

**MINUTES
STATE TRANSPORTATION BOARD**

**DEPARTMENT OF TRANSPORTATION
600 West Peachtree Street
Atlanta, Georgia 30308**

September 15, 2011

9:00 a.m.

BOARD MEMBERS IN ATTENDANCE:

Rudy Bowen, Chairman
Johnny Floyd, Vice Chairman
Jay Shaw
Sam Wellborn
Robert Brown
Emory McClinton
Brandon Beach
Jim Cole
Emily Dunn
Don Grantham
Jeff Lewis
Bobby Parham
Dana Lemon

BOARD MEMBERS ABSENT:

DOT STAFF IN ATTENDANCE:

Keith Golden, Interim Commissioner
Gerald Ross, Chief Engineer
Angie Whitworth, Treasurer
Matt Cline, General Counsel

Chairman Rudy Bowen opened the meeting at 9:05 a.m.

Don Grantham gave the invocation.

Chairman Bowen asked for a motion to approve the minutes from the August 2011 meetings. Sam Wellborn made a motion to approve the minutes from the August 2011 meetings, seconded by Robert Brown and unanimously approved.*

Genetha Rice-Singleton, Program Control Administrator, presented the projects proposed for the October 2011 Letting for approval. Chairman Bowen asked for a motion to approve. Robert Brown made a motion to approve the projects proposed for the October 2011 Letting, seconded by Johnny Floyd and unanimously approved.*

Todd Long, Director of Planning, presented the revisions to the Construction Work Program for October 2011 to be approved at the October 2011 Board meeting.

Todd Long also gave an update on the Transportation Investment Act (TIA) of 2010, which included base forecast total collections (2013-2022); "the different pots"; project selection process and key projects.* There was some discussion regarding the TIA. Todd Long stated that the process is very upbeat and collaborative and being coordinated very well between the regions. There was some discussion regarding shovel ready projects for stimulus money. Robert Brown requested that DOT staff provide a list of shovel ready projects FY 2011-2012 to the Board members for their review.

Louis E. Miller, Aviation General Manager, Hartsfield-Jackson Atlanta International Airport, gave a presentation, which included the airport structure; airport funding-passenger facility charges; current and future projects; master plan update; international terminal; accessing the international terminal; signage project scope; southwest/airtran service airport white paper conclusions.* There was some discussion regarding the airport presentation.

Chairman Bowen congratulated Keith Golden on his appointment to Deputy Commissioner. Chairman Bowen also requested a motion from to the Board to elect Keith Golden as the Department's Interim Commissioner until such time as a permanent replacement is elected by the Board. Jay Shaw made a motion to elect Keith Golden as Interim Commissioner until a permanent replacement is elected by the Board, seconded by Sam Wellborn and unanimously approved.

Keith Golden, Interim Commissioner, gave his monthly report, which included state fund collections; total employment figure for the month ending August 31, 2011; major projects opened to traffic; department efficiency update and employee service recognition.*

Commissioner Golden also requested that the Board approve the following Comprehensive Zoning Resolution. Chairman Bowen asked for a motion to approve the following Comprehensive Zoning Resolution. Sam Wellborn made a motion to approve the following Comprehensive Zoning Resolution, seconded by Dana Lemon, Jeff Lewis abstained and the motion passed with 11 yeas.

Resolution

WHEREAS, the State Transportation Board did, in regular session on November 18, 1971, adopted a policy on outdoor advertising an

WHEREAS, said policy adopted by the State Transportation Board contained a Schedule "A" pertaining to cities and counties in Georgia which maintained comprehensive zoning plans; and

WHEREAS, the State Transportation Board has directed its staff to make necessary recommendations in order that Schedule "A" of the said Outdoor Advertising Policy may be kept current with current changing conditions in cities and counties regarding comprehensive zoning plans; and

WHEREAS, the State Transportation Board did, in regular session on December 18, 1975, adopt a Resolution which said the Board would review all comprehensive zoning plans submitted for initial approval or for renewal approval, to ascertain and determine if said zoning plans can be certified for purposes of outdoor advertising consistent with State/Federal Law or the Federal/State Agreement; and

WHEREAS, the Department of Transportation has determined that the following recommendation is appropriate regarding comprehensive zoning plans:

<u>City/County</u>	<u>Comprehensive Zoning</u>	<u>Recommendation</u>
Pickens County	Comprehensive Zoning Plan	Approval

NOW THEREFORE, be resolved that the State Transportation Board, in regular session this date, does hereby amend Schedule "A" of the Department of Transportation Outdoor Advertising Policy by including the above named recommendations.

Resolved this 15th day of September, 2011.

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Commissioner Golden also requested that the Board approve the following Comprehensive Zoning Resolution. Chairman Bowen asked for a motion to approve the following Comprehensive Zoning Resolution. Sam Wellborn made a motion to approve the following Comprehensive Zoning Resolution, seconded by Johnny Floyd, Jeff Lewis abstained and the motion passed with 11 yeas.

Resolution

WHEREAS, the State Transportation Board did, in regular session on November 18, 1971, adopted a policy on outdoor advertising an

WHEREAS, said policy adopted by the State Transportation Board contained a Schedule "A" pertaining to cities and counties in Georgia which maintained comprehensive zoning plans; and

WHEREAS, the State Transportation Board has directed its staff to make necessary recommendations in order that Schedule "A" of the said Outdoor Advertising Policy may be kept current with current changing conditions in cities and counties regarding comprehensive zoning plans; and

WHEREAS, the State Transportation Board did, in regular session on December 18, 1975, adopt a Resolution which said the Board would review all comprehensive zoning plans submitted for initial approval or for renewal approval, to ascertain and determine if said zoning plans can be certified for purposes of outdoor advertising consistent with State/Federal Law or the Federal/State Agreement; and

WHEREAS, the Department of Transportation has determined that the following recommendation is appropriate regarding comprehensive zoning plans:

<u>City/County</u>	<u>Comprehensive Zoning</u>	<u>Recommendation</u>
Glynn County	Amend comprehensive Zoning Plan	Approval

NOW THEREFORE, be resolved that the State Transportation Board, in regular session this date, does hereby amend Schedule "A" of the Department of Transportation Outdoor Advertising Policy by including the above named recommendations.

Resolved this 15th day of September, 2011.

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Chairman Bowmen asked for a motion to approve the following Military Resolution. Dana Lemon made a motion to approve the following Military Resolution, seconded by Robert Brown and unanimously approved.

Resolution

WHEREAS, Mario L. Pope is a staff auditor for the Georgia Department of Transportation and a reservist in the United States Army; and

WHEREAS, Mr. Pope took a temporary leave of absence from GDOT from November 14, 2007 through November 10, 2008 in order to deploy to Iraq with the 1112th (Eleventh Twelfth) Mobilization Support Battalion; and

WHEREAS, Mr. Pope, a staff sergeant in the Army, demonstrated courage in his willingness to lead troops into hostile territory and defend the Constitution of the United States against all enemies, foreign and domestic; and

WHEREAS, Mario Pope resumed his five years of service to the residents of Georgia, returning to GDOT January 10, 2009, after spending nearly a year overseas.

NOW, THEREFORE BE IT RESOLVED, that the State Transportation Board recognizes Mario L. Pope for his self-sacrificing service and dedication to his country and the people of Georgia as a

soldier of the United States Army. The Board also desires to extend its utmost appreciation to Mr. Pope for his loyal and devoted service and wishes him well in his future endeavors.

BE IT FURTHER RESOLVED, that a copy of this resolution be spread upon the minutes of this meeting and a suitable copy be presented to Mario Pope in recognition of his commitment, diligence and selfless service.

Adopted this the 15th day of September, 2011.

Chairman Bowen asked for a motion to approve the following Military Resolution. Don Grantham made a motion to approve the following Military Resolution, seconded by Emory McClinton and unanimously approved.

Resolution

WHEREAS, Rickey A. Wright is a permits inspection engineer for the Georgia Department of Transportation and a service member in the Georgia Army National Guard; and

WHEREAS, Mr. Wright took a temporary leave of absence from GDOT from December 23, 2008 through January 1, 2010 in order to deploy to Iraq with the 178th Military Police Company; and

WHEREAS, Mr. Wright, a sergeant first class in the National Guard, demonstrated courage in his willingness to lead troops into hostile territory and defend the Constitution of the United States against all enemies, foreign and domestic; and

WHEREAS, Rickey Wright resumed his nearly 19 years of service to the residents of Georgia, returning to GDOT January 1, 2010, after spending more than a year overseas.

NOW, THEREFORE BE IT RESOLVED, that the State Transportation Board recognizes Rickey A. Wright for his self-sacrificing service and dedication to his country and the people of Georgia as a soldier of the Georgia Army National Guard. The Board also desires to extend its utmost appreciation to Mr. Wright for his loyal and devoted service and wishes him well in his future endeavors.

BE IT FURTHER RESOLVED, that a copy of this resolution be spread upon the minutes of this meeting and a suitable copy be presented to Rickey Wright in recognition of his commitment, diligence and selfless service.

Adopted this the 15th day of September, 2011.

Chairman Rudy Bowen asked for a motion to approve the following Military Resolution. Jim Cole made a motion to approve the following Military Resolution, seconded by Emory McClinton and unanimously approved.

Resolution

WHEREAS, Robert M. Harper is a systems administrator 1 for the Georgia Department of Transportation and a reservist in the United States Army; and

WHEREAS, Mr. Harper took a temporary leave of absence from GDOT from February 13, 2009 through May 29, 2010 in order to deploy to Iraq and Afghanistan with the 335th Theater Signal Command; and

WHEREAS, Mr. Harper, a lieutenant colonel in the Army, demonstrated courage in his willingness to lead troops into hostile territory and defend the Constitution of the United States against all enemies, foreign and domestic; and

WHEREAS, Robert Harper resumed his nearly 11 years of service to the residents of Georgia, returning to GDOT August 1, 2010, after spending more than a year overseas.

NOW, THEREFORE BE IT RESOLVED, that the State Transportation Board recognizes Robert M. Harper for his self-sacrificing service and dedication to his country and the people of Georgia as a soldier of the United States Army. The Board also desires to extend its utmost appreciation to Mr. Harper for his loyal and devoted service and wishes him well in his future endeavors.

BE IT FURTHER RESOLVED, that a copy of this resolution be spread upon the minutes of this meeting and a suitable copy be presented to Robert Harper in recognition of his commitment, diligence and selfless service.

Adopted this the 15th day of September, 2011.
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Chairman Rudy Bowen asked for a motion to approve the following Military Resolution. Brandon Beach made a motion to approve the following Military Resolution, seconded by Bobby Parham and unanimously approved.

Resolution

WHEREAS, Albert S. Welch Jr. is a design group manager for the Georgia Department of Transportation and a reservist in the United States Army; and

WHEREAS, Mr. Welch took a temporary leave of absence from GDOT from June 11, 2010 through July 1, 2011 in order to deploy to Afghanistan with the 416th Theater Engineer Command; and

WHEREAS, Mr. Welch, a lieutenant colonel in the Army, demonstrated courage in his willingness to lead troops into hostile territory and defend the Constitution of the United States against all enemies, foreign and domestic; and

WHEREAS, Albert Welch resumed his 13 years of service to the residents of Georgia, returning to GDOT July 1, 2011, after spending more than a year overseas.

NOW, THEREFORE BE IT RESOLVED, that the State Transportation Board recognizes Albert S. Welch Jr. for his self-sacrificing service and dedication to his country and the people of Georgia as a soldier of the United States Army. The Board also desires to extend its utmost appreciation to Mr. Welch for his loyal and devoted service and wishes him well in his future endeavors.

BE IT FURTHER RESOLVED, that a copy of this resolution be spread upon the minutes of this meeting and a suitable copy be presented to Albert Welch in recognition of his commitment, diligence and selfless service.

Adopted this the 15th day of September, 2011.

Johnny Floyd gave a report from the Administrative Committee.* Johnny Floyd stated that the committee unanimously approved to take the Oversize/Overweight Permitting Board Rules to the full Board for approval. Chairman Bowen asked for a motion to approve the Rules for Oversize/Overweight Permits. Johnny Floyd made a motion to approve the Rules for the Oversize/Overweight Permits, seconded by Sam Wellborn and unanimously approved.

Brandon Beach gave a report from the Public Private (P3) Committee.* Brandon Beach stated that the committee unanimously approved to take the following Joint Resolution to the full Board for approval. Chairman Bowen asked for a motion to approve the following Joint Resolution. Brandon Beach made a motion to approve the following Joint Resolution, seconded by Jay Shaw and unanimously approved.

**GEORGIA DEPARTMENT OF TRANSPORTATION AND
STATE ROAD AND TOLLWAY AUTHORITY
JOINT RESOLUTION**

WHEREAS, the Georgia Department of Transportation (the "Department") is the owner of the roadway known as Interstate Highway 75 and Interstate Highway 575, specifically those portions being approximately 27 miles and starting near Akers Mill Road and extending to Hickory Grove Road on I-75 and south of Sixes Road on I-575 in Cobb and Cherokee Counties (the "Property"); and

WHEREAS, pursuant to O.C.G.A. § 32-2-80, the Department is authorized to undertake a project on the Property for the construction of two reversible managed lanes on the outside of the existing general purpose lanes along I-75, with one reversible managed lane along I-75 between I-575 and Hickory Grove Road and one reversible managed lane along I-575 to south of Sixes Road (the "Project"); and

WHEREAS, pursuant to O.C.G.A. § 32-2-80, the Department has evaluated such Project and determined that the Project should have a combination of public and private financing to accomplish the Project in an efficient and cost effective manner for the State of Georgia and its citizens; and

WHEREAS, pursuant to O.C.G.A. § 32-10-63, the State Road and Tollway Authority

(the "Authority") has the power to acquire by purchase, lease, exchange or otherwise and to hold, lease and dispose of real and personal property of every kind and character; and

WHEREAS, pursuant to O.C.G.A. § 32-10-63, the Authority has the power to construct, erect, acquire, own, repair, maintain, add to, extend, improve, operate, and manage one or more bridges or a system of roads, bridges, and tunnels with access limited or unlimited as determined by the Authority, and such buildings, structures, parking areas, appurtenances and facilities related thereto, included but not limited to approaches, cross streets, roads, bridges, tunnels, and avenues of access for such systems; and

WHEREAS, pursuant to O.C.G.A. § 32-10-64, the Authority is authorized and empowered to collect tolls on each and every project which it shall cause to be constructed or acquired; and

WHEREAS, pursuant to O.C.G.A. § 32-10-67, the State Transportation Board (the "Board") and the Authority are authorized to adopt a joint resolution for the purpose of initiating all projects to be undertaken by the Authority pursuant to Article 2 of Chapter 10 of Title 32 of the Official Code of Georgia Annotated, which resolution shall provide for division of duties and responsibilities between the Department and the Authority with respect to any such project; and

WHEREAS, after significant study and investigation by the Department and the solicitation of feedback from prospective proposers, the Department has determined that the most feasible method of providing for the design, building, financing, operation and maintenance of the Project is for the Department to convey the Property to the Authority, pursuant to an estate for years, and for the Authority to provide for the design, building, financing, operation and maintenance of the Project by way of a sublease agreement with a private developer (the "Sublease"), with the Department to serve as the agent for the Authority, specifically in the capacity as the program and construction manager of the Project, and provide continued stewardship of the interstate during the course of the Sublease (as required by federal law), all as provided in an Intergovernmental Agreement between the Department and the Authority; and

WHEREAS, for the purposes of earning sufficient revenue to enable the Authority to finance the acquisition and construction of the Project or to cause the private developer to do so pursuant to the terms of the Sublease, in conjunction with other public funds available for the Project, the Authority will collect tolls and serve as the Customer Service Center Operator on the Project; and

WHEREAS, the Department estimates that the design, building, financing, operation and maintenance of the Project by way of a Sublease between the Authority and a private developer will require that significant public funds (exclusive of toll revenues and the proceeds of toll revenue bonds) be made available for the Project, which may include a combination of State transportation funds and the proceeds of federal highway grant anticipation revenue (GARVEE) bonds; and

WHEREAS, in order to enable the Authority and the Department to proceed further with

the Project and with bond financing for the Project, it is necessary for the Board and the Authority to adopt this Joint Resolution in accordance with O.C.G.A. § 32-10-67 approving the Project and approving in principle the funding of the Project from a combination of funding sources, both public and private; and

WHEREAS, in order to enable the Authority and the Department to proceed further with the solicitation of definitive proposals from private developers to serve as the “Developer” under a Sublease with the Authority, it is necessary for the Boards of the Authority and the Department to approve the issuance of the final Request for Proposals relating to the Project and to commit to pursue funding as suggested in the final Request for Proposals; and

WHEREAS, because the financing of the Project is expected to include the proceeds of the Authority’s toll revenue bonds and GARVEE bonds, it is necessary for the Authority and the Department to request the Georgia State Financing and Investment Commission (the “Commission”) to consider future issuance of revenue bonds secured by toll revenue and GARVEE bonds in conjunction with the Project with the understanding that final consideration of any toll revenue bonds or GARVEE bonds by the Commission will occur after a final proposal is approved by the Board and the Authority and is subject to such terms and conditions as the Commission may require; and

WHEREAS, after the proposals are received, the Department will recommend a final proposal to the Board for its final approval and will make a request to the Authority and the Commission for approval of any revenue bond or other financing required in connection with the Project.

NOW THEREFORE, BE IT RESOLVED BY THE STATE TRANSPORTATION BOARD AND THE STATE ROAD AND TOLLWAY AUTHORITY that it is hereby declared and determined that it is advisable, feasible and in the best interest of the transportation needs of the citizens of the State of Georgia that the Project be completed.

BE IT FURTHER RESOLVED that the Department should issue the final Request for Proposals to accomplish the construction and operation of the Project, which Request for Proposals shall be in substantially the form previously furnished to the members of the Board, the Authority and the Commission for their respective review; subject, however, to such modifications, changes or amendments thereto as may be deemed reasonably necessary or appropriate by the Department, in consultation with the Authority.

BE IT FURTHER RESOLVED that the imposition of tolls is necessary for the financing of the Project, and the Authority should take all steps necessary to provide for the imposition and collection of tolls for the use of the Project.

BE IT FURTHER RESOLVED that the maximum amount of public funds to be made available for the design, building, financing, operation and maintenance of the Project as determined in accordance with the Sublease (inclusive of interest rate and credit spread risk, but

specifically excluding (i) amounts to be collected from the imposition of tolls and (ii) the proceeds of any toll revenue bonds) shall not exceed \$300,000,000, but may be less depending on the results of the solicitation for proposals and any permitted adjustments pursuant to the Request for Proposals.

BE IT FURTHER RESOLVED that the first \$200,000,000 of the maximum \$300,000,000 of public funds for the Project shall be derived from State transportation funds. The Department has determined that approximately \$126,000,000 is included for the Project in the current State Transportation Improvement Program, and the Board hereby resolves to use its best efforts to seek the inclusion of the additional \$74,000,000, or so much as may be necessary to accomplish the public funding portion of the Project's financing, in a revised or subsequent State Transportation Plan.

BE IT FURTHER RESOLVED that the remaining required public funds portion of the Project financing, up to the maximum public funds portion of \$300,000,000, shall be accomplished by the issuance by the Authority of up to \$100,000,000 principal amount of GARVEE Bonds, subject to satisfaction of the conditions set forth in this Joint Resolution and subject in all respects to the final approval of such GARVEE Bonds by the Commission.

BE IT FURTHER RESOLVED that the Department and the Authority shall enter into a Memorandum of Understanding pursuant to which the Department shall (i) provide funding for approximately \$4,300,000 of expenses that are expected to be required of the Authority in connection with the satisfaction of its initial obligations in respect of the Project, and (ii) provide for the replenishment of reserves as are necessary to enable the Authority to comply with its financial obligations in respect of the Project, to the extent such obligations are not provided for from the collection of tolls and provided that the Memorandum of Understanding will be effective for a single fiscal year term and subject to renewal for additional single year terms.

BE IT FURTHER RESOLVED that the Department shall take such steps as are necessary to enter into a Memorandum of Agreement with the Federal Highway Administration relating to the Project such that the Project will be eligible for GARVEE Bond financing pursuant to Section 122 of Title 23 of the United States Code.

BE IT FURTHER RESOLVED that the Authority shall take all steps necessary and desirable to pursue financing of a portion of the costs of the Project with toll revenue bonds in an amount not to exceed \$10,000,000, which shall be payable from and secured solely by the revenues derived by the Authority from the imposition of tolls for the use of the Project.

BE IT FURTHER RESOLVED that the Department and the Board shall take appropriate action not later than June 30, 2012 to:

(a) Select the best value proposer and to affirm to the Authority that the Department has conducted all necessary and appropriate due diligence in order to make the best value determination;

(b) Specify (i) the public funds commitment amount, not to exceed \$300,000,000; (ii) the amount of GARVEE Bonds, if any, to be issued by the Authority, not to exceed \$100,000,000; and (iii) the amount of toll revenue bonds, if any, to be issued by the Authority, not to exceed \$10,000,000; and

(c) Request that the Authority execute the necessary contract documents for the design, building, financing, operation and maintenance of the Project by the best value proposer and issue the GARVEE Bonds, if any, and the toll revenue bonds, if any, subject in each case to consideration by the Commission.

BE IT FURTHER RESOLVED that the Authority's consideration of the issuance of the GARVEE Bonds and toll revenue bonds, if any, shall take into account the Authority's and the Commission's assessment of credit considerations and market conditions as they shall exist at such future date upon which consideration of the issuance of the bonds is requested of the Authority.

BE IT FURTHER RESOLVED that any and all resolutions or parts thereof in conflict with this Joint Resolution are hereby repealed.

So approved on September 15th, 2011.

Brandon Beach also stated the committee unanimously recommended to the full Board to execute the master developer agreement for the Multi-Modal Passenger Terminal (MMPT). Chairman Bowen asked for a motion to approve to execute the master developer agreement for the MMPT. Brandon Beach a motion to approve to execute the master developer agreement for the MMPT, seconded by Emory McClinton and unanimously approved.

Jim Cole gave a report from the Program Delivery Committee.* There was no action taken at the meeting.

Jim Cole also gave a report from the Legislative Committee.* There was no action taken at the meeting.

Robert Brown gave a report from the Statewide Transportation Planning/Strategic Committee.* Robert Brown stated that the committee unanimously recommended approval of the FY 2012-2015 Statewide Transportation Improvement Program (STIP) to take to the full Board for approval. Chairman Bowen asked for a motion to approve the FY 2012-2015 STIP. Robert Brown made a motion to approve the FY 2012-2015 Statewide Transportation Improvement Program (STIP), there was some discussion and seconded by Don Grantham and unanimously approved. Emory McClinton made a motion to support the Governor and Mayor of Atlanta in the form of a resolution for the deepening of the Savannah Harbor, seconded by Jeff Lewis and unanimously approved.

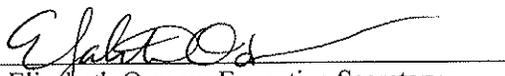
There being no further business, Chairman Bowen asked for a motion to adjourn. Sam Wellborn made a motion to adjourn, seconded by Johnny Floyd and unanimously approved.

Approved:



Rudy Bowen, Chairman

Respectfully submitted:



Elizabeth Osmon, Executive Secretary

***Denotes documentation in file.**