

HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY

NOTICE OF AND AGENDA FOR A WORKSHOP AND A REGULAR MEETING

TO BE HELD BY THE BOARD OF DIRECTORS

DATE: **TUESDAY, JULY 23, 2024**
TIME: **5:30 PM**
PLACE: **PHARR CITY HALL**
2nd FLOOR CITY COMMISSION CHAMBERS
118 SOUTH CAGE BLVD.
PHARR, TEXAS 78577

PRESIDING: S. DAVID DEANDA, JR, CHAIRMAN

An electronic copy of the agenda packet can be obtained at www.hcrma.net

PLEDGE OF ALLEGIANCE

INVOCATION

CALL TO ORDER OF A WORKSHOP

1. Review of the Quarterly Investment Report for the Period Ending June 30, 2024.

ADJOURNMENT OF WORKSHOP

CALL TO ORDER AND ESTABLISHMENT OF A QUORUM FOR A REGULAR MEETING

PUBLIC COMMENT

1. **REPORTS**
 - A. Report on Program Management Activity for 365 Tollway Project – HCRMA Staff
 - B. Report on Construction Activity for 365 Tollway Project – Ramon Navarro IV, 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 Board Meeting held June 25, 2024 and the Special Board Meeting held July 9, 2024.
 - B. Approval of Project & General Expense Report for the period from June 8, 2024, to July 5, 2024.
 - C. Approval of Financial Reports for June 2024.

- D. Approval of Quarterly Investment Report for the Period Ending June 30, 2023.
- E. Resolution 2024-35 – Consideration and Approval to add Ruben Alfaro to the appointment of the MPO as alternate/proxy to Policy and technical committees.
- F. Resolution 2024-28 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.

3. REGULAR AGENDA

- A. Resolution 2024-36 Consideration and Approval of Work Authorization Number 5 to the Professional Service Agreement with QHA to provide surveying services for the 365 Tollway.
- B. Resolution 2024-37 Consideration and Approval of Contract Amendment Number 9 with Quintanilla, Headly, & Associates to increase the maximum payable amount for Work Authorization number 5.

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 Attorney on legal issues pertaining to Change Order Number 5 to that certain contract with Pulice Construction Inc. for the 365 Tollway Project (551.071 T.G.C.)
- B. Consultation with Attorney on legal issues pertaining to the Financial Assistance Agreement with the Texas Department of Transportation for the 365 Tollway Project (551.071 T.G.C.)
- C. Consultation with Attorney on legal issues pertaining to Professional Service Agreements for Inspection, Engineering, Surveying and Environmental Services to include construction material testing (Section 551.071 T.G.C.).
- D. Consultation with Attorney on legal issues pertaining to the voluntary acquisition 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.).
- E. Consultation with Attorney on legal issues pertaining to the acquisition, including the use of Eminent Domain, for property required to complete the project alignments of the 365 Tollway Project (Sections 551.071 and 551.072 T.G.C.).
- F. Consultation with Attorney on legal issues pertaining to the Environmental Clearance Document for the International Bridge Trade Corridor Project (Section 551.071 T.G.C.).
- G. Consultation with Attorney on legal issues pertaining to Professional Services Agreements (Section 551.071 T.G.C.).

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 Regional Mobility Authority office (203 W. Newcombe Ave, Pharr, Texas 78577), a place convenient and readily accessible to the general public at all times, and said Notice was posted on the 18th day of July 2024 at 5:00 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 96 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. Speakers addressing the Board through a translator will be allowed a maximum of six (6) minutes.

All individuals desiring to address the HCRMA must be signed up to do so, prior to the open comment period. For meetings being held by telephonic or videoconference, individuals may contact Maria. E. Alaniz at (956) 402-4762 before 5:00 pm day of the meeting.

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 applies."

Note: Participation by Telephone/Video Conference Call – One or more members of the HCRMA Board of Directors may participate in this meeting through a telephone/video conference call, as authorized by Sec. 370.262, Texas Transportation Code.

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Workshop

Item 1

HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY

AGENDA RECOMMENDATION FORM

BOARD OF DIRECTORS	<input checked="" type="checkbox"/>	AGENDA ITEM	1
PLANNING COMMITTEE	<input type="checkbox"/>	DATE SUBMITTED	07/16/2024
FINANCE COMMITTEE	<input type="checkbox"/>	MEETING DATE	07/23/2024
TECHNICAL COMMITTEE	<input type="checkbox"/>		

1. Agenda Item: **WORKSHOP ITEM 1 – QUARTERLY INVESTMENT REPORT FOR THE PERIOD ENDING JUNE 30, 2024.**
2. Nature of Request: (Brief Overview) Attachments: Yes No
Presentation of the quarterly investment report.
2. Policy Implication: Board Policy, Local Government Code, Texas Government Code, Public Funds Investment Act Section 2256
4. Budgeted: Yes No N/A
5. Staff Recommendation: Report Only.
6. Planning Committee's Recommendation: Approved Disapproved None
7. Board Attorney's Recommendation: Approved Disapproved None
8. Chief Auditor's Recommendation: Approved Disapproved None
9. Chief Financial Officer's Recommendation: Approved Disapproved None
10. Chief Development Engineer's Recommendation: Approved Disapproved None
11. Chief Construction Engineer's Recommendation: Approved Disapproved None
12. Executive Director's Recommendation: Approved Disapproved 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

AGENDA ITEM
DATE SUBMITTED
MEETING DATE

1A
07/15/2024
07/23/2024

1. Agenda Item: REPORT ON PROGRAM MANAGEMENT ACTIVITY FOR 365 TOLLWAY PROJECT AND HIDALGO COUNTY LOOP
2. Nature of Request: (Brief Overview) Attachments: Yes No
Report on 365 Tollway, Section 4, and Section A West and Section C 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



HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY

BOARD OF DIRECTORS MEETING FOR JULY 2024

HCRMA Board of Directors

S. David Deanda, Jr., Chairman

Ezequiel Reyna, Jr., Vice-Chairman

Juan Carlos Del Angel, Secretary/Treasurer

Gabriel Kamel, Director

Francisco "Frank" Pardo, Director

Sergio Saenz, Director

Michael J. Williamson, Director

HCRMA Administrative Staff

Pilar Rodriguez, PE, Executive Director

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

Celia Gaona, CIA, Chief Auditor/Compliance Ofcr.

Jose Castillo, Chief Financial Ofcr.

General Engineering Consultant

HDR ENGINEERING, INC.

www.hcrma.net

Report on HCRMA Development Activities
Chief Construction Engineer – Ramon Navarro IV, PE, CFM



Overview

- 365 TOLL Project Overview
- Overweight Permit Summary

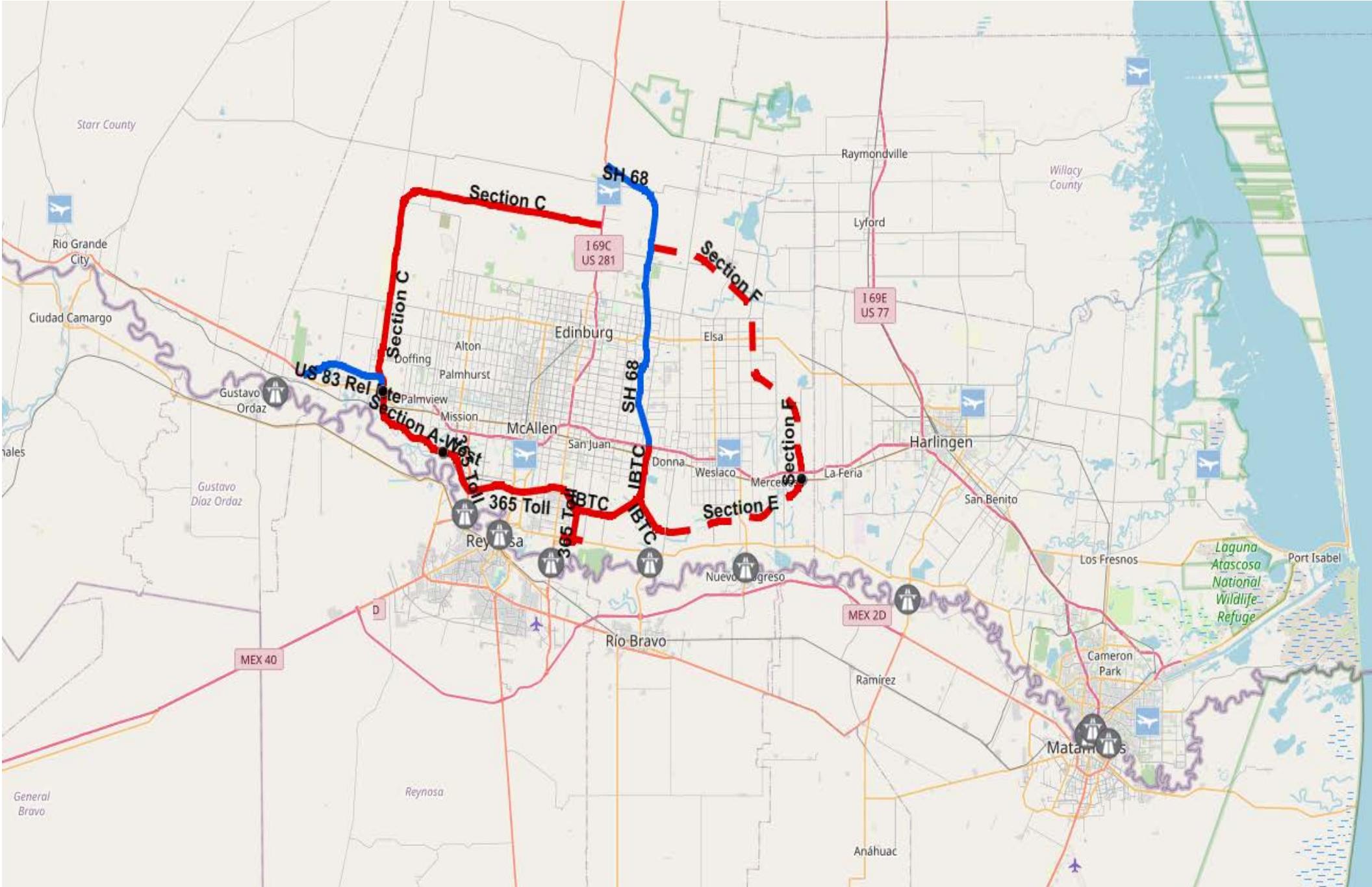
MISSION STATEMENT:

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

www.hcrma.net

2





www.hcrma.net

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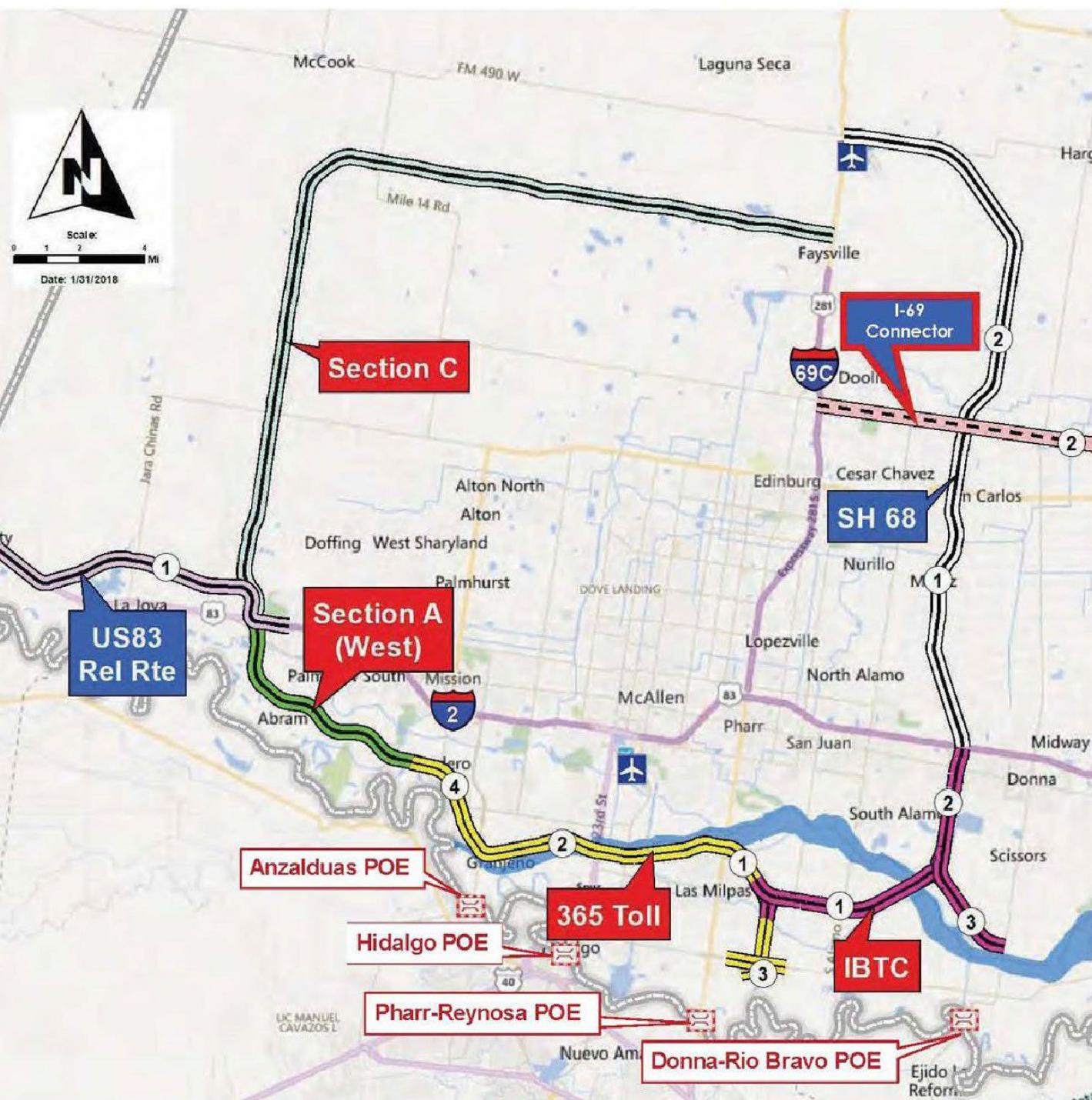


HCRMA

HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY

HCRMA STRATEGIC PLAN

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





HCRMA/TxDOT Strategic
Interests in Hidalgo County

Project

- 0010 IBTC
- 0030 365 TOLL
- 0040 Section A West
- 0050 US 83 Relief Route
- 0060 Section C
- 0070 SH 68
- FM1925 SH 68 to US 77
- PH1 FM 491 to US 77
- PH2 SH 68 to FM 491

SCALE: 1 inch = 4 miles

0 2.5 5 10 Miles

AUTHOR: Eric Davila, PE, PMP, CFM
DATE: 4/10/2019

US 83 Relief Route
(Seg. 1 Frontage Rds)
Constr. Cost: \$87.2M
Tot. Dev. Cost: \$122.5M
* Incl. \$30.5M in
Prop 1 Funding.

SHORT TERM

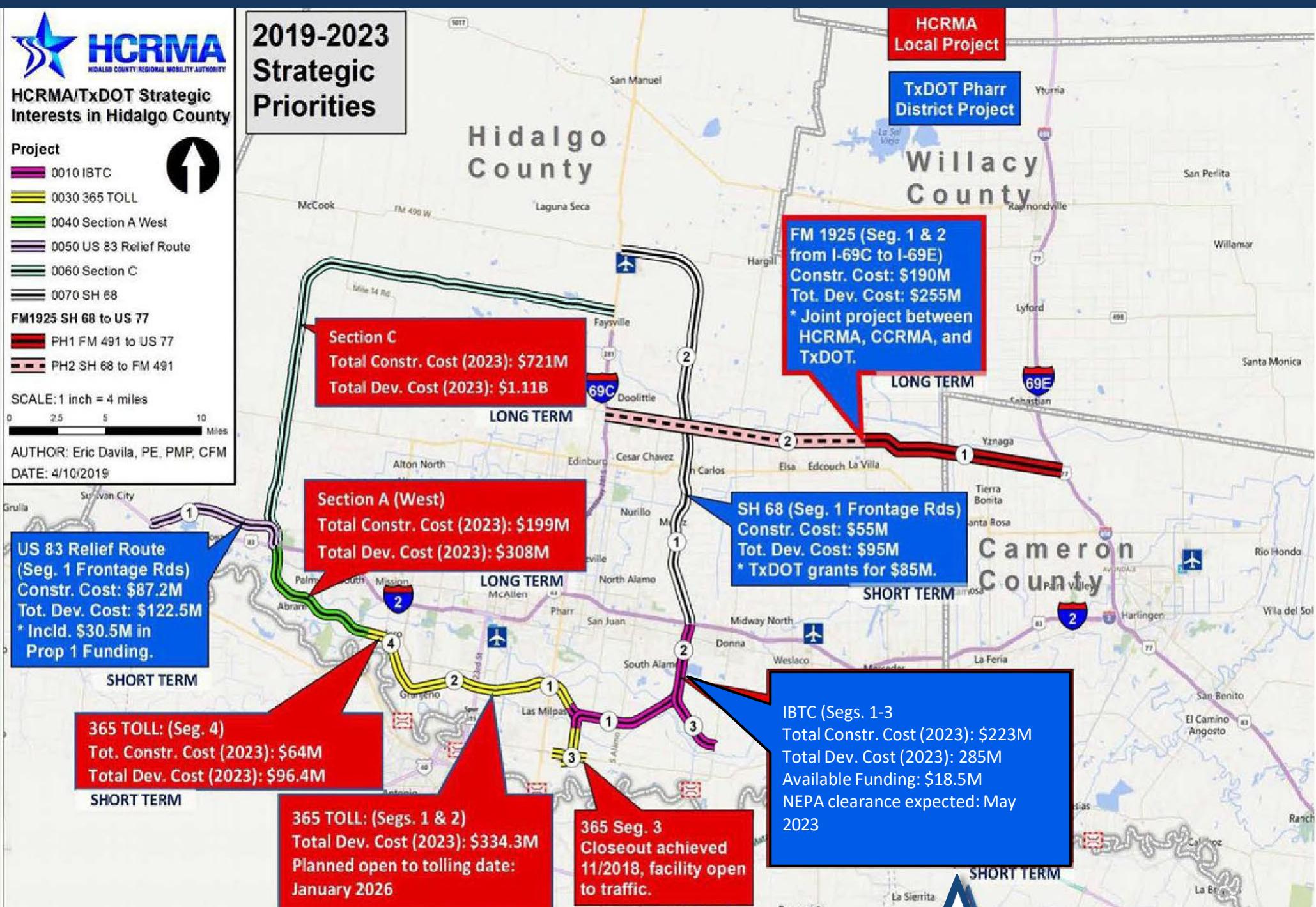
365 TOLL: (Seg. 4)
Tot. Constr. Cost (2023): \$64M
Total Dev. Cost (2023): \$96.4M

SHORT TERM

365 TOLL: (Segs. 1 & 2)
Total Dev. Cost (2023): \$334.3M
Planned open to tolling date:
January 2026

365 Seg. 3
Closeout achieved
11/2018, facility open
to traffic.

2019-2023 Strategic Priorities



www.hcrma.net



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HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY

Specialized Overweight Permits

Hidalgo County allows shippers to securely order specialized overweight permits online. The permits cover travel over the Hidalgo County roads listed below for vehicles weighing no more than the Mexican Legal Weight Limit or 125,000 lbs. For a more detailed explanation, see below.

Permit Information

The Hidalgo County Regional Mobility Authority (HCRMA) administers the overweight permit corridor system for the Hidalgo County. Overweight permits issued through the HCRMA are only valid for destinations originating from the following points of entry:

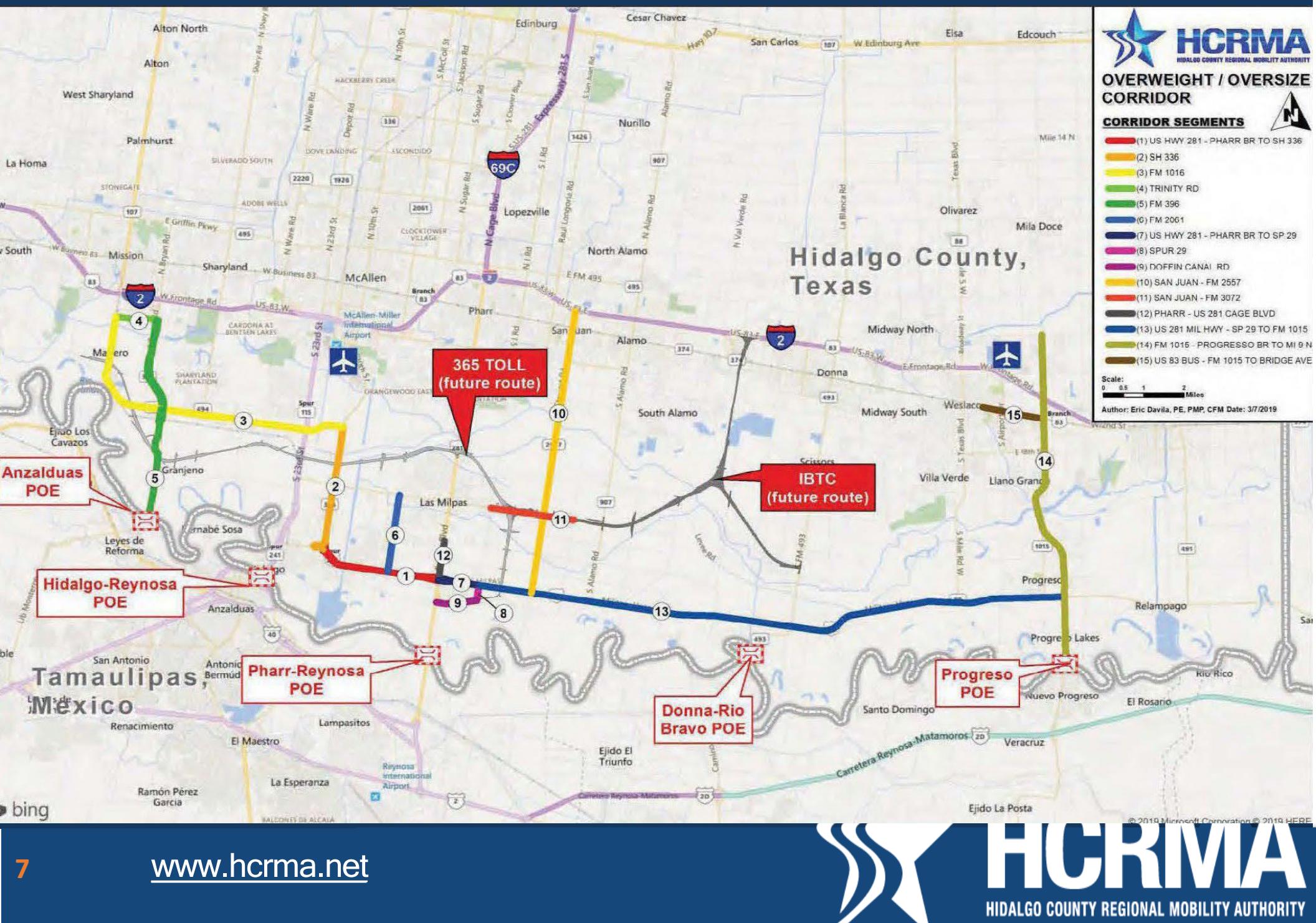
- Anzalduas Bridge
- Pharr-Reynosa Bridge
- Donna-Rio Bravo Bridge
- Progresso Bridge

Or for movement on the following roads:

- (1) U.S. Highway 281 between its intersection with Pharr-Reynosa International Bridge and its intersection with State Highway 336.
- (2) State Highway 336 between its intersection with U.S. Highway 281 and its intersection with Farm-to-Market Road 1016.
- (3) Farm-to-Market Road 1016 between its intersection with State Highway 336 and its intersection with Trinity Road.
- (4) Trinity Road between its intersection with Farm-to-Market Road 1016 and its intersection with Farm-to-Market Road 396.
- (5) Farm-to-Market Road 396 between its intersection with Trinity Road and its intersection with the Anzalduas International Bridge.
- (6) Farm-to-Market Road 2061 between its intersection with Farm-to-Market Road 3072 and its intersection with U.S. Highway 281.
- (7) U.S. Highway 281 between its intersection with the Pharr-Reynosa International Bridge and its intersection with Spur 29.
- (8) Spur 29 between its intersection with U.S. Highway 281 and its intersection with Doffin Canal Road.
- (9) Doffin Canal Road between its intersection with the Pharr-Reynosa International Bridge and its intersection with Spur 29.
- (10) FM 2557 (Stewart Road) from US 281/Military Highway to Interstate 2 (US 83).
- (11) FM 3072 (Dicker Road) from Veterans Boulevard ('I' Road) to Cesar Chavez Road.
- (12) Route 12: US 281 (Cage Boulevard) from US 281/Military Highway to Anaya Road.
- (13) US 281/Military Highway from Spur 29 to FM 1015.
- (14) Farm to Market 1015 - Progresso International Bridge to Mile 9 North.
- (15) US 83 Business - Farm to Market 1015 to South Bridge Avenue.

The gross weight of cargo and equipment shall not exceed the allowable permissible axle load, the Mexican Legal Weight Limit or 125,000 lbs, whichever is less, and the dimensions of the load and vehicle shall not exceed 12' wide, 15'6" high, or 110' long.

OVERWEIGHT / OVERSIZE CORRIDOR SEGMENTS



►ACCUMULATED OVERWEIGHT REPORT:

January 14, 2014 - June 30, 2024

Total Permits Issued:	354,726
Total Amount Collected:	\$ 63,022,998
Convenience Fees:	\$ 1,241,598
Total Permit Fees:	\$ 61,781,400
-Pro Miles:	\$ 1,064,178
-TxDOT:	\$ 52, 514,190
-HCRMA	\$ 8,203,032

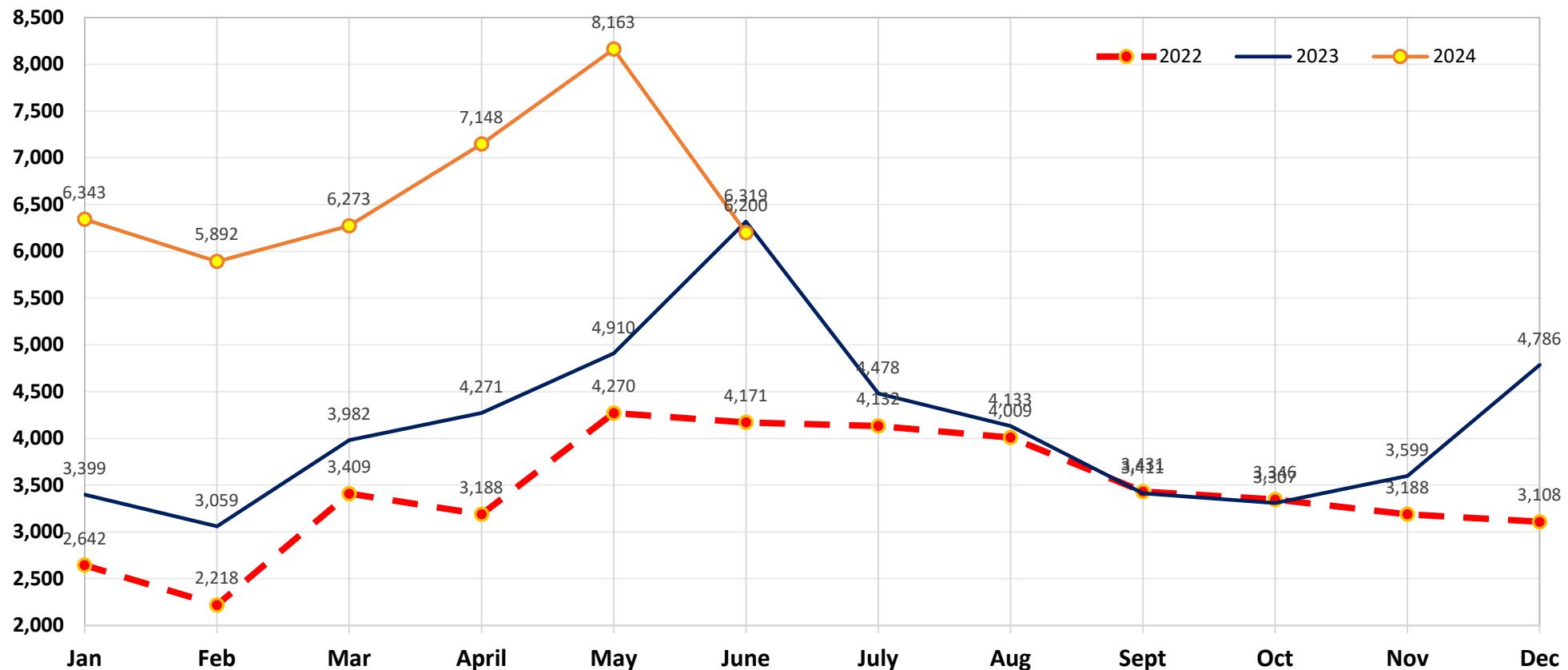
*Effective November 13, 2017, permit fee increased from \$80 to \$200

►OVERWEIGHT REPORT FOR 2024:

January 1, 2024 - June 30, 2024

Total Permits Issued:	40,019
Total Amount Collected:	\$ 8,178,436
■ Convenience Fees:	\$ 174,636
■ Total Permit Fees:	\$ 8,003,800
-Pro Miles:	\$ 120,057
-TxDOT:	\$ 6,803,230
-HCRMA	\$ 1,080,513

Overweight/Oversized Permit Count 2022 - 2024 Monthly Comparison



NOTES:

1. The annual accumulated permit count for 2022: 19,898 2023: 25,940 2024: 40,019
Annual increase comparison of: 2022: 20,121 [101%] and 2023: 14,079 [54%]
2. Monthly permit count of 6,200 represents a -1.9% (decrease, 119) compared to the same month in 2023 (6,319).

Item 1B

HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY

AGENDA RECOMMENDATION FORM

BOARD OF DIRECTORS
PLANNING COMMITTEE
FINANCE COMMITTEE
TECHNICAL COMMITTEE

X

AGENDA ITEM
DATE SUBMITTED
MEETING DATE

1B
07/16/2024
07/23/2024

1. Agenda Item: REPORT ON CONSTRUCTION ACTIVITY FOR 365 TOLLWAY PROJECT.

2. Nature of Request: (Brief Overview) Attachments: Yes No
Report on 365 Tollway, Section 4, and Section A West and Section C 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

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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 Board of Directors

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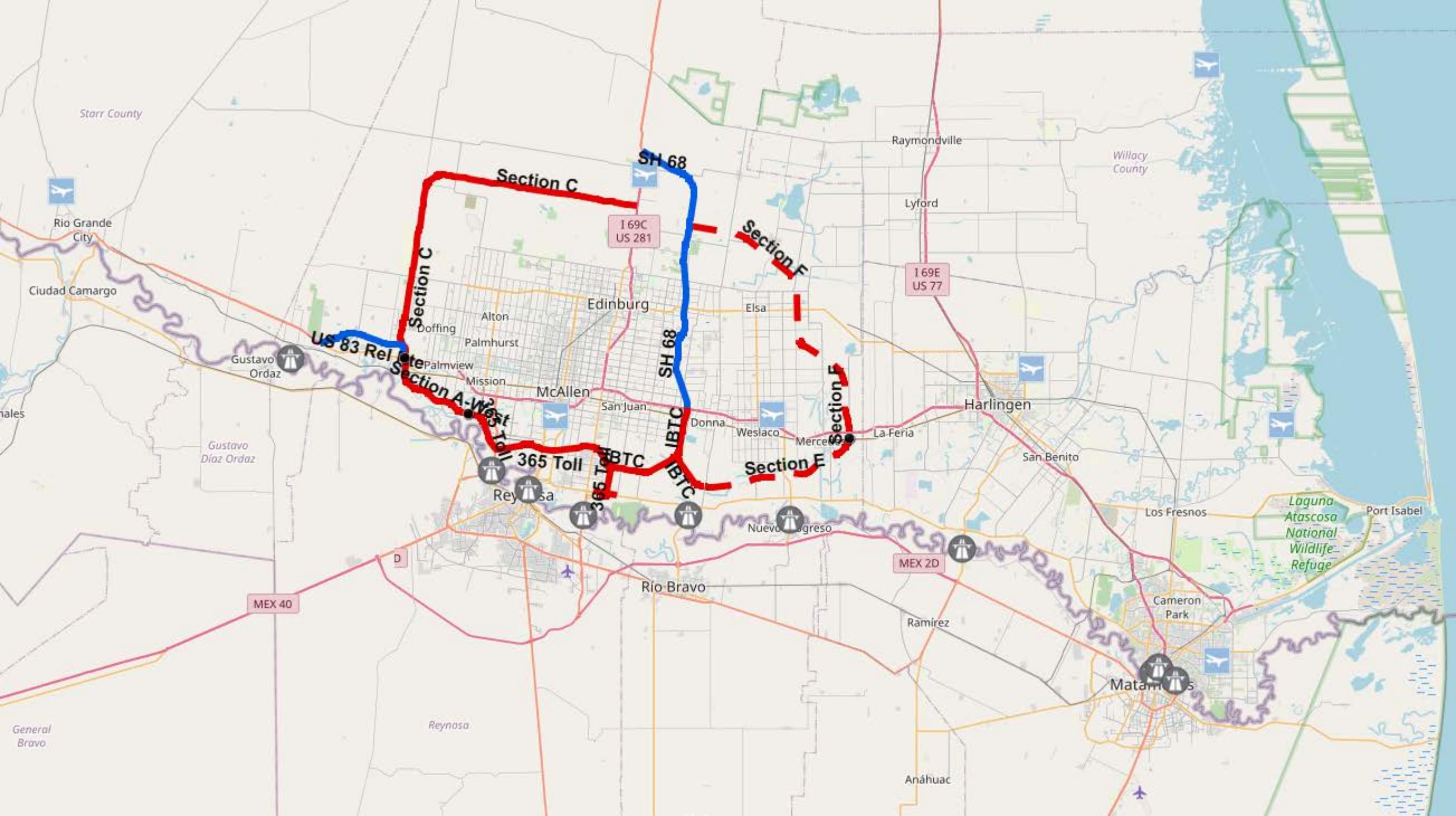
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Jose Castillo, Chief Financial Ofcr.

General Engineering Consultant

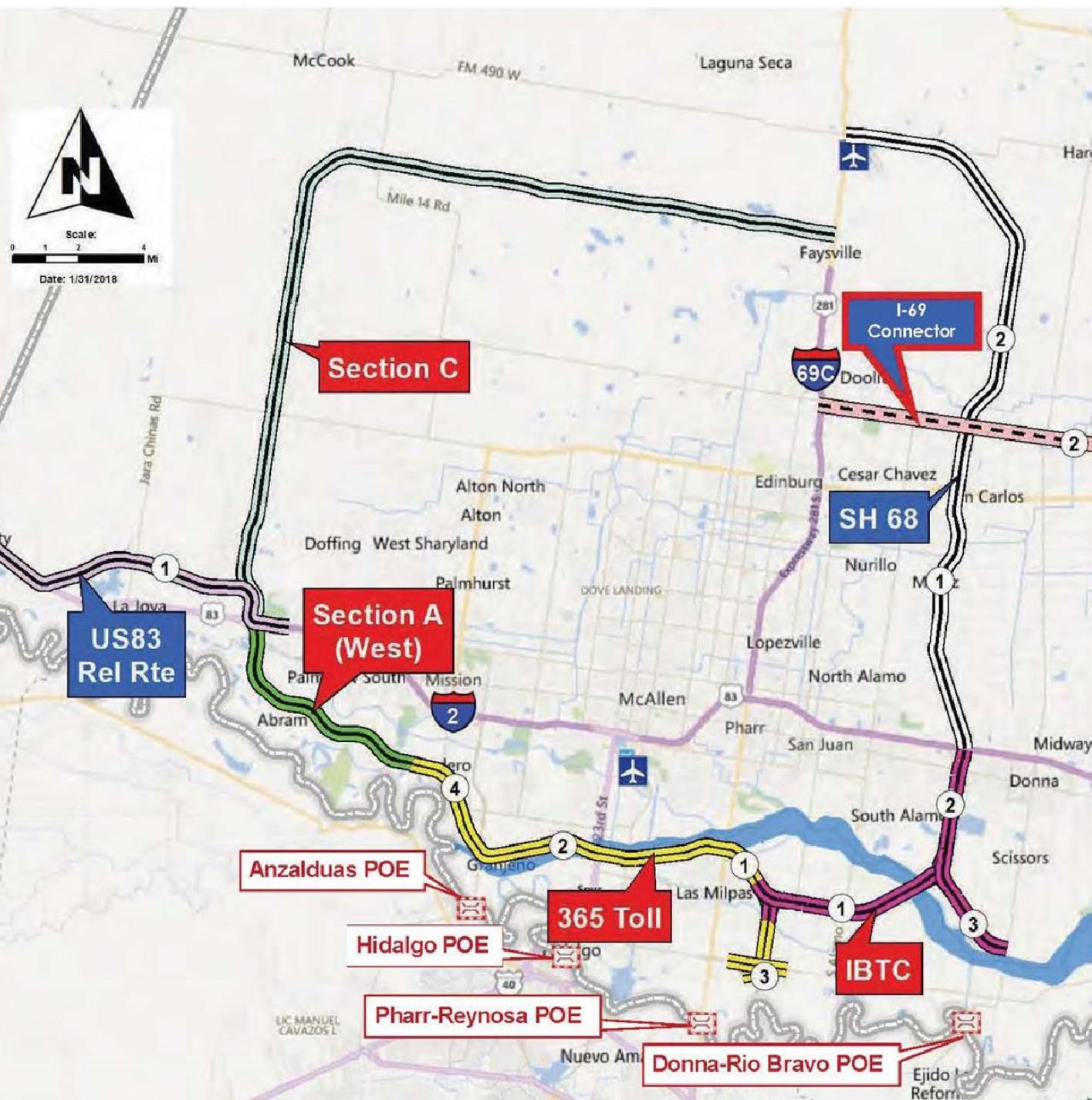
HDR Engineering, Inc.

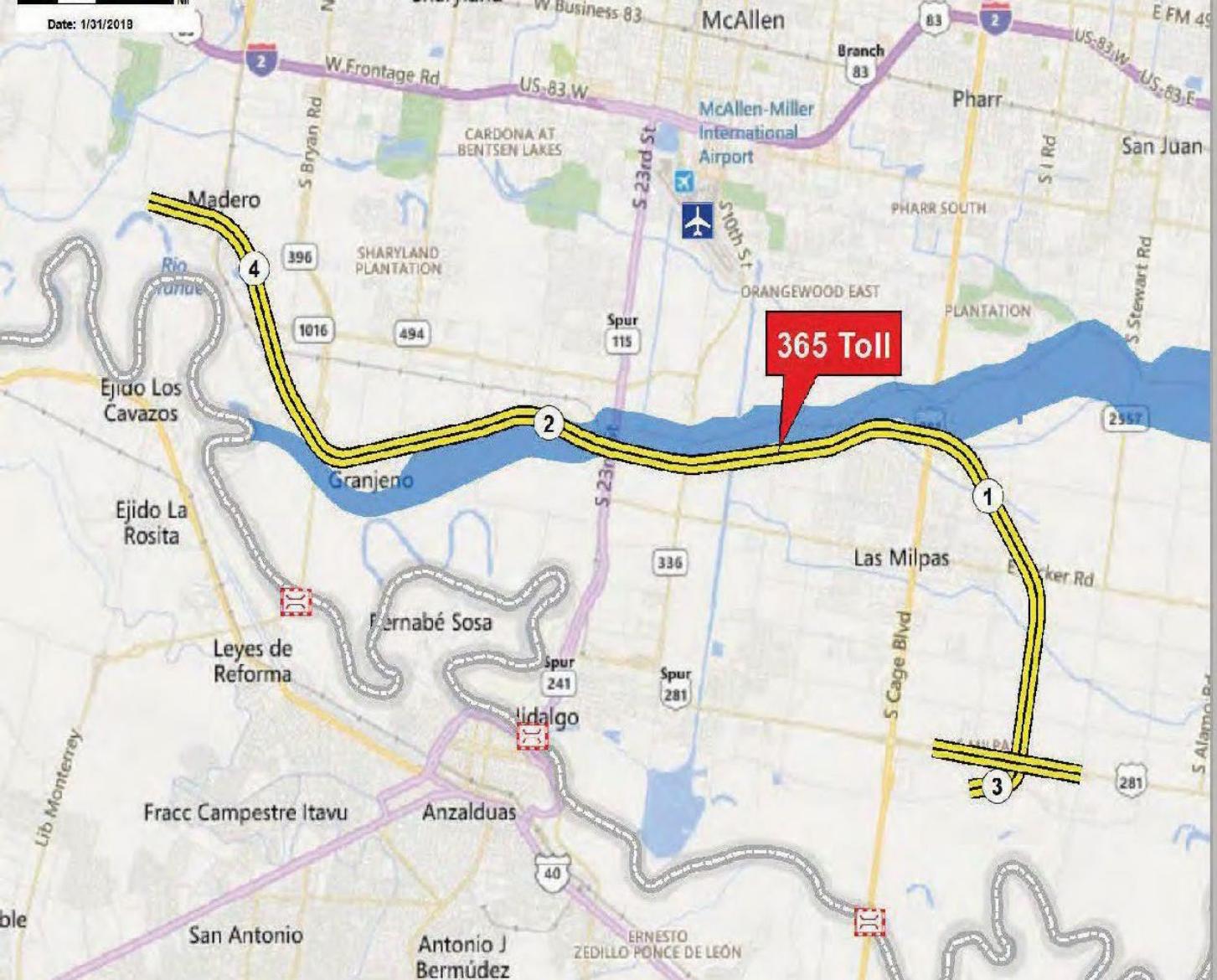




HCRMA STRATEGIC PLAN

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





[SEGS. 1 & 2] LIMITS FROM 0.8 MI. W. FM 396 / ANZ. HWY.
TO US 281 / BSIFCONNECTOR [365 SEG. 3 COMPLETED]
[SEG. 4 FUTURE] LIMITS FROM FM 16 / CONWAY
TO 0.8 MI. W. FM396 / ANZALDUAS HIGHWAY



MAJOR MILESTONES:
NEPA CLEARANCE
07/03/2015

100% ROW ACQUIRED

PH 1: 365 SEG. 3
LET: 08/2015
COMPLETED

PH 2: 365 TOLL
SEGS. 1 & 2
LET: 11/2021
OPEN: 01/2026



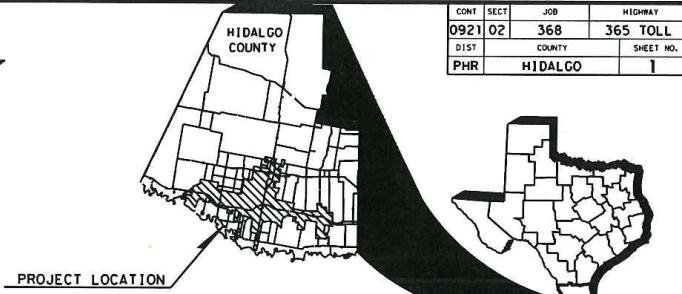
HCRMA
HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY

HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY

PLANS OF PROPOSED ROADWAY IMPROVEMENT

FEDERAL AID PROJECT NO. DMO 2013 (420)

365 TOLL



LEVEE RELOCATION:

12,232.62 FT • 2.32 MI.

PROJECT LENGTH:

ROADWAY: 58,504.54 FT • 11.08 MI.
BRIDGE: 6,042.00 FT • 1.14 MI.
TOTAL: 64,546.54 FT • 12.22 MI.

LIMITS:

FROM: FM 396 (ANZALDUAS HWY) & GSA CONNECTOR
TO: US 281 (MILITARY HIGHWAY)

PROJECT LOCATION

CONSTRUCTION OF

A NEW ROADWAY CONSISTING OF GRADING, FLEXIBLE BASE, LIME TREATED SUBGRADE, ASPHALTIC CONCRETE PAVEMENT, CRCP, RETAINING WALLS, CULVERTS, IRRIGATION STRUCTURES, BRIDGE STRUCTURES, TRAFFIC SIGNALS, ILLUMINATION, SIGNING, PAVEMENT MARKINGS, TOLL GANTRIES, TOLL EQUIPMENT, FIBER OPTIC NETWORK, CCTV CAMERAS, VEHICLE DETECTION SYSTEM, BLUETOOTH, DYNAMIC MESSAGE SIGNS, WIRELESS ANTENNAS, ITS POLES, ITS CABINETS, GROUND BOXES, CONDUITS, AND LEVEE RELOCATION



SCALE: 1"=2 MI.

FINAL PLAN DATA:

FINAL CONTRACT PRICE: _____
CONTRACTORS NAME: _____
CONTRACTORS ADDRESS: _____
LETTING DATE: _____
DATE WORK BEGAN: _____
DATE WORK COMPLETED: _____
DATE OF ACCEPTANCE: _____

CHANGE ORDERS & SUPP. AGREEMENTS:

ALL CONSTRUCTION WORK WAS PERFORMED IN ACCORDANCE WITH THE PLANS, SPECIFICATIONS AND CONTRACT. ALL PROPOSED CONSTRUCTION WAS COMPLETED UNLESS OTHERWISE NOTED.

ROADWAY OF INCIDENTAL CONSTRUCTION	BEGIN INCIDENTAL CONSTRUCTION	END INCIDENTAL CONSTRUCTION
1 365 TOLL EB FRTG RD	STA 20639+85.55	STA 20650+06.81
2 GSA CONNECTOR	STA 105+59	STA 120+62
3 FM 494 (SHARY RD)	STA 139+25	STA 153+43
4 SP 115 (23RD ST)	STA 226+30	STA 226+22.93
5 MCCOLL ROAD	STA 29+50	STA 51+50
6 FM 2061 (JACKSON RD)	STA 12+00	STA 22+72
7 US 281 (CAGE RD)	STA 12+00	STA 21+32
8 FM 3072 (DICKER RD)	STA 12+60	STA 29+86
9 ANAYA ROAD	STA 17+80	STA 27+40
10 HI-LINE ROAD	STA 27+40	STA 17+80
11 US 281 (MILITARY RD)	STA 10100+00	STA 10227+00
12 BSIF CONNECTOR	STA 1302+18	STA 1338+00

PROJECT DATA

DESIGN SPEED:

MAINLANES • 70 MPH

FRONTAGE ROADS • 50 MPH

RAMPS • 50 MPH

GSA CONNECTOR • 45 MPH

GLASSCOCK ROAD • 30 MPH

FM 494 (SHARY RD) • 55 MPH

WARE ROAD • 55 MPH

SP 115 (23RD ST) • 55 MPH

SH 336 (10TH ST) • 55 MPH

MCOLL ROAD • 60 MPH

JACKSON RD • 50 MPH

US 2061 (JACKSON RD) • 55 MPH

CAGE RD • 55 MPH

FM 3072 (DICKER RD) • 55 MPH

DICKER RD • 55 MPH

ANAYA ROAD • 30 MPH

ANAYA RD • 45 MPH

RAILROAD CROSSINGS: NONE

EQUATIONS: STA 1080+25.77 BK = STA 1080+00.00 AH

EXCEPTIONS: NONE

FUNCTION CLASS: PRINCIPAL ARTERIAL (FREEWAY)

BRIDGE: TOTAL = 23 BRIDGES

(SEE INDEX SHEET FOR DETAILS)

TDLR INSPECTION SHALL

NOT BE REQUIRED

REGISTERED ACCESSIBILITY SPECIALIST (RAS) INSPECTION REQUIRED.

TDLR No. EABPRJ _____

SPECIFICATIONS ADOPTED BY THE TEXAS DEPARTMENT OF TRANSPORTATION ON NOVEMBER 1, 2014 AND SPECIFICATION ITEMS LISTED AND DATED AS FOLLOWS SHALL GOVERN ON THIS PROJECT. REQUIRED CONTRACT PROVISIONS FOR FEDERAL-AID CONSTRUCTION CONTRACTS (FORM FHWA 1273, MARCH 2012).



Texas Department of Transportation

PROGRAM MANAGEMENT CONSULTANT

DANNENBAUM
ENGINEERING CORPORATION

1100 W. Expressway 45
McAllen, TX 78501
Phone: (956) 565-9813
Fax: (956) 565-9814

200 S. University Blvd., Ste. 200
McAllen, TX 78501
Phone: (956) 682-3877
Fax: (956) 682-3872

SAB INFRASTRUCTURE, LTD.
TEXAS BOARD OF PROFESSIONAL ENGINEERS # F-1582

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365 TOLLWAY COLLECTION SYSTEM INSTALLATION, INTEGRATION and MAINTENANCE PROJECT

- SEPTEMBER 8, 2022** -Request for Proposals was released
- OCTOBER 3, 2022** -Mandatory Pre-bid meeting was conducted with In-Person or Virtual Attendance option
- DECEMBER 9, 2022** -Five Proposals were received for the 365 Toll Collection System, Integration, and Maintenance Project
- DECEMBER 16, 2022** -Compliance reviews were conducted of all electronic bids;
- FEBRUARY 6, 2023** -Evaluation committee [HCRMA staff and HDR [GEC]] thoroughly reviewed proposals, conducted oral presentations and in accordance with RFP's two-step scoring process
- FEBRUARY 14, 2023** -Proposal bid prices opened, evaluated, scored by evaluation committee
- FEBRUARY 28, 2023** -First Executive
- MARCH 13, 2023** -Second Executive Briefing
- MARCH 14, 2023** -Negotiation of contract terms, condition, & BAFO
- MARCH 28, 2023** -Award of contract to SICE, Inc. for \$13,980,669 with a score of 905
- OCTOBER 28, 2023** -Single Gantry amendment
- March 26, 2024** - CO#1 \$645,170 for single gantry implementation

EXECUTIVE SUMMARY

- The Notice to Proceed (NTP) was issued to Pulice Construction Inc. (PCI) on February 15, 2022, with time charges commencing on March 17, 2022.
- The work under this contract shall be substantially completed within **1,264 CALENDAR** days [September 22, 2025] After Substantial Completion, Pulice will be allowed up to an additional 60 calendar days for Final Acceptance. Therefore, all improvements must be final accepted by [November 21, 2025].
- Working days will be charged Sunday through Saturday, including all holidays [with exception of:

New Year's Day (January 1st)

Independence Day (July 4th)

Labor Day (1st Monday in the month of September)

Thanksgiving Day and day after (4th Thursday and Friday in the month of November);

Christmas Eve and Day (December 24th and 25th)]

regardless of weather conditions, material availability, or other conditions not under the control of the Contractor, except as expressly provided for in the Contract. If Contractor fails to complete the work on or before the contract time, Pulice Construction Inc. agrees to pay the Authority \$ 16,500 per day as liquidated damages to cover losses, expenses and damages of the Authority for every Calendar Day which the Contractor fails to achieve Substantial Completion of the Project.

- The total construction cost submitted \$ 295,932,420.25.

HCRMA 365 TOLL PROJECT CSJ#0921-02-368: CHANGE ORDER SUMMARY

HCRMA 365 TOLL PROJECT CSJ#0921-02-368: CHANGE ORDER SUMMARY

Thirteen (13) approved Changes Order(s): **[\$9,089,135.16]** +0 days

CO#1 11/11/2021 entering VECP process	+000 days	\$000,000,000.00	.0%
CO#2 12/21/2021 VECP Plan Revisions	+000 days	\$(14,208,622.30)	(4.80%)
CO#3 04/26/2022 VECP Contractor Risk	+000 days	\$000,000,000.00	(0%)
CO#4 01/24/2023 Drill Shafts	+000 days	\$171,516.59	0.06%
CO#5 06/24/2023 VECP True Realized Savings	+000 days	\$4,257,969.18	1.44%
CO#6 07/09/2024 Depot Road rmve cul-de-sac	+000 days	(-\$30,843.33)	(0.01%)
CO#7 07/09/2024 Mission waterline conflict	+000 days	\$13,075.83	0.004%
CO#8 07/09/2024 drill shaft casing conflict	+000 days	\$29,932.00	0.01%
CO#9 07/09/2024 irrigation PVC / LHPP	+000 days	(-\$1,782.00)	(0%)
CO#10 07/09/2024 TCP amendments	+000 days	\$249,919.32	0.08%
CO#11 07/09/2024 add McColl driveway	+000 days	\$23,450.97	0.008%
CO#12 07/09/2024 City of Pharr waterline	+000 days	\$135,487.78	0.005%
CO#13 07/09/2024 Trffic sgnal/cntrl cabinets	+000 days	\$212,599.20	0.717%

Change Order No.1 Summary: November 10, 2021, Resolution 2021-54

- The Primary purpose of Change Order No. 1 is for the HCRMA and contractor to enter a defined VECP proves to reduce the overall cost of the project based on a 30% design furnished by the contractor.
- Cost to the Project include: 30% of 5% of the project savings to the project or direct costs to the contractor, whichever is less. These costs are intended to pay the contractor for design work achieve a 30% design.
- The HCRMA assumes ownership of all design work developed by the contractor, and cost savings are shared by the HCRMA and contractor by 40% and 60% respectively.

Change Order No. 2 Summary: December 20, 2021, Resolution 2021-78

- Change order No. 2 amended the contract price from \$295,932,420.25 to \$281,723,797.95.
- By execution of Change Order No. 1, the contractor completed a 30% design to an effort to estimate cost savings for the project. Payment for the contractor's initial design work is \$613,285.06 in accordance with calculations presented in Change Order No. 1. This is the only cost due to the contractor based on the execution of Change Order No. 2 and is non-participating.
- Notice to proceed was issued 2/15/2022, the HCRMA reimburse the contractor for the remaining design costs to not exceed 5% of the total cost savings. Payments made will be based upon design milestones at 60%, 90% and 100% completion and acceptance.

VECP calculations for Contract Price of	\$281,723,797.95	
VECP Gross Savings	\$38,010,382.63	
Less est. Total Design Cost	\$1,943,648.45	(Schematics + Final Design)
Less Est. Owner's Fees	\$545,178.43	(GEC, Environmental, T&R Costs)
VECP Net Savings	\$35,521,555.75	
60% Contractor Saving:	\$21,312,933.45	Paid as Progress Payments
40% Owner Savings:	\$14,208,622.30	Reduced from original Project

Change Order No. 3 Summary: April 26, 2022, Resolution 2022-36

- As provided for Contract Amendment #1 and Change Order No. 2, the Contractor's share of the net savings includes the "Contractor Risk" that the actual costs of implementing the approved VECP concepts in Change Order No. 2 may not result in the saving approved by the parties. To the extent total actual costs exceed the total amount approved, all overages due to errors, oversights, omissions, additions, or corrections to final units, final quantities, or final unit prices or costs increases shall be deducted from Contractor 60% portion of the net savings.
- To the extent actual costs exceed the amounts presented in Exhibit A, Contractor agrees that such overages due to errors, oversight, omission additions, or corrections to final units, quantities or unit pricing shall be deducted from contractor's 60% portion of the net savings (the "Contractor Risk").
- Contractor VECP Savings Payments.

Contractor's share of the savings shall be calculated and paid out as progress payments under the terms of the contract, as follows:

Construction Progress	Proposed Savings Payment
20% Completion	\$4,262,586.69
40% Completion	\$4,262,586.69
60% Completion	\$4,262,586.69
80% Completion	\$4,262,586.69
Final Acceptance	<u>\$4,262,586.69</u>
	\$21,312,933.45

The parties agrees that if the Savings are not apparent or justified during a designated progress period, all, or part of any such Savings Payment, on the recommendation of the General Engineering Consultant, may be (i) deferred to the next progress period or (iii) reduced to reflect the Contractor's Risk for unrealized Savings/overages.

Change Order No. 4 Summary: January 24, 2023, Resolution 2023-05

Change Order No. 4 removes 1,524LF of Item 416-6005 Drill Shaft (42") introduces 48" drill shafts to incorporate detailed, finalized quantities and unit costs; and establishes State/Federal participation on odified unit costs, assuring compliance with the standard specifications included within the contract. Change Order No. 4 introducing 1,585LF of Item 416-6006 Drill Shaft (48 IN) at a unit cost of \$308.39/LF for a net cost of \$171,516.59 to be fully paid by HCRMA [Owner].

Change Order No. 5 Summary: June 24, 2023, Resolution 2023-30

In Lieu of \$38,010,382.63 savings, they only can truly account for \$30,565,888. They are claiming that of the \$7,444,494.63 shortfall, only \$3,186,525.45 is from their 60%; additional \$4,257,969.18 are contributable to busts in original plans, design errors and quantity mistakes and are to be attributed to HCRMA contingency[\$ 5,000,000>>\$570,514.23].

- As provided for Contract Amendment #1 and Change Order No. 2, the Contractor's share of the net savings includes the "Contractor Risk" that the actual costs of implementing the approved VECP concepts in Change Order No. 2 may not result in the saving approved by the parties. To the extent total actual costs exceed the total amount approved, all overages due to errors, oversights, omissions, additions, or corrections to final units, final quantities, or final unit prices or costs increases shall be deducted from Contractor 60% portion of the net savings. **The unrealized savings presented are \$2,367,208.20**
 - To the extent actual costs exceed the amounts presented in Exhibit A, Contractor agrees that such overages due to errors, oversight, omission additions, or corrections to final units, quantities or unit pricing shall be deducted from contractor's 60% portion of the net savings (the "Contractor Risk"), **revised shall be \$18,945,725.25**
 - Contractor VECP Savings Payments **are amended, as such:**

Contractor's share of the savings shall be calculated and paid out as progress payments under the terms of the contract, as follows:

Construction Progress	Proposed Savings Payment	Paid Date
**20% Completion	\$4,262,586.69	12/22/22
40% Completion	\$4,262,586.69 \$3,670,784.64	
60% Completion	\$4,262,586.69 \$3,670,784.64	
80% Completion	\$4,262,586.69 \$3,670,784.64	
Final Acceptance	\$4,262,586.69 \$3,670,784.64	
	\$21,312,933.45 \$18,945,725.25	

**[\$18,945,725.25 - \$4,262,586.69 = \$14,683,138.56 / 4 = \$3,670,784.64]

Change Order No. 6 Summary: (-\$30,843.33)

The scope of this change is to compensate the for changes related to Depot Road (southbound frontage road for SP115) which will remain in place at the directive of TxDOT. The existing SB frontage road (Depot) will be left in place in lieu of obliteration and cul-de-sac. As a result, the proposed levee will be reduced, guard rail and rail Ty T80PP will be added to protect columns. In addition, the TCP is revised to allow for the phased additional work.

Change Order No. 7 Summary: \$13,075.83

This change resolves an unanticipated utility conflict between the city of Mission 16" waterline casing and proposed drainage line at station 649+00. In lieu of the proposed 5' x 5', an 8'x8' Conflict Manhole must be installed to accommodate construction.

Change Order No. 8 Summary: \$20,932.00

The 60" drill shafts from FM 494 Bent 2 are in conflict with placed 24" water line casing. The existing 24" RCP CL V water line casing would need to be removed and relayed using the same pipe. Estimated damaged pipe would need to be new RCP.

Change Order No. 9 Summary: (-\$1,782.00)

Due to existing field conditions, the irrigation line from station 752+36.15 to 760+66.11 increased from 18" Pressure Irrigation PVC pipe to 36" LHPP. CO#5 instrumented replacement to 36" LHPP. However, due to immediate material need and unavailability, a 30" LHPP was placed in lieu of 36".

Change Order No. 10 Summary: \$249,919.32

Pertinent plan sheets depicted traffic control plan implementing portable concrete traffic barriers and crash cushion appurtenances for safety of traveling public; however, items were not included in estimate.

Change Order No. 11 Summary: \$23,450.97

This change adjusts items per driveway revisions on McColl Rd. The proposed NW driveways were revised to provide better access for the local businesses and to add end treatment components for safety purposes at driveway intersections.

Change Order No. 12 Summary: \$

The scope of this change is to add and adjust items related to the 18" waterline relocation. Items were accounted in plans but not placed on estimate.

Change Order No. 13 Summary: \$212,599.20

TS pole mounted cabinets (TY 2 CONF 2) to be installed, attached to the vertical mast of existing and proposed traffic signal poles. Installing ITS cabinets on traffic signal poles is not per TxDOT standard. Cabinets are to be installed as ground mounted to specifications.

PROJECT PRODUCTION

□ CAPTURING VECP PACKETS

- 2/8/23 VECP Team met, exchanged concepts, formats
- 3/8/23 VECP meeting formal report submitted
- 4/20/23 VECP concepts completed and negotiations underway
- 7/07/23 New revised baseline schedule
- 7/10/23 CO#5 terms and conditions
- 2/23/24 CO#6 conditions and negotiations
- 7/09/24 CO#6 - 13 various

□ FORMAL SUBMITTALS, REVIEW OF DOCUMENTS

- RFIs 192
- SUBMITTALS 183

□ TESTING [Soils/Concrete]

- Levees / embankment / select fill
- Drill Shafts / Bents / Slab
- Roadway: limed subgrade / Cement Treated base
- MSE backfill
- Irrigation Structures

□ ENVIRONMENTAL JUSTICES [SW3Ps] Archeological sites

□ EMBANKMENT Shary / SH336 / SP115 / Highline/ McColl /Anaya

□ UNDERGROUND WORK Storm Sewer / Irrigation structures / Tolling Conduit

□ LEVEE WORK

□ Bridge Substructure FM494 / Floodway / SP115 / SH336 / McColl / Ditch Bridge / Highline - BEAMS SET: McColl / Canal Bridge / Floodway/ FM494

□ RETAINING WALLS Highline / Anaya / SP115/ SH336 / Jackson [6/6/24 suspension]

Overview

Edit

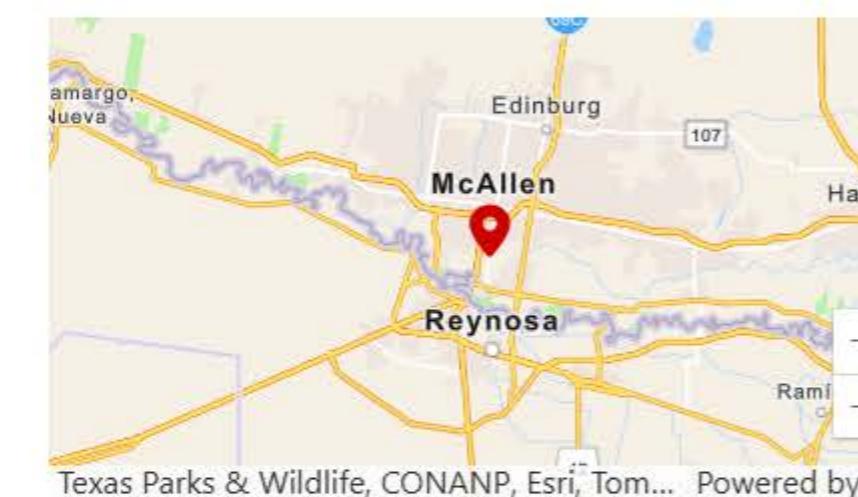
General Information

Project

Work Type

Heavy Highway

Location



Coordinates

26.14052384945899, -98.24062242016183

Location

FM-396 (ANZALDUAS HIGHWAY) TO US-281 MILITARY HIGHWAY

Management

Prime Contractor

PULICE CONSTRUCTION, INC.

Project Manager

Ramon Navarro, IV., P.E.

Managing Office

HCRMA Construction Department

Created By

Sergio Mandujano

Awarded Amount

\$295,932,420.25

Authorized Amount

\$265,126,088.59

Approved Changes

-\$30,806,331.66

Description

GREENFIELD PROJECT, PRINCIPAL ARTERIAL, CONTROLLED ACCESS HIGHWAY, TOLL IMPROVEMENT, CSJ: 0921-02-368

Amount Paid

Amount paid so far

\$125,935,864.87



Important Dates

Date Created

Apr 22, 2022

Notice to Proceed

Feb 15, 2022

Construction Start

Mar 17, 2022

Work Completion

Sep 22, 2025

Progress

Time Complete: 854 Days

Time Remaining: 410 Days

68%

Amount Posted: \$103,579,448.06

Awarded Amount: \$295,932,420.25

35%

Amount Posted: \$103,579,448.06

Authorized Amount: \$265,126,088.59

39%

Business: HCRMA
 Project Name: 365 TOLL PROJECT CSJ:0921-02-368
 Project Description: GREENFIELD PROJECT, PRINCIPAL ARTERIAL, CONTROLLED ACCESS HIGHWAY, TOLL IMPROVEMENT, CSJ: 0921-02-368
 Prime Contractor: PULICE CONSTRUCTION, INC.
 Notice to Proceed Date: 2/15/2022
 Construction Start Date: 3/17/2022
 Awarded Project Amount: \$295,932,420.25
 Net Change by Change Orders: **(\$30,806,331.66)**
 Authorized Project Amount: \$265,126,088.59
 % Complete Paid Awarded Amount: 41.327
 % Complete Paid Authorized Amount: 46.129

Payment History:

Payment Number	Pay Period Start	Pay Period End	Payment Amount	Payment To Date	Payment Status	Percent Production %	
						MONTHLY	ACCUM
28	6/16/2024	7/15/2024	\$2,006,402.82	\$127,942,267.69	Pending	0.76	48.26
27	5/16/2024	6/15/2024	\$3,637,006.93	\$125,935,864.87	Paid	1.372	47.5
26	4/16/2024	5/15/2024	\$2,271,351.76	\$122,298,857.94	Paid	0.857	46.129
25	3/16/2024	4/15/2024	\$5,798,909.13	\$120,027,506.18	Paid	2.187	45.272
24	2/16/2024	3/15/2024	\$2,969,884.58	\$114,228,597.05	Paid	1.12	43.085
23	1/16/2024	2/15/2024	\$4,352,674.67	\$111,258,712.47	Paid	1.642	41.964
22	12/16/2023	1/15/2024	\$3,798,704.58	\$106,906,037.80	Paid	1.433	40.323
21	11/16/2023	12/15/2023	\$7,678,808.97	\$103,107,333.22	Paid	2.896	38.89
20	10/16/2023	11/15/2023	\$6,172,155.46	\$95,428,524.25	Paid	2.328	35.994
19	9/16/2023	10/15/2023	\$5,115,697.33	\$89,256,368.79	Paid	1.93	33.666
18	8/16/2023	9/15/2023	\$7,157,089.08	\$84,140,671.46	Paid	2.7	31.736
17	7/16/2023	8/15/2023	\$5,532,158.94	\$76,983,582.38	Paid	2.087	29.037
16	6/16/2023	7/15/2023	\$2,803,225.26	\$71,451,423.44	Paid	1.057	26.95
15	5/16/2023	6/15/2023	\$2,402,150.75	\$68,648,198.18	Paid	0.906	25.893
14	4/16/2023	5/15/2023	\$1,672,812.23	\$66,246,047.43	Paid	0.631	24.987
13	3/16/2023	4/15/2023	\$2,302,505.87	\$64,573,235.20	Paid	0.868	24.356
12	2/16/2023	3/15/2023	\$1,571,621.63	\$62,270,729.33	Paid	0.593	23.487
11	1/16/2023	2/15/2023	\$1,519,297.77	\$60,699,107.70	Paid	0.573	22.894
10	12/16/2022	1/15/2023	\$943,705.68	\$59,179,809.93	Paid	0.356	22.321
9	11/15/2022	12/15/2022	\$8,892,613.75	\$58,236,104.25	Paid	3.354	21.965
8	10/15/2022	11/14/2022	\$4,085,602.35	\$49,343,490.50	Paid	1.541	18.611
7	9/16/2022	10/14/2022	\$1,427,873.36	\$45,257,888.15	Paid	0.539	17.07
6	8/19/2022	9/15/2022	\$657,136.92	\$43,830,014.79	Paid	0.248	16.532
5	7/20/2022	8/18/2022	\$378,458.17	\$43,172,877.87	Paid	0.143	16.284
4	6/21/2022	7/19/2022	\$2,793,575.17	\$42,794,419.70	Paid	1.054	16.141
3	6/1/2022	6/20/2022	\$2,336,832.39	\$40,000,844.53	Paid	0.881	15.087
2	5/1/2022	5/31/2022	\$14,029,200.82	\$37,664,012.14	Paid	5.292	14.206
1	2/15/2022	4/30/2022	\$23,634,811.32	\$23,634,811.32	Paid	8.915	8.915

Total:

MOH:	TOTAL VALUE	RECOVERED VALUE	REMAINING VALUE
	\$34,978,348.80	\$10,615,529.17	\$24,362,819.63

Memo

Date: Thursday, June 06, 2024

Project: 365 Toll Project (Seg 1 & 2)

To: Rafael Carmona

CC: Pilar Rodriguez

From: Samuel Saldívar, Ramon Navarro, Dan Paredes

Subject: Retaining Wall Panel Casting – Stop Work Notice

This memo is formal notice by the Authority to Pulice Construction, Inc (PCI) to suspend casting of concrete retaining wall panels until further notice.

The retaining wall panel casting construction operation is suspended until the following issues are resolved:

- Uncertified Field-Testing Technicians Item 9.4.2
 - as per DMS-7300
- 10.3 per DMS-7300
- Full compliance of PCI submitted QC/QA Plan
- Unapproved Concrete Mix Design
 - Need to provide the Authority 7-days to review concrete mix design submittal as per Item 424.
- Signed / Authorized approval from retaining wall engineer-of-record or technician-of-record on PCI's wall construction operations (i.e. backfill type plus test results, reinforcement strap connections)

Since PCI is not utilizing pre-cast retaining wall panels from a TxDOT approved supplier, PCI is required to meet the requirements of Item 424 and is responsible for executing the testing outlined in DMS-7300. Once all issues have been resolved, The Authority will notify PCI of said corrective measures and notice to continue retaining wall concrete casting operations.



Samuel Saldívar, Jr., PE



Ramon Navarro IV, PE

RIPRAP AT SH336 [10th Street]



STA. 955+00

PLACEMENT OF 48" LHPP IRRIGATION CROSSING



STA 1160+10

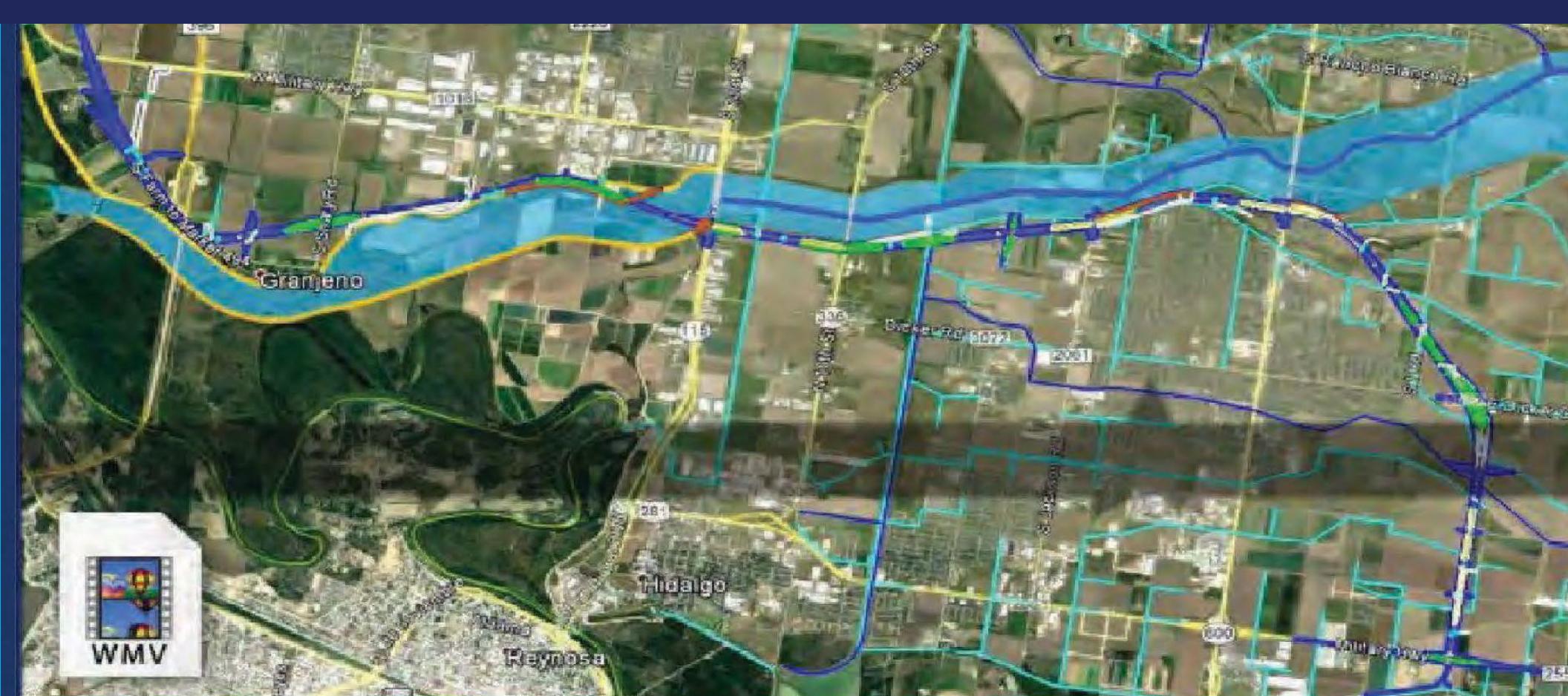
84', 60" DRILL SHAFTS BENT 4 at JACKSON



STA 1017+36

PULVERIZATION OF 12" LIME TREATED SUBGRADE

STA 838+00, LOOKING EAST



THIS ITEM WILL BE
SENT UNDER
SEPERATE COVER

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Item 2A

HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY

AGENDA RECOMMENDATION FORM

BOARD OF DIRECTORS
PLANNING COMMITTEE
FINANCE COMMITTEE
TECHNICAL COMMITTEE

X

AGENDA ITEM
DATE SUBMITTED
MEETING DATE

2A
07/16/2024
07/23/2024

1. Agenda Item: APPROVAL OF MINUTES FOR THE BOARD OF DIRECTOR'S REGULAR MEETING HELD JUNE 25, 2024 AND THE SPECIAL BOARD MEETING HELD JULY 9, 2024.
2. Nature of Request: (Brief Overview) Attachments: X Yes No
Approval of Minutes for the Hidalgo County Regional Mobility Authority Board of Directors Regular Meeting held June 25, 2024 and the Special Board Meeting held July 9, 2024.
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 Meeting held on June 25, 2024 and the Special Board Meeting held July 9, 2024.
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: 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 Board Meeting on Tuesday, June 25, 2024, at 5:30 pm at the Pharr City Hall, 2nd Floor City Commission Chambers, 118 S. Cage, Blvd, Pharr, TX 78577, with the following participating:

Board Members: Ezequiel Reyna, Vice-Chairman (Teleconference)
Juan Carlos Del Ángel, Secretary/Treasurer
Frank Pardo, Director
Gabriel Kamel, Director (Teleconference)
Michael Williamson, Director

Absent: David Deanda, Jr., Chairman
Sergio Saenz, Director

Staff: Pilar Rodriguez, Executive Director
Ramon Navarro, Chief Construction Engineer
Celia Gaona, Chief Auditor/Compliance Officer (Teleconference)
Jose Castillo, Chief Financial Officer
Maria Alaniz, Executive Assistant
Ivonne Rodriguez, Administrative Assistant
Sergio Mandujano, Construction Records Keeper
Ronald Reyes, Construction Records Keeper
Juan Aguayo, Construction Inspector
Jessica Garcia, Construction Inspector
Blakely Fernandez, Bracewell, LLP, Legal Counsel
Colby Echols, Hilltop Securities, Financial Advisor

PLEDGE OF ALLEGIANCE

Vice-Chairman Reyna led the Pledge of Allegiance.

INVOCATION

Mrs. Maria Alaniz led the invocation.

CALL TO ORDER OF A WORKSHOP AT 5:30 P.M.

1. Hidalgo County Regional Mobility Authority Board of Directors annual Ethics and Compliance Training.
Ms. Blakely Fernandez presented the Hidalgo County Regional Mobility Authority Board of Directors Annual Ethics and Compliance Training.

ADJOURNMENT OF WORKSHOP

CALL TO ORDER AND ESTABLISHMENT OF A QUORUM FOR A REGULAR MEETING

Vice-Chairman Reyna called the Regular Meeting to order at 5:50 p.m.

PUBLIC COMMENT

No Comments

1. REPORTS

- A. Report on Program Management Activity for 365 Tollway Project – HCRMA Staff

Mr. Ramon Navarro reported on Program Manager Activity for 365 Tollway Project. No action taken.

- B. Report on Construction Activity for 365 Tollway Project – Ramon Navarro IV, HCRMA.

Mr. Ramon Navarro reported on the construction activity for 365 Tollway Project. No action taken.

2. CONSENT AGENDA

Motion by Carlos Del Angel with a second by Gabriel Kamel, to approve the Consent Agenda. Motion carried unanimously.

- A. Approval of Minutes for the Regular Board Meeting held May 28, 2024.

Approved the Minutes for the Regular Board Meeting held May 28, 2024.

- B. Approval of Project & General Expense Report for the period from May 8, 2024 to June 7, 2024.

Approved the Project & General Expense Report for the period from May 8, 2024 to June 7, 2024.

- C. Approval of Financial Reports for February 2024.

Approved the Financial Reports for February 2024.

Motion by Carlos Del Angel, with a second by Michael Williamson, to enter into Executive Session to consult with board Attorney on legal issues pertaining to Item 6A, Item 6B, and Item 6C under Section 551.071 and Section 551.074 of the Texas Government Code at 6:21 p.m. Motion carried unanimously.

Motion by Frank Pardo, with a second by Gabriel Kamel, to reconvene the regular board meeting at 6:29 p.m. Motion carried unanimously.

3. REGULAR AGENDA

- A. Resolution 2024-27 – Consideration and Approval of Change Order Number 6 to that Certain Construction Contract with Pulice Construction, Inc. for the 365 Tollway.

No Action.

- B. Resolution 2024-29 Consideration and Approval of Supplemental No. 2 to Work Authorization Number 21 to the Professional Service agreement with SAMES, Inc. for a no-cost time extension to provide

Surveying services for additional "X" Parcels claimed by Hidalgo County Irrigation District Number 2 as part of the 365 Tollway Project

Motion by Michael Williamson, with a second by Frank Pardo, to approve Resolution 2024-29 – Consideration and Approval of Supplemental No. 2 to Work Authorization Number 21 to the Professional Service agreement with SAMES, Inc. for a no-cost time extension to provide Surveying services for additional "X" Parcels claimed by Hidalgo County Irrigation District Number 2 as part of the 365 Tollway Project. Motion carried unanimously.

C. Resolution 2024-30 Consideration and Approval of Supplemental Number 3 to Work Authorization Number 8 with HDR Engineering, Inc. to provide Construction Inspection Services for the 365 Tollway Construction Project.

Motion by Michael Williamson, with a second by Carlos Del Angel, to approve Resolution 2024-30 Consideration and Approval of Supplemental Number 3 to Work Authorization Number 8 with HDR Engineering, Inc. to provide Construction Inspection Services for the 365 Tollway Construction Project in the amount of \$1,009,480.30. Motion carried unanimously.

D. Resolution 2024-31 Consideration and Approval of Contract Amendment Number 11 with HDR Engineering, Inc. to increase the maximum payable amount for Supplemental Number 3 to Work Authorization number 8.

Motion by Frank Pardo, with a second by Michael Williamson, to approve Resolution 2024-31 Consideration and Approval of Contract Amendment Number 11 with HDR Engineering, Inc. to increase the maximum payable amount to \$6,500,809.66 for Supplemental Number 3 to Work Authorization number 8. Motion carried unanimously.

E. Resolution 2024-32 Consideration and Approval to proceed with award of contract to MitRes Services, LLC waiving TxDOT precertification requirements for prequalified bidder.

Motion by Carlos Del Angel, with a second by Michael Williamson, to approve Resolution 2024-32 Consideration and Approval to proceed with award of contract to MitRes Services, LLC waiving TxDOT precertification requirements for prequalified bidder. Motion carried unanimously.

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)

Motion by Carlos Del Angel, with a second by Michael Williamson, to enter into Executive Session to consult with board Attorney on legal issues pertaining to Item 6A, Item 6B, and Item 6C under Section under Section 551.071 and Section 551.074 of the Texas Government Code at 6:21 p.m. Motion carried unanimously.

- A. Consultation with Attorney on legal issues pertaining to Change Order Number 5 to that certain contract with Pulice Construction Inc. for the 365 Tollway Project (551.071 T.G.C.)
No Action taken.
- B. Consultation with Attorney on legal issues pertaining to the Financial Assistance Agreement with the Texas Department of Transportation for the 365 Tollway Project (551.071 T.G.C.)
No Action taken.
- C. Consultation with Attorney on legal issues pertaining to Professional Service Agreements for Engineering, Surveying and Environmental Services (Section 551.071 T.G.C.).
No Action taken.
- D. Consultation with Attorney on legal issues pertaining to the voluntary acquisition 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.).
No Action taken.
- E. Consultation with Attorney on legal issues pertaining to the acquisition, including the use of Eminent Domain, for property required to complete the project alignments of the 365 Tollway Project (Sections 551.071 and 551.072 T.G.C.).
No Action taken.
- F. Consultation with 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.

Motion by Michael Williamson, with a second by Frank Pardo, to reconvene the regular board meeting at 7:25 p.m. Motion carried unanimously.

ADJOURNMENT

There being no other business to come before the Board of Directors, motion by Michael Williamson, with a second by Frank Pardo, to adjourn the meeting at 6:37 p.m.

S. David Deanda, Jr., Chairman

Attest:

Carlos Del Ángel, Secretary/Treasurer
HCRMA Minutes – June 25, 2024

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

The Hidalgo County Regional Mobility Authority Board of Directors convened for a Special Board Meeting on Tuesday, July 9, 2024, at 10:30 am by video/teleconference, with the following participating:

Board Members:	David Deanda, Jr., Chairman (Teleconference) Ezequiel Reyna, Vice-Chairman (Teleconference) Frank Pardo, Director Michael Williamson, Director (Teleconference)
Absent:	Carlos Del Angel, Secretary/Treasurer Gabriel Kamel, Director Sergio Saenz, Director
Staff:	Pilar Rodriguez, Executive Director Ramon Navarro, Chief Construction Engineer Celia Gaona, Chief Auditor/Compliance Officer Jose Castillo, Chief Financial Officer Maria Alaniz, Executive Assistant Blakely Fernandez, Bracewell, LLP, Legal Counsel Richard Cantu, Law Office of Richard Cantu, Legal Counsel (Teleconference)

PLEDGE OF ALLEGIANCE

Chairman David Deanda, Jr. led the Pledge of Allegiance.

INVOCATION

Mrs. Maria Alaniz led the invocation.

CALL TO ORDER AND ESTABLISHMENT OF A QUORUM FOR A SPECIAL MEETING

Chairman Deanda called the Special meeting to order at 10:30 A.M

PUBLIC COMMENT

No Comments

1. REGULAR AGENDA

- A. Resolution 2024-27 – Resolution 2024-27 – Consideration and Approval of Change Orders Number 6, 7, 8, 9, 10, 11, 12, and 13 Change to that Certain Construction Contract with Pulice Construction, Inc. for the 365 Tollway.

Motion by Frank Pardo, with a seconded by Michael Williamson, to approve Resolution 2024-27 – Consideration and Approval of Change Orders Number 6, 7, 8, 9, 10, 11, 12, and 13 Change for net cost increase of 622,839.77 and an overall contract amount of \$286,843,285.09 to that Certain Construction Contract with Pulice Construction, Inc. for the 365 Tollway. Motion carried unanimously.

B. Resolution 2024-34 – Consideration and Approval of award of Professional Service Agreements with ATSER, Alliance Geotechnical Group, Inc. and ECS Southwest, LLP to provide Construction Material Testing Lab and Forensic Services of the 365 Tollway Project.

Motion by Michael Williamson, with a seconded by Ezequiel Reyna, to approve Resolution 2024-34 – Consideration and Approval of award of Professional Service Agreements with ATSER, Alliance Geotechnical Group, Inc. and ECS Southwest, LLP to provide Construction Material Testing Lab and Forensic Services of the 365 Tollway Project. Motion carried unanimously.

ADJOURNMENT

There being no other business to come before the Board of Directors, motion by Frank Pardo, with a second by Ezequiel Reyna, to adjourn the meeting at 10:48 a.m.

S. David Deanda, Jr., Chairman

Attest:

Carlos Del Ángel, Secretary/Treasurer

Item 2B

HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY

AGENDA RECOMMENDATION FORM

BOARD OF DIRECTORS	<u>X</u>	AGENDA ITEM	<u>2B</u>
PLANNING COMMITTEE		DATE SUBMITTED	<u>07/12/24</u>
FINANCE COMMITTEE		MEETING DATE	<u>07/23/24</u>
TECHNICAL COMMITTEE			

1. Agenda Item: **APPROVAL OF PROJECT AND GENERAL EXPENSE REPORT FROM JUNE 8, 2024 TO JULY 5, 2024**
2. Nature of Request: (Brief Overview) Attachments: Yes No
Consideration and approval of project and general expense report for the period from June 8, 2024, to July 5, 2024
3. Policy Implication: Board Policy, Local Government Code, Texas Government Code, Texas Transportation Code, TxDOT Policy
4. Budgeted: Yes No N/A Funding Source: VRF Bond

Operating Account	\$ 173,703.58
Toll Revenue Series 2022A&B	\$ 2,249,979.36
Disbursement Account	\$ 0.00
VRF Series 2020A	\$ 0.00
Total Project Expenses for Reporting Period	\$ 2,423,682.94

Fund Balance after Expenses \$ 137,888,128

5. Staff Recommendation: **Motion to approve the project and general expense report for the June 8, 2024, to July 5, 2024, as presented.**

6. Planning Committee's Recommendation: Approved Disapproved None

7. Finance 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



Memorandum

To: S. David Deanda Jr., Chairman
From: Pilar Rodriguez, PE, Executive Director
Date: July 16, 2024
Re: **Expense Report for the Period from June 8, 2024, to July 5, 2024**

Attached is the expense report for the period commencing on June 8, 2024, to July 5, 2024.

Expenses for the General Account total \$173,703.58, Toll Revenue Series 2022A&B total is \$2,249,979.36, Disbursement Account total \$0, and the VRF Series 2020A Account is \$0. The aggregate expense for the reporting period is \$ 2,423,682.94.

Based on review by this office, **approval of expenses for the reporting period is recommended in the aggregate amount of \$ 2,423,682.94.**

This leaves a fund balance (all funds) after expenses of \$137,888,128.

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

June 8 - July 5
July 2024
Plains Capital 41

Make Check Payable to	Inv Date	Amount
Valero Fleet	7/16/2024	\$ 577.64
City of Pharr	7/9/2024	\$ 850.00
City of Pharr	7/15/2024	\$ 131,417.60
City of Pharr	7/15/2024	\$ 205.00
City of Pharr	7/15/2024	\$ 7,380.00
City of Pharr	7/12/2024	\$ 6,541.62
Bracewell, LLP	6/21/2024	\$ 6,807.50
Southern Computer Warehouse	6/28/2024	\$ 2,076.36
Gateway Printing & Office Supply Inc.	7/10/2024	\$ 176.41
Office Depot	6/19/2024	\$ 92.80
Pharr Economic Development Corp.	7/4/2024	\$ 4,480.00
A-Fast Delivery, LLC	7/8/2024	\$ 138.50
Pathfinder Public Affairs	6/30/2024	\$ 10,000.00
Pena Designs	7/8/2024	\$ 200.00
Xerox Financial Services	7/12/2024	\$ 591.60
Xerox Financial Services	7/12/2024	\$ 219.46
Jr. Leds	7/11/2024	\$ 300.00
Credit Card Services	5/3/2024	\$ 328.70
Credit Card Services	5/3/2024	\$ 737.50
Credit Card Services	5/3/2024	\$ 382.89
Credit Card Services	5/3/2024	\$ 200.00
		\$ 173,703.58

Wilmington Trust 44/365 Project Construction & Related Costs 2022 A

Pulice Construction, Inc.	7/17/2024	\$ 2,006,402.82
SICE Inc.	7/1/2024	\$ 34,867.80
Bracewell, LLP	6/21/2024	\$ 23,000.00
Magic Valley Electric Cooperative, Inc.	6/26/2024	\$ 1,630.00
Hidalgo County Irrigation District No. 2	7/11/2024	\$ 5,430.48
Sames, Inc.	5/31/2024	\$ 3,717.00
Escobedo & Cardenas, LLP	7/5/2024	\$ 2,958.50
Law Office of Richard A. Cantu, P.C.	7/5/2024	\$ 3,994.50
Texas Department of Transportation	6/17/2024	\$ 432.04
Atlas Technical Consultants, LLC	7/12/2024	\$ 10,236.98
Terracon Consultants, Inc.	6/6/2024	\$ 78,499.22
B2Z Engineering	6/7/2024	\$ 74,399.07
Raba Kistner, Inc.	7/3/2024	\$ 4,410.95
		\$ 2,249,979.36

Wilmington Trust 45/Capital Projects
CP

	\$	-
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Sub Total - General -41 (Operating)	\$	173,703.58
Sub Total - Construction/Related Costs-44 (New Bonds A)	\$	2,249,979.36
Sub Total - Capital Projects-45 (Disbursement)	\$	-
Total	\$	2,423,682.94

Approved:

S. David Deanda, Jr., Chairman

Pilar Rodriguez, Executive Director

Approved:

Juan Carlos Del Ángel, Secretary/Treasurer

7/23/2024

Item 2C

HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY

AGENDA RECOMMENDATION FORM

BOARD OF DIRECTORS	<input checked="" type="checkbox"/>	AGENDA ITEM	2C
PLANNING COMMITTEE	<input type="checkbox"/>	DATE SUBMITTED	07/12/24
FINANCE COMMITTEE	<input type="checkbox"/>	MEETING DATE	07/23/24
TECHNICAL COMMITTEE	<input type="checkbox"/>		

1. Agenda Item: **APPROVAL OF THE FINANCIAL REPORT FOR THE MONTH OF JUNE 2024**
2. Nature of Request: (Brief Overview) Attachments: Yes No
Consideration and approval of financial report for the month of June 2024.
3. Policy Implication: Board Policy, Local Government Code, Texas Government Code, Texas Transportation Code, TxDOT Policy
4. Budgeted: Yes No N/A
Funding Source:
5. Staff Recommendation: **Motion to approve the Financial Report for the months of June 2024, as presented.**
6. Planning Committee's Recommendation: Approved Disapproved None
7. Finance 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

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SEPARATE COVER

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Item 2D

HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY

AGENDA RECOMMENDATION FORM

BOARD OF DIRECTORS	<u>X</u>	AGENDA ITEM	<u>2D</u>
PLANNING COMMITTEE	<u> </u>	DATE SUBMITTED	<u>07/16/2024</u>
FINANCE COMMITTEE	<u> </u>	MEETING DATE	<u>07/23/2024</u>
TECHNICAL COMMITTEE	<u> </u>		

1. Agenda Item: APPROVAL OF QUARTERLY INVESTMENT REPORT FOR THE PERIOD ENDING JUNE 30, 2024.
2. Nature of Request: (Brief Overview) Attachments: X Yes No
Consideration and approval of the quarterly investment reports for the period ending June 30, 2024.
3. Policy Implication: Board Policy, Local Government Code, Texas Government Code, Public Funds Investment Act Section 2256
4. Budgeted: Yes No X N/A
5. Staff Recommendation: Motion to approve the Quarterly Investment Report for the period ending June 30, 2024, as presented
6. Planning Committee's Recommendation: Approved Disapproved X None
7. Board Attorney's Recommendation: Approved Disapproved X None
8. Chief Auditor's Recommendation: Approved Disapproved X None
9. Chief Financial Officer's Recommendation: X Approved Disapproved None
10. Chief Development Engineer's Recommendation: Approved Disapproved X None
11. Chief Construction Engineer's Recommendation: Approved Disapproved X None
12. Executive Director's Recommendation: X Approved Disapproved None



Board of Directors

S. David Deanda, Jr., Chairman
Ezequiel Reyna, Jr., Vice-Chairman
Juan Carlos Del Ángel, Director
Gabriel Kamel, Director
Francisco "Frank" Pardo, Director
Sergio Saenz, Director
Michael J. Williamson, Director

July 17, 2024

To: **S. David Deanda, Chairman**
Members of the Board of Directors

From: Pilar Rodriguez, Executive Director/Investment Officer

RE: Quarterly Investment Report for Quarter Ending June 30, 2024 Statement of Compliance

The above-referenced report is hereby presented, pursuant to the Public Funds Investment Act (PFIA), for your review and acceptance.

This quarter investment disbursements totaled \$19,441,205 consisting of: project activities-- \$16,229,921 and semi-bond interest--\$3,211,284. Other sources included: internal transfers-in totaling \$1,620,338; contributions: (TxDOT Grant)--\$9,759,314; and interest earned was \$2,395,545.

The PFIA also requires that the report contain a Statement of Compliance, signed by the Investment Officer, as presented below:

STATEMENT OF COMPLIANCE

This report complies with the requirements of the Public Investment Act as well as the Hidalgo County Regional Mobility Authority's (RMA) adopted investment policy. The RMA follows all provisions of the Public Investment Act and the RMA's investment policy.

Presented by RMA Investment Officers:



Pilar Rodriguez, Investment Officer



Jose H. Castillo, Investment Officer

HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY
QUARTERLY INVESTMENT SUMMARY REPORT
Quarter Ending June 30, 2024

	Local Govt. Investment Pool	Government Securities	Total
COST			
Beginning Balance	\$ 7,664,282	\$ 160,925,459	\$ 168,589,741
Additions:			
Interfund Transfers-in	860,000	760,338	1,620,338
Contributions	-	9,759,314	9,759,314
Investment earnings-LOGIC	110,733	768,006	878,739
Investment earnings-Wilmington Trust	-	1,516,806	1,516,806
Deductions:			
Disbursements-Debt Service	-	(3,211,284)	(3,211,284)
Construction and related expenses	-	(16,229,921)	(16,229,921)
Ending Balance	<u>\$ 8,635,015</u>	<u>\$ 154,288,718</u>	<u>\$ 162,923,733</u>

	Local Govt. Investment Pool	Government Securities	Total
MARKET VALUE			
Beginning Balance	\$ 7,662,596	\$ 161,125,282	\$ 168,787,878
Ending Balance	<u>\$ 8,632,770</u>	<u>\$ 154,281,855</u>	<u>\$ 162,914,625</u>

*Note-Logic interest earned on HCRMA's funds held by Trustee (Wilmington Trust)

Weighted Average Maturity- Logic/Gov. Sec.	43	30
Logic/Gov Sec. Weighted Average Yield	5.43%	5.08%

HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY
HOLDINGS BY INVESTMENTS
QUARTERLY INVESTMENT REPORT
Quarter Ending June 30, 2024

Type of Investment	Beginning Cost	Wilmington Interest	LOGIC Interest	Interfund Transfers/ Contributions	Disbursements	Ending Cost	Market Value
Local Govt. Investment Pool:							
Debt Service Jr. Lien: #7731494002	\$ 189	\$ -	\$ -	\$ -	\$ -	\$ 189	\$ 189
Contingency: #2731494001	6,577,885	-	95,968	860,000	-	7,533,853	7,531,894
Road Maintenance: #2731494002	1,086,209	-	14,765	-	-	1,100,974	1,100,688
Total Local Govt. Investment Pool	\$ 7,664,282	\$ -	\$ 110,733	\$ 860,000	\$ -	\$ 8,635,015	\$ 8,632,770
Government Securities: (Federated Govt Obligations):							
Project Account: #1432555-000	\$ 47	\$ -	\$ -	\$ (47)	\$ -	\$ -	\$ -
Disbursement Account: #106912-006 & #7731494008	74,764,115	636,683	353,821	9,759,314	(157,771)	85,356,162	85,356,162
Debt Service Fund 2020: #143255-001	1,335,832	17,892	-	662,220	(824,159)	1,191,785	1,191,785
Debt Service Fund: #106912-001	5,470	44	-	(5,493)	-	21	21
Debt Service Account Sr Rev Bonds #154037-000	1,662	21	-	1,647,950	(1,647,950)	1,683	1,683
Debt Service Account #154037-001	4,520,593	56,733	-	(2,267,163)	2,310,163	2,310,163	2,310,163
DSRF Account #154037-002 & #7731494006	13,164,298	-	178,889	-	-	13,343,187	13,339,718
Debt Service Account #154038-001	118,974	1,494	-	-	(119,962)	506	506
DSRF Account #154038-002 & #7731494005	5,937,175	-	80,680	-	-	6,017,855	6,016,290
Project Account #154037-006 & #7731494009	54,130,216	893,917	60,237	-	(16,072,103)	38,922,267	38,922,267
Project Account #154038-003 & #7731494010	2	-	-	-	-	2	2
Debt Service Account #154038-000	1,760	22	-	842,786	(739,175)	105,393	105,393
General FD #154037-003 & #7731494007	6,945,315	-	94,379	-	-	7,039,694	7,037,864
Total Government Securities	\$ 160,925,459	\$ 1,516,806	\$ 768,006	\$ 12,906,777	\$ (21,828,330)	\$ 154,288,718	\$ 154,281,855
Combined Totals	\$ 168,589,741	\$ 1,516,806	\$ 878,739	\$ 13,766,777	\$ (21,828,330)	\$ 162,923,733	\$ 162,914,625

*Note: Logic interest earned on HCRMA's funds held by Trustee (Wilmington Trust)

Wilmington Trust Investments Detail Activity
Quarter Ending June 30, 2024

HIDALGO CO RMA DEBT SERVICE FD #106912-001

Debt Svc.:	Opening balance:	Income				Ending Balance
		Wilmington Interest	LOGIC Interest	Contributions	Interfund Transfers	
April	5,470	23	-	-	(5,493)	-
May	-	21	-	-	-	21
June	21	-	-	-	-	21
		44	-	-	(5,493)	-
		44	-	-	(5,493)	-

HIDALGO CO RMA 2020 DS FUND #143255-001

Debt Svc.:	Opening balance:	Income				Ending Balance
		Wilmington Interest	LOGIC Interest	Contributions	Interfund Transfers	
April	1,335,832	5,315	-	-	331,110	1,672,257
May	1,672,257	5,505	-	-	-	1,677,762
June	1,677,762	7,072	-	-	331,110	(824,159)
		17,892	-	-	662,220	(824,159)
		17,892	-	-	662,220	(824,159)

CONTINGENCY ACCOUNT-LOGIC #2731494001

Contingency:	Opening balance:	Income				Ending Balance
		Wilmington Interest	LOGIC Interest	Contributions	Interfund Transfers	
April	6,577,885	-	29,609	-	400,000	7,007,494
May	7,007,494	-	33,014	-	460,000	7,500,508
June	7,500,508	-	33,345	-	-	7,533,853
		95,968	-	-	860,000	-
		95,968	-	-	860,000	-

DEBT SERVICE ACCOUNT-LOGIC #7731494002

Debt Svc-SIB:	Opening balance:	Income				Ending Balance
		Wilmington Interest	LOGIC Interest	Contributions	Interfund Transfers	
April	189	-	-	-	-	189
May	189	-	-	-	-	189
June	189	-	-	-	-	189
		-	-	-	-	-
		-	-	-	-	-

ROAD MAINTENANCE ACCOUNT-LOGIC #2731494002

Debt Svc-SIB:	Opening balance:	Income				Ending Balance
		Wilmington Interest	LOGIC Interest	Contributions	Interfund Transfers	
April	1,086,209	-	4,869	-	-	1,091,078
May	1,091,078	-	5,024	-	-	1,096,102
June	1,096,102	-	4,872	-	-	1,100,974
		-	-	-	-	-
		-	-	-	-	-
		14,765	-	-	-	-

HIDALGO CO RMA 2020 A & B #143255-000 & LOGIC #7731494004

Project:	Opening balance:	Income				Ending Balance
		Wilmington Interest	LOGIC Interest	Contributions	Interfund Transfers	
April	47	-	-	-	-	47
May	47	-	-	-	-	47
June	47	-	-	-	-	(47)
		-*	-	-	-	(47)

HIDALGO CO RMA DISBURSEMENT ACCT #106912-006 & LOGIC #7731494008

Disbursement:	Opening balance:	Income				Ending Balance
		Wilmington	LOGIC	Contributions	Interfund Transfers	
April	74,764,115	205,971	116,728	3,209,974	-	(225) 78,296,563
May	78,296,563	206,201	120,412	2,384,480	-	(157,546) 80,850,110
June	80,850,110	224,511	116,681	4,164,860	-	- 85,356,162
		<u>636,683</u> *	<u>353,821</u>	<u>9,759,314</u>	<u>-</u>	<u>(157,771)</u>

HCRMA SR LIEN 2022A REV BDS ACCT. #154037-000

DS Account:	Opening balance:	Income				Ending Balance
		Wilmington	LOGIC	Contributions	Interfund Transfers	
April	1,662	6	-	-	-	- 1,668
May	1,668	7	-	-	-	- 1,675
June	1,675	8	-	-	1,647,950	(1,647,950) 1,683
		<u>21</u>	<u>-</u>	<u>-</u>	<u>1,647,950</u>	<u>(1,647,950)</u>

HCRMA SR LIEN 2022A DS ACCT. #154037-001

DS Account:	Opening balance:	Income				Ending Balance
		Wilmington	LOGIC	Contributions	Interfund Transfers	
April	4,520,593	19,044	-	-	-	- 4,539,637
May	4,539,637	18,480	-	-	-	- 4,558,117
June	4,558,117	19,209	-	-	-	(2,267,163) 2,310,163
		<u>56,733</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(2,267,163)</u>

HCRMA SR LIEN 2022A DSRF #154037-002 & LOGIC #7731494006

DSRF Account:	Opening balance:	Income				Ending Balance
		Wilmington	LOGIC	Contributions	Interfund Transfers	
April	13,164,298	-	59,017	-	-	- 13,223,315
May	13,223,315	-	60,879	-	-	- 13,284,194
June	13,284,194	-	58,993	-	-	(2,267,163) 13,343,187
		<u>- * 178,889</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>

HCRMA JR LIEN 2022B DS ACCT #154038-001

DS Account:	Opening balance:	Income				Ending Balance
		Wilmington	LOGIC	Contributions	Interfund Transfers	
April	118,974	501	-	-	-	- 119,475
May	119,475	487	-	-	-	- 119,962
June	119,962	506	-	-	-	(119,962) 506
		<u>1,494</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(119,962)</u>

HCRMA JR LIEN 2022B DSRF #154038-002 & LOGIC #7731494005

DSRF Account:	Opening balance:	Income				Ending Balance
		Wilmington	LOGIC	Contributions	Interfund Transfers	
April	5,937,175	-	26,617	-	-	- 5,963,792
May	5,963,792	-	27,456	-	-	- 5,991,248
June	5,991,248	-	26,607	-	-	(6,017,855)
		<u>- * 80,680</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>

HCRMA SR LIEN 2022A PROJECT FD #154037-006 & LOGIC #7731494009

Project Account:	Opening balance:	Income					Ending Balance
		Wilmington	LOGIC	Contributions	Interfund Transfers	Disbursements	
April	54,130,216	249,568	19,872	-	-	(9,389,542)	45,010,114
May	45,010,114	264,383	20,500	-	-	(2,643,819)	42,651,178
June	42,651,178	289,966	19,865	-	-	(4,038,742)	38,922,267
		<u>803,917</u> *	<u>60,237</u>	<u>-</u>	<u>-</u>	<u>(16,072,103)</u>	

HCRMA JR LIEN 2022B PROJECT FD #154038-003 & LOGIC #7731494010

Project Account:	Opening balance:	Income					Ending Balance
		Wilmington	LOGIC	Contributions	Interfund Transfers	Disbursements	
April	2	-	-	-	-	-	2
May	2	-	-	-	-	-	2
June	2	-	-	-	-	-	2
		<u>-</u> *	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	

HCRMA JR LIEN REV BDS 2022B #154038-000

Rev Bds 2022B	Opening balance:	Income					Ending Balance
		Wilmington	LOGIC	Contributions	Interfund Transfers	Disbursements	
April	1,760	8	-	-	-	-	1,768
May	1,768	7	-	-	-	-	1,775
June	1,775	7	-	-	842,786	(739,175)	105,393
		<u>22</u>	<u>-</u>	<u>-</u>	<u>842,786</u>	<u>(739,175)</u>	

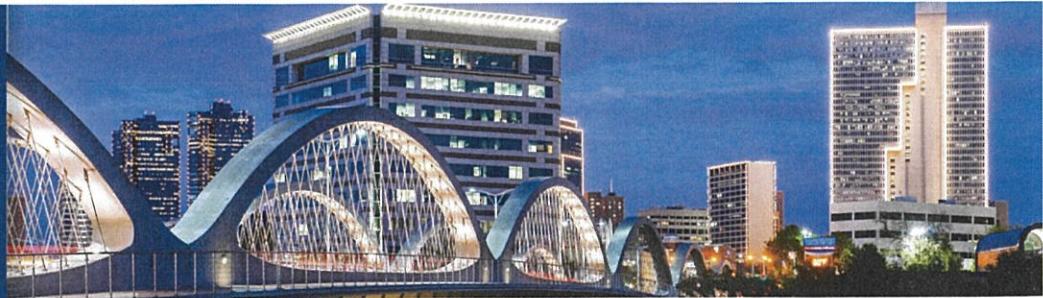
HCRMA SR LIEN 2022A GENERAL FD #154037-003 & LOGIC #7731494007

General FD Account	Opening balance:	Income					Ending Balance
		Wilmington	LOGIC	Contributions	Gov.	Disbursements	
April	6,945,315	-	31,136	-	-	-	6,976,451
May	6,976,451	-	32,119	-	-	-	7,008,570
June	7,008,570	-	31,124	-	-	-	7,039,694
		<u>-</u> *	<u>94,379</u>	<u>-</u>	<u>-</u>	<u>-</u>	

*Note-Logic interest earned on HCRMA's funds held by Trustee (Wilmington Trust)



MONTHLY
NEWSLETTER
JUNE
2024



PERFORMANCE

As of June 30, 2024

		June Averages
Current Invested Balance	\$ 12,305,570,300.22	\$ 12,234,840,105.97
Weighted Average Maturity (1)	44 Days	Average Monthly Yield, on a simple basis 5.4105%
Weighted Average Life (2)	66 Days	Average Weighted Maturity (1) 46 Days
Net Asset Value	0.999742	Average Weighted Life (2) 68 Days
Total Number of Participants	709	
Management Fee on Invested Balance	0.0975%*	
Interest Distributed	\$ 55,385,262.75	
Management Fee Collected	\$ 977,808.39	
% of Portfolio Invested Beyond 1 Year	0.00%	
Standard & Poor's Current Rating	AAAm	

Rates reflect historical information and are not an indication of future performance.

Definition of Weighted Average Maturity (1) & (2)

(1) This weighted average maturity calculation uses the SEC Rule 2a-7 definition for stated maturity for any floating rate instrument held in the portfolio to determine the weighted average maturity for the pool. This Rule specifies that a variable rate instruction to be paid in 397 calendar days or less shall be deemed to have a maturity equal to the period remaining until the next readjustment of the interest rate.

(2) This weighted average maturity calculation uses the final maturity of any floating rate instruments held in the portfolio to calculate the weighted average maturity for the pool.

The maximum management fee authorized for the LOGIC Cash Reserve Fund is 12 basis points. This fee may be waived in full or in part in the discretion of the LOGIC co-administrators at any time as provided for in the LOGIC Information Statement.

NEW PARTICIPANTS

We would like to welcome the following entities who joined the LOGIC program in June:

* Dodd City Independent School District

* Kaufman County Water Control and Improvement District No. 1

ECONOMIC COMMENTARY

Market review

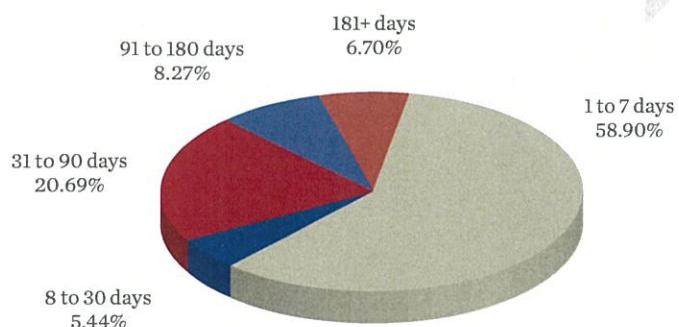
June delivered a blend of signals, showcasing both ongoing resilience and a moderation in the U.S. economy. Following of the first quarter's unexpectedly strong inflation and employment figures, the data in June provided some relief, suggesting that growth is cooling from last year's robust pace. The labor market showed continued strength, albeit with signs of normalization, and inflation data indicated a gradual deceleration. Meanwhile, the Federal Reserve (Fed) maintained its cautious stance, keeping interest rates steady but signaling potential rate cuts in 2024 contingent on further progress toward its inflation target. Recent data portrayed a softer picture on consumption, with spending growth appearing to have moderated. Retail sales increased only 0.1%, below consensus expectations, with March and April estimates revised lower, suggesting inflation might be weighing on consumers. This reduced pace of spending was also accompanied by a slight decline in consumer confidence, as the Conference Board Consumer Confidence Index for June edged lower from 101.3 to 100.4. May housing starts were also weaker than expected, declining 5.5% month-over-month (m/m); and housing permits were down 3.8% m/m. Both numbers are now sitting at their lowest levels since June 2020.

Despite a softening in spending, consumption continued to be supported by a strong, but normalizing labor market. The May Jobs report revealed stronger-than-expected job growth, with nonfarm payrolls increasing 272,000, surpassing the anticipated 180,000, while revisions removed a modest 15,000 jobs from March and April. Similarly, demand for labor also increased. The Job Openings and Labor Turnover Survey revealed a slight increase in job openings, rising to 8.1 million at the end of May from a revised 7.9 million in April. In contrast, the unemployment rate ticked higher to 4.0% as the household survey showed a 408,000 decline in jobs. Elsewhere, wage growth came in slightly hot, rising 0.4% m/m and 4.1% year-over-year (y/y). The May CPI report showed a much-needed easing in inflation, with headline CPI remaining flat on the month, rising 3.3% y/y, while core inflation increased by 0.2% m/m and 3.4% y/y. Energy prices fell 2.0% m/m, driven by a sharp decline in gasoline prices; and core goods prices remained stable. Shelter inflation stayed elevated at 0.4% m/m for the fourth consecutive month, but auto insurance prices fell 0.1% m/m, marking a notable shift from the elevated levels earlier this year. Core PCE, the Fed's favored measure of inflation, increased 0.1% m/m, marking its smallest rise in more than three years. Consequently, the annual rate dropped to 2.6%, indicating that disinflationary trends remain intact after a temporary halt in progress during the first quarter.

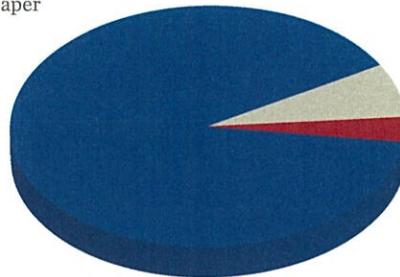
(continued page 4)

INFORMATION AT A GLANCE

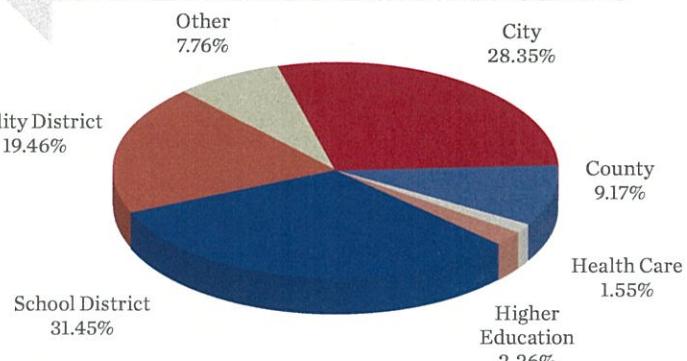
PORTFOLIO BY TYPE OF INVESTMENT AS OF JUNE 30, 2024



Commercial Paper
89.44%



PORTFOLIO BY MATURITY AS OF JUNE 30, 2024 (1)



DISTRIBUTION OF PARTICIPANTS BY TYPE AS OF JUNE 30, 2024

(1) Portfolio by Maturity is calculated using WAM (1) definition for stated maturity. See page 1 for definition

HISTORICAL PROGRAM INFORMATION

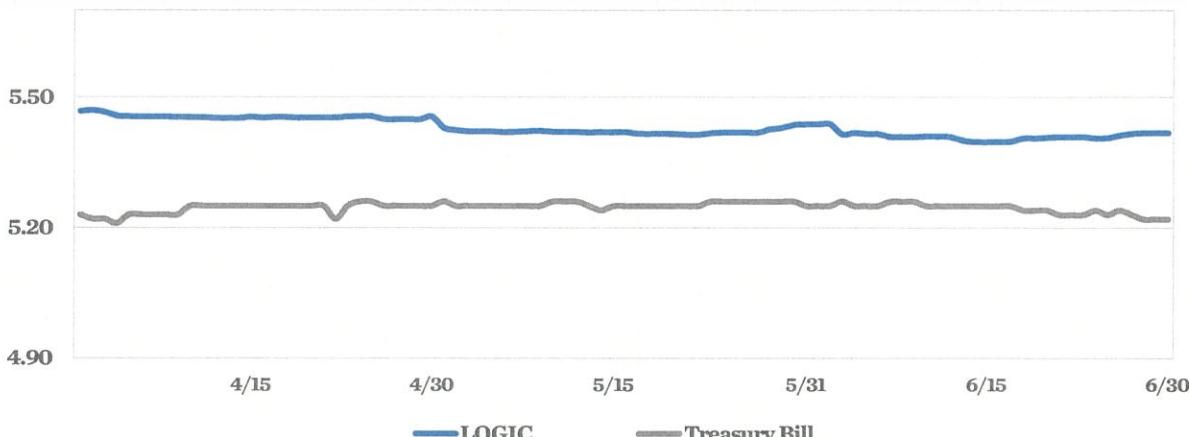
MONTH	AVERAGE RATE	BOOK VALUE	MARKET VALUE	NET ASSET VALUE	WAM (1)	WAL (2)	NUMBER OF PARTICIPANTS
Jun 24	5.4105%	\$12,305,570,300.22	\$12,302,401,325.85	0.999742	46	68	709
May 24	5.4208%	12,027,790,517.42	12,026,906,145.27	0.999709	42	61	707
Apr 24	5.4544%	12,799,455,702.21	12,798,499,925.99	0.999925	42	63	700
Mar 24	5.4733%	12,597,157,883.28	12,594,398,914.29	0.999780	44	67	695
Feb 24	5.4812%	13,053,102,972.99	13,055,275,949.92	1.000166	45	67	692
Jan 24	5.5102%	12,694,647,319.98	12,699,839,697.62	1.000409	48	68	691
Dec 23	5.5411%	11,458,079,921.27	11,462,048,344.52	1.000254	53	77	688
Nov 23	5.5598%	10,489,760,450.40	10,492,958,358.89	1.000093	52	83	686
Oct 23	5.5432%	10,227,801,398.83	10,228,563,319.46	1.000074	44	82	684
Sep 23	5.5168%	10,186,401,619.84	10,186,001,813.15	0.999858	39	82	681
Aug 23	5.4721%	10,680,710,251.18	10,680,559,242.38	0.999985	32	74	679
Jul 23	5.2985%	10,153,858,654.20	10,152,546,069.51	0.999870	34	73	676

PORTFOLIO ASSET SUMMARY AS OF JUNE 30, 2024

	BOOK VALUE	MARKET VALUE
Uninvested Balance	\$ 825.29	\$ 825.29
Accrual of Interest Income	10,801,702.69	10,801,702.69
Interest and Management Fees Payable	(55,376,396.92)	(55,376,396.92)
Payable for Investment Purchased	(49,948,326.50)	(49,948,326.50)
Repurchase Agreement	883,470,999.91	883,470,999.91
Commercial Paper	11,090,523,534.67	11,087,337,266.99
Government Securities	426,097,961.08	426,115,254.39
TOTAL	\$ 12,305,570,300.22	\$ 12,302,401,325.85

Market value of collateral supporting the Repurchase Agreements is at least 102% of the Book Value. The portfolio is managed by J.P. Morgan Chase & Co. and the assets are safekept in a separate custodial account at the Federal Reserve Bank in the name of LOGIC. The only source of payment to the Participants are the assets of LOGIC. There is no secondary source of payment for the pool such as insurance or guarantee. Should you require a copy of the portfolio, please contact LOGIC Participant Services.

LOGIC VERSUS 90-DAY TREASURY BILL



This material is for information purposes only. This information does not represent an offer to buy or sell a security. The above rate information is obtained from sources that are believed to be reliable; however, its accuracy or completeness may be subject to change. The LOGIC management fee may be waived in full or in part at the discretion of the LOGIC co-administrators and the LOGIC rate for the period shown reflects waiver of fees. This table represents historical investment performance/return to the customer, net of fees, and is not an indication of future performance. An investment in the security is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. Although the issuer seeks to preserve the value of an investment of \$1.00 per share, it is possible to lose money by investing in the security. Information about these and other program details are in the fund's Information Statement which should be read carefully before investing. The yield on the 90-Day Treasury Bill ("T-Bill Yield") is shown for comparative purposes only. When comparing the investment returns of the LOGIC pool to the T-Bill Yield, you should know that the LOGIC pool consists of allocations of specific diversified securities as detailed in the respective Information Statements. The T-Bill Yield is taken from Bloomberg Finance L.P. and represents the daily closing yield on the then current 90-Day T-Bill. The LOGIC yield is calculated in accordance with regulations governing the registration of open-end management investment companies under the Investment Company Act of 1940 as promulgated from time to time by the federal Securities and Exchange Commission.

DAILY SUMMARY FOR JUNE 2024

DATE	MNY MKT FUND EQUIV. [SEC Std.]	DAILY ALLOCATION FACTOR	INVESTED BALANCE	MARKET VALUE PER SHARE	WAM DAYS (1)	WAL DAYS (2)
6/1/2024	5.4376%	0.000148975	\$12,027,790,517.42	0.999709	47	67
6/2/2024	5.4376%	0.000148975	\$12,027,790,517.42	0.999709	47	67
6/3/2024	5.4143%	0.000148338	\$12,015,468,360.48	0.999911	47	68
6/4/2024	5.4173%	0.000148420	\$12,012,195,651.07	0.999922	47	67
6/5/2024	5.4151%	0.000148358	\$12,013,534,206.13	0.999926	47	68
6/6/2024	5.4149%	0.000148354	\$12,008,496,313.99	0.999944	49	73
6/7/2024	5.4085%	0.000148179	\$11,992,613,387.35	0.999706	47	70
6/8/2024	5.4085%	0.000148179	\$11,992,613,387.35	0.999706	47	70
6/9/2024	5.4085%	0.000148179	\$11,992,613,387.35	0.999706	47	70
6/10/2024	5.4100%	0.000148219	\$12,005,438,700.98	0.999899	48	71
6/11/2024	5.4095%	0.000148205	\$11,969,869,531.03	0.999903	49	71
6/12/2024	5.4085%	0.000148178	\$11,987,229,526.38	0.999933	49	72
6/13/2024	5.4001%	0.000147947	\$12,349,544,554.00	0.999936	48	69
6/14/2024	5.3969%	0.000147860	\$12,376,913,373.63	0.999763	46	67
6/15/2024	5.3969%	0.000147860	\$12,376,913,373.63	0.999763	46	67
6/16/2024	5.3969%	0.000147860	\$12,376,913,373.63	0.999763	46	67
6/17/2024	5.3981%	0.000147894	\$12,394,289,242.40	0.999941	45	67
6/18/2024	5.4054%	0.000148094	\$12,423,222,733.81	0.999834	47	69
6/19/2024	5.4054%	0.000148094	\$12,423,222,733.81	0.999834	47	69
6/20/2024	5.4073%	0.000148144	\$12,416,172,541.10	0.999911	48	70
6/21/2024	5.4080%	0.000148165	\$12,408,409,213.15	0.999727	46	68
6/22/2024	5.4080%	0.000148165	\$12,408,409,213.15	0.999727	46	68
6/23/2024	5.4080%	0.000148165	\$12,408,409,213.15	0.999727	46	68
6/24/2024	5.4053%	0.000148090	\$12,413,236,488.26	0.999921	44	65
6/25/2024	5.4061%	0.000148113	\$12,508,644,348.98	0.999918	45	68
6/26/2024	5.4117%	0.000148265	\$12,432,339,287.72	0.999924	45	67
6/27/2024	5.4161%	0.000148385	\$12,366,199,101.03	0.999924	45	68
6/28/2024	5.4181%	0.000148441	\$12,305,570,300.22	0.999742	44	66
6/29/2024	5.4181%	0.000148441	\$12,305,570,300.22	0.999742	44	66
6/30/2024	5.4181%	0.000148441	\$12,305,570,300.22	0.999742	44	66
Average	5.4105%	0.000148233	\$12,234,840,105.97		46	68



ECONOMIC COMMENTARY (cont.)

At the June Federal Open Market Committee (FOMC) meeting, the committee voted to keep the federal funds rate unchanged in a target range of 5.25% – 5.50%. The FOMC statement acknowledged “modest further progress” toward their inflation target but noted that inflation remains elevated. In the updated Summary of Economic Projections, the Fed left its growth and employment forecasts for 2024 unchanged, while the headline and core inflation estimates were revised up 0.2% to 2.6% and 2.8%, respectively. On the dot plot, the median member lowered the expected number of 2024 rate cuts from three to one, although one cut was added to the 2025 forecast. The longer-run dot also rose to 2.8%, up from 2.6%. Chair Powell emphasized that the timing of rate cuts would be contingent on greater confidence that inflation is moving sustainably toward 2%, highlighting the Fed’s data-dependent approach.

Treasury yields experienced some volatility over the month but ended slightly lower across the curve. The three- and six-month Treasury bill yields both inched down 5 basis points (bps) to 5.36% and 5.33%, respectively. Longer term Treasury yields also rallied with one- and two-year Treasury yields falling 6 bps and 11 bps to 5.12% and 4.76% respectively.

Outlook

U.S. economic momentum has remained solid so far this year, bolstered by resilient consumer spending. While signs of consumer stress are emerging, steady consumption growth driven by rising real wages and healthy job growth should extend the U.S. economic expansion into next year. That said, with an upcoming U.S. election, higher policy rates and elevated geopolitical tension, risks remain that could knock the U.S. economy off its steady path.

While other major central banks around the globe have begun to ease policy, stubborn inflation in the U.S. will likely keep the Fed on pause through the summer. Stalling progress on disinflation has caused the Fed to reassert its hawkish tone. While it remains biased toward easing policy, the Fed needs more evidence that inflation is sustainably moving back toward its 2% target before taking action. In our view, easing inflationary pressures through the summer and early fall should allow the Fed to cut rates once this year, likely after the presidential election.

This information is an excerpt from an economic report dated June 2024 provided to LOGIC by JP Morgan Asset Management, Inc., the investment manager of the LOGIC pool.

LOGIC BOARD MEMBERS

Sandy Newby	Tarrant Regional Water District	Governing Board President
Greg Jordan	Fort Worth Transportation Authority	Governing Board Vice President
Darla Moss	Arlington ISD	Governing Board Treasurer
Jeanne Chipperfield	North Texas Municipal Water District	Governing Board Secretary
Rene Barajas	Northside ISD	Advisory Board Member
Monte Mercer	Qualified Non-Participant	Advisory Board Member
Cindy Demers	Qualified Non-Participant	Advisory Board Member

The material provided to LOGIC from J.P. Morgan Asset Management, Inc., the investment manager of the LOGIC pool, is for informational and educational purposes only, as of the date of writing and may change at any time based on market or other conditions and may not come to pass. While we believe the information presented is reliable, we cannot guarantee its accuracy. HilltopSecurities is a wholly owned subsidiary of Hilltop Holdings, Inc. (NYSE: HTH) located at 717 N. Hardwood Street, Suite 3400, Dallas, TX 75201, (214) 859-1800. Member NYSE/FINRA/SIPC. Past performance is no guarantee of future results. Investment Management Services are offered through J.P. Morgan Asset Management Inc. and/or its affiliates. Marketing and Enrollment duties are offered through HilltopSecurities and/or its affiliates. HilltopSecurities and J.P. Morgan Asset Management Inc. are separate entities.

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Item 2E

HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY

AGENDA RECOMMENDATION FORM

BOARD OF DIRECTORS	<input checked="" type="checkbox"/>	AGENDA ITEM	2E
PLANNING COMMITTEE	<input type="checkbox"/>	DATE SUBMITTED	07/16/24
FINANCE COMMITTEE	<input type="checkbox"/>	MEETING DATE	07/23/24
TECHNICAL COMMITTEE	<input type="checkbox"/>		

1. Agenda Item: **RESOLUTION 2024-35 – APPROVAL OF HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY DESIGNEE, ALTERNATE AND PROXY TO THE HIDALGO COUNTY METROPOLITAN PLANNING ORGANIZATION**
2. Nature of Request: (Brief Overview) Attachments: Yes No
Approval and Consideration of Resolution 2024- 35 – Approval of HCRMA Designee, Alternate and Proxy to the HCMPO.
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: **Resolution 2024- 35 – Approval of the Hidalgo County Regional Mobility Authority Designee, Alternate and Proxy to the Hidalgo County Metropolitan Planning Organization, as presented.**
6. Planning Committee's Recommendation: Approved Disapproved None
7. Board Attorney's Recommendation: Approved Disapproved None
8. Chief Auditor's Recommendation: Approved Disapproved None
9. Chief Financial Officer's Recommendation: Approved Disapproved None
10. Chief Development Engineer's Recommendation: Approved Disapproved None
11. Chief Construction Engineer's Recommendation: Approved Disapproved None
12. Executive Director's Recommendation: Approved Disapproved None

**HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY
BOARD RESOLUTION 2024- 35**

**APPROVING DESIGNATION OF HIDALGO COUNTY
METROPOLITAN PLANNING ORGANIZATION MEMBERS FOR
THE HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY**

THIS RESOLUTION is adopted this 23rd day of July 2024 by the Board of Directors of the Hidalgo County Regional Mobility Authority.

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, in accordance with the Hidalgo County Metropolitan Planning Organization Bylaws and Operating Procedures; the Chairman of the Hidalgo County Regional Mobility Authority serves as the defacto official member of the Metropolitan Planning Organization Policy Board; and

WHEREAS, the Hidalgo County Metropolitan Planning Organization Bylaws and Operating Procedures; further stipulate that one (1) Director of the Hidalgo County Regional Mobility Authority may be appointed to serve as alternate members of the Metropolitan Planning Organization Board of Directors.

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 of Directors hereby appoints Chairman, S. David Deanda, Jr., as the primary member of the Hidalgo County Metropolitan Planning Organization Policy Board.
- Section 3. The Board of Directors hereby appoints Vice Chairman, Ezequiel Reyna, Jr., as the alternate member of the Hidalgo County Metropolitan Planning Organization Policy Board.
- Section 4. The Board of Directors hereby appoints Pilar Rodriguez, Executive Director, Ramon Navarro IV, Chief Construction Engineer, and Ruben Alfaro, Development Engineer, as designate proxies for the primary and alternate members with all appropriate privileges assigned.

* * *

PASSED AND APPROVED AS TO BE EFFECTIVE IMMEDIATELY BY THE BOARD OF DIRECTORS OF THE HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY AT A REGULAR MEETING on the 23rd day of July 2024, which meeting a quorum was present.

S David Deanda, Jr., Chairman

Juan Carlos Del Angel, Secretary/Treasurer

Item 2F

HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY

AGENDA RECOMMENDATION FORM

BOARD OF DIRECTORS
PLANNING COMMITTEE
FINANCE COMMITTEE
TECHNICAL COMMITTEE

AGENDA ITEM
DATE SUBMITTED
MEETING DATE

2F
07/16/24
07/23/24

1. Agenda Item: **RESOLUTION 2024-28 – APPROVAL OF ONE YEAR EXTENSION TO THE PROFESSIONAL SERVICE AGREEMENT WITH HILLTOP SECURITIES, INC. TO PROVIDE FINANCIAL ADVISORY SERVICES TO THE HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY.**
2. Nature of Request: (Brief Overview) Attachments: 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 N/A
5. Staff Recommendation: **Motion to approve Resolution 2024-28– Approval of One Year Extension to the Professional Service Agreement with Hilltop Securities to provide Financial Advisory Services to the Hidalgo County Regional Mobility Authority, as presented.**
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



Memorandum

To: S. David Deanda Jr., Chairman

From: Pilar Rodriguez, PE, Executive Director

Date: July 16, 2024

Re: **Resolution 2024-28 Approval of One Year Extension to the Professional Service Agreement with Hilltop Securities, Inc. 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. The Board of Directors have since approved one-year extensions to the agreement with Hill top Securities (formerly First Southwest Company).

Goal

The Agreement with Hilltop Securities, Inc., 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 2024-28 – Approval of a one year extension to the Professional Service Agreement with Hilltop Securities, Inc. 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. 2024 – 28

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

THIS RESOLUTION is adopted this 23rd day of July 2024, 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 Hill top Securities (formerly First Southwest Company) for one year; and

WHEREAS, on May 23, 2017, the Authority extended the Financial Advisory Service Agreement with Hilltop Securities for one year; and

WHEREAS, on May 22, 2018, the Authority extended the Financial Advisory Service Agreement with Hilltop Securities for one year; and

WHEREAS, on April 23, 2019, the Authority extended the Financial Advisory Service Agreement with Hilltop Securities for one year; and

WHEREAS, on July 28, 2020, the Authority extended the Financial Advisory Service Agreement with Hilltop Securities for six (6) months; and

WHEREAS, on December 15, 2020, the Authority extended the Financial Advisory Service Agreement with Hilltop Securities for six (6) months; and

WHEREAS, on July 27, 2021, the Authority extended the Financial Advisory Service Agreement with Hilltop Securities for one year; and

WHEREAS, on August 23, 2022, the Authority extended the Financial Advisory Service Agreement with Hilltop Securities for one year; and

WHEREAS, on July 25, 2023, the Authority extended the Financial Advisory Service Agreement with Hilltop Securities 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.

**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-year extension to the Financial Advisory Services Agreement with Hilltop Securities hereto attached as Exhibit A.
- Section 3. The Board authorizes the Executive Director to execute the one-year extension to the Professional Service Agreement with Hilltop Securities 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 23rd day of July, 2024, at which meeting a quorum was present.

S. David Deanda Jr., Chairman

Juan Carlos Del Angel, Secretary/Treasurer

EXHIBIT A
ONE (1) YEAR EXTENSION TO FINANCIAL ADVISORY SERVICE AGREEMENT
WITH
HILLTOP SECURITIES, INC.
EFFECTIVE
JULY 23, 2024

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. (FORMERLY FIRST SOUTHWEST)

DATED MAY 14, 2009

INITIAL AGREEMENT PERIOD FOR THREE YEARS WITH

ADDITIONAL ONE-YEAR TERMS

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

7TH EXTENSION DATED MAY 22, 2018

8th EXTENSION DATED MAY 23, 2019

9TH EXTENSION DATED JULY 28, 2020 (6-MONTHS)

10th EXTENSION DATED JANUARY 29, 2021 (6-MONTHS)

11th EXTENSION DATED JULY 30, 2021

12th EXTENSION DATED AUGUST 23, 2022

13th EXTENSION DATED AUGUST 24, 2023

ONE-YEAR EXTENSION EFFECTIVE JULY 23, 2024

HILLTOP SECURITIES, INC.

By: _____
Richard M. Ramirez, Regional
Managing Director

Date: _____

**HIDALGO COUNTY REGIONAL
MOBILITY AUTHORITY**

By: _____
Pilar Rodriguez, Executive Director

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

By: Hill A. Feinberg
Hill A. Feinberg, Chairman and
Chief Executive Officer

By: Richard M. Ramirez
Richard M. Ramirez
Senior Vice President

Date: 5/14/09

HIDALGO COUNTY REGIONAL MOBILITY
AUTHORITY

By: Dennis Burleson
Dennis Burleson
Chairman

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.

Item 3A

HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY

AGENDA RECOMMENDATION FORM

BOARD OF DIRECTORS	<u>X</u>	WORKSHOP ITEM	<u>3A</u>
PLANNING COMMITTEE	_____	DATE SUBMITTED	<u>07/16/2024</u>
FINANCE COMMITTEE	_____	MEETING DATE	<u>07/23/2024</u>
TECHNICAL COMMITTEE	_____		

1. Agenda Item: RESOLUTION 2024-36 CONSIDERATION AND APPROVAL OF WORK AUTHORIZATION NUMBER 5 TO THE PROFESSIONAL SERVICE AGREEMENT WITH QUINTANILLA, HEADLY, & ASSOCIATES TO PROVIDE SURVEYING SERVICES FOR THE 365 TOLLWAY PROJECT.
2. Nature of Request: (Brief Overview) Attachments: Yes No
Resolution 2024-36 for WA No. 5 to the PSA with QHA 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 N/A
5. Staff Recommendation: Resolution 2024-36 Consideration and Approval of Work Authorization Number 5 to the Professional Service Agreement with Quintanilla, Headley, and Associates to provide surveying services for the 365 Tollway Project, as presented.
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



Memorandum

To: Pilar Rodriguez,

P.E HCRMA,

Executive Director

From: Ramon Navarro, IV, P.E C .F.M.

HCRMA, Chief Construction Engineer

Date: July 17, 2024

Subject: Resolution 2024-36 Consideration and Approval of Work Authorization Number 5 to the Professional Service Agreement with QHA to provide surveying services for the 365 Tollway.

GOAL

Approval and authorization of Work Authorization Number 5 to the Professional Service Agreement with QHA to provide surveying services for the 365 Tollway to conduct quality assurance survey.

BASIS

The 365 Tollway project is approaching the actual forty percent production (40%) mark. We are requesting a survey for verifying quality assurances of work. This work would consist of capturing “as- built” elements such as levees, retaining walls, and bridges throughout segments 1 and 2 of the project.

We are requesting QHA capture specific data pertaining to:

- shooting as built grades: as built controls, main lanes alignments (horizontal, vertical controls PC, PI, PTs) STA. 650+00 – 1015+00; and, STA 1225+00 – 1290+00
- corner elevations of all built MSE walls (top of leveling pads; start and end points) Walls 4-5; 6-8; 10-11; 28; 29; 32-39
- cross sections at earth, embankments @ 200' FM494, STA 715+00 - 750+00; SJMC, STA 957+00 – 965+00; McColl, STA 31+00 – 51+50;
- cross sections at earth, embankments @ 100' Levee STA 800+ 00-858+20 : STA 870+00 – 876+00

Upon submittal of data, staff may review and confirm plan compliance and verification and assurances of “as build” quantities.



HCRMA
HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY

Project: SH365

- CMT Services
- Environmental
- Engineering
- Geo-Technical
- Surveying **Quintanilla, Headley & Associates**

WORK AUTHORIZATION SUMMARY

RESOLUTION 2024-36

Work Authorization # 5 Supplemental # _____

Amount **\$ 80,220.00**

Approved Resolutions

Resolutions	Description	Amount
2011-41	WA 1 Surveying = \$415,438.75	
2011-42	WA 2 ROE for 50 parcels = \$25,000.00	
2012-40	WA 1 = WA1 & WA2 \$440,438.75	
2013-09	Revised WA1	\$ 422,496.25
2013-44	Work Authorization 2 - ROW Mapping	\$ 310,000.00
Subtotal from Cont. Page		\$ 240,388.75
Total Approved WA		\$ 972,885.00

Proposed Work Authorization and/or Supplemental

2024-36 WA 5 Surveying QA for 365 Tollway **\$ 80,220.00**

Goals & Options:

Consideration and Approval of Work Authorization Number 5 to the Professional Service Agreement with QHA to provide surveying services for the 365 Tollway.

Staff is recommending approval of this request in the amount of \$ 80,220.00
Proposed total approved WA and/or Supplementals \$ 1,053,105.00

Ramon Navarro, Construction E
Requested By:

Work Authorizations Cont...**Resolution No.**

2024-36

Resolution No.	Description	Amount
2014-36	WA2 Sup1 - Row Mapping 48 parcels	\$ 148,800.00
2014-63	WA2 Sup2 - ROW Map Standards + Reduction	\$ 11,100.00
2014-102	WA1 Sup2 - Additional Topographhy	\$ 14,772.50
2015-21	WA1 S3 - No Cost Time Extension	\$ 0.00
2015-22	WA2 S3 - No Cost Time Extension	\$ 0.00
2015-67	WA1 S4 - No Cost Time Extension	\$ 0.00
2015-68	WA2 S4 - No Cost Time Extension	\$ 0.00
2016-12	WA3 - Construction Staking	\$ 61,696.25
2019-31	WA4 - Control and Construction staking DCP	\$ 4,020.00

Subtotal \$ 240,388.75

HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY

BOARD RESOLUTION No. 2024-36

**CONSIDERATION AND APPROVAL OF WORK AUTHORIZATION
NUMBER 5 TO THE PROFESSIONAL SERVICE AGREEMENT WITH QHA
TO PROVIDE SURVEYING SERVICES FOR THE 365 TOLLWAY**

THIS RESOLUTION is adopted this 23rd day of July, 2024 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");

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

WHEREAS, on October 27, 2011, the Authority awarded by Resolution 2011-09 a professional service agreement to Quintanilla, Headley and Associates (the "Consultant") to perform surveying work for the SH 365 Project from SH 336 to FM 3072 in the maximum payable amount of \$415,438.75;

WHEREAS, on November 15, 2011, the Authority approved by Resolution 2011-40 Amendment 1 to the professional surveying service agreement with Consultant in the amount \$25,000.00 for a revised maximum payable amount of \$440,438.75;

WHEREAS, on November 15, 2011, the Authority also approved by Resolution 2011-41 Work Authorization 1 with Consultant in the amount of \$415,438.75; and

WHEREAS, on November 15, 2011, the Authority also approved by Resolution 2011-42 Work Authorization 2 with Consultant in the amount of \$25,000.00; and

WHEREAS, on November 21, 2012, the Authority Amended and Restated by Resolution 2012-40 the professional surveying service agreement with the Consultant to revise the Scope of Service, Work Authorization requirement and DBE/HUB reporting requirement. The Consultants maximum payable amount remained at \$440,438.75 and Work Authorizations 1 and 2 were consolidated into Work Authorization 1, with the aggregate amount remaining at \$440,438.75; and

WHEREAS, on March 20, 2013 the Authority approved by Resolution 2013-09 Contract Amendment 1 to the Amended and Restated agreement with the Consultant to revise the Scope of Service and Work Authorization 1 for SH 365 from SH 336 (10th Street) to FM 3072 (Dicker Road) for an increase in the amount of \$353,753.75, for a revised maximum payable amount of \$794,192.50; and

WHEREAS, on March 20, 2013 the Authority approved Resolution 2013-09 Work Authorization 1 revision to the Amended and Restated agreement with the Consultant to revise the Scope of Service and Work Authorization Number 1 for SH 365 from SH 336 (10th Street) to FM 3072 (Dicker Road) from \$440,438.75 to the revised amount of \$422,496.25; and

WHEREAS, on October 16, 2013 the Authority approved Resolution 2013-44 Work Authorization 2 to the Amended and Restated agreement with the Consultant for Right of Way Mapping and Parcel Tract Platting for SH365 for SH 336 to US Military Highway in the amount of \$310,000.00; and

WHEREAS, on April 23, 2014 the Authority approved Resolution 2014-36 Work Authorization 2 Supplemental 1 to the Amended and Restated agreement with the Consultant to provide Right of Way Mapping and Parcel Tract Platting for 48 additional parcels in the amount of \$148,800.00; and

WHEREAS, on July 23, 2014 the Authority approved Resolution 2014-63 Work Authorization 2 Supplemental 2 to the Amended and Restated agreement with the Consultant to provide Right of Way Mapping and to deduct 17 parcels and modify right of way maps in the in the amount of \$11,100.00; and

WHEREAS, on July 23, 2014 the Authority approved Resolution 2014-64 Contract Amendment 2 to the Amended and Restated agreement with the Consultant to increase by \$11,100.00 for a revised maximum payable amount of \$892,396.25; and

WHEREAS, on November 20, 2014 the Authority approved Resolution 2014-102 Work Authorization 1 Supplemental 2 to the Amended and Restated agreement with the Consultant for additional topography required for right of way area changes on the State Highway 365 Project from SH 336 to FM 3072 due to Texas Department of Transportation Design Manual Updates in the amount of \$14,772.50; and

WHEREAS, on November 20, 2014 the Authority approved Resolution 2014-103 Contract Amendment 3 to the Amended and Restated agreement with the Consultant to increase by \$14,772.50 for a revised maximum payable amount of \$907,168.75; and

WHEREAS, on May 28, 2015 the Authority approved by Resolution 2015 - 21 Work Authorization 1 Supplemental 3 to the Professional Service Agreement with Quintanilla, Headley & Associates for a No-cost work schedule time extension for surveying services for the State Highway 365 Project; and

WHEREAS, on May 28, 2015 the Authority approved by Resolution 2015 - 22 Work Authorization 2 Supplemental 3 to the Professional Service Agreement with Quintanilla, Headley & Associates for a No-cost work schedule time extension for surveying services for the State Highway 365 Project; and

WHEREAS, on September 22, 2015 the Authority approved by Resolution 2015- 67 Work Authorization 1 Supplemental 4 to the Professional Service Agreement with Quintanilla, Headley & Associates for a No-cost work schedule time extension for surveying services for the State Highway 365 Project; and

WHEREAS, on September 22, 2015 the Authority approved by Resolution 2015-68 Work Authorization 2 Supplemental 4 to the Professional Service Agreement with Quintanilla, Headley & Associates for a No-cost work schedule time extension for surveying services for the State Highway 365 Project; and

WHEREAS, on January 26, 2016 the Authority approved Resolution 2016-12 Work Authorization Number 3 to Professional Service Agreement with Quintanilla, Headley & Associates construction monument staking for the SH365 Project in the amount of \$61,696.25; and

WHEREAS, on January 26, 2016 the Authority approved Resolution 2016-13 Contract Amendment 4 to Professional Service Agreement with Quintanilla, Headley & Associates for an increase in the amount of \$61,696.25, for a revised maximum payable amount of \$968,865.00; and

WHEREAS, on June 26, 2021, the Authority approved Resolution 2018-33 Contract Amendment 5 to the Professional Service Agreement with Quintanilla, Headley & Associates for a no-cost time extension to provide survey services for the 365 Tollway and International Bridge Trade Corridor Projects; and

WHEREAS, on August 27, 2019 the Authority approved Resolution 2019-31 Approval of Work Authorization 4 to Professional Service Agreement with Quintanilla, Headley & Associates for control and construction staking for the DCP utility adjustment in the 365 Tollway Project in the amount of \$4,020.00; and

WHEREAS, on August 27, 2019 the Authority approved Resolution 2019-32 Contract Amendment 6 to Professional Service Agreement with Quintanilla, Headley & Associates for an increase in the amount of \$4,020.00, for a revised maximum payable amount of \$972,885.00; and

WHEREAS, on the November 23, 2021 the Authority approved Resolution 2021-63 Approval of Contract Amendment 7 to the Professional Service Agreement with Quintanilla, Headley & Associates for a no-cost time extension to provide survey services for the 365 Tollway and International Bridge Trade Corridor Projects; and

WHEREAS, on December 12, 2023 the Authority approved Resolution 2023-54 Approval of Contract Amendment 8 to the Professional Service Agreement with Quintanilla, Headley & Associates for a no-cost time extension to provide survey services for the 365 Tollway Project.

WHEREAS, the Authority finds it necessary to approve Resolution 2024-36 for Work Authorization 5 to Professional Service Agreement with Quintanilla, Headley & Associates for control and construction staking of the 365 Tollway for quality assurance, in the amount of \$80,220.00;

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 Work Authorization 5 to the Professional Services Agreement for Surveying Services with Quintanilla, Headley & Associates, hereto attached as Exhibit A.

Section 3. The Board authorizes the Executive Director to execute Work Authorization Number 5 to the Professional Services Agreement for Surveying Services with Quintanilla, Headley & Associates 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 on the 23rd day of July, 2024, at which meeting a quorum was present.

S. David Deanda, Jr., Chairman

Juan Carlos Del Ángel, Secretary/Treasurer

Exhibit A

Work Authorization
Number 5
to
Professional Service Agreements
with
Quintanilla, Headley & Associates
for Surveying
Services

+Contract+

**Hidalgo County
Regional Mobility Authority
(HCRMA)(Authority)**

**SURVEYING SERVICES
For SH 365
Segment 0031/0032**

Work Authorization No. 5

July 17, 2024

**QUINTANILLA, HEADLEY &
ASSOCIATES, INC.**

WORK AUTHORIZATION NO. 5

WORK AUTHORIZATION NO. 5
AGREEMENT FOR SURVEYING SERVICES

THIS WORK AUTHORIZATION is made pursuant to the terms and conditions of "Article V of that certain Professional Services Agreement for Surveying Services" (the Agreement) entered into by and between the Hidalgo County Regional Mobility Authority (Authority), and Quintanilla, Headley & Associates Inc. (the Surveyor).

PART I. The Surveyor will perform surveying services generally described as in accordance with the project description attached hereto and made a part of this Work Authorization. The responsibilities of the Authority and the Surveyor as well as the work schedule are further detailed in Exhibits A, B and C which are attached hereto and made a part of the Work Authorization.

PART II. The maximum amount payable under this Work Authorization is \$80, 220.00 and the method of payment is Lump Sum as set forth in Attachment E of the Agreement. This amount is based upon fees set forth in Attachment E, Fee Schedule, of the Agreement and the Surveyor's estimated Work Authorization costs included in Exhibit D, Fee Schedule, which is attached and made a part of this Work Authorization.

PART III. Payment to the Surveyor for the services established under this Work Authorization shall be made in accordance with Articles III thru V of the Agreement, and Attachment A, Section 1.

PART IV. This Work Authorization shall become effective on the date of final acceptance of the parties hereto and shall terminate on September 10, 2024 unless extended by a supplemental Work Authorization as provided in Attachment A, Section 1.

PART V. This Work Authorization does not waive the parties' responsibilities and obligations provided under "Article V of that certain Professional Services Agreement for Surveying Services for **SH 365 Segment 0031 / Segment 0032**".

IN WITNESS WHEREOF, this Work Authorization is executed in duplicate counterparts and hereby accepted and acknowledged below.

THE SURVEYOR

THE AUTHORITY

(Signature)

(Printed Name)

(Title)

(Date)

(Signature)

Pilar Rodriguez, PE

(Printed Name)

Executive Director

(Title)

(Date)

LIST OF EXHIBITS

Exhibit A	Services to be provided by the Authority
Exhibit B	Services to be provided by the Surveyor
Exhibit C	Work Schedule
Exhibit D	Fee Schedule/Budget
Exhibit H-2	Subprovider Monitoring System Commitment Agreement

EXHIBIT B
SERVICES TO BE PROVIDED BY THE SURVEYOR

EXHIBIT B
SERVICES TO BE PROVIDED BY SURVEYOR
SCOPE OF WORK

- Shooting as built grades: as built controls, main lanes alignments (horizontal, vertical controls PC, PI, PTs) STA. 650+00 – 1015+00; and, STA 1225+00 – 1290+00
- Corner elevations of all built MSE walls (top of leveling pads; start and end points) Walls 4-5; 6-8; 10-11; 28; 29; 32-39
- Cross sections at earth, embankments @ 200' FM494, STA 715+00 - 750+00; SJMC, STA 957+00 – 965+00; McColl, STA 31+00 – 51+50;
- Cross sections at earth, embankments @ 100' Levee STA 800+ 00-858+20 : STA 870+00 – 876+00

Collection, Recording, and Presentation of Data.

Measure and/or record the following information on an appropriately formatted test hole data sheet (field book) that has been sealed and dated by the Consultant:

1. Elevation of top and/or bottom of the utility tied to the project datum, to a vertical accuracy of +/- 0.05 feet (15 mm).
2. Elevation of existing grade over utility at test hole.
3. Horizontal location referenced to project coordinate datum, to a horizontal accuracy consistent with applicable DOT survey standards.
4. Field sketch showing horizontal location referenced to a minimum of three (3) swing ties to physical structures existing in the field and shown on the project plans.
5. Approximate centerline bearing of utility line.
6. Outside diameter of pipe, width of duct banks, and configuration of non-encased multi-conduit systems.
7. Utility structure material composition, when reasonably ascertainable.
8. Identity of benchmarks used to determine elevations.
9. Utility facility condition.
10. Soil type and site conditions.
11. Identity of utility owner/operator.
12. Other pertinent information as is reasonably ascertainable from site location.

Translate utility data to the appropriate CADD format (See 1.8 Data Management) for direct incorporation of information into the HCRMA or design engineer's CADD file. Utility information shall be clearly delineated via line codes/symbols and labeling as set forth in the DEPARTMENT's Electronic Utility File Guidelines.

EXHIBIT C
WORK SCHEDULE

EXHIBIT C
WORK SCHEDULE

ATTACHMENT C

Schedule of Work estimated Date of Completion

Start Date: July 24, 2024

Duration: 21 (Calendar Days)

Estimated Completion Date: August 14, 2024

EXHIBIT D
FEE SCHEDULE/BUDGET

EXHIBIT 'D'
Fee Schedule/Budget for
Hidalgo County Regional Mobility Authority (HCRMA)
Work Authorization No. 5
SH 365 Surveying Services

LIMITS: Station 650+28.57 THROUGH sta. 1295+87

EXHIBIT D
FEE SCHEDULE/BUDGET

Z:\data\al\PROJECTS\2-HIDALGO COUNTY\RMAT\01 365 SUE\HP.GAS.DOP\Exhibit D Fee Schedule (8-1-19)

Exhibit D
8/1/2019

EXHIBIT H-2
Subprovider Monitoring System Commitment Agreement

This commitment agreement is subject to the award and receipt of a signed contract from the Hidalgo County Regional Mobility Authority (Authority). **NOTE: Exhibit H-2 is required to be attached to each contract that does not include work authorizations. Exhibit H-2 is required to be attached with each work authorization. Exhibit H-2 is also required to be attached to each supplemental work authorization. If DBE/HUB Subproviders are used, the form must be completed and signed. If no DBE/HUB Subproviders are used, indicate with "N/A" on this line: _____ and attach with the work authorization or supplemental work authorization.**

Contract #: _____ Assigned Goal: 12.2% Prime Provider Quintanilla, Headley & Associates Inc.

Work Authorization (WA) #: 5 Amount: \$80,220.00 Date: 7/24 / 24

Supplemental Work Authorization (SWA) #: _____ SWA Amount: _____

Revised WA Amount: _____

Description of Work <i>(List by category of work or task description. Attach additional pages, if necessary.)</i>	Dollar Amount <i>(For each category of work or task description shown.)</i>
Survey	\$80,220.00
FC	\$0
Total Commitment Amount (Including all additional pages.)	\$0

IMPORTANT: The signatures of the prime and the DBE/HUB and Second Tier Subprovider, if any (both DBE and Non-DBE) and the total commitment amount must always be on the same page.

Provider Name: Quintanilla, Headley & Associates Inc. Address: 124 E. Stubbs Edinburg, Texas 78539 VID Number: 17426481671 PH: (956) 381-6480; FX: (956) 381-0527 Email: alfonsoq@qhaengineering.com	Name: <u>Alfonso Quintanilla</u> <i>(Please Print)</i> Title: <u>President</u> Signature Date
DBE/HUB Sub Provider	Name: _____ <i>(Please Print)</i> Title: _____ Signature Date
Second Tier Sub Provider Subprovider Name: VID Number: Address: Phone #& Fax #: Email:	Name: _____ <i>(Please Print)</i> Title: _____ Signature Date

VID Number is the Vendor Identification Number issued by the Comptroller. If a firm does not have a VID Number, please enter the owner's Social Security or their Federal Employee Identification Number (if incorporated).

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Item 3B

HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY

AGENDA RECOMMENDATION FORM

BOARD OF DIRECTORS
PLANNING COMMITTEE
FINANCE COMMITTEE
TECHNICAL COMMITTEE

X

WORKSHOP ITEM
DATE SUBMITTED
MEETING DATE

3B
07/16/2024
07/23/2024

1. Agenda Item: RESOLUTION 2024-37 CONSIDERATION AND APPROVAL OF CONTRACT AMENDMENT NUMBER 9 TO THE PROFESSIONAL SERVICE AGREEMENT WITH QUINTANILLA, HEADLY, & ASSOCIATES TO INCREASE MAXIMUM PAYABLE AMOUNT FOR WORK AUTHORIZATION NUMBER 5.
2. Nature of Request: (Brief Overview) Attachments: Yes No
Resolution 2024-37 for CA No. 9 to the PSA with QHA 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 N/A
5. Staff Recommendation: Resolution 2024-37 Consideration and Approval of Contract Amendment Number 9 to the Professional Service Agreement with Quintanilla, Headley, and Associates to increase maximum payable amount for Work Authorization number 5, as presented.
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



Project: 365 Tollway

- CMT Services
- Environmental
- Engineering
- Geo-Technical

Surveying **Quintanilla, Headley & Associates**

CONTRACT AMENDMENT SUMMARY

RESOLUTION 2024-37

Original Contract Amount **\$ 440,439**

Amendment # **9**

Amount **\$ 80,220.00**

APPROVED AMENDMENTS

Resolution No.	Description	Amount
2011-40	Amended & Restated	\$ 440,438.75
2013-09	Restated Contract/Max Amount payable	\$ 353,753.75
2014-64	Increase in SA 1 in WA 2 & SA2 in WA2	\$ 98,203.75
2014-103	Increase in SWA 2 to WA 1	\$ 14,772.50
2016-13	Increase in WA3	\$ 61,696.25
Subtotal from Cont. Page		\$ 4,020.00
Contract Amount		\$ 972,885.00

Proposed Amendment

2024-37 CA9 or Work Authorization 5 to PSA **\$ 80,220.00**

Contract Amount

Consideration and Approval of Contract Amendment Number 9 to the Professional Service Agreement with Quintanilla, Headly, and Associates for Work Authorization 5 to Professional Service Agreement to provide surveying services for the 365 Tollway Project.

Staff is recommending approval of this request in the amount of \$ 80,220.00 for a Revised Maximum Payable Amount of \$ 1,053,105.00

R. Navarro, Const Eng

Requested by:

Approved Amendments Cont...**Resolution No. 2024-37**

Resolution No.	Description	Amount
2018-33	CA 5 for No Cost Time Extension	\$ 0.00
2019-32	CA 6 for WA4	\$ 4,020.00
2021-63	CA 7 for No-Cost Time Extension	\$ 0.00
2023-54	CA 8 for No-Cost Time Extension	\$ 0.00

Subtotal \$ 4,020.00

HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY

BOARD RESOLUTION No. 2024-37

**CONSIDERATION AND APPROVAL OF CONTRACT AMENDMENT NUMBER
9 WITH QUINTANILLA, HEADLY, & ASSOCIATES TO INCREASE THE
MAXIMUM PAYABLE AMOUNT FOR WORK AUTHORIZATION NUMBER 5**

THIS RESOLUTION is adopted this 23rd day of July, 2024 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");

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

WHEREAS, on October 27, 2011, the Authority awarded by Resolution 2011-09 a professional service agreement to Quintanilla, Headley and Associates (the "Consultant") to perform surveying work for the SH 365 Project from SH 336 to FM 3072 in the maximum payable amount of \$415,438.75;

WHEREAS, on November 15, 2011, the Authority approved by Resolution 2011-40 Amendment 1 to the professional surveying service agreement with Consultant in the amount \$25,000.00 for a revised maximum payable amount of \$440,438.75;

WHEREAS, on November 15, 2011, the Authority also approved by Resolution 2011-41 Work Authorization 1 with Consultant in the amount of \$415,438.75; and

WHEREAS, on November 15, 2011, the Authority also approved by Resolution 2011-42 Work Authorization 2 with Consultant in the amount of \$25,000.00; and

WHEREAS, on November 21, 2012, the Authority Amended and Restated by Resolution 2012-40 the professional surveying service agreement with the Consultant to revise the Scope of Service, Work Authorization requirement and DBE/HUB reporting requirement. The Consultants maximum payable amount remained at \$440,438.75 and Work Authorizations 1 and 2 were consolidated into Work Authorization 1, with the aggregate amount remaining at \$440,438.75; and

WHEREAS, on March 20, 2013 the Authority approved by Resolution 2013-09 Contract Amendment 1 to the Amended and Restated agreement with the Consultant to revise the Scope of Service and Work Authorization 1 for SH 365 from SH 336 (10th Street) to FM 3072 (Dicker Road) for an increase in the amount of \$353,753.75, for a revised maximum payable amount of \$794,192.50; and

WHEREAS, on October 16, 2013 the Authority approved Resolution 2013-44 Work Authorization 2 to the Amended and Restated agreement with the Consultant for Right of Way Mapping and Parcel Tract Platting for SH365 for SH 336 to US Military Highway in the amount of \$310,000.00; and

WHEREAS, on April 23, 2014 the Authority approved Resolution 2014-36 Work Authorization 2 Supplemental 1 to the Amended and Restated agreement with the Consultant to provide Right of Way Mapping and Parcel Tract Platting for 48 additional parcels in the amount of \$148,800.00; and

WHEREAS, on July 23, 2014 the Authority approved Resolution 2014-63 Work Authorization 2 Supplemental 2 to the Amended and Restated agreement with the Consultant to provide Right of Way Mapping and to deduct 17 parcels and modify right of way maps in the amount of \$11,100.00; and

WHEREAS, on July 23, 2014 the Authority approved Resolution 2014-64 Contract Amendment 2 to the Amended and Restated agreement with the Consultant to increase by \$11,100.00 for a revised maximum payable amount of \$892,396.25; and

WHEREAS, on November 20, 2014 the Authority approved Resolution 2014-102 Work Authorization 1 Supplemental 2 to the Amended and Restated agreement with the Consultant for additional topography required for right of way area changes on the State Highway 365 Project from SH 336 to FM 3072 due to Texas Department of Transportation Design Manual Updates in the amount of \$14,772.50; and

WHEREAS, on November 20, 2014 the Authority approved Resolution 2014-103 Contract Amendment 3 to the Amended and Restated agreement with the Consultant to increase by \$14,772.50 for a revised maximum payable amount of \$907,168.75; and

WHEREAS, on May 28, 2015 the Authority approved by Resolution 2015-21 Work Authorization 1 Supplemental 3 to the Professional Service Agreement with Quintanilla, Headley & Associates for a No-cost work schedule time extension for surveying services for the State Highway 365 Project; and

WHEREAS, on May 28, 2015 the Authority approved by Resolution 2015-22 Work Authorization 2 Supplemental 3 to the Professional Service Agreement with Quintanilla, Headley & Associates for a No-cost work schedule time extension for surveying services for the State Highway 365 Project; and

WHEREAS, on September 22, 2015 the Authority approved by Resolution 2015-67 Work Authorization 1 Supplemental 4 to the Professional Service Agreement with Quintanilla, Headley & Associates for a No-cost work schedule time extension for surveying services for the State Highway 365 Project; and

WHEREAS, on September 22, 2015 the Authority approved by Resolution 2015-68 Work Authorization 2 Supplemental 4 to the Professional Service Agreement with Quintanilla, Headley & Associates for a No-cost work schedule time extension for surveying services for the State Highway 365 Project; and

WHEREAS, on January 26, 2016 the Authority approved Resolution 2016-12 Work Authorization Number 3 to Professional Service Agreement with Quintanilla, Headley & Associates construction monument staking for the SH365 Project in the amount of \$61,696.25; and

WHEREAS, on January 26, 2016 the Authority approved Resolution 2016-13 Contract Amendment 4 to Professional Service Agreement with Quintanilla, Headley & Associates for an increase in the amount of \$61,696.25, for a revised maximum payable amount of \$968,865.00; and

WHEREAS, the Authority finds it necessary to approve correction of scrivener error for Contract Amendment Number 2 to the Professional Service Agreement with Quintanilla, Headley & Associates in the amount of \$98,203.75, maximum payable amount remains in the amount of \$968,865.00; and

WHEREAS, on June 26, 2018 the Authority approved Resolution 2018-33 for Contract Amendment 5 to the Professional Service Agreement with Quintanilla, Headley & Associates for a no-cost time extension to provide survey services for the 365 Tollway and International Bridge Trade Corridor Projects;

WHEREAS, on August 27, 2019 the Authority approved Resolution 2019-31 Approval of Work Authorization 4 to Professional Service Agreement with Quintanilla, Headley & Associates for control and construction staking for the DCP utility adjustment in the 365 Tollway Project in the amount of \$4,020.00; and

WHEREAS, on August 27, 2019 the Authority approved Resolution 2019-32 Contract Amendment 6 to Professional Service Agreement with Quintanilla, Headley & Associates for an increase in the amount of \$4,020.00, for a revised maximum payable amount of \$972,885.00; and

WHEREAS, on November 23, 2021 the Authority approved Resolution 2021-63 Approval of Contract Amendment 7 to the Professional Service Agreement with Quintanilla, Headley & Associates for a no-cost time extension to provide survey services for the 365 Tollway and International Bridge Trade Corridor Projects; and

WHEREAS, on December 12, 2023 the Authority approved Resolution 2023-54 Approval of Contract Amendment 8 to the Professional Service Agreement with Quintanilla, Headley & Associates for a no-cost time extension to provide survey services for the 365 Tollway Project.

WHEREAS, the Authority finds it necessary to approve Resolution 2024-37 Approval of Contract Amendment 9 to the Professional Service Agreement with Quintanilla, Headley & Associates for an increase in the amount of \$80,220.00, for a revised maximum payable amount 1,053,205.00.

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 Resolution 2024-37 for Contract Amendment Number 9 to the Professional Services Agreement for Surveying Services with Quintanilla, Headley & Associates, hereto attached as Exhibit A.

Section 3. The Board authorizes the Executive Director to execute Amendment Number 9 to the Professional Services Agreement for Surveying Services with Quintanilla, Headley & Associates 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 23rd of July 2024, at which meeting a quorum was present.

S. David Deanda, Jr., Chairman

Juan Carlos Del Angel, Secretary/Treasurer

Exhibit A

Contract Amendment
Number 9
to
Professional Service Agreements
with
Quintanilla, Headley & Associates
for Surveying
Services

**SUPPLEMENTAL AGREEMENT NO. 9
TO PROFESSIONAL SERVICES
AGREEMENT FOR SURVEYING SERVICES**

THIS SUPPLEMENTAL AGREEMENT NO 9 TO MAIN CONTRACT is made pursuant to the terms and conditions of "Attachment A General Provisions Section 6 Supplemental Agreements of that certain Professional Services Agreement for Engineering Design Services" hereinafter identified as the "Agreement," entered into by and between the Hidalgo County Regional Mobility Authority (Authority), and Quintanilla, Headley & Associates, Inc. (the Surveyor).

The following terms and conditions of the Agreement are hereby amended as follows:

Article II Agreement Period

This Agreement becomes effective when fully executed by all parties hereto and it shall terminate at the close of business on March 31, 2026.

**Article III
Agreement Compensation**

Article III Agreement Compensation. Article III Compensation shall be amended to increase the amount payable under this contract from the maximum amount payable under this contract is \$972,885.00 to \$1,053,105.00 for a total increase of \$80,220.00 for control and construction staking of the 365 Tollway for quality assurance as outlined in Work Authorization Number 5.

This Supplemental Agreement No. 9 to the Main Contract shall become effective on the date of final execution of the parties hereto. All other terms and conditions of the Agreement not hereby amended are to remain in full force and effect.

IN WITNESS WHEREOF, this Supplemental Agreement is executed in duplicate counterparts and hereby accepted and acknowledged below.

THE SURVEYOR

(Signature)
Alfonso Quintanilla, P.E., P.R.L.S.
(Printed Name)
President
(Title)

(Date)

THE AUTHORITY

(Signature)
Pilar Rodriguez, P.E.
(Printed Name)
Executive Director
(Title)

(Date)

THIS ITEM WILL BE
SENT UNDER
SEPERATE COVER