



HRTAC RESOLUTION 2019-01

I-64 HAMPTON ROADS BRIDGE-TUNNEL EXPANSION PROJECT; APPROVAL OF AND AUTHORIZATION TO ENTER INTO PROJECT AGREEMENT FOR FUNDING AND ADMINISTRATION

WHEREAS, on October 20, 2016, the Hampton Roads Transportation Planning Organization selected the Hampton Roads Crossing Study SEIS Preferred Alternative - A, known today as the I-64 Hampton Roads Bridge-Tunnel Expansion Project (the "Project"), and recommended that the Hampton Roads Transportation Accountability Commission (the "Commission") take action to implement the Project as part of the prioritized congestion relief projects for the Hampton Roads region;

WHEREAS, the Commission has developed and approved a funding plan that includes the Project (the "Funding Plan") and a related debt management plan;

WHEREAS, under the Funding Plan, the Commission may allocate up to \$3.562 billion to the Project, assuming \$345 million in toll-backed financing is received by the Commission, or \$3.217 billion without such toll-backed financing;

WHEREAS, pursuant to the Virginia Code Section 33.2-1808, the Virginia Department of Transportation (the "Department") desires to enter into a comprehensive agreement with Hampton Roads Connector Partners (the "Design-Builder") to design and construct the Project for a fixed price of \$3.3 billion (rounded) (the "D-B Fixed Price");

WHEREAS, the Commission has negotiated with the Department a Project Agreement for Funding and Administration (the "PAFA"), which includes a "Project Budget" that includes the D-B Fixed Price plus certain other owner costs, both known and contingent, totaling \$562 million;

WHEREAS, through the PAFA, the Commission will provide the primary portion of the funding for the Project, but the Commission's maximum financial commitment will not exceed the sum of: (i) \$3.217 billion, plus (ii) \$345 million if the toll-backed financing contemplated by the Funding Plan is received by the Commission, minus (iii) Applicable Award Funds and Excess CTB-Sourced Toll Funds (as those terms are defined in the PAFA), if any (such sum, the "Maximum Commission Financial Commitment");



WHEREAS, the contingent portion of owner costs may include costs arising out of certain Work Orders (as defined in the PAFA) and other compensable costs that are not within the Design-Builder's D-B Fixed Price;

WHEREAS, the PAFA includes certain provisions that address when such Work Orders and other compensable costs (i) may be resolved by the Department without separate approval from the Commission, (ii) are subject to approval by the Commission's Chair and Executive Director ("Delegated Approval Matters"), or (iii) are subject to approval by the Commission's governing body;

WHEREAS, in light of the role that toll-backed financing will have in the funding of the Project, the Commission, the Department and the Commonwealth Transportation Board (the "CTB") intend to enter into a Master Tolling Agreement that addresses tolling and the parties' collective objectives, priorities, and policies relating thereto (the "Master Tolling Agreement");

WHEREAS, under the PAFA, the Commission and the Department agree to use their best efforts and use all reasonable means to reach agreement on the Master Tolling Agreement on or before October 31, 2019;

WHEREAS, on March 20, 2019, Commission staff posted publicly a substantially final version of the PAFA (the "Definitive PAFA"); and

WHEREAS, the Commission now desires to approve the Definitive PAFA;

NOW, THEREFORE, BE IT RESOLVED, that the Commission (i) approves the Definitive PAFA, and (ii) authorizes the Chair to execute and deliver the Definitive PAFA on behalf of the Commission with any clarifying edits or modifications thereto (expressly excluding any increase to the Maximum Commission Financial Commitment) that the Chair and the Executive Director, upon advice of counsel, determine to be necessary or appropriate;

BE IT FURTHER RESOLVED, that, without limiting the foregoing, the Commission expressly delegates to the Chair and Executive Director the ability to make decisions on behalf of the Commission with respect to the Delegated Approval Matters; and

BE IT FURTHER RESOLVED, that each of the Commission's officers, including the Chair and Executive Director, is hereby authorized to take actions, for and on behalf of the Commission, as such officer considers necessary, desirable or appropriate to assist the Commission in the performance of its obligations under the PAFA.

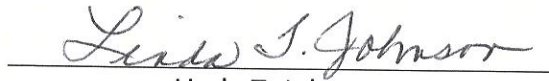


APPROVED and ADOPTED by the Hampton Roads Transportation Accountability Commission at its meeting on the 28th day of March, 2019.



Michael J. Hipple
Chair

Hampton Roads Transportation
Accountability Commission



Linda T. Johnson
Vice-Chair

Hampton Roads Transportation
Accountability Commission