

**Hampton Roads Transportation
Accountability Commission (HRTAC)**
Summary Minutes of the June 18, 2020 Annual Organizational Meeting

The Hampton Roads Transportation Accountability Commission (HRTAC) Annual Organizational Meeting was called to order at 12:30 p.m. by conference call due to COVID-19, with the following in attendance by telephone:

HRTAC Members in Attendance:

Linda T. Johnson, Chair	John Rowe, PO
Donnie Tuck, Vice Chair	Eugene Hunt, PQ
Rick West, CH	Christopher Cornwell, SH
Frank Rabil, FR	Thomas G. Shepperd, YK
William McCarty, IW	Robert Dyer, VB
Michael Hipple, JC	Delegate Clint Jenkins, VGA
McKinley Price, NN	Senator Monty Mason, VGA
Kenneth Alexander, NO	Delegate Mike Mullin, VGA

HRTAC Executive Director

Kevin Page

HRTAC Ex-Officio Members in Attendance:

Stephen Brich, VDOT	Barb Nelson VPA
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Other Participants:

Chris Price, CH	Michael Johnson, SH
Randy Keaton, IW	Tom Leahy, VB
Scott Stevens, JC	Christopher Hall, VDOT
Chip Filer, NO	Andrew Trivette, WM
J. Randall Wheeler, PQ	Tom Inglima, Willcox & Savage
Bob Baldwin, PO	

HRTAC Voting Members Absent:

Paul Freiling, WM	Delegate Joseph Lindsey, VGA
Senator John A. Cosgrove, VGA	

HRTAC Ex-Officio Members Absent:

John Malbon, CTB	Jennifer Mitchell, DRPT
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* Denotes Late Arrival or Early Departure

Others Recorded Attending:

Jason Powel (Public); Julie Cary (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, 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 the timeframes established in Sections 2.2-3707 and 2.2-3707.1 of the Code of Virginia.

A roll call vote of all Members 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
Mayor McKinley Price: Present
Mayor Kenneth Alexander: Present
Mayor Eugene Hunt: Present
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: No Response
Delegate Mike Mullin: Present
Mr. John Malbon: No Response
Mr. Stephen Brich: Present
Ms. Jennifer Mitchell: No Response
Ms. Barb Nelson: Present

The quorum was confirmed by Mr. John Mihaly.

Approval of Agenda

Mayor John Rowe Moved to approve the agenda, Mayor Bobby Dyer Seconded. A roll call vote of the voting Members was taken:

Mayor Rick West: Yes
Mayor Frank Rabil: Yes
Mayor Donnie Tuck: Yes
Mr. William McCarty: Yes
Mr. Michael Hipple: Yes
Mayor McKinley Price: Yes
Mayor Kenneth Alexander: Yes
Mayor Eugene Hunt: 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: No Response
Delegate Mike Mullin: Yes

Mr. John Mihaly confirmed The Motion Carried.

Public Comment Period (limit 5 minutes per individual)

No one from the public requested to make a public comment.

Chair's Comments

HRTAC Chair, Linda T. Johnson, thanked the HRTAC Members for staying engaged and flexible during the COVID-19 crisis and ensuring that HRTAC activities continued.

Consent Items

- A. Minutes of the May 28, 2020 Special Meeting
- B. HRTAC Proposed FY2021 Administrative and Project Development Budget-HRTF and HRRTF Cost Sharing
- C. HRTAC Proposed Debt Management Plan to Include Hampton Roads Express Lanes Network-COVID-19 Potential Impact Review
- D. HRTAC Proposed FY2021-FY2026 Plan of Finance Update-COVID-19 Potential Impact Review
- E. HRTAC Proposed 2045 Long Range Plan of Finance Update-COVID-19 Potential Impact Review

Mayor Tuck Moved to approve the consent agenda items; Seconded by Mr. William McCarty. A roll call vote of the voting Members was taken:

Mayor Rick West: Yes
Mayor Frank Rabil: Yes
Mayor Donnie Tuck: Yes
Mr. William McCarty: Yes
Mr. Michael Hipple: Yes
Mayor McKinley Price: Yes
Mayor Kenneth Alexander: Yes
Mayor Eugene Hunt: 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: No Response
Delegate Mike Mullin: Yes

Mr. John Mihaly confirmed The Motion Carried.

Action Item

A. Executive Director's Annual Performance Evaluation

Chair Johnson praised HRTAC Executive Director Page and his leadership abilities. She indicated that the Executive Director evaluations that were submitted by the Commission Members were overwhelmingly positive.

Commission Members concurred that Mr. Page was an asset to HRTAC and the region.

This agenda item was for discussion purposes only and a vote was not required.

B. Election of FY2020 Officers of the Commission

Mr. Tom Inglima, HRTAC General Counsel, explained to the Commission Members the procedures for the election of officers.

Mr. Hipple recommended that the current Chair, Suffolk Mayor Linda T. Johnson, and the current Vice Chair, Hampton Mayor, Donnie Tuck, each serve a second term as Chair and Vice Chair, respectively.

Mayor John Rowe Moved to close the nominations and that the current officers serve a second term in their respective offices. Mayor Bobby Dyer Seconded. A roll call vote of the voting Members was taken:

Mayor Rick West: Yes
Mayor Frank Rabil: Yes
Mayor Donnie Tuck: Yes
Mr. William McCarty: Yes
Mr. Michael Hipple: Yes
Mayor McKinley Price: Yes
Mayor Kenneth Alexander: Yes
Mayor Eugene Hunt: 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: No Response
Delegate Mike Mullin: Yes

Mr. John Mihaly confirmed The Motion Carried.

C. FY2021 HRTAC Meeting Schedule

Mr. Kevin Page, HRTAC Executive Director, reviewed the meeting schedule for FY21 and noted the next HRTAC meeting would be held on July 16, 2020 at 9:00 a.m. prior to the HRTPO and HRPDC meetings.

Mayor John Rowe, Moved to approve the HRTAC FY21 Meeting Schedule; Seconded by Mayor McKinley Price.

A roll call vote of the voting Members was taken:

Mayor Rick West: Yes
Mayor Frank Rabil: Yes
Mayor Donnie Tuck: Yes
Mr. William McCarty: Yes
Mr. Michael Hipple: Yes
Mayor McKinley Price: Yes
Mayor Kenneth Alexander: Yes
Mayor Eugene Hunt: 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: No Response
Delegate Mike Mullin: Yes

Mr. John Mihaly confirmed The Motion Carried.

D. Amended and Restated Bylaws, First Reading

Mr. Kevin Page, HRTAC Executive Director, reminded Commission Members of the new Hampton Roads Regional Transit Fund legislation, which tasks HRTAC with the management of the HRRTF monies.

Mr. Tom Inglima, HRTAC Counsel, explained that as a result of the new legislation, HRTAC's Bylaws need to be amended to conform to the new statutory requirements. He noted two categories that would need to be addressed: (i) changes that are required to bring the Bylaws in conformity with the recently adopted legislation; and (ii) improvements to how HRTAC's committees function to ensure that there is a committee that aligns with the new regional transit initiative.

Mr. Inglima proceeded to review the affected sections of the Bylaws, noting that the proposed amendments would be read once at today's meeting and then voted upon at a subsequent meeting.

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

Mr. Kevin Page, HRTAC Executive Director, noted the significant progress made and expressed his gratitude to all parties involved.

Mr. Inglima reviewed the steps taken since the May 28, 2020 HRTAC meeting. Because the HRBT expansion project relies on toll-backed debt from the Express Lanes Network, HRTAC began outlining the principal terms of the Master Tolling Agreement over a year ago. He highlighted the fast approaching Notice to Proceed milestone for the HRBT project and the financial implications for HRTAC.

He summarized the framework of the Master Tolling Agreement (MTA), which addresses how HRTAC, VDOT, and the CTB will pursue the development, building, and financing of the Express Lanes Network and its related infrastructure and the subsequent operation and maintenance of the Express Lanes Network. Because the MTA encompasses both development and operation phases, Mr. Inglima explained that it has been renamed the "Master Agreement for Development and Tolling." Mr. Inglima noted that the design, development and construction aspects of the Express Lanes Network are only conceptual

work and cost estimates at this time. Mr. Inglima indicated that the design would include phases, and the process for development and construction would be similar to the process used previously for the first six HRTAC-funded projects.

Mr. Inglima reviewed the upcoming studies that will be required to finalize HRTAC's conceptual funding plan and the initial tolling policies that will be adopted by the Commission. To balance the respective interests of HRTAC, VDOT, and the CTB, Mr. Inglima explained that a Tolling Policy Committee is contemplated to review subsequent, elective modifications to the tolling policies. He explained the Committee's charter and the composition of its membership. He noted the Commission Members' concern in regards to the potential for deadlock votes and stated that this concern was still an open issue.

He summarized the use of toll revenues and toll-backed debt as it related to HB1438 and reviewed the tolling operation and maintenance structure. He indicated that VDOT would remain responsible at all times for performance of all roadway maintenance obligations at VDOT's expense.

Mr. Inglima highlighted the MTA terms that are intended to provide protection against events that could interfere with the toll revenue stream. Examples of these protections include insurance and defined compensation events for the Commission. He noted that the events that would trigger VDOT's obligation to compensate HRTAC were still under negotiation.

Mr. Inglima explained that the next steps include the finalization of the terms of the MTA and exhibits, VDOT's finalization of the preliminary cost estimate for the Hampton Roads Express Lane Network, and HRTAC's continued development of the investment grade traffic and revenue study. Mr. Inglima indicated that if the MTA is approved at HRTAC's July meeting and by the CTB at its July meeting, the parties would likely proceed rapidly with execution.

Commission Members expressed concern over the Tolling Policy Committee membership structure and the potential for deadlock votes.

In response to the potential for deadlock votes, Mr. Inglima informed the Commission that HRTAC had proposed a process that would allow the policy modifications to be approved without Toll Policy Committee approval unless the Secretary of Transportation identified a safety concern that required reconsideration of the proposed modification.

Members questioned if funding would be an issue that the Secretary of Transportation could review.

Mr. Inglima answered that under the proposed approach, only safety issues affecting the users should be considered.

Commission Members confirmed the need for HRTAC to maintain its independent body status and to remember the original intent of HRTAC's enabling legislation.

Commission Members requested clarification on the cost estimate of the HREL.

Mr. Page noted the total cost of the HREL was an estimate of \$940 million and is included in the 2045 HRTAC Long Range Plan; however, the project will be broken into phases with corresponding costs.

Commission Members questioned the status of the toll relief efforts for the citizens of Portsmouth.

Mr. Page indicated that Staff was aware of the public reports in regards to the tolling company being auctioned, and Staff was currently weighing options.

Commission Members questioned whether both VDOT and HRTAC had the ability to toll the same roadways.

Mr. Steve Brich, VDOT Commissioner of Highways, stated that due to the recently passed legislation, no conflict exists. He further confirmed the State's concern over any changes to tolling policy and the effect on the tolled lanes and the general purpose lanes. He noted the vested interest of the entire network was a VDOT responsibility.

Commission Members asked if a similar situation existed in the State.

Mr. Page indicated that it does not, however; examples were found in Indiana and Kentucky.

Mr. Page further confirmed the near approaching notice to proceed on the HRBT expansion project and stated HRTAC's financial obligations increase exponentially. He stated that until the MTA has been agreed to, HRTAC will fund no more than \$250 million, and currently has spent \$249 million.

Mr. Inglima said the Project and Funding Agreement provides that a mutually acceptable tolling agreement must be in place. Otherwise HRTAC could terminate the agreement. He confirmed that HRTAC still has that right.

Members questioned if a third party could negotiate deadlock votes for the Tolling Policy Committee.

Mr. Inglima informed the Commission that a deadlock would have to be resolved in a court of law and that a third party could only mediate.

Mr. Page indicated that the MTA Advisory Committee would meet again and bring comments back to the Commission at its next meeting.

This was a discussion item only; no roll call vote was taken.

Information Items

A. HRTAC Monthly Financial Report

Chair Johnson highlighted the Monthly Financial Report with the Commission.

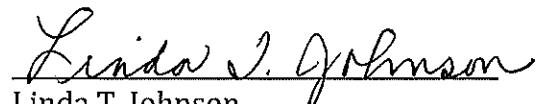
B. VDOT Project Updates

Mr. Steve Brich, VDOT Commissioner of Highways, stated significant progress had been made on the HRBT project and reiterated the notice to proceed date was going to be sometime in July. He stated that the project has received few comments from regulatory agencies. He added that if the MTA could not be agreed to by both VDOT and HRTAC, the notice to proceed could be affected.

D. 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

Adjournment

With no further business to come before the Hampton Roads Transportation Accountability Commission, the meeting adjourned at 1:54 p.m.



Linda T. Johnson
Linda T. Johnson
HRTAC Chair