

**Hampton Roads Transportation
Accountability Commission (HRTAC)**
Summary Minutes of the January 21, 2021 Special Commission Meeting

The Hampton Roads Transportation Accountability Commission (HRTAC) Special Meeting was called to order at 8:30 a.m. by conference call due to COVID-19, with the following in attendance by telephone:

HRTAC Members in Attendance:

Donnie Tuck, Acting Chair	Gordon Helsel, PQ
Rick West, CH	Christopher Cornwell, SH
Frank Rabil, FR	Michael Duman, SU
William McCarty, IW	Thomas G. Shepperd, YK
Michael Hipple, JC	Robert Dyer, VB
McKinley Price, NN	Delegate Clint Jenkins, VGA*
Martin Thomas (in for) Kenneth Alexander, NO	Delegate Mike Mullin, VGA
Shannon Glover, 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	Al Moor, SU
Amanda Jarratt, FR	Patrick Duhaney, VB
Scott Stevens, JC	Christopher Hall, VDOT
J. Randall Wheeler, PQ	Pat Dent, WM
Michael Johnson, SH	Tom Inglima, Willcox & Savage

HRTAC Voting Members Absent:

Senator Louise Lucas, VGA	Senator Monty Mason, VGA
---------------------------	--------------------------

HRTAC Ex-Officio Members Absent:

Jennifer Mitchell, DRPT

* Denotes Late Arrival or Early Departure

Others Recorded Attending:

Jim Calpin, Scott Detar (Bank of America/Merrill Lynch); William Harrell (HRT); David Miller (PFM); Eric Ballou (Kaufman and Canoles); 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 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
Acting Chair Donnie Tuck: Present
Supervisor William McCarty: Present
Supervisor Michael Hipple: Present
Mayor McKinley Price: Present
Mr. Martin Thomas: Present
Mayor Gordon Helsel: Present
Mayor Shannon Glover: Present
Supervisor Christopher Cornwell: Present
Mayor Michael Duman: Present
Mayor Robert Dyer: Present
Mayor Doug Pons: No Response
Supervisor Thomas Shepperd: Present
Senator Louise Lucas: No Response
Senator Monty Mason: No Response
Delegate Clint Jenkins: No Response
Delegate Mike Mullin: Present
Board Member John Malbon: Present
Commissioner Stephen Brich: Present
Director Jennifer Mitchell: No Response
Officer Cathie Vick: Present

The quorum was confirmed by Mr. John Mihaly.

Approval of Agenda

Delegate Clint Jenkins arrived.

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

Mayor Rick West: Yes
Mayor Frank Rabil: Yes
Acting Chair Donnie Tuck: Yes
Supervisor William McCarty: Yes
Supervisor Michael Hipple: Yes
Mayor McKinley Price: Yes
Mr. Martin Thomas: Yes
Mayor Gordon Helsel: Yes
Mayor Shannon Glover: Yes
Supervisor Christopher Cornwell: Yes
Mayor Michael Duman: Yes
Mayor Robert Dyer: Yes
Mayor Doug Pons: No Response
Supervisor Thomas Shepperd: Yes
Senator Louise Lucas: No Response
Senator Monty Mason: No Response
Delegate Clint Jenkins: Yes
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 Acting Chair, Donnie Tuck, welcomed new Members from Portsmouth, Suffolk and Poquoson and noted the authorized designee from Norfolk.

Consent Items

- A. Minutes of the December 10, 2020 Regular Meeting
- B. Amendment to the Approved HRTAC FY2021 Administrative and Project Development Budget – Investment Grade Traffic and Revenue Study and TIFIA Loan Application Costs
- C. Amendment to the Approved HRTAC FY2021-FY2026 HRTAC Six Year Improvement Plan – HRBT Project Toll Facility Collection Equipment Construction and Integration Plan
- D. Amendment to the Approved FY2021-2026 HRTAC Six Year Improvement Plan – Phase 1 Preliminary Engineering for Hampton Roads Express Lanes Network Segments 1, 4A, 4B, and 4C

Pat Dent and Michael Duman were present and acting during the meeting, but did not appear to have met the procedural requirements to vote, so for purposes of determining whether motions in these Minutes were approved or “carried”, the votes cast by each of them were disregarded.

E. Official Intent for Allocation of Bond Proceeds to Reimburse HRTAC Expenditures on Hampton Roads Express Lanes Project

Mayor Bobby Dyer Moved to approve the consent agenda items; Seconded by Supervisor Thomas Shepperd. A roll call vote of the voting Members was taken:

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

Mr. John Mihaly confirmed The Motion Carried.

Action Item

A. Special Election of Chair and, if necessary, Vice Chair of the Commission

Mr. Tom Inglima, HRTAC Counsel, informed the Commission of the vacancy in its Chair office as a result of the end of Mayor Johnson's term in Suffolk. He reminded the Members that under the Bylaws, the vacancy is to be filled by special election. In addition, if Mayor Tuck who currently serves as Vice Chair is elected as Chair, a vacancy for the Vice Chair office would result and the election of Mayor Tuck's successor would need to be addressed. He reminded the Commission that each vacancy would be voted on separately and of the requirements for nominees.

Nominating Committee Chair, Mayor Frank Rabil, voiced the Nominating Committee's recommendation for the office of Chair to be filled by Mayor Donnie Tuck. No other nominations were brought forward by Members.

Supervisor Michael Hipple Moved to close the Chair Nominations and elect Mayor Donnie Tuck as Chair; Seconded by Mayor Frank Rabil. A roll call vote was taken to approve Mayor Tuck as the Chair of the Commission:

Mayor Rick West: Yes

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

Mr. John Mihaly confirmed The Motion Carried.

Nominating Committee Chair, Mayor Frank Rabil, voiced the Nominating Committee's recommendation for the office of Vice Chair to be filled by Mayor Rick West. No other nominations were brought forward by Members.

Supervisor Michael Hipple Moved to close the Vice Chair Nominations and elect Mayor Rick West as Vice Chair; Seconded by Mayor Frank Rabil. A roll call vote was taken to approve Mayor Rick West as the Vice Chair of the Commission:

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

Mr. John Mihaly confirmed The Motion Carried.

Discussion Item

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

Mr. Kevin Page, HRTAC Executive Director, informed the Commission that this agenda item was for discussion only and would assist the Members in other critical action agenda items. He reviewed a map of the Hampton Roads Express Lanes Network (HRELN) which identified the segments included in each construction phase of the HRELN project.

Mr. David Miller, PFM, outlined the current status of the Hampton Roads Bridge Tunnel (HRBT) financing. He clarified that the financing documents included in today's agenda for approval would keep the financing moving forward and that the documents did not authorize the issuance of debt. He next turned to the toll revenue investment-grade ratings required in connection with the TIFIA loans and stated that HRTAC receive one investment grade rating in December 2020 and expected to receive a second rating by January 22, 2021. Mr. Miller stated that HRTAC was on track to close the TIFIA loans by July 2021.

Members were shown a graph detailing the construction budget and funding sources for the HRBT project. Mr. Miller explained the financing reserve budget, including the sources and amounts, noting that the Toll Revenue Stabilization Fund would require an increase from \$4M to \$10M due to the rating agencies' feedback based on the stress tests that had been conducted. He emphasized that the Toll Revenue Stabilization Fund was for credit enhancement only and in the base case is not expected to be used.

Mr. Miller next outlined the HRELN Phase II and Phase III Project construction cost estimates received in December and summarized the preliminary funding plan for those Projects.

Mr. Page stated that this same presentation had been given to the HRTAC Finance Committee and the Committee Chair, Supervisor Michael Hipple, felt it prudent to be shared with the full Commission for transparency. He also noted that when completed by approximately October 2025, the HRELN project would add an additional 44 lane miles, which is a major accomplishment.

Members questioned whether the South Trestle Repair monies were included in the project funding.

Mr. Page responded that those costs were itemized as a VDOT responsibility and were not part of HRTAC's funding commitment.

Action Items

C. Hampton Roads Express Lanes Network Initial Tolling Policy

Mr. Kevin Page, HRTAC Executive Director, explained that the HRELN Initial Toll Policy was a component in an interconnected network of decisions. He stated that the action taken today was laying the framework for future decisions.

He highlighted the Toll Policy Resolution 2021-02 before the Commission included the minimum toll cost of 6 cents per mile with a target speed of 45 miles per hour before dynamic tolling begins.

Mr. Tom Inglima reviewed the Resolution with the Members. He indicated that the Resolution covered three fundamental areas: recitals; language adopting the Policy; and the specifics of the Policy, which are attached to the Resolution.

He explained that the recitals provided the background and context for the HRELN Initial Tolling Policy and stated that once adopted by HRTAC, they would be presented to the Commissioner of Highways and the Commonwealth Transportation Board (CTB) in accordance with the Master Tolling Agreement for assessment regarding whether they would cause an adverse effect from a safety or operational perspective. Mr. Inglima then outlined the contents of the Policy, including, but not limited to, the hours of operation, toll collection methods, minimum rate escalator, permitted vehicles and exceptions.

Mr. Page summarized the dynamic tolling method for the Commission and the next steps once the Resolution was approved.

Mayor Bobby Dyer Moved that the Commission: (1) adopt the Resolution authorizing the initial tolling policies of the Hampton Roads Express Lanes Network Resolution 2021-02; and (2) authorize and direct the Executive Director for and on behalf of the Commission to provide the initial tolling policies to the Commissioner of Highways and request in accordance with Section 5.02(a)(iii) of the Master Agreement for Development and Tolling of Hampton Roads Express Lanes Network the issuance of a "No Exception Notice" under such agreement; Seconded by Supervisor Thomas Shepperd. A roll call vote was taken:

Mayor Rick West: Yes

Mayor Frank Rabil: Yes

Acting Chair Donnie Tuck: Yes

Supervisor William McCarty: Yes

Supervisor Michael Hipple: Yes

Mayor McKinley Price: Yes

Mr. Martin Thomas: Yes

Mayor Gordon Helsel: No Response

Mayor Shannon Glover: Yes

Supervisor Christopher Cornwell: Yes

Mayor Michael Duman: Yes

Mayor Robert Dyer: Yes

Mayor Doug Pons: No Response
Supervisor Thomas Shepperd: Yes
Senator Louise Lucas: No Response
Senator Monty Mason: No Response
Delegate Clint Jenkins: Yes
Delegate Mike Mullin: Yes

Mr. John Mihaly confirmed The Motion Carried.

D. HRTAC Toll Revenue Bond Resolution – Toll Revenue Bond Indenture and Financings Structure

Mr. Eric Ballou, Kaufman and Canoles, identified the two financing resolutions before the Commission – one to approve the legal structure, documentation, and steps for the issuance of toll revenue bonds, and another to validate the financing structure. He reminded the Commission that the first resolution was not for any issuance of debt but only to establish the structure and documentation for issuance and that Commission authorization would be needed for debt issuance at a later time.

Members were briefed on the Master Toll Indenture and its purpose and the bond validation process. Mr. Ballou summarized the proposed financing resolutions for the Members.

Mayor West Moved that the Commission: (1) approve Resolution 2021-03 for Authorizing Indenture for Toll Roads System Revenue Bonds; and (2) approve Resolution 2021-04 for Authorizing Certain Legal Proceedings to Establish the Validity of Toll Roads System Revenue Bonds; Seconded by Supervisor Thomas Shepperd. A roll call vote was taken:

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

Mr. John Mihaly confirmed The Motion Carried.

Information Items

A. HRTAC Monthly Financial Report

Finance Chair, Supervisor Hipple highlighted the Monthly Financial Report with the Commission

B. VDOT/HRTAC Project Updates, HRBT/Other

Mr. Jim Utterback, VDOT HRBT Project Manager, stated that two regional projects, Segment III of 64 and 64/264 Interchange Phase II, were scheduled to be completed this calendar year.

Mr. Christopher Hall, VDOT District Administrator, indicated positive progress and highlighted the milestones that had been reached for a series of projects.

C. Commission Meeting Schedule for Calendar Year 2021

Chair Tuck indicated that the Commission Meeting Schedule for Calendar Year 2021 was included in the agenda packet.

D. Next HRTAC Regular Meeting – March 18, 2021, 12:30 p.m.

Adjournment

With no further business to come before the Hampton Roads Transportation Accountability Commission, the meeting adjourned at 9:47 a.m.



Donnie Tuck
HRTAC Chair