$769 | \$791 | \$641 | \$106 | \$6,224 | \$5,636 | \$583 | \$2 | \$3 |

| Funding Sources | | | | | | | | | |
|-------------------|----------------|----------------|--------------|--------------|--------------|--------------|--------------|----------------|--|
| | Prior Years | FY 2021 | FY 2022 | FY 2023 | FY 2024 | FY 2025 | FY 2026 | Total | |
| VDOT Funds | \$342 | \$34 | \$8 | | \$110 | \$90 | | \$583 | |
| Other Local Funds | | \$5 | | | | | | \$5 | |
| HRTAC Cost Share | \$1,434 | \$1,282 | \$814 | \$769 | \$681 | \$551 | \$106 | \$5,636 | |
| Total | \$1,780 | \$1,316 | \$821 | \$769 | \$791 | \$641 | \$106 | \$6,224 | |

Agenda 5D: Proposed FY 2021-2026 Funding Plan Projected Cash Flow – *With Revenue Stress Test*

| HRTAC Projected Cash Flow | | | | | | | |
|--|----------------|----------------|--------------|--------------|--------------|--------------|----------------|
| | FY 2021 | FY 2022 | FY 2023 | FY 2024 | FY 2025 | FY 2026 | Total |
| HRTF .7% local Sales Tax Funds | \$127 | \$133 | \$137 | \$143 | \$145 | \$148 | \$833 |
| HRTF 2.1% Fuel Tax Funds | \$58 | \$60 | \$60 | \$61 | \$61 | \$61 | \$360 |
| Total HRTF Revenue | \$185 | \$192 | \$198 | \$204 | \$206 | \$209 | \$1,193 |
| HRTAC Toll Revenues | | | | | | \$31 | \$31 |
| HRTF Interest Income | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 |
| HRTF Investment Income | \$1 | \$2 | \$2 | \$2 | \$2 | \$1 | \$9 |
| HRTAC HRTF Revenue Debt Proceeds | \$1,136 | \$844 | \$374 | \$244 | | | \$2,598 |
| HRTAC Toll Revenue Debt Proceeds | | | | \$389 | \$408 | | \$797 |
| Total HRTAC Revenue | \$1,322 | \$1,037 | \$573 | \$839 | \$616 | \$241 | \$4,628 |
| HRTAC Cost Share | \$1,282 | \$814 | \$769 | \$681 | \$551 | \$106 | \$4,202 |
| HRTF and Toll Revenue Debt Service | \$40 | \$75 | \$66 | \$83 | \$102 | \$139 | \$506 |
| HRTF and Toll Revenue Debt Service Reserve | | \$29 | \$1 | \$1 | \$58 | \$51 | \$140 |
| Tolling O&M Costs | | | | | | \$25 | \$25 |
| Tolling O&M and M&R Reserve | | | | | | \$12 | \$12 |
| Toll Revenue Repayment to VDOT | | | | | | | |
| Total HRTAC Expenditure | \$1,321 | \$918 | \$837 | \$765 | \$711 | \$333 | \$4,885 |
| <i>Revenue/Expenditure Difference Balanced by Cash on Hand</i> | \$1 | \$120 | (264) | \$74 | (95) | (92) | (256) |
| HRTAC Unobligated Funds | | | | | | | |
| Beginning Fund Balance | \$386 | \$387 | \$506 | \$243 | \$316 | \$221 | |
| Annual Deposit/(Draws) | \$1 | \$120 | (\$264) | \$74 | (\$95) | (\$92) | (256) |
| Ending Fund Balance | \$387 | \$506 | \$243 | \$316 | \$221 | \$130 | |



**Hampton Roads Transportation Accountability Commission
Proposed FY2021 - FY2026 - Six -Year Operating and Capital Program of Projects**

Updated

5/22/20

Agenda Item 5E
Consent Item

To: Chair Johnson and the other members of HRTAC

From: Kevin B. Page, Executive Director

Date: June 18, 2020

Re: HRTAC Proposed 2045 Long Range Plan of Finance Update – COVID-19 Potential Impact Review

Recommendation:

The Executive Director recommends that the Commission approve the HRTAC Proposed 2045 Long Range Plan of Finance Update – COVID-19 Potential Impact Review.

Background:

At its May 28, 2020 Special meeting, the Commission endorsed the HRTAC Proposed 2045 Long Range Plan of Finance Update – COVID-19 Potential Impact Review and authorized the Finance Committee Chair or Executive Director to conduct a public hearing. On Monday, June 8, 2020, at 10:45 a.m., the Executive Director held a public hearing to receive input from the public on the HRTAC Proposed 2045 Long Range Plan of Finance Update – COVID-19 Potential Impact Review. There were no oral or written comments received regarding this matter.

Fiscal Impact:

The proposed \$7.02 billion HRTAC 2045 Long Range Plan of Finance Update represents an \$865 million decrease in comparison to last year's HRTAC 2045 Long Range Plan of Finance Update.

| | Six Initial Projects | HRBT | HRELN | Bower's Hill Interchange | Ft. Eustis Interchange | Total FV Cost | Funded by HRTF Debt | Funded by Toll Debt | Funded by HRTAC Pay-Go | Funded by VDOT and Other Pay-Go |
|--|----------------------|---------|-------|--------------------------|------------------------|---------------|---------------------|---------------------|------------------------|---------------------------------|
| 2045 (With Toll Revenues to HRTAC) | | | | | | | | | | |
| Inflated Costs (MM) | \$1,420 | \$3,762 | \$940 | \$600 | \$298 | \$7,020 | \$3,285 | \$897 | \$2,250 | \$588 |
| Fiscally Constrained Construction End Year | 2022 | 2026 | 2026 | 2035 | 2037 | | | | | |

Suggested Motion:

Motion: The Commission approves the HRTAC Proposed 2045 Long Range Plan of Finance Update – COVID-19 Potential Impact Review.



Agenda Item 5E Proposed 2045 Long Range Plan of Finance Bower's Hill and Ft. Eustis

- With the revenue stress test, Bower's Hill completion is pushed back to FY 2035 and Ft. Eustis Completion is pushed back to FY 2037.

| | Total | FY 2030 | FY 2031 | FY 2032 | FY 2033 | FY 2034 | FY 2035 |
|---------------------|-------------|------------|------------|-------------|-------------|-------------|-------------|
| Bower's Hill | | | | | | | |
| Costs | 600,393,054 | 27,875,909 | 29,704,215 | 137,010,693 | 135,875,122 | 150,424,149 | 119,502,966 |
| Funds | | | | | | | |
| HRTF Paygo | 454,660,633 | 27,875,909 | 29,704,215 | 137,010,693 | 135,875,122 | 94,222,614 | 29,972,080 |
| HRTF Debt | 56,201,535 | | | | | 56,201,535 | |
| Toll TIFIA Loan | 89,530,886 | | | | | | 89,530,886 |
| Total | 600,393,054 | 27,875,909 | 29,704,215 | 137,010,693 | 135,875,122 | 150,424,149 | 119,502,966 |

| | Total | FY 2032 | FY 2033 | FY 2034 | FY 2035 | FY 2036 | FY 2037 |
|-------------------------------|-------------|------------|------------|------------|------------|------------|------------|
| Ft. Eustis Interchange | | | | | | | |
| Costs | 298,482,065 | 12,581,375 | 12,895,909 | 58,237,177 | 68,921,975 | 70,645,024 | 75,200,606 |
| Funds | | | | | | | |
| HRTF Paygo | 298,482,065 | 12,581,375 | 12,895,909 | 58,237,177 | 68,921,975 | 70,645,024 | 75,200,606 |
| Total | 298,482,065 | 12,581,375 | 12,895,909 | 58,237,177 | 68,921,975 | 70,645,024 | 75,200,606 |

To: Chair Johnson and the other members of HRTAC

From: Kevin B. Page, Executive Director

Date: June 18, 2020

Re: Executive Director's Annual Performance Evaluation

Recommendation:

The Commission is asked to approve the Chair's report of the Annual Evaluation of the Executive Director.

Background:

The Executive Director's Employment Agreement calls for the annual review and evaluation of the Executive Director's performance. The Chair has reviewed the member submitted Executive Director's performance surveys. It was found by the Chair that the Executive Director exceeded or met expectations on all categories.

Fiscal Impact:

There is no fiscal impact to the Commission.

Suggested Motion:

Motion is the Commission approves the Chair's report of the Annual Evaluation of the Executive Director.

To: Chair Johnson and the other members of HRTAC

From: Kevin B. Page, Executive Director

Date: June 18, 2020

Re: Election of FY2021 Officers of the Commission

Recommendation:

The Nominating Committee recommends that the Commission adopt the proposed FY2021 Slate of Officers.

Background:

Sections III.A. and IV.A. of the HRTAC Amended and Reinstated Bylaws of the Commission require that the Commission annually elect from its voting Members a Chair and a Vice-Chair at its Annual Organizational Meeting. At its May 28, 2020 Special Meeting, the HRTAC Chair appointed a Nominating Committee. The chair of the Nominating Committee conferred with each member informally to discuss whether the current Chair and Vice Chair should be invited to serve a second term each. The consensus of the Nominating Committee is that they should continue to serve; thus, the proposed FY2021 Slate of Officers is the following: Linda Johnson (Suffolk Mayor), as Chair, and Donnie Tuck (Hampton Mayor), as Vice Chair.

Fiscal Impact:

There is no fiscal impact in relation to this Action Item.

Suggested Motion:

Motion is the Commission approve the recommended FY2021 Slate of Officers for Chair and Vice Chair.



To: Chair and the other members of HRTAC

From: Kevin B. Page, Executive Director

Date: June 18, 2020

RE: FY2021 HRTAC Meeting Schedule

Recommendation:

The Executive Director recommends approval of the proposed meeting schedule of the Commission for FY2021.

Background:

The Commission meets regularly on a quarterly basis. The proposed meeting schedule below identifies the meeting dates of the Commission for FY2021. Special Meetings may be called by the Chair in accordance with Article IV, C. of the Second Amended and Restated Bylaws of HRTAC.

Meeting Dates and Times for FY2021:

Thursday, July 16, 2020, 9:00 a.m. – Regular Meeting

Thursday, September 17, 2020, 12:30 p.m. – Regular Meeting

Thursday, December 10, 2020, 12:30 p.m. – Regular Meeting (Holiday timing)

Thursday, March 18, 2021, 12:30 p.m. – Regular Meeting (General Assembly Short Session)

Thursday, June 17, 2021, 12:30 p.m. – Annual Organizational Meeting (Election of Officers)

Suggested Motion:

Motion is to approve the proposed meeting schedule of the Commission for FY2021.

FY 2021 Hampton Roads Regional Meetings
(July 1, 2020 – June 30, 2021)
HRPDC/HRTPO/HRTAC/HRMFFA

| Date | HRTPC 10:30 AM | HRPDC 12:30 PM | HRMFFA 10:30 AM | HRTAC 12:30 PM |
|--------------------|-------------------|-------------------|--------------------|-------------------|
| JULY 16, 2020 | ✓ | ✓ | | ✓ *** |
| AUGUST 26, 2020 | ✓ ** | ✓ ** | | |
| SEPTEMBER 17, 2020 | | | ✓ | ✓ |
| OCTOBER 15, 2020 | ✓ * | ✓ * | | |
| NOVEMBER 19, 2020 | ✓ | ✓ | | |
| DECEMBER 10, 2020 | | | ✓ | ✓ |
| JANUARY 21, 2021 | ✓ | ✓ | | |
| FEBRUARY 18, 2021 | ✓ | ✓ | | |
| MARCH 18, 2021 | | | ✓ | ✓ |
| APRIL 15, 2021 | ✓ | ✓ | | |
| MAY 20, 2021 | ✓ | ✓ | | |
| JUNE 17, 2021 | | | ✓ * | ✓ * |

**Annual Meeting*

***Annual HRPDC/HRTPO Joint Legislative Meeting with Hampton Roads General Assembly Caucus (10:30 AM)*

****HRTAC Regular Meeting to be held at 9:00 a.m.*



Agenda Item 6D
Action Item

To: Chair Johnson and the other members of HRTAC

From: Kevin B. Page, Executive Director

Date: June 18, 2020

Re: Third Amended and Reinstated Bylaws, First Reading

Recommendation:

The Executive Director requests that the Commission (i) consider proposed amendments to the Commission's Bylaws, which will be set forth in the attached Third Amended and Restated Bylaws, and (ii) endorse posting those proposed amendments to allow for Commission review and public comments prior to Commission action at its next Regular meeting.

Background:

During the 2020 Acts of Assembly, the legislature passed House Bill 1726 and Senate Bill 1038 which created the Hampton Roads Regional Transit Fund (HRRTF) and designated the Commission as the manager of the HRRTF. The new legislation amended the Commission's governing statutes (the "HRTAC Act") by providing that the decisions of the Commission with respect to the disbursement of the HRRTF shall be made by the affirmative vote of two-thirds of the members of the Commission subject to the taxes that fund the HRRTF (*i.e.*, the Commission's traditional voting rules will not apply to these decisions because non-contributing members are not permitted to vote). The Commission's general counsel has prepared the Third Amended and Restated Bylaws to ensure that the voting rules set forth in the bylaws conform to the amended HRTAC Act. In addition, the Third Amended and Restated Bylaws includes as proposed amendments language that establishes a Regional Transit Committee to advise the Commission on matters regarding the HRRTF. This committee, like other HRTAC committees, would be solely advisory. The members of this Committee would be solely the members of the Commission that are authorized to vote on HRRTF decisions. Finally, the proposed amendments include the correction of an outdated statutory citation.

Fiscal Impact:

There is no fiscal impact in relation to this Action Item.



Suggested Action:

Consider the proposed amendments, through the first reading by Counsel and direct the Executive Director to post the proposed amendments for further review and comment.



~~SECOND~~THIRD AMENDED AND RESTATED BYLAWS

OF

HAMPTON ROADS

TRANSPORTATION ACCOUNTABILITY COMMISSION

Approved: ~~September 15, 2016~~July , 2020

ARTICLE I

POWERS AND DUTIES

The Hampton Roads Transportation Accountability Commission (the “Commission”) shall have all of the rights, powers and duties, and shall be subject to the limitations and restrictions, set forth in Chapter 26 of Title 33.2 of the Code of Virginia of 1950, as amended (the “Virginia Code”), as such may be amended from time to time (the “Act”).

ARTICLE II

MEMBERSHIP

A. Commission Members. The Commission consists of twenty-three (23) members (“Members” or “Member”) as follows:

1. The chief elected officer of the governing body of each of the ten (10) cities embraced by the Commission.
2. A current elected official of each of the four (4) counties embraced by the Commission, provided that such official (a) serves on the governing body of the county and (b) has been appointed by resolution of such governing body to serve as the county’s member on the Commission.
3. Three members of the House of Delegates who reside in different counties or cities embraced by the Commission. The House members shall be appointed to the Commission by the Speaker of the House.
4. Two members of the Senate who reside in different counties or cities embraced by the Commission. The Senate members shall be appointed to the Commission by the Senate Committee on Rules.
5. A member of the Commonwealth Transportation Board who resides in a locality embraced by the Commission and appointed by the Governor, who shall serve as a nonvoting ex officio member of the Commission.

6. The Director of the Virginia Department of Rail and Public Transportation, or his or her designee, who shall serve as a nonvoting ex officio member of the Commission.
7. The Commonwealth Transportation Commissioner of Highways, or his or her designee, who shall be a nonvoting ex officio member of the Commission.
8. The Executive Director of the Virginia Port Authority, or his or her designee, who shall serve as a nonvoting ex officio member of the Commission.

B. Designees. If a Member of the Commission described in Article II, section A, subsection (1) or (2) is unable to attend a meeting of the Commission, the Member may designate another current elected official of such governing body to attend the meeting of the Commission. Such designation shall be for the purposes of the one meeting that the Member will be unable to attend and shall be submitted in writing or electronically to the Chair of the Commission at least forty-eight (48) hours prior to the affected meeting.

ARTICLE III

OFFICERS AND DUTIES

A. Officers. The Commission shall annually elect from its voting Members a Chair and a Vice-Chair. The Commission may further elect such other subordinate officers from among its Members as it may from time to time deem appropriate. The election of officers shall be conducted in accordance with the voting procedures set forth in Article IV, section K.

B. Terms of Office. Officers of the Commission shall be elected at the annual organizational meeting of the Commission, to serve for a term of one (1) year or until a successor is elected, unless sooner removed by the Commission or the person ceases to be a Member of the Commission. All officers shall be eligible for reelection; provided, however, no officer may serve more than two (2) consecutive one (1) year terms in succession. Any officer who serves a partial term shall not be considered as serving a full term for purposes of this limitation. Any vacancy occurring in an office will be filled for the unexpired term by the Commission at the next regular meeting (or at an earlier special meeting called for that purpose) following the occurrence of such vacancy.

C. Appointment. At a regular meeting held preceding the annual organizational meeting at which the election of officers will be held, the Chair shall appoint a nominating committee. At the annual organizational meeting, the nominating committee shall submit the name or names of one or more persons for each office to be filled. Further nominations may be made by any Member at the annual meeting.

D. Chair. The Chair shall preside over all meetings of the Commission at which he or she is present, and shall vote as any other Member. The Chair shall be responsible for the implementation of the actions taken and policies established by the Commission, shall have all of the powers and duties customarily pertaining to the office of Chair, and shall perform such other duties as may from time to time be established by the Commission.

E. Vice Chair. In the event of the absence of the Chair, or the inability of the Chair to perform any of the duties of the office or to exercise any of the powers thereof, the Vice Chair shall perform such duties and possess such powers as are conferred on the Chair, and shall perform such other duties as may from time to time be assigned to the Vice Chair by the Chair or be established by the Commission.

ARTICLE IV

MEETINGS

A. Annual Organizational Meeting. The annual organizational meeting of the Commission shall be held by the Commission in the month of June for the purpose of electing officers and transacting such other business as may come before the meeting.

B. Regular Meetings. Regular meetings of the Commission shall be held on a periodic basis as determined by resolution of the Commission, but not less frequently than once per quarter, on the third Thursday of the scheduled month at a place to be determined by the Chair, or at such time and place as the Commission may determine. If no meeting is held in January, February or March of a year, then, for purposes of the quarterly meeting requirement in the preceding sentence, a meeting held in April of that year shall be deemed held during the first quarter. The regular meeting for the month of June shall serve as the annual organizational meeting.

C. Special Meetings. Special meetings may be called by the Chair, in his or her discretion, or by request in writing of at least seven voting Members. Any request in writing by seven or more voting Members shall be addressed to the Chair and shall specify the time and place of meeting and the matters to be considered at the meeting, which time shall not be earlier than the third business day after the day that the Chair receives the request. If the Chair elects to call a special meeting or receives a request in writing from the requisite number of Members, the Chair shall take appropriate action to coordinate the meeting site and time and shall cause notice to be provided to each Member of the Commission to attend the special meeting at the applicable time and place. Such notice shall specify the matters to be considered at the meeting, and shall be sent by electronic (e.g. email) or telephonic means at least forty-eight [48] hours (twenty-four [24] hours if the meeting is called by the Chair in exigent circumstances) in advance of the date of the meeting. Formal notice to any person is not required provided all Members are present or those not present have waived notice in writing, filed with the records of the meeting, either before or after the meeting.

D. Adjourned Meetings. Any regular or special meeting may be adjourned to a date and time certain.

E. Public Notice. All meetings of the Commission shall be preceded by public notice given in accordance with the provisions of Section 2.2-3707 of the Virginia Code. Notice of all meetings shall be published on the Commission's website and available in the offices of the Commission.

F. Public Hearing. Public hearings may be held at the direction of the Commission and shall, unless otherwise specified by the Commission or these Bylaws, be upon notice published on the Commission's website and in a newspaper or newspapers having general circulation in the geographic area encompassed by the Commission.

G. Open Meetings. All Commission meetings shall be open to the public in accordance with the Virginia Freedom of Information Act (Virginia Code §2.2-3700 et seq.), provided that the Commission may meet in closed session for those purposes authorized by, and held in accordance with the requirements of the Virginia Freedom of Information Act, to include requirements for public notice.

H. Quorum. A majority of the Commission (both voting and nonvoting), which shall include at least a majority of the total of chief elected officers and elected officials who represent the counties and cities embraced by the Commission, or their designees pursuant to Article II, section B, shall constitute a quorum.

I. Temporary Absence. No action shall be voted upon by the Commission unless a quorum is present; provided, however, that the temporary absence from the meeting room of Members (or designees attending pursuant to Article II, section B) required to constitute a quorum shall not be deemed to prevent presentations or deliberations regarding any matter that may be submitted to a vote. The Chair or any other Member may note the absence of a quorum during presentations or deliberations, but a failure to note the absence of a quorum during that period shall not affect the requirement that a quorum exist when any vote is taken.

J. Decisions of the Commission. The Commission shall act in one of the following ways:

1. Resolution – The Commission may act upon adoption of a resolution. Resolutions shall be in writing and a copy of any proposed resolution shall be provided to all Members of the Commission before the resolution is proposed for adoption. To the extent possible, such copy shall be provided twenty-four (24) hours in advance.
2. Motion – The Commission may act on oral motion made by a voting Member of the Commission (or a designee attending pursuant to Article II, section B).

K. Voting.

1. Votes – Votes shall be taken only upon motions made and seconded. Each voting Member of the Commission (or if a Member has a designee attending pursuant to Article II, section B, then that Member's designee) shall be entitled to one (1) vote in all matters requiring action by the Commission, except the disbursement of funds pursuant to Section 33.2-2600.1 of the Virginia Code. Decisions of the Commission, except those regarding the disbursement of funds pursuant to Section 33.2-2600.1 of the Virginia Code, shall require the affirmative vote of two-thirds of the voting Members, or their designees attending pursuant to Article II, section B, present and voting, and two-thirds of the total of chief elected officers and elected officials who represent the counties and cities embraced by

Planning District 23, or their designees pursuant to Article II, section B, who are present and voting and whose counties and cities include at least two-thirds of the population embraced by the Commission. However, no vote to fund a specific facility or service shall fail because of the aforesaid population criterion if such facility or service is not located or to be located, or provided or to be provided, within the county or city whose representative (or its respective designee attending pursuant to Article II, section B) cast the sole negative vote that caused the facility or service to fail to meet the population criterion. For purposes of the foregoing, the population of the counties and cities embraced by the Commission shall be determined in accordance with the Act. Decisions of the Commission regarding the disbursement of funds pursuant to Section 33.2-2600.1 of the Virginia Code shall require the affirmative vote of two-thirds of the Members of the Commission subject to the taxes imposed pursuant to Section 58.1-802.4 of the Virginia Code and Section 58.1-1743 of the Virginia Code, and the Commission shall not establish provisions that require the affirmative vote of any Members of the Commission not subject to such taxes for the disbursement of funds pursuant to Section 33.2-2600.1 of the Virginia Code.

2. Methods of Voting – All voting shall be taken by voice or by roll call if requested by any voting Member (or any designee attending pursuant to Article II, section B).
3. Restating the Question – The Chair shall restate the question prior to the taking of a vote, provided, however, that at the request of the Chair, a Member (or a designee attending pursuant to Article II, section B) may restate the question if it is the opinion of the Chair that such procedure will expedite the decision of the question.
4. Reconsideration – Action on a resolution or motion that has been approved may be reconsidered only upon motion of a Member (or a designee attending pursuant to Article II, section B) voting with the prevailing side on the original vote, which motion must be made at the same regular meeting. A motion to reconsider may be seconded by any Member (or a designee attending pursuant to Article II, section B). Any resolution or motion that failed as a result of a tie vote may be reconsidered upon motion by any Member (or a designee attending pursuant to Article II, section B) who voted against it, which motion must be made at the same meeting or the next regularly scheduled meeting.

L. Commencement of Meetings. At the times specified for the commencement of regular meetings, and at the hour specified for adjourned or special meetings, the Chair shall call the meeting to order, and shall ensure that the presence of Members (or their designees) or absence is noted. A quorum shall be required for the commencement of any meeting.

M. Agenda. The Chair shall prepare an agenda for each meeting. Any Member having matters to be considered by the Commission shall submit them to the Chair for inclusion on an appropriate agenda. The agenda for an upcoming meeting shall be sent to the Members prior to

the meeting date (for regular meetings, the Chair should endeavor to provide the agenda at least seven (7) days in advance).

N. Minutes. Minutes of the meetings of the Commission, except closed sessions, shall be kept and be a public record. Copies of the minutes shall be provided to each Member prior to the meeting at which the minutes are to be presented for approval by the Commission.

O. Closed Sessions. If a closed session is required at a meeting, consistent with purposes permitted by Virginia law, the agenda shall specify a time or position on the agenda, generally after all public business has concluded, for such a closed session properly called and conducted in accordance with Virginia law. When so requested, the Chair may permit a closed session at any other time prior to consideration of any agenda item provided that the purpose of the closed session and the procedure used to go into closed session are in accordance with Virginia law.

P. Order in Conduct of Business.

1. Persons Addressing the Commission – Prior to public comment and public hearings, the Commission will provide guidelines for length of presentation by individuals and group representatives. Persons speaking at a meeting or public hearing shall confine their remarks to the subject of the meeting or public hearing. At the discretion of the Chair, the conduct of business by the Commission may be reordered to allow earlier consideration of matters about which a substantial number of persons desire to address the Commission. Persons addressing the Commission may furnish the Chair and Members with a written copy of their remarks, at or before the meeting.
2. Recognition – Recognition shall be given only by the Chair. No person shall address the Commission without first having been recognized.
3. Questions – Questions by Members (or their designees) shall be reserved insofar as possible for the end of a presentation to avoid interrupting the speaker, disrupting the time-keeping process, and duplicating ground the speaker may cover.
4. Commission Discussion – Discussion and debate by the Commission shall be conducted following the presentation of the item of business pending. No Member (or designee) shall speak to the item until recognized by the Chair.

Q. Decorum.

1. Commission Members – Decorum of Members (and designees) shall be maintained in order to expedite disposition of the business before the Commission. Questions and remarks shall be limited to those relevant to the pending business. Members (and designees) shall address all remarks to the Chair.
2. Others – Decorum of persons other than Members shall be maintained by the Chair, who may request such assistance as may appear necessary. Persons

addressing the Commission shall first be recognized by the Chair and shall audibly state their name and address, and, if applicable, who they represent. Speakers shall limit their remarks to those relevant to the pending items and to answering questions. They shall address the Commission as a whole unless answering a question of an individual Member (or designee). Persons whose allotted time to speak has expired shall be warned by the Chair to conclude after which such person shall leave, unless he or she is asked to remain to answer questions from the Commission. The Chair shall call the speaker to order if out-of-order remarks are made or other indecorous conduct occurs. If such persists, the Chair shall rule the speaker out-of-order and direct the speaker to leave. Groups or a person in the audience creating an atmosphere detrimental or disturbing to the conduct of the meeting will be asked to leave by the Chair.

ARTICLE V

COMMITTEES

A. Open Meeting Requirement. Commission appointed committees and subcommittees shall comply with the open meeting requirements of the Virginia Freedom of Information Act.

B. Finance Committee.

1. **Charge.** This committee shall be responsible for advising the Commission on all financial matters and overseeing financial activities undertaken by the Commission, including:
 - a. Reviewing, commenting on, and recommending the annual budget and adjustments to the budget,
 - b. Recommending the Commission's financial policies (e.g., bond, investment, procurement, risk management, debit and credit card, direct debit, and small purchases) and making recommendations,
 - c. Monitoring the Commission's compliance with policies and procedures,
 - d. Reviewing financial statements, and
 - e. Working with the Auditor of Public Accounts in performing the annual audit.
2. **Membership.** The Committee shall consist of five (5) Members of the Commission appointed by the Chair for staggered two year terms.
3. **Chair.** The chair and the vice chair of the Committee shall be appointed by the Chair of the Commission.
4. **Staff Support.** Staff support may be requested by the committee chair from HRTAC personnel or VDOT, HRTPO, jurisdictional or other agency staff.

5. Quorum and Voting. A quorum shall consist of a majority (3) of the committee members. Approval of recommendations shall require an affirmative vote of a majority of the members present.

C. Funding Strategies Advisory Committee.

1. Charge. This committee of individuals shall be responsible for recommending funding strategies to build a program of projects identified by the HRTPO and the Commission.
2. Membership. The Committee shall consist of nine (9) individuals. The Chair shall appoint six (6) members who reside or are employed in counties and cities embraced by the Commission and who have experience in transportation planning, finance, engineering, construction, or management. Initially, half the members appointed by the Chair will serve a one year term. The other half will serve two year terms. Subsequently, members will serve three year terms. The Chair of the Commonwealth Transportation Board will appoint three (3) members of the funding strategies advisory committee and each of them will serve a three year term. Committee members appointed by the Chair may be removed by the Chair if the member fails to attend three consecutive meetings or no longer resides or is employed in a jurisdiction embraced by the Commission, or if the Chair receives a request for removal from the chief elected officer of the jurisdiction embraced by the Commission in which the member resides or is employed. Except for an employee who is also a Member of the Commission, no employee of any county or city embraced by the Commission shall be eligible to serve on this Committee.
3. Chair. The chair and the vice chair of the Committee shall be appointed by the Chair of the Commission.
4. Staff Support. Staff support may be requested by the committee chair from HRTAC personnel or VDOT, HRTPO, jurisdictional or other agency staff.
5. Quorum and Voting. A quorum shall consist of a majority (5) of the committee members. Approval of recommendations or actions shall require an affirmative vote of a majority of the members present, which shall include at least three of the members appointed by the Chair.

D. Regional Transit Committee.

1. Charge – This committee of individuals shall be responsible for advising the Commission on all matters regarding the management and disbursement of funds from the Regional Transit Fund.
2. Membership – The Committee shall consist of the Members of the Commission, subject to the taxes imposed pursuant to Section 58.1-802.4 of the Virginia Code and Section 58.1-1743 of the Virginia Code.

3. Chair – The chair and vice chair of the Committee shall be appointed by the Chair of the Commission.
4. Staff Support – Staff support may be requested by the committee chair from HRTAC personnel or Hampton Roads Transit, VDOT, DRPT, HRTPO, jurisdictional or other agency staff.
5. Quorum and Voting – A quorum shall consist of a majority of the committee members. Approval of recommendations shall require an affirmative vote of a majority of the members present.

E. D. Additional Committees. The Commission may, in its discretion, form such additional advisory committees as it may deem appropriate.

E. E. Ad Hoc Committees. As needed, the Chair of the Commission may appoint ad hoc committees to pursue specific tasks (e.g., nominating committee; personnel committee). In the absence of an appointed personnel committee, the Finance Committee shall be responsible for conducting the Executive Director's annual review, reviewing employee compensation and recommending adjustments thereto.

ARTICLE VI

ADMINISTRATION

A. Executive Director. The Commission shall employ or contract with an Executive Director who shall have direct authority for the employment, retention, and supervision of all of the other employees of the Commission. The Executive Director shall have direct control, subject to the oversight and authority of the Commission, of the management of the day-to-day administrative affairs of the Commission. The Executive Director shall propose activities to the Commission and shall carry out policies, programs and projects approved by the Commission, and shall be responsible for preparing and presenting the annual budget. The Executive Director may not contemporaneously serve as a member of the Commission.

B. Staff. The Commission may employ or contract for such staff of qualified professional and other persons as the Commission determines to be necessary to carry out its duties and responsibilities. Staff of the Commission may not contemporaneously serve as a member of the Commission.

C. Execution of Instruments. The Executive Director, on specific authorization by the Commission, shall have the power to sign or countersign in its behalf any agreement or other instrument to be executed by the Commission including checks and vouchers in payment of obligations of the Commission.

ARTICLE VII

FINANCES

A. Finances and Payments. The monies of the Commission shall be deposited in a separate bank account or accounts in such banks or trust companies as the Commission designates, and all payments (with the exception of those from petty cash) shall be made in the most practicable manner as determined by the Commission. Checks and drafts shall be signed and countersigned by the Chair (or, in the Chair's absence, the Vice Chair), and the Executive Director (or, in the Executive Director's absence, those authorized from time to time by vote of the Commission or, where the Vice Chair is acting solely as a countersigning party, the Vice Chair).

B. Audits. At least once each year, the Commission shall work with the Auditor of Public Accounts (APA) to have an audit to be made by an independent certified public accountant or by APA of all funds of the Commission.

C. Budget and Fiscal Year. After a duly convened public hearing held in accordance with the requirements of Virginia Code § ~~33.1-470(A)~~33.2-2605, the Commission shall adopt an annual budget for each fiscal year which budget shall provide for all of the revenues and the operating, capital, and administrative expenses of the Commission for the fiscal year. The fiscal year of the Commission will commence on July 1st each year and will terminate on the following June 30th. The annual budget for a fiscal year shall, except in the case of the Commission's first fiscal year, be adopted before such fiscal year begins. The Executive Director is authorized to administer the administrative budget approved by the Commission and may in the exercise of that authority, but subject to the advice and consent of the chair of the Finance Committee, implement adjustments to the amounts allocated to line items within the administrative budget, provided that, after giving effect to those adjustments, the aggregate amount of the administrative budget is equal to or less than the then applicable Commission-approved administrative budget.

D. Per Diem Payments. The Commission may pay its Members for their services to the Commission a per diem in either: (1) the amount provided in the general appropriations act for members of the General Assembly engaged in legislative business between sessions, or (2) a lesser amount determined by the Commission.

E. Bond of Officers and Others. The officers of the Commission and such employees as the Commission so designates, may, prior to taking office or starting contract or employment, respectively, be required by the Commission to give bond payable to the Commission conditioned upon the faithful discharge of that officer, contract employee or employee's duties, in such amount as the Commission may require. The premium for each such bond shall be paid by the Commission and the bond(s) shall be filed with the Commission.

ARTICLE VIII

AMENDMENTS

Any proposed amendment, repeal or alteration, in whole or in part, of these Bylaws shall be presented in writing and read for a first time at a regular meeting of the Commission. Such

proposal may be considered and amended at such meeting, but shall not be acted on by the Commission until a subsequent regular meeting or a special meeting called for the purpose. At such subsequent meeting, such proposal shall be read a second time, shall be subject to further consideration and amendment germane to the section or sections affected by such proposal, and shall thereafter be acted on in accordance with the voting requirements of these Bylaws.

ARTICLE IX

PROCEDURES

Parliamentary Procedure. In all matters of parliamentary procedure not specifically governed by these Bylaws or otherwise required by law, the current edition of *Robert's Rules of Order, newly revised*, shall apply.

Document comparison by Workshare 9 on Wednesday, June 10, 2020 7:11:50 PM

| Input: | |
|---------------|---|
| Document 1 ID | interwovenSite://wsdms/I/1692822/1 |
| Description | #1692822v1< > - Copy of Second Amended and Restated HRTAC Bylaws for compare purposes |
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| Description | C:\NRPortb\ITCI\1692822_4.docx |
| Rendering set | Standard |

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| Inserted cell | Light purple |
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| Split/Merged cell | Light yellow |
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| Statistics: | |
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| | Count |
| Insertions | 25 |
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| Moved from | 0 |
| Moved to | 0 |
| Style change | 0 |
| Format changed | 0 |
| Total changes | 33 |

To: Chair Johnson and the other members of HRTAC

From: Kevin B. Page, Executive Director

Date: June 18, 2020

Re: Briefing re: Development of Master Tolling Agreement and Timing to Finalize/Approve

Recommendation:

The Commission staff and its attorneys will provide a briefing on the status of the Master Tolling Agreement and the likely timeline to finalize, approve, and enter into it.

Background:

The VDOT and HRTAC teams are still working to finalize the terms of the Master Tolling Agreement (time commitments relating to the 2020 legislative session and the pandemic adversely affected negotiations). The HRTAC team will continue to enlist the support and direction of the HRTAC Master Tolling Agreement Advisory Committee as appropriate. The VDOT and HRTAC teams have made substantial progress in the last several weeks and are presenting an overview of the substantially complete agreement at the scheduled June 2020 meetings of each of the CTB and the Commission. The VDOT and HRTAC teams anticipate presenting to the CTB and the Commission, at their respective July 2020 meetings, a final agreement for formal approval. A written power point presentation will be delivered to the Commission members before the June 18th meeting.

Fiscal Impact:

There is no immediate fiscal impact in relation to this Discussion Item.





**HAMPTON ROADS TRANSPORTATION FUND
FINANCIAL REPORT
FY2014 – FY2020
Period Ending April 30, 2020**

The HRTAC staff has prepared the attached April 2020 financial report based on data received to date from the Virginia Department of Transportation.

| <u>Revenues</u> | <u>Inception to Apr 2020</u> | <u>FY2020 YTD</u> | <u>Apr 2020</u> |
|-----------------------------|-------------------------------------|--------------------------|------------------------|
| Total Gross Revenues | 2,277,287,983 | 640,587,629 | 18,231,274 |
| State Sales & Use Tax | 886,220,711 | 114,435,022 | 11,294,866 |
| Local Fuels Tax | 283,093,986 | 48,807,265 | 4,267,340 |
| Interest | 3,911,259 | 633,854 | 65,506 |
| Investment Income | 67,958,448 | 23,877,981 | 2,603,561 |
| Bond Proceeds | 1,036,103,580 | 452,833,507 | -- |

| <u>Expenditures</u> | <u>Inception to Apr 2020</u> | <u>FY2020 YTD</u> | <u>Apr 2020</u> |
|--------------------------------------|-------------------------------------|--------------------------|------------------------|
| Total Expenditures | 801,003,131 | 223,496,650 | 16,892,600 |
| Projects | 724,325,107 | 191,513,630 | 12,842,838 |
| Total DMV & Dept. of Tax Admin. Fees | 826,678 | -- | -- |
| Investment Fees | 1,320,696 | 194,066 | 19,243 |
| Bond Interest Expenses | 66,489,534 | 29,256,483 | 3,880,944 |
| Operating Expenses | 8,041,116 | 2,532,471 | 149,574 |

Cash Balance

April 30, 2020 Ending Cash/Cash Equivalents \$ 1,476,284,852

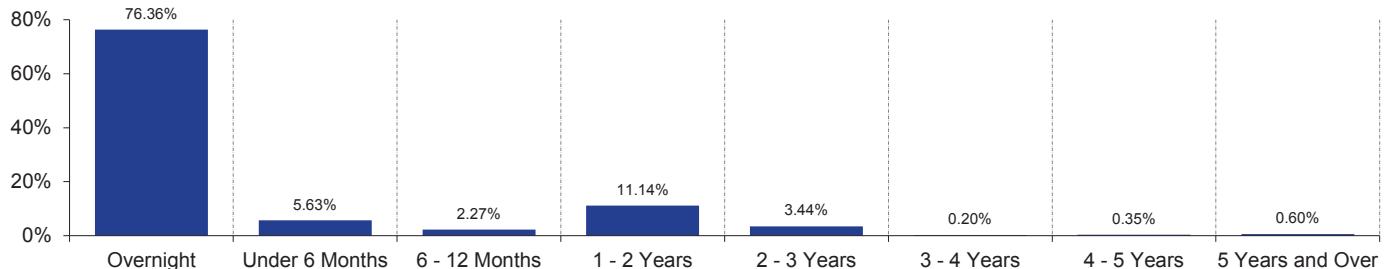
Encumbered Balance

| | |
|--|------------------|
| Balance of Encumbered (through FY2026) | \$ 3,903,375,694 |
| Allocation | 4,627,700,801 |
| Less: Project Expenditures | 724,325,106 |

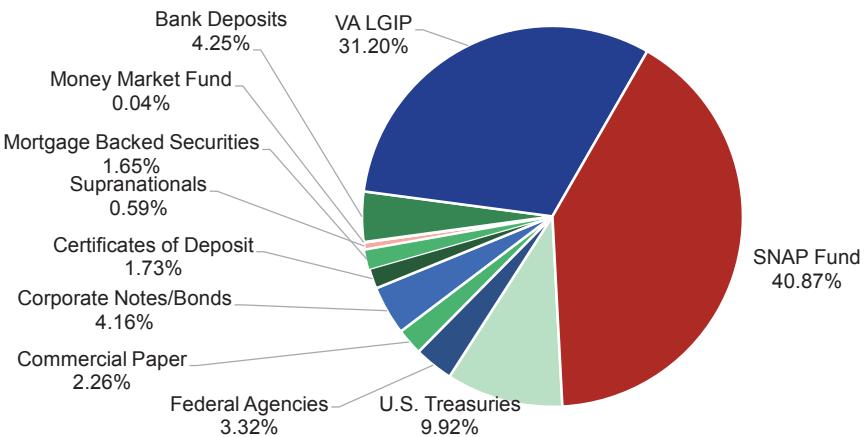
Hampton Roads Transportation Accountability Commission
Summary of Cash and Investments
For April 2020

| Portfolio | Yield at Cost | Yield at Market | Balances at Cost | Balances at Market | % of Total |
|-------------------------|---------------|-----------------|-------------------------|-------------------------|----------------|
| Union Checking | 0.00% | 0.00% | 1,000,000 | 1,000,000 | 0.07% |
| Union Sweep | 0.50% | 0.50% | 6,674,636 | 6,674,636 | 0.45% |
| Union Money Market | 0.50% | 0.50% | 3,228 | 3,228 | 0.00% |
| Union General | 0.50% | 0.50% | 54,801,438 | 54,801,438 | 3.73% |
| VA LGIP | 1.00% | 1.00% | 458,279,718 | 458,279,718 | 31.20% |
| Enhanced Cash Portfolio | 1.92% | 0.71% | 208,490,530 | 210,931,694 | 14.36% |
| Core Portfolio | 2.17% | 0.70% | 133,243,907 | 136,868,338 | 9.32% |
| SNAP Fund | 0.86% | 0.86% | 600,316,674 | 600,316,674 | 40.87% |
| Total | | | \$ 1,462,810,132 | \$ 1,468,875,727 | 100.00% |

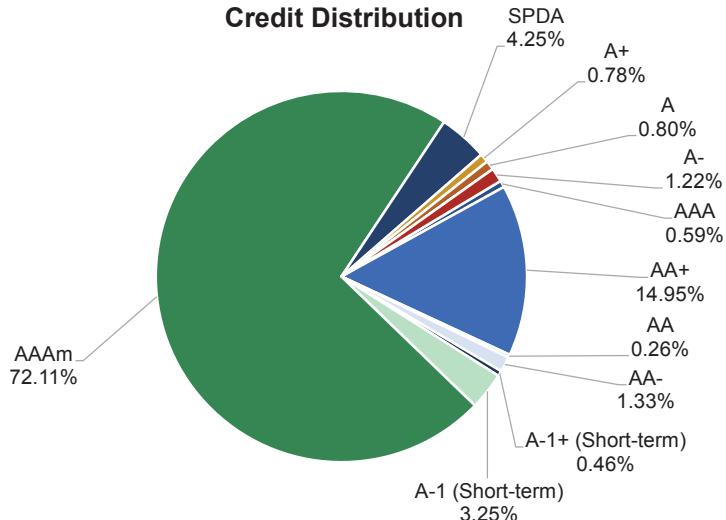
Total Maturity Distribution



Sector Distribution



Credit Distribution



All charts are based on market value as of 4/30/20

This material is for general informational purposes only and is not intended to provide specific advice or a specific recommendation.

Hampton Roads Transportation Accountability Commission
Interest and Investment Income
Inception - April 2020

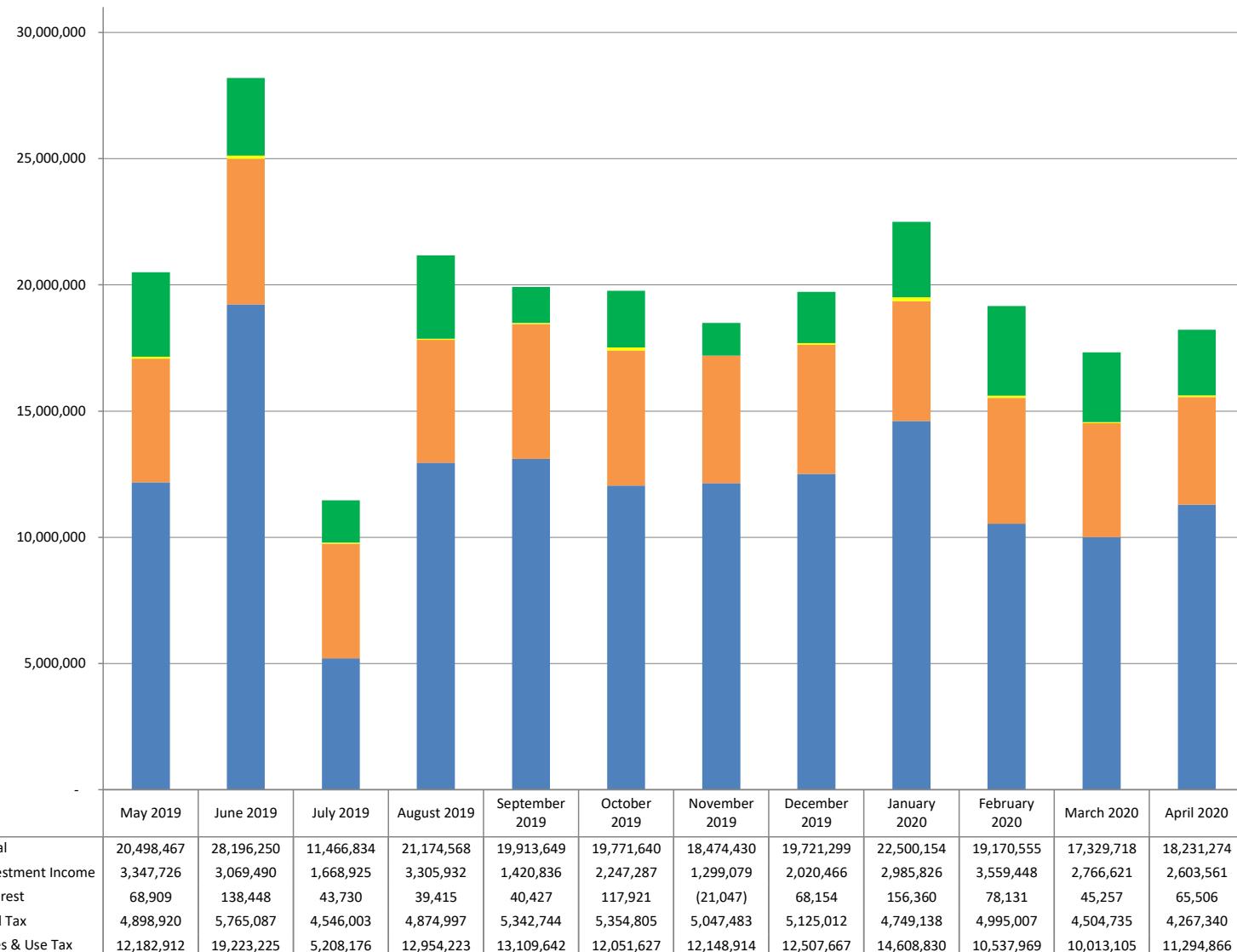
| | <u>FY2014</u> | <u>FY2015</u> | <u>FY2016</u> | <u>FY2017</u> | <u>FY2018</u> | <u>FY2019</u> | <u>FY2020</u> | <u>Total</u> |
|------------------------|-------------------|---------------------|---------------------|---------------------|---------------------|----------------------|----------------------|----------------------|
| HRTF Interest Income | \$ 363,855 | \$ 1,027,959 | \$ 272,261 | \$ 291,738 | \$ 321,499 | \$ 1,000,093 | \$ 633,854 | \$ 3,911,259 |
| HRTF Investment Income | - | 368,310 | 3,993,773 | 980,870 | 8,868,404 | 29,869,111 | 23,877,981 | 67,958,448 |
| Total | \$ 363,855 | \$ 1,396,269 | \$ 4,266,033 | \$ 1,272,608 | \$ 9,189,903 | \$ 30,869,204 | \$ 24,511,835 | \$ 71,869,706 |

Notes:

"HRTF Interest Income" includes interest from Union Bank money market, sweep, and general accounts, as well as Regional Tax Interest/Interest Refund Adjustments.

"HRTF Investment Income" in FY2019 and FY2020 includes income from PFMAM (US Bank) core and enhanced cash, LGIP, and SNAP accounts. FY2014-2018 totals also include income from Sterling and Union Bank.

HRTF Revenue



Notes: November 2018 Wholesale Fuels Tax revenue includes a \$9,865,900 Special Audit Assessment adjustment sourced from vendor audit settlement.

January 2019 Wholesale Fuels Tax revenue includes \$510,330 in adjustments from a Special Audit Assessment and a vendor audit settlement.

February 2019 Wholesale Fuels Tax revenue includes \$806,491 from a vendor audit assessment.

June 2019 Sales & Use Tax includes \$7,424,592 of FY2019 AST Estimated Sales & Use Tax revenue.

Hampton Roads Transportation Fund (HRTF)
Total of Sales & Use and Fuels Taxes
Summary

| | Gross Revenue | | | | | | | Expenditures | | | | | | | Cummulative Balance 7/1/13 - 4/30/20 | | |
|--|----------------|----------------|--------------|---------------|------------------|------------------|----------------|--------------|--------------|---------------|--------------|----------------|--------------------|-------|---|--|--|
| | Sales & Use | | | Investment | | | | Dept of Tax | | | Investment | | Bond | | Operating | | |
| | Tax | Fuels Tax | Interest | Income | Bond | Proceeds | Total | Projects | Admin Fee | Fees | Expenses | Expenses | Total | Total | | | |
| <i>July 2013 - Apr 2019</i> | \$ 740,379,553 | \$ 223,622,714 | \$ 3,070,049 | \$ 37,663,250 | \$ 583,270,073 | \$ 1,588,005,638 | \$ 366,136,354 | \$ 626,745 | \$ 1,088,163 | \$ 32,924,038 | \$ 4,836,386 | \$ 405,611,687 | \$ 1,182,393,951 | | | | |
| <i>May 2019</i> | 12,182,912 | 4,898,920 | 68,909 | 3,347,726 | | 20,498,467 | 52,817,158 | - | 19,531 | 2,154,506 | 275,696 | 55,266,891 | 1,147,625,527 | | | | |
| <i>June 2019</i> | 19,223,225 | 5,765,087 | 138,448 | 3,069,490 | | 28,196,250 | 113,857,965 | 199,933 | 18,935 | 2,154,506 | 396,563 | 116,627,903 | 1,059,193,874 | | | | |
| <i>July 2019</i> | 5,208,176 | 4,546,003 | 43,730 | 1,668,925 | | 11,466,834 | - | - | 19,598 | 2,154,506 | 46,851 | 2,220,955 | 1,068,439,753 | | | | |
| <i>August 2019</i> | 12,954,223 | 4,874,997 | 39,415 | 3,305,932 | | 21,174,568 | 15,335,134 | - | 19,552 | 2,154,506 | 95,288 | 17,604,480 | 1,072,009,841 | | | | |
| <i>September 2019</i> | 13,109,642 | 5,342,744 | 40,427 | 1,420,836 | | 19,913,649 | 18,399,487 | - | 19,029 | 2,154,506 | 172,956 | 20,745,978 | 1,071,177,513 | | | | |
| <i>October 2019</i> | 12,051,627 | 5,354,805 | 117,921 | 2,247,287 | | 19,771,640 | 14,129,508 | - | 19,696 | 2,154,506 | 349,475 | 16,653,185 | 1,074,295,968 | | | | |
| <i>November 2019</i> | 12,148,914 | 5,047,483 | (21,047) | 1,299,079 | | 18,474,430 | 21,970,226 | - | 19,099 | 2,154,506 | 76,246 | 24,220,076 | 1,068,550,321 | | | | |
| <i>December 2019</i> | 12,507,667 | 5,125,012 | 68,154 | 2,020,466 | 452,833,507 | 472,554,806 | 12,188,878 | - | 19,789 | 2,960,177 | 1,059,078 | 16,227,922 | 1,524,877,205 | | | | |
| <i>January 2020</i> | 14,608,830 | 4,749,138 | 156,360 | 2,985,826 | | 22,500,154 | 19,348,861 | - | 19,751 | 3,880,944 | 171,694 | 23,421,249 | 1,523,956,111 | | | | |
| <i>February 2020</i> | 10,537,969 | 4,995,007 | 78,131 | 3,559,448 | | 19,170,555 | 32,785,799 | - | 18,480 | 3,880,944 | 171,762 | 36,856,984 | 1,506,269,681 | | | | |
| <i>March 2020</i> | 10,013,105 | 4,504,735 | 45,257 | 2,766,621 | | 17,329,718 | 44,512,900 | - | 19,830 | 3,880,944 | 239,547 | 48,653,221 | 1,474,946,179 | | | | |
| <i>April 2020</i> | 11,294,866 | 4,267,340 | 65,506 | 2,603,561 | | 18,231,274 | 12,842,838 | - | 19,243 | 3,880,944 | 149,574 | 16,892,600 | 1,476,284,852 | | | | |
| <i>Total 12 Months</i> | \$ 145,841,158 | \$ 59,471,272 | \$ 841,210 | \$ 30,295,197 | \$ 452,833,507 | \$ 689,282,345 | \$ 358,188,753 | \$ 199,933 | \$ 232,533 | \$ 33,565,496 | \$ 3,204,730 | \$ 395,391,444 | | | | | |
| <i>Grand Totals</i> | \$ 886,220,711 | \$ 283,093,986 | \$ 3,911,259 | \$ 67,958,448 | \$ 1,036,103,580 | \$ 2,277,287,983 | \$ 724,325,107 | \$ 826,678 | \$ 1,320,696 | \$ 66,489,534 | \$ 8,041,116 | \$ 801,003,131 | | | | | |
| <i>Less Balance of Encumbered (through FY2026)</i> | | | | | | | | | | | | | \$ (3,903,375,694) | | | | |
| <i>Total Net Available</i> | | | | | | | | | | | | | \$ (2,427,090,842) | | | | |

Notes:

November 2018 Wholesale Fuels Tax revenue includes a \$9,865,900 Special Audit Assessment adjustment sourced from vendor audit settlement.

January 2019 Wholesale Fuels Tax revenue includes \$510,330 in adjustments from a Special Audit Assessment and a vendor audit settlement.

February 2019 Wholesale Fuels Tax revenue includes \$806,491 from a vendor audit assessment.

June 2019 Sales & Use Tax revenue includes \$7,424,592 of FY2019 AST Estimated Sales & Use Tax revenue.

For audit purposes, the January through December 2019 investment income and bond expenses have been updated to reflect the gain on investments (on bond proceeds) held by the trustee and the full bond interest expense.

June 2019 Department of Taxation Administrative Fee is a \$199,993 fee charged by the Department of Motor Vehicles for fuels tax audit costs.

December 2019 Revenues include proceeds from the issuance of Intermediate Lien Bond Anticipation Notes, Series 2019A, dated December 17, 2019.

Table 1 - Total HRTF Revenues

Hampton Roads Transportation Fund (HRTF)

Total of Sales & Use and Fuels Taxes

Fiscal Year 2020

| Locality | Total FY2014 - FY2019 | Previous FY2020 | April 2020 | Total YTD FY2020 | Total |
|---------------------------------------|-----------------------|-----------------|---------------|------------------|--------------------|
| <i>Chesapeake</i> | \$184,375,921 | \$ 26,604,493 | \$ 2,974,927 | \$ 29,579,420 | \$ 213,955,341 |
| <i>Franklin</i> | 10,835,471 | 1,724,611 | 199,438 | 1,924,049 | 12,759,520 |
| <i>Hampton</i> | 72,743,305 | 10,886,930 | 1,213,480 | 12,100,410 | 84,843,716 |
| <i>Isle of Wight</i> | 15,714,603 | 2,491,833 | 258,817 | 2,750,650 | 18,465,253 |
| <i>James City</i> | 45,631,266 | 6,336,560 | 503,167 | 6,839,727 | 52,470,993 |
| <i>Newport News</i> | 107,563,646 | 15,635,923 | 1,660,390 | 17,296,313 | 124,859,959 |
| <i>Norfolk</i> | 140,592,136 | 21,097,620 | 2,252,164 | 23,349,784 | 163,941,920 |
| <i>Poquoson</i> | 2,611,952 | 398,819 | 44,694 | 443,513 | 3,055,464 |
| <i>Portsmouth</i> | 35,106,389 | 5,238,961 | 625,931 | 5,864,892 | 40,971,281 |
| <i>Southampton</i> | 5,096,645 | 849,020 | 97,198 | 946,218 | 6,042,863 |
| <i>Suffolk</i> | 50,215,890 | 8,196,351 | 966,924 | 9,163,275 | 59,379,165 |
| <i>Virginia Beach</i> | 268,621,783 | 38,975,750 | 3,895,274 | 42,871,024 | 311,492,807 |
| <i>Williamsburg</i> | 21,444,115 | 3,005,621 | 230,689 | 3,236,311 | 24,680,425 |
| <i>York</i> | 45,519,288 | 6,237,589 | 639,111 | 6,876,700 | 52,395,988 |
| Total | 1,006,072,410 | 147,680,080 | 15,562,206 | 163,242,287 | 1,169,314,697 |
| Interest ^a | 3,277,405 | 568,348 | 65,506 | 633,854 | 3,911,259 |
| Investment Income ^b | 44,080,467 | 21,274,420 | 2,603,561 | 23,877,981 | 67,958,448 |
| Bond Proceeds | 583,270,073 | 452,833,507 | - | 452,833,507 | 1,036,103,580 |
| Total Revenues | \$1,636,700,355 | \$ 622,356,354 | 18,231,273.66 | 640,587,629 | 2,277,287,983 |
| Project Expenses | (532,811,477) | (178,670,791) | (12,842,838) | (191,513,630) | (724,325,106) |
| DMV & Dept. of Tax Admin Fees | (826,678) | - | - | - | (826,678) |
| Investment Fees (Sterling&PFMAM) | (1,126,630) | (174,822) | (19,243.38) | (194,066) | (1,320,696) |
| Bond Interest Expenses | (37,233,051) | (25,375,540) | (3,880,944) | (29,256,483) | (66,489,534) |
| Operating Expense | (5,508,645) | (2,382,897) | (149,574) | (2,532,471) | (8,041,116) |
| Cash Balance | 1,059,193,874 | 415,752,304 | 1,338,674 | 417,090,979 | 1,476,284,853 |
| Less Balance of Encumbered | | | | | (3,903,375,694) |
| Net Available Cash | | | | | \$ (2,427,090,842) |
| Updated forecast ^c | \$1,013,671,045 | \$ 137,176,882 | \$ 14,608,985 | \$ 151,785,867 | \$ 1,165,456,912 |
| Total Revenue - Forecast (under)/over | \$ (7,598,635) | \$ 10,503,198 | \$ 953,221 | \$ 11,456,420 | \$ 3,857,785 |

Notes:

^a Includes interest from Union Bank money market, sweep, and general accounts, as well as Regional Tax Interest/Interest Refund Adjustments.

^b FY2019 and FY2020 include income from PFMAM (US Bank), LGIP, and SNAP accounts. FY2014-2018 includes income from Sterling and Union Bank.

^c The forecasts received from the Virginia Dept. of Transportation from 3/23/2020 to 5/19/2020 included substantial increases in estimated fuels tax revenue. Due to the uncertainty resulting from the COVID-19 situation, HRTAC will continue to use the amounts provided in the forecast received on 2/24/2020.

Table 1A - State Sales & Use Tax

Hampton Roads Transportation Fund (HRTF)

State Sales & Use Tax

Fiscal Year 2020

| Locality | Total FY2014 - FY2019 | Previous FY2020 | April 2020 | Total YTD FY2020 | Total |
|------------------|-----------------------|-----------------------|----------------------|-----------------------|-----------------------|
| Chesapeake | \$ 139,712,883 | \$ 18,484,475 | \$ 2,167,189 | \$ 20,651,664 | \$ 160,364,547 |
| Franklin | 5,947,627 | 742,050 | 95,080 | 837,130 | 6,784,757 |
| Hampton | 54,326,862 | 7,086,956 | 840,420 | 7,927,377 | 62,254,238 |
| Isle of Wight | 8,875,532 | 1,345,076 | 158,034 | 1,503,110 | 10,378,642 |
| James City | 38,405,097 | 4,821,294 | 412,136 | 5,233,431 | 43,638,528 |
| Newport News | 84,786,312 | 11,405,751 | 1,251,562 | 12,657,313 | 97,443,624 |
| Norfolk | 112,635,165 | 15,229,448 | 1,703,261 | 16,932,709 | 129,567,874 |
| Poquoson | 1,826,727 | 280,930 | 33,861 | 314,791 | 2,141,519 |
| Portsmouth | 24,594,191 | 3,310,506 | 429,164 | 3,739,670 | 28,333,861 |
| Southampton | 2,242,889 | 299,093 | 39,693 | 338,786 | 2,581,674 |
| Suffolk | 32,952,471 | 4,725,350 | 596,684 | 5,322,035 | 38,274,506 |
| Virginia Beach | 214,046,261 | 28,685,291 | 2,930,246 | 31,615,538 | 245,661,799 |
| Williamsburg | 16,782,386 | 2,265,751 | 161,271 | 2,427,022 | 19,209,408 |
| York | 34,651,287 | 4,458,183 | 476,264 | 4,934,447 | 39,585,734 |
| Total | \$ 771,785,689 | \$ 103,140,156 | \$ 11,294,866 | \$ 114,435,022 | \$ 886,220,711 |
| Updated Forecast | 767,771,042 | 98,804,380 | 11,246,644 | 110,051,024 | 877,822,066 |
| Diff(under)/over | 4,014,647 | 4,335,776 | 48,222 | 4,383,998 | 8,398,645 |

Table 1B - Local Fuels Tax

Hampton Roads Transportation Fund (HRTF)

Local Fuels Tax

Fiscal Year 2020

| Locality | Total FY2014 - FY2019 | Previous FY2020 | April 2020 | Total YTD FY2020 | Total |
|-----------------------|--------------------------|----------------------|---------------------|----------------------|-----------------------|
| <i>Chesapeake</i> | \$ 44,663,038 | \$ 8,120,018 | \$ 807,738 | \$ 8,927,756 | \$ 53,590,795 |
| <i>Franklin</i> | 4,887,844 | 982,561 | 104,358 | 1,086,919 | 5,974,763 |
| <i>Hampton</i> | 18,416,444 | 3,799,973 | 373,060 | 4,173,033 | 22,589,477 |
| <i>Isle of Wight</i> | 6,839,071 | 1,146,757 | 100,783 | 1,247,540 | 8,086,611 |
| <i>James City</i> | 7,226,169 | 1,515,265 | 91,031 | 1,606,296 | 8,832,466 |
| <i>Newport News</i> | 22,777,335 | 4,230,172 | 408,828 | 4,639,000 | 27,416,335 |
| <i>Norfolk</i> | 27,956,971 | 5,868,172 | 548,903 | 6,417,075 | 34,374,046 |
| <i>Poquoson</i> | 785,224 | 117,889 | 10,833 | 128,721 | 913,946 |
| <i>Portsmouth</i> | 10,512,198 | 1,928,454 | 196,768 | 2,125,222 | 12,637,420 |
| <i>Southampton</i> | 2,853,757 | 549,927 | 57,505 | 607,432 | 3,461,189 |
| <i>Suffolk</i> | 17,263,419 | 3,471,001 | 370,240 | 3,841,240 | 21,104,659 |
| <i>Virginia Beach</i> | 54,575,522 | 10,290,458 | 965,028 | 11,255,486 | 65,831,008 |
| <i>Williamsburg</i> | 4,661,728 | 739,870 | 69,418 | 809,289 | 5,471,017 |
| <i>York</i> | <u>10,868,001</u> | <u>1,779,406</u> | <u>162,847</u> | <u>1,942,254</u> | <u>12,810,254</u> |
| Total | \$ 234,286,721 | \$ 44,539,925 | \$ 4,267,340 | \$ 48,807,265 | \$ 283,093,986 |
| Updated Forecast | 245,900,003 | 38,372,502 | 3,362,341 | * 41,734,843 | 287,634,846 |
| Diff(under)/over | (11,613,282) | 6,167,423 | 904,999 | 7,072,422 | (4,540,860) |

* The forecasts received from the Virginia Dept. of Transportation on 3/23/2020 through 5/19/2020 included substantial increases in estimated fuels tax revenue. Due to the uncertainty resulting from the COVID-19 situation, HRTAC will continue to use the amounts provided in the forecast received on 2/24/2020.

Table 2 - Allocations

Hampton Roads Transportation Fund (HRTF)
Allocations
Fiscal Year 2020

| Project | Total FY2014 - FY2019 | Previous FY2020 | April 2020 | Total YTD FY2020 | Total |
|---|-------------------------|-----------------------|-------------|-----------------------|-------------------------|
| <i>I-64 Peninsula Widening</i> | | | | | |
| <i>UPC 104905 - Segment 1 - Construction</i> | \$ 14,000,000 | \$ (2,391,615) | \$ - | \$ (2,391,615) | \$ 11,608,385 |
| <i>UPC 106665 - Segment 2 - PE/ROW/Construction</i> | 175,832,897 | - | - | - | 175,832,897 |
| <i>UPC 109790/106689 - Segment 3 - PE</i> | 10,000,000 | - | - | - | 10,000,000 |
| <i>UPC 109790/106689 - Segment 3 - Construction</i> | 112,893,996 | - | - | - | 112,893,996 |
| <i>I-64/264 Interchange Improvement</i> | | | | | |
| <i>UPC 57048/108042 - Phase I - PE/ROW</i> | 15,071,063 | - | - | - | 15,071,063 |
| <i>UPC 57048/108042 - Phase I - Construction</i> | 137,023,653 | - | - | - | 137,023,653 |
| <i>UPC 17630/108041 - Phase II - PE/ROW</i> | 54,592,576 | - | - | - | 54,592,576 |
| <i>UPC 17630/108041 - Phase II - Construction</i> | 73,157,062 | - | - | - | 73,157,062 |
| <i>UPC 106693 - Phase III - PE & ROW</i> | 10,000,000 | - | - | - | 10,000,000 |
| <i>I-64 Southside Widening/High-Rise Bridge</i> | | | | | |
| <i>UPC 106692 - Phase I - PE</i> | 12,200,000 | - | - | - | 12,200,000 |
| <i>UPC 106692/108990 - Phase I - ROW/Construction</i> | 419,756,220 | - | - | - | 419,756,220 |
| <i>I-64 HRBT Expansion Project</i> | | | | | |
| <i>UPC 115008 - I-64 HRBT Expansion Project D-B Contract</i> | 3,004,569,251 | - | - | - | 3,004,569,251 |
| <i>UPC 115009 - I-64 HRBT Expansion Project Owners Oversight</i> | 548,900,330 | - | - | - | 548,900,330 |
| <i>HRCS Preferred Alternative Refinement - HRBT</i> | | | | | |
| <i>UPC 110577 - SEIS</i> | 30,000,000 | - | - | - | 30,000,000 |
| <i>460/58/13 Connector Study - UPC 106694 - PE</i> | 5,000,000 | (3,904,632) * | - | (3,904,632) | 1,095,368 * |
| <i>Bowers Hill Interchange Study - UPC 111427</i> | 4,000,000 | - | - | - | 4,000,000 |
| <i>HR Regional Connector Study - HRTPO (Remaining Projects of Third Crossing)</i> | 7,000,000 | - | - | - | 7,000,000 |
| Total | \$ 4,633,997,048 | \$ (6,296,247) | \$ - | \$ (6,296,247) | \$ 4,627,700,801 |

* Remaining project funds were deallocated based on action Consent Item 5B of the 11/21/2019 HRTAC Regular Meeting. SPA Floatdown agreement with VDOT was executed 12/11/2019.

Table 3 - Expenditures

Hampton Roads Transportation Fund (HRTF)
Expenditures
Fiscal Year 2020

| Project | Total FY2014 - FY2019 | Previous FY2020 | April 2020 | Total YTD FY2020 | Total |
|---|--------------------------|-----------------------|----------------------|-----------------------|-----------------------|
| <i>I-64 Peninsula Widening</i> | | | | | |
| UPC 104905/111926 - Segment 1 - PE/Construction | \$ 11,608,384 | \$ - | \$ - | \$ - | \$ 11,608,384 |
| UPC 106665 - Segment 2 - PE/ROW/Construction | 152,522,993 | 2,321,363 | 28,321 | 2,349,684 | 154,872,677 |
| UPC 109790/106689 - Segment 3 - PE | 5,141,294 | 158,775 | 10,488 | 169,263 | 5,310,558 |
| UPC 109790/106689 - Segment 3 - Construction | - | - | - | - | - |
| <i>I-64/264 Interchange Improvement</i> | | | | | |
| UPC 57048/108042 - Phase I - PE/ROW | 15,071,063 | - | - | - | 15,071,063 |
| UPC 57048/108042 - Phase I - Construction | 107,384,764 | 8,835,781 | 1,210,269 | 10,046,050 | 117,430,814 |
| UPC 17630/108041 - Phase II - PE/ROW | 47,959,987 | 4,181,547 | 1,093,752 | 5,275,300 | 53,235,287 |
| UPC 17630/108041 - Phase II - Construction | - | - | - | - | - |
| UPC 106693 - Phase III - PE & ROW | 1,855,504 | 257,485 | 16,122 | 273,607 | 2,129,111 |
| <i>I-64 Southside Widening/High-Rise Bridge</i> | | | | | |
| UPC 106692 - Phase I - PE | 12,189,098 | - | - | - | 12,189,098 |
| UPC 106692/108990 - Phase I - ROW/Construction | 51,667,159 | 29,109,905 | 439,015 | 29,548,920 | 81,216,079 |
| <i>I-64 HRBT Expansion Project</i> | | | | | |
| UPC 115008 - I-64 HRBT Expansion Project D-B Contract | 82,836,930 | 127,299,030 | 9,094,698 | 136,393,728 | 219,230,659 |
| UPC 115009 - I-64 HRBT Expansion Project Owners Oversight | 11,570,087 | 5,788,224 | 939,989 | 6,728,213 | 18,298,300 |
| <i>HRCS Preferred Alternative Refinement - HRBT</i> | | | | | |
| UPC 110577 - SEIS | 28,685,064 | 115,223 | - | 115,223 | 28,800,287 |
| <i>460/58/13 Connector Study - UPC 106694 - PE</i> | 1,095,368 | - | - | - | 1,095,368 |
| <i>Bowers Hill Interchange Study - UPC 111427</i> | 1,756,331 | 206,398 | 10,183 | 216,582 | 1,972,913 |
| <i>HR Regional Connector Study - HRTPO (Remaining Projects of Third Crossing)</i> | 1,467,451 | 397,060 | - | 397,060 | 1,864,510 |
| Total | \$ 532,811,477 | \$ 178,670,791 | \$ 12,842,838 | \$ 191,513,630 | \$ 724,325,106 |

Table 3A - Bond-Reimbursed Expenditures

Hampton Roads Transportation Fund (HRTF)
Bond Reimbursements
Fiscal Year 2020

| Project | Total FY2014 - FY2019 | Previous FY2020 | April 2020 | Total YTD FY2020 | Total |
|---|--------------------------|----------------------|---------------------|----------------------|-----------------------|
| <i>I-64 Peninsula Widening</i> | | | | | |
| UPC 104905/111926 - Segment 1 - PE/Construction | \$ 10,063,882 | \$ - | \$ - | \$ - | \$ 10,063,882 |
| UPC 106665 - Segment 2 - PE/ROW/Construction | 152,522,993 | 2,321,363 | 28,321 | 2,349,684 | 154,872,677 |
| UPC 109790/106689 - Segment 3 - PE | 5,141,294 | 158,775 | 10,488 | 169,263 | 5,310,558 |
| UPC 109790/106689 - Segment 3 - Construction | - | - | - | - | - |
| <i>I-64/264 Interchange Improvement</i> | | | | | |
| UPC 57048/108042 - Phase I - PE/ROW | 15,071,063 | - | - | - | 15,071,063 |
| UPC 57048/108042 - Phase I - Construction | 107,384,764 | 8,835,781 | 1,210,269 | 10,046,050 | 117,430,814 |
| UPC 17630/108041 - Phase II - PE/ROW | 47,959,987 | 4,181,547 | 1,093,752 | 5,275,300 | 53,235,287 |
| UPC 17630/108041 - Phase II - Construction | - | - | - | - | - |
| UPC 106693 - Phase III - PE & ROW | - | - | - | - | - |
| <i>I-64 Southside Widening/High-Rise Bridge</i> | | | | | |
| UPC 106692 - Phase I - PE | 12,189,098 | - | - | - | 12,189,098 |
| UPC 106692/108990 - Phase I - ROW/Construction | 51,667,159 | 29,109,905 | 439,015 | 29,548,920 | 81,216,079 |
| <i>I-64 HRBT Expansion Project</i> | | | | | |
| UPC 115008 - I-64 HRBT Expansion Project D-B Contract | - | - | - | - | - |
| UPC 115009 - I-64 HRBT Expansion Project Owners Oversight | - | - | - | - | - |
| <i>HRCS Preferred Alternative Refinement - HRBT</i> | | | | | |
| UPC 110577 - SEIS | - | - | - | - | - |
| 460/58/13 Connector Study - UPC 106694 - PE | - | - | - | - | - |
| Bowers Hill Interchange Study - UPC 111427 | - | - | - | - | - |
| HR Regional Connector Study - HRTPO (Remaining Projects of Third Crossing) | - | - | - | - | - |
| Total | \$ 402,000,240 | \$ 44,607,371 | \$ 2,781,846 | \$ 47,389,217 | \$ 449,389,457 |

Table 3B - Non-Bond Reimbursed Expenditures

Hampton Roads Transportation Fund (HRTF)
Expenditures
Fiscal Year 2020

| Project | Total FY2014 - FY2019 | Previous FY2020 | April 2020 | Total YTD FY2020 | Total |
|---|--------------------------|-----------------------|----------------------|-----------------------|-----------------------|
| <i>I-64 Peninsula Widening</i> | | | | | |
| UPC 104905/111926 - Segment 1 - PE/Construction | \$ 1,544,502 | \$ - | \$ - | \$ - | \$ 1,544,502 |
| UPC 106665 - Segment 2 - PE/ROW/Construction | - | - | - | - | - |
| UPC 109790/106689 - Segment 3 - PE | - | - | - | - | - |
| UPC 109790/106689 - Segment 3 - Construction | - | - | - | - | - |
| <i>I-64/264 Interchange Improvement</i> | | | | | |
| UPC 57048/108042 - Phase I - PE/ROW | - | - | - | - | - |
| UPC 57048/108042 - Phase I - Construction | - | - | - | - | - |
| UPC 17630/108041 - Phase II - PE/ROW | - | - | - | - | - |
| UPC 17630/108041 - Phase II - Construction | - | - | - | - | - |
| UPC 106693 - Phase III - PE & ROW | 1,855,504 | 257,485 | 16,121.90 | 273,607 | 2,129,111 |
| <i>I-64 Southside Widening/High-Rise Bridge</i> | | | | | |
| UPC 106692 - Phase I - PE | - | - | - | - | - |
| UPC 106692/108990 - Phase I - ROW/Construction | - | - | - | - | - |
| <i>I-64 HRBT Expansion Project</i> | | | | | |
| UPC 115008 - I-64 HRBT Expansion Project D-B Contract | 82,836,930 | 127,299,030 | 9,094,698 | 136,393,728 | 219,230,659 |
| UPC 115009 - I-64 HRBT Expansion Project Owners Oversight | 11,570,087 | 5,788,224 | 939,989 | 6,728,213 | 18,298,300 |
| HRCS Preferred Alternative Refinement - HRBT | 28,685,064 | 115,223 | - | 115,223 | 28,800,287 |
| UPC 110577 - SEIS | | | | | |
| 460/58/13 Connector Study - UPC 106694 - PE | 1,095,368 | - | - | - | 1,095,368 |
| Bowers Hill Interchange Study - UPC 111427 | 1,756,331 | 206,398 | 10,183 | 216,582 | 1,972,913 |
| HR Regional Connector Study - HRTPO (Remaining Projects of Third Crossing) | 1,467,451 | 397,060 | | 397,060 | 1,864,510 |
| Total | \$ 130,811,236 | \$ 134,063,420 | \$ 10,060,993 | \$ 144,124,413 | \$ 274,935,649 |

I-64 Peninsula Widening- Segment II**UPC 106665 (HRTAC)****Project Scope:**

From 1.05 miles west of Hummelsine Parkway/Marquis Center Pkwy/Rte 199 (Exit 242) to where the Segment I project ends at 0.54 miles east of Yorktown Road/Rte 238 (Exit 247) (7.1 miles)

- Additional 12' wide travel lanes and 12' wide shoulders within the existing median space
- Repair and widening of 9 bridges and 6 major culverts
- Reconstruction of existing roadway

Project Financial Summary:

| <u>Project Budget (\$175,832,897):</u> | <u>Funds Expended (as of 05/31/2020):</u> | <u>Projected Cost Over/(Under):</u> |
|--|---|-------------------------------------|
| ○ PE \$ 6,000,000 | \$ 2,868,577 | \$ 0 |
| ○ RW \$ 1,511,548 | \$ 523,265 | \$ 0 |
| ○ CN \$ 168,321,349 | <u>\$ 151,714,681</u> | \$ 0 |
| | \$ 155,106,523 | |

Project Schedule:

| | |
|--------------------|---------------|
| Notice To Proceed | February 2016 |
| Project Completion | May 2019 |
| Schedule Status | Completed |

Enabling Funding

| | |
|---------------|----------------|
| HRTAC | \$ 175,832,897 |
| State/Federal | \$ _____ |
| | \$ 175,832,897 |

Project Status:

- In final contract close out

**Project Site (Looking West from the Yorktown Road overpass)**

I-64 Peninsula Widening- Segment III**UPC 106689 (HRTAC)**
UPC 109790 (State / Federal)**Project Scope:**

From approximately 1.26 miles West of Rte 199/Lightfoot (Exit 234) to where the Segment II project ends at 1.05 miles west of Hummelsine Parkway/Marquis Center Pkwy /Rte 199 (Exit 242) (8.36 miles)

- Additional 12' wide travel lanes and 12' wide shoulders within the existing median space
- Replacement of the two Queen's Creek bridges, repair and widening of 4 bridges, 3 major culverts
- Reconstruction of existing mainline roadway

Project Financial Summary:

| <u>Project Budget (\$244,045,973):</u> | <u>Funds Expended (as of 05/31/2020):</u> | <u>Projected Cost Over/(Under):</u> |
|--|---|-------------------------------------|
| ○ PE \$ 10,000,000 | \$ 5,405,329 | \$ 0 |
| ○ RW \$ 12,000,000 | \$ 542,972 | \$ 0 |
| ○ CN \$ 222,045,973 | <u>\$ 99,287,131</u> | <u>\$ 0</u> |
| | | \$105,235,432 |

Project Schedule:

| | |
|--------------------|----------------|
| Notice To Proceed | January 2018 |
| Project Completion | December 2021* |
| Schedule Status | On-Schedule |

| <u>Enabling Funding</u> | |
|-------------------------|-----------------------|
| HRTAC | \$ 122,893,996 |
| State/Federal | <u>\$ 121,151,977</u> |
| | \$ 244,045,973 |

*The Project Fixed Completion Date was extended from September to December 2021 to accommodate the additional required sound wall installation.

Project Status:

- Eastbound and Westbound traffic is being switched from the outside lanes to inside lanes over the Spring of 2020
- Bridge widening construction underway at the Lakeshead Drive & Colonial Pkwy bridges
- Traffic switch onto newly constructed Westbound Queens Creek Bridge completed in mid-April
- Demolition of the existing Eastbound Queens Creek Bridge is underway



Pile construction for the new EB I-64 bridge over Queens Creek (Looking West)

I-64/I-264- Phase I**UPC 108042 (HRTAC)**
UPC 57048 (State / Federal)**Project Scope:**

From the I-64 Twin Bridges to the I-264/Newtown Road Interchange

- Widening westbound I-64 by adding a second exit lane from Twin Bridges to the I-64/I-264 interchange
- Introducing a new two lane Collector-Distributor (C-D) roadway from I-64 to the Newtown Road interchange
- Constructing a new two-lane flyover ramp from westbound I-64 tying into the existing eastbound I-264 C-D road

Project Financial Summary:

| <u>Project Budget (\$158,730,023):</u> | <u>Funds Expended (as of 05/31/2020):</u> | <u>Projected Cost Over/(Under):</u> |
|--|---|-------------------------------------|
| ○ PE \$ 10,135,307 | \$ 10,135,307 | \$ 0 |
| ○ RW \$ 11,571,063 | \$ 20,439,624 | \$ 8,868,561 |
| ○ CN \$ 137,023,653 | <u>\$ 118,513,400</u> | \$ 0 |
| | \$ 149,088,331 | |

Project Schedule:

| | |
|--------------------|--------------|
| Notice To Proceed | October 2016 |
| Project Completion | October 2019 |
| Schedule Status | Completed |

Enabling Funding

| | |
|---------------|---------------------|
| HRTAC | \$ 152,094,716 |
| State/Federal | <u>\$ 6,635,307</u> |
| | \$ 158,730,023 |

Project Status:

- In final contract close out

**CD Road Bridge, 264 Flyover and Tidal Channel (low tide)**

I-64/I-264- Phase II**UPC 108041 (HRTAC)**
UPC 17630 (State / Federal)**Project Scope:**

From the I-264/Newtown Road Interchange to the I-264/Witchduck Road Interchange

- Extends the new C-D roadway from the Newtown Road interchange to the Witchduck Road interchange
- Reconfigure the Newtown Road and Witchduck Road interchange ramps south of I-264
- Constructing a new overpass that connects Greenwich Road south side of I-264 and Cleveland north of I-264

Project Financial Summary:

| <u>Project Budget (\$194,503,887):</u> | <u>Funds Expended (as of 05/31/2020):</u> | <u>Projected Cost Over/(Under):</u> |
|--|---|-------------------------------------|
| ○ PE \$ 14,082,810 | \$ 14,082,810 | \$ 0 |
| ○ RW \$ 54,392,666 | \$ 53,089,535 | \$ 0 |
| ○ CN \$ 126,028,411 | <u>\$ 63,259,451</u> | <u>\$ 0</u> |
| | \$ 130,431,796 | |

Project Schedule:

| | |
|----------------------|----------------|
| Award | December 2017 |
| Notice to Proceed | February 2018 |
| Projected Completion | September 2021 |
| Schedule Status | On-Schedule |

Enabling Funding

| | |
|---------------|----------------------|
| HRTAC | \$ 127,749,638 |
| State/Federal | <u>\$ 66,754,249</u> |
| | \$ 194,503,887 |

Project Status:

- Completed I-264 EB over Newtown Road drilled shafts
- Constructing Greenwich Road Roundabout
- Constructing I-264 EB Ramp to Witchduck Road
- Commenced setting steel for Greenwich Road I-264 Flyover (Cleveland Street to Greenwich Road)



Future I-264 Ramp to Witchduck Road (Kemps Lake on right)



Roundabout Subbase

I-64 Southside Widening and High Rise Bridge - Phase I**UPC 106692 (HRTAC)**
UPC 108990 (State / Federal)**Project Scope:**

From approximately the I-64/264/664 Interchange at Bowers Hill and extending to the I-64/464 Interchange in Chesapeake

- Widening from 4 to 6 lanes
- Constructing a new High Rise Bridge parallel to and to the South of the existing High Rise Bridge

Project Financial Summary:

| <u>Project Budget (\$524,613,765):</u> | <u>Funds Expended (as of 05/31/2020):</u> | <u>Projected Cost Over/(Under):</u> |
|--|---|-------------------------------------|
| ○ PE \$ 12,200,000 | \$ 12,189,098 | \$ 0 |
| ○ RW \$ 18,726,000 | \$ 10,275,888 | \$ 0 |
| ○ CN \$ 493,687,765 | <u>\$ 182,028,163</u> | \$ 0 |
| | \$ 204,493,149 | |

Project Schedule:

| | |
|--------------------|-----------------|
| Award | October 2017 |
| Notice to Proceed | November 2017 |
| Project Completion | July 2021 |
| Schedule Status | Behind Schedule |

Enabling Funding

| | |
|---------------|----------------------|
| HRTAC | \$ 431,956,220 |
| State/Federal | <u>\$ 92,657,545</u> |
| | \$ 524,613,765 |

Project Status:

- VDOT continues to respond to RFIs, NDCs, NCRs and submittals as needed
- All original ROW parcels have been acquired and/or cleared for construction. Five partial takes have been added
- HRB substructure construction (piles, footings, columns, caps) continues. Superstructure beams started in May
- Fender system construction continues and is about 95% complete
- Construction of both Great Bridge Blvd Bridge abutments, approach fills/MSE walls continues. Pier is complete
- Construction of piers on I-64 Bridge Widening over Military Highway, Yadkin Road, and Shell Road continues
- Clearing and grubbing, earthwork, drainage, roadway widening continues on all five roadway segments
- Construction of pavement on West 1 roadway segment and special wall on West 3 roadway segment started

**HRB – Piers 19-25 (Looking West)**

I-64/I-264- Phase III

UPC 106693 (HRTAC)

Project Scope:

Study/design to improve the remaining I-64/I-264 movements

- Includes I-64 Eastbound (EB) movements to I-264
- Includes I-264 movements to I-64

Project Financial Summary:

Project Budget (\$10,000,000):

- PE \$ 10,000,000
- RW \$ 0
- CN \$ 0

Funds Expended (as 05/31/2020): Projected Cost Over/(Under):

| | |
|--------------|-------------|
| \$ 2,153,619 | \$ 0 |
| \$ 0 | \$ 0 |
| <u>\$ 0</u> | <u>\$ 0</u> |
| \$ 2,153,619 | |

Project Schedule:

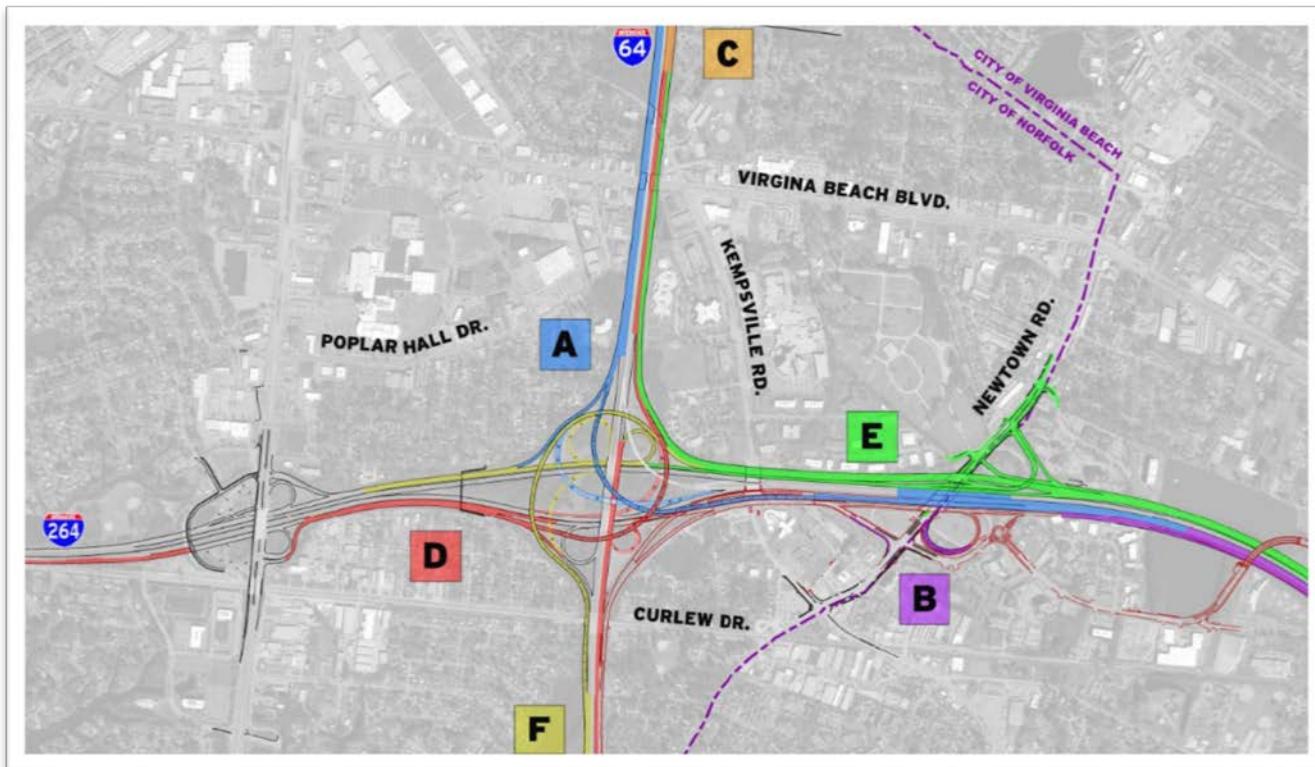
| | |
|--------------------------|---------------|
| IMR Submittal to FHWA | December 2019 |
| IMR Conditional Approval | Spring 2020 |
| Schedule Status | On-Schedule |

Enabling Funding

| | |
|---------------|---------------|
| HRTAC | \$ 10,000,000 |
| State/Federal | \$ _____. |
| | \$ 10,000,000 |

Project Status:

- Final signed and sealed IMR submitted to FHWA for approval on May 27, 2020



Bowers Hill Interchange**UPC 111427 (HRTAC)****Study Scope:**

Develop NEPA document and supporting studies for improvements to the I-64/I-264/I-664 Interchange and the Route 58/Route 460 Interchange (Bowers Hill) extending north to approximately the College Drive Interchange.

Study Financial Summary:

| <u>Project Budget (\$4,000,000):</u> | <u>Funds Expended (as of 05/31/2020):</u> | <u>Projected Cost Over/(Under):</u> |
|--------------------------------------|---|-------------------------------------|
| o PE \$4,000,000 | \$ 2,011,805 | \$ 0 |
| o RW \$ 0 | \$ 0 | \$ 0 |
| o CN \$ 0 | \$ 0 | \$ 0 |
| | \$ 2,011,805 | |

Study Schedule:

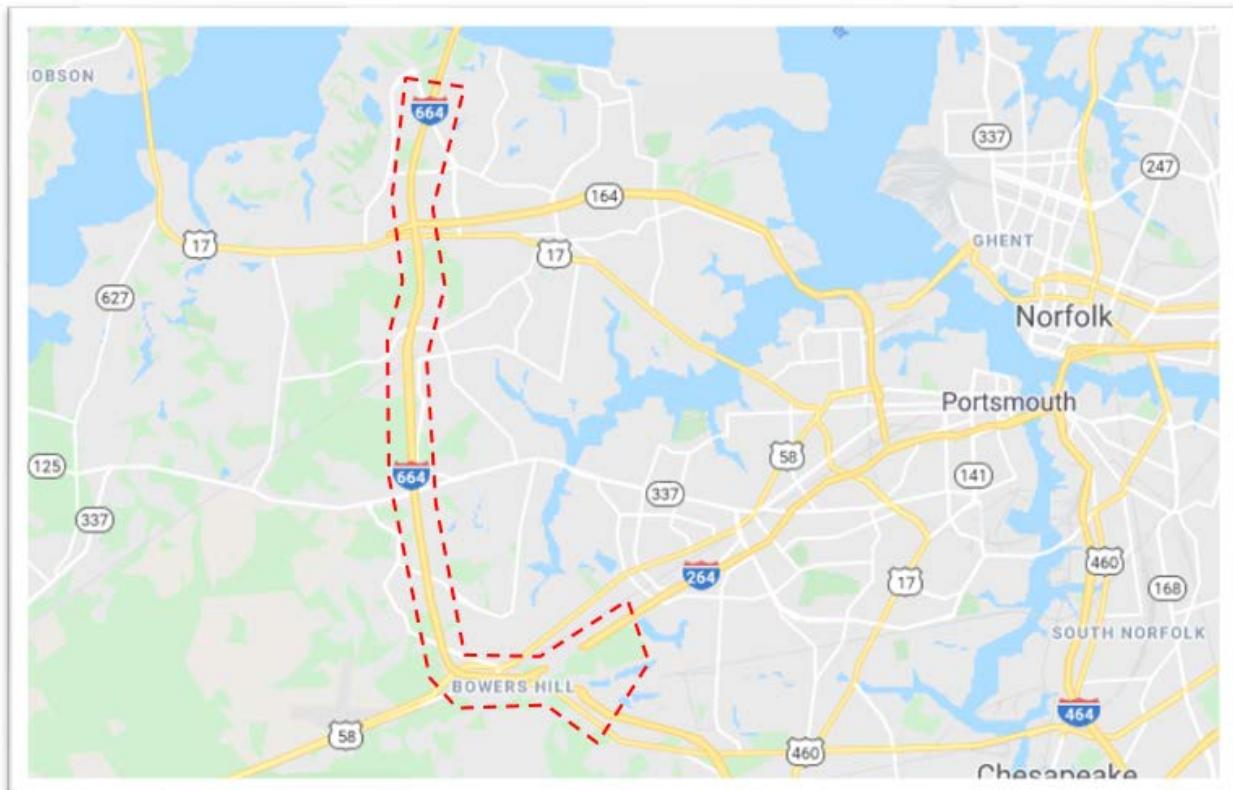
Begin NEPA Process
Completion

April 2020
December 2023

| <u>Enabling Funding</u> |
|-------------------------|
| HRTAC \$ 4,000,000 |
| State/Federal \$ _____. |
| \$ 4,000,000 |

Study Status:

- o Coordinating with FHWA and the region on the type and scope of NEPA study that will be required





Hampton Roads Bridge-Tunnel

VDOT



May 2020 Project Report

I-64 HAMPTON ROADS BRIDGE-TUNNEL EXPANSION

Proj. No. 0064-M06-032
Report #14



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Issue date: June 12, 2020

1. Executive Summary

1.1 Reporting Period

This report, prepared by the Virginia Department of Transportation (the Department), provides an overview of accomplishments and activities for the Hampton Roads Bridge-Tunnel Expansion project (the Project) from April 19, 2020 – May 23, 2020. The Design-Builder for the Project is Hampton Roads Connector Partners (HRCP), a consortium that includes Dragados, Vinci, Flatiron, and Dodin Campenon Bernard.

The current reporting period is aligned with HRCP's fiscal-month structure, on which the Project's design-build schedule updates and invoiced construction progress are based. Reporting periods typically close on the Saturday on or preceding the 24th of each month.

1.2 Project Accomplishments

During this reporting period, the following project accomplishments were recorded:

- Although outside this period, the project received the Virginia Marine Resources Permit on June 8, 2020.
- The Virginia Department of Environmental Quality (DEQ) draft permit was public noticed on Friday, May 22, 2020 with the comment period ending on June 22, 2020.
- HRCP submitted an Engineer's Report to Department of Environmental Quality (DEQ) in support of the Virginia Pollutant Discharge Elimination System (VPDES) discharge permit.
- HRCP reviewed and commented on the draft DEQ Virginia Water Protection (VWP) permit and published the draft permit on May 22, 2020.
- HRCP received the U.S. Army Corps of Engineers (USACE) draft proffered permit for review and comment.
- HRCP received the draft National Oceanic and Atmospheric Administration (NOAA) Incidental Harassment Authorization (IHA) and provided comments back to NOAA on May 21, 2020.
- HRCP submitted the Fish and Submerged Aquatic Vegetation Compensation Package to Virginia Marine Resources Commission (VMRC) on May 22, 2020.
- HRCP received concurrence that Section 7 coordination has been completed with U.S. Fish and Wildlife Service (USFWS) and NOAA.

1.3 Priorities

The Department's priorities for the Project are to achieve the following objectives:

- To provide mobility enhancements and travel-time reliability along the Project corridor
- To minimize Project impacts on adjacent communities
- To improve transportation operations and safety throughout the Project corridor
- To develop public infrastructure in a financially responsible manner

1.4 Schedule

Schedule updates for this reporting period include:

- HRCP identified a concurrent critical path through utility relocation on the South Island.
- HRCP remains on track to achieve Substantial Completion in advance of the contract milestone of September 1, 2025.
- Final Completion remains as scheduled for November 1, 2025.
- Approximately 19% of the contract time has progressed to date.

1.5 Budget and Cost

The budget and cost updates for this reporting period are as follows:

- Project budget overview (through May 2020 payment application):

| | |
|------------------------------------|-----------------|
| Total project budget: | \$3,858,997,227 |
| Total charges for efforts to date: | \$255,303,114 |
| Remaining project budget: | \$3,603,694,113 |

- Design-build contract overview (through May 2020 payment application):

| | |
|------------------------------------|--------------------|
| Total contract amount: | \$3,295,196,109.50 |
| Total charges for efforts to date: | \$234,967,834 |
| Total work orders: | (\$4,811,117.50) |

- Design-build progress to date (through May 2020 payment application):

| | |
|--|--------|
| Overall: | 7.13% |
| Mobilization: | 10.81% |
| General Requirements (incl. Project Management): | 7.18% |
| Design: | 44.80% |
| Physical Progress: | 1.53% |

1.6 Environmental Management

During this reporting period, HRCP took the following steps in support of permit acquisition for the project:

- The Virginia Department of Environmental Quality (DEQ) draft permit was public noticed on Friday, May 22, 2020 with the comment period ending on June 22, 2020.
- HRCP provided comments on May 19, 2020 to DEQ on the draft VWP permit issued on May 15, 2020. Comments were accepted and HRCP public noticed the DEQ VWP permit on May 22, 2020.
- HRCP provided a draft Fish and Submerged Aquatic Vegetation Compensation Plan to VMRC for review on May 22, 2020.
- HRCP provided comments on May 21, 2020 to NOAA – National Marine Fisheries Service (NMFS) on the draft Incidental Harassment Authorization (IHA).
- HRCP provided a draft response to FHWA regarding NOAA comments on the Essential Fish Habitat (EFH) Assessment. On May 19, 2020 FHWA acknowledged NOAA's acceptance and concurrence on the EFH.
- HRCP submitted an artificial reef placement plan to VMRC.

1.7 Quality

Quality updates for this reporting period include:

- HRCP submitted the revised DQMP on May 20, 2020 for VDOT review.
- VDOT participated in HRCP preparatory inspection meetings held for the Low Voltage/Medium Voltage and Manhole relocation work for the South Island.
- Other Quality activities included reviews of Material Book Documentation and QA/QC Daily reports, Non-Conformance Report (NCR) resolution coordination with HRCP and conducting weekly Quality Status meetings.

1.8 Operations

The following operations activities took place during this reporting period:

- Shoulder closures and lane closures were conducted for geotechnical exploration and survey work.
- Corridor-wide field inspections were performed for the inspection of drainage structures.
- Marine geotechnical explorations continue, while Phase 1 of landside geotechnical borings are nearly complete.
- Erection of 28 modular office trailers completed on the South Island.
- Utility relocation work continues on the South Island.
- Temporary concrete barrier was placed along the eastbound lanes to restrict access to the west side of the South Island.
- 600 cubic yards of concrete placed to form a temporary slab that will support the future onsite water treatment plant.

1.9 Safety

Safety procedures and activities during this reporting period include:

- Daily Risk Assessments (DRA's) are completed on site with all field staff groups and are reviewed by HRCP/HRBT staff to ensure compliance.
- All personnel are urged to use caution entering/exiting the tunnel islands, be aware of traffic conditions, and have an adequate gap in traffic to accelerate safely into the travel lane.
- Limitations on gatherings of 10 people or more remain in effect. Large meetings, including Safety Orientation Training, are being held using audio or video formats. In compliance with Commonwealth of Virginia guidance, office and field personnel are adhering to COVID-19 health and safety measures, including social distancing and the use of additional equipment as appropriate for the workplace situation.
- During the nighttime concrete pour on May 7-8, 2020 for the South Island slab, Maintenance of Traffic coordination ensured a safe working site for the off-loading and placement of the concrete with backing spotters available at all necessary locations and a pilot truck to coordinate the 62 concrete trucks exiting the island.

1.10 DBE & SWAM Business Activities

DBE & SWaM business activities for this reporting period are as follows:

- Association for the Improvement of American Infrastructure (AIAI) Webinar
- DBE/SWaM Virtual Networking Session

1.11 Public Outreach

Public outreach updates for this reporting period are as follows:

- Members of VDOT's HRBT Expansion Team have participated in more than 100 outreach events to date.
- Of specific note in this period, the following activities were completed:
 - Virtual Public Outreach Presentation to Cape Henry Rotary Club
 - Peninsula Big Buzz Podcast

1.12 Project Media

Project media updates for this reporting period are as follows:

- Project team featured in news stories about Bird Management Plan on South Island

2. Project Accomplishments

2.1 Overview and Look Ahead

Milestones

The LNTP1 completion milestone was achieved on September 24, 2019. LNTP2 and LNTP3 were issued to HRCP on September 25, 2019.

Geotechnical Investigation

The marine geotechnical investigations are on-going, as are landside drilling and laboratory testing for soil classification in Norfolk and Hampton. Completion of the marine geotechnical program is expected in early June 2020. Phase 1 of landside geotechnical borings is nearly complete, with Phase 2 to follow for noise wall locations and refinement of retaining walls.

Environmental Permitting

Several key accomplishments occurred during the reporting period. i) DEQ issued their Draft Permit Public Notice on May 22, 2020; ii) a draft DEQ VWP permit was issued for review on May 15, 2020, (HRCP provided comments back to DEQ on May 19, 2020 and a final draft was published on May 22, 2020); iii) USACE provided HRCP with a draft proffered permit on May 20, 2020 for review and comment; and iv) VMRC will present the project at their May 26, 2020 Commission Hearing.

Additional coordination continues with VMRC and VIMS regarding the fish and submerged aquatic vegetation compensation package. A meeting was held in early May with these agencies to discuss advancing the plan and a draft was provided for review on May 22, 2020.

The City of Norfolk advised the project team on May 14, 2020 that the City was declining any sandy dredged materials from the project for use on their beaches. Similar coordination is continuing with the City of Hampton.

The NOAA draft IHA was provided to HRCP for review in mid-May. Comments were provided back to NOAA on May 21, 2020 and HRCP anticipates receipt of the IHA shortly. Coordination with USACE, VMRC, DEQ, NOAA, FHWA, and USFWS is ongoing and will continue as appropriate through the life of the project.

Construction Operations

Utility relocations are underway on the South Island, to support the installation of the slurry walls for the TBM launch pit.

Third Party Coordination

Post-award coordination with the cities of Norfolk and Hampton, the U.S. Navy and the Federal Highway Administration (FHWA) started in April 2019 and are ongoing. FHWA participates in weekly coordination meetings with VDOT and HRCP.

3. Project Schedule

3.1 Schedule Status

Baseline Schedule

The Baseline Schedule has been accepted as the Schedule of Record. The current longest path for the project remains through the boring of the two new tunnels beginning with the design, permitting, and construction of the South Island Portal.

Permitting Schedule

The Project's USACE, Virginia Department of Environmental Quality (DEQ) and Virginia Marine Resources Commission (VMRC) permits include multiple administrative documents, including the Coastal Zone Management (CZM) consistency determination, the USACE Section 404/10 permit, USACE Section 408 Permission Letter, the DEQ water protection and pollution discharge elimination permit, and the VMRC subaqueous land permit.

The VMRC permit will be considered at the May 26, 2020 Commission hearing. The DEQ Virginia Water Protection (VWP) permit was drafted and published in local newspapers on May 22, 2020. HRCP is anticipating permit issuance by July 1, 2020.

The DEQ Pollution Discharge Elimination System (VPDES) permit application is under review by DEQ. Remaining activities on this permit include receiving a draft permit for review, 30-day public notice, and final permit issuance. This process will likely conclude in August 2020.

The USACE has provided a draft of the Section 404/10 permit for HRCP review, while the outstanding items of Section 408 Determination Package, NOAA IHA, and Section 401 Permit are being resolved. The target for the USACE final permit is July 2020.

For the separate bridge permits, HRCP continues to work with the USCG through the necessary processes and a preliminary public notice (PPN) was issued. HRCP is anticipating having bridge permits in place by early fall 2020.

Key Dates

The following table depicts key milestone dates outlined in the contract requirements. HRCP's submitted Baseline Schedule reflects the early stages of HRCP's planning sequence and will be substantially refined and further detailed as the design advances. This table will be updated to reflect these dates and used as a benchmark to track milestone achievements.

| Key Dates | Contract Requirement | Schedule of Record Dates | May 2020 Update | Actual |
|-----------------------------------|----------------------|--------------------------|--------------------|--------------------|
| LNTP1 | | April 12, 2019 | April 12, 2019 | April 12, 2019 |
| LNTP1 Completion Milestone | | September 25, 2019 | September 24, 2019 | September 24, 2019 |
| LNTP2 | | September 29, 2019 | September 25, 2019 | September 25, 2019 |
| LNTP3 | | October 9, 2019 | September 25, 2019 | September 25, 2019 |
| NTP | | October 10, 2020 | October 10, 2020 | |
| Substantial Completion | September 1, 2025 | July 18, 2025 | August 8, 2025 | |
| Final Completion | November 1, 2025 | November 1, 2025 | November 1, 2025 | |

3.2 Longest Path

The longest-path activities for the Project schedule currently includes two critical paths to the start of the slurry walls. The first one includes the following activities:

- Submittal and approval of South Island Portal – Package 2 – Slurry Walls
- Approval of Slurry Wall shop drawings
- Start of Slurry Walls

The parallel critical path includes the following activities:

- Utilities relocation (Low Voltage, Medium Voltage, Cox and Power)
- Start of the guiding walls and demolition of the adjacent utilities
- Start of Slurry Walls

From the Slurry Walls forward, there is one critical path that includes the following activities:

- Completion of the South Portal Launching Pit
- Assembly of the Tunnel Boring Machine (TBM) in the launching pit
- TBM drive in High Occupancy Toll (HOT) Tunnel, U-turn then drive in General Purpose (GP) Tunnel

- Finishing works and Mechanical, Electrical and Plumbing (MEP) works in the HOT Tunnel
- Commissioning and integration tests

3.3 Impact Analysis

Several elements of work are near-critical and could affect Project progress if they are not addressed diligently. The Department and HRCP are closely monitoring these activities. The following work elements have been identified as near critical, meaning there is less than one month of float in the Baseline Schedule:

- Issuance of Construction General Permit (CGP) Rev 2A and 2B
- Design of South Island Portals (SIP) Package 3
- Roadway Design for Miscellaneous Structures
- Slurry Wall Procurement
- Ground Improvement Procurement
- Site Installation & Temporary Structures on South Island

Achieving the initial public-notice milestone for the project's JPA allowed LNTP2 and LNTP3 to be issued. LNTP2 enables procurement of the TBM, while LNTP3 allows commencement of construction work for the launching pit and ground improvement on South Island. Receipt of the project's USACE, DEQ and VMRC permits will allow full NTP for the Project.

4. Budget and Cost

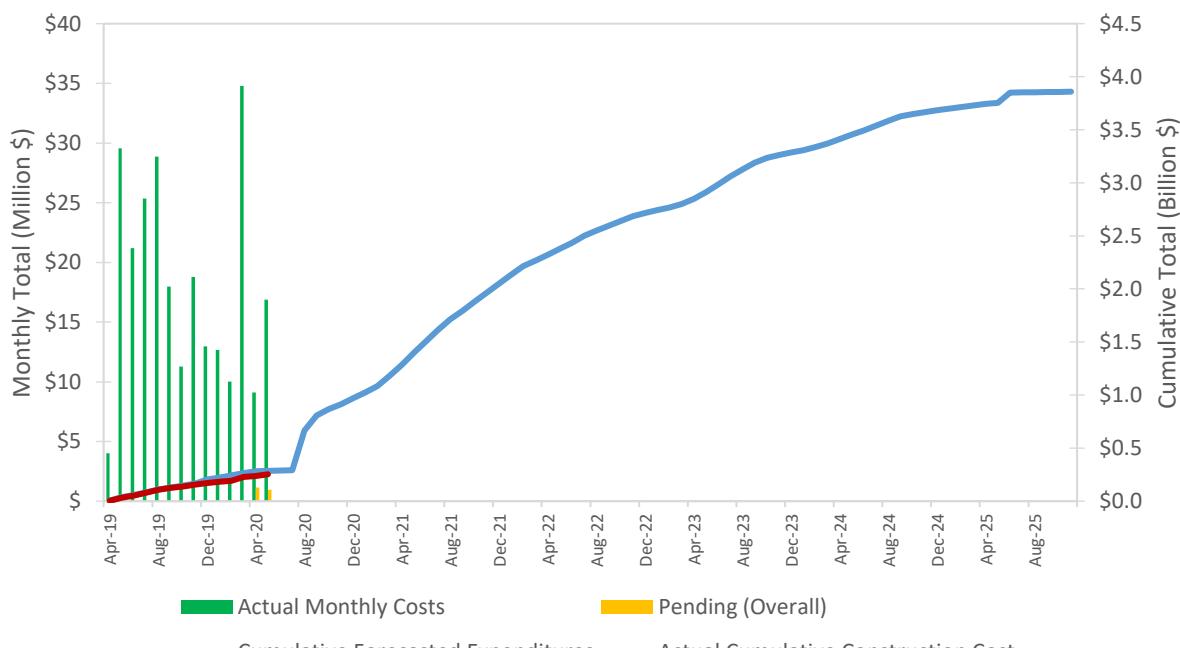
4.1 Overall Budget

The overall budget outlined in this report is based on the terms and conditions of Article 3 (Project Funding) in the Project Agreement for Funding and Administration (PAFA). The cost curve is based on Exhibit 6 of the Comprehensive Agreement (monthly maximum cumulative compensation amount).

Amounts this period reflects payouts for Construction, Engineering Administration, Right of Way, and Contingency between April 19, 2020 – May 23, 2020.

| | Amount this period: | Total to Date: | Total Budget: | Total Remaining Budget: | Percent Spent To-date: |
|---------------------------------------|------------------------|-------------------------|---------------------------|---------------------------|------------------------|
| <u>Comprehensive Agreement</u> | | | | | |
| Construction | \$24,831,874.00 | \$234,967,834.26 | \$3,296,997,227.19 | \$3,062,029,392.93 | 7.13% |
| <u>Owner Costs</u> | | | | | |
| Administration | \$928,369.05 | \$7,926,151.64 | \$122,000,000.00 | \$114,073,848.36 | 6.50% |
| Right of Way | \$11,620.19 | \$6,372,148.53 | \$15,000,000.00 | \$8,627,851.47 | 42.48% |
| No-Excuses Incentive | \$0.00 | \$0.00 | \$90,000,000.00 | \$90,000,000.00 | 0.00% |
| Contingency | \$200,000.00 | \$4,200,000.00 | \$335,000,000.00 | \$330,800,000.00 | 1.25% |
| Total | \$25,971,863.24 | \$253,466,134.43 | \$3,858,997,227.19 | \$3,605,531,092.76 | 6.57% |

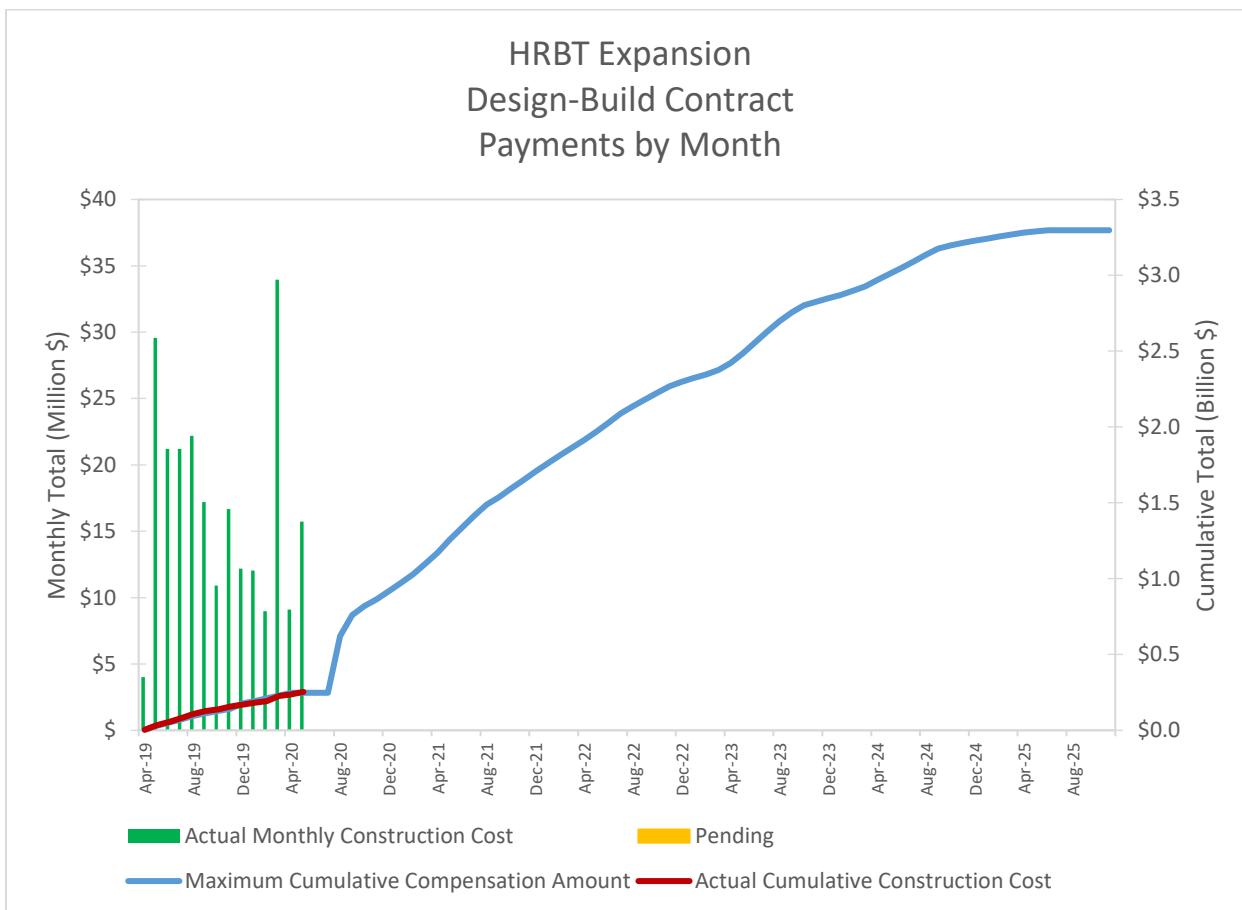
HRBT Expansion
Overall Budget
Payments by Month



4.2 Design-Build Cost Status

The construction budget and planned cost have been established based on the maximum cumulative compensation amount. For this period, the following tasks are associated with the invoiced expenditures (actual construction cost):

- Project management
- Design surveys
- Environmental permitting
- Geotechnical investigation
- Design work



4.3 Budget by Funding Source

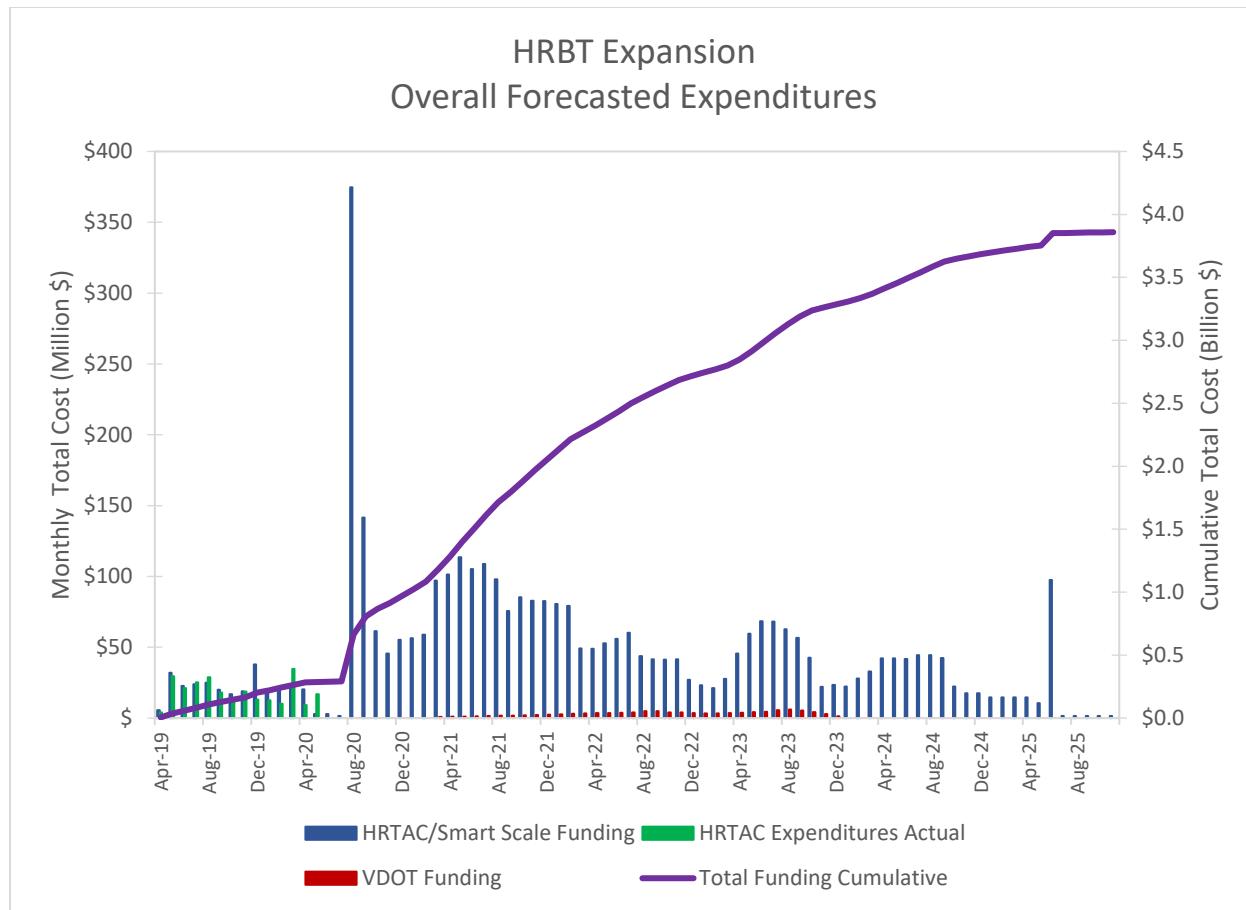
The budget for expenditures by funding source is based on the terms and conditions of Article 3 (Project Funding) and Exhibit 5 of the PAFA. This section outlines planned expenditures by both HRTAC and VDOT. The cost curve has been developed based on the monthly maximum cumulative compensation amount in the CA and will be updated as HRCP refines its design, construction means-and-methods, activity sequences, and project resourcing.

4.3.1 HRTAC and Smart Scale

| | Amount this period: | Total to Date: | Total Budget Including Smart Scale: | Total Remaining Budget: | Percent Spent To-date: |
|---------------------------------------|------------------------|-------------------------|-------------------------------------|---------------------------|------------------------|
| <u>Comprehensive Agreement</u> | | | | | |
| Construction | \$24,831,874.00 | \$234,967,834.26 | \$3,201,569,251.14 | \$2,966,601,416.88 | 7.34% |
| <u>Owner Costs</u> | | | | | |
| Administration | \$928,369.05 | \$7,926,151.64 | \$118,472,054.00 | \$110,545,902.36 | 6.69% |
| Right of Way | \$11,620.19 | \$6,372,148.53 | \$15,000,000.00 | \$8,627,851.47 | 42.48% |
| No-Excuses Incentive | \$0.00 | \$0.00 | \$90,000,000.00 | \$90,000,000.00 | 0.00% |
| Contingency | \$200,000.00 | \$4,200,000.00 | \$325,428,276.00 | \$321,228,276.00 | 1.29% |
| Total | \$25,971,863.24 | \$253,466,134.43 | \$3,750,469,581.14 | \$3,497,003,446.71 | 6.76% |

4.3.2 VDOT

| | Amount this period: | Total to Date: | Total Budget: | Total Remaining Budget: | Percent Spent To-date: |
|---------------------------------------|---------------------|--------------------|-------------------------|-------------------------|------------------------|
| <u>Comprehensive Agreement</u> | | | | | |
| Construction | \$0.00 | \$0.00 | \$95,427,976.00 | \$95,427,976.00 | 0.00% |
| <u>Owner Costs</u> | | | | | |
| Administration | \$2,077.00 | \$30,866.00 | \$3,527,946.00 | \$3,527,946.00 | 0.87% |
| Right of Way | \$0.00 | \$0.00 | \$0.00 | \$0.00 | 0.00% |
| No-Excuses Incentive | \$0.00 | \$0.00 | \$0.00 | \$0.00 | 0.00% |
| Contingency | \$0.00 | \$0.00 | \$9,571,724.00 | \$9,571,724.00 | 0.00% |
| Total | \$2,077.00 | \$30,866.00 | \$108,527,646.00 | \$108,527,646.00 | 0.03% |



4.4 Contingency

- To date five (5) Change Orders have been Issued:
 - Change Order #1 (executed February 11, 2020): \$3,000,000 reduction in Contract Price due to Department's acquisition of Willoughby Staging Area.
 - Change Order #2 (executed March 18, 2020): no-cost/no-time amendments corrections to the Technical Requirements.
 - Change Order #3 (executed May 12, 2020): \$200,000 increase in Contract Price due to Dispute Resolution Board (DRB) Allowance.
 - Change Order #4 (executed April 28, 2020): no-cost/no-time Tunnel Approach Structure Support of Excavation Requirements Refinement.
 - Change Order #5 (executed April 28, 2020): \$2,011,117.50 reduction in Contract Price as a result of the North Island Armor Stone Value Engineering Change Proposal (VECP).
- \$0 material price adjustments (asphalt, steel, & fuel) to date

5. Environmental Management

During this reporting period, HRCP provided responses to informal requests for additional information from USACE regarding Section 404/10 permitting. The Virginia Port Authority (VPA) asked for language changes in the Section 408 package to clarify the description of the federal channel. Additional information regarding Section 7 coordination was provided to FHWA and this item ultimately closed during this period.

HRCP provided an Engineer's Report in support of the VPDES application and is seeking signed acknowledgement forms for the adjacent local governments. DEQ issued their draft VWP permit and HRCP provided comments back to DEQ on May 20, 2020. The permit was public noticed by HRCP on May 22, 2020. Coordination with the Hampton Roads Sanitation District (HRSD) was advanced to support the authorization of temporary discharge from early activities before the South Island water treatment plant is authorized through the VPDES permit.

NOAA provided a draft IHA for review and HRCP provided comments on May 21, 2020. HRCP coordination with USACE, VMRC, DEQ, FHWA, and NOAA is ongoing and will continue until the respective permits or approvals are issued. HRCP continues to coordinate with VDOT concerning revisions to the limits of disturbance, proposed improvements at the Willoughby Spit parcel for project staging, DEQ discharge permitting for the bridge/tunnel construction, updates to the Stormwater Pollution Prevention Plan (SWPPP), and modifications to the Construction General Permit (VAR10L793).

6. Operations

Field investigation activities continued this period to support design efforts. Shoulder closures and lane closures were conducted for geotechnical exploration and survey work. Corridor-wide field inspections were also performed for existing drainage structures. Phase 1 of landside geotechnical borings are nearly complete, with Phase 2 to follow for noise wall locations and refinement of retaining walls.

Marine geotechnical explorations continue. Borings in the channel are complete and only borings along the south trestle remain for completion. This program, which consists of over 400 boring locations, is expected to last through early June 2020.

Erection of the South Island office trailers, which is comprised of 28 modular units stacked to create a two-story complex, was completed during this period. Outfitting and utility connections continue to allow occupancy of the site offices.



South Island Temporary Office Structure

Utility relocation work continues on the South Island to move existing utilities that conflict with the TBM launch pit. This includes the relocation and temporary removal of fire hydrants, VDOT and Cox fiber lines, and medium and high voltage power duct banks.

Temporary concrete barrier was placed along the right-side eastbound lanes to restrict access to the west side of the South Island. This barrier will remain in place throughout the construction phase to limit vehicular traffic through the active construction associated with the portals to the new tunnels.

An initial concrete slab placement was performed on the South Island on May 7-8, 2020. It consisted of more than 600 cubic yards of concrete to form a temporary slab that will support the future onsite water treatment plant. The work was performed at night and included intermittent traffic stoppages to allow concrete trucks to safely exit the island. Two additional slab pours are upcoming to support additional temporary facilities associated with slurry production and treatment.



South Island Temporary Facilities Slab Foundation

VDOT's project team maintains close coordination with the Hampton Roads Harbor Tunnels (HRHT) facility staff in order to communicate ongoing project work as well as coordinate upcoming planned work at the facility.

On May 6, 2020, the third meeting of the project's Fire Life Safety Committee, which is composed of first responders and other project stakeholders, was held virtually. The primary topic of the meeting was the proposed fixed firefighting system in the tunnels, to include activation methods and timing of activation. Proposed fire hydrant locations outside of the tunnels and on the shores were also presented.

The weekly operations coordination meeting between VDOT and HRCP continues to provide a forecast of upcoming field activities and ensures concurrent activities are properly coordinated. All field work and traffic impacts are being reported through VDOT's Lane Closure Advisory Management System (LCAMS), which enables coordinating traffic operations across the region.

7. DBE & SWaM Business Activities

The Design-Builder awarded a total of 105 subcontracts, subconsultant agreements and purchase orders to DBE/SWaM certified firms for a total of \$29.8 million during the reporting period.

VDOT and HRCP held monthly Civil Rights compliance meetings on April 22, 2020 and May 19, 2020. Meeting discussions included hosting virtual meetings for DBE/SWaM firms and compliance document tracking requirements to evaluate submissions from HRCP and its subcontractors.

Outreach efforts to DBE/SWaM firms continued during COVID-19 through collaborations between VDOT and HRCP in hosting and participating in various virtual meetings in response to social distancing requirements. During this period, the following events were held:

- VDOT participated in the Association for the Improvement of American Infrastructure (AIAI) webinar on DBE & Civil Rights Offices on Current and Post COVID-19 Challenges, which was held on April 30, 2020. The event focused on how DOT's are adapting to new challenges due to COVID and provided an opportunity for DOT's to highlight major projects and opportunities for small businesses in attendance. VDOT's Civil Rights Division Administrator, Sandra Norman, highlighted the HRBT Project in her comments.



The image is a promotional graphic for a webinar. At the top, the AIAI logo is displayed with the text "WEINAR: DBE & CIVIL RIGHTS OFFICES ON CURRENT AND POST COVID-19 CHALLENGES". Below the title are four headshots of the speakers: SETH MILLER GABRIEL (AIAI), KIMBERLY KING (Georgia DOT), JOE LEWIS (Business Transformation Group), and SANDRA NORMAN (Virginia DOT). The text "THURSDAY APRIL 30 | 2.30pm eastern" is centered below the speakers' names. The bottom section contains a question about how State Departments of Transportation Civil Rights Offices are adapting to challenges, followed by a call to join the expert panel discussion.

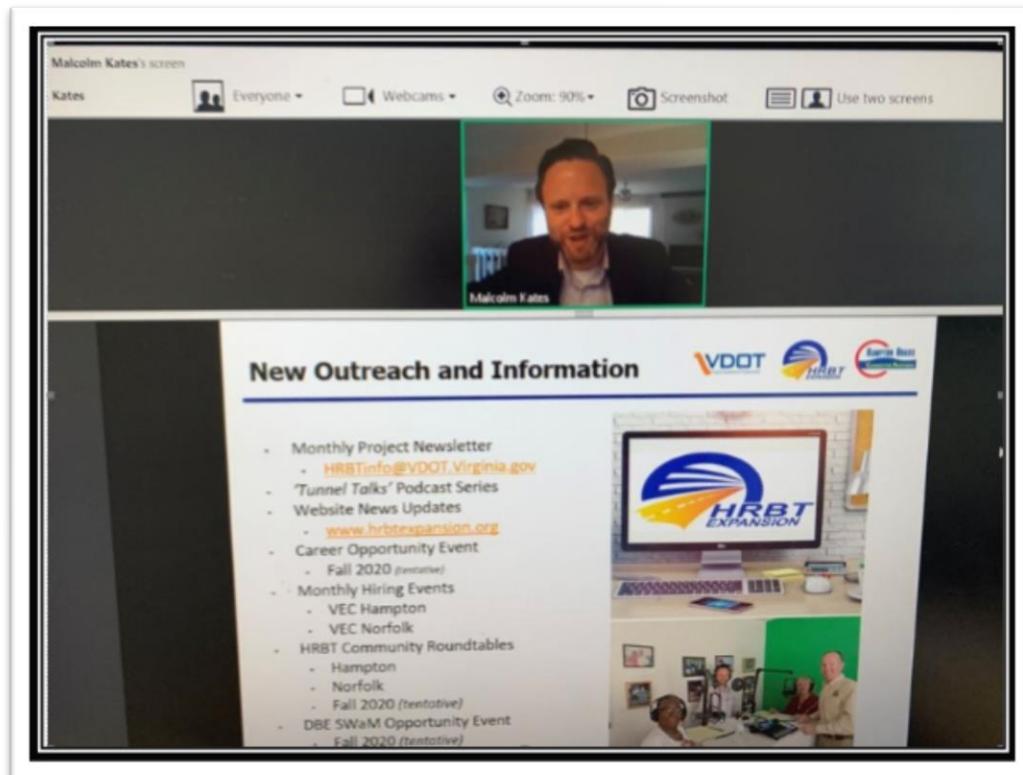
How are State Departments of Transportation Civil Rights Offices adapting to the new challenges created by the current health and economic crisis? What is being done to assist DBE firms and move projects forwards together?

Please join this expert panel of industry and government offices as they discuss what is happening now and what to expect in the future.

Please register for this webinar on Apr 30, 2020 2:30 PM EDT at:

Featured speakers included Seth Miller Gabriel (AIAI), Kimberly King (GDOT), Joe Lewis (BTG), and Sandra Norman (VDOT).

- HRCP's DBE/SWaM Manager, Malcolm Kates, hosted a DBE/SWaM Virtual Networking Session on May 11, 2020 with over 200 in attendance. Participants learned more about the Project, business opportunities currently available, and how to engage with project personnel. Participants were pleased to see the continued outreach efforts from the Design-Builder.

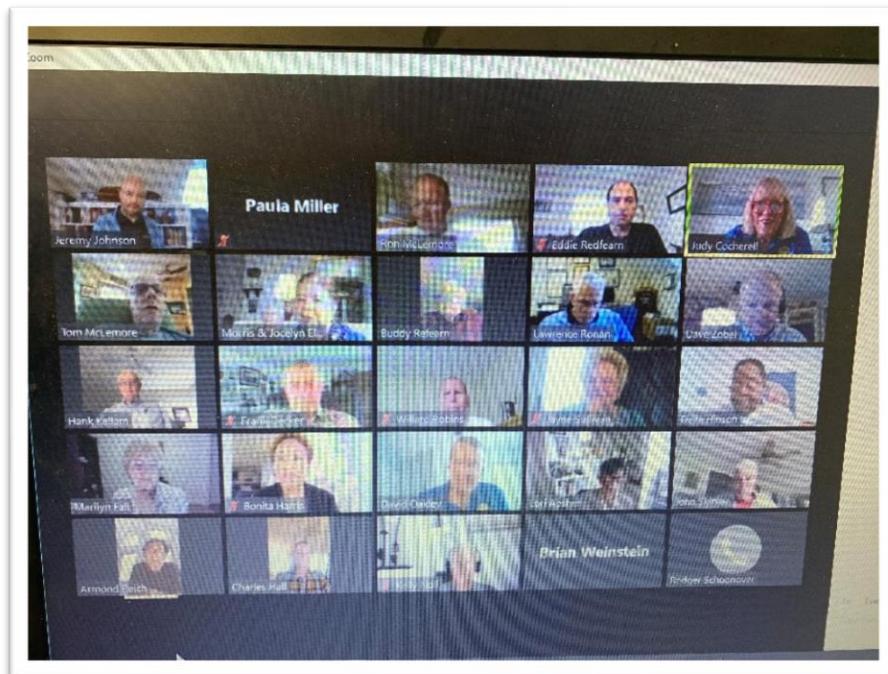


Virtual DBE/SWaM Networking Session hosted
by Malcolm Kates (HRCP)

8. Public Outreach

The Communications Team for the HRBT Expansion project remains committed to virtual outreach during the COVID-19 pandemic.

Project presentations, like this one to the Cape Henry Rotary Club of Virginia Beach in May, ensure that the public continues to receive project updates even though the team cannot personally appear in front of organizations at this time.



More than two dozen members of the Cape Henry Rotary Club (Virginia Beach) participated in a virtual public outreach presentation in May discussing plans for new tunnels and interstate widening along the nearly 10-mile corridor.

Peninsula Big Buzz featured the HRBT Expansion Project during this reporting period. Peninsula Big Buzz started as an effort to raise awareness about significant programs and issues in the community. Virginia Peninsula Chamber of Commerce CEO Bob McKenna says after much discussion about COVID-19 his video podcast needed to focus on recovery and the future. His first guest in the recovery segment was Jim Utterback, Project Director for the Hampton Roads Bridge-Tunnel Expansion Project.

McKenna, and Peninsula Big Buzz facilitator Shelley Smith who owns Premiere Rapport, welcomed Utterback to their video podcast. He detailed plans to add new twin tunnels to the existing HRBT and discussed job opportunities available on the project.

VDOT and HRCP Expansion Team members met with the City of Norfolk on May 20, 2020 to discuss turning the vacant Norfolk Visitors Center at 4th View Street into an HRBT Expansion Project Visitors Center for the duration of the project. VDOT and the City of Norfolk are working on a Memorandum of Understanding (MOU) to open the building to the community, tour groups, school children and others to learn about Virginia's largest-ever highway construction project.

9. Project Media

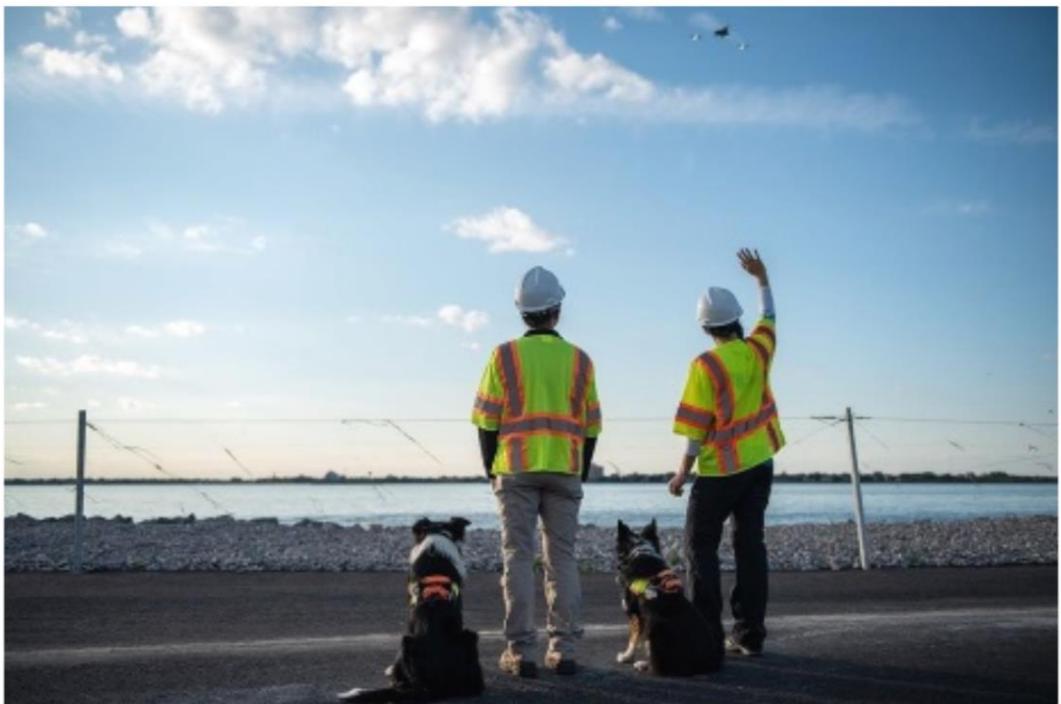
VDOT and HRCP figured prominently in positive news reports on bird-management efforts at the South Island, both in print and online. VDOT produced a video story about the role of the border collies. This video can be viewed on YouTube at:

https://www.youtube.com/watch?v=YFUYCPVo_jk&feature=youtu.be



Daily Press news article about use of border collies to protect seabirds during HRBT Expansion work.

Other media features included the South Island team during the May 12, 2020 F-22 and P-51 flyover paying tribute to Virginia's COVID-10 frontline responders.



HRBT in the flight line of heroes' salute. This picture
appeared on social media.

(Credit: USAF Senior Airman Anthony Nin Leclerc)