

MARYLAND TRANSPORTATION AUTHORITY
BOARD MEETING

TUESDAY, JUNE 8, 2021
8:00 A.M.

OPEN MEETING VIA VIDEO CONFERENCE AND LIVESTREAMING

OPEN SESSION

Gregory Slater, Chairman

MEMBERS ATTENDING:

Dontae Carroll
William H. Cox, Jr.
William C. Ensor, III
W. Lee Gaines, Jr.
Mario J. Gangemi
Cynthia D. Penny-Ardinger, Esq.
Jeffrey S. Rosen
John F. von Paris

STAFF ATTENDING:

Natalie Henson	Deb Sharpless
Kimberly Millender, Esq.	Tim Sheets
Ebony Moore	John Wedemeyer
Mary O'Keeffe	Melissa Williams
James F. Ports, Jr.	Eric Willison
Will Pines	

OTHER ATTENDEES:

Michelle Christoffers, Esq., MDOT TSO, Office of the
Attorney General
Jason Couch, Esq., MDOT SHA, Office of the Attorney
General
Jeff Folden, MDOT SHA, P3 Office
Edgar Gonzalez, Executive Director, Suburban Maryland
Transportation Alliance
Arthur Katz, Citizens Against Beltway Expansion
Sean Powell, MDOT TSO, Executive Office
Benjamin Ross, Chair, Maryland Transit Opportunities
Coalition
Michael Sakata, President & CEO, Maryland
Transportation Builders & Materials Association
Cheryl Sparks, MDOT TSO
Jason Stanford, President, Northern Virginia Transportation
Alliance
Josh Tulkin, Director, Maryland Sierra Club

At 8:01 a.m. Chairman Gregory Slater called the meeting of the Maryland Transportation Authority (MDTA) Board to order. The meeting was held via video conference and livestreamed on the MDTA Board Meeting web page.

VOTE TO GO INTO CLOSED SESSION

At 8:08 a.m., upon motion by Member William H. Cox, Jr. and seconded by Member W. Lee Gaines, Jr., the Members voted unanimously to move into Closed Session under the Maryland Open Meetings Act. The MDTA Board met in Closed Session under the General Provisions Article, Section 3-305(b)(7) to receive legal advice regarding approving a Public-Private Partnership (P3) Agreement and other related P3 documents in the face of a pending protest appeal.

In attendance for Closed Session was Chairman Gregory Slater, Members Carroll, Cox, Ensor, Gaines, Gangemi, Penny-Ardinger, Rosen, and von Paris. Also, in attendance were Executive Director Jim Ports, Kim Millender, Esq., Jason Couch, Esq., Michelle Christoffers, Esq., Deb Sharpless, Jeff Folden, Natalie Henson, and Ebony Moore.

VOTE TO ADJOURN CLOSED SESSION

At 8:29 a.m., a motion was made by Member Mario J. Gangemi and seconded by Member Dontae Carroll, which was unanimously approved, to adjourn the Closed Session and return to Open Session. There were no actions taken in Closed Session.

APPROVAL – PUBLIC-PRIVATE PARTNERSHIP (P3) RESOLUTION NO. 21-02

Ms. Kimberly Millender requested MDTA Board approval of the MDTA Board Resolution No. 21-02, which will amend existing MDTA Board Resolution No. 18-04 regarding the designation of the I-495 and I-270 Public-Private Partnership (P3) Program as a “transportation facilities project.”

Ms. Millender explained that this MDTA Board Resolution was previously discussed at the February 25, 2021 MDTA Board Meeting and that there are no changes in the document.

Ms. Millender further explained that in November of 2018, the MDTA Board adopted Resolution No. 18-04 to designate and classify the P3 Program as a “transportation facilities project” under Title 4 of the Transportation Article. The Resolution specified that the classification was contingent upon the successful execution of a P3 Agreement and the acquisition of the necessary leasehold interest. As the P3 Program has developed through the solicitation process, the decision was made to fulfill the Program in phases resulting in the opportunity for multiple agreements to be executed and the acquisition of the leasehold interest in stages. Resolution No. 21-02 amends the prior MDTA Board Resolution to acknowledge this change in the Program.

Mr. Jason Stanford, President of the Northern Virginia Transportation Alliance, made public comment for this item. His comments were in favor of the project.

Upon motion by Member Jeffrey S. Rosen and seconded by Member Dontae Carroll, the Members unanimously gave approval of the MDTA Board Resolution No. 21-02.

CONTINGENT APPROVAL – PUBLIC-PRIVATE PARTNERHIP (P3) LEASE AGREEMENT

Mr. John Wedemeyer requested contingent approval by the MDTA Board of a lease agreement between the MDTA and Maryland Department of Transportation State Highway Administration (MDOT SHA) to create a leasehold interest for the priced managed lanes with Phase 1 South: American Legion Bridge I-270 to I-370. The approval of this item is contingent upon the Board of Public Works approval of the Phase 1: American Legion Bridge I-270 to I-70 Public-Private Partnership (P3) Agreement.

Mr. Wedemeyer explained that this lease agreement is based on a MDOT SHA Standard Lease Agreement and was previously discussed at the February 25, 2021 MDTA Board Meeting and that there are no changes in the document.

Mr. Wedemeyer further explained that exhibits have been created for this agreement. The Exhibits depict MDOT SHA right of way for the following areas:

1. I-495 from (and including) the American Legion Bridge to the interchange with I-270 near Rockville Pike;
2. I-270 from to the interchange with I-495 near Rockville Pike to the interchange with I-370 (including the I-270 east spur); and
3. the I-270 west spur from the interchange with I-495 near Bradley Boulevard to the interchange with Tuckerman Lane.

The Priced Managed Lanes are depicted between the northbound and southbound travel lanes.

Upon motion by Member Jeffrey S. Rosen and seconded by Member Mario J. Gangemi, the Members unanimously gave contingent approval of a lease agreement between the MDTA and MDOT SHA to create a leasehold interest for the priced managed lanes with Phase 1 South: American Legion Bridge I-270 to I-370. the MDTA Board Resolution No. 21-02.

CONTINGENT APPROVAL – PUBLIC-PRIVATE PARTNERSHIP (P3) DEVELOPER SELECTION

Mr. Jeff Folden requested contingent approval from the MDTA Board on the selected Phase Developer for the Phase Public-Private Partnership (P3) Agreement for Phase 1 of the I-495 & I-270 P3 Program, American Legion Bridge I-270 to I-70 Relief Plan. The approval of this item is contingent upon the Board of Public Works approval of the Phase 1: American Legion Bridge I-270 to I-70 Public-Private Partnership (P3) Agreement.

Mr. Folden explained that the P3 Developer Selection was previously discussed at the February 25, 2021 MDTA Board Meeting.

Mr. Folden further explained that MDOT and MDTA have completed the solicitation process for Phase 1 of the P3 Program, the American Legion Bridge I-270 to I-70 Relief Plan. The selected Phase Developer, who will be responsible for overseeing the predevelopment work for Phase 1, is Accelerate Maryland Partners, LLC.

The selection of the Phase Developer is the culmination of a year-long competitive process of extensive collaborative dialogue with the proposers designed to ensure a true partnership, harness the innovation of the private sector, and meet the goals of the program to provide congestion relief and an innovative approach to minimize impacts. This process included issuing a Request for Qualifications on February 7, 2020, short-listing four teams on July 17, 2020, and a 6-month Request for Proposals process.

Mr. Benjamin Ross, Chair of the Maryland Transit Opportunities Coalition, made public comment for this item. His comments were opposed to the project.

Mr. Edgar Gonzalez, Executive Director of the Suburban Maryland Transportation Alliance, made public comment for this item. His comments were in favor of the project.

Upon motion by Member Dontae Carroll and seconded by Member John F. von Paris, the Members unanimously gave contingent approval of the selected Phase Developer for the Phase Public-Private Partnership (P3) Agreement for Phase 1 of the I-495 & I-270 P3 Program, American Legion Bridge I-270 to I-70 Relief Plan.

CONTINGENT APPROVAL – PUBLIC-PRIVATE PARTNERSHIP (P3) AGREEMENT

Ms. Deb Sharpless requested contingent approval from the MDTA Board on the Phase Public-Private Partnership (P3) Agreement for the I-495 and I-270 P3 Program for Phase 1. The approval of this item is contingent upon the final approval by the Board of Public Works.

Ms. Sharpless explained that the Phase P3 Agreement and other attachments were originally presented to the MDTA Board at the February 25, 2021 Board Meeting, with the exception of the MDTA Notes Term Sheet. She stated that some changes have been made; however, these changes were all either minor in nature or have been made for the benefit of the State to align the documents with the Selected Proposer's Proposal.

The Phase P3 Agreement will be executed among MDOT, MDTA, and the selected proposer (Phase Developer) upon approval by the MDTA Board and subsequent approval by the Maryland Board of Public Works. Under the Phase P3 Agreement the Phase Developer shall perform Predevelopment Work (defined below) for the delivery of Phase 1 in sections.

After completion of the Predevelopment Work, MDOT, MDTA, and an entity established by the Phase Developer (Section Developer) will enter into a section P3 agreement (Section P3 Agreement) for the design, construction, financing, operation, and maintenance of the section. Along with the execution of the Section P3 Agreement, MDTA and the Section Developer will enter into (a) the tolling services agreement (Tolling Services Agreement), and (b) the public-private partnership (P3) supplemental trust agreement (P3 Supplemental Trust Agreement) with the trustee.

Ms. Sharpless provided a brief overview of the P3 Program and described the Phase P3 Agreement and the terms of the Section-related documents that are relevant to MDTA. She also highlights key MDTA risks under the Phase P3 Agreement and the Section documents.

Mr. Arthur Katz, Citizens Against Beltway Expansion, made public comment for this item. His comments were opposed to the project.

Mr. Josh Tulkin, Director of the Maryland Sierra Club, made public comment for this item. His comments were opposed to the project.

Mr. Michael Sakata, President & CEO of the Maryland Transportation Builders & Materials Association, made public comment for this item. His comments were in favor of the project.

Upon motion by Member W. Lee Gaines, Jr. and seconded by Member Mario J. Gangemi, the Members unanimously gave contingent approval of the Phase Public-Private Partnership (P3) Agreement for the I-495 and I-270 P3 Program for Phase 1.

****Announcement****

- 1) *At 9:41 a.m. Chairman Slater announced a short 5-minute break.*
- 2) *At 9:47 a.m. the MDTA Board resumed the meeting.*

APPROVAL – PUBLIC-PRIVATE PARTNERSHIP (P3) LEGISLATIVE REPORT

Mr. Jeff Folden requested MDTA Board approval on the Public-Private Partnership (P3) Agreement Report for Phase 1 of I-495 and I-270 P3 Program, American Legion Bridge I-270 to I-70 Relief Plan.

Mr. Folden explained that in accordance with the Annotated Code of Maryland State Finance and Procurement Article §10A-203, and the Code of Maryland Regulations (COMAR) 11.01.17.09 and 11.07.06.09, the Maryland Department of Transportation (MDOT) and MDTA prepared a final agreement report to accompany the Phase P3 Agreement. This final agreement report will accompany the submission of the Phase P3 Agreement under Annotated Code of Maryland State Finance and Procurement Article §10A-203 to the Comptroller, the State

Treasurer, the budget committees, and the Department of Legislative Services for a period for review, analysis, and comment not exceeding a total of 30 days. The report and Phase P3 agreement will also be posted publicly on the P3 Program website. After completion of the period of review, analysis, and comment, the Phase P3 Agreement will be presented to the Board of Public Works for approval.

Upon motion by Member Mario J. Gangemi and seconded by Member William H. Cox, Jr., the Members unanimously gave approval on the Public-Private Partnership (P3) Agreement Report for Phase 1 of I-495 and I-270 P3 Program, American Legion Bridge I-270 to I-70 Relief Plan.

VOTE TO ADJOURN MEETING

There being no further business, upon motion by Member W. Lee Gaines, Jr. and seconded by Member William C. Ensor, III, the Members unanimously voted to adjourn the meeting at 10:01 a.m.

The next MDTA Board Meeting will be held on June 24, 2021 at 9:00 a.m. via livestream.

APPROVED AND CONCURRED IN:



Sean Powell, Acting Chairman