

HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY

NOTICE OF AND AGENDA FOR A REGULAR MEETING TO BE HELD BY THE BOARD OF DIRECTORS

DATE: TUESDAY, MAY 22, 2018
TIME: 5:30 PM
PLACE: PHARR CITY HALL
2nd FLOOR CITY COMMISSION CHAMBERS
118 SOUTH CAGE BOULEVARD
PHARR, TEXAS 78577

PRESIDING: S. DAVID DEANDA, JR, CHAIRMAN

PLEDGE OF ALLEGIANCE

INVOCATION

CALL TO ORDER OF A WORKSHOP

1. Review of proposed Change Order Number 3 for the 365 Tollway Project.

CALL TO ORDER AND ESTABLISHMENT OF A QUORUM FOR REGULAR MEETING

1. REPORTS

- A. Report on Program Manager Activity for 365 Tollway Project and IBTC Environmental Clearance Document – Eric Davila, HCRMA
- B. Report on Construction Activity for US 281/Military Highway Overpass/BSIF Connector Project and Donna Lift Station – Ramon Navarro, HCRMA

2. **CONSENT AGENDA** *(All matters listed under Consent Agenda are considered to be routine by the Governing Body and will be enacted by one motion. There will be no separate discussion of these items; however, if discussion is desired, that item(s) will be removed from the Consent Agenda and will be considered separately. The Governing Body may also elect to go into Executive Session on any item on this agenda, whether or not such item(s) are posted as an Executive Session Item, at any time during the meeting when authorized by provisions of the Open Public Meeting Act.)*

- A. Approval of Minutes for the Regular Meeting held April 24, 2018 and Special Board Meeting held May 11, 2018.
- B. Approval of Project & General Expense Report for the period from April 7, 2018 to May 4, 2018.
- C. Approval of Financial Report for April 2018.

3. REGULAR AGENDA

- A. Resolution 2018-19 – Approval of One Year Extension to the Professional Service Agreement with Hilltop Securities (First Southwest) to provide Financial Advisory Services to the Hidalgo County Regional Mobility Authority.
- B. Resolution 2018 – 21 – Approval of Change Order Number 3 with Johnson Bros. Corporation for construction of the 365 Tollway Project from US 281/Military Highway to FM 396 (Anzalduas Highway).

4. CHAIRMAN'S REPORT

A. None.

5. TABLED ITEMS

A. None.

6. EXECUTIVE SESSION, CHAPTER 551, TEXAS GOVERNMENT CODE, SECTION 551.071 (CONSULTATION WITH ATTORNEY), SECTION 551.072 (DELIBERATION OF REAL PROPERTY), AND SECTION 551.074 (PERSONNEL MATTERS)

- A. Consultation with Board Attorney on legal issues pertaining to the Texas Department of Transportation State Infrastructure Bank Loan for the 365 Tollway Project (Section 551.071 T.G.C.)
- B. Consultation with Board Attorney on legal issues pertaining to Professional Service Agreements for Engineering, Surveying and Environmental Services (Section 551.071 T.G.C.).
- C. Consultation with Board Attorney on legal issues pertaining to the deliberation of real property for various parcels for the 365 Tollway Project and International Bridge Trade Corridor Project (Sections 551.071 and 551.072 T.G.C.).
- D. Consultation with Board Attorney on legal issues pertaining to the use of Eminent Domain to acquire property required to complete the project alignments of the 365 Tollway Project (Sections 551.071 and 551.072 T.G.C.).
- E. Consultation with Board Attorney on legal issues pertaining to the Environmental Clearance Document for the International Bridge Trade Corridor Project (Section 551.071 T.G.C.).
- F. Consultation with Board Attorney on legal issues pertaining to Authorizing the Issuance, Sale and Delivery of one or more Series of Hidalgo County Regional Mobility Authority Senior Lien Revenue Bonds, Series 2017 in accordance with certain financing parameters; Approving the Form of, and Authorizing the Execution and Delivery of, the First Supplemental Trust Indenture; Appointing Authorized Officers to Authorize, Approve and Determine certain terms and provisions of the Series 2017 Bonds; Authorizing the execution and delivery of a contract of purchase for the Series 2017 Bonds; Approving the preparation of an Official Statement in connection with the Offering and Sale of such Bonds; Authorizing the Execution and Delivery of Documents and Instruments in Connection with the Foregoing; and Enacting other provisions relating to the subject (Section 551.071 T.G.C.).
- G. Consultation with Board Attorney on legal issues pertaining to the Toll System Installation, Integration and Maintenance Contract with ETC Corporation for the Hidalgo County Regional Mobility Authority 365 Tollway Project (Section 551.071 T.G.C.).
- H. Consultation with Board Attorney on legal issues pertaining to the construction contract with Johnson Bros. Corporation for construction of the 365 Tollway Project from US 281/Military Highway to FM 396 (Anzalduas Highway) (Section 551.071 T.G.C.).

PUBLIC COMMENT

ADJOURNMENT OF REGULAR MEETING

CERTIFICATION

I, the Undersigned Authority, do hereby certify that the attached agenda of the Hidalgo County Regional Mobility Authority Board of Directors is a true and correct copy and that I posted a true and correct copy of said notice on the Hidalgo County Regional Mobility Authority Web Page (www.hcrma.net) and the bulletin board in the Hidalgo County Court House (100 North Closner, Edinburg, Texas 78539), a place convenient and readily accessible to the general public at all times, and said Notice was posted on the **16th** day of **May 2018** at **12:00 pm** and will remain so posted continuously for at least 72 hours preceding the scheduled time of said meeting in accordance with Chapter 551 of the Texas Government Code.

Maria E. Alaniz
Administrative Assistant

Note: If you require special accommodations under the Americans with Disabilities Act, please contact Maria E. Alaniz at 956-402-4762 at least 24 hours before the meeting.

PUBLIC COMMENT POLICY

Public Comment Policy: "At the beginning of each HCRMA meeting, the HCRMA will allow for an open public forum/comment period. This comment period shall not exceed one-half (1/2) hour in length and each speaker will be allowed a maximum of three (3) minutes to speak. All individuals desiring to address the HCRMA must be signed up to do so, prior to the open comment period. The purpose of this comment period is to provide the public an opportunity to address issues or topics that are under the jurisdiction of the HCRMA. For issues or topics which are not otherwise part of the posted agenda for the meeting, HCRMA members may direct staff to investigate the issue or topic further. No action or discussion shall be taken on issues or topics which are not part of the posted agenda for the meeting. Members of the public may be recognized on posted agenda items deemed appropriate by the Chairman as these items are considered, and the same time limitations (3 minutes) applies."

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Workshop

Item 1

HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY

AGENDA RECOMMENDATION FORM

BOARD OF DIRECTORS	<u> X </u>	AGENDA ITEM	<u> 1 </u>
PLANNING COMMITTEE	<u> </u>	DATE SUBMITTED	<u> 05/15/18 </u>
FINANCE COMMITTEE	<u> </u>	MEETING DATE	<u> 05/22/18 </u>
TECHNICAL COMMITTEE	<u> </u>		

1. Agenda Item: **REVIEW OF PROPOSED CHANGE ORDER 3 FOR THE 365 TOLLWAY PROJECT**
2. Nature of Request: (Brief Overview) Attachments: X Yes No
Review of proposed Change Order 3 for the 365 Tollway Project
3. Policy Implication: Board Policy, Local Government Code, Texas Government Code, Texas Transportation Code, TxDOT Policy
4. Budgeted: Yes No X N/A
5. Staff Recommendation: **Review only.**
6. Program Manager's Recommendation: Approved Disapproved X None
7. Planning Committee's Recommendation: Approved Disapproved X None
8. Board Attorney's Recommendation: Approved Disapproved X None
9. Chief Auditor's Recommendation: Approved Disapproved X None
10. Chief Financial Officer's Recommendation: Approved Disapproved X None
11. Chief Development Engineer's Recommendation: Approved Disapproved X None
12. Chief Construction Engineer's Recommendation: Approved Disapproved X None
13. Executive Director's Recommendation: Approved Disapproved X None

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Item 1A

HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY

AGENDA RECOMMENDATION FORM

**BOARD OF DIRECTORS
PLANNING COMMITTEE
FINANCE COMMITTEE
TECHNICAL COMMITTEE**

X

[illegible]

1A
5/14/18
5/22/18

1. Agenda Item: **REPORT ON PROGRAM MANAGEMENT ACTIVITY FOR 365 TOLLWAY AND IBTC PROJECTS.**
2. Nature of Request: (Brief Overview) Attachments: ☒ Yes ☐ No
Report on Program Management Activity for 365 Tollway and IBTC Projects.
3. Policy Implication: Board Policy, Local Government Code, Texas Government Code, Texas Transportation Code, TxDOT Policy
4. Budgeted: ☐ Yes ☐ No ☒ N/A
5. Staff Recommendation: **Report only**
6. Program Manager's Recommendation: ☐ Approved ☐ Disapproved ☒ None
7. Planning Committee's Recommendation: ☐ Approved ☐ Disapproved ☒ None
8. Board Attorney's Recommendation: ☐ Approved ☐ Disapproved ☒ None
9. Chief Auditor's Recommendation: ☐ Approved ☐ Disapproved ☒ None
10. Chief Financial Officer's Recommendation: ☐ Approved ☐ Disapproved ☒ None
11. Chief Development Engineer's Recommendation: ☐ Approved ☐ Disapproved ☒ None
12. Chief Construction Engineer's Recommendation: ☐ Approved ☐ Disapproved ☒ None
13. Executive Director's Recommendation: ☐ Approved ☐ Disapproved ☒ None



HCRMA
HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY

BOARD OF DIRECTORS MEETING FOR MAY 2018

HCRMA Board of Directors

S. David Deanda, Jr., Chairman

Forrest Runnels, Vice-Chairman

Ricardo Perez, Secretary/Treasurer

R. David Guerra, Director

Paul S. Moxley, Director

Alonzo Cantu, Director

Ezequiel Reyna, Jr., Director

HCRMA Staff

Pilar Rodriguez, PE, Executive Dir.

Ramon Navarro IV, PE, CFM, Chief Construction Eng.

Eric Davila, PE, CFM, Chief Development Eng.

Carlos "CJ" Moreno, Jr., Acquisition Coord.

Celia Gaona, CIA, Chief Auditor/Compliance Ofcr.

Jose Castillo, Chief Financial Ofcr.

Sergio Mandujano, Constr. Records Keeper

Maria Alaniz, Admin. Assistant

Flor E. Koll, Admin. Assistant III (Constr.)

General Engineering Consultant

HDR ENGINEERING, INC.

***Report on HCRMA Program Management Activity
Chief Development Engineer – Eric Davila, PE, PMP, CFM***

► OVERVIEW

- ❑ 365 TOLL Project Overview
- ❑ IBTC Project Overview
- ❑ Overweight Permit Summary
- ❑ Construction Economics Update

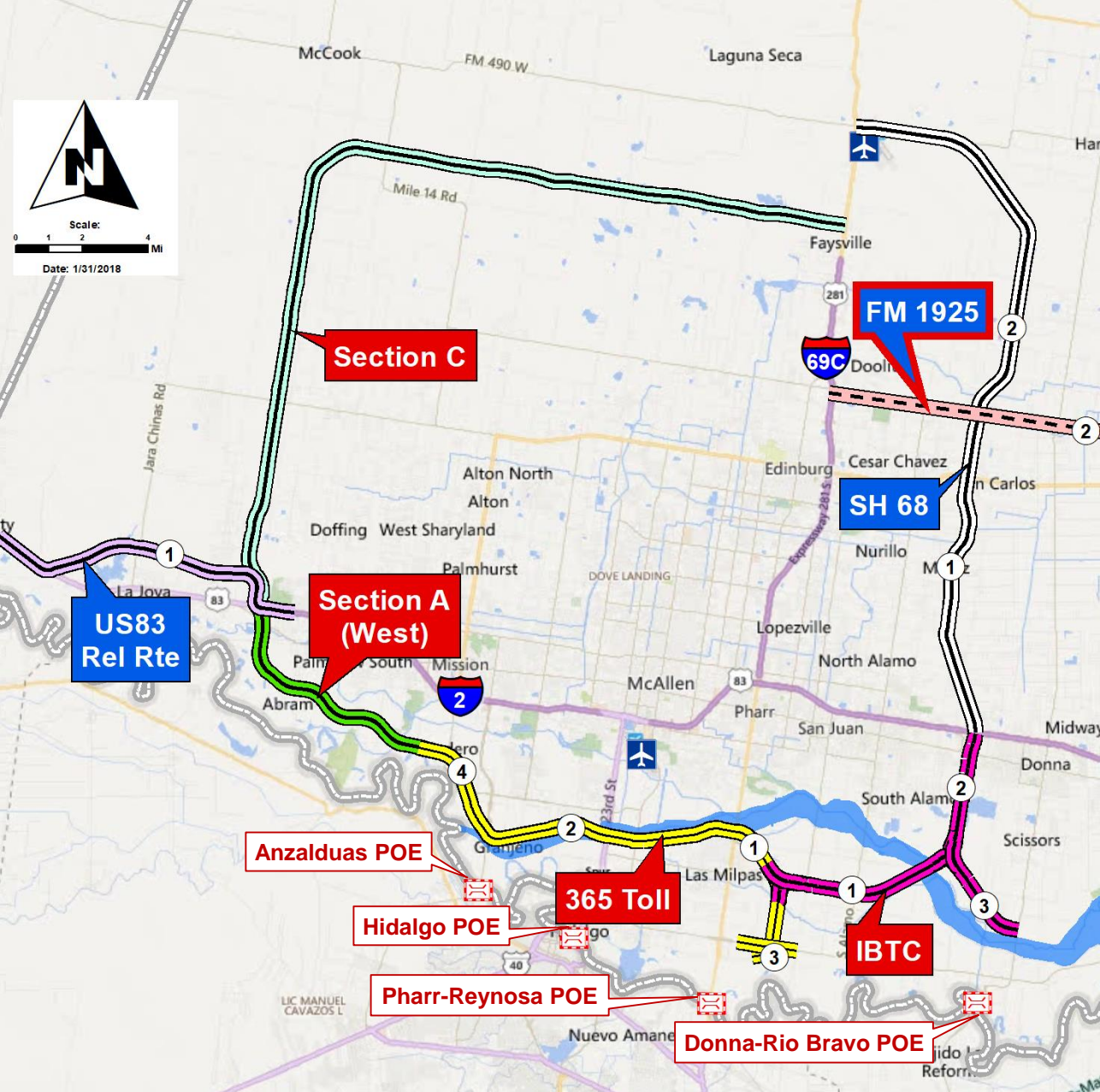
MISSION STATEMENT:

“To provide our customers with a rapid and reliable alternative for the safe and efficient movement of people, goods and services”



HCRMA STRATEGIC PLAN

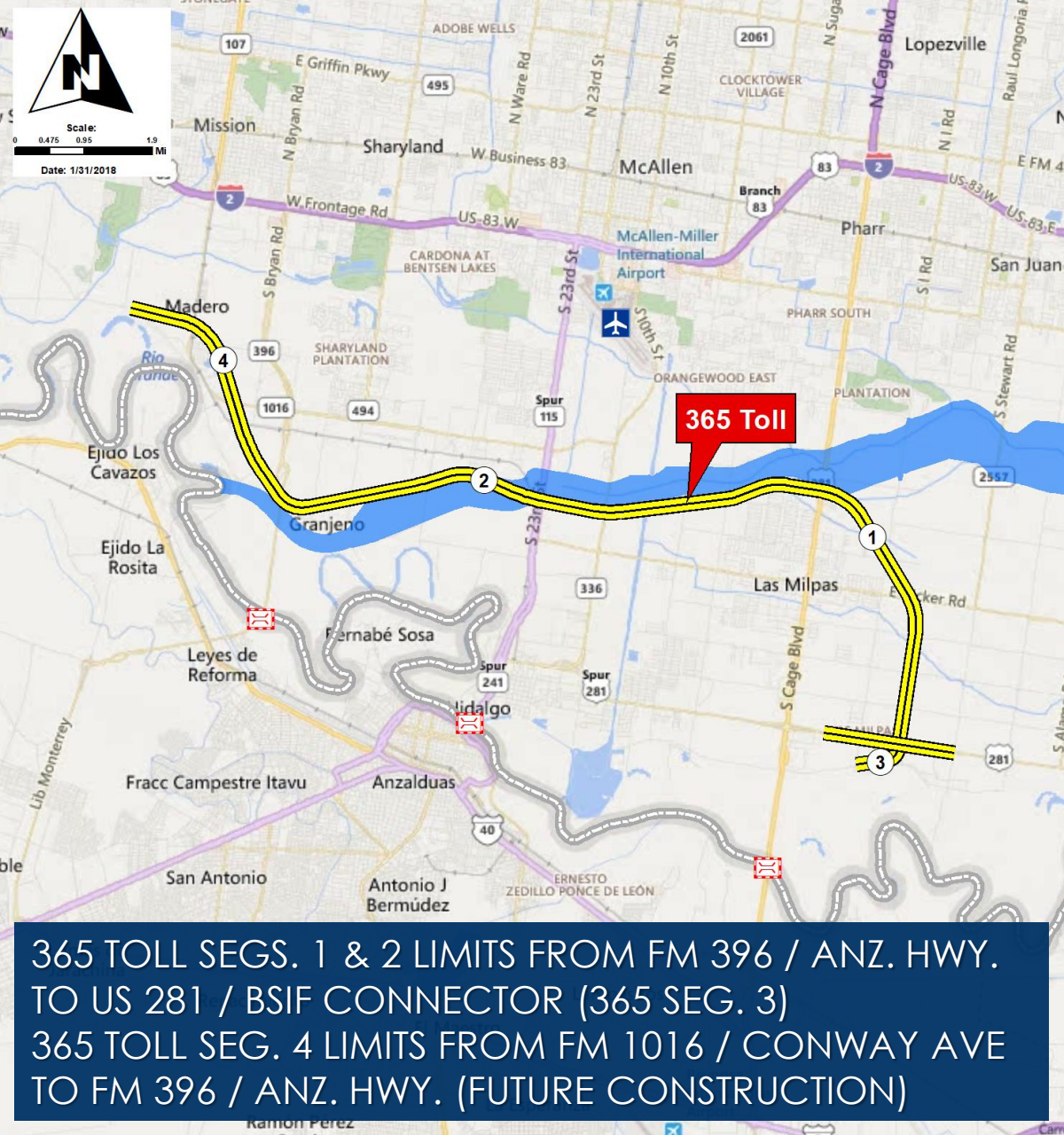
DEVELOP THE
INFRASTRUCTURE TO
SERVE A POPULATION
OF APPROXIMATELY
800,000 RESIDENTS
AND
5 INTERNATIONAL
PORTS OF ENTRY



► SYSTEMWIDE TASKS

- ❑ Continued Management of HCRMA ProjectWise System
 - Used for our all electronic core DESIGN and CONSTR related filing and coordination.
 - Being used for 365 Toll VECF.
- ❑ Finalized Microsoft Office 365 Migration
 - Transferred domain/webhosting to HCRMA hosted solution.
- ❑ Overweight permit white paper initiated
 - HCRMA working with TxDOT PHR to delineate the maintenance burden by weight classification of truck, and to inform the permit users how the proposed fee increase will help sustain the overweight network.





MAJOR MILESTONES:

NEPA CLEARANCE
07/03/2015

95% ROW AS OF
06/30/2017

PH 1: 365 SEG. 3 –
LET: 08/2015
STARTED: 02/2016

PH 2: 365 TOLL
SEGS. 1 & 2 –
LETING: 10/2017
START: 01/2018

► 365 TOLL

365 TOLL

- ❑ Env.: Final USIBWC No Objection Letter acquired.
- ❑ Surveys: SUE complete, “gap” parcels ongoing for public Row that needs to eventually get incorporated into HCRMA ROW Map.
- ❑ ROW Acquisition: 25 parcels remaining (23 final resolution with irrigation districts), representing 5% of the remaining area.
- ❑ Utility Relo.: Ongoing
- ❑ Drainage Outfalls: HCDD1 Providing Schematics End of Sept 2017 for priority 1 outfalls.
- ❑ Design (PS&E):
 - Segment engineers addressing TxDOT 100% comments.



► 365 TOLL

365 TOLL

□ Bid Phase summary:

- Formal announcement posted to website:
<http://hcrma.net/bids.html>
- CivCAST Highlights
 - All Electronic Bidding Process
 - 308 Plan Holders
 - 280 Questions Asked (100% of them answered).
 - 450 plan sheet revisions coordinated / issued over 4 addenda.
- Bid Proposal Summary:
 1. **Johnson Bros Corp., a Southland Company**
\$202,548,591.57
 2. Anderson Columbia Company, Inc. \$233,445,739.29
 3. Pulice-Flatiron JV \$252,286,943.96
 4. Lane-Abrams Toll 365 Joint Venture \$279,428,828.61
 5. Webber, LLC \$289,374,971.13



► 365 TOLL

365 TOLL

- ❑ Post-NEPA Activity:
 - USIBWC Coordination during Construction
 - USACE 404 Site Grading Improvements
- ❑ GEC Activity (HDR Engineering, Inc.):
 - Conducted due diligence on construction costs and operational modeling.
 - GEC Report 100% complete.
- ❑ Value Engineering Change Proposal:
 - Since Johnson Bros. Corp. initiated CO#1 / CO#2, with the latter having items for potential cost savings proposals. In response to CO#2, the HCRMA has prepared items for their review/consideration and have scheduled VECP Session to be held May 14 – 16.



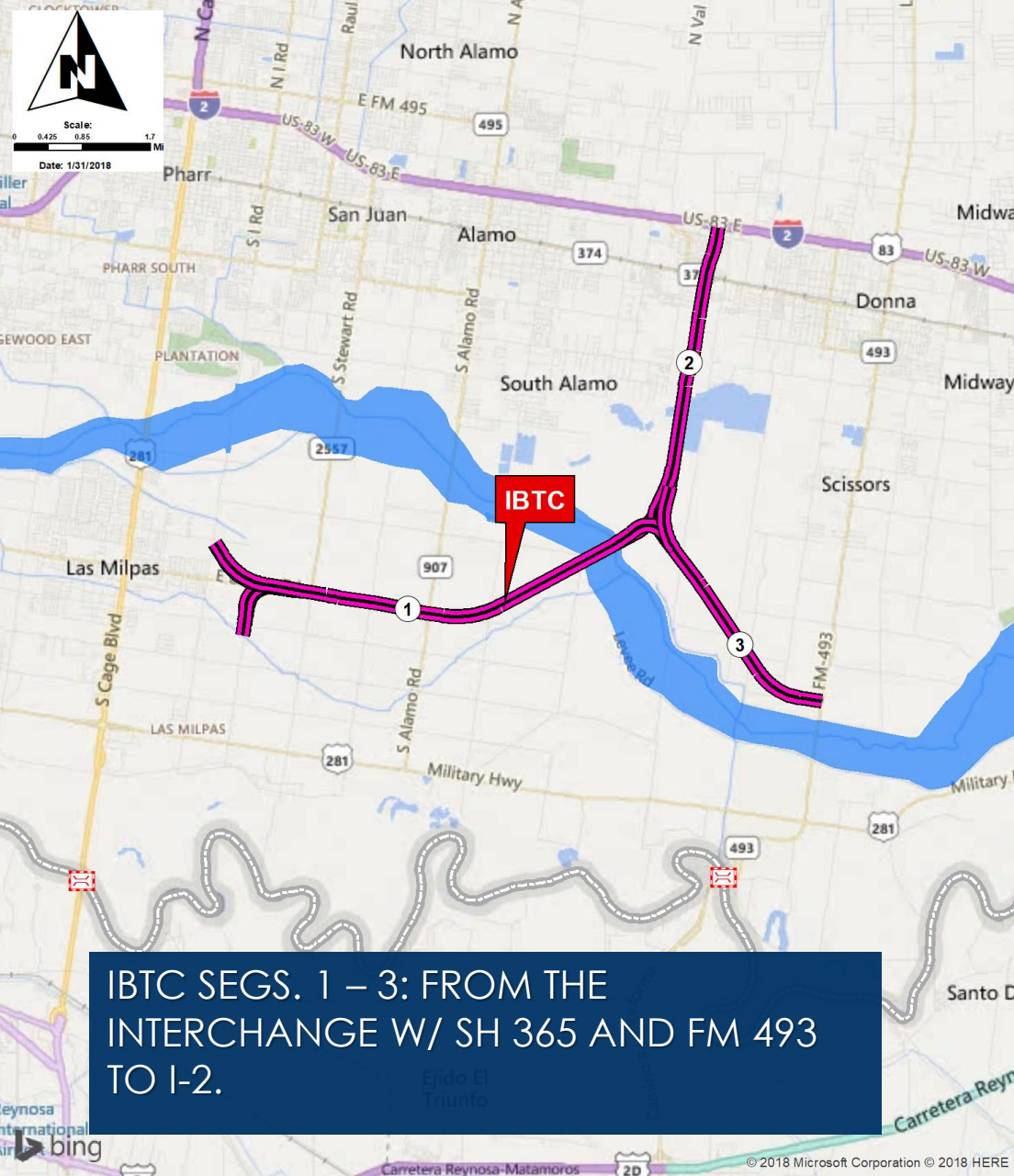
► 365 TOLL

365 TOLL

□ Finance:

- Construction / operations modeling ongoing.
- Coordinating Maps / content necessary for prelim. official statement (POS).





IBTC

MAJOR MILESTONES:

OBTAINED EA ENV
CLASSIF.: 11/2017

EST. NEPA
CLEARANCE: 03/2020

EST. LETTING: 01/2021
EST. OPEN: 06/2024



❑ Advance Planning

- Env.: Classification Letter and Scoping Toolkit Submitted Aug 2017
 - TxDOT concurred with the EA Classification
 - Held IBTC Environmental Kick off with TxDOT PHR / ENV April 6, 2018.
 - Requested VRF UTP Matching Funds to be allocated toward ROW acquisition on this project.
- Surveys (65% complete)
- ROW Acquisition (33% complete)
- Utility Relo. (25%, SUE done, process initiated)

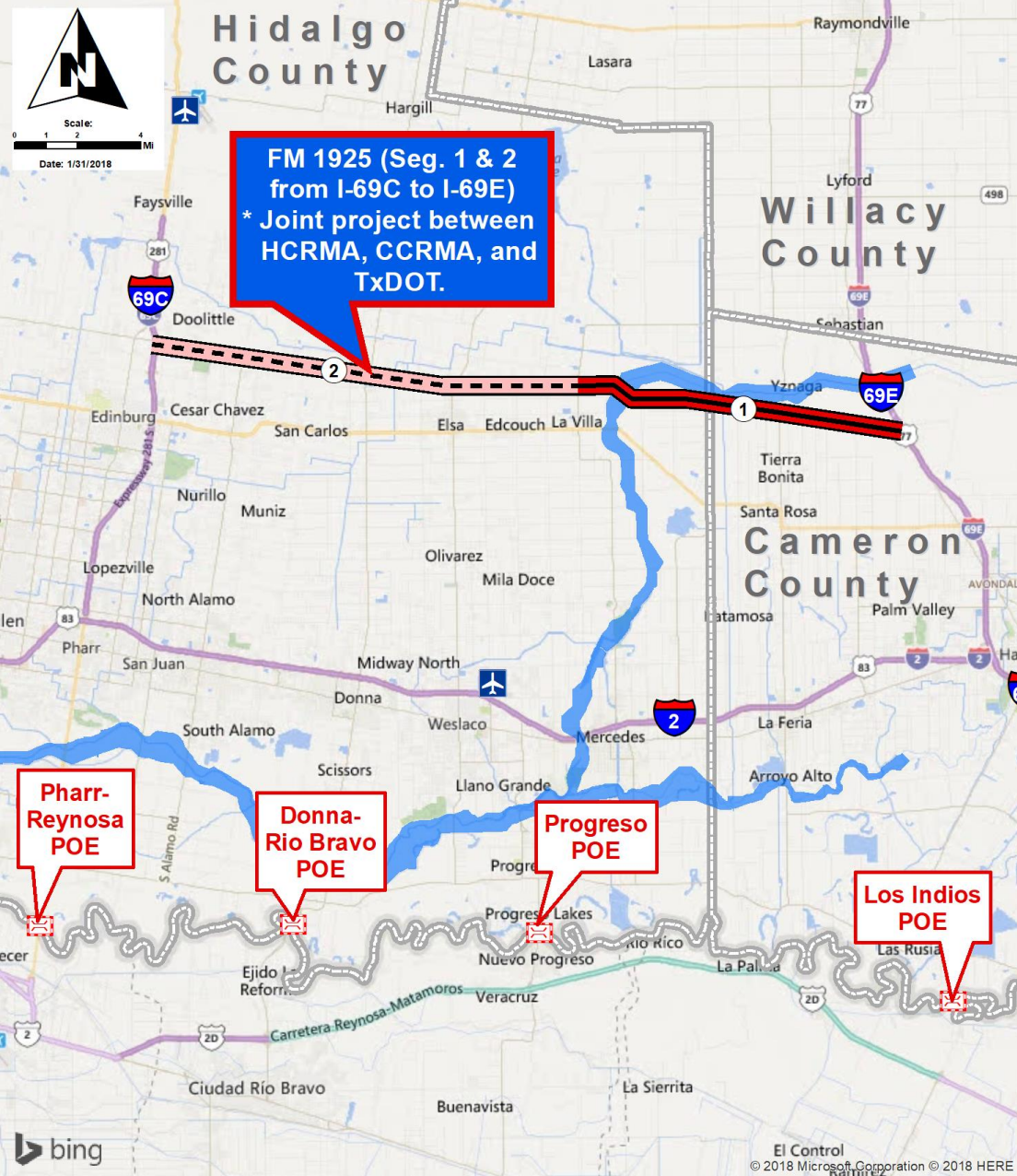
❑ Design (PS&E, 50% complete):

- On Hold

❑ Related Construction:

- IBTC Lift Sta Relo (as part of ETT Agreement) – COMPLETE
- Demos of HCRMA-Acquired Structures within IBTC / Red River area – COMPLETE





FM 1925

(COLLABORATION W/ TXDOT, CCRMA, AND HCRMA)

DESCRIPTION:

- ▶ PROJECT LENGTH IS APPROX. 27 MI
- ▶ FROM I-69C IN HIDALGO COUNTY TO I-69-E IN CAMERON COUNTY
- ▶ KEY PARALLEL CORRIDOR TO I-2 WITH IMPORTANCE TO MOBILITY PROJECTS BY TXDOT, CCRMA AND HCRMA



► FM 1925

- ❑ TxDOT Committed Supplemental Development Authority Funds for the Entire 27 Mile Corridor as an expressway facility.
- ❑ TxDOT has committed to funding the development of the Schematic Design and Environmental documents.



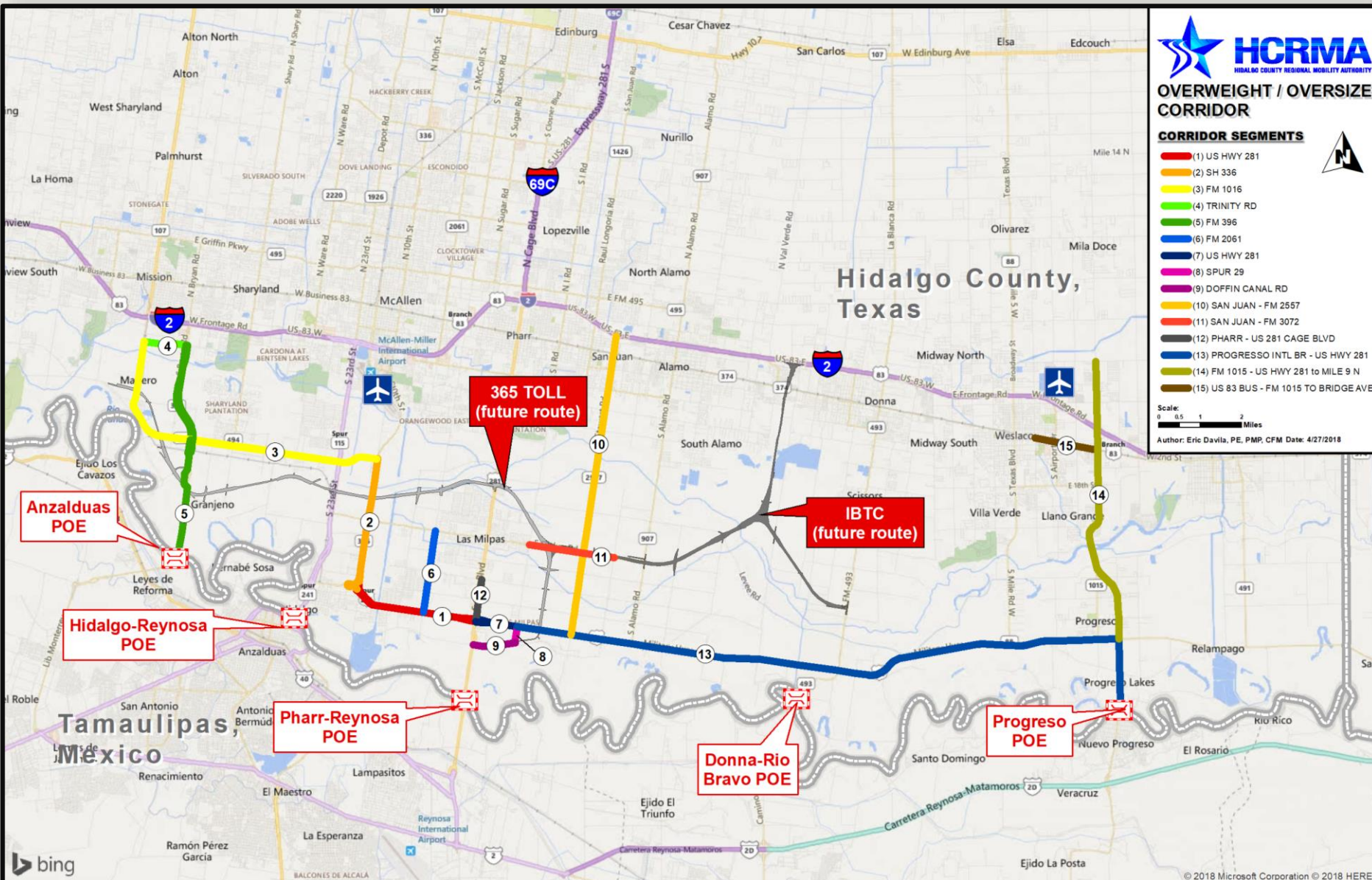
OVERWEIGHT / OVERSIZE CORRIDOR

CORRIDOR SEGMENTS

- (1) US HWY 281
- (2) SH 336
- (3) FM 1016
- (4) TRINITY RD
- (5) FM 396
- (6) FM 2061
- (7) US HWY 281
- (8) SPUR 29
- (9) DOFFIN CANAL RD
- (10) SAN JUAN - FM 2557
- (11) SAN JUAN - FM 3072
- (12) PHARR - US 281 CAGE BLVD
- (13) PROGRESSO INTL BR - US HWY 281
- (14) FM 1015 - US HWY 281 TO MILE 9 N
- (15) US 83 BUS - FM 1015 TO BRIDGE AVE

Scale: 0 0.5 1 2 Miles

Author: Eric Davis, PE, PMP, CFM Date: 4/27/2018



► **2018 OVERWEIGHT PERMITS**
JAN 1, 2018 – MAY 11, 2018

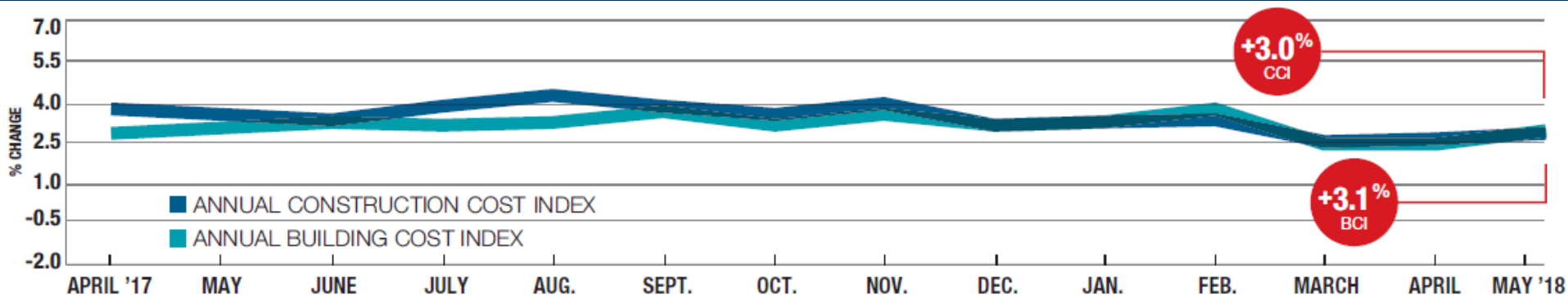
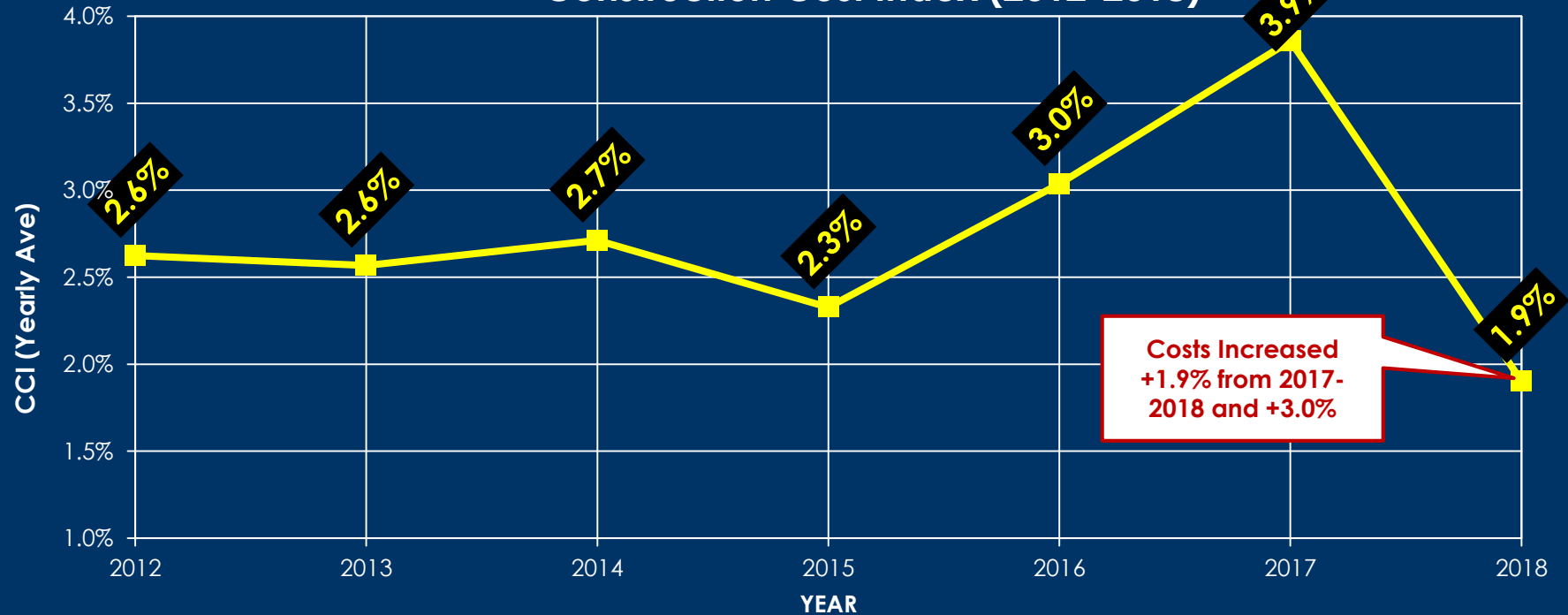
OW

Total Permits Issued:	12,591
Total Amount Collected:	\$ 2,580,024
■ Convenience Fees:	\$ 61,824
■ Total Permit Fees:	\$ 2,518,200
– Pro Miles:	\$ 37,773
– TxDOT:	\$ 2,140,470
– HCRMA:	\$ 339,957



► CONSTR. ECONOMICS MAY 2018

Construction Cost Index (2012-2018)



► CONSTR. ECONOMICS MAY 2018

- The 20-city average price for liquid asphalt has changed as follows:
 - Monthly price increased 1.4% in May 2018
 - Yearly price increased 4.4% since May 2017



20-CITY AVERAGE				
ITEM	UNIT	\$PRICE	%MONTH	%YEAR
ASPHALT PAVING				
PG 58	TON	387.89	+0.8	+4.0
Cutback, MC800	TON	387.78	+0.1	+0.9
Emulsion, RAPID SET	TON	359.07	+0.1	-0.2
Emulsion, SLOW SET	TON	369.71	+0.1	0.0
PORTLAND CEMENT				
Type one	TON	114.14	+0.1	-1.6
MASONRY CEMENT				
70-lb	BAG	9.42	+0.2	+1.5
CRUSHED STONE				
Base course	TON	10.09	+0.6	+0.7
Concrete course	TON	10.84	0.0	+1.7
Asphalt course	TON	11.17	+5.4	+0.7
SAND				
Concrete	TON	9.03	-0.9	-1.5
Masonry	TON	11.00	-0.3	+0.2
READY-MIX CONCRETE				
3,000 psi	CY	114.71	0.0	+2.0
4,000 psi	CY	133.20	-0.2	+5.0
5,000 psi	CY	152.42	+1.8	+6.1
CONCRETE BLOCK				
Normal weight: 8" x 8" x 16"	C	134.21	-0.2	-0.4
Lightweight: 8" x 8" x 16"	C	167.73	-1.0	+0.2
12" x 8" x 16"	C	178.14	0.0	+2.2

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Item 1B

HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY

AGENDA RECOMMENDATION FORM

BOARD OF DIRECTORS	<u> X </u>	AGENDA ITEM	<u> 1B </u>
PLANNING COMMITTEE	<u> </u>	DATE SUBMITTED	<u>05/14/2018</u>
FINANCE COMMITTEE	<u> </u>	MEETING DATE	<u>05/22/2018</u>
TECHNICAL COMMITTEE	<u> </u>		

1. Agenda Item: **REPORT ON CONSTRUCTION ACTIVITY FOR US 281/MILITARY HIGHWAY OVERPASS/BSIF CONNECTOR AND DONNA LIFT STATION PROJECTS.**
2. Nature of Request: (Brief Overview) Attachments: X Yes No
Report on Construction Activity for US 281/Military Highway Overpass/BSIF Connector Project
by Ramon Navarro, IV, Chief Construction Engineer.
3. Policy Implication: Board Policy, Local Government Code, Texas Government Code, Texas
Transportation Code, TxDOT Policy
4. Budgeted: Yes No X N/A
5. Staff Recommendation: **Report only.**
6. Program Manager's Recommendation: Approved Disapproved X None
7. Planning Committee's Recommendation: Approved Disapproved X None
8. Board Attorney's Recommendation: Approved Disapproved X None
9. Chief Auditor's Recommendation: Approved Disapproved X None
10. Chief Financial Officer's Recommendation: Approved Disapproved X None
11. Chief Construction Engineer's Recommendation: Approved Disapproved X None
12. Executive Director's Recommendation: Approved Disapproved X None

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Item 2A

HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY

AGENDA RECOMMENDATION FORM

BOARD OF DIRECTORS	<u> X </u>	AGENDA ITEM	<u> 2A </u>
PLANNING COMMITTEE	<u> </u>	DATE SUBMITTED	<u> 05/14/18 </u>
FINANCE COMMITTEE	<u> </u>	MEETING DATE	<u> 05/22/18 </u>
TECHNICAL COMMITTEE	<u> </u>		

1. Agenda Item: **APPROVAL OF MINUTES FOR REGULAR BOARD MEETING HELD APRIL 24, 2018 AND SPECIAL BOARD HELD MAY 11, 2018.**
2. Nature of Request: (Brief Overview) Attachments: X Yes No

Consideration and Approval of Minutes for the Hidalgo County Regional Mobility Authority Board of Directors Regular Board Meeting held April 24, 2018 and Special Board Meeting held May 11, 2018.
3. Policy Implication: Board Policy, Local Government Code, Texas Government Code, Texas Transportation Code, TxDOT Policy
4. Budgeted: Yes No X N/A
5. Staff Recommendation: **Motion to approve the minutes for the Board of Director's Regular Board Meeting held April 24, 2018 and Special Board Meeting held May 11, 2018, as presented.**
6. Program Manager's Recommendation: Approved Disapproved X None
7. Planning Committee's Recommendation: Approved Disapproved X None
8. Board Attorney's Recommendation: X Approved Disapproved None
9. Chief Auditor's Recommendation: Approved Disapproved X None
10. Chief Financial Officer's Recommendation: Approved Disapproved X None
11. Chief Development Engineer's Recommendation: Approved Disapproved X None
12. Chief Construction Engineer's Recommendation: Approved Disapproved X None
13. Executive Director's Recommendation: X Approved Disapproved None

STATE OF TEXAS
COUNTY OF HIDALGO
HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY

The Hidalgo County Regional Mobility Authority Board of Directors convened for a Workshop and Regular Meeting on **Tuesday, April 24, 2018**, at 5:30 pm at the Pharr City Hall City Commission Chambers, 2nd Floor, 118 South Cage Boulevard, Pharr, Texas, with the following present:

Board Members: S. David Deanda, Jr., Chairman
Forrest Runnels, Vice-Chairman
David Guerra, Director
Paul S. Moxley Director
Ezequiel Reyna, Jr., Director

Absent: Ricardo Perez, Secretary/Treasurer
Alonzo Cantu, Director

Staff: Pilar Rodriguez, Executive Director
Ramon Navarro, Chief Construction Engineer
Eric Davila, Chief Development Engineer
Celia Gaona, Chief Auditor/Compliance Officer
Jose Castillo, Chief Financial Officer
Carlos Moreno, Land Acquisition Coordinator
Maria Alaniz, Administrative Assistant II
Blakely Fernandez, Legal Counsel
Luis Cardenas, Legal Counsel

PLEDGE OF ALLEGIANCE

Chairman Deanda led the Pledge of Allegiance.

INVOCATION

Ms. Gaona led the Invocation.

CALL TO ORDER FOR WORKSHOP

Chairman Deanda called the Workshop to order at 5:29 pm.

1. Review of Overweight/Oversized permit fees for the Hidalgo County Regional Mobility Authority.
Mr. Pilar Rodriguez reviewed the Overweight/Oversized permit fees for the Hidalgo County Regional Mobility Authority.
2. Review of Quarterly Investment Report for the period ending March 31, 2018.
Mr. Pilar Rodriguez reviewed the Quarterly Investment Report for the period ending March 31, 2018.

ADJOURNMENT OF WORKSHOP

CALL TO ORDER FOR REGULAR MEETING AND ESTABLISH A QUORUM

Chairman Deanda called the Regular Meeting to order at 5:33 pm.

A. REPORTS

- A. Report on Program Manager Activity for 365 Tollway Project and IBTC Environmental Clearance Document – Eric Davila, HCRMA.
Mr. Eric Davila reported on Program Manager Activity for 365 Tollway Project and IBTC Environmental Clearance Document. No action taken.
- B. Report on Construction Activity for US 281/Military Highway Overpass/BSIF Connector Project and Donna Lift Station – Ramon Navarro, HCRMA.
Mr. Ramon Navarro reported on Construction Activity for US 281/Military Highway Overpass/BSIF Connector Project and Donna Lift Station Project. No action taken.

B. CONSENT AGENDA.

Motion by Ezequiel Reyna, with a second by David Guerra, to approve the Consent Agenda. Motion carried unanimously.

- A. Approval of Minutes for Regular Meeting held March 27, 2018.
Approved the Minutes for the Regular Meeting held March 27, 2018 as presented.
- B. Approval of Project & General Expense Report for the period from March 10, 2018 to April 6, 2018.
Approved the Project & General Expense Report for the period from March 10, 2018 to April 6, 2018.
- C. Approval of Financial Report for March 2018.
Approved the Financial Report for March 2018.
- D. Approval of the Quarterly Investment Report for the period ending March 31, 2018.
Approved the Quarterly Investment Report for the period ending March 31, 2018.

C. REGULAR AGENDA

- A. Resolution 2018 –16 – Approval of Overweight/Oversized Permit Fee Schedule for the Hidalgo County Regional Mobility Authority.
No Action Taken
- B. Resolution 2018-17 – Approval of Work Authorization 2 with HDR Inc. for the 365 Tollway Value Engineering Change Proposal Session (VECP) for the 365 Tollway.
Motion by Paul Moxley, with a second by Ezequiel Reyna, to approve Resolution 2018 – 17 – Approval of Work Authorization 2 with HDR Inc. for the 365 Tollway Value Engineering Change Proposal Session (VECP) for the 365 Tollway. Motion carried unanimously.

Motion by Ezequiel Reyna, with a second by Forrest Runnels, to enter into Executive Session to consult with the Board Attorney on legal issues pertaining to Item 6C and 6H under Sections 551.071 and 551.072 of the Texas Government Code at 5:41 pm. Motion carried unanimously.

Motion made by Forrest Runnels, with a second by Ezequiel Reyna, to reconvene the regular board meeting at 6:12 pm. Motion carried unanimously.

- C. Resolution 2018-18 – Approval of Contract Amendment 1 to the Professional Service Agreement with HDR, Inc. to increase the maximum payable amount for Work Authorization Number 2.

Motion by Forrest Runnels, with a second by Ezequiel Reyna, to approve Resolution 2018 – 18 – Approval of Contract Amendment 1 to the Professional Service Agreement with HDR, Inc. to increase the maximum payable amount for Work Authorization Number 2. Motion carried unanimously.

D. CHAIRMAN'S REPORT

- A. None.

E. TABLED ITEMS

- A. None

F. EXECUTIVE SESSION, CHAPTER 551, TEXAS GOVERNMENT CODE, SECTION 551.071 (CONSULTATION WITH ATTORNEY), SECTION 551.072 (DELIBERATION OF REAL PROPERTY) AND SECTION 551.074 (PERSONNEL MATTERS)

Motion by Ezequiel Reyna, with a second by Forrest Runnels, to enter into Executive Session to consult with the Board Attorney on legal issues pertaining to Item 6C and 6H under Sections 551.071 and 551.072 of the Texas Government Code at 5:41 pm. Motion carried unanimously.

- A. Consultation with Board Attorney on legal issues pertaining to the Texas Department of Transportation State Infrastructure Bank Loan for the 365 Tollway Project (Section 551.071 T.G.C.).

No action taken.

- B. Consultation with Board Attorney on legal issues pertaining to Professional Service Agreements for Engineering, Surveying and Environmental Services (Section 551.071 T.G.C.).

No action taken.

- C. Consultation with Board Attorney on legal issues pertaining to the deliberation of real property for various parcels for the 365 Tollway Project (Sections 551.071 and 551.072 T.G.C.).

No action taken.

- D. Consultation with Board Attorney on legal issues pertaining to the use of Eminent Domain to acquire property required to complete the project alignments of the 365 Tollway Project (Sections 551.071 and 551.072 T.G.C.).

No action taken.

- E. Consultation with Board Attorney on legal issues pertaining to the Environmental Clearance Document for the International Bridge Trade Corridor Project (Section 551.071 T.G.C.).

No action taken.

- F. Consultation with Board Attorney on legal issues pertaining to Authorizing the Issuance, Sale and Delivery of one or more Series of Hidalgo County Regional Mobility Authority Senior Lien Revenue Bonds, Series 2017 in accordance with certain financing parameters; Approving the Form of, and Authorizing the Execution and Delivery of, the First Supplemental Trust Indenture; Appointing Authorized Officers to Authorize, Approve and Determine certain terms and provisions of the Series 2017 Bonds; Authorizing the execution and delivery of a contract of purchase for the Series 2017 Bonds; Approving the preparation of an Official Statement in connection with the Offering and Sale of such Bonds; Authorizing the Execution and Delivery of Documents

and Instruments in Connection with the Foregoing; and Enacting other provisions relating to the subject (Section 551.071 T.G.C.).

No action taken.

- G. Consultation with Board Attorney on legal issues pertaining to the Toll System Installation, Integration and Maintenance Contract with ETC Corporation for the Hidalgo County Regional Mobility Authority 365 Tollway Project (Section 551.071 T.G.C.).

No action taken.

- H. Consultation with Board Attorney on legal issues pertaining to the award of contract to Johnson Bros. Corporation for Construction of the 365 Tollway Project from US 281/Military Highway to FM 396 (Anzalduas Highway) (Section 551.071 T.G.C.).

No action taken.

PUBLIC COMMENT

None

ADJOURNMENT

There being no other business to come before the Board of Directors, the meeting was adjourned at 6:13 pm.

S. David Deanda, Jr, Chairman

Attest:

Ricardo Perez, Secretary/Treasurer

**STATE OF TEXAS
COUNTY OF HIDALGO
HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY**

The Hidalgo County Regional Mobility Authority Board of Directors convened for a Special Meeting on **Friday, May 11, 2018**, at 4:30 pm at the Pharr City Hall City Commission Chambers, 2nd Floor, 118 South Cage Boulevard, Pharr, Texas, with the following present:

Board Members: S. David Deanda, Jr., Chairman
Forrest Runnels, Vice-Chairman (Teleconference)
Ricardo Perez, Secretary/Treasurer
Alonzo Cantu, Director (Teleconference)
David Guerra, Director (Teleconference)
Paul S. Moxley Director (Teleconference)
Ezequiel Reyna, Jr., Director (Teleconference)

Absent: None

Staff: Pilar Rodriguez, Executive Director
Ramon Navarro, Chief Construction Engineer
Eric Davila, Chief Development Engineer
Celia Gaona, Chief Auditor/Compliance Officer
Jose Castillo, Chief Financial Officer
Carlos Moreno, Land Acquisition Coordinator
Maria Alaniz, Administrative Assistant II
Blakely Fernandez, Legal Counsel (Teleconference)
Luis Cardenas, Legal Counsel

PLEDGE OF ALLEGIANCE

Chairman Deanda led the Pledge of Allegiance.

INVOCATION

Ms. Gaona led the Invocation.

CALL TO ORDER FOR REGULAR MEETING AND ESTABLISH A QUORUM

Chairman Deanda called the Regular Meeting to order at 5:33 pm.

1. REPORTS

- A.** Resolution 2018 – 20 – Approval of Change Orders Number 1 and 2 with Johnson Bros. Corporation for construction of the 365 Tollway Project from US 281/Military Highway to FM 396 (Anzalduas Highway). ***Motion by Rick Perez, with a second by David Guerra, to approve Resolution 2018 – 20 – Approval of Change Orders Number 1 and 2 with Johnson Bros. Corporation for construction of the 365 Tollway Project from US 281/Military Highway to FM 396 (Anzalduas Highway). Motion carried***

2. EXECUTIVE SESSION, CHAPTER 551, TEXAS GOVERNMENT CODE, SECTION 551.071 (CONSULTATION WITH ATTORNEY)

- A. Consultation with Board Attorney on legal issues pertaining to the construction contract with Johnson Bros. Corporation for construction of the 365 Tollway Project from US 281/Military Highway to FM 396 (Anzalduas Highway) (Section 551.071 T.G.C.).

No action taken.

PUBLIC COMMENT

None

ADJOURNMENT

There being no other business to come before the Board of Directors, a motion was made by Paul Moxley with a second by Ezequiel Reyna to adjourn the meeting at 4:35 pm.

S. David Deanda, Jr, Chairman

Attest:

Ricardo Perez, Secretary/Treasurer

Item 2B

HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY

AGENDA RECOMMENDATION FORM

BOARD OF DIRECTORS
PLANNING COMMITTEE
FINANCE COMMITTEE
TECHNICAL COMMITTEE

 X

AGENDA ITEM 2B
DATE SUBMITTED 05/15/18
MEETING DATE 05/22/18

1. Agenda Item: **APPROVAL OF PROJECT AND GENERAL EXPENSE REPORT FROM APRIL 7, 2018 TO MAY 4, 2018**
2. Nature of Request: (Brief Overview) Attachments: X Yes No
Consideration and approval of project and general expense report for the period from April 7, 2018 to May 4, 2018.
3. Policy Implication: Board Policy, Local Government Code, Texas Government Code, Texas Transportation Code, TxDOT Policy
4. Budgeted: X Yes No N/A Funding Source: VRF Bond

General Account	\$	111,118.51
Capital Projects Account	\$	307,545.54
R.O.W Services	\$	313,453.71
Total Project Expenses for Reporting Period	\$	732,117.76
 Fund Balance after Expenses	 \$	 3,344,765.06
5. Staff Recommendation: **Motion to approve the project and general expense report for the period from April 7, 2018 to May 4, 2018, as presented.**
6. Program Manager's Recommendation: X Approved Disapproved None
7. Planning Committee's Recommendation: Approved Disapproved X None
8. Board Attorney's Recommendation: Approved Disapproved X None
9. Chief Auditor's Recommendation: X Approved Disapproved None
10. Chief Financial Officer's Recommendation: X Approved Disapproved None
11. Chief Development Engineer's Recommendation: X Approved Disapproved None
12. Chief Construction Engineer's Recommendation: X Approved Disapproved None
13. Executive Director's Recommendation: X Approved Disapproved None



Memorandum

To: S. David Deanda Jr., Chairman
From: Pilar Rodriguez, PE, Executive Director
Date: May 17, 2018
Re: **Expense Report for the Period from April 7, 2018 to May 4, 2018**

Attached is the expense report for the period commencing on April 7, 2018 and ending on May 4, 2018.

Expenses for the General Account total \$111,118.51, the Capital Projects Account total \$307,545.54, and ROW total \$313,453.71. The aggregate expense for the reporting period is \$732,117.76.

Based on review by this office, **approval of expenses for the reporting period is recommended in the aggregate amount of \$732,117.76.**

This leaves a fund balance (all funds) after expenses of \$3,344,765.06.

If you should have any questions or require additional information, please advise.



April 7 - May 4

May 2018

Plains Capital 41

	Make Check Payable to	Date Work Performed	Amount
Wages & Benefits	City of Pharr	April 2018	\$ 76,471.54
	Office Depot	Thru 5/2/2018	\$ 135.97
	Office Depot	April 2018	\$ 91.53
	A-Fast Delivery, LLC	April 2018	\$ 156.50
Telephone	Verizon Wireless	April 2018	\$ 190.09
	Pathfinder Public Affairs	April 2018	\$ 10,000.00
Legal Fees	Bracewell, LLP	April 2018	\$ 1,891.03
	Law Office of Richard A. Cantu, P.C.	April 2018	\$ 285.00
Accounting Fees	City of Pharr	April 2018	\$ 205.00
Rent	City of Pharr	May 2018	\$ 4,480.00
	City of Pharr	April 2018	\$ 7,284.99
	City of Pharr	May 2018	\$ 1,075.00
	Dahill	5/8/18-6/7/18	\$ 683.21
	Dahill	5/14/18-6/13/18	\$ 224.46
Professional Services	Pena Designs	April 2018	\$ 200.00
	LiftOff, LLC	2018	\$ 120.00
	Bentley	2018	\$ 4,100.20
	Credit Card Services	04/04/18-05/03/18	\$ 299.00
	Credit Card Services	04/04/18-05/03/18	\$ 292.92
	Credit Card Services	04/04/18-05/03/18	\$ 1,272.07
Rent	Pharr Bridge Business Park, LLC	June 2018	\$ 1,400.00
Janitorial Services	ABC Janitorial & Floor Care, Inc.	April 2018	\$ 260.00
			\$ 111,118.51

Wilmington Trust 45/Capital Projects

Legal Fees	Bracewell, LLP	April 2018	\$ 4,725.00
	Bracewell, LLP	April 2018	\$ 8,680.00
Engineering Services	Blanton & Associates, Inc.	04/01/18-04/30/18	\$ 15,796.71
	HDR Engineering, Inc.	2/4/2018-03/31/2018	\$ 222.95
	Dannanbaum Engineering Corp.	Thru 8/4/2017	\$ 196,799.51
	L&G Engineering Laboratory	April 2018	\$ 2,863.76
	Jimenez Engineering Consultants DBA International Consulting Engineers	March 2018	\$ 22,500.00
	Jimenez Engineering Consultants DBA International Consulting Engineers	April 2018	\$ 38,029.50
	Terracon	Thru 4/21/2018	\$ 803.53
	Greater Texas Landscape Services	May 2018	\$ 832.31
			\$ 291,253.27

	Make Check Payable to	Date Work Performed	Amount
R.O.W. Services	Requisitions Paid		
	Barron, Adler, Clough & Oddo, LLP	365 Tollway	\$ 22,098.05
	Hidalgo County Clerk Registry of Court	365 Tollway	\$ 2,900.00
	Barron, Adler, Clough & Oddo, LLP	365 Tollway	\$ 22,834.66
	Marrs Ellis and Hodge as Trustees for the Paul D. Moore Family Trust	365A Tollway	\$ 265,621.00
			\$ 313,453.71

SIB Construction Account 45

Legal Fees	Law Office of Richard A. Cantu	April 2018	\$ 13,553.87
	Sendero Acquisitions	4/2018	\$ 2,738.40
			\$ 16,292.27

Sub Total - General	\$ 111,118.51
Sub Total - Projects	\$ 291,253.27
Sub Total - SIB Acq	\$ 16,292.27
Sub Total - SIB R.O.	\$ 313,453.71
Total	\$ 732,117.76

Approved: _____
S. David Deanda, Jr., Chairman

Recommend Approval: _____
Pilar Rodriguez, Executive Director

Approved: _____
Ricardo Perez, Secretary/Treasurer

Date: 5/22/2018

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Item 2C

HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY

AGENDA RECOMMENDATION FORM

BOARD OF DIRECTORS
PLANNING COMMITTEE
FINANCE COMMITTEE
TECHNICAL COMMITTEE

 X

AGENDA ITEM
DATE SUBMITTED
MEETING DATE

 2C
 04/10/18
 04/24/18

1. Agenda Item: **APPROVAL OF THE FINANCIAL REPORT FOR THE MONTHS OF APRIL 2018.**
2. Nature of Request: (Brief Overview) Attachments: X Yes No
Consideration and approval of financial report for the months of April 2018.
3. Policy Implication: Board Policy, Local Government Code, Texas Government Code, Texas Transportation Code, TxDOT Policy
4. Budgeted: Yes No X N/A
Funding Source:
5. Staff Recommendation: **Motion to approve the Financial Report for the month of April 2018, as presented.**
6. Program Manager's Recommendation: Approved Disapproved X None
7. Planning Committee's Recommendation: Approved Disapproved X None
8. Board Attorney's Recommendation: Approved Disapproved X None
9. Chief Auditor's Recommendation: Approved Disapproved X None
10. Chief Financial Officer's Recommendation: X Approved Disapproved None
11. Chief Development Engineer's Recommendation: Approved Disapproved X None
12. Chief Construction Engineer's Recommendation: Approved Disapproved X None
13. Executive Director's Recommendation: X Approved Disapproved None

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Item 3A

HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY

AGENDA RECOMMENDATION FORM

BOARD OF DIRECTORS	<u> X </u>	AGENDA ITEM	<u> 3A </u>
PLANNING COMMITTEE	<u> </u>	DATE SUBMITTED	<u> 05/14/18 </u>
FINANCE COMMITTEE	<u> </u>	MEETING DATE	<u> 05/22/18 </u>
TECHNICAL COMMITTEE	<u> </u>		

1. Agenda Item: **RESOLUTION 2018-19 – APPROVAL OF ONE-YEAR EXTENSION TO THE PROFESSIONAL SERVICE AGREEMENT WITH HILLTOP SECURITIES (FIRST SOUTHWEST) TO PROVIDE FINANCIAL ADVISORY SERVICES TO THE HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY.**
2. Nature of Request: (Brief Overview) Attachments: X Yes No

Consideration and approval of one year extension to the Financial Advisory Services Agreement with Hilltop Securities Inc., (First Southwest).
3. Policy Implication: Board Policy, Local Government Code, Texas Government Code, Texas Transportation Code, TxDOT Policy
4. Budgeted: Yes No X N/A
5. Staff Recommendation: **Motion to approve Resolution 2018-19 – Approval of one year extension to the Professional Service Agreement with Hilltop Securities, Inc. (First Southwest) to provide financial advisory services to the Hidalgo County Regional Mobility Authority, as presented.**
6. Program Manager's Recommendation: Approved Disapproved X None
7. Planning Committee's Recommendation: Approved Disapproved X None
8. Board Attorney's Recommendation: Approved Disapproved X None
9. Chief Auditor's Recommendation: Approved Disapproved None
10. Chief Financial Officer's Recommendation: Approved Disapproved X None
11. Chief Development Engineer's Recommendation: Approved Disapproved X None
12. Chief Construction Engineer's Recommendation: Approved Disapproved X None
13. Executive Director's Recommendation: X Approved Disapproved None



Memorandum

To: S. David Deanda Jr., Chairman
From: Pilar Rodriguez, PE, Executive Director
Date: May 14, 2018
Re: **Approval of One Year Extension to the Professional Service Agreement with Hilltop Securities, Inc. (First Southwest) to provide Financial Advisory Services to the HCRMA**

Background

On May 14, 2009, the HCRMA Board of Directors approved a Financial Service Agreement with First Southwest Company for a period of three (3) years. Section III of the Agreement contains provisions that allow for one (1) year extensions to the agreement with First Southwest.

On July 18, 2012, August 21, 2013, May 21, 2014, June 23, 2015, May 24, 2016, and May 23, 2017; the Board of Directors approved a one-year extension to the agreement with First Southwest Company.

Goal

The Agreement with Hilltop Securities, Inc. (First Southwest), is to advise the Authority regarding financial issues affecting the Authority and its operations, including the issuance and sale of debt obligation that may be authorized by the Authority from time to time.

The terms of the Agreement remain the same and no changes are proposed at this time.

Options

The extension may be disapproved or authorized on a month-to-month basis to allow staff to solicit a Request for Proposals for Financial Advisory Services.

Recommendation

Based on review by this Office, Approval of Resolution 2018-19 – Approval of one (1) year extension to the Professional Service Agreement with Hilltop Securities, Inc. (First Southwest) to provide Financial Advisory Services to the HCRMA is recommended.

If you should have any questions or require additional information, please advise.

HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY

BOARD RESOLUTION No. 2018 – 19

APPROVAL OF ONE YEAR EXTENSION TO THE PROFESSIONAL
SERVICE AGREEMENT WITH HILLTOP SECURITIES, INC. (FIRST
SOUTHWEST) TO PROVIDE FINANCIAL ADVISORY SERVICES TO THE
HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY

THIS RESOLUTION is adopted this 22nd day of May, 2018, by the Board of Directors of the Hidalgo County Regional Mobility Authority at a regular meeting.

WHEREAS, the Hidalgo County Regional Mobility Authority (the “Authority”), acting through its Board of Directors (the “Board”), is a regional mobility authority created pursuant to Chapter 370, Texas Transportation Code, as amended (the “Act”); and

WHEREAS, the Authority is authorized by the Act to address mobility issues in and around Hidalgo County; and

WHEREAS, on May 14, 2009 the Authority entered into a Financial Advisory Services Agreement with First Southwest Company to advise the Authority regarding financial issues affecting the Authority and its operations and regarding the issuance and sale of all evidence of indebtedness or debt obligation that may be authorized and issued or otherwise created or assumed by the Authority from time to time during the period the Agreement is in effect; and

WHEREAS, the agreement was entered into for an initial three year period with provisions to exercise one year extensions after the three year period; and

WHEREAS, on July 18, 2012, the Authority extended the Financial Advisory Service Agreement with First Southwest Company for one year; and

WHEREAS, on August 21, 2013, the Authority extended the Financial Advisory Service Agreement with First Southwest Company for one year; and

WHEREAS, on May 21, 2014, the Authority extended the Financial Advisory Service Agreement with First Southwest Company for one year; and

WHEREAS, on June 23, 2015, the Authority extended the Financial Advisory Service Agreement with First Southwest Company for one year; and

WHEREAS, on May 24, 2016, the Authority extended the Financial Advisory Service Agreement with First Southwest Company for one year; and

WHEREAS, on May 23, 2017, the Authority extended the Financial Advisory Service Agreement with First Southwest Company for one year; and

WHEREAS, the Board has determined it is necessary to exercise a one year extension to the Financial Advisory Service Agreement with Hilltop Securities (First Southwest);

NOW THEREFORE, BE IT RESOLVED, BY THE BOARD OF DIRECTORS
OF THE HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY THAT:

- Section 1. The recital clauses are incorporated in the text of this Resolution as if fully restated.
- Section 2. The Board hereby approves a one (1) year extension to the Financial Advisory Services Agreement with Hilltop Securities (First Southwest) hereto attached as Exhibit A.
- Section 3. The Board authorizes the Executive Director to execute the one (1) year extension to the Professional Service Agreement with Hilltop Securities (First Southwest) to provide Financial Advisory Services to the Hidalgo County Regional Mobility Authority, as approved.

PASSED AND APPROVED AS TO BE EFFECTIVE IMMEDIATELY BY THE BOARD OF DIRECTORS OF THE HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY AT A REGULAR MEETING, duly posted and noticed, on the 22nd day of May, 2018, at which meeting a quorum was present.

S. David Deanda Jr., Chairman

Ricardo Perez, Secretary/Treasurer

EXHIBIT A
ONE (1) YEAR EXTENSION TO FINANCIAL ADVISORY SERVICE AGREEMENT
WITH
HILLTOP SECURITIES, INC. (FIRST SOUTHWEST)
DATED
MAY 22, 2018

EXHIBIT B
FINANCIAL ADVISORY SERVICE AGREEMENT WITH
FIRST SOUTHWEST COMPANY
DATED
MAY 14, 2009

ONE YEAR EXTENSION TO FINANCIAL ADVISORY SERVICE AGREEMENT
BETWEEN HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY AND
HILLTOP SECURITIES, INC. (FIRST SOUTHWEST)
DATED MAY 14, 2009

INITIAL AGREEMENT PERIOD FOR THREE YEARS

1ST EXTENSION DATED JULY 18, 2012

2ND EXTENSION DATED MAY 14, 2013

3RD EXTENSION DATED MAY 21, 2014

4TH EXTENSION DATED JUNE 23, 2015

5TH EXTENSION DATED MAY 24, 2016

6TH EXTENSION DATED MAY 23, 2017

ONE YEAR EXTENSION EFFECTIVE MAY 22, 2018

HILLTOP SECURITIES, INC.

**HIDALGO COUNTY REGIONAL
MOBILITY AUTHORITY**

By: _____

Hill A. Feinberg, Chairman & CEO

By: _____

Pilar Rodriguez, Executive Director

By: _____

Richard M. Ramirez, Managing Director

Date: _____

Date: _____

FINANCIAL ADVISORY SERVICES AGREEMENT

This Financial Advisory Services Agreement (the "Agreement") is made and entered into by and between Hidalgo County Regional Mobility Authority ("HCRMA") and First Southwest Company effective as of the date executed by the HCRMA as set forth on the signature page hereof. First Southwest Company shall serve as Financial Advisor (hereafter, the "Financial Advisor").

WITNESSETH:

WHEREAS, the HCRMA will have under consideration from time to time the authorization and issuance of indebtedness in amounts and forms which cannot presently be determined and, in connection with the authorization, sale, issuance and delivery of such indebtedness, HCRMA desires to retain an independent financial advisor; and

WHEREAS, the HCRMA desires to obtain the professional services of the Financial Advisor to advise the HCRMA regarding financial issues affecting the HCRMA and its operations and regarding the issuance and sale of all evidences of indebtedness or debt obligations that may be authorized and issued or otherwise created or assumed by the HCRMA (hereinafter referred to collectively as the "Debt Instruments") from time to time during the period in which this Agreement shall be effective; and

WHEREAS, the HCRMA solicited proposals from firms interested in providing financial advisory services and Financial Advisor was among the respondents; and

WHEREAS, based on the representations and experience reflected in the response to the request for qualifications submitted by Financial Advisor, the HCRMA selected Financial Advisor as the best qualified firm to provide it with financial advisory services; and

WHEREAS, the Financial Advisor is willing to provide its professional services and its facilities as financial advisor in connection with all programs of financing as may be considered and authorized by HCRMA during the period in which this Agreement shall be effective.

NOW, THEREFORE, the HCRMA and the Financial Advisor, in consideration of the mutual covenants and agreements herein contained and other good and valuable consideration, do hereby agree as follows:

SECTION I

DESCRIPTION OF SERVICES

Upon the request of an authorized representative of the HCRMA, the Financial Advisor agrees to perform the financial advisory services stated in the following provisions of this Section I; and for having rendered such services, the HCRMA agrees to pay to the Financial Advisor the compensation as provided in Section V hereof.

A. Financial Planning. At the direction of HCRMA, the Financial Advisor shall:

1. Survey and Analysis. Conduct a survey of the financial resources of the HCRMA to determine the extent of its capacity to authorize, issue and service any Debt Instruments contemplated. This survey will include an analysis of any existing debt structure as compared with the existing and projected sources of revenues which may be pledged to secure payment of debt service and, where appropriate, will include a study of the trend of the assessed valuation, taxing power (if applicable) and present and future taxing requirements of the HCRMA and the counties which formed the HCRMA. In the event revenues of existing or projected facilities operated by the HCRMA are to be pledged to repayment of the Debt Instruments then under consideration, the survey will take into account any outstanding indebtedness payable from the revenues thereof, additional revenues to be available from any proposed toll rate or other user fee increases and additional revenues, as reasonably projected by consulting engineers employed by the HCRMA, resulting from improvements to be financed by the Debt Instruments under consideration.
2. Future Financings. Consider and analyze future financing needs as projected by the HCRMA's staff and consulting engineers or other experts, if any, engaged by the HCRMA.
3. Recommendations for Debt Instruments. On the basis of the information developed by the survey described above, the Financial Advisor's experience, and other information available, submit to the HCRMA recommendations regarding the Debt Instruments under consideration, including such elements as the date of issue, interest payment dates, schedule of principal maturities, options of prior payment, security provisions, and such other provisions as may be appropriate in order to make the issue attractive to investors while

achieving the objectives of the HCRMA. All recommendations will be consistent with the goal of designing the Debt Instruments to be sold on terms which are advantageous to the HCRMA, including the lowest interest cost consistent with all other considerations.

4. Market Information. Advise HCRMA of current bond market conditions, other related forthcoming bond issues, and general information, with economic data, which might normally be expected to influence interest rates or bidding conditions so that the date of sale of the Debt Instruments may be set at a favorable time.
5. Elections. In the event it is necessary to hold an election to authorize the Debt Instruments then under consideration, the Financial Advisor will assist in coordinating the assembly of such data as may be required for the preparation of necessary petitions, orders, resolutions, ordinances, notices and certificates in connection with the election, including assistance in the transmission of such data to a firm of public finance attorneys ("Bond Counsel") retained by the HCRMA.

B. Debt Management and Financial Implementation. At the direction of HCRMA, the Financial Advisor shall:

1. Method of Sale. Evaluate the particular financing being contemplated, giving consideration to the complexity, market acceptance, rating, size and structure in order to make recommendations as to an appropriate method of sale, and:
 - a. If the Debt Instruments are to be sold by an advertised competitive sale, the Financial Advisor will:
 - (1) Supervise the sale of Debt Instruments;
 - (2) Assist the staff of the HCRMA in coordinating the receipt of bids, the safekeeping of good faith checks and the tabulation and comparison of submitted bids; and
 - (3) Advise the HCRMA regarding the best bid and provide advice regarding acceptance or rejection of the bids.

b. If the Debt Instruments are to be sold by negotiated sale, the Financial Advisor will:

- (1) Recommend for HCRMA's consideration one or more investment banking firms as managers of an underwriting syndicate for the purpose of negotiating the purchase of the Debt Instruments.
- (2) Cooperate with and assist any selected managing underwriter and their counsel in connection with their efforts to prepare any Official Statement or Offering Memorandum. The Financial Advisor will cooperate with and assist the underwriters in the preparation of a bond purchase contract, an underwriter's agreement, and other related documents. The costs incurred in such efforts, including the printing of the documents, will be paid in accordance with the terms of the HCRMA's agreement with the underwriters, but shall not be or become an obligation of the Financial Advisor, except to the extent specifically provided otherwise in this Agreement or assumed in writing by the Financial Advisor.
- (3) Assist the staff of the HCRMA in the safekeeping of any good faith checks, to the extent there are any such, and provide a cost comparison, for both expenses and interest which are suggested by the underwriters, to the then current market.
- (4) Advise the HCRMA as to the fairness of the price offered by the underwriters.

2. Offering Documents. Coordinate the preparation of the notice of sale and bidding instructions, official statement, official bid form and such other documents as may be required and submit all such documents to the HCRMA for examination, approval and certification. After such examination, approval and certification, the Financial Advisor shall provide the HCRMA with a supply of all such documents sufficient to its needs and distribute by mail or, where appropriate, by electronic delivery, sets of the same to prospective purchasers of the Debt Instruments. Also, the Financial Advisor shall provide copies of the final Official Statement to the purchaser of the Debt Instruments in accordance with the Notice of Sale and Bidding Instructions.

3. Credit Ratings. Make recommendations to the HCRMA as to the advisability of obtaining a credit rating, or ratings, for the Debt Instruments and, when directed by the HCRMA,

coordinate the preparation of such information as may be appropriate for submission to the rating agency, or agencies. In those cases where the advisability of personal presentation of information to the rating agency, or agencies, may be indicated, the Financial Advisor will arrange for such personal presentations, utilizing such composition of representatives from the HCRMA as may be finally approved or directed by the HCRMA.

4. Trustee, Paying Agent, Registrar. Upon request, counsel with the HCRMA in the selection of a Trustee and/or Paying Agent/Registrar for the Debt Instruments, and assist in the negotiation of agreements pertinent to these services and the fees incident thereto.
5. Financial Publications. When appropriate, advise financial publications of the forthcoming sale of the Debt Instruments and provide them with all pertinent information.
6. Consultants. After consulting with and receiving directions from the HCRMA, arrange for such reports and opinions of recognized independent consultants as may be appropriate for the successful marketing of the Debt Instruments.
7. Auditors. In the event formal verification by an independent auditor of any calculations incident to the Debt Instruments is required and upon receipt of authorization from the HCRMA, make arrangements for such services.
8. HCRMA Meetings. When requested attend meetings of the HCRMA board of directors, its committees, staff meetings, and other meetings pertaining to the business of the authority.
9. Printing. To the extent authorized by the HCRMA, coordinate all work incident to printing of the offering documents and the Debt Instruments.
10. Bond Counsel. Maintain liaison with Bond Counsel in the preparation of all legal documents pertaining to the authorization, sale and issuance of the Debt Instrument provided that the Financial Advisor shall not authorize or direct Bond Counsel to undertake any work without approval of the HCRMA.
11. Changes in Laws. Provide to the HCRMA copies of proposed or enacted changes in federal and state laws, rules and regulations having, or expected to have, a significant effect on the

municipal bond market of which the Financial Advisor becomes aware in the ordinary course of its business, it being understood that the Financial Advisor does not and may not act as an attorney for, or provide legal advice or services to, the HCRMA.

12. Delivery of Debt Instruments. As soon as a bid or purchase agreement for the Debt Instruments is accepted by the HCRMA, coordinate the efforts of all concerned to the end that the Debt Instruments may be delivered and paid for as expeditiously as possible and assist the HCRMA in the preparation or verification of final closing figures incident to the delivery of the Debt Instruments.
13. Debt Service Schedule; Authorizing Resolution. After the closing of the sale and delivery of the Debt Instruments, deliver to the HCRMA a schedule of annual debt service requirements for the Debt Instruments and, in coordination with Bond Counsel, assure that the paying agent/registrar and/or trustee has been provided with a copy of the authorizing ordinance, order or resolution.
14. Investment of Funds. From time to time, as an incident to the other services provided hereunder as financial advisor, the Financial Advisor may purchase such investments as may be directed and authorized by HCRMA to be purchased, it being understood that the Financial Advisor will be compensated in the normal and customary manner for each such transaction. In any instance wherein the Financial Advisor may become entitled to receive fees or other compensation in any form from a third party with respect to these investment activities on behalf of HCRMA, we will disclose to HCRMA the nature and, to the extent such is known, the amount of any such compensation so that HCRMA may consider the information in making its investment decision. It is understood and agreed that the Financial Advisor is a duly licensed broker/dealer and is affiliated with First Southwest Asset Management, Inc. ("FSAMI"), a duly registered investment/advisor. HCRMA may, from time to time, utilize the broker/dealer services of the Financial Advisor and/or the investment advisory services of FSAMI with respect to matters which do not involve or affect the financial advisory services referenced in this Agreement. The terms and conditions of the engagement of the Financial Advisor and/or FSAMI to provide such services shall be determined by mutual agreement at the time such services are requested.

SECTION II

OTHER AVAILABLE SERVICES

In addition to the services set forth and described in Section I herein above, the Financial Advisor agrees to make available to HCRMA the following services, when so requested by the HCRMA and subject to the agreement by HCRMA and the Financial Advisor regarding the compensation, if any, to be paid for such services, it being understood and agreed that the services set forth in this Section II shall require further agreement as to the compensation to be received by the Financial Advisor for such services:

1. Exercising Calls and Refunding. Provide advice and assistance with regard to exercising any call and/or refunding of any outstanding Debt Instruments.
2. Capital Improvement Programs. Provide advice and assistance in the development of any capital improvements programs of the HCRMA.
3. Long-Range Planning. Provide advice and assistance in the development of other long-range financing plans of the HCRMA.
4. Post-Sale Services. Subsequent to the sale and delivery of Debt Instruments, review the transaction and transaction documentation with legal counsel for the HCRMA, Bond Counsel, auditors and other experts and consultants retained by the HCRMA and assist in developing appropriate responses to legal processes, audit procedures, inquiries, internal reviews and similar matters.

SECTION III

TERM OF AGREEMENT

This Agreement shall become effective as of the date executed by the HCRMA as set forth on the signature page hereof and, unless terminated by either party pursuant to Section IV of this Agreement, shall remain in effect thereafter for a period of three (3) years from such date. The Parties may elect to renew this Agreement for additional one year terms.

SECTION IV

TERMINATION

This Agreement may be terminated with or without cause by the HCRMA or the Financial Advisor upon the giving of at least thirty (30) days' prior written notice to the other party of its intention to terminate, specifying in such notice the effective date of such termination. In the event of such termination, it is understood and agreed that only the amounts due the Financial Advisor for services provided and expenses incurred to the date of termination will be due and payable. No penalty will be assessed for termination of this Agreement.

SECTION V

COMPENSATION AND EXPENSE REIMBURSEMENT

The fees due to the Financial Advisor for the services set forth and described in Section I of this Agreement with respect to each issuance of Debt Instruments during the term of this Agreement shall be calculated in accordance with the schedule set forth on Appendix A attached hereto. Unless specifically provided otherwise on Appendix A or in a separate written agreement between HCRMA and the Financial Advisor, such fees, together with any other fees as may have been mutually agreed upon and all expenses for which the Financial Advisor is entitled to reimbursement, shall become due and payable concurrently with and contingent to the receipt of consideration for the Debt Instruments from the purchaser.

Payments due to the Financial Advisor shall be made to:

First Southwest Company
300 West 6th Street, Suite 1940
Austin, Texas 78701

Such fees in Appendix A are for customary services provided in processing or preparing transactions for market issuance and related customary services. HCRMA may request Financial Advisor to provide analysis or advice which would require significant time commitment on the part of Financial Advisor prior to a debt issuance or request work to be done outside of the scope contemplated herein. In such case, HCRMA and Financial Advisor shall negotiate a reasonable fee to be paid monthly to Financial Advisor.

SECTION VI

COVENANTS OF THE PARTIES

1. Covenants of HCRMA.

- a. Upon reasonable request from Financial Advisor, HCRMA will provide or cause to be provided to Financial Advisor information relating to the HCRMA relating to matters necessary for Financial Advisor to perform its duties hereunder. HCRMA acknowledges that Financial Advisor shall be entitled to reasonably rely upon the accuracy of such information provided by or on behalf of the HCRMA.
- b. HCRMA shall indemnify and hold harmless Financial Advisor, its directors, officers, agents and/or employees from and against any and all liability and costs (including reasonable attorney's fees) incurred in connection with any claims or demands for damages of any nature whatsoever, arising from Financial Advisor's provision of services to HCRMA under this Agreement; provided, however, that HCRMA need not indemnify or hold harmless Financial Advisor, its directors, officers, agents and/or employees from actual damages directly resulting from the gross negligence or willful misconduct of Financial Advisor, its directors, officers, agents and/or employee.

2. Covenants of Financial Advisor.

- a. Financial Advisor will not submit a bid, either independently or as a member of a syndicate, for any issues of Debt Instruments sold by HCRMA at a negotiated sale, competitive sale, or any other type of sale during the term of this Agreement.
- b. All information provided to Financial Advisor by the HCRMA shall be used and disseminated only for the purpose of providing the professional services described herein. Financial Advisor shall not disseminate or disclose any information that the HCRMA has identified as confidential or proprietary.
- c. Financial Advisor shall conduct its business and affairs in compliance with all laws, regulations and orders applicable to Financial Advisor (including, without limitation, those related to securities laws). In performing the services described under this Agreement, Financial Advisor acknowledges that it holds a position of trust and confidence with the HCRMA; that the HCRMA will be relying on the expertise of Financial Advisor; and that Financial Advisor shall perform all of its obligations in accordance with the highest professional standards and in furtherance of the HCRMA's

best interests. Financial Advisor shall use its best efforts so as not to permit any conflict of interest to occur with respect to its performance under this Agreement and its obligations under any other agreement or to any other party.

- d. Upon request by the HCRMA, Financial Advisor will furnish a copy of any report that may adversely impact the ability of Financial Advisor to perform its duties pursuant to this Agreement (including, without limitation, reports on Forms 8-K, 10-Q and 10-K), proxy statement, or other filing made by Financial Advisor with the Securities and Exchange Commission, any states' securities agency, or any national stock exchange or quotation system.

SECTION VII MISCELLANEOUS

1. **Limitations on Liability.** HCRMA hereby acknowledges and agrees that in any event regardless of the cause of action, except for damages directly resulting from Financial Advisor's negligence, Financial Advisor's total liability and obligations (including loss and expenses) for providing services to HCRMA shall not exceed the gross amount of the fees received by Financial Advisor pursuant to this Agreement. The limitations on liability set forth in this Agreement are fundamental elements of the bargain between HCRMA and Financial Advisor, and the pricing for the services set forth on Appendix A reflect such limitations.
2. **Choice of Law.** This Agreement shall be construed and given effect in accordance with the laws of the State of Texas and the venue for any proceeding shall be the County of Hidalgo.
3. **Binding Effect; Assignment.** This Agreement shall be binding upon and inure to the benefit of the HCRMA and the Financial Advisor, their respective successors and assigns; provided however, neither party hereto may assign or transfer any of its rights or obligations hereunder without the prior written consent of the other party.
4. **Notices.** Any notices provided under this Agreement must be sent to:

Financial Advisor:

First Southwest Company

4. Notices. Any notices provided under this Agreement must be sent to:

Financial Advisor:

First Southwest Company
300 West 6th Street, Suite 1940
Austin, TX 78701
Attn: Richard M. Ramirez

HCRMA:

Dennis Burleson, Chairman
Hidalgo County Regional Mobility Authority
510 S. Pleasantview Drive
Weslaco, TX 78596

With a copy to:

Tuggey Rosenthal Pauerstein Sandoloski Agather LLP
755 E. Mulberry, Ste. 200
San Antonio, TX 78212
Attention: Blakely Fernandez

5. Entire Agreement. This instrument contains the entire agreement between the parties relating to the rights herein granted and obligations herein assumed. Any oral or written representations or modifications concerning this Agreement shall be of no force or effect except for a subsequent modification in writing signed by all parties hereto.

FIRST SOUTHWEST COMPANY

HIDALGO COUNTY REGIONAL MOBILITY
AUTHORITY

By: 

Hill A. Feinberg, Chairman and
Chief Executive Officer

By: 

Dennis Burleson
Chairman

By: 

Richard M. Ramirez
Senior Vice President

Date: 5-14-09

Date: 5/14/09

APPENDIX A

The Transaction Fees applicable to separate series of debt issues due the Financial Advisor for issuance of all Debt Instruments will not exceed those contained in the fee schedule as listed below.

First \$5.00 per \$1,000 up to	\$5,000,000 or a total of \$25,000	for \$5,000,000 Debt Instruments
Plus \$4.00 per \$1,000 next	\$15,000,000 or a total of \$85,000	for \$20,000,000 Debt Instruments
Plus \$3.00 per \$1,000 next	\$20,000,000 or a total of \$145,000	for \$40,000,000 Debt Instruments
Plus \$2.00 per \$1,000 next	\$10,000,000 or a total of \$165,000	for \$50,000,000 Debt Instruments
Plus \$1.00 per \$1,000 next	\$25,000,000 or a total of \$190,000	for \$75,000,000 Debt Instruments
Plus \$0.75 per \$1,000 over	\$75,000,000 Debt Instruments	

The charges for ancillary services, including computer structuring and official statement printing, shall be levied only for those services which are reasonably necessary in completing the transaction and which are reasonable in amount, unless such charges were incurred at the specific direction of the HCRMA.

The payment of Transaction Fees for financial advisory services described in Section I of the foregoing Agreement shall be contingent upon the delivery of Debt Instruments and shall be due at the time that Debt Instruments are delivered. The payment of charges for services described in Section II of the foregoing Agreement shall be due and payable in accordance with the mutual agreement therefore between the Financial Advisor and HCRMA, which agreement must be entered into prior to the rendition of services for which payment is requested.

The HCRMA shall be responsible for the following expenses, if and when applicable, whether they are charged to the HCRMA directly as expenses or charged to the HCRMA by the Financial Advisor as reimbursable expenses:

- Bond counsel
- Bond printing
- Bond ratings
- Credit enhancement
- CPA fees for refunding
- Official statement printing
- Paying agent/registrar/trustee
- Travel expenses for authorized travel
- Underwriter and underwriter's counsel

The payment of reimbursable expenses that the Financial Advisor has assumed on behalf of the HCRMA shall NOT be contingent upon the delivery of Debt Instruments and shall be due at the time that services are rendered and payable upon receipt of an invoice therefore submitted by the Financial Advisor.

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Item 3B

HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY

AGENDA RECOMMENDATION FORM

BOARD OF DIRECTORS	<u> X </u>	AGENDA ITEM	<u> 3B </u>
PLANNING COMMITTEE	<u> </u>	DATE SUBMITTED	<u> 5/14/18 </u>
FINANCE COMMITTEE	<u> </u>	MEETING DATE	<u> 5/22/18 </u>
TECHNICAL COMMITTEE	<u> </u>		

1. Agenda Item: **RESOLUTION 2018-21 – APPROVAL OF CHANGE ORDER NUMBER 3 WITH JOHNSON BROS. CORPORATION FOR CONSTRUCTION OF THE 365 TOLLWAY FROM US 281/MILITARY HIGHWAY TO FM 396 (ANZALDUAS HIGHWAY).**
2. Nature of Request: (Brief Overview) Attachments: X Yes No

Consideration and approval of Change Order 3 with Johnson Bros. for construction of the 365 Tollway from US 281/Military Highway to FM 396 (Anzalduas Highway).
3. Policy Implication: Board Policy, Local Government, Texas Government Code, Texas Transportation Code, TxDOT Policy
4. Budgeted: X Yes No N/A Funding Source: _____
5. Staff Recommendation: **Motion to approve Resolution 2018-21 – Approval of Change Order Number 3 with Johnson Bros. Corporation for construction of the 365 Tollway from US 281/Military Highway to FM 396 (Anzalduas Highway).**
6. Development Engineer's Recommendation: X Approved Disapproved None
7. Construction Engineer's Recommendation: X Approved Disapproved None
8. Chief Auditor's Recommendation: Approved Disapproved X None
9. Board Attorney's Recommendation: X Approved Disapproved None
10. Chief Financial Officer's Recommendation: X Approved Disapproved None
11. Executive Director's Recommendation: X Approved Disapproved None

THIS ITEM WILL BE
SENT UNDER
SEPERATE COVER