

**Hampton Roads Transportation
Accountability Commission (HRTAC)
Summary Minutes of the March 18, 2021 Regular Meeting**

The Hampton Roads Transportation Accountability Commission (HRTAC) Regular 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:

Mayor Donnie Tuck, Chair	Supervisor Christopher Cornwell, SH
Mayor Rick West, CH	Mayor Michael Duman, SU
Mayor Frank Rabil, FR	Supervisor Thomas G. Shepperd, YK
Supervisor William McCarty, IW	Mayor Robert Dyer, VB*
Supervisor Michael Hipple, JC	Delegate Clint Jenkins, VGA
Mayor McKinley Price, NN	Senator Louise Lucas, VGA
Mayor Kenneth Alexander, NO	Senator Monty Mason, VGA
Mayor Shannon Glover, PO*	Mayor Doug Pons, WM
Mayor Gordon Helsel, PQ	

HRTAC Executive Director:

Kevin Page

HRTAC Ex-Officio Members in Attendance:

Board Member John Malbon, CTB	Officer Cathie Vick, VPA
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Other Participants:

Chris Price, CH	Al Moor, SU
Amanda Jarratt, FR	Patrick Duhaney, VB
Mary Bunting, HA	District Engineer Christopher Hall, VDOT
Scott Stevens, JC	Andrew Trivette, WM
Chip Filer, NO	Tom Inglima, Willcox & Savage
J. Randall Wheeler, PQ	

HRTAC Voting Members Absent:

Delegate Mike Mullin, VGA

HRTAC Ex-Officio Members Absent:

Commissioner Stephen Brich, VDOT	Director Jennifer Mitchell, DRPT
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* Denotes Late Arrival or Early Departure

Others Recorded Attending:

Kirsten Krug, Sabaa Modi (Citi); Eric Ballou (Kaufman and Canoles); David Miller (PFM); James Long (RK&K); Chuck Wall (Seyfarth Shaw); Mark Geldig-Yatrofsky (Public); Danetta

Jankosky, Tiffany Smith, Sheila Wilson (HRPDC); Lynn Coen, Jennifer Hodnett (HRTAC); Bob Crum, John Mihaly (HRTPO)

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

Mr. Thomas 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 or 2021 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
Supervisor William McCarty: Present
Supervisor Michael Hipple: Present
Mayor McKinley Price: Present
Mayor Kenneth Alexander: Present
Mayor Gordon Helsel: Present
Mayor Shannon Glover: No Response
Supervisor Christopher Cornwell: Present
Mayor Michael Duman: Present
Mayor Robert Dyer: No Response
Mayor Doug Pons: Present
Supervisor Thomas Shepperd: Present
Senator Louise Lucas: Present
Senator Monty Mason: Present
Delegate Clint Jenkins: Present
Delegate Mike Mullin: No Response
Board Member John Malbon: Present
Commissioner Stephen Brich: No Response
District Engineer Christopher Hall: Present
Director Jennifer Mitchell: No Response
Officer Cathie Vick: Present

The quorum was confirmed by Mr. John Mihaly.

Approval of Agenda

Mayor Bobby Dyer arrives.

Supervisor William McCarty Moved to approve the agenda, Seconded by Supervisor Thomas Shepperd. A roll call vote of the voting Members was taken:

Mayor Rick West: Yes
Mayor Frank Rabil: Yes
Mayor Donnie Tuck: Yes
Supervisor William McCarty: Yes
Supervisor Michael Hipple: Yes
Mayor McKinley Price: Yes
Mayor Kenneth Alexander: Yes
Mayor Gordon Helsel: Yes
Mayor Shannon Glover: No Response
Supervisor Christopher Cornwell: Yes
Mayor Michael Duman: Yes
Mayor Robert Dyer: Yes
Mayor Doug Pons: Yes
Supervisor Thomas Shepperd: Yes
Senator Louise Lucas: Yes
Senator Monty Mason: Yes
Delegate Clint Jenkins: Yes
Delegate Mike Mullin: No Response

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, Mayor Donnie Tuck, did not have any comments for the Commissioners.

Consent Items

A. Minutes of the January 21, 2021 Special Meeting

Supervisor Michael Hipple Moved to approve the consent agenda items; Seconded by Mayor Mike Duman. A roll call vote of the voting Members was taken:

Mayor Rick West: Yes
Mayor Frank Rabil: Yes
Mayor Donnie Tuck: Yes
Supervisor William McCarty: Yes

Supervisor Michael Hipple: Yes
Mayor McKinley Price: Yes
Mayor Kenneth Alexander: Yes
Mayor Gordon Helsel: Yes
Mayor Shannon Glover No Response
Supervisor Christopher Cornwell: Yes
Mayor Michael Duman: Yes
Mayor Robert Dyer: Yes
Mayor Doug Pons: Yes
Supervisor Thomas Shepperd: Yes
Senator Louise Lucas: Yes
Senator Monty Mason: Yes
Delegate Clint Jenkins: Yes
Delegate Mike Mullin: No Response

Mr. John Mihaly confirmed The Motion Carried.

Action Items

6A.1 Executive Director Employment - Closed Session as Needed

A.

Supervisor Michael Hipple, HRTAC Finance Committee Chair, informed the Commission that the HRTAC Finance Committee met on March 16, 2021 and discussed the Executive Director's employment and a proposed increase in the Executive Director's compensation and extension of his employment contract. He noted the exemplary level of work Mr. Page had performed for HRTAC over the course of his employment and reviewed the accomplishments he had achieved for the Commission. Supervisor Hipple stated that Mr. Page did not request this review and that it was initiated by the HRTAC Finance Committee Chair.

Mr. Tom Inglima, HRTAC General Counsel, clarified that in addition to an increase in compensation and extension of the Executive Director's employment contract, the request of the Finance Committee was that Executive Director Page be provided a retirement healthcare benefit similar to the benefit that has been provided to certain employees of the Hampton Roads Transportation Planning Organization (HRTPO), subject to confirmation that such healthcare benefit would be permitted under applicable law. Mr. Inglima explained that an alternative would be a commonly used plan whereby a stipend or a lump sum calculated based on the cost of healthcare insurance would be paid to the Executive Director upon his retirement, which would be somewhat akin to an annuity or a cash value of an annuity.

Mayor Shannon Glover arrives.

Committee Members asked about the Executive Director's current salary and whether a comparable salary survey was completed. Supervisor Hipple confirmed that comparable

salaries for executive directors of organizations and city managers in the Region had been evaluated.

Supervisor Michael Hipple Moved that the Commission (1) approves the Finance Committee's Report of the Annual Compensation of the Executive Director with the recommendation to increase the Executive Director's base annual compensation to \$260,000, effective July 1, 2021, extend the end date of the Executive Director's employment agreement one year to December 31, 2027, and, subject to confirmation that the benefit would be permitted under the laws applicable to the Commission's benefit plan, incorporate a retirement healthcare benefit not to exceed a net present value of \$70,000, and (2) authorizes the Chair, with advice of counsel, to finalize, execute and deliver an amendment to the Executive Director's employment agreement implementing such terms; Seconded by Mayor Bobby Dyer. A roll call vote of the voting Members was taken:

Mayor Rick West: Yes
Mayor Frank Rabil: Yes
Mayor Donnie Tuck: Yes
Supervisor William McCarty: Yes
Supervisor Michael Hipple: Yes
Mayor McKinley Price: Yes
Mayor Kenneth Alexander: Yes
Mayor Gordon Helsel: Yes
Mayor Shannon Glover: Yes
Supervisor Christopher Cornwell: Yes
Mayor Michael Duman: Yes
Mayor Robert Dyer: Yes
Mayor Doug Pons: Yes
Supervisor Thomas Shepperd: Yes
Senator Louise Lucas: Yes
Senator Monty Mason: Yes
Delegate Clint Jenkins: Yes
Delegate Mike Mullin: No Response

Mr. John Mihaly confirmed The Motion Carried.

6A.2 HRTAC FY2022 Administrative and Project Development Budget – Endorsement and Authorization to Conduct a Public Hearing

Supervisor Michael Hipple, HRTAC Finance Committee Chair, indicated that the Finance Committee discussed the HRTAC FY2022 Administrative and Project Development Budget at the March 16, 2021 Finance Committee Meeting and approved the Budget for recommendation to the full Commission.

Supervisor William McCarty Moved that the Commission endorses the proposed HRTAC FY2022 Administrative and Project Development Budget and authorizes the Executive Director to conduct a public hearing on the proposed HRTAC FY2022 Administrative and

Project Development Budget; Seconded by Mayor McKinley Price. A roll call vote of the voting Members was taken:

Mayor Rick West: Yes
Mayor Frank Rabil: Yes
Chair Donnie Tuck: Yes
Supervisor William McCarty: Yes
Supervisor Michael Hipple: Yes
Mayor McKinley Price: Yes
Mayor Kenneth Alexander: Yes
Mayor Gordon Helsel: Yes
Mayor Shannon Glover: Yes
Supervisor Christopher Cornwell: Yes
Mayor Michael Duman: Yes
Mayor Robert Dyer: Yes
Mayor Doug Pons: Yes
Supervisor Thomas Shepperd: Yes
Senator Louise Lucas: Yes
Senator Monty Mason: Yes
Delegate Clint Jenkins: Yes

Mr. John Mihaly confirmed The Motion Carried.

B. HRTAC FY2022-FY2027 Plan of Finance Update – Endorsement and Authorization to Conduct a Public Hearing

Supervisor Michael Hipple, HRTAC Finance Committee Chair, indicated that the Finance Committee discussed the endorsement and authorization of the six-year program to conduct a public hearing at its March 16, 2021 meeting and approved this item for recommendation to the full Commission.

Supervisor William McCarty Moved that the Commission endorses the proposed HRTAC FY2022-FY2027 Plan of Finance Update – Six Year Operating and Capital Program of Projects for the Region's High Priority Projects and the Hampton Roads Regional Transit Fund as an update to the HRTAC-adopted 2021-2026 Financial Plan and authorizes the Executive Director to conduct a public hearing and report back public comments for consideration in the Commission's action by no later than its June 17, 2021 Annual Organizational Meeting; Seconded by Mayor McKinley Price. A roll call vote of the voting Members was taken:

Mayor Rick West: Yes
Mayor Frank Rabil: Yes
Chair Donnie Tuck: Yes
Supervisor William McCarty: Yes
Supervisor Michael Hipple: Yes
Mayor McKinley Price: Yes

Mayor Kenneth Alexander: Yes
Mayor Gordon Helsel: Yes
Mayor Shannon Glover: Yes
Supervisor Christopher Cornwell: Yes
Mayor Michael Duman: Yes
Mayor Robert Dyer: Yes
Mayor Doug Pons: Yes
Supervisor Thomas Shepperd: Yes
Senator Louise Lucas: Yes
Senator Monty Mason: Yes
Delegate Clint Jenkins: Yes

Mr. John Mihaly confirmed The Motion Carried.

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

Mr. Kevin Page, HRTAC Executive Director, explained the proposed HRTAC 2045 Long Range Plan of Finance Update increased the budget for the highway program being achieved and undertaken by HRTAC and included \$552 million for transit projects. He thanked the General Assembly members for the additional funds allocated to HRTAC's transit efforts and reminded the Commission that the Plan of Finance Update also provided the fiscal constraints to the HRTPO's 2045 Long Range Transportation Plan.

Supervisor Michael Hipple, HRTAC Finance Committee Chair, indicated that the Finance Committee discussed this item during its March 16, 2021 meeting and concluded that the Plan of Finance Update should be approved for recommendation to the full Commission.

Supervisor William McCarty Moved that the Commission endorses the proposed 2045 Long Range Plan of Finance Update for the HRTAC High Priority Projects and authorizes the Executive Director to conduct a public hearing and report back public comments for consideration in the Commission's action at a future meeting to approve communicating the 2045 Long Range Plan of Finance Update for the HRTAC High Priority Projects to the HRTPO; Seconded by Supervisor Thomas Shepperd. A roll call vote of the voting Members was taken:

Mayor Rick West: Yes
Mayor Frank Rabil: Yes
Chair Donnie Tuck: Yes
Supervisor William McCarty: Yes
Supervisor Michael Hipple: Yes
Mayor McKinley Price: Yes
Mayor Kenneth Alexander: Yes
Mayor Gordon Helsel: Yes
Mayor Shannon Glover: Yes
Supervisor Christopher Cornwell: Yes

Mayor Michael Duman: Yes
Mayor Robert Dyer: Yes
Mayor Doug Pons: Yes
Supervisor Thomas Shepperd: Yes
Senator Louise Lucas: Yes
Senator Monty Mason: Yes
Delegate Clint Jenkins: Yes

Mr. John Mihaly confirmed The Motion Carried.

Discussion Items

D. Briefing re: Hampton Roads Bridge Tunnel Project Financing and HRTAC Hampton Roads Express Lanes Network Funding Plan Update

Mr. David Miller, PFM, reminded the Commission of the HRBT construction budget, HRBT funding sources and the financing reserves being funded from the Hampton Roads Transit Fund (HRTF). Mr. Miller reviewed the financing status of the HRBT Project with the Members and noted that an initial Toll Revenue Master Trust Indenture had been drafted. He explained that this document was to be used with HRTAC's lenders and bond holders and included certain financing covenants, including with respect to the repayment of the debt.

Mr. Miller stated that a form of the TIFIA loan agreement would be forthcoming and that a credit worthiness meeting had already been conducted with TIFIA personnel. He explained that the business terms for the TIFIA loans were currently being negotiated and would be backed by the HRTF and the Hampton Roads Express Lanes Network (HRELN) toll revenues.

Mr. Miller next reviewed the various segments and phases of construction of the HRELN. He indicated that the Virginia Department of Transportation (VDOT) currently had a Request for Proposals out for a tolling services integrator. Mr. Miller then highlighted a change in funding with respect to the HRELN, stating that there was previously a \$93 million funding gap to complete the HRELN Project by the fall of 2025. However, the General Assembly had recently appropriated \$93.1 million to the HRELN which will now allow all segments of the HRELN to be completed by October of 2025.

Mr. Miller reminded the Commission of the three segments making up Phase II of the HRELN Project and the two segments making up Phase III. He indicated that the cost estimates for Phases II and III has been reduced from \$940 million to \$806 million, of which \$26 million was expected to be funded by VDOT's toll facilities revolving account.

Mr. Miller outlined the following next steps for the Commission:

- Complete preparation for debt financing and Commission action;
- Continue documentation of sources and uses of funds for the HRELN;

- Conduct procurement for trustee services for the toll revenue backed debt;
- Continue TIFIA loan due diligence and development of business terms, following up preparation and negotiation of TIFIA loan agreements and related financing documentation;
- Evaluate TIFIA bond anticipation notes; and
- Finalize Standard Project Agreements.

This item was for discussion purposes only and no action was taken.

E. Briefing re: Hampton Roads Express Lanes Network Project Development

District Engineer Chris Hall, VDOT, updated the Commission on the development of the HRELN Project. He indicated that although the funding was in three phases, the construction could be completed in two phases.

He reviewed the segments included in the two phases of construction and reviewed the schedule for public engagement, request for proposals, notice to proceed and construction completion with the Commission. He stated that the project would be completed by December 2025 in concert with the opening of the new HRBT Project.

This item was for discussion purposes only and no action was taken.

Information Items

A. HRTAC Monthly Financial Report

Mr. Kevin Page, HRTAC Executive Director, reviewed the Monthly Financial Report with the Commission.

B. VDOT/HRTAC Project Updates, HRBT/Other

Mr. Kevin Page, HRTAC Executive Director, indicated that the VDOT/HRTAC Monthly Project Reports were included in the agenda.

C. HRTAC Special Meeting – April 15, 2021

Mr. Kevin Page, HRTAC Executive Director, indicated that a special meeting might be needed pending progress of debt financing matters.

D. HRTAC Annual Organizational Meeting – June 17, 2021, 12:30 p.m.

Adjournment

With no further business to come before the Hampton Roads Transportation Accountability Commission, the meeting adjourned at 1:25 p.m.



Donnie Tuck
HRTAC Chair