

**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 11-075

**APPROVE AN AMENDMENT TO THE GEC MASTER CONTRACT WITH
HNTB CORPORATION TO AUTHORIZE AN APPROPRIATE NEGOTIATED
PROFIT RATE FOR EACH SEPARATE WORK AUTHORIZATION.**

WHEREAS, HNTB Corporation ("HNTB") serves as a general engineering consultant to the Central Texas Regional Mobility Authority ("CTRMA") under the Agreement for General Consulting Civil Engineering Services effective January 1, 2010 (the "Agreement"); and

WHEREAS, HNTB and the Executive Director have discussed and agreed to a proposed amendment to the Agreement, a copy of which is attached and incorporated into this resolution as Attachment A, to reduce future compensation paid to HNTB by providing for a variable profit margin, within a defined range, to be negotiated and established for each future work authorization based on the complexity and risk of the service provided by HNTB under that work authorization; and

WHEREAS, the Executive Director recommends approval of the proposed amendment.

NOW THEREFORE, BE IT RESOLVED that the Board of Directors approves the proposed First Amendment to Agreement for General Consulting Civil Engineering Services between Central Texas Regional Mobility Authority and HNTB Corporation (the "First Amendment") in the form or substantially the same form as Attachment A; and

BE IT FURTHER RESOLVED that the First Amendment, as approved, may be finalized and executed by the Executive Director on behalf of CTRMA.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of June, 2011.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 11-075
Date Passed: 6/29/11

ATTACHMENT "A" TO RESOLUTION 11-075

**FIRST AMENDMENT TO AGREEMENT FOR
GENERAL CONSULTING CIVIL ENGINEERING SERVICES
BETWEEN CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY
AND HNTB CORPORATION**

[on the following 3 pages]

**FIRST AMENDMENT TO
AGREEMENT FOR GENERAL CONSULTING CIVIL ENGINEERING SERVICES
BETWEEN
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY
AND
HNTB CORPORATION**

This First Amendment to the Agreement for General Consulting and Civil Engineering Services between Central Texas Regional Mobility Authority ("CTRMA") and HNTB Corporation (the "GEC") is made for the purpose of modifying Section 4 of the Agreement for General Consulting and Civil Engineering Services between CTRMA and GEC dated December 23, 2009.

Section 4a and 4b are deleted in their entirety and hereby replaced with the following:

4. COMPENSATION.

a. **BASIS FOR COMPENSATION.** Subject to the terms of a Work Authorization issued pursuant to Section 14 below, the Authority agrees to pay, and the GEC agrees to accept as full and sufficient compensation and reimbursement for the performance of all Services as set forth in this Agreement, hourly rates for the staff working on the assignment computed as follows:

$$\text{Direct Labor Cost} \times (1.0 + \text{OH Rate}) \times \text{Profit}$$

where Direct Labor Cost equals salary divided by 2080; OH Rate equals the GEC's most recent auditable overhead rate under 48 C.F.R. Part 31, Federal Acquisition Regulations (FAR 31); and Profit ranges from 1.08 (8% Profit) to 1.12 (12% Profit). The Profit amount will be negotiated for each work authorization predicated on the complexity of each specific assignment. In general, it is anticipated an 8% Profit would be applied to assignments that are less complex and more administrative in nature, while a 12% Profit would be applied to those assignments that are complex, specialized, and carry increased levels of risk including project specific assignments for design and oversight. The range of Direct Labor Costs for the classifications of employees working for the Authority as of the Effective Date of

this Agreement is reflected in Appendix B. Revisions to Direct Labor Cost ranges for employee classifications and the auditable overhead rate may be proposed no more frequently than once per calendar year, subject to the approval of the Executive Director or his designee. No adjustment shall be made to the specified negotiated Profit for each work authorization. The first adjustment to the auditable overhead rate shall be considered no earlier than January, 2011. All adjustments shall be agreed to by the parties prior to implementation, and the Authority shall have the right to review and/or audit the GEC's Direct Labor Costs and auditable overhead rates upon written request. Once approved, the Direct Labor Costs and auditable overhead rate will be used going forward until the next annual adjustment is approved. Changes to the auditable overhead rate will not be applied retroactively to Direct Labor Costs incurred in the previous year. During the term of this Agreement the GEC shall provide to the Executive Director or his designee, prior to requesting any adjustment to its auditable overhead rate, a copy of the report establishing a new FAR rate for the GEC.

In the event that GEC employees or subconsultants work a substantial portion of time in facilities owned or leased by the Authority as provided in Section 12 herein, the auditable overhead rate will be adjusted downward to reflect the Authority's burden of overhead associated with such employees or subconsultants. Any such adjustments will be agreed upon by the Authority and the GEC, effective as of such time as the GEC employees or subconsultants begin working in facilities owned or leased by the Authority.

The payment of the hourly rates and allowed costs shall constitute full payment for all Services, liaisons, products, materials, and equipment required to deliver the Services.

b. COMPUTATION AND ADJUSTMENT OF THE AUDITABLE OVERHEAD RATE. The applicable compensation formula for this Agreement (identified in paragraph 4.a

above) will utilize the GEC's auditable overhead rate as allowed under the provisions of FAR 31, unless the Authority and GEC have negotiated a reduced overhead rate for co-located staff or CE&I services, as well as the negotiated Profit for each work authorization. The GEC represents that at all times, subject to the limitations on timing and approval in subsection 4.a., throughout the term of this Agreement that it shall not use an auditable overhead rate that exceeds the rate determined in accordance with FAR 31 (or successor regulations); that the Direct Labor Costs shall not exceed the ranges reflected in Appendix B and shall be based on actual salary amounts for the individuals performing the work; and that, except as previously described in writing, the auditable overhead rate and negotiated Profit for each work authorization used under this Agreement shall not exceed the auditable overhead rate and negotiated Profit for similar work authorizations utilized by the GEC in its agreement(s) with, or subcontracts for, GEC work for other Toll Road Authorities or any other Regional Mobility Authority in the State of Texas.

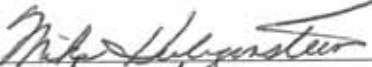
Effective Date of Amendments: These amendments shall be effective as of July 1st, 2011.

Except to the extent expressly modified herein, all terms and conditions of the Agreement shall continue in full force and effect.

By their signatures below, the parties of the Agreement evidence their agreement to these amendments set forth above.


Authority:

**CENTRAL TEXAS REGIONAL
MOBILITY AUTHORITY**

By: 
Name: MIKE HEILIGENSTEIN
Title: EXECUTIVE DIRECTOR
Date: 6/29/11

GEC:

HNTB Corporation

By: 
Name: Glenn G. Gregory, Jr.
Title: Vice President
Date: 6/28/11

**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 11-076

**APPROVE AN AMENDMENT TO THE GEC MASTER CONTRACT WITH
ATKINS NORTH AMERICA, INC. TO AUTHORIZE AN APPROPRIATE
NEGOTIATED PROFIT RATE FOR EACH SEPARATE WORK AUTHORIZATION.**

WHEREAS, Atkins North America, Inc. ("Atkins"), as successor entity to Post, Buckley, Schuh & Jernigan, Inc. (d/b/a PBS&J), serves as a general engineering consultant to the Central Texas Regional Mobility Authority ("CTRMA") under the Agreement for General Consulting Civil Engineering Services effective January 1, 2010 (the "Agreement"); and

WHEREAS, HNTB and the Executive Director have discussed and agreed to a proposed amendment to the Agreement, a copy of which is attached and incorporated into this resolution as Attachment A, to reduce future compensation paid to Atkins by providing for a variable profit margin, within a defined range, to be negotiated and established for each future work authorization based on the complexity and risk of the service provided by Atkins under that work authorization; and

WHEREAS, the Executive Director recommends approval of the proposed amendment.

NOW THEREFORE, BE IT RESOLVED that the Board of Directors approves the proposed First Amendment to Agreement for General Consulting Civil Engineering Services between Central Texas Regional Mobility Authority and Atkins Corporation (the "First Amendment") in the form or substantially the same form as Attachment A; and

BE IT FURTHER RESOLVED that the First Amendment, as approved, may be finalized and executed by the Executive Director on behalf of CTRMA.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of June, 2011.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 11-076
Date Passed: 6/29/11

ATTACHMENT "A" TO RESOLUTION 11-076

**FIRST AMENDMENT TO AGREEMENT FOR
GENERAL CONSULTING CIVIL ENGINEERING SERVICES
BETWEEN CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY
AND ATKINS NORTH AMERICA, INC.**

[on the following 3 pages]

**FIRST AMENDMENT TO
AGREEMENT FOR GENERAL CONSULTING CIVIL ENGINEERING SERVICES
BETWEEN
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY
AND
ATKINS NORTH AMERICA, INC.**

This First Amendment to the Agreement for General Consulting Civil Engineering Services between the Central Texas Regional Mobility Authority (Authority) and Atkins North America, Inc. (formerly Post, Buckley, Schuh & Jernigan, Inc.) (GEC) is made for the purpose of modifying Section 4 of the Agreement for General Consulting Civil Engineering Services (Agreement) between CTRMA and GEC dated January 4, 2010.

Section 4a and 4b are deleted in their entirety and hereby replaced with the following:

4. COMPENSATION.

a. BASIS FOR COMPENSATION. Subject to the terms of a Work Authorization issued pursuant to Section 14 below, the Authority agrees to pay, and the GEC agrees to accept as full and sufficient compensation and reimbursement for the performance of all Services as set forth in this Agreement, hourly rates for the staff working on the assignment computed as follows:

$$\text{Direct Labor Cost} \times (1.0 + \text{OH Rate}) \times \text{Profit}$$

where Direct Labor Cost equals salary divided by 2080; OH Rate equals the GEC's most recent auditable overhead rate under 48 C.F.R. Part 31, Federal Acquisition Regulations (FAR 31); and Profit ranges from 1.08 (8% Profit) to 1.12 (12% Profit). The Profit amount will be negotiated for each work authorization predicated on the complexity of each specific assignment. In general, it is anticipated an 8% Profit would be applied to assignments that are less complex and more administrative in nature, while a 12% Profit would be applied to those assignments that are complex, specialized, and carry increased levels of risk including project specific assignments for design and oversight. The range of Direct Labor Costs for the classifications of employees working for the Authority as of the Effective Date of this Agreement is reflected in Appendix B. Revisions to Direct Labor Cost ranges for employee

classifications and the auditable overhead rate may be proposed no more frequently than once per calendar year, subject to the approval of the Executive Director or his designee. No adjustment shall be made to the specified negotiated Profit for each work authorization. The first adjustment to the auditable overhead rate shall be considered no earlier than January, 2011. All adjustments shall be agreed to by the parties prior to implementation, and the Authority shall have the right to review and/or audit the GEC's Direct Labor Costs and auditable overhead rates upon written request. Once approved, the Direct Labor Costs and auditable overhead rate will be used going forward until the next annual adjustment is approved. Changes to the auditable overhead rate will not be applied retroactively to Direct Labor Costs incurred in the previous year. During the term of this Agreement the GEC shall provide to the Executive Director or his designee, prior to requesting any adjustment to its auditable overhead rate, a copy of the report establishing a new FAR rate for the GEC.

In the event that GEC employees or subconsultants work a substantial portion of time in facilities owned or leased by the Authority as provided in Section 12 herein, the auditable overhead rate will be adjusted downward to reflect the Authority's burden of overhead associated with such employees or subconsultants. Any such adjustments will be agreed upon by the Authority and the GEC, effective as of such time as the GEC employees or subconsultants begin working in facilities owned or leased by the Authority.

The payment of the hourly rates and allowed costs shall constitute full payment for all Services, liaisons, products, materials, and equipment required to deliver the Services.

b. COMPUTATION AND ADJUSTMENT OF THE AUDITABLE OVERHEAD RATE. The applicable compensation formula for this Agreement (identified in paragraph 4.a above) will utilize the GEC's auditable overhead rate as allowed under the provisions

of FAR 31, unless the Authority and GEC have negotiated a reduced overhead rate for co-located staff or CE&I services, as well as the negotiated Profit for each work authorization. The GEC represents that at all times, subject to the limitations on timing and approval in subsection 4.a., throughout the term of this Agreement that it shall not use an auditable overhead rate that exceeds the rate determined in accordance with FAR 31 (or successor regulations); that the Direct Labor Costs shall not exceed the ranges reflected in Appendix B and shall be based on actual salary amounts for the individuals performing the work; and that, except as previously described in writing, the auditable overhead rate and negotiated Profit for each work authorization used under this Agreement shall not exceed the auditable overhead rate and negotiated Profit for similar work authorizations utilized by the GEC in its agreement(s) with, or subcontracts for, GEC work for other Toll Road Authorities or any other Regional Mobility Authority in the State of Texas.

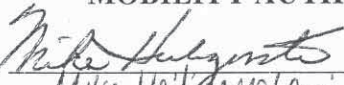
Effective Date of Amendments: These amendments shall be effective as of July 1st, 2011.

Except to the extent expressly modified herein, all terms and conditions of the Agreement shall continue in full force and effect.

By their signatures below, the parties of the Agreement evidence their agreement to these amendments set forth above.

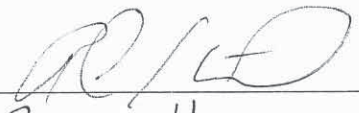
Authority:

CENTRAL TEXAS REGIONAL
MOBILITY AUTHORITY

By: 
Name: Mike Heikdenstein
Title: Executive Director
Date: 6/29/11

GEC:

ATKINS NORTH AMERICA, INC.

By: 
Name: RICHARD HURST
Title: VICE PRESIDENT / DIVISION MGR.
Date: 6/23/11

**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 11-077

APPROVE A WORK AUTHORIZATION FOR FY 2012 UNDER THE GEC MASTER CONTRACT WITH ATKINS NORTH AMERICA, INC., RELATING TO TRUST INDENTURE OBLIGATIONS, TOLL OPERATIONS AND MAINTENANCE, ROADWAY OPERATIONS AND MAINTENANCE, TECHNOLOGY SYSTEMS SUPPORT, FINANCIAL PLANNING SUPPORT, AND GENERAL PROGRAM SUPPORT.

WHEREAS, Atkins North America, Inc. ("Atkins"), as successor entity to Post, Buckley, Schuh & Jernigan, Inc. (d/b/a PBS&J), serves as a general engineering consultant to the Central Texas Regional Mobility Authority ("CTRMA") under the Agreement for General Consulting Civil Engineering Services effective January 1, 2010 (the "Agreement"); and

WHEREAS, Atkins is authorized to provide general support services for CTRMA operations pursuant to the Agreement; and

WHEREAS, Atkins and the Executive Director have discussed and agreed to a proposed work authorization under the Agreement, a copy of which is attached and incorporated into this resolution as Attachment A, that sets forth a scope of services for the continuation of support services related to CTRMA operations through June 30, 2012; and

WHEREAS, the Executive Director recommends approval of the proposed work authorization.

NOW THEREFORE, BE IT RESOLVED that the Board of Directors approves the proposed work authorization in the form or substantially the same form as Attachment A; and

BE IT FURTHER RESOLVED that the work authorization, as approved, may be finalized and executed by the Executive Director on behalf of CTRMA.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of June, 2011.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 11-077
Date Passed: 6/29/11

ATTACHMENT "A" TO RESOLUTION 11-077

PROPOSED WORK AUTHORIZATION NO. 8
WITH ATKINS NORTH AMERICA, INC.

[on the following 16 pages]

EXHIBIT D
WORK AUTHORIZATION

Work Authorization No. 8

This Work Authorization is made as of this 29th day of June, 2011, under the terms and conditions established in the AGREEMENT FOR GENERAL CONSULTING ENGINEERING SERVICES, dated as of January 4th, 2010 (the Agreement), between the **Central Texas Regional Mobility Authority** (Authority) and **Atkins North America, Inc.** (formerly Post, Buckley, Schuh & Jernigan, inc.) (GEC). This Work Authorization is made for the following purpose, consistent with the services defined in the Agreement:

General Engineering Consultant Operations [FY 2012]

Section A. - Scope of Services

A.1. GEC shall perform the following Services:

Please reference Attachment A – Services to be Provided by the GEC

A.2. The following Services are not included in this Work Authorization, but shall be provided as Additional Services if authorized or confirmed in writing by the Authority.

Not applicable.

A.3. In conjunction with the performance of the foregoing Services, GEC shall provide the following submittals/deliverables (Documents) to the Authority:

Please reference Attachment A – Services to be Provided by the GEC

Section B. - Schedule

GEC shall perform the Services and deliver the related Documents (if any) according to the following schedule:

Services defined herein are expected to be substantially complete by June 30, 2012. This Work Authorization will not expire until all tasks associated with the Scope of Services are complete.

Section C. - Compensation

C.1. In return for the performance of the foregoing obligations, the Authority shall pay to the GEC the amount not to exceed \$594,508.00, based on Attachment B -Fee Estimate. Compensation for Direct Expenses under this Work Authorization which are incurred as part of normal business operations (i.e., internal document reproduction, internal plotting, travel and parking associated with local meetings, etc.) will be reimbursed on a Lump-Sum basis in the amount of \$6,480.00 (with \$540.00 to be invoiced monthly based on an assumed twelve month Work Authorization

duration). Compensation shall be in accordance with the Agreement.

C.2. Compensation for Additional Services (if any) shall be paid by the Authority to the GEC according to the terms of a future Work Authorization.

Section D. - Authority's Responsibilities

The Authority shall perform and/or provide the following in a timely manner so as not to delay the Services of the GEC. Unless otherwise provided in this Work Authorization, the Authority shall bear all costs incident to compliance with the following:

Please reference Attachment A – Services to be Provided by the GEC

Section E. - Other Provisions

The parties agree to the following provisions with respect to this specific Work Authorization:

Not applicable.


Except to the extent expressly modified herein, all terms and conditions of the Agreement shall continue in full force and effect.

Authority: Central Texas Regional Mobility Authority

GEC: Atkins North America, Inc.

By: Mike Heiligenstein

By: RICHARD HURST

Signature: 

Signature: 

Title: Executive Director

Title: VICE PRESIDENT / DIVISION MGR

Date: 6-29-11

Date: 6/23/11

CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY

WORK AUTHORIZATION NO. 8

ATKINS

ATTACHMENT A

SERVICES TO BE PROVIDED BY GEC

GENERAL

This scope of services includes professional services and associated deliverables required by the Central Texas Regional Mobility Authority (the Authority) through June 30, 2012.

The scope of services to be performed by Atkins as the Authority's General Engineering Consultant (the GEC) will include, but not be limited to, those professional services and deliverables required to assist the Authority in financial planning support, toll operations and maintenance support, contract procurement and management support, technology support, general program support, trust indenture support, roadway operations and maintenance support, and any additional activities as requested.

The tasks in this scope of services will not be performed or the funds utilized until directed by the Authority.

1.0 TRUST INDENTURE SUPPORT

The GEC shall provide Trust Indenture Support, as specifically requested by the Authority. Tasks under this heading include, but are not limited to, the following:

- 1.1 Prepare quarterly progress reports in connection with the Authority's construction of a project, including current projections with respect to: date on which such Project will be opened for traffic, unless such Project shall have been opened for traffic prior to the date of such report; date on which the construction of such Project will be completed; cost of such Project; and amount of funds required each six (6) months during the remaining estimated period of construction to pay the costs of the Project exclusive of funds provided for construction contingencies, and accompanied by a progress schedule for such construction, and further including, as to construction, comparisons between the actual times elapsed and the actual costs, and the original estimates of such times and costs, all as more specifically described in the Trust Agreements. Schedules and projects of the cost to complete may be provided by others.
- 1.2 Provide bond support services to the Authority, as requested, generally including the following efforts:
 - 1.2.1 In connection with all items payable on account of all obligations incurred for construction or engineering work (other than that performed by the GEC) and for acquisition of materials, equipment or supplies (other than for administrative office purposes) and for labor hired by the Authority to do construction work, and with respect to all items of payment to be made in reimbursing utility, railroad companies or others for obligations incurred by them pursuant to agreement with the Authority, provide a statement signed by the GEC and attached to or made a part of such requisition, certifying that each such obligation has been properly incurred and is then due and unpaid, that such obligation is a proper charge against the "Construction Fund" or similar term, as defined in the Trust Agreements, and that, insofar as such obligation was incurred for work, materials, equipment or supplies, such work was actually performed, or such materials, equipment or supplies were actually installed, or delivered at the site of the work for that purpose, or delivered for storage or fabrication at a place or places approved by the GEC, all as more specifically described in the Trust Agreements.

- 1.2.2 Review and provide appropriate comments regarding the Authority's Annual Operating Budget prepared by the Authority, all as more specifically described in the Trust Agreements.
- 1.2.3 Review and provide appropriate comments regarding the Authority's Annual Maintenance Budget prepared by the Authority, all as more specifically described in the Trust Agreements.
- 1.2.4 In connection with any notices, reports, or other instruments provided to the GEC by the Authority, the Trustee or others pursuant to the Trust Agreement, review such notices and promptly provide the Authority with review comments.

2.0 FINANCIAL PLANNING SUPPORT

2.1 Operations, Maintenance, and Renewal & Replacement Estimate Updates

- 2.1.1 Develop and/or maintain operations estimates using either a Sketch Level approach (i.e., an assumed per transaction cost based on average operations costs of similar toll systems) or a Level 1 approach (i.e., estimate actual quantities for the various elements of the toll operations and applying anticipated unit prices to same to develop an opening year cost which can be escalated over time).
- 2.1.2 Develop and/or maintain annual/routine maintenance estimates using either a Sketch Level approach (i.e., an estimated per centerline mile cost based on the facility type which considers the number of lanes, pavement material, and location) or a Level 1 approach (i.e., estimate actual quantities for the various elements of the maintenance efforts and applying anticipated unit prices to same to develop an opening year cost which can be escalated over time).
- 2.1.3 Develop and/or maintain renewal & replacement budget estimates (also known as periodic/non-routine maintenance estimates) using either a Sketch Level approach (i.e., an estimated per lane-mile cost based on renewal & replacement budgets utilized on similar facilities) or a Level 1 approach (i.e., includes the identification of a long-term, periodic maintenance schedule, estimation of quantities for the associated elements, and inflated prices of same to assess the overall cost requirements of the system in the target years).

2.2 Project Cost Estimate Updates

As directed by the Authority, the GEC will provide total project cost estimate updates for the corridors. The GEC will prepare an estimate of probable construction costs which will include quantity/cost estimates for major components of work such as; roadway paving, roadway earthwork, roadway drainage, bridge structures, retaining walls, other structures, signing and marking, lighting, signalization and toll collection systems. The estimate of probable construction costs will be used to estimate total project costs that will also include preliminary engineering, final engineering, right-of-way (ROW) acquisition, environmental compliance/mitigation, construction, utility relocation, construction engineering and inspection (CEI), and appropriate contingencies.

2.3 Toll Feasibility Analysis Updates

The GEC will assist the Authority in updating toll feasibility analyses which includes the incorporation of traffic and revenue forecast updates (by others); operations, maintenance, and renewal & replacement estimates; and total project cost estimates to determine the financial feasibility of the corridors.

2.4 Financial Advisor Support/Financial Plan Development

The GEC will provide financial advisor support necessary for the Authority to conduct financial programming of their system. This will include the development of cash flow analyses which contemplate implementation costs and schedules. The GEC will also assist in the identification of priorities to support the determination of alternate program deliver scenarios. The tasks will include:

- 2.4.1 Develop/refine project costs based upon alternative project approaches.
- 2.4.2 Assess funding sources such as state funds, federal formula funds, federal discretionary funds, and tolls.
- 2.4.3 Assess financing techniques such as State Infrastructure Banks, the Transportation Infrastructure Finance and Innovation Act (TIFIA), Advanced Construction, Toll Revenue Bonds, State Cash Flow Bonds, other state bonds.
- 2.4.4 Develop and recommend revenue shortfall mitigation strategies to minimize impacts on scheduled project delivery and prepare a summary of significant cost increases or reductions that will affect the cost of the project.
- 2.4.5 Develop a Funding Contingency Plan should funding for the project as a whole not be available/provided and determine the impact of various design approaches on estimated project costs and project design life. The GEC will:
 - 2.4.5.1 Develop a list of “reasonable” design options for consideration such as lane reductions, interchange and ramp reductions, frontage road elimination and pavement structure modifications.
 - 2.4.5.2 Meet with the Authority to get concurrence regarding design options prior to additional analysis.
 - 2.4.5.3 Analyze and document the financial implications of the various design options considered and include such things as project cost, schedule impact, local economic impact, length of useful life, and impact on financing options.

3.0 TOLL OPERATIONS AND MAINTENANCE SUPPORT

The GEC shall provide Toll Operations and Maintenance Support, as specifically requested by the Authority, to ensure that the appropriate entities, contracts, and management processes are in-place to operate and maintain the Authority’s toll collection and management facilities consistent with their policies and associated requirements. Tasks under this heading include, but are not limited to, the following:

- 3.1 Working at the direction of the Authority's Director of Operations, the GEC will assist in the implementation, development, and management of activities related to a Toll Operations and Maintenance Plan for the Authority's System, including toll collection operations, toll system support, toll system maintenance, traffic control, traffic enforcement, and incident management. The basic tasks of the Toll Operations and Maintenance Support include, but are not limited to, the following:
 - 3.1.1 Assist the Authority in the procurement, administration and management of contract toll operations and maintenance service activities and agreements/contracts, as requested by the Authority; and
 - 3.1.2 Prepare updates to the Toll Operations and Maintenance Plan for the Authority's System as development and implementation of additional projects occur, as requested by the Authority.

- 3.2 Support the Authority in the identification and development of best business practices, Business Rules, Policies, Procedures and programmatic approaches, as requested by the Authority.

4.0 ROADWAY OPERATIONS AND MAINTENANCE SUPPORT

The GEC shall provide Roadway Operations and Maintenance Support, as specifically requested by the Authority, to ensure that the appropriate entities, contracts, and management processes are in place to operate and maintain the Authority's roadway facilities consistent with their policies and associated requirements. Tasks under this heading include, but are not limited to, the following:

- 4.1 Working at the direction of the Authority's Director of Engineering, the GEC will assist in the development of a procurement, contracting, and oversight management plan related to the operation and maintenance of the roadway elements of the Manor Expressway Phases I and II [corridor from US 183 to east of SH 130].
- 4.2 Prepare updates to the procurement, contracting, and oversight management plan related to the operation and maintenance of the roadway elements of the Manor Expressway Phases I and II [corridor from US 183 to east of SH 130].

5.0 CONTRACT PROCUREMENT AND MANAGEMENT SUPPORT

The GEC shall provide support for the acquisition by the Authority of (1) professional services as defined in Section 2254.001 of the Texas Government Code, or any successor statute thereto, relative to the acquisition of architecture, professional engineering, and land surveying; (2) real estate appraisal, negotiation and other right-of-way services; (3) planning services; (4) other contractual services in support of the development of future projects; and (5) procurement of goods and other services from vendors. The basic tasks of the Contract Procurement and Management Support include, but are not limited to, the following:

- 5.1 Preparation of Scope of Services/Contract Documents and special contract provisions, including initial draft, revisions and finalized versions;
- 5.2 Assistance with Request for Qualifications/Proposal(s)/Scope packages and solicitation of proposals/bids, including advertising;
- 5.3 Preparation of estimated staffing requirements and estimates of costs for proposed services;
- 5.4 Preparation of milestone schedules of overall time relationships authorized for the performance of services and coordination between various entities that are to be involved in a project;
- 5.5 Assistance in proposal/bid review, interviewing, evaluations, recommendation/selection, and negotiations, as requested;
- 5.6 Assistance to the Authority in fee negotiations with selected consultants/vendors, including evaluating fee proposals;
- 5.7 Preparation of contractual documents; obtaining TxDOT and FHWA approvals, as appropriate, including contract administration;
- 5.8 Preparation of purchase order documents and administration;
- 5.9 Preparation of Notice-to-Proceed materials;
- 5.10 Reviewing and determining the validity of consultant/vendor claims for extra work, extension of time for performance of services and other claims;

- 5.11 Preparation, issuance and processing of Requests for Qualifications/Proposal(s) for Supplemental Services/Supplemental Agreements/Change Orders to obtain the Authority's internal approvals;
- 5.12 Reviewing, evaluating and approving consultants'/vendors' request for payment;
- 5.13 Monitoring consultant/vendor performance of services to establish adequacy relative to contract intent; and
- 5.14 Preparation of consultant termination agreements or certificates of completion and obtaining release and waiver of liens and claims.

6.0 TECHNOLOGY SUPPORT

The GEC will assist the Authority, as specifically requested, with general technology support and assistance. Technology Support basic tasks include, but are not limited to, the following:

- 6.1 Support the development, implementation, maintenance, and utilization of the Authority's Electronic Document Management System (EDMS).
- 6.2 Support the development, implementation, maintenance, and utilization of the Authority's Web-based Program Summary Reporting Tool (or "Dashboard").
- 6.3 Support other Authority technology initiatives, as requested.

7.0 GENERAL PROGRAM SUPPORT

The GEC shall provide General Program Support, as specifically requested by the Authority. Tasks included under this heading include, but are not limited to, the following:

- 7.1 Attendance at Authority Meetings
 - 7.1.1 GEC's Project Manager or designated alternate will attend all Board of Directors' Meetings and will present agenda items related to the GEC's activities as directed by the Authority. The Project Manager or designated alternate will be available to respond to questions that may be asked by the Board.
 - 7.1.2 Attendance at regularly scheduled and special staff meetings, as requested by the Authority.
 - 7.1.3 Attendance at regularly scheduled project status review meetings, including preparation of action items, budget status updates, and reporting documentation as may be requested by the Authority.
- 7.2 Represent the Authority at regional task teams meetings; Authority technical, staff, and legal counsel meetings; meetings with underwriters and rating agencies; agency coordination meetings; Technical Work Group meetings with TxDOT and/or other parties; and Capitol Area Metropolitan Planning Organization (CAMPO) meetings; and other meetings of governmental or quasi-governmental bodies, as specifically requested by the Authority.
- 7.3 Provide Authority personnel with design, drafting, and technology resources and support, as requested.
- 7.4 Review and comment, as requested, on Studies, Reports, Construction Documents, Permit Applications, and Environmental Documents for projects which may, as determined by Authority, affect the Authority's System.
- 7.5 Provide general support, on the Authority's behalf, related to the preparation and coordination of studies and reports, as requested.

- 7.6 Provide general support related to the Authority's coordination efforts with other Agencies that are associated with the Authority's projects, efforts and operations, as requested.
- 7.7 Provide general support related to the Authority's public information and communications efforts, as requested.
- 7.8 Provide general support related to the Authority's identification, development, and implementation of new Authority initiatives and policies, as requested.
 - 7.8.1 Review and provide appropriate comments regarding the Authority's Annual Maintenance Budget prepared by the Authority, all as more specifically described in the Trust Agreements.
 - 7.8.2 In connection with any notices, reports, or other instruments provided to the GEC by the Authority, the Trustee or others pursuant to the Trust Agreement, review such notices and promptly provide the Authority with review comments.

**Attachment B - Fee Estimate
Summary**

CTRMA General Engineering Consultant
Atkins - Man-hour Breakdown & Fee Estimate
General Engineering Consultant Operations [FY 2012]

ATKINS WORK AUTHORIZATION #8

GENERAL ENGINEERING CONSULTANT OPERATIONS [FY 2012]

<u>TASK</u>	<u>SUBTOTAL</u>		<u>TOTAL</u>
	Labor + Overhead + Profit	Direct Expenses	
1.0 - Trust Indenture Support	\$ 31,327	\$ 200	\$ 31,527
2.0 - Financial Planning Support	\$ 87,621	\$ 400	\$ 88,021
3.0 - Toll Operations & Maintenance Support	\$ 27,794	\$ 200	\$ 27,994
4.0 - Roadway Operations & Maintenance Support	\$ 27,558	\$ 200	\$ 27,758
5.0 - Contract Procurement & Management Support	\$ 65,598	\$ 680	\$ 66,278
6.0 - Technology Support	\$ 133,081	\$ 1,300	\$ 134,381
7.0 - General Program Support	\$ 215,049	\$ 3,500	\$ 218,549
TOTALS	\$ 588,028	\$ 6,480	\$ 594,508

Attachment B - Fee Estimate

CTRMA General Engineering Consultant
 Atkins - Man-hour Breakdown & Fee Estimate
 General Engineering Consultant Operations [FY 2012]

**ATKINS WORK AUTHORIZATION #8
 GENERAL ENGINEERING CONSULTANT OPERATIONS [FY 2012]**

1.0 - Trust Indenture Support

TASK / WORK DESCRIPTION	A	B	C	D	E	F	TOTAL
	70.00 \$	60.00 \$	50.00 \$	40.00 \$	30.00 \$	20.00 \$	HRS
(Estimated Average Labor Rates)							
1.1 Quarterly Progress Reports	48	60			24		132
1.2 Bond Support Services							0
1.2.1 GEC Certifications	8				8		16
1.2.2 Authority's Annual Operating Budget Review & Comment	4						4
1.2.3 Authority's Annual Maintenance Budget Review & Comment	4						4
1.2.4 Authority Notices/Reports/Other Instruments Review & Comment	16	8					24

TOTAL DIRECT LABOR	80	68	0	0	32	0	180
	44.44%	37.78%	0.00%	0.00%	17.78%	0.00%	0.00%
Labor Costs	\$ 5,600	\$ 4,080	\$ -	\$ -	\$ 960	\$ -	\$ 10,640
Overhead Costs	\$ 9,389	\$ 6,841	\$ -	\$ -	\$ 1,610	\$ -	\$ 17,839
Profit	\$ 1,499	\$ 1,092	\$ -	\$ -	\$ 257	\$ -	\$ 2,848
Total Loaded Labor	\$ 16,488	\$ 12,013	\$ -	\$ -	\$ 2,826	\$ -	\$31,327

Direct Expenses

Plotting and Reproduction	\$ 200
Mail and Deliveries	\$ -
Misc Expenses	\$ -
Travel and Field Expenses	\$ -
Total Direct Expenses	\$ 200

Total \$ 31,527

Attachment B - Fee Estimate

CTRMA General Engineering Consultant
 Atkins - Man-hour Breakdown & Fee Estimate
 General Engineering Consultant Operations [FY 2012]

ATKINS WORK AUTHORIZATION #8 GENERAL ENGINEERING CONSULTANT OPERATIONS [FY 2012]

2.0 - Financial Planning Support

TASK / WORK DESCRIPTION	A	B	C	D	E	F	TOTAL
	\$ 70.00	\$ 60.00	\$ 50.00	\$ -40.00	\$ 30.00	\$ 20.00	HRS
(Estimated Average Labor Rates)							
2.1 Operations, Maintenance, and Renewal & Replacement Estimate Updates							0
2.1.1 Operations Estimates	8	24		40			72
2.1.2 Maintenance [annual / routine] Estimates	8	24		40			72
2.1.3 Renewal & Replacement Budget Estimates	8	24		40			72
2.2 Project Cost Estimate Updates	8	24	40	80			152
2.3 Toll Feasibility Analysis Updates	8	40					48
2.4 Financial Advisor Support / Financial Plan Development			40				0
2.4.1 Alternate Project Approach Cost Estimates	8		40				48
2.4.2 Assessment of Funding Sources	16						16
2.4.3 Assessment of Financing Techniques	16						16
2.4.4 Recommend Revenue Shortfall Mitigation Strategies	8	24					32
2.4.5 Develop Funding Contingency Plan	8	24					32

TOTAL DIRECT LABOR

	96	184	80	200	0	0	560
	% Total by Classification						
Labor Costs	\$ 6,720	\$ 11,040	\$ 4,000	\$ 8,000	\$ -	\$ -	\$ 29,760
Overhead Costs	167.66%	11,267	18,510	6,706	13,413	-	49,896
Profit	10.00%	1,799	2,955	1,071	2,141	-	7,966
Total Loaded Labor	\$ 19,785	\$ 32,505	\$ 11,777	\$ 23,554	\$ -	\$ -	\$87,621

Direct Expenses

Plotting and Reproduction	\$ 200
Mail and Deliveries	\$ -
Misc Expenses	\$ -
Travel and Field Expenses	\$ 200
Total Direct Expenses	\$ 400

Total \$ 88,021

Attachment B - Fee Estimate

CTRMA General Engineering Consultant
 Atkins - Man-hour Breakdown & Fee Estimate
 General Engineering Consultant Operations [FY 2012]

**ATKINS WORK AUTHORIZATION #8
 GENERAL ENGINEERING CONSULTANT OPERATIONS [FY 2012]**

3.0 - Toll Operations & Maintenance Support

TASK / WORK DESCRIPTION	A	B	C	D	E	F	TOTAL
	70.00	60.00	50.00	40.00	30.00	20.00	HRS
	(Estimated Average Labor Rates)						
3.1 Operations Plan Support							0
3.1.1 Procurement & Contract Management Support		40	40		40		120
3.1.2 Plan Update Support		40					40
3.2 Best Business Practices / Policies Support		24					24

TOTAL DIRECT LABOR	0	104	40	0	40	0	184
	0.00%	56.52%	21.74%	0.00%	21.74%	0.00%	0.00%
Labor Costs	\$ -	\$ 6,240	\$ 2,000	\$ -	\$ 1,200	\$ -	\$ 9,440
Overhead Costs	\$ -	\$ 10,462	\$ 3,353	\$ -	\$ 2,012	\$ -	\$ 15,827
Profit	\$ -	\$ 1,670	\$ 535	\$ -	\$ 321	\$ -	\$ 2,527
Total Loaded Labor	\$ -	\$ 18,372	\$ 5,889	\$ -	\$ 3,533	\$ -	\$ 27,794
Direct Expenses							
Plotting and Reproduction	\$ -						
Mail and Deliveries	\$ -						
Misc Expenses	\$ -						
Travel and Field Expenses	\$ 200						
Total Direct Expenses	\$ 200						

Total \$ 27,994

Attachment B - Fee Estimate

CTRMA General Engineering Consultant
 Atkins - Man-hour Breakdown & Fee Estimate
 General Engineering Consultant Operations [FY 2012]

**ATKINS WORK AUTHORIZATION #8
 GENERAL ENGINEERING CONSULTANT OPERATIONS [FY 2012]**

4.0 - Roadway Operations & Maintenance Support

TASK / WORK DESCRIPTION	A	B	C	D	E	F	TOTAL
(Estimated Average Labor Rates)	\$ 70.00	\$ 60.00	\$ 50.00	\$ 40.00	\$ 30.00	\$ 20.00	HRS
4.1 Roadway O&M Mgmt Plan for Manor Expwy - Development	40	40		40			120
4.2 Roadway O&M Mgmt Plan for Manor Expwy - Updates		16		40			56

TOTAL DIRECT LABOR

	40	56	0	80	0	0	176
	22.73%	31.82%	0.00%	45.45%	0.00%	0.00%	0.00%
Labor Costs	\$ 2,800	\$ 3,360	\$ -	\$ 3,200	\$ -	\$ -	\$ 9,360
Overhead Costs	\$ 4,694	\$ 5,633	\$ -	\$ 5,365	\$ -	\$ -	\$ 15,693
Profit	\$ 749	\$ 899	\$ -	\$ 857	\$ -	\$ -	\$ 2,505
Total Loaded Labor	\$ 8,244	\$ 9,893	\$ -	\$ 9,422	\$ -	\$ -	\$ 27,558

Direct Expenses

Plotting and Reproduction	\$ -
Mail and Deliveries	\$ -
Misc Expenses	\$ -
Travel and Field Expenses	\$ 200
Total Direct Expenses	\$ 200

Total \$ 27,758

Attachment B - Fee Estimate

CTRMA General Engineering Consultant
 Atkins - Man-hour Breakdown & Fee Estimate
 General Engineering Consultant Operations [FY 2012]

**ATKINS WORK AUTHORIZATION #8
 GENERAL ENGINEERING CONSULTANT OPERATIONS [FY 2012]**

TASK / WORK DESCRIPTION	(Estimated Average Labor Rates)						TOTAL HRS
	A	B	C	D	E	F	
	\$ 70.00	\$ 60.00	\$ 50.00	\$ 40.00	\$ 30.00	\$ 20.00	
5.0 - Contract Procurement & Management Support							
TASK / WORK DESCRIPTION							
5.1 Preparation of Scope of Services / Contract Documents	16	40	40	24			80
5.2 Assistance with Requests for Qualifications / Proposals	16	40	40				56
5.3 Preparation of Staffing Requirements and Estimates		16	16				16
5.4 Preparation of Milestone Schedules		16	16				16
5.5 Assistance with Proposal / Bid Reviews	24	40	40				64
5.6 Assistance with Fee Negotiations	24	40	40				64
5.7 Preparation of Contract Documents / Contract Administration		16	16	24			40
5.8 Preparation of Purchase Order Documents		16	16				16
5.9 Preparation of Notice to Proceed Materials		8	8				8
5.10 Review Claims for Extra Work / Time Extensions	16						16
5.11 Preparation of Scope / Contract Documents for Supplemental Services		16	16	12			28
5.12 Review Consultants' / Vendors' Requests for Payment	16						16
5.13 Monitoring Consultant / Vendor Performance	16						16
5.14 Preparation of Contract Closeout Documentation		8	8				8

TOTAL DIRECT LABOR		0	128	256	60	0	444
% Total by Classification		0.00%	28.83%	57.66%	0.00%	13.51%	0.00%
Labor Costs	\$ -	\$ 7,680	\$ 12,800	\$ -	\$ 1,800	\$ -	\$ 22,280
Overhead Costs	\$ -	\$ 12,876	\$ 21,460	\$ -	\$ 3,018	\$ -	\$ 37,355
Profit	\$ -	\$ 2,056	\$ 3,426	\$ -	\$ 482	\$ -	\$ 5,963
Total Loaded Labor	\$ -	\$ 22,612	\$ 37,687	\$ -	\$ 5,300	\$ -	\$ 65,598

Direct Expenses	
Plotting and Reproduction	\$ 300
Mail and Deliveries	\$ 80
Misc Expenses	\$ -
Travel and Field Expenses	\$ 300
Total Direct Expenses	\$ 680

Total \$ 66,278

Attachment B - Fee Estimate

CTRMA General Engineering Consultant
 Atkins - Man-hour Breakdown & Fee Estimate
 General Engineering Consultant Operations [FY 2012]

**ATKINS WORK AUTHORIZATION #8
 GENERAL ENGINEERING CONSULTANT OPERATIONS [FY 2012]**

6.0 - Technology Support

TASK / WORK DESCRIPTION	(Estimated Average Labor Rates)						TOTAL HRS
	A	B	C	D	E	F	
	70.00 \$	60.00 \$	50.00 \$	40.00 \$	30.00 \$	20.00 \$	
6.1 Electronic Document Management System (EDMS) Support		80			240	240	560
6.2 Web-based Program Support Reporting Toll / "Dashboard" Support		80	40	80	80	120	400
6.3 Other Technology Initiatives Support		40	40	80	120	120	400

TOTAL DIRECT LABOR	0	200	80	160	440	480	1360
	% Total by Classification						
Labor Costs	\$ -	\$ 12,000	\$ 4,000	\$ 6,400	\$ 13,200	\$ 9,600	\$ 45,200
Overhead Costs	\$ -	\$ 20,119	\$ 6,706	\$ 10,730	\$ 22,131	\$ 16,095	\$ 75,782
Profit	\$ -	\$ 3,212	\$ 1,071	\$ 1,713	\$ 3,533	\$ 2,570	\$ 12,098
Total Loaded Labor	\$ -	\$ 35,331	\$ 11,777	\$ 18,843	\$ 38,864	\$ 28,265	\$ 133,081

Direct Expenses	
Plotting and Reproduction	\$ 200
Mail and Deliveries	\$ 100
Misc Expenses	\$ -
Travel and Field Expenses	\$ 1,000
Total Direct Expenses	\$ 1,300

Total \$ 134,381

Attachment B - Fee Estimate

CTRMA General Engineering Consultant
 Atkins - Man-hour Breakdown & Fee Estimate
 General Engineering Consultant Operations [FY 2012]

**ATKINS WORK AUTHORIZATION #8
 GENERAL ENGINEERING CONSULTANT OPERATIONS [FY 2012]**

7.0 - General Program Support

TASK / WORK DESCRIPTION	(Estimated Average Labor Rates)						TOTAL HRS
	A	B	C	D	E	F	
7.1 Attendance at Authority Meetings	120	120					240
7.2 Represent the Authority at Meetings, as requested	120	120					240
7.3 Provide Design / Drafting / Technology Resources, as requested		80	80	80	80		320
7.4 Review of Studies and Reports		80	80				160
7.5 Prepare/Coordinate Studies							0
7.6 Agency Coordination	96						96
7.7 Public Information & Communications Support	40		120				160
7.8 New Initiative / Policy Development Support	24	24					48

TOTAL DIRECT LABOR	400	424	280	80	80	0	1264
	31.65%	53.54%	22.15%	6.33%	6.33%	0.00%	
Labor Costs	\$ 28,000	\$ 25,440	\$ 14,000	\$ 3,200	\$ 2,400	\$ -	\$ 73,040
Overhead Costs	167.66%	\$ 46,945	\$ 23,472	\$ 5,365	\$ 4,024	\$ -	\$ 122,459
Profit	10.00%	\$ 7,494	\$ 6,809	\$ 3,747	\$ 857	\$ 642	\$ 19,550
Total Loaded Labor	\$ 82,439	\$ 74,902	\$ 41,220	\$ 9,422	\$ 7,066	\$ -	\$215,049

Direct Expenses	
Plotting and Reproduction	\$ 500
Mail and Deliveries	\$ 500
Misc Expenses	\$ 2,000
Travel and Field Expenses	\$ 500
Total Direct Expenses	\$ 3,500

Includes DSL service for GEC staff on-site at CTRMA offices.

Total \$ 218,549

**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 11-078

APPROVE A WORK AUTHORIZATION FOR FY 2012 UNDER THE GEC MASTER CONTRACT WITH HNTB CORPORATION RELATING TO TRUST INDENTURE OBLIGATIONS, TOLL OPERATIONS AND MAINTENANCE, ROADWAY OPERATIONS AND MAINTENANCE, TECHNOLOGY SYSTEMS SUPPORT, FINANCIAL PLANNING SUPPORT, AND GENERAL PROGRAM SUPPORT.

WHEREAS, HNTB Corporation ("HNTB") serves as a general engineering consultant to the Central Texas Regional Mobility Authority ("CTRMA") under the Agreement for General Consulting Civil Engineering Services effective January 1, 2010 (the "Agreement"); and

WHEREAS, HNTB Is is authorized to provide general support services for CTRMA operations pursuant to the Agreement; and

WHEREAS, HNTB and the Executive Director have discussed and agreed to a proposed work authorization under the Agreement, a copy of which is attached and incorporated into this resolution as Attachment A, that sets forth a scope of services for the continuation of support services related to CTRMA operations through June 30, 2012; and

WHEREAS, the Executive Director recommends approval of the proposed work authorization.

NOW THEREFORE, BE IT RESOLVED that the Board of Directors approves the proposed work authorization in the form or substantially the same form as Attachment A; and

BE IT FURTHER RESOLVED that the work authorization, as approved, may be finalized and executed by the Executive Director on behalf of CTRMA.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of June, 2011.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 11-078
Date Passed: 6/29/11

ATTACHMENT "A" TO RESOLUTION 11-078

PROPOSED WORK AUTHORIZATION NO. 9
WITH HNTB CORPORATION

[on the following 12 pages]

APPENDIX D

WORK AUTHORIZATION

WORK AUTHORIZATION NO. 9.0

This Work Authorization is made as of this 1st day of July, 2011, under the terms and conditions established in the AGREEMENT FOR GENERAL CONSULTING ENGINEERING SERVICES, dated as of December 23rd, 2009 (the "Agreement"), between the Central Texas Regional Mobility Authority ("Authority") and **HNTB Corporation** ("GEC"). This Work Authorization is made for the following purpose, consistent with the services defined in the Agreement:

FY 2012 Operations and Trust Indenture Obligations

Section A. - Scope of Services

A.1. GEC shall perform the following Services:

Please reference Attachment A – Scope of Work

A.2. The following Services are not included in this Work Authorization, but shall be provided as Additional Services if authorized or confirmed in writing by the Authority.

Please reference Attachment A – Scope of Work

A.3. In conjunction with the performance of the foregoing Services, GEC shall provide the following submittals/deliverables (Documents) to the Authority:

Please reference Attachment A – Scope of Work

Section B. - Schedule

GEC shall perform the Services and deliver the related Documents (if any) according to the following schedule:

WA No. 9 Services defined herein shall expire June 30, 2012.

Section C. - Compensation

C.1. In return for the performance of the foregoing obligations, the Authority shall pay to the GEC the amount not to exceed **\$1,302,500** based on a Cost Plus fee listed in Attachment B – Fee Estimate. Compensation shall be in accordance with the Agreement.

The Authority and the GEC agree that the budget amounts contained in Attachment B-Fee Estimate for the various companies and firms composing the GEC are estimates and that these individual figures may be redistributed and/or adjusted as necessary over the duration of this Work Authorization. The GEC may alter the compensation distribution between tasks or work assignments to be consistent with the Services actually rendered within the total

Work Authorization amount. The GEC shall not exceed the maximum amount payable without prior written permission by the Authority.

C.2. Compensation for Additional Services (if any) shall be paid by the Authority to the GEC according to the terms of a future Work Authorization.

Section D. - Authority's Responsibilities

The Authority shall perform and/or provide the following in a timely manner so as not to delay the Services of the GEC. Unless otherwise provided in this Work Authorization, the Authority shall bear all costs incident to compliance with the following:

N/A

Section E. - Other Provisions


The parties agree to the following provisions with respect to this specific Work Authorization:

N/A

Except to the extent expressly modified herein, all terms and conditions of the Agreement shall continue in full force and effect.


Authority:

**CENTRAL TEXAS REGIONAL
MOBILITY AUTHORITY**

By: 
Name: MIKE HEILIGENSTEIN
Title: EXECUTIVE DIRECTOR
Date: 6/29/11

GEC:

HNTB Corporation

By: 
Name: Glenn B. Gregory, Jr.
Title: Vice President
Date: 6/28/11

CENTRAL TEXAS RMA
ATTACHMENT A – SCOPE OF SERVICES
WORK AUTHORIZATION NO. 9

SERVICES TO BE PROVIDED BY THE GENERAL ENGINEERING CONSULTANT
(GEC)

General

This scope of services includes professional services and associated deliverables required by the Authority from July 1, 2011 through June 30, 2012.

The services to be performed by the GEC will include, but not be limited to, those services required to assist the Central Texas Regional Mobility Authority (the Authority) in meeting the Trust Indenture Obligations; general engineering assistance; assistance in managing operations and maintenance activities; project engineering feasibility services; support in contract development, review and administration; assistance with technology systems and communications networks management; general project development services; supporting public information and community development; special activities/tasks; and any additional activities as requested.

The tasks in this scope of services will not be performed or the funds utilized until directed by the Authority.

1) TRUST INDENTURE OBLIGATIONS

The GEC shall serve as the Authority's "General Engineering Consultant" as defined and set forth in current and future Authority Trust Agreements, performing the responsibilities of the General Engineering Consultant as assigned by the Trust Indenture, the related Bond Resolutions and amending and supplemental resolutions thereto. These responsibilities include, but are not limited to, the following:

- a) In connection with the issuance of any "Additional Bonds" under future Authority bond issues, issue such certificates as are required to be delivered by the Authority's GEC, including a certificate setting forth the GEC's opinions as to the following for each of the fiscal years specified in the Trust Agreement ensuing the Estimated Date of Completion, or in the case of refunding bonds, next ensuing date of said certificate, all as more specifically described in the Trust Agreements:
 - 1) The aggregate estimated amount of the cost of the acquisition or construction of the project for which the bonds are to be issued;
 - 2) The estimated date on which said project will be placed in operation (the "Estimated Date of Completion");
 - 3) The estimated amount of "Operating Expenses", as defined in the existing Trust Agreement.

- b) In connection with the Authority's acquisition of toll collection equipment, evaluate, and if appropriate, issue a written opinion regarding the Authority's entering into lease-purchase or lease-rental agreements for the acquisition of such equipment, all as more specifically described in the Trust Agreements.
- c) In connection with the Authority's acquisition by condemnation, or by a means other than condemnation, of any real property or other property, provide a signed statement certifying that in the GEC's opinion the acquisition of such property is necessary or advisable in connection with the construction, operation or maintenance of the applicable project, all as more specifically described in the Trust Agreements.
- d) In connection with all items payable on account of all obligations incurred for construction or engineering work (other than that performed by the GEC) and for acquisition of materials, equipment or supplies (other than for administrative office purposes) and for labor hired by the Authority to do construction work, and with respect to all items of payment to be made in reimbursing utility, railroad companies or others for obligations incurred by them pursuant to agreement with the Authority, provide a statement signed by the GEC and attached to or made a part of such requisition, certifying that each such obligation has been properly incurred and is then due and unpaid, that such obligation is a proper charge against the "Construction Fund" or similar term, as defined in the Trust Agreements, and that, insofar as such obligation was incurred for work, materials, equipment or supplies, such work was actually performed, or such materials, equipment or supplies were actually installed, or delivered at the site of the work for that purpose, or delivered for storage or fabrication at a place or places approved by the GEC, all as more specifically described in the Trust Agreements.
- e) Renewal and Replacement Fund: In conjunction with disbursement of monies held for the credit of the Renewal and Replacement Fund, review and approve payment of the cost of repairs or replacements resulting from an emergency caused by some extraordinary occurrence so characterized by a certificate stating that the monies in the Reserve Fund and insurance proceeds, if any, available therefore are insufficient to meet such emergency.
- f) In connection with the Authority's construction of any project, prepare quarterly progress reports in connection with the construction of that project, and in connection with such construction including current projections with respect to:
 - 1) the date on which such Project will be opened for traffic, unless such Project shall have been opened for traffic prior to the date of such report;
 - 2) the date on which the construction of such Project will be completed;
 - 3) the Cost of such Project; and
 - 4) the amount of funds required each six (6) months during the remaining estimated period of construction to pay the costs of the Project exclusive of funds provided for construction contingencies, and accompanied by a progress schedule for such construction, and further including, as to construction, comparisons between the actual times elapsed and the actual costs, and the original estimates of such times and costs, all as more specifically described in the Trust Agreements. Schedules and projects of the cost to complete may be provided by others.

- g) In connection with the completion of a project and the disposition of the balance in the Construction Fund:
 - 1) Review and approve the certification stating the date of such completion and signed by the Authority; and
 - 2) Issue a certificate stating the amount, if any, required in the GEC's opinion for the payment of any remaining part of the cost of the project, all as specifically described in the Trust Agreements.
- h) In connection with the issuance by the Authority's Traffic Engineers of a certificate regarding a proposed toll collecting plan and/or schedule of rates, issue a certificate stating the opinion of the GEC as to the amount of "Operating Expenses" or similar term, as defined in the Trust Agreements, during any pertinent fiscal year or period, assuming that the proposed plan for toll collecting facilities or schedule of rates of tolls had been in effect during such pertinent fiscal year or period, all as more specifically described in the Trust Agreements.
- i) Reconstruction, Application of Insurance Proceeds; If any material portion of the System shall be damaged or destroyed, the Authority shall, unless the Authority determines that it would not be beneficial to the System, as expeditiously as possible, cause the reconstruction or replacement thereof to be prosecuted continuously and diligently in accordance with plans and specifications approved by the GEC and the Authority if such plans and specifications are deemed necessary by such GEC and the Authority.
- j) Review and provide appropriate comments regarding the Authority's Annual Operating Budget prepared by the Authority, all as more specifically described in the Trust Agreements.
- k) Review and provide appropriate comments regarding the Authority's Annual Maintenance Budget prepared by the Authority, all as more specifically described in the Trust Agreements.
- l) Provide comments regarding the amounts to be established for the Authority's Annual Capital Budget for the ensuing Fiscal Year. The Annual Capital Budget prepared by the Authority will detail the Authority's planned capital expenditures during the ensuing Fiscal Year and the portion of capital expenditures expected to be funded from the Renewal and Replacement Fund. The Annual Capital Budget for each Fiscal Year shall include the expected beginning balance in the Renewal and Replacement Fund, the amounts to be transferred by the Trustee to the Renewal and Replacement Fund from the Revenue Fund, the amount of proceeds of Obligations expected to become available during the Fiscal Year, and the desired year-end balance in the Renewal and Replacement Fund, and shall be in the amount recommended.
- m) In connection with any notices, reports, or other instruments provided to the GEC by the Authority, the Trustee or others pursuant to the Trust Agreement, review such notices and promptly provide the Authority with review comments.
- n) In connection with the drafting of any offering document or document used in connection with the Authority's continuing disclosure obligation under the Securities and Exchange Commission Rule 15c(2)(12), the GEC will review the sections pertaining to:
 - 1) The description of the GEC;
 - 2) The status of toll projects; and
 - 3) The status of operation and maintenance of toll projects.

Following review of the applicable sections, GEC shall certify as to the correctness of the statements regarding (1) through (3) above.

The GEC will consent to the Authority's inclusion, transmittal or other use of any and all reports submitted to the Authority regarding the construction, operation, or maintenance of toll projects.

- o) To the extent requested, the GEC will attend and participate in meetings with credit rating agencies and prospective purchasers, underwriters or insurers of the Authority's bonds.
- p) Make a visual inspection of the physical condition of all elements of the System following the Substantial Completion of the initial Project funded with the Obligations. Bridge inspections for the National Bridge Inspection Program (NBI), in accordance with applicable Federal law, will be conducted by TxDOT, and it is anticipated that copies of all reports will be provided to CTRMA for their files.
 - 1) Obtain and review existing information pertaining to the conditions of the facilities and prepare a detailed inspection report identifying the conditions encountered.
 - 2) Refine, as appropriate, inspection procedures which shall be subject to review and approval by the Authority.
 - 3) Establish a detailed schedule for inspection of the facilities subject to the review and approval of the Authority.
- q) Based on the inspection of the Authority's System at least once each Fiscal Year and, on or before the 90th day prior to the end of the Fiscal Year, submit to the Authority a report setting forth:
 - 1) its findings as to whether the System has been maintained in good repair, working order and condition;
 - 2) its advice and opinions as to the proper maintenance, repair and operation of the System during the ensuing Fiscal Year;
 - 3) an estimate of the amount of money necessary for such purposes, including its opinions as to the total amounts and classifications of items and amounts that should be provided for in the Annual Operating Budget, the Annual Maintenance Budget and Annual Capital Budget for the next ensuing Fiscal Year; and

Copies of such reports shall be provided to the Trustee by the Authority.

2) OPERATIONS & MAINTENANCE SUPPORT

- a) Working at the direction of the Authority's Director of Engineering, assist in the management and continued development of the roadway and facility maintenance for the Authority's System. The basic tasks of the Maintenance Plan include the following:
 - 1) Continue to provide support to the Authority in the oversight, monitoring and administration of the Interlocal Agreements with TxDOT and local agencies;
 - 2) Review and update estimates of the quantities of the Authority's System's basic features and components as development of the System continues; and
 - 3) Assist the Authority in the procurement, administration and management of maintenance and operations agreements/contracts as appropriate and as requested by the Authority.

- b) Working at the direction of the Authority's Director of Operations, assist in the management, implementation, and continued development of operations activities and Operations Plan for the Authority's System, including toll collection operations, toll system support, traffic control, traffic enforcement, and incident management. The basic tasks of the Operations Plan consists of the following:
 - 1) Assist the Authority in the procurement, administration and management of contract operations service activities and agreements/contracts, as requested; and
 - 2) Prepare updates to the Operations Plan for the Authority's System as development and implementation of additional projects occur.
- c) Support the Authority in the identification and development of best business practices, Business Rules, Policies, Procedures and programmatic approaches, as requested.

3) DRIVEWAY AND UTILITY PERMITS

- a) Assist the Authority in Utility and Driveway Permits application review and administration activities, including:
 - 1) Review and revise the Permitting Process, including update of application forms, revisions to the process flow charts, and establishment of Permitting Fee Schedules.
 - 2) Communications to applicants, including transmittal of forms and permitting requirements.
 - 3) Provide review of permit applications and documentation, including preparation of requests of additional information and documentation.
 - 4) Prepare opinion for appropriate response to permit application.
 - 5) Follow-up on approved permits, including review of designs, monitoring construction, and documenting conformance with any and all criteria and standards and any specific permit requirements.

4) CONTRACT SUPPORT

The GEC shall provide support for the acquisition by the Authority of (1) professional services as defined in Section 2254.001 of the Texas Government Code, or any successor statute thereto, relative to the acquisition of architecture, professional engineering, and land surveying; (2) real estate appraisal, negotiation and other right-of-way services; (3) planning services; (4) other contractual services in support of the development of future projects; and (5) procurement of goods and other services from vendors. Contract Support basic tasks include, but are not limited to, the following:

- a) Preparation of Scope of Services/Contract Documents and special contract provisions; including initial draft, revisions and finalized versions;
- b) Assistance with Request for Qualifications/Proposal(s)/Scope packages and solicitation of proposals/bids; including advertising;
- c) Preparation of estimated staffing requirements and estimates of costs for proposed services;
- d) Preparation of milestone schedules of overall time relationships authorized for the performance of services and coordination between various entities that are to be involved in a project;

- e) Assistance in proposal/bid review, interviewing, evaluations, recommendation/selection, and negotiations, as requested;
- f) Assistance to the Authority in fee negotiations with selected consultants/vendors, including evaluating fee proposals;
- g) Preparation of contractual documents; obtaining TxDOT and FHWA approvals, as appropriate; and contract administration;
- h) Preparation of purchase order documents and administration;
- i) Preparation of Notice-to-Proceed materials;
- j) Reviewing and determining the validity of consultant/vendor claims for extra work, extension of time for performance of services and other claims;
- k) Preparation, issuance and processing of Requests for Qualifications/Proposal(s) for Supplemental Services/Supplemental Agreements/Change Orders to obtain the Authority's internal approvals;
- l) Reviewing, evaluating and approving consultants'/vendors' request for payment;
- m) Monitoring consultant/vendor performance of services to establish adequacy relative to contract intent; and
- n) Preparation of consultant termination agreements or certificates of completion and obtaining release and waiver of liens and claims.

5) TECHNOLOGY AND OPERATIONS OVERSIGHT AND CONSULTING SERVICES

The GEC will assist the Authority, as specifically requested, with general and administrative oversight, systems monitoring, project management, electronic data management, and general technology assistance. This includes creating and reviewing various documents, scheduling and attending all necessary meetings and technical reviews, providing cost control, project coordination, and providing direct support for reporting. In this regard, the GEC will provide technology consulting services and assistance in three specific areas, including General Technology Assistance, GIS, and ITS/Communications.

General Technology Assistance tasks include the following:

- a) Review, comment and resolve technical issues; attend technical reviews; attend coordination meetings; provide software development oversight; provide technical expertise to review products and progress specific to overall systems development, as requested by the Authority.
- b) Provide general technology assistance, as requested by the Authority.
- c) Support the continuing development of EDMS, as requested by the Authority.
- d) Continue to support the development and implementation of the Authority's System's Asset Management Program for the assets located at the 183A Field Operations Building and the Congress office, as requested by the Authority.

GIS Assistance tasks include the following:

- a) GIS Application Maintenance and Support

GEC will work with CTRMA staff to identify and document potential enhancements, and to quantify the development effort required to implement each enhancement. GEC will develop only those enhancements approved by CTRMA within the allocation of development hours provided within this work authorization or any supplemental agreements to this work authorization.

In addition to developing, testing and deploying new functionality, GEC will maintain and support the deployed GIS Intranet-based asset inventory map viewer application. Typical tasks associated with this effort include production environment support, quality assurance associated with releases of enhancements, installment of software patches, application performance tuning and minor application modifications such as changing an asset's symbol or color within the Intranet application.

ITS/Communications Assistance tasks include the following:

- a) The GEC will support the Authority in developing and expanding the toll collection facility communication network between various toll segments, the Authority's Administrative Offices, the Field Operations Building(s), the Customer Service Center (CSC) and the Violation Processing Center (VPC) as the Toll Road system is developed.

6) PUBLIC INFORMATION AND COMMUNICATIONS SUPPORT

The GEC will provide public information and communications support as requested by the Authority. The GEC will assist with preparation of informational materials, arrangements for the public meetings, presentations, and outreach related activities, as requested.

Public Outreach Activities

The GEC will assist with stakeholder meetings and formal presentations at these meetings at the request of the Authority. The GEC will meet with stakeholders as directed by the Authority. The stakeholders will include neighborhood associations, business groups, civic organizations, and area public officials. The specific tasks may include, but not limited to:

- a) Preparation of exhibits and audio/visual pieces for community meetings; including handouts, flyers, maps, posters, and PowerPoint. Preparation of videos and 3D animation will be completed under a Supplemental Work Authorization.
- b) Preparations for community meetings; including facility locations, issue identification, research, and coordination with the Authority.
- c) Attendance at and conducting community and neighborhood meetings; including set up, on-site assistance and follow-up.
- d) Preparation of meeting minutes and meeting summaries of stakeholder meetings.

Contractor Outreach Activities

- a) Supporting local contractor outreach activities as requested by the Authority; including developing meeting and bid notices, and assisting with meeting coordination and facilitation.
- b) Conducting outreach activities as requested by the Authority; including phone calls, follow-ups, informational research, and interaction with construction industry organizations and associations.

7) GENERAL PROGRAM SUPPORT

The GEC shall provide General Program Support, as specifically requested by the Authority. Tasks included under this heading include, but are not limited to, the following:

- a) Attendance at Authority Meetings
 - 1) GEC's Project Manager or designated alternate will attend all Board of Directors' Meetings, and a monthly status report of GEC activities will be provided. The Project Manager or designated alternate will be available to respond to questions that may be asked by the Board.
 - 2) Attendance at regularly scheduled and special staff meetings, as requested by the Authority.
 - 3) Attendance at regularly scheduled project status review meetings, including preparation of action items, budget status updates, and reporting documentation as may be requested by the Authority.
- b) Project Administration: Provide oversight, administration and support to include, but not limited to, progress reporting; invoicing; percentage complete graphics; DBE utilization summaries; and development of Work Authorizations and Supplemental Agreements including scope of services and fees.
- c) Consult, advise, and render views on general engineering issues which may arise.
- d) Represent the Authority at regional task teams meetings; Authority technical, staff, and legal counsel meetings; meetings with underwriters and rating agencies; agency coordination meetings; Technical Work Group meetings with TxDOT and/or other parties; and Capitol Area Metropolitan Planning Organization (CAMPO) meetings; and other meetings of governmental or quasi-governmental bodies, as specifically requested by the Authority.
- e) Assist the Authority in the development of its Strategic Plan.
- f) Support the Authority in the identification and development of best business practices and programmatic approaches, as requested by the Authority.
- g) Provide Authority personnel with design, drafting, and technology skills for assistance, as requested.
- h) Review and comment, as requested, on Studies, Reports, Construction Documents, Permit Applications, and Environmental Documents for projects which may, as determined by Authority, affect the Authority's System.
- i) Apprise the Authority's staff, consultants and/or Board of Directors of recent or innovative developments, trends or significant issues regarding turnpike design, mobility solutions, financing or operations that may be applicable to the Authority.

8) PROJECT ENGINEERING FEASIBILITY SERVICES

Concept Reports

- a) Concept reports identifying needed improvements and/or repairs will be prepared in a timely manner. These reports are excellent management tools to assist with the programming, budgeting and implementation of required improvement or repair projects. These reports will serve not only to provide upper management with the information required to make appropriate decisions regarding the proposed improvements or developing conditions, but they are a very effective tool to precisely define the necessary scope of the project, thus providing controls for design and construction costs and controlling the overall budgeting process. It is assumed that no more than three (3) projects will be identified. Upon request from the Authority, or upon approval of a Concept Report, the GEC may be directed to proceed with the preparation of the Preliminary Design and/or Final Design of the project.
- b) Preparation of Concept Reports will include but will not be limited to the following tasks:
- 1) Prepare Concept Reports identifying proposed improvements or deficient conditions, and proposing appropriate improvements, repairs or rehabilitation as requested by the Authority. The reports shall be presented in the following general manner:
 - Description of general problems and existing conditions.
 - Outline of the investigations and studies.
 - Recommendation required to solve the problem including alternatives considered.
 - Analysis of economic and/or other factors of the alternatives considered.
 - Description of the recommended facilities, including basic data and a general layout drawing showing the relationship of the proposed improvements to the existing facilities. Recommendations regarding operating and maintenance procedures.
 - Estimates of capital, operating, and maintenance costs of the recommended facilities. Schedule for the recommended improvements with staged construction or installation. Conclusions and recommendations.
 - Establish additional criteria and standards if necessary for design.
- c) The GEC will meet with the Director of Engineering or the Director of Operations and/or a representative to review the findings and recommendations of the GEC as set forth in the Concept Report. The Final Report will be presented to the Authority's Executive Director.

DELIVERABLES

Deliverables may include, but not be limited to, the following:

- Miscellaneous Correspondence
- Annual Inspection Report of Conditions
- GEC Annual Report
- Quarterly Reports for Construction Program
- Certification of invoices and progress reports
- Reports, exhibits, presentations, and whitepapers as requested
- Documents associated with the Authority's Board meetings
- Monthly invoices
- Monthly progress reports
- Concept Reports (3 Projects)

- Preliminary and Final drafts of proposals, reports, plans and applications
- Driveway and Utility Permit reviews
- Meeting Minutes and Summaries of Stakeholder Meetings
- Public Involvement Information Materials

[END OF SECTION]

TASK DESCRIPTION	Group Director / Program Manager	Department Manager	Sr. Advisor / Project Director	Project Manager II	Project Sr. Engineer	Engineer III	Engineer II	Engineer I	Resident Engineer	Sr. Inspector	Inspector II	Sr. UOLA	UPD II	Public Involvement Mgr	Sr. Public Involvement Rep.	Public Involvement Rep.	Sr. ITS Design Engineer	ITS Design Engineer	GIS Team Leader	GIS Analyst II	GIS Analyst I	Project Analyst	Admin. Assistant	TOTAL HOURS BY TASK
1.0 TRUST INDENTURE OBLIGATIONS																								
a. Board Certifications	2	4																						6
b. Evaluation of Full Collection Equipment Acquisitions	2	4	8																					14
c. Invoice/Regulation Certifications	5	4		4																				14
d. Invoice/Regulation Certifications	5	4		4																				14
e. Invoice/Regulation Certifications	5	4		4																				14
f. Preparation of Construction Fund Disbursements	4	12																						88
g. Preparation of Construction Fund Disbursements	4	12																						88
h. Certification of Operating Expenses for Full Rate Schedule	1	7					60																	68
i. Certification of Operating Expenses for Full Rate Schedule	1	7					60																	68
j. Reinsurance/Insurance Policy Renewal	1	4																						16
k. Reinsurance/Insurance Policy Renewal	1	4																						16
l. Review of Annual Capital Budget/Review & Replacement Deposit	1	4																						16
m. Review notices & reports	4	4																						16
n. Review and Support of Bond Issuance	4	4																						16
o. Prepare GEC Annual Report	4	16																						64
p. Prepare GEC Annual Report	4	16																						64
q. Prepare GEC Annual Report	4	16																						64
SUBTOTAL	46	103	8	56	4	36	64	0	8	0	0	0	0	0	0	0	0	0	0	0	0	0	60	465
2.0 OPERATIONS & MAINTENANCE SUPPORT																								
Assist in the Management of a Maintenance Plan																								
a. 1. LA Oversight & Monitoring	80	80		80																				360
b. 2. Operations Plan Updates	80	80		80																				360
c. 3. Contract Administration	80	80		80																				360
d. 4. Contract Administration	80	80		80																				360
SUBTOTAL	320	320	0	320	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1440
Assist in the Management of an Operations Plan																								
b. 1. Assist in Admin & Maint	80	80		80																				360
c. 2. Operations Plan Updates	80	80		80																				360
d. 3. Contract Administration	80	80		80																				360
e. 4. Contract Administration	80	80		80																				360
SUBTOTAL	320	320	0	320	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1440
3.0 DRIVEWAY AND UTILITY PERMITS																								
a. 1. Review Permit Applications	8	24		12																				44
a. 2. Review Permit Applications	8	24		12																				44
a. 3. Review Permit Applications	8	24		12																				44
a. 4. Review Permit Applications	8	24		12																				44
SUBTOTAL	32	96	0	48	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	176
4.0 CONTRACT SUPPORT																								
a. Preparation of Reports / Contract Documents	24	32		32																				104
b. Assistance with Requests of Qualifications/Proposals	24	32		32																				104
c. Preparation of Starting Requirements and Estimates	24	32		32																				104
d. Assistance with Requests of Qualifications/Proposals	24	32		32																				104
e. Assistance with Requests of Qualifications/Proposals	24	32		32																				104
f. Assistance with Requests of Qualifications/Proposals	24	32		32																				104
g. Preparation of Contract Documents / Contract Administration	24	32		32																				104
h. Preparation of Contract Documents / Contract Administration	24	32		32																				104
i. Preparation of Contract Documents / Contract Administration	24	32		32																				104
j. Preparation of Contract Documents / Contract Administration	24	32		32																				104
k. Preparation of Requests for Qualifications / Proposals	24	32		32																				104
l. Review consultants/vendors' requests for payment	24	32		32																				104
m. Monitoring consultant/vendor performance	24	32		32																				104
n. Preparation of Contract Closeout Documentation	24	32		32																				104
SUBTOTAL	384	496	0	496	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1596
5.0 TECHNOLOGY AND OPERATIONS OVERSIGHT																								
General Technology Assistance																								
a. Review resolution of technical issues/problems/developments	8	8		8																				64
b. Provide General Technology Assistance, as requested	8	8		8																				64
c. Support Development / Implementation of EDMS	8	8		8																				64
d. Support Development / Implementation of EDMS	8	8		8																				64
e. Support Development / Implementation of EDMS	8	8		8																				64
f. Support Development / Implementation of EDMS	8	8		8																				64
SUBTOTAL	32	32	0	32	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	256
6.0 PUBLIC INFORMATION AND COMMUNICATIONS SUPPORT																								
Public Outreach Activities																								
a. Preparation of Public Outreach Materials	8	8		8																				64
b. Preparation of Public Outreach Materials	8	8		8																				64
c. Attendance and assistance at Meetings	8	8		8																				64
d. Preparation of Meeting Minutes and Summaries	8	8		8																				64
e. Assistance and Facilitating Meetings	8	8		8																				64
f. Conducting Outreach Activities	8	8		8																				64
SUBTOTAL	48	48	0	48	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	512

**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 11-081

**APPROVE A WORK AUTHORIZATION UNDER THE GEC
MASTER CONTRACT WITH ATKINS NORTH AMERICA, INC., FOR
PROJECT SPECIFIC SERVICES RELATED TO THE DEVELOPMENT
OF THE OAK HILL EXPRESSWAY (AT THE US 290W / SH 71
INTERCHANGE IN OAK HILL).**

WHEREAS, Atkins North America, Inc. ("Atkins"), as successor entity to Post, Buckley, Schuh & Jernigan, Inc. (d/b/a PBS&J), serves as a general engineering consultant to the Central Texas Regional Mobility Authority ("CTRMA") under the Agreement for General Consulting Civil Engineering Services effective January 1, 2010 (the "Agreement"); and

WHEREAS, Atkins and the Executive Director have discussed and agreed to a proposed work authorization, a copy of which is attached and incorporated into this resolution as Attachment A, for Atkins to perform certain project management, administrative tasks and program oversight duties related to CTRMA's development of the Oak Hill Expressway; and


WHEREAS, the Executive Director recommends approval of the proposed amendment.

NOW THEREFORE, BE IT RESOLVED that the Board of Directors approves the proposed Work Authorization No. 7, in the form or substantially the same form as Attachment A; and

BE IT FURTHER RESOLVED that the proposed supplemental work authorization, as approved, may be finalized and executed by the Executive Director on behalf of CTRMA.


Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of June, 2011.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 11-081
Date Passed: 6/29/11

ATTACHMENT "A" TO RESOLUTION 11-081

PROPOSED WORK AUTHORIZATION NO. 7

[on the following 11 pages]

EXHIBIT D
WORK AUTHORIZATION

Work Authorization No. 7

This Work Authorization is made as of this 29th day of June, 2011, under the terms and conditions established in the AGREEMENT FOR GENERAL CONSULTING ENGINEERING SERVICES, dated as of January 4th, 2010 (the Agreement), between the **Central Texas Regional Mobility Authority** (Authority) and **Atkins North America, Inc.** (formerly Post, Buckley, Schuh & Jernigan, Inc.) (GEC). This Work Authorization is made for the following purpose, consistent with the services defined in the Agreement:

General Engineering Consultant Services Oak Hill Expressway

Section A. - Scope of Services

A.1. GEC shall perform the following Services:

Please reference Attachment A – Services to be Provided by the GEC

A.2. The following Services are not included in this Work Authorization, but shall be provided as Additional Services if authorized or confirmed in writing by the Authority.

Not applicable.

A.3. In conjunction with the performance of the foregoing Services, GEC shall provide the following submittals/deliverables (Documents) to the Authority:

Please reference Attachment A – Services to be Provided by the GEC

Section B. - Schedule

GEC shall perform the Services and deliver the related Documents (if any) according to the following schedule:

Services defined herein are expected to be substantially complete by June 30, 2013. This Work Authorization will not expire until all tasks associated with the Scope of Services are complete.

Section C. - Compensation

C.1. In return for the performance of the foregoing obligations, the Authority shall pay to the GEC the amount not to exceed \$750,692.00, based on Attachment B -Fee Estimate. Compensation shall be in accordance with the Agreement.

C.2. Compensation for Additional Services (if any) shall be paid by the Authority to the GEC according to the terms of a future Work Authorization.

Section D. - Authority's Responsibilities

The Authority shall perform and/or provide the following in a timely manner so as not to delay the Services of the GEC. Unless otherwise provided in this Work Authorization, the Authority shall bear all costs incident to compliance with the following:

Please reference Attachment A – Services to be Provided by the GEC

Section E. - Other Provisions

The parties agree to the following provisions with respect to this specific Work Authorization:

Not applicable.


Except to the extent expressly modified herein, all terms and conditions of the Agreement shall continue in full force and effect.

Authority: Central Texas Regional Mobility Authority

GEC: Atkins North America, Inc.

By: Mike Heiligenstein

By: RICHARD HURST

Signature: 

Signature: 

Title: Executive Director

Title: VICE PRESIDENT / DIVISION MGR

Date: 10-29-11

Date: 6/23/11

CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY

WORK AUTHORIZATION NO. 7

ATKINS

ATTACHMENT A

SERVICES TO BE PROVIDED BY GEC

GENERAL

This scope of services includes professional services and associated deliverables required by the Central Texas Regional Mobility Authority (the Authority) related to the study and development of the US 290 West / SH 71 West Project (the Project). The limits of the Project are from Circle Drive to East of Joe Tanner for US 290 West and from US 290W through Silvermine Drive for SH 71 West.

The scope of services to be performed by Atkins as the Authority's General Engineering Consultant (the GEC) will include, but not be limited to, those professional services required to assist the Authority in the project management and administration, project development, and environmental service efforts related to the Authority's development of the Project.

The tasks in this scope of services will not be performed or the funds utilized until directed by the Authority.

1.0 PROJECT MANAGEMENT & ADMINISTRATION

The GEC will perform project management, administrative and coordination duties, including contract administration, project management, reporting, meeting minutes of required meetings and telephone conversations, and other related administrative tasks (e.g.; direct costs) associated with the Project, including:

1.1 Coordinate, Procure, and Administer Work Authorizations

Prepare contracts as required between the GEC and the Authority and GEC and subconsultants. The GEC will also assist in the preparation of and/or review of contracts between the Authority and subconsultants. Monitor and supervise GEC subconsultant activities, review all work products prepared by subconsultant, review and approve subconsultant progress reports and invoices.

1.2 Progress Reports and Invoices

Prepare monthly invoices and progress reports for the work tasks, together with evidence of services accomplished during the time period since the previous report. Prepare a detailed schedule (provide in the Authority approved format) of anticipated monthly invoice billing linking to the project work authorization tasks. A monthly progress report will be submitted and will include: activities completed, initiated or ongoing, during the reporting period; challenges encountered and actions to remedy them; overall status, including a tabulation of percentage complete by task; updated project schedule; and DBE utilization status.

1.3 Record Keeping and File Management

Maintain records and files related to the Project throughout the duration of the Services. Uploading of project files to the Authority's Electronic Document Management System will be coordinated with the Authority.

1.4 Correspondence

Prepare written materials, memoranda, letters, survey forms, etc. used to solicit information or collect data for the project and submit them to the Authority for review and approval prior to its use or distribution. Copies of relevant outgoing correspondence and incoming correspondence will be provided to the Authority on a continuing basis.

1.5 Work Authorization Schedule

Prepare a detailed, graphic schedule linking work authorization tasks, subtasks, critical dates, milestones, deliverables, and the Authority/Texas Department of Transportation (TxDOT)/Federal Highway Administration (FHWA) scheduled review requirements. The project schedule will be in a format that depicts the order and interdependence of the various tasks, subtasks, milestones and deliverables for each of the tasks identified therein. Progress will be reviewed periodically, and should these reviews indicate a substantial change in progress, a schedule recovery strategy will be developed and implemented and the schedule will be revised accordingly.

1.6 Dashboard Update

Prepare and submit updated project information, including schedule and budget, for the Authority's dashboard on a monthly basis; provide QC review of revised information on website.

2.0 PROJECT DEVELOPMENT

This scope of services includes professional services and deliverables in support of the Authority's development of the Project.

2.1 Project Development Support

The GEC will provide support to the Authority as required during the Project Development process. Specific efforts will include

- 2.1.1 Loan and/or Grant Applications: Assist the Authority in the development of loan and/or grant applications for the project as required. This will include preparation of various elements of the loan and/or grant form & associated documentation for the Authority's review and approval; it will also include participation in the coordination efforts with State and/or Federal agencies as requested by the Authority.
- 2.1.2 Engineering and Technical Support: Provide various engineering and technical tasks as requested by the Authority including but not limited to: general engineering assistance, general technology assistance, general environmental coordination, reports, research, presentations, preparation of 3D video animation and meetings.
- 2.1.3 Traffic Modeling: Conduct a peer review of the CORSIM and/or VISSIM Traffic Models and provide summary of suggested revisions. Assist with coordination between consultants.
- 2.1.4 TxDOT Coordination: Provide appropriate staff as part of coordination efforts between the Authority and TxDOT. GEC will provide coordination efforts on the Authority's behalf at the direction of the Authority.
- 2.1.5 Traffic and Revenue (T&R) Consultant Coordination: Provide coordination and support to the Authority's T&R Consultant, as directed by the Authority.
- 2.1.6 Market Valuation: Assist in the development of the market valuation by providing industry knowledge and research for market valuation options.
- 2.1.7 Project Development Agreement (PDA): Assist in the development of the PDA, generation of PDA exhibits, review of PDA drafts, and TxDOT coordination support, as directed by the Authority.

- 2.1.8 CAMPO Coordination: Provide appropriate staff as part of coordination efforts between the Authority and CAMPO. GEC will provide coordination efforts on the Authority's behalf at the direction of the Authority.
- 2.1.9 Provide DBE Outreach and Public Involvement support as requested by the Authority.
- 2.2 Financial Planning Support
 - 2.2.1 Operation, Maintenance, and Renewal & Replacement Estimate Updates
 - 2.2.1.1 Develop and/or update GEC's opinion of probable operations cost estimates using either a Sketch Level approach (i.e., an assumed per transaction cost based on average operations costs of similar toll systems) or a Level 1 approach (i.e., estimate actual quantities for the various elements of the toll operations, enforcement and incident management and applying anticipated unit prices to same to develop an opening year cost estimate which can be escalated over time).
 - 2.2.1.2 Develop and/or update GEC's opinion of probable annual/routine maintenance cost estimates using either a Sketch Level approach (i.e., an estimated per centerline mile cost based on the facility type which considers the number of lanes, pavement material, and location) or a Level 1 approach (i.e., estimate actual quantities for the various elements of the maintenance efforts and applying anticipated unit prices to same to develop an opening year cost that can be escalated over time).
 - 2.2.1.3 Develop and/or update GEC's opinion of probable renewal & replacement budget cost estimates (non-routine maintenance estimates) using either a Sketch Level approach (i.e., an estimated per mile cost based on renewal & replacement budgets utilized on similar facilities) or a Level 1 approach (i.e., includes the identification of a long-term, periodic maintenance / replacement schedule, estimation of quantities for the associated elements, and inflated prices of same to assess the overall cost requirements of the system in the target years).
 - 2.2.2 Project Cost Estimate Updates

As directed by the Authority, GEC will provide opinion of probable project cost estimate updates for the project. GEC will prepare an estimate of probable construction costs which will include quantity/cost estimates for major components of work such as roadway paving, roadway earthwork, roadway drainage, bridge structures, retaining walls, other structures, signing and marking, lighting, and signalization. The estimate of probable construction costs will be used to estimate total project costs that will also include program management and oversight, preliminary engineering, final engineering, right-of-way (ROW) acquisition, environmental compliance/mitigation, construction, toll collection systems, utility relocation and construction engineering and inspection (CEI), and financing costs.

Provide updates to preliminary costs estimate, schedule, and financial feasibility analysis necessitated by the on-going project scoping/sizing process. GEC will develop and certify the Engineers Report for the Official Statement (OS) and, as requested, review and comment on the OS.

2.2.3 Toll Feasibility Analysis Updates

GEC will assist the Authority in updating toll feasibility analyses which includes the incorporation of traffic and revenue forecast updates (by others); operations, maintenance, and renewal & replacement estimates; and total project cost estimates to determine the financial feasibility of the project.

2.2.4 Financial Advisor Support/Financial Plan Development

GEC will provide financial advisor support necessary for the Authority to conduct financial programming of their system. This will include the development of cash flow analyses which contemplate implementation costs and schedules. GEC will also assist in the identification of priorities to support the determination of alternate project delivery scenarios. The tasks will include:

2.2.4.1 Develop GEC's opinion of probable project costs based upon alternative project delivery approaches.

2.2.4.2 Assess funding sources such as state funds, federal formula funds, federal discretionary funds, and toll revenues.

2.2.4.3 Assist with the assessment of financing techniques such as State Infrastructure Banks, the Transportation Infrastructure Finance and Innovation Act (TIFIA), Advanced Construction, Toll Revenue Bonds, TxDOT Toll Equity Grants, and other state bonds.

2.2.4.4 Develop and provide summary of revenue shortfall mitigation strategies to minimize impacts on scheduled project delivery and prepare a summary of cost increases or reductions that could affect the cost of the project.

2.2.4.5 Develop a Funding Contingency Plan should funding for the project as a whole not be provided and determine the impact of various design approaches on estimated project costs and project design life. GEC will:

- Develop a list of "reasonable" design options for consideration such as project length reductions, ramp reductions, and pavement structure modifications.
- Meet with the Authority to get concurrence regarding design options prior to additional analysis.
- Analyze and document the financial implications of the various design options considered and include such things as project cost, schedule impact, local economic impact, length of useful life, and impact on financing options.

2.3 Preliminary Design Services -- Toll Systems / Facilities Design

2.3.1 Preliminary Toll Schematic Development

The GEC will provide preliminary design services to develop a schematic for the toll collection system for the Project. It is anticipated the toll system will utilize an Electronic Toll Collection (ETC) System (cashless). The GEC will prepare a toll facilities preliminary design utilizing the roadway schematic prepared by others as a basis. Sufficient coordination efforts with the Authority, the Authority's System Integrator, and TxDOT will be included so that proper input is received regarding the schematic development. The toll schematic will be submitted to the Authority and TxDOT for approval. Toll Systems/Facilities Schematic Design will include:

- 2.3.1.1 Plan view depicting locations of toll systems/facilities.
- 2.3.1.2 Layouts for toll gantries
- 2.3.1.3 Outline Specifications
- 2.3.1.4 Opinion of Probable Construction Cost
- 2.3.1.5 Analysis of:
 - Toll Operations
 - Mechanical and Electrical Operations
 - Provisions for local utilities services
 - Facilities for surveillance, communication and control
 - Conceptual ITS interface and infrastructure

2.3.2 Context Sensitive Design

Support the Authority in activities associated with the Sustainability Design Competition.

3.0 ENVIRONMENTAL SERVICES

3.1 Agency Coordination

Support the Authority in coordination activities with TxDOT Austin District, Consultants, Resource Agencies, TxDOT's Environmental Affairs Division, and the FHWA, as required; including meeting preparation, meeting participation, public outreach support and attendance at public meetings, hearings, and noise workshops.

3.2 Environmental Program Management Schedule

Monitor the schedule and provide updates to the Authority on a monthly basis.

3.3 Document Review

3.3.1 Review draft and final Environmental Documents and provide written comments and recommendations on such documents.

3.3.2 Review draft and final schematic and provide written comments and recommendations on schematic.

3.3.3 Reviews shall be for conformance to the applicable requirements of TxDOT and FHWA. Sources of materials will include data received from TxDOT and other federal, state and local governmental and other agencies and field investigations.

**Attachment B - Fee Estimate
Summary**

CTRMA General Engineering Consultant
 Atkins - Man-hour Breakdown & Fee Estimate
 General Engineering Consultant Services Oak Hill Expressway

ATKINS WORK AUTHORIZATION #7

GENERAL ENGINEERING CONSULTANT SERVICES OAK HILL EXPRESSWAY

<u>TASK</u>	<u>SUBTOTAL</u>	<u>SUBTOTAL</u>	<u>TOTAL</u>
	Labor +		
	Overhead +	Direct	
	Profit	Expenses	
1.0 - Project Management & Administration	\$ 179,028	\$ 1,000	\$ 180,028
2.0 - Project Development	\$ 410,578	\$ 4,100	\$ 414,678
3.0 - Environmental Services	\$ 154,386	\$ 1,600	\$ 155,986
TOTALS	\$ 743,992	\$ 6,700	\$ 750,692

Attachment B - Fee Estimate

CTRMA General Engineering Consultant
 Atkins - Man-hour Breakdown & Fee Estimate
 General Engineering Consultant Services Oak Hill Expressway

ATKINS WORK AUTHORIZATION #7 GENERAL ENGINEERING CONSULTANT SERVICES OAK HILL EXPRESSWAY

1.0 - Project Management & Administration

TASK / WORK DESCRIPTION	A	B	C	D	E	F	TOTAL
	70.00 \$	60.00 \$	50.00 \$	40.00 \$	30.00 \$	20.00 \$	HRS
(Estimated Average Labor Rates)							
1.1 Coordinate, Procure and Administer Contracts/Work Authorizations	80	100	60				240
1.2 Progress Reporting	80	100				400	580
1.3 Record Keeping & File Management	40	60				200	200
1.4 Correspondence	24	24	120				100
1.5 Scheduling		100					168
1.6 Dash Board Updates							100
TOTAL DIRECT LABOR	224	384	180	0	0	600	1388
	<i>16.14%</i>	<i>27.67%</i>	<i>12.97%</i>	<i>0.00%</i>	<i>0.00%</i>	<i>43.23%</i>	
Labor Costs	\$ 15,680	\$ 23,040	\$ 9,000	-	-	\$ 12,000	\$ 59,720
Overhead Costs	167.66%	\$ 26,289	\$ 15,089	-	-	\$ 20,119	\$ 100,127
Profit	12.00%	\$ 5,036	\$ 2,891	-	-	\$ 3,854	\$ 19,182
Total Loaded Labor	\$ 47,005	\$ 69,069	\$ 26,980	-	-	\$ 35,974	\$179,028

Direct Expenses

Plotting and Reproduction	\$ 1,000
Mail and Deliveries	-
Misc Expenses	-
Travel and Field Expenses	-
Total Direct Expenses	\$ 1,000

Total \$ 180,028

Attachment B - Fee Estimate

CTRMA General Engineering Consultant
 Atkins - Man-hour Breakdown & Fee Estimate
 General Engineering Consultant Services Oak Hill Expressway

**ATKINS WORK AUTHORIZATION #7
 GENERAL ENGINEERING CONSULTANT SERVICES OAK HILL EXPRESSWAY**

TASK / WORK DESCRIPTION	A	B	C	D	E	F	TOTAL
	70.00 \$	60.00 \$	50.00 \$	40.00 \$	30.00 \$	20.00 \$	20.00 HRS
(Estimated Average Labor Rates)							
2.0 - Project Development							
2.1 Project Development Support							
2.1.1 Loan / Grant Applications	20	40	40			20	120
2.1.2 Engineering & Technical Support	20	40	200				260
2.1.3 Traffic Modeling	20	120	60	20	20		240
2.1.4 TxDOT Coordination	40	40					80
2.1.5 Traffic & Revenue Consultant Coordination	8	16					24
2.1.6 Market Valuation	40	160	40	40	20	10	310
2.1.7 Project Development Agreement		40					40
2.1.8 CAMPO Coordination	20	40					60
2.1.9 DBE Outreach & Public Involvement Support	40						40
2.2 Financial Planning Support							0
2.2.1 Operations & Maintenance Cost Estimates	40	80	200	40		10	370
2.2.2 Project Cost Estimates & Updates	20	80	200	20		10	330
2.2.3 Toll Feasibility Analysis	10	40	120	10		10	190
2.2.4 Financial Advisor Support	10	20	40			20	90
2.3 Preliminary Design Services - Toll Facilities							0
2.3.1 Prelim Toll Schematic Development	8	80	100	40		10	238
2.3.2 Context Sensitive Design	16	40	100			8	164
TOTAL DIRECT LABOR	312	836	1100	170	40	98	2556
<i>% Total by Classification</i>							
Labor Costs	\$ 21,840	\$ 50,160	\$ 55,000	\$ 6,800	\$ 1,200	\$ 1,960	\$ 136,960
Overhead Costs	\$ 36,617	\$ 84,098	\$ 92,213	\$ 11,401	\$ 2,012	\$ 3,286	\$ 229,627
Profit	\$ 7,015	\$ 16,111	\$ 17,666	\$ 2,184	\$ 385	\$ 630	\$ 43,990
Total Loaded Labor	\$ 65,472	\$ 150,369	\$ 164,879	\$ 20,385	\$ 3,597	\$ 5,876	\$410,578

Category	Amount
Direct Expenses	
Plotting and Reproduction	\$ 1,000
Mail and Deliveries	\$ -
Misc Expenses	\$ 2,500
Travel and Field Expenses	\$ 500
Total Direct Expenses	\$ 4,100
Total	\$ 414,678

Attachment B - Fee Estimate

CTRMA General Engineering Consultant
 Atkins - Man-hour Breakdown & Fee Estimate
 General Engineering Consultant Services Oak Hill Expressway

ATKINS WORK AUTHORIZATION #7 GENERAL ENGINEERING CONSULTANT SERVICES OAK HILL EXPRESSWAY

TASK / WORK DESCRIPTION	A	B	C	D	E	F	TOTAL
	70.00	60.00	50.00	40.00	30.00	20.00	HRS
(Estimated Average Labor Rates)							
3.0 - Environmental Services							
3.1 Agency Coordination	30	30	60				120
3.2 Environmental Program Management Schedule	40	80	80				200
3.3 Document Review							
3.3.1 Review Environmental Documents	40	40	160				240
3.3.2 Review Schematics	40	40	160				240
3.3.3 Misc Conformance Reviews - Governments and Agencies	20	20	80				120

	170	210	540	0	0	0	920
TOTAL DIRECT LABOR	170	210	540	0	0	0	920
	<i>18.48%</i>	<i>22.83%</i>	<i>58.70%</i>	<i>0.00%</i>	<i>0.00%</i>	<i>0.00%</i>	<i>0.00%</i>
<i>% Total by Classification</i>							
Labor Costs	\$ 11,900	\$ 12,600	\$ 27,000	\$ -	\$ -	\$ -	\$ 51,500
Overhead Costs	\$ 19,952	\$ 21,125	\$ 45,268	\$ -	\$ -	\$ -	\$ 86,345
Profit	\$ 3,822	\$ 4,047	\$ 8,672	\$ -	\$ -	\$ -	\$ 16,541
Total Loaded Labor	\$ 35,674	\$ 37,772	\$ 80,940	\$ -	\$ -	\$ -	\$154,386

Direct Expenses	
Plotting and Reproduction	\$ 1,000
Mail and Deliveries	\$ -
Misc Expenses	\$ -
Travel and Field Expenses	\$ 600
Total Direct Expenses	\$ 1,600

Total \$ 155,986

**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 11-082

**APPROVE A WORK AUTHORIZATION UNDER THE GEC MASTER
CONTRACT WITH HNTB CORPORATION FOR PROJECT SPECIFIC
SERVICES RELATED TO THE DEVELOPMENT OF
THE MANCHACA EXPRESSWAY (APPROXIMATELY 4 MILES OF THE SH
45 SOUTHWEST CORRIDOR, FROM LOOP 1 TO FM 1626).**

WHEREAS, HNTB Corporation ("HNTB") serves as a general engineering consultant to the Central Texas Regional Mobility Authority ("CTRMA") under the Agreement for General Consulting Civil Engineering Services effective January 1, 2010 (the "Agreement"); and

WHEREAS, HNTB and the Executive Director have discussed and agreed to a proposed work authorization, a copy of which is attached and incorporated into this resolution as Attachment A, for HNTB to perform certain project management, administrative tasks and program oversight duties related to CTRMA's development of the Manchaca Expressway; and


WHEREAS, the Executive Director recommends approval of the proposed amendment.

NOW THEREFORE, BE IT RESOLVED that the Board of Directors approves the proposed Work Authorization No. 9, in the form or substantially the same form as Attachment A; and

BE IT FURTHER RESOLVED that the proposed supplemental work authorization, as approved, may be finalized and executed by the Executive Director on behalf of CTRMA.


Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of June, 2011.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 11-082
Date Passed: 6/29/11

ATTACHMENT "A" TO RESOLUTION 11-082

PROPOSED WORK AUTHORIZATION NO. 8

[on the following 10 pages]

APPENDIX D

WORK AUTHORIZATION

WORK AUTHORIZATION NO. 8.0

This Work Authorization is made as of this 1st day of July, 2011, under the terms and conditions established in the AGREEMENT FOR GENERAL CONSULTING ENGINEERING SERVICES, dated as of December 23rd, 2009 (the "Agreement"), between the Central Texas Regional Mobility Authority ("Authority") and **HNTB Corporation** ("GEC"). This Work Authorization is made for the following purpose, consistent with the services defined in the Agreement:

Manchaca Expressway Project Development

Section A. - Scope of Services

A.1. GEC shall perform the following Services:

Please reference Attachment A – Scope of Work

A.2. The following Services are not included in this Work Authorization, but shall be provided as Additional Services if authorized or confirmed in writing by the Authority.

N/A

A.3. In conjunction with the performance of the foregoing Services, GEC shall provide the following submittals/deliverables (Documents) to the Authority:

Please reference Attachment A – Scope of Work

Section B. - Schedule

GEC shall perform the Services and deliver the related Documents (if any) according to the following schedule:

Services defined herein are expected to be substantially complete within thirty (36) months from the date this Work Authorization 8.0 becomes effective. This Work Authorization 8.0 will not expire until all tasks associated with the Scope of Services are complete.

Section C. - Compensation

C.1. In return for the performance of the foregoing obligations, the Authority shall pay to the GEC the amount not to exceed **\$1,996,351** based on a Cost Plus fee listed in Attachment B – Fee Estimate. Compensation shall be in accordance with the Agreement.

The Authority and the GEC agree that the budget amounts contained in Attachment B-Fee Estimate for the GEC are estimates and that these individual figures may be redistributed and/or adjusted as necessary over the duration of this Work Authorization. The GEC may alter the compensation distribution between tasks or work assignments to be consistent with

the Services actually rendered within the total Work Authorization amount. The GEC shall not exceed the maximum amount payable without prior written permission by the Authority.

C.2. Compensation for Additional Services (if any) shall be paid by the Authority to the GEC according to the terms of a future Work Authorization.

Section D. - Authority's Responsibilities

The Authority shall perform and/or provide the following in a timely manner so as not to delay the Services of the GEC. Unless otherwise provided in this Work Authorization, the Authority shall bear all costs incident to compliance with the following:

N/A

Section E. - Other Provisions

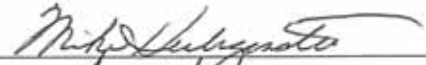
The parties agree to the following provisions with respect to this specific Work Authorization:

N/A

Except to the extent expressly modified herein, all terms and conditions of the Agreement shall continue in full force and effect.


Authority:

**CENTRAL TEXAS REGIONAL
MOBILITY AUTHORITY**

By: 
Name: MIKE HEILIGENSTEIN
Title: EXECUTIVE DIRECTOR
Date: 6/29/11

GEC:

HNTB Corporation

By: 
Name: Glenn C. Gregory, Jr
Title: Vice President
Date: 6/28/11

CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY**ATTACHMENT A – SCOPE OF SERVICES****WORK AUTHORIZATION NO. 8****SERVICES TO BE PROVIDED BY the GENERAL ENGINEERING CONSULTANT
(GEC)****General**

The services to be performed by GEC will include, but not be limited to, professional services and deliverables for various tasks related to the study and development of the Manchaca Expressway Project, "the Project". The limits of the services are from Loop 1 (MoPac) South to FM 1626. Because GEC has no control over the cost of labor, materials, or equipment furnished by others, or over the resources provided by others to meet project schedules, the GEC's opinion of probable costs shall be made on the basis of experience and qualifications as a practitioner of its profession. GEC does not guarantee that proposals, bids, or actual project costs will not vary from GEC's construction cost estimates and/or GEC's projected schedules. No review, coordination or monitoring services by GEC under this Agreement relieve other project participant's of their contractual obligations to the Authority or any other party.

1.0 PROJECT MANAGEMENT & ADMINISTRATION

The GEC will perform project management, administrative and coordination duties, including contract administration, project management, reporting, meeting minutes of required meetings and telephone conversations, and other related administrative tasks (e.g., direct costs) associated with the Project, including:

1.1. Coordinate, Procure, and Administer Work Authorizations

Prepare contracts, as required, between the GEC and the Authority, GEC and subconsultants, and Authority and its Subconsultants. The GEC will also assist in the preparation of and/or review of contracts between the Authority and subconsultants. Monitor and coordinate subconsultant activities, review all work products prepared by subconsultant, review and approve subconsultant progress reports and invoices.

1.2. Progress Reports and Invoices

Prepare and issue monthly reports on the Project's status which will document any issues, delays encountered, and corrective actions as necessary. The GEC will also provide a monthly update to the Authority on key milestones accomplished during the preceding month, meetings, and key activities for the upcoming month, and identify outstanding issues requiring resolution.

Prepare monthly invoices and progress reports for the work tasks, together with evidence of services accomplished during the time period since the previous report. Prepare a detailed schedule (provide in the Authority approved format) of anticipated monthly invoice billing linking to the project work authorization tasks. A monthly progress report will be submitted and will include: activities completed, initiated or ongoing, during the reporting period; challenges encountered and actions to remedy them; overall status, including a tabulation of percentage complete by task; updated project schedule; and DBE utilization status. This includes reporting and invoicing to TxDOT for reimbursement of funding, quarterly reports and presentations, and preparation and support for monthly Project updates for distribution to stakeholders.

1.3. Record Keeping and File Management

Maintain, and, upload records and files, related to the Project, throughout the duration of GEC Services.

1.4. Correspondence

Prepare written materials, letters, survey forms, etc. used to solicit information or collect data for the project and submit them to the Authority for review and approval prior to its use or distribution. Copies of relevant outgoing correspondence and incoming correspondence will be provided to the Authority on a continuing basis.

1.5. Work Authorization Schedule

Prepare a detailed, graphic schedule linking work authorization tasks, subtasks, critical dates, milestones, deliverables, and the Authority/Texas Department of Transportation (TxDOT)/ Federal Highway Administration (FHWA) scheduled review requirements. The project schedule will be in a format that depicts the order and inter-dependence of the various tasks, subtasks, milestones and deliverables for each of the tasks identified therein. Progress will be reviewed periodically, and should these reviews indicate a substantial change in progress, a schedule recovery strategy will be developed collectively with the comprehensive Project team and the schedule will be revised accordingly. Implementation of the recovery schedule is subject to TxDOT's team.

1.6. Dashboard Update

Prepare and submit updated project information, including schedule and budget, for the Authority's dashboard on a monthly basis; provide QC review of revised information on website.

2.0 PROJECT DEVELOPMENT

This scope of services includes professional services and deliverables in support of the Authority's development of the Project from Loop 1 (MoPac) South to FM 1626.

2.1. Project Development Support

The GEC will provide support to the Authority as required during the Project Development process. Specific efforts will include

- 2.1.1. Loan and/or Grant Applications: Assist the Authority in the development of loan and/or grant applications for the project as required. This will include preparation of various elements of the loan and/or grant form and associated documentation for the Authority's review and approval; it will also include participation in the coordination efforts with State and/or Federal agencies as requested by the Authority.
- 2.1.2. Engineering and Technical Support: Provide various engineering and technical tasks as requested by the Authority including but not limited to: general engineering assistance, general technology assistance, general environmental coordination, reports, research, presentations, and meetings.
- 2.1.3. Traffic Modeling: Conduct a peer review of the CORSIM and/or VISSIM Traffic Models and provide summary of suggested revisions. Assist with coordination between consultants.
- 2.1.4. TxDOT and FHWA Coordination: Provide appropriate staff as part of coordination efforts between the Authority and TxDOT and FHWA. GEC will provide coordination efforts on the Authority's behalf at the direction of the Authority.
- 2.1.5. Traffic and Revenue (T&R) Consultant Coordination: Provide coordination and support to the Authority's T&R Consultant, as directed by the Authority.
- 2.1.6. Project Development Agreement (PDA): Assist in the development of the PDA, generation of PDA exhibits, review of PDA drafts, and TxDOT coordination support, as directed by the Authority.
- 2.1.7. CAMPO Coordination: Provide appropriate staff as part of coordination efforts between the Authority and CAMPO. GEC will provide coordination efforts on the Authority's behalf at the direction of the Authority.
- 2.1.8. Provide DBE Outreach as requested by the Authority.
- 2.1.9. Litigation Support: Provide litigation support which includes answering questions, reviewing documents and clarifying information as requested by the Authority. In the event HNTB is requested to attend a deposition or provide fact witness testimony, such time and expenses is an additional cost under this agreement and will be billed to CTRMA at HNTB's hourly rate for such individual.
- 2.1.10. Utility and Right-of-Way Support: Support the Authority in its efforts to coordinate future utility relocations and right-of-way acquisitions if needed.

2.2. Financial Planning Support

2.2.1. Operation, Maintenance, and Renewal & Replacement Estimate Updates

- 2.2.1.1. Develop and/or update GEC's opinion of probable operations cost estimates using either a Sketch Level approach (i.e., an assumed per transaction cost based on average operations costs of similar toll systems) or a Level 1 approach (i.e., estimate actual quantities for the various elements of the toll operations, enforcement and incident management and

applying anticipated unit prices to same to develop an opening year cost estimate which can be escalated over time).

- 2.2.1.2. Develop and/or update GEC's opinion of probable annual/routine maintenance cost estimates using either a Sketch Level approach (i.e., an estimated per centerline mile cost based on the facility type which considers the number of lanes, pavement material, and location) or a Level 1 approach (i.e., estimate actual quantities for the various elements of the maintenance efforts and applying anticipated unit prices to same to develop an opening year cost that can be escalated over time).
- 2.2.1.3. Develop and/or update GEC's opinion of probable renewal & replacement budget cost estimates (non-routine maintenance estimates) using either a Sketch Level approach (i.e., an estimated per mile cost based on renewal & replacement budgets utilized on similar facilities) or a Level 1 approach (i.e., includes the identification of a long-term, periodic maintenance/replacement schedule, estimation of quantities for the associated elements, and inflated prices of same to assess the overall cost requirements of the system in the target years).

2.2.2. Project Cost Estimate Updates

GEC will provide opinion of probable project cost estimate updates for the project. GEC will prepare an estimate of probable construction costs which will include quantity/cost estimates for major components of work such as; roadway paving, roadway earthwork, roadway drainage, bridge structures, retaining walls, other structures, signing and marking, lighting, and signalization. The estimate of probable construction costs will be used to estimate total project costs that will also include program management and oversight, preliminary engineering, final engineering, right-of-way (ROW) acquisition, environmental compliance/mitigation, construction, toll collection systems utility relocation and construction engineering and inspection (CEI), and financing costs.

Provide updates to preliminary costs estimate, schedule, financial feasibility analysis necessitated by the on-going project scoping/sizing process.

Incorporate the use of risk-based cost estimating as appropriate.

2.2.3. Toll Feasibility Analysis Updates

GEC will assist the Authority in updating toll feasibility analyses which includes the incorporation of traffic and revenue forecast updates (by others); operations, maintenance, and renewal & replacement estimates; and total project cost estimates to determine the financial feasibility of the project.

2.2.4. Financial Advisor Support/Financial Plan Development

GEC will provide financial advisor support necessary for the Authority to conduct financial programming of their system. This will include the development of cash flow analyses which contemplate implementation costs and schedules. GEC will also assist in the identification of priorities to support the determination of alternate project delivery scenarios. The tasks will include:

- Develop GEC's opinion of probable project costs based upon alternative project delivery approaches. Assess third party related costs for utility adjustments/relocations
- Coordinate the system financing plan which may include the 183A Phase I and II, the Mopac Improvement Project, and 290E Phase I and II projects, and may require the update and revision of the respective operations and maintenance costs, traffic and revenue studies, and renewal and replacement cost estimates.
- Assess funding sources such as state funds, federal formula funds, federal discretionary funds, and toll revenues.
- Assist with the assessment of financing techniques such as State Infrastructure Banks, the Transportation Infrastructure Finance and Innovation Act (TIFIA), Advanced Construction, Toll Revenue Bonds, TxDOT Toll Equity Grants, and other state bonds.
- Develop and provide summary of revenue shortfall mitigation strategies to minimize impacts on scheduled project delivery and prepare a summary of cost increases or reductions that could affect the cost of the project.
- Develop a Funding Contingency Plan should funding for the project as a whole not be provided and determine the impact of various design approaches on estimated project costs and project design life. GEC will:
 - Develop a list of “reasonable” design options for consideration such as project length reductions, ramp reductions, and pavement structure modifications
 - Meet with the Authority to get concurrence regarding design options prior to additional analysis.
 - Analyze and document the financial implications of the various design options considered and include such things as project cost, schedule impact, local economic impact, length of useful life, and impact on financing options.

2.3. Design Services – Toll Systems / Facilities Design

2.3.1. Toll Schematic Design Plans

The GEC will provide design services to develop schematic design plans for the toll collection system for the Project. It is anticipated the toll system will have four (4) toll locations along the Corridor and will utilize an Electronic Toll Collection (ETC) System (cashless). The GEC will prepare toll facilities preliminary design utilizing the roadway schematic prepared by others as a basis for the design. Sufficient input from the Authority and TxDOT will be included so that proper input is received regarding the design concept(s). The toll schematic design plans will be submitted to the Authority and TxDOT for approval prior to development of PS&E documents. Toll Systems/Facilities Schematic Design will include:

- Locate toll systems / facilities on Schematic Design plans.
- Include in the Schematic Design (in reference to toll systems):

- Plan view (Structural, Equipment Enclosures, Large Signs, Striping)
 - Elevations
 - General Sections
- Analysis of:
 - Toll Operations
 - Mechanical and Electrical Operations
 - Provisions for local utilities services
 - Facilities for surveillance, communication and control
 - Conceptual ITS interface and infrastructure
- Layouts for toll gantries
- Outline Specifications
- Opinion of Probable Construction Cost

2.3.2. Toll System/ Facilities PS&E Design 95%

- Based on the approved Schematic Design drawings and documents, the GEC will prepare the PS&E Documents. These documents will set forth in detail the requirements for construction of the toll collection systems portion of the Project. The PS&E Documents shall establish in detail the quality level of materials and systems for the toll collection systems / facilities and will include:
 - Plans
 - Elevations
 - Sections
 - Details
 - General Conditions
 - Technical Specifications
 - Updated Opinion of Probable Construction Cost
- 95% Review Documents and Plans will be submitted to the Authority and TxDOT for review. Any comments will be addressed and the updated 95% plans will be utilized for the CDA procurement. Any revisions that may be required for construction will be part of a future work authorization.

Surveillance, Communication and Control

- Development of Surveillance, Communication and Control (SC&C) plans, details and estimates is not included in this scope of services. However, conduits for SC&C facilities provided by others will be included as directed by the Authority.

Electrical Design

- The GEC will provide electrical design efforts related for the toll collection systems aspects of the Project.
- The GEC will provide required electrical standards.
- The GEC will provide necessary drawings and specifications to adequately describe the Electrical Design for the toll collection systems portion of the Project.

Utility Design

- The GEC will provide a preliminary report on utility requirements at the toll gantry locations.
- The GEC will determine availability of utilities locally and regionally at the gantries.
- The GEC will develop utility plan for regional and onsite service.
- Utility relocation plans are not included in this scope of services. Any utility relocation plans in the project area are assume to be the responsibility of the CDA Developer.

Miscellaneous

- The GEC will prepare general notes for the construction documents.
- The GEC will prepare list of governing specifications, special specifications and special provisions.
- The GEC will provide Quality Control/Quality Assurance for toll facilities design and plan production activities.

2.4. Design Services – Context Sensitive Design

Support the Authority in its efforts to provide context sensitive design solutions to the Project. The GEC will develop 95% Construction Plans and Specifications that will provide guidance and assistance to a developer for the final design of context sensitive solutions, to include hardscape and landscape planting enhancements, seeding and sodding and an irrigation system(s) along the Project. Landscape and Aesthetics Guidelines, will be developed as part of the Context Sensitive Design for the project and will establish hardscape and landscape planting enhancements for interchanges, underpasses, overpasses, medians, terraced planting, screening, and other unique locations of high visibility. These guidelines will provide the basis for the development of the 95% Landscape and Aesthetics related Construction Plans, Specifications, and Estimates.

2.4.1 Sustainability Design Competition:

As requested by the Authority, coordinate and participate in a Sustainability Design Competition to solicit innovative, “green” concepts and ideas, as well as to promote sustainability within the roadway design process. Incorporate ideas, where appropriate, into the Environmental Impact Statement and/or schematic.

2.5. Conceptual Operations Plan

Prepare a preliminary draft Conceptual Operations Plan for the Project which is intended to establish the basic framework for operations of the facility; including a basic definition of systems architecture for ITS and toll collection, incident management, safety and enforcement, and maintenance. The plan will include the roles and responsibilities of the various agencies. The basic approach for the development of the Conceptual Operations Plan will utilize the “183A CONCEPT OF OPERATIONS” and “MANOR EXPRESSWAY CONCEPT OF OPERATIONS” prepared for the Authority to the extent possible as a starting point for the Conceptual Operations Plan. This living document will identify program goals and specific project operational requirements, infrastructure, personnel, operations and maintenance support efforts, and resource requirements. In addition, the Conceptual Operations Plan will provide a preliminary program schedule and timeline of various activities to meet the Authority’s goals within the desired timeframe.

This task involves assisting the Authority with professional consulting services that include conceptual operations plan development and coordination with TxDOT, the City of Austin, Travis County, Hays County, TTI, and the Authority's Toll Systems Integrator. The work associated with the development of the Conceptual Operations Plan will include the following specific tasks.

2.5.1. Operations Plan Development

Based, in part, on the findings of industry research and the development of "Best Practices" for the operation of toll projects, prepare a draft preliminary Conceptual Operations Plan which presents the concept for operation of the proposed Project to include:

- Definition of the Operations Concept
- Description of the toll facility
- Description of the Systems Architecture, including
 - Toll Collection System components
 - Communications Infrastructure
 - ITS System and Interface
- Incident Management
- Enforcement
- Facility Maintenance
- Review of CTRMA policies to ensure they are applicable to the Project

2.5.2. Interagency Coordination

Assist the Authority in conducting a series of agency work sessions in order to develop a basic framework for establishment of the roles and responsibilities for the various respective agencies.

Based on discussions and conclusions identified during the interagency work sessions, prepare a basic organizational structure describing the roles and responsibilities of the agencies to be involved in the operation of the Project.

2.6. Pre-CDA Procurement Management Services Support

Support the Authority in its initial efforts to prepare deliverables required to complete the procurement of a development team (the Developer) to enter into a comprehensive development agreement (CDA) with the Authority to develop and construct the Project.

3.0 ENVIRONMENTAL SERVICES

3.1. Agency Coordination

Support the Authority in coordination activities with TxDOT Austin District, Consultants, Resource Agencies, TxDOT's Environmental Affairs Division, and the FHWA, as required; including meeting preparation and meeting participation. This includes but is not limited to TxDOT coordination meetings, FHWA coordination meetings, and EIS Technical Working Group meetings. Support the Authority in its efforts to adhere with the mandated Consent

Decree and Partial Final Judgment from Jan 23, 1990, in which deviation from the proposed Project design would require coordination with the Barton Springs/Edwards Aquifer Conservation District and, quite possibly, the Federal Court.

3.2. Document Review

- Review draft and final Environmental Documents and provide written comments and recommendations on such documents.
- Review draft and final schematic and provide written comments and recommendations on schematic.
- Reviews shall be for conformance to the applicable requirements of TxDOT and FHWA. Sources of materials will include data received from TxDOT and other federal, state and local governmental and quasi-governmental agencies and field investigations.

3.3 Schematic Design Review

GEC will provide design services to review the schematic design plans being prepared for the Project by TxDOT and its consultant(s). The fee allows for a draft and final review of schematics, including providing written comments and recommendations and a constructability review.

Bicycle and Pedestrian Accommodations: Support the Authority in its efforts to incorporate safe and feasible walking and bicycling connectivity into the Project per FHWA and TxDOT guidance.

4.0 Public Involvement Support

GEC will provide public involvement outreach support on behalf of the Authority for the environmental process, noise workshops, context sensitive design, and other stakeholders as identified.

Provide public involvement, neighborhood outreach, agency and elected official outreach services as requested by the Authority.

Provide a computer simulation of the Project for use in Open House meetings and outreach events as requested by the Authority.

[END OF SECTION]

TASK DESCRIPTION	CLASSIFICATION													TOTAL HOURS										
	Group Director / Program Manager	Department Manager	Sr. Advisor / Project Director	Sr. Project Manager	Project Manager I	Project Sr. Engineer	Engineer III	Sr. Technician	Sr. CPM Analyst	Sr. Planner	Planner V	Sr. UD/LA	UPD II		Public Involvement Mgr.	Sr. Public Involvement Rep.	Sr. ITS Design Engineer	GIS Team Leader	Sr. Graphic Designer	Scientist II	Office Business Manager	Project Analyst	Admin. Assistant	Office Tech. Specialist
1.0 PROJECT MANAGEMENT AND ADMINISTRATION																								
1.1 Contract, Procure, and Administer Work Authorizations	80	40		120					10												100			
1.2 Progress Reports and Invoices	80			100																	160			
1.3 Record Keeping and File Management	40			40																	300			
1.4 Correspondence	32	16	16	60					200												20			
1.5 Meetings	40			40																				
1.6 Dashboard Update	40			40																				
SUBTOTAL	312	56	16	404	0	100	0	240	240	40	0	0	0	0	110	0	0	0	0	36	140	400	2,420	
2.0 PROJECT DEVELOPMENT																								
2.1 Project Development Support	210		80	200	360	240	240	240	40															
2.2 Financial Planning Support	120		40	160	60	60	60	60	0															
2.3 Design Services - Toll Systems / Facilities Design	40		40	40	40	40	40	40	0															
2.4 Design Services - Corridor Sensitivity Design	0		20	160	40	20	20	20	0															
2.5 Conceptual Operations Plan	40		200	500	600	600	600	480	40															
SUBTOTAL	450	180	40	120	40	120	40	40	40	40	80	40	40	40	400	40	40	40	40	0	0	0	448	6,590
3.0 ENVIRONMENTAL SERVICES																								
3.1 Mitigation Coordinator	40	180	40	40	120	40	40	40	40															
3.2 Document Review	40	360	40	80	160	240	240	120	120															
3.3 Schematic Design Review	40	24	40	20	200	240	240	120	120															
SUBTOTAL	120	564	120	140	460	520	520	120	120	0	80	40	40	40	400	40	400	0	0	0	0	0	0	800
4.0 PUBLIC INVOLVEMENT SUPPORT																								
4.0 Public Involvement Support	40	80	20	20	0	40	40	20	0															
SUBTOTAL	40	80	20	20	0	40	40	20	0	0	0	0	0	40	400	0	0	0	0	0	0	0	0	800
TOTAL HOURS	922	1,032	356	736	1,524	1,180	760	600	290	290	40	40	40	120	400	36	36	0	0	0	0	0	0	12,158
BASE RATE	\$ 101.05	\$ 78.48	\$ 109.95	\$ 84.39	\$ 60.25	\$ 50.40	\$ 38.15	\$ 45.51	\$ 45.01	\$ 55.01	\$ 48.41	\$ 48.41	\$ 48.41	\$ 48.41	\$ 48.41	\$ 48.41	\$ 48.41	\$ 48.41	\$ 48.41	\$ 48.41	\$ 48.41	\$ 48.41	\$ 48.41	\$ 48.41
TOTAL LABOR	\$ 93,168	\$ 80,997	\$ 39,140	\$ 62,110	\$ 91,874	\$ 59,467	\$ 29,755	\$ 25,253	\$ 25,253	\$ 25,253	\$ 25,253	\$ 25,253	\$ 25,253	\$ 25,253	\$ 25,253	\$ 25,253	\$ 25,253	\$ 25,253	\$ 25,253	\$ 25,253	\$ 25,253	\$ 25,253	\$ 25,253	\$ 25,253
LABOR BURDEN	\$ 175,442	\$ 150,794	\$ 72,864	\$ 116,624	\$ 170,340	\$ 110,194	\$ 55,148	\$ 47,833	\$ 47,833	\$ 47,833	\$ 47,833	\$ 47,833	\$ 47,833	\$ 47,833	\$ 47,833	\$ 47,833	\$ 47,833	\$ 47,833	\$ 47,833	\$ 47,833	\$ 47,833	\$ 47,833	\$ 47,833	\$ 47,833
TOTAL	\$ 268,610	\$ 231,791	\$ 112,004	\$ 177,734	\$ 262,214	\$ 170,652	\$ 85,148	\$ 73,086	\$ 73,086	\$ 73,086	\$ 73,086	\$ 73,086	\$ 73,086	\$ 73,086	\$ 73,086	\$ 73,086	\$ 73,086	\$ 73,086	\$ 73,086	\$ 73,086	\$ 73,086	\$ 73,086	\$ 73,086	\$ 73,086

Estimated Subcontract Fee = \$280,000

TBD - Fee included in tasks above

60,000

60,000

EXPENSES

MISCELLANEOUS EXPENSES \$

MISCELLANEOUS SUBCONSULTANTS \$

TOTAL \$

60,000

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**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 11-083

**APPROVE THE SUBMISSION OF PROJECT APPLICATIONS TO THE
CAPITAL AREA METROPOLITAN PLANNING ORGANIZATION (CAMPO)
FOR ITS CONSIDERATION IN RESPONSE TO A CAMPO CALL FOR
PROJECTS TO BE FUNDED FROM 2011 – 2014 METRO MOBILITY AND
REHABILITATION DOLLARS ALLOCATED TO THE REGION.**

WHEREAS, the Capital Area Metropolitan Planning Organization (CAMPO) is charged with selecting projects to receive the funding in the region under Federal Highway Administration Surface Transportation Program Metropolitan Mobility (STP MM); and

WHEREAS, CAMPO is conducting a Call for Projects to award \$78.5 million in transportation funds based on the goals and objectives established by the *CAMPO 2035 Regional Transportation Plan*; and

WHEREAS, an applications for funds other than planning studies must be for a project identified, either individually or as part of a categorical grouping, on the Regionally Funded Projects List of the *CAMPO 2035 Regional Transportation Plan*; and

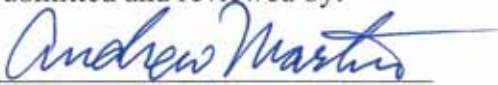
WHEREAS, the Executive Director recommends submitting applications to CAMPO to fund projects listed in the *CAMPO 2035 Regional Transportation Plan* that are identified on the project list attached and incorporated into this resolution as Attachment A.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves the proposed Change Order No. 2 in the form or substantially the same form as Attachment A; and

BE IT FURTHER RESOLVED, that Change Order No. 2 may be finalized and executed by the Executive Director on behalf of CTRMA.


Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of June, 2011.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 11-083
Date Passed: 6/29/11

ATTACHMENT "A" TO RESOLUTION 11-083

PROJECT LIST

1. **183A Shared Use Path Extension** – from Hero Way north to San Gabriel River including connection to proposed Capital Metro Park & Ride; includes design and construction.
2. **HERO Patrol Service Program Extension** – extended limits from SH130 in Georgetown to Yarrington Road in Kyle and 24hr service Monday-Friday.
3. **Loop 1 South Project** – from Lady Bird Lake south to Slaughter Lane; includes planning study, environmental clearance, schematic development, Level 1 T&R, and bonding capacity analysis.
4. **US 183 Express Lanes Project** – from just north of RM620 south to Loop 1; includes planning study, environmental clearance, schematic development, Level 1 T&R, and bonding capacity analysis.

**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 11-084

**AUTHORIZE A PROCUREMENT PROCESS FOR PROPOSALS
TO BE A SPONSOR OF THE HERO PROGRAM.**

WHEREAS, CTRMA administers the Highway Emergency Responders Operators (HERO) program that has assisted over 3,600 motorists and is successful in its goal of providing assistance to motorists and keeping traffic flowing on IH 35; and

WHEREAS, as CTRMA works to continue, and possibly expand, the HERO program after September, 2012, when funding provided under the American Recovery and Reinvestment Act will terminate, other sources of funding are being pursued, including the solicitation of private and public financial sponsorships for the HERO program; and

WHEREAS, the Executive Director recommends initiating a procurement process to formally solicit proposals for financial sponsorship of the HERO program beginning on or before September, 2012.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors authorizes and directs the Executive Director to prepare and issue a request for proposals for financial sponsorship of the HERO program; and

BE IT FURTHER RESOLVED, that the Executive Director shall establish a process to review responses to the request for sponsorship proposals and shall make a recommendation to the Board of Directors concerning proposals received based on "best value" to the Authority as established by criteria set forth in the request for proposals.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of June, 2011.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Willkerson
Chairman, Board of Directors
Resolution Number: 11-084
Date Passed: 6/29/11

**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 11-085

**AUTHORIZE PROCUREMENT OF PROJECT FINANCE AND
DEVELOPMENT ADVISORY SERVICES AND SOLICITATION OF
INDUSTRY INPUT ON PROJECT FINANCE AND DEVELOPMENT OPTIONS
FOR SPECIFIC PROJECTS**

WHEREAS, SB 1420, enacted by the 82nd Legislature, authorizes the Central Texas Regional Mobility Authority (CTRMA) to develop both the Loop 1 project from Farm-to-Market Road 734 to César Chávez Street (the “Mopac Improvement Project”) and the U.S. 183 South project from Springdale Road to Patton Avenue (the “Bergstrom Expressway”) through a concession comprehensive development agreement (“CDA”), pursuant to which a private entity may design, develop, finance, construct, maintain, repair, operate, extend, or expand a project on behalf of CTRMA; and

WHEREAS, SB 1420 also authorizes CTRMA to enter into a design-build or a design-build-finance agreement with a private entity, pursuant to which the private entity may design, construct, finance, expand, extend, rehabilitate, alter, or repair a transportation project on behalf of CTRMA; and

WHEREAS, use of public-private partnerships in the form of a concession CDA, a design-build agreement, or a design-build-finance agreement as authorized by SB 1420 could accelerate the delivery of needed transportation improvements in the Central Texas; and

WHEREAS, CTRMA desires to explore the use and feasibility of these innovative project delivery methods by establishing an advisory team to consult with CTRMA on the available project finance and delivery options and assist CTRMA in its efforts to advance its transportation projects by soliciting appropriate input from the industry concerning potential project finance and delivery options; and

WHEREAS, the Executive Director recommends that CTRMA procure the services of consultants and advisors qualified to provide the needed advisory services; and

WHEREAS, the Executive Director further recommends that CTRMA solicit industry input on project finance and development options for specific projects, including but not limited to the Mopac Improvement Project and the Bergstrom Expressway.


NOW THEREFORE, BE IT RESOLVED that the Board of Directors authorizes the Executive Director to initiate a process to procure appropriate project finance and development advisory services, including services related to public-private partnerships, design-build, and design-build-

finance options, provided that any contract for such advisory service shall be subject to approval by the Board of Directors; and

BE IT FURTHER RESOLVED, the Executive Director is authorized to initiate a process to solicit industry input on project finance and development options for specific projects, including but not limited to the Mopac Improvement Project and the Bergstrom Expressway.


Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of June, 2011.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number 11-085
Date Passed 6/29/11

**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 11-086

ADOPTION OF FY 2012 BUDGET

WHEREAS, the Central Texas Regional Mobility Authority ("CTRMA") was created pursuant to the request of Travis and Williamson Counties and in accordance with provisions of the Transportation Code and the petition and approval process established in 43 Tex. Admin. Code § 26.01, *et. seq.* (the "RMA Rules"); and

WHEREAS, prudent management and fiscal oversight are overriding objectives of the CTRMA Board of Directors; and

WHEREAS, it is necessary and desirable to develop and adopt a budget for CTRMA operations at the commencement of each fiscal year; and

WHEREAS, the Executive Director and staff have developed and recommend that the Board of Directors approve the budget for fiscal year 2011-2012 ("FY 2012") attached and incorporated into this resolution as Attachment A.

NOW THEREFORE, BE IT RESOLVED that the Board of Directors approves the FY 2012 budget as set forth in Attachment A; and

BE IT FURTHER RESOLVED that no funds otherwise appropriated and made available by the FY 2012 budget may be spent on lease payments for a multi-function copier/printer/fax machine, or to provide service and maintenance for a multi-function copier/printer/fax machine unless that machine is owned by CTRMA; and

BE IT FURTHER RESOLVED that this budget may be amended from time-to-time by approval of the Board of Directors.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 30th day of June, 2011.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 11-086
Date Passed: 6/29/11



CENTRAL TEXAS
Regional Mobility Authority



JUNE 29, 2011

FY 2012 ADOPTED BUDGET



FY 2012 Proposed Operating Budget

Table of Contents

Proposed Budget Highlights	1
Consolidated Revenues and Expenses	2
Summary of Expenses	3
Non-Cash Expenses	4
Summary of Changes from Draft 1 to Draft 3	5
Consolidated Line Item Detail	6
Department Budgets	
Administration.....	12
Financial Services.....	16
Toll Operations	22
Communications.....	27
Legal.....	32
Engineering.....	36
Consolidated Staffing Schedule.....	41
Capital Budget.....	42
System Operating Budget.....	43

Proposed Budget Highlights

- Revenue estimates for FY 2012 are proposed at \$27.7 million which is an approximate 25% increase over FY 2011 budget. Toll revenue estimates were derived from the Toll System Traffic and Revenue (T&R) Reports conducted by Stantec and URS. The estimates also include partial year revenues from the opening of the 183A extension project. To better reflect a conservative approach, we have reduced the toll revenue estimates from the previous proposed draft budget by \$1 million. Revenue estimates also include \$800K in federal grant money for the HERO program.
- Expenditure estimates for FY 2012 are proposed at \$31.3 million which represents a 2.72% decrease over FY 2011 budget.
- This 3rd draft of the proposed operating budget as compared to the first two drafts includes reductions to interest expense (\$4.9 million), general engineering contract budget (\$672,000) and toll collection fees (\$60,000) to reflect better estimates of these expenditure line items for the upcoming year.
- Estimates result in a positive budgeted cash inflow of \$1.65 million at the end of FY 2012.
- The proposed budget includes no new positions.
- Year-to-date numbers for FY 2011 are through June 22, 2011.
- A capital budget is now included for planned costs associated with developing the public private partnerships (P3) initiatives for Mopac Managed Lanes and 183 South projects as well as an updated capital project budget for the Manor Expressway project.
- The system operating budget is included for ensuring compliance with the trust indentures and coverage requirements.
- The FY 2012 Proposed Budget is in compliance with board policy of maintaining unrestricted cash on hand to cover one year of cash expenses.

Consolidated Summary Revenues and Expenses

	FY 2010 Adopted Budget	FY 2011 Adopted Budget	FY 2012 Proposed Budget
Revenues			
<i>Operating Revenue:</i>			
Toll Revenue	\$ 16,030,172	17,880,000	22,463,200
Video Tolls	2,869,362	2,800,000	3,004,800
Fee Revenue	1,316,840	1,350,000	1,252,000
Total Operating Revenue	\$ 20,216,374	\$ 22,030,000	\$ 26,720,000
<i>Other Revenue:</i>			
Interest Income	400,340	60,000	180,000
Grant Revenue	5,675,189		800,000
Misc Revenue	917	6,600	2,200
Total Other Revenue	\$ 6,076,446	\$ 66,600	\$ 982,200
Total Revenue	\$ 26,292,820	\$ 22,096,600	\$ 27,702,200
Expenses			
<i>Administrative, Operating and Financing</i>			
Salaries and Wages	2,778,081	2,913,702	3,059,242
Contractual Services	7,791,510	8,442,950	7,744,842
Materials and Supplies	127,350	120,500	252,200
Operating Expense	8,967,315	8,331,245	7,817,645
Financing Expense	18,818,743	12,443,280	12,500,303
Total Expenses	\$ 38,482,999	\$ 32,251,677	\$ 31,374,232
<i>Less: Non Cash Expenses</i>			
Amortization Expense		(1,225,000)	(1,230,000)
Depreciation Expense		(6,474,000)	(6,066,500)
Bond Issuance Expense		(620,280)	(385,707)
Accreted Interest - TIFFIA		(3,516,515)	
Accreted Interest - CABS		(899,355)	(960,255)
Total Non Cash Expenses		\$ (12,735,150)	\$ (8,642,462)
<i>Plus: Cash Outlays</i>			
Capitalized Interest - Interest Payments Due			1,721,444
Debt Service - Principal Due			1,595,000
Net Cash Flow			\$ 1,653,986

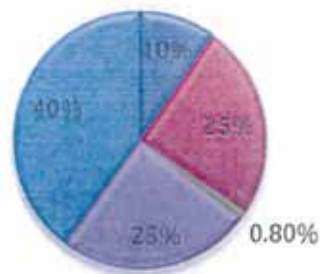
Consolidated Summary Revenues and Expenses

Summary of Expenses:

	FY 2010 Adopted Budget	FY 2011 Adopted Budget	FY 2012 Proposed Budget	Increase (Decrease)
Salaries and Wages	2,778,081	2,913,702	3,059,242	5.00%
Contractual Services	7,791,510	8,442,950	7,744,842	-8.27%
Materials and Supplies	127,350	120,500	252,200	109.29%
Operating Expense	8,967,315	8,331,245	7,817,645	-6.16%
Financing Expense	18,818,743	12,443,280	12,500,303	0.46%
Total Expenses	38,482,999	32,251,677	31,374,232	-2.72%

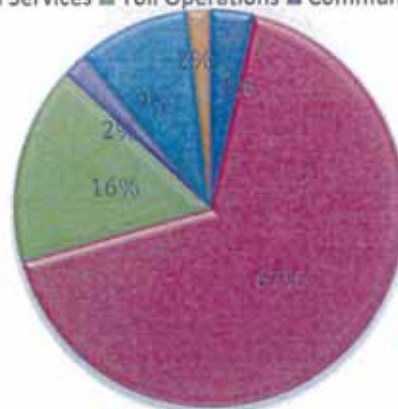
FY 2012 - All Departments Expenses by Category

- Salaries and Wages
- Contractual Services
- Materials and Supplies
- Operating Expense
- Financing Expense



FY 2012 Expenses by Department

- Administration
- Financial Services
- Toll Operations
- Communications
- Engineering
- Legal



Consolidated Summary Revenues and Expenses

Non-Cash Expenses

Total FY 2012 Proposed Expenses \$31,374,232

Non Cash Expenditures

Amortization Expense 1,230,000

Dep Expense- Furniture & Fixtures	16,500	
Dep Expense – Equipment	14,500	
Dep Expense - Autos & Trucks	5,000	
Dep Expense-Building & Toll Facilities	177,000	
Dep Expense-Highways & Bridges	5,000,000	
Dep Expense-Communication Equipment	195,000	
Dep Expense-Toll Equipment	465,000	
Dep Expense – Signs	135,000	
Dep Expense-Land Improvements	52,000	
Dep Expense-Computers	6,500	
Total Depreciation Expense		6,066,500

Bond Issuance Expense Operating 385,707

Accreted Interest 2005 CABS 960,255

Total Non-Cash Expenditures \$8,642,462

Consolidated Summary Revenues and Expenses

Summary of Changes from FY 2012 Proposed Draft 1 to Draft 3

Revenues:		
Proposed April Budget Draft 1		\$ 52,902,200
Reduce Grant Revenue - 290 Direct Connect		(25,000,000)
Increase Grant Revenue - HERO Program		800,000
		<hr/>
Total Proposed May Revenue Budget Draft 2		28,702,200
		<hr/>
Reduce Toll Revenue Estimate		(1,000,000)
		<hr/>
Total Proposed Revenue Budget Draft 3		\$ 27,702,200
		<hr/>
Expenses:		
Proposed April Budget Draft 1		\$ 37,093,934
Adjust Salary and Benefits to reflect estimated actual		\$ (19,398)
Net Contractual Services Adjustments		\$ 47,200
Facility Maintenance	\$ (59,000)	
HR Services Contract	\$ 40,000	
Communications	\$ 23,600	
Subscriptions/Memberships	\$ (2,400)	
HERO Marketing	\$ 20,000	
Legacy document scan	\$ 25,000	
Net Operations Adjustments		\$ (99,500)
Community Initiatives	\$ (100,000)	
Meeting Expense	\$ 500	
		<hr/>
Total Proposed May Expense Budget Draft 2		37,022,236
		<hr/>
Adjust Interest Expense		(4,916,004)
Adjust Toll Collection Fees due to reduced revenue budget		(60,000)
Adjust General Engineering Contract Budget		(672,000)
		<hr/>
Total Proposed Expense Budget Draft 3		\$ 31,374,232
		<hr/>

Revenue and Expenses by Line Item

	Adopted FY 2011 Budget	Actual Year To Date 6/22/2011	Percent of Budget to date	Proposed FY 2012 Budget
Revenue				
Toll Revenue - TxTag Rev fnd	17,000,000	13,083,781	76.96%	21,395,350
Toll Revenue-HCTRA-183A	540,000	536,213	99.30%	656,250
Toll Revenue-NTTA-183A	340,000	371,691	109.32%	411,600
Total Toll Revenue -Toll Tags	0	0		
Video Tolls	2,800,000	2,653,294	94.76%	3,004,800
Fee Revenue	1,350,000	1,122,489	83.15%	1,252,000
Operating Revenue	0	0		
Interest Income	60,000	221,853	369.76%	180,000
Grant Revenue	0	29,965,598		800,000
Misc Revenue	6,600	2,200	33.33%	2,200
Gain/Loss on Disposal of Asset	0	1,000		-
Total Revenue	22,096,600	47,958,118	217.04%	27,702,200

Revenue and Expenses by Line Item

	Adopted FY 2011 Budget	Actual Year To Date 6/22/2011	Percent of Budget to date	Proposed FY 2012 Budget
Expenditures				
Salary & Wage Expense				
Regular	1,898,467	1,544,958	81.38%	2,010,301
Part Time	14,000	8,208	58.63%	12,000
Overtime	4,000	0		4,000
Contractual Employees	105,000	31,650	30.14%	105,000
TCDRS	286,111	221,188	77.31%	304,235
FICA	97,483	70,790	72.62%	97,856
FICA MED	28,901	21,863	75.65%	30,713
Health Insurance	213,300	147,838	69.31%	204,529
Life Insurance	6,618	5,026	75.94%	5,374
Auto Allowance	9,000	9,223	102.47%	9,000
Other Benefits	167,144	53,682	32.12%	171,304
Unemployment Taxes	4,959	2,978	60.05%	13,059
Salary Reserve	78,719	0		91,871
Total Salaries & Wages	<u>2,913,702</u>	<u>2,117,405</u>	<u>72.67%</u>	<u>3,059,242</u>
Contractual Services				
Professional Services				
Accounting	9,800	5,823	59.42%	9,500
Auditing	54,000	42,650	78.98%	55,000
General Engineering Consultant	1,600,000	952,611	59.54%	1,250,000
General System Consultant	175,000	7,852	4.49%	175,000
Image Processing	610,000	560,275	91.85%	600,000
Facility maintenance	90,000	102,415	113.79%	20,000
HERO	0	728,500		820,000
Human Resources	12,000	24,519	204.33%	80,000
Legal	400,000	98,907	24.73%	250,000
Photography	15,000	13,545	90.30%	15,000
Total Professional Services	<u>2,965,800</u>	<u>2,537,098</u>	<u>85.55%</u>	<u>3,274,500</u>

Revenue and Expenses by Line Item

	Adopted FY 2011 Budget	Actual Year To Date 6/22/2011	Percent of Budget to date	Proposed FY 2012 Budget
Other Contractual Services				
IT Services	65,000	36,012	55.40%	45,000
Graphic Design Services	13,500	3,509	25.99%	10,000
Website Maintenance	45,000	45,905	102.01%	25,000
Research Services	20,000	26,089	130.45%	25,000
Copy Machine maintenance	13,500	7,033	52.10%	9,000
Software Licenses	23,000	8,719	37.91%	26,000
ETC Maintenance Contract	1,288,000	491,314	38.15%	840,000
ETC Development	125,000	19,903	15.92%	125,000
ETC Testing	30,000	0		30,000
Communications and Marketing	170,000	130,645	76.85%	170,000
Advertising	25,000	40,439	161.76%	40,000
Direct Mail	5,000	0		5,000
Video Production	5,000	0		5,000
Television	5,000	0		0
Radio	20,000	0		15,000
Other Public Relations	2,500	0		2,500
Law Enforcement	245,000	214,576	87.58%	250,000
Special assignments	5,000	0		5,000
Traffic Management	72,000	59,580	82.75%	84,000
Emergency Maintenance	10,000	0		10,000
Security Contracts	0	0		600
Roadway Maintenance Contract	300,000	68,484	22.83%	300,000
Landscape Maintenance	200,000	115,369	57.68%	280,000
Signal & Illumination Main	250,000	131,933	52.77%	175,000
Mowing and litter control	300,000	54,067	18.02%	40,000
Hazardous material cleanup	10,000	0		10,000
Striping	50,000	0		75,000
Graffiti removal	10,000	2,125	21.25%	10,000
Cell Phones	7,500	8,594	114.59%	10,700
Local phone service	16,500	9,545	57.85%	16,000
Long Distance	750	273	36.34%	600
Internet	6,600	3,002	45.48%	6,000
Fiber Optic System	63,000	43,954	69.77%	63,000
Other Communication Expense	1,500	1,763	117.52%	1,500
Subscriptions	1,600	899	56.17%	1,850
Memberships	22,500	26,132	116.14%	29,100
Continuing Education	3,000	3,100	103.33%	2,000
Professional Development	5,000	0		5,000
Seminars and Conferences	32,500	15,930	49.02%	32,500
Staff-Travel	81,500	34,676	42.55%	76,500
Other Contractual Svcs	0	267		125,200
Roadway Maintenance Contract	0	13,875		0
TxTag Collection Fees	1,767,200	1,301,285	73.64%	1,347,792
Contractual Contingencies	160,500	27,382	17.06%	140,500
Total Other Contractual Services	5,477,150	2,946,380	53.79%	4,470,342
Total Contractual Expenses	8,442,950	5,483,479	64.95%	7,744,842

Revenue and Expenses by Line Item

	Adopted FY 2011 Budget	Actual Year To Date 6/22/2011	Percent of Budget to date	Proposed FY 2012 Budget
Materials and Supplies				
Books & Publications	12,800	11,577	90.44%	16,000
Office Supplies	12,000	8,063	67.19%	10,000
Computer Supplies	7,500	12,215	162.87%	13,000
Copy Supplies	2,000	916	45.82%	2,200
Annual Report printing	10,000	5,354	53.54%	10,000
Other Printed Reports	20,000	2,451	12.25%	20,000
Direct Mail printing	5,000	0		5,000
Office Supplies printed Operating	1,000	2,099	209.91%	3,000
Ice Control Materials	0	0		25,000
Maintenance Supplies-Roadway	0	0		100,000
Promotional Items	10,000	3,235	32.35%	10,000
Displays	5,000	0		5,000
ETC spare parts expense	30,000	0		30,000
Tools & Equipment	1,500	14	0.93%	1,000
Misc Materials & Supplies	3,700	93	2.51%	2,000
Total Materials & Supplies Exp	120,500	46,226	38.36%	252,200

Revenue and Expenses by Line Item

	Adopted FY 2011 Budget	Actual Year To Date 6/22/2011	Percent of Budget to date	Proposed FY 2012 Budget
Operating Expenses				
Gasoline	3,500	3,987	113.92%	5,000
Mileage Reimbursement	8,250	3,436	41.65%	7,500
Toll Tag Expense	4,375	2,681	61.28%	4,100
Parking	39,270	31,435	80.05%	38,595
Meeting Facilities	1,200	100	8.33%	450
Community Meetings/Events	5,000	500	10.00%	5,000
Meeting Expense	5,400	5,436	100.66%	6,750
Public Notices	2,400	0		2,400
Postage	6,000	803	13.38%	5,950
Overnight Delivery Services	3,750	100	2.68%	1,600
Local Delivery Services	3,650	1,477	40.46%	1,950
Insurance Expense	125,000	49,906	39.92%	90,000
Repair and Maintenance General	700	158	22.57%	500
Repair and Maintenance-Vehicles	2,900	3,263	112.50%	100
Repair and Maintenance-Toll Equipment	15,000	0		5,000
Rent	212,000	168,770	79.61%	190,000
Water	7,500	4,271	56.94%	7,500
Electricity	121,100	61,593	50.86%	83,500
Amortization Expense	1,225,000	1,127,148	92.01%	1,230,000
Dep Exp- Furniture & Fixtures	19,000	13,788	72.57%	16,500
Dep Expense - Equipment	15,000	13,180	87.86%	14,500
Dep Expense - Autos & Trucks	4,000	3,606	90.14%	5,000
Dep Expense-Buildng & Toll Fac	177,000	161,845	91.44%	177,000
Dep Expense-Highways & Bridges	5,000,000	4,553,273	91.07%	5,000,000
Dep Expense-Communic Equip	197,000	177,791	90.25%	195,000
Dep Expense-Toll Equipment	465,000	423,300	91.03%	465,000
Dep Expense - Signs	135,000	122,162	90.49%	135,000
Dep Expense-Land Improvemts	52,000	47,285	90.93%	52,000
Depreciation Expense-Computers	410,000	10,532	2.57%	6,500
Other Licenses	250	235	94.00%	250
Community Initiatives	65,000	60,250	92.69%	65,000
Total Operating Expense	8,331,245	7,052,309	84.65%	7,817,645

Revenue and Expenses by Line Item

	Adopted FY 2011 Budget	Actual Year To Date 6/22/2011	Percent of Budget to date	Proposed FY 2012 Budget
Financing Expenses				
Arbitrage Rebate Calculation	6,000	5,750	95.83%	2,500
Bond issuance expense Operating	620,280	273,240	44.05%	385,707
Loan Fees	12,500	11,500	92.00%	12,500
Bond Issuance expense	30,000	31,300	104.33%	33,000
Trustee Fees	2,000	2,000	100.00%	2,000
Bank Fees	7,500	6,606	88.08%	7,500
Continuing Disclosure	0	0		4,000
Interest Expense	11,750,000	10,881,383	92.61%	12,038,096
Contingency	15,000	0		15,000
Total Financing Expense	12,443,280	11,211,779	90.10%	12,500,303
Total Expenses	32,251,677	25,911,198	80.34%	31,374,232
Enterprise Net Income	(10,155,077)	22,046,920		\$ (3,672,032)

FY 2012 Projected Cash Flow		
Budgeted Revenues		\$ 27,702,200
Total Budgeted expenses	31,374,232	
<i>Less budgeted non cash expenses:</i>	(8,642,462)	
Budgeted cash expenses		22,731,770
<i>Cash Outlays - Not expensed in FY 2012 Budget:</i>		
Capitalized Interest - Interest Pmts. Due	(1,721,444)	
Debt Service - Principal Due	(1,595,000)	
Total Cash Outlays		(3,316,444)
Budgeted Cash Inflow - June 30, 2012		\$ 1,653,986

Administration

The primary role of the Administration Department is the oversight and daily management of the Mobility Authority's projects and activities. In addition to the Executive Director, this department also houses administrative support staff consisting of the Deputy Executive Director, senior administrative assistant and front desk receptionist.

Under the direction of the Executive Director, this department is responsible for advancing the Mobility Authority's strategic mission and objectives. Serving as a direct liaison with the State Legislature, and governmental agencies and entities addressing transportation issues throughout the Central Texas region, the Executive Director serves as the primary communicator and provides information and available resources to assist other transportation agencies and departments in the development and implementation of the region's mobility plans and projects.

The administration department also provides front-line customer service to the general public and all customers and elected officials who contact the Mobility Authority. Community development and outreach is another critical function housed in this department. Through a strong presence in the communities we serve and involvement with transportation planning entities, the Mobility Authority is better able to be involved in the decision-making process which ultimately impacts our operations, activities and current and future projects.

Major Business Functions:

Board of Directors: Provide administrative support for the Mobility Authority's Board of Directors.

Office of the Executive Director: Oversight and daily management of the Mobility Authority's projects and activities.

Community development and outreach: Maintain working relationships with all transportation entities, neighborhoods, community organizations and the general public.

FY 2011 Highlights and Accomplishments:

- Working with the Board and State Senator Kirk Watson, led the revitalization for the development of the MoPac Improvement Project beginning with the environmental evaluation process being undertaken in a compressed work schedule.
- Began the construction of several key mobility projects, including the 183A Extension and Manor Expressway.
- Strong working relationship with the State Legislature during the 82nd Legislative Session.
- Continued strong relationships with Travis and Williamson Counties

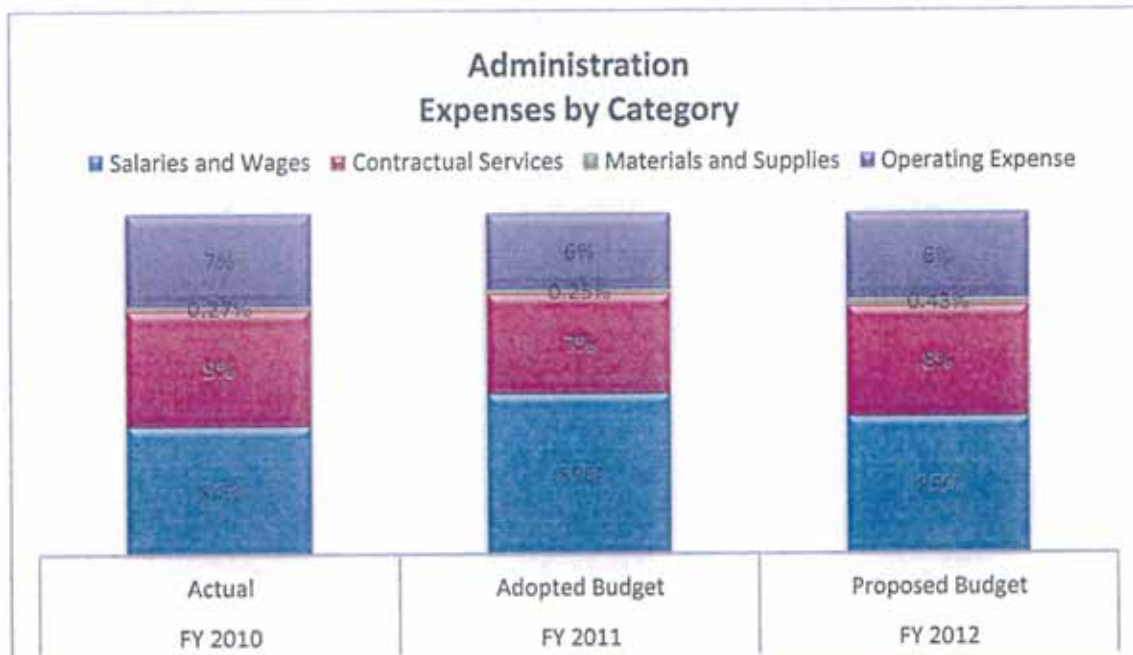
FY 2012 Overview and Goals:

- Successful completion and opening of the 183A Extension.
- Significant progress on the construction of the Manor Expressway.
- Remain a resource on regional mobility issues and a steadfast advocate for short- and long-term transportation solutions.

Administration

Summary of Expenses:

	FY 2010 Adopted Budget	FY 2011 Adopted Budget	FY 2012 Proposed Budget	Increase (Decrease)
Salaries and Wages	1,093,115	1,207,434	980,055	-18.83%
Contractual Services	110,900	103,250	94,500	-8.47%
Materials and Supplies	3,500	3,500	5,000	42.86%
Operating Expense	86,700	76,700	72,400	-5.61%
Financing Expense	0	0	0	
Total Expenses	1,294,215	1,390,884	1,151,955	-17.18%



Authorized Personnel:

	Positions		
	FY 2010 Adopted	FY 2011 Adopted	FY 2012 Proposed
Executive Director	1	1	1
Deputy Director	1	1	1
Assistant to Executive Director	1	1	1
Senior Administrative Assistant	1	1	0
Receptionist	1	1	1
Community Development Specialist (previously Economic/Business Development Director)*	1	1	1
Project Coordinator	1	0	0
Director of Procurement & Contract Mgt	0	1	0
Intern*	0	1	1
Total Positions - Administration	7	8	6

*Not currently Filled

**Administration
Expenses by Line Item**

	Adopted FY 2011 Budget	Actual Year To Date 6/22/2011	Percent of Budget to date	Proposed FY 2012 Budget
Expenditures				
 Salary & Wage Expense				
Regular	739,692	526,376	71.16%	578,100
Part Time	14,000	7,517	53.69%	12,000
Overtime	3,000	0		3,000
TCDRS	119,394	75,271	63.04%	97,871
FICA	41,877	19,420	46.37%	31,395
FICA MED	12,084	7,427	61.46%	9,932
Health Insurance	97,000	52,946	54.58%	65,524
Life Insurance	2,483	1,724	69.43%	1,534
Auto Allowance	9,000	9,223	102.47%	9,000
Other Benefits	88,295	23,275	26.36%	76,228
Unemployment Taxes	1,890	877	46.40%	3,600
Salary Reserve	78,719	0		91,871
Total Salaries & Wages	1,207,434	724,054	59.97%	980,055
 Contractual Services				
 Professional Services				
Legal	0	14		-
Total Professional Services	0	14		0
 Other Contractual Services				
Cell Phones	3,500	3,188	91.07%	3,500
Subscriptions	750	899	119.83%	1,000
Memberships	19,000	23,357	122.93%	25,000
Professional Development	5,000	0		5,000
Seminars and Conferences	15,000	10,320	68.80%	15,000
Staff-Travel	50,000	21,367	42.73%	45,000
Contractual Contingencies	10,000	0		
Total Other Contractual Services	103,250	59,131	57.27%	94,500
Total Contractual Expenses	103,250	59,145	57.28%	94,500

**Administration
Expenses by Line Item**

	Adopted FY 2011 Budget	Actual Year To Date 6/22/2011	Percent of Budget to date	Proposed FY 2012 Budget
Materials and Supplies				
Books & Publications	1,300	48	3.67%	1,000
Computer Supplies	0	700		1,000
Office Supplies	0	900		1,000
Tools & Equipment	1,000	0		1,000
Misc Materials & Supplies	1,200	4	0.33%	1,000
Total Materials & Supplies Exp	3,500	1,651	47.18%	5,000
Operating Expenses				
Mileage Reimbursement	2,500	647	25.87%	2,000
Toll Tag Expense	700	31	4.39%	500
Parking	700	3,209	458.46%	1,000
Meeting Facilities	0	100		250
Meeting Expense	4,000	4,019	100.47%	500
Public Notices	200	0		200
Postage	1,000	315	31.45%	750
Overnight Delivery Services	500	22	4.46%	500
Local Delivery Services	1,600	1,436	89.73%	1,200
Repair and Maintenance	500	158	31.60%	500
Community Initiatives	65,000	60,250	92.69%	65,000
Total Operating Expense	76,700	70,186	91.51%	72,400
Financing Expenses				
Total Financing Expense	0	0		0
Total Expenses	1,390,884	855,037	61.47%	1,151,955

Financial Services

The primary role of the Financial Services Department is to provide financial leadership and oversight of the CTRMA. Under the direction of the Chief Financial Officer (CFO), the department is responsible for recommending and communicating strategic financial planning to the Executive Director and Board of Directors. The financial services department provides all accounting, financial, budgeting and debt management activities for the CTRMA.

Major Business Functions:

Financing: Provide direction and leadership on all CTRMA project financing.

Budget: Develop, propose and manage the CTRMA annual budget process.

Accounting: Responsible for maintaining all accounting records for the CTRMA including processing payroll, accounts payable, reconciling records and monthly and annual financial reporting. Provide all operating and capital project accounting. Assist external auditors with annual financial audit.

Treasury: Responsible for cash management and investment of all CTRMA funds. Work closely with Trustee to manage CTRMA cash flow and invest funds in accordance with the Texas Public Funds Investment Act and CTRMA Investment Policy. Maintain close working relationship with CTRMA bank providers.

Human Resources: Provide human resources support for CTRMA staff.

FY 2011 Highlights and Accomplishments:

- Secured long-term financing for Manor Expressway project.
- Added Controller position to the department adding additional financial leadership capacity.
- Continued to provide assistance in contract oversight of toll collection contract providers.

FY 2012 Overview and Goals:

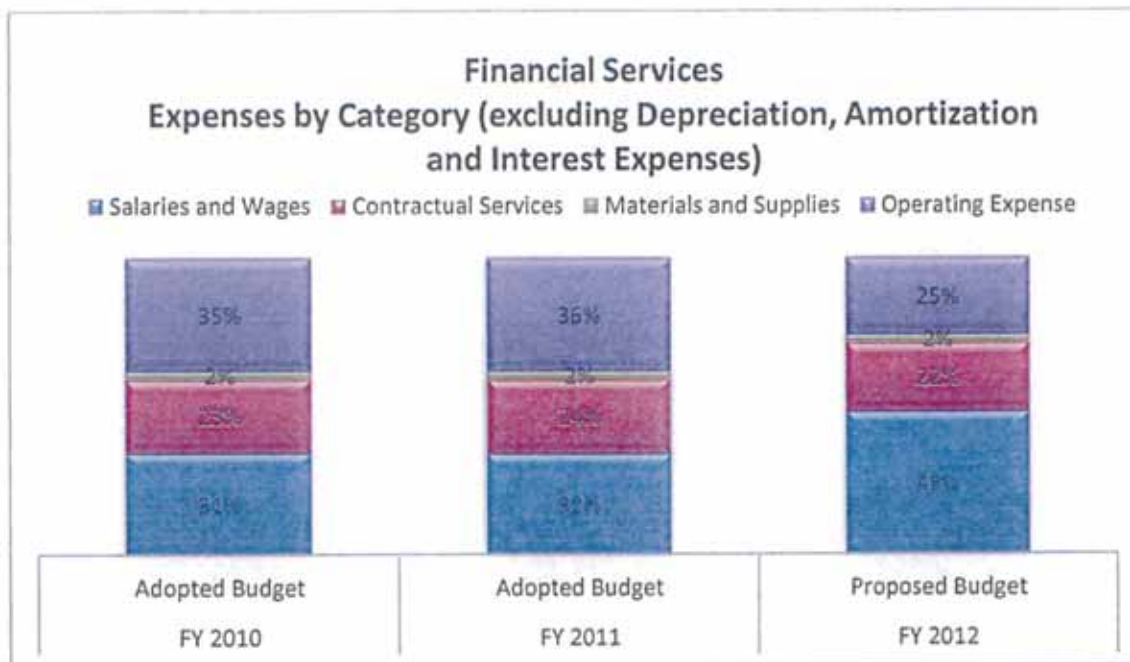
- Continue development of new funding mechanisms for CTRMA projects.
- Continue to develop additional methods to enhance CTRMA financial transparency and accountability.
- Enhance the CTRMA's accounting systems for operations and capital projects.
- With assistance of human resources consultant, implement new employee performance management system.



Financial Services

Summary of Expenses:

	FY 2010 Adopted Budget	FY 2011 Adopted Budget	FY 2012 Proposed Budget	Increase (Decrease)
Salaries and Wages	348,696	337,633	588,431	74.28%
Contractual Services	257,260	253,400	290,850	14.78%
Materials and Supplies	24,100	23,500	26,200	11.49%
Operating Expense	8,702,365	8,081,875	7,620,600	-5.71%
Financing Expense	18,818,743	12,443,280	12,500,303	0.46%
Total Expenses	28,151,164	21,139,688	21,026,384	-0.54%



Authorized Personnel:

	Positions		
	FY 2010 Adopted	FY 2011 Adopted	FY 2012 Proposed
CFO	1	1	1
Controller	1	1	1
Fiscal Analyst	1	1	1
Intern*	1	0	0
Total Positions - Financial Services	4	3	3

*Not filled

**Financial Services
Revenue and Expense by Line Item**

	Adopted FY 2011 Budget	Actual Year To Date 6/22/2011	Percent of Budget to date	Proposed FY 2012 Budget
Revenue				
Interest Income	60,000	221,853	369.76%	180,000
Misc Revenue	6,600	0		
Total Revenue	<u>66,600</u>	<u>221,853</u>	<u>333.11%</u>	<u>180,000</u>

**Financial Services
Revenue and Expense by Line Item**

	Adopted FY 2011 Budget	Actual Year To Date 6/22/2011	Percent of Budget to date	Proposed FY 2012 Budget
Expenditures				
Salary & Wage Expense				
Regular	254,193	261,711	102.96%	440,000
TCDRS	36,858	37,333	101.29%	63,800
FICA	11,213	10,994	98.05%	18,569
FICA MED	3,686	3,631	98.52%	6,380
Health Insurance	12,800	14,645	114.41%	27,153
Life Insurance	915	841	91.96%	1,188
Other Benefits	17,428	6,082	34.90%	29,181
Unemployment Taxes	540	450	83.33%	2,160
Total Salaries & Wages	337,633	335,688	99.42%	588,431
Contractual Services				
Professional Services				
Accounting	9,800	5,762	58.79%	9,500
Auditing	54,000	42,650	78.98%	55,000
Human Resources	12,000	24,519	204.33%	80,000
Total Professional Services	75,800	72,931	96.22%	144,500
Other Contractual Services				
IT Services	65,000	36,014	55.41%	45,000
Copy Machine maintenance	13,500	7,033	52.10%	9,000
Software Licenses	23,000	8,719	37.91%	26,000
Security Contracts	0	0		600
Cell Phones	600	550	91.67%	1,200
Local phone service	6,500	4,641	71.40%	6,000
Long Distance	750	273	36.34%	600
Internet	4,800	2,846	59.30%	4,500
Other Communication Expense	1,500	752	50.13%	1,500
Subscriptions	350	0		350
Memberships	600	100	16.67%	600
Seminars and Conferences	3,500	1,385	39.57%	3,500
Staff-Travel	7,500	2,988	39.84%	7,500
Contractual Contingencies	50,000	15,747	31.49%	40,000
Total Other Contractual Services	177,600	81,048	45.64%	146,350
Total Contractual Expenses	253,400	153,979	60.77%	290,850

Financial Services
Revenue and Expense by Line Item

	Adopted FY 2011 Budget	Actual Year To Date 6/22/2011	Percent of Budget to date	Proposed FY 2012 Budget
Materials and Supplies				
Office Supplies	12,000	7,998	66.65%	10,000
Computer Supplies	7,500	11,515	153.54%	12,000
Copy Supplies	2,000	916	45.82%	2,200
Office Supplies printed	1,000	1,199	119.95%	2,000
Misc Materials & Supplies	1,000	0		
Total Materials & Supplies Exp	23,500	21,629	92.04%	26,200
Operating Expenses				
Mileage Reimbursement	500	299	59.83%	500
Toll Tag Expense	75	6	8.00%	50
Parking	38,400	31,435	81.86%	37,500
Meeting Expense	750	1,239	165.24%	1,500
Postage	0	9		
Overnight Delivery Services	2,500	62	2.48%	1,000
Local Delivery Services	50	0		50
Insurance Expense	125,000	638	0.51%	90,000
Rent	212,000	168,770	79.61%	190,000
Electricity	3,600	3,493	97.02%	3,500
Amortization Expense	1,225,000	1,127,148	92.01%	1,230,000
Dep Exp- Furniture & Fixtures	19,000	13,788	72.57%	16,500
Dep Expense - Equipment	15,000	13,180	87.86%	14,500
Dep Expense - Autos & Trucks	4,000	3,606	90.14%	5,000
Dep Expense-Buildng & Toll Fac	177,000	161,845	91.44%	177,000
Dep Expense-Highways & Bridges	5,000,000	4,553,273	91.07%	5,000,000
Dep Expense-Communic Equip	197,000	177,791	90.25%	195,000
Dep Expense-Toll Equipment	465,000	423,300	91.03%	465,000
Dep Expense - Signs	135,000	122,162	90.49%	135,000
Dep Expense-Land Improvemts	52,000	47,285	90.93%	52,000
Depreciation Expense-Computers	410,000	10,532	2.57%	6,500
Total Operating Expense	8,081,875	6,859,859	84.88%	7,620,600

**Financial Services
Revenue and Expense by Line Item**

	Adopted FY 2011 Budget	Actual Year To Date 6/22/2011	Percent of Budget to date	Proposed FY 2012 Budget
Financing Expenses				
Arbitrage Rebate Calculation	6,000	5,750	95.83%	2,500
Bond issuance expense Operating	620,280	273,240	44.05%	385,707
Loan Fees	12,500	11,500	92.00%	12,500
Rating Agency Expense	30,000	31,300	104.33%	33,000
Trustee Fees	2,000	0		2,000
Bank Fees Operating	7,500	29	0.39%	7,500
Continuing Disclosure	0	0		4,000
Interest Expense	11,750,000	10,881,383	92.61%	12,038,096
Contingency	15,000	0		15,000
Total Financing Expense	12,443,280	11,203,203	90.03%	12,500,303
Total Expenses	21,139,688	18,574,358	87.86%	21,026,384

Toll Operations

The CTRMA Operations Department is responsible for all aspects of toll collection operations and toll systems maintenance. The department is responsible for toll systems integrity and the operations of the agency's video toll and violation enforcement processes to ensure the equitable and efficient collection of the toll revenues.

Major Business Functions:

Toll Collection Systems Management: Manage new toll collection systems installations, oversee daily operation of the electronic toll collection systems operations. Monitor system performance and transaction reconciliation. Oversee system maintenance to ensure accuracy and dependability.

Toll Facility Maintenance: responsible for campus and building maintenance for the CTRMA Field Office Building.

Traffic Management: Manage the third party Agreements that provide law enforcement services, courtesy patrol, traffic management and incident response for CTRMA Facilities.

Customer service and violation enforcement: Manage the CTRMA contract that provides Pay-by-Mail processing, customer support and violation processing.

FY 2011 Highlights and Accomplishments:

Fiscal year 2011 saw the completion of three years of the 183A toll road operations. Notable accomplishments in this fiscal year included:

- The significant decrease of system and building maintenance costs resulting in a savings in excess of \$500K in FY 2012.
- The continuation of a successful partnership with the Municipal Services Bureau (MSB) which has resulted in over \$8 million in revenue since the program's initiation.
- A guilty verdict for the first 183A toll violator to plead not guilty to Failure to Pay a Toll, a Class C misdemeanor.
- New service offerings that provide our Pay-by-Mail customers with greater ability to manage their pay by mail invoices and get answers to their questions.

FY 2012 Overview and Goals:

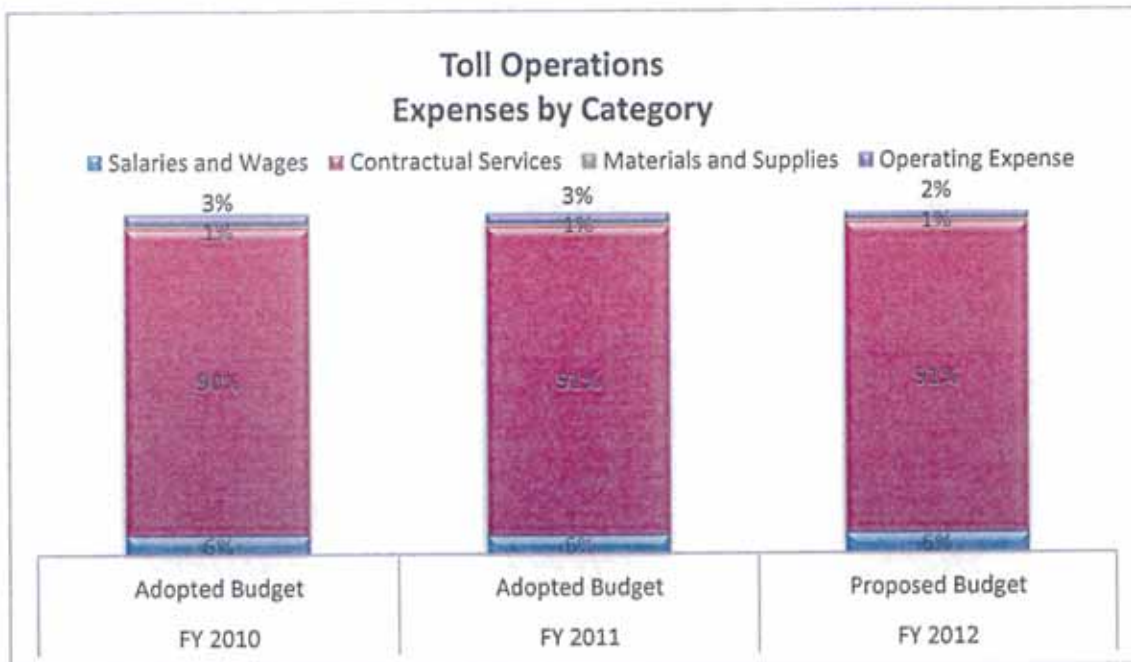
The Operations department's primary goals for fiscal year 2012 include the successful installation and integration of the 183-A phase II toll system and to decrease costs with improved revenue collection techniques. To that end, the team has developed plans to:

- Successfully implement the 183A extension electronic toll collection system.
- Significantly reduce image review costs.
- Increase collections from our most egregious violators through court process enhancements as well as increased communications before and after court action to negotiate settlement.
- Complete annual systems testing to reconcile transactions from the lane to the back office to ensure accurate posting and reconciliation.
- Investigate alternative toll collection methods which will increase electronic toll collections and reduce leakage inherent to video tolling.
- Improve reporting capabilities to allow for better operational oversight.
- Enhance customer communication tools and processes.

Toll Operations

Summary of Expenses:

	FY 2010 Adopted Budget	FY 2011 Adopted Budget	FY 2012 Proposed Budget	Increase (Decrease)
Salaries and Wages	272,391	275,948	308,442	11.78%
Contractual Services	4,214,300	4,557,600	4,633,992	1.68%
Materials and Supplies	31,000	31,000	31,000	0.00%
Operating Expense	148,700	143,200	95,725	-33.15%
Financing Expense	0	0	0	
Total Expenses	4,666,391	5,007,748	5,069,159	1.23%



Authorized Personnel:

	Positions		
	FY 2010 Adopted	FY 2011 Adopted	FY 2012 Proposed
Operations Director	1	1	1
Court Liaison	1	1	1
Total Positions - Toll Operations	2	2	2

**Toll Operations
Revenue and Expense by Line Item**

	Adopted FY 2011 Budget	Actual Year To Date 6/22/2011	Percent of Budget to date	Proposed FY 2012 Budget
Revenue				
Toll Revenue-TxTag-183A	17,000,000	13,083,781	76.96%	21,395,350
Toll Revenue-HCTRA-183A	540,000	536,213	99.30%	656,250
Toll Revenue-NTTA-183A	340,000	371,691	109.32%	411,600
Video Tolls	2,800,000	2,653,294	94.76%	3,004,800
Fee Revenue	1,350,000	1,122,489	83.15%	1,252,000
Misc Revenue	6,600	0		2,200
Total Revenue	22,036,600	17,767,467	80.63%	26,722,200

**Toll Operations
Revenue and Expense by Line Item**

	Adopted FY 2011 Budget	Actual Year To Date 6/22/2011	Percent of Budget to date	Proposed FY 2012 Budget
Expenditures				
Salary & Wage Expense				
Regular	201,631	189,459	93.96%	221,000
TCDRS	29,236	27,487	94.02%	32,045
FICA	10,006	9,376	93.71%	10,602
FICA MED	2,924	2,828	96.71%	3,205
Health Insurance	17,000	15,142	89.07%	24,796
Life Insurance	726	628	86.48%	597
Other Benefits	13,885	8,443	60.81%	14,758
Unemployment Taxes	540	491	90.91%	1,440
Total Salaries & Wages	275,948	253,854	91.99%	308,442
Contractual Services				
Professional Services				
General Engineering Consultant	50,000	9,000	18.00%	50,000
General System Consultant	175,000	7,852	4.49%	175,000
Image Processing	610,000	560,275	91.85%	600,000
Facility maintenance	0	28,807		20,000
Traffic management (HERO)	0	0		820,000
Total Professional Services	835,000	605,935	72.57%	1,665,000
Other Contractual Services				
Graphic Design Services	3,500	0		
ETC Maintenance Contract	1,288,000	491,314	38.15%	840,000
ETC Development	125,000	19,903	15.92%	125,000
ETC Testing	30,000	0		30,000
Law Enforcement	245,000	214,576	87.58%	250,000
Special assignments	5,000	0		5,000
Traffic Management	72,000	48,776	67.74%	84,000
Cell Phones	600	300	50.00%	1,200
Local phone service	10,000	4,904	49.04%	10,000
Internet	1,800	156	8.65%	1,500
Fiber Optic System	63,000	43,954	69.77%	63,000
Other Communication Expense	0	86		
Memberships	1,000	1,000	100.00%	1,000
Seminars and Conferences	3,500	1,825	52.14%	3,500
Staff-Travel	7,000	3,118	44.54%	7,000
Other Contractual Svcs - Interop. HUB	0	0		100,000
Tag Collection Fees	1,767,200	1,197,598		1,347,792
Contractual Contingencies	100,000	114	0.11%	100,000
Total Other Contractual Services	3,722,600	2,027,624	54.47%	2,968,992
Total Contractual Expenses	4,557,600	2,633,559	57.78%	4,633,992

Toll Operations
Revenue and Expense by Line Item

	Adopted FY 2011 Budget	Actual Year To Date 6/22/2011	Percent of Budget to date	Proposed FY 2012 Budget
Materials and Supplies				
ETC spare parts expense	30,000	0		30,000
Misc Materials & Supplies	1,000	0		1,000
Total Materials & Supplies Exp	31,000	0		31,000
Operating Expenses				
Mileage Reimbursement	2,000	711	35.57%	\$ 2,000
Toll Tag Expense	1,000	23	2.30%	\$ 1,000
Parking	0	12		\$ 25
Meeting Facilities	200	0		200
Postage	0	24		
Repair and Maintenance-Toll Equipment	15,000	0		5,000
Water	7,500	4,271	56.94%	7,500
Electricity	117,500	58,100	49.45%	\$ 80,000
Total Operating Expense	143,200	63,141	44.09%	95,725
Financing Expenses				
Total Expenses	5,007,748	2,950,554	58.92%	5,069,159

Communications

The primary role of the Communications and Marketing Department is the development and facilitation of programs that advance the mission of the agency through strategic interaction with customers and other community stakeholders. These efforts are generally classified into four general areas of specialization that include communications, marketing, media relations, and public outreach. In many large organizations the Communications Department is often split into these fields of expertise and the work of these various areas often overlaps. In some organizations government relations is also a function of the Communications Department. At the Mobility Authority the Communications Department serves primarily in a support role for that activity. Customer relations is also a separate department in many organizations. At the Mobility Authority that work is a joint effort of the Operations Department and the Communications Department. Customer relations and government relations activities are both classified as communication activities for the purposes of organizational structure and budgeting.

Major Business Functions:

Communications: This business function involves the development of communication tools such as publications, collateral material, videos, websites, displays, presentations and social media to inform customers and stakeholders about the work of the Mobility Authority. The communication function also handles customer and stakeholder inquiries and assists with dispute resolution related to agency operations. Another major communication function is the coordination and promotion of events such as groundbreaking, ribbon cuttings, and stakeholder presentations.

Marketing: Activities in the marketing area revolve primarily around the strategic promotion of the Mobility Authority, TxTag and Pay by Mail in the form of paid advertising. This can include direct mail, television, radio, print ads and sponsorships.

Media Relations: Work in the media relations area involves developing media outreach strategies, writing and distributing media alerts and news releases, building relationships with members of the media, soliciting coverage from the media, responding to media inquiries, coordinating interviews, managing the flow of information, monitoring media coverage and documenting results.

Public Involvement: Most work in this area is related to transportation projects that are planned or under construction. Public involvement means facilitating interaction between the Mobility Authority and communities and individuals that have an interest in or are impacted by a transportation project. Public involvement draws heavily on the skills of the other business functions, but at its heart it is responsible for drawing together both internal and external stakeholders to ensure projects are implemented in a productive and collaborative manner.

Communications

FY 2011 Highlights and Accomplishments:

- Implemented MoPac Improvement Project Environmental Study public involvement program
- Deployed and promoted HERO program
- Managed public involvement activities on 183A Extension and Manor Expressway projects
- Created award winning 2010 Annual Report "Back to Work"
- Developed 183A and Manor Expressway Economic Development Flyers
- Implemented upgraded mobilityauthority.com web site
- Developed electronic Board Meeting book process
- Created MoPac Improvement Web site
- Planned 183A Shared Use Path Grand Opening event
- Supported Cameron County RMA project implementation
- Supported Green Mobility Challenge deployment

FY 2012 Overview and Goals:

On the Operations side of the budget, the Communication and Marketing Department intends to operate a level similar to prior years with nominal decrease in the overall budget. Main elements of the Communication portion of the budget will be ongoing maintenance and enhancement of our agency web site, development of our annual report, and production of the 2012 Strategic Plan.

In the area of Marketing we intend to continue our sponsorships of the Texas Stars, the Liberty Hill Lions Club Rip Roarin' Ride, and various other community events. We will also continue to support various local publications and Chambers of Commerce by placing ads in Chamber Directories, Chamber Maps and in other special publications.

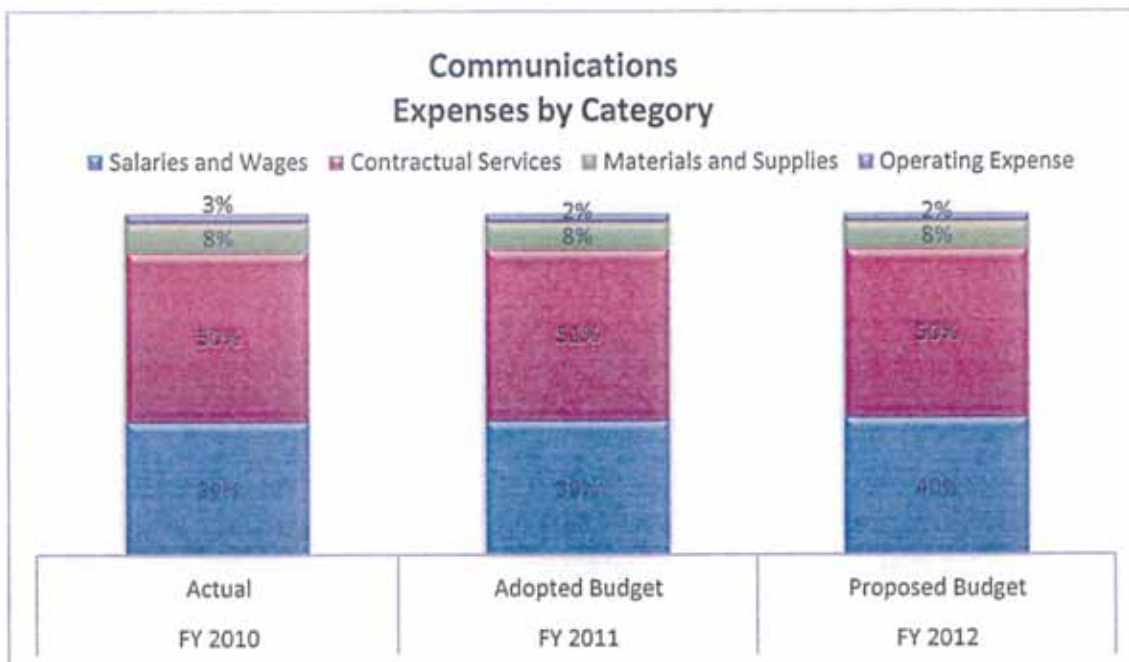
Funds allocated to media relations will focus on development and distribution of news releases plus the tracking and clipping of news stories related to toll roads, regional transportation and the Mobility Authority.

Most public involvement activities will be funded through capital projects and will not be part of the operations budget. In the coming year we expect the vast majority of our work to occur in this area. We will be continuing and expanding our outreach efforts on the 183A extension and Manor Expressway projects and will be planning for some grand opening events in the spring of 2012. The MoPac Improvement Project outreach effort will continue through FY 2012 and will include sound wall meetings, numerous open houses and a final public hearing. Plans are also being developed for a series of community forums on real-time pricing. In addition, the communications team will be initiating environmental/public involvement work on the Oak Hill Expressway and the Manchaca Expressway. Part of that effort will include the Green Mobility Challenge.

Communications

Summary of Expenses:

	FY 2010 Adopted Budget	FY 2011 Adopted Budget	FY 2012 Proposed Budget	Increase (Decrease)
Salaries and Wages	261,530	262,411	265,509	1.18%
Contractual Services	334,600	337,600	327,600	-2.96%
Materials and Supplies	56,100	50,000	50,000	0.00%
Operating Expense	16,900	16,300	14,700	-9.82%
Financing Expense	0	0	0	
Total Expenses	669,130	666,311	657,809	-1.28%



Authorized Personnel:

	Positions		
	FY 2010 Adopted	FY 2011 Adopted	FY 2012 Proposed
Communications and Marketing Director	1	1	1
Communications and Marketing Specialist	1	1	1
Intern*	1	1	1
Total Positions - Communications	3	3	3

*Not currently Filled

**Communications
Expense by Line Item**

	Adopted FY 2011 Budget	Actual Year To Date 6/22/2011	Percent of Budget to date	Proposed FY 2012 Budget
Expenditures				
Salary & Wage Expense				
Regular	186,775	163,340	87.45%	190,600
TCDRS	25,632	23,359	91.13%	26,187
FICA	10,538	9,194	87.25%	10,825
FICA MED	2,708	2,287	84.46%	2,764
Health Insurance	23,000	22,078	95.99%	20,308
Life Insurance	636	530	83.38%	488
Other Benefits	12,311	10,034	81.51%	12,177
Unemployment Taxes	811	366	45.13%	2,160
Total Salaries & Wages	262,411	231,188	88.10%	265,509
Contractual Services				
Professional Services				
Photography	15,000	13,545	90.30%	15,000
Total Professional Services	15,000	13,545	90.30%	15,000
Other Contractual Services				
Graphic Design Services	10,000	3,509	35.09%	10,000
Website Maintenance	45,000	45,905	102.01%	25,000
Research Services	20,000	26,089	130.45%	25,000
Communications and Marketing	170,000	130,645	76.85%	170,000
Advertising	25,000	40,439	161.76%	40,000
Direct Mail	5,000	0		5,000
Video Production	5,000			5,000
Television	5,000	0		
Radio	20,000	0		15,000
Other Public Relations	2,500	0		2,500
Cell Phones	600	994	165.72%	600
Subscriptions	500	0		500
Memberships	1,000	860	86.00%	1,000
Continuing Education	0	2,950		
Seminars and Conferences	5,000	1,425	28.50%	5,000
Staff-Travel	8,000	3,398	42.47%	8,000
Total Other Contractual Services	322,600	256,214	79.42%	312,600
Total Contractual Expenses	337,600	269,759	79.91%	327,600

**Communications
Expense by Line Item**

	Adopted FY 2011 Budget	Actual Year To Date 6/22/2011	Percent of Budget to date	Proposed FY 2012 Budget
Materials and Supplies				
Books & Publications	0	7		
Annual Report printing	10,000	5,354	53.54%	10,000
Other Printed Reports	20,000	2,451	12.25%	20,000
Direct Mail printing	5,000	0		5,000
Promotional Items	10,000	3,235	32.35%	10,000
Displays	5,000	0		5,000
Total Materials & Supplies Exp	50,000	11,046	22.09%	50,000
Operating Expenses				
Mileage Reimbursement	1,500	887	59.12%	1,500
Toll Tag Expense	200	64	31.94%	200
Parking	100	27	27.00%	
Meeting Facilities	1,000	0		
Community Meeting/Events	5,000	500	10.00%	5,000
Meeting Expense	500	115	22.93%	500
Public Notices	2,000	0		2,000
Postage	5,000	220	4.40%	5,000
Overnight Delivery Services	500	0		
Local Delivery Services	500	41	8.20%	500
Total Operating Expense	16,300	1,853	11.37%	14,700
Financing Expenses				
Total Financing Expense	0	0		0.00
Total Expenses	666,311	513,847	77.12%	657,809

Legal

The primary role of the Legal Department is to ensure the Mobility Authority receives trusted legal advice and counsel to support the goals and mission of the Mobility Authority. The General Counsel and Legal Assistant work with the Board of Directors and the Executive Director and the Mobility Authority's staff to identify, address, and respond to legal issues; provide advice and guidance on compliance with applicable laws, regulations, and policies; and represent the Authority's interests in relationships with customers, other agencies, consultants, stakeholders, and the public. The Legal Department coordinates and collaborates with outside counsel and other agency consultants to provide a high level of resources and expertise for legal services provided to the Mobility Authority.

Major Business Functions:

- Review and/or prepare agenda postings, backup material, and resolutions for Board meetings.
- Review, advise, and assist in the preparation of various legal documents generated to conduct agency business, such as:
 - Procurement documents such as Requests for Information, Qualifications, Proposals, and related documents
 - Contracts and interlocal agreements with vendors, consultants, and other government agencies
 - Documents necessary to comply with Open Government laws, such as agenda postings, responses to requests for public information, and disclosure documents relating to conflicts of interest and financial disclosure by public officials
- Advise on implementation, construction, and application of existing contracts and interlocal agreements, and assist in resolving legal issues that may arise under existing agreements.
- Identify, research and advise the Board, Executive Director, and staff on legal issues that arise in connection with the operations and functions of the Mobility Authority.
- Assist in managing and updating as necessary the Mobility Authority's records systems to ensure compliance with legal requirements and best practices relating to document retention.
- Manage appropriate and efficient use of outside counsel to provide legal services to the Mobility Authority.
- As part of executive team, ensure that strategic, operational, and organization objectives of the Mobility Authority are met and are consistent with applicable laws and regulations.

FY 2011 Highlights and Accomplishments:

- Hired Legal Assistant to leverage and improve efficiency of Legal Department resources.
- Managed to successful resolution a claim resulting in a \$40,000 settlement payment to the Mobility Authority for unpaid tolls and fees.
- Managed the transition from preparation and delivery of the hard-copy agenda and backup material to a digital version of agenda and backup material for Board meetings to the Board of Directors and the public.

FY 2012 Overview and Goals:

- Identify and assist in implementing required changes in Mobility Authority policy to comply with legislation enacted by the 82nd Legislature and appropriate changes to implement as a result of new legislation.
- Continue to improve and implement record retention and document retrieval systems.
- Review, recommend, and update as needed agency legal policies and operational systems.

Legal

Summary of Expenses:

	FY 2010 Adopted Budget	FY 2011 Adopted Budget	FY 2012 Proposed Budget	Increase (Decrease)
Salaries and Wages	308,613	290,605	288,480	-0.73%
Contractual Services	413,700	410,000	260,800	-36.39%
Materials and Supplies	11,500	11,500	15,000	30.43%
Operating Expense	3,750	2,900	5,450	87.93%
Financing Expense	0	0	0	
Total Expenses	737,563	715,005	569,730	-20.32%



Authorized Personnel:

	Positions		
	FY 2010 Adopted	FY 2011 Adopted	FY 2012 Proposed
Legal Counsel	1	1	1
Administrative Assistant	1	1	1
Total Positions - Legal	2	2	2

**Legal
Expense by Line Item**

	Adopted FY 2011 Budget	Actual Year To Date 6/22/2011	Percent of Budget to date	Proposed FY 2012 Budget
Expenditures				
Salary & Wage Expense				
Regular	198,310	183,392	92.48%	212,000
Overtime	1,000	0		1,000
TCDRS	28,900	26,212	90.70%	30,885
FICA	9,183	10,437	113.66%	10,075
FICA MED	2,890	2,567	88.81%	3,089
Health Insurance	35,500	19,131	53.89%	15,153
Life Insurance	714	594	83.25%	572
Other Benefits	13,568	1,448	10.67%	14,266
Unemployment Taxes	540	218	40.37%	1,440
Total Salaries & Wages	290,605	243,999	83.96%	288,480
Contractual Services				
Professional Services				
Legal	400,000	129,065	32.27%	250,000
Total Professional Services	400,000	129,065	32.27%	250,000
Other Contractual Services				
Cell Phones	600	600	100.00%	600
Memberships	900	815	90.56%	1,500
Continuing Education	2,000	150	7.50%	2,000
Seminars and Conferences	2,500	0		2,500
Staff-Travel	3,500	1,118	31.95%	3,500
Other Contractual Svcs	0	153		200
Contractual Contingencies	500	0		500
Total Other Contractual Services	10,000	2,836	28.36%	10,800
Total Contractual Expenses	410,000	131,901	32.17%	260,800

**Legal
Expense by Line Item**

	Adopted FY 2011 Budget	Actual Year To Date 6/22/2011	Percent of Budget to date	Proposed FY 2012 Budget
Materials and Supplies				
Books & Publications	11,500	11,522	100.19%	15,000
Total Materials & Supplies Exp	11,500	11,732	102.02%	15,000
Operating Expenses				
Mileage Reimbursement	750	84	11.24%	500
Toll Tag Expense	100	0		50
Parking	50	0		50
Meeting Expense	150	33	21.91%	4,150
Public Notices	200	0		200
Postage	0	192		200
Overnight Delivery Services	150	16	10.80%	100
Local Delivery Services	1,500	0		200
Total Operating Expense	2,900	326	11.22%	5,450
Financing Expenses				
Total Expenses	715,005	387,958	54.26%	569,730

Engineering

The primary role of the Engineering Department is to provide leadership and direction for all engineering functions within the agency.

Major Business Functions:

Project Inception and Feasibility–

Coordinate with other transportation providers in the region (TxDOT, City of Austin, Travis County, Williamson County) to assure that mobility needs for the region are defined and included in the Long Range Transportation Plan. Provide feasibility analysis for selected projects to evaluate implementation priority.

Project Development: Coordinate with stakeholders to accurately program and develop priority projects to the appropriate level for implementation. Stakeholders would include external – federal and state agencies, local governments and the general public. Internal stakeholders would include the Board of Directors, the Executive Director, Legal Department, Financial Team, Toll Operations Department, General Engineering Consultants and Public Relations Department.

The product may include schematic level design, or more complete design as well as the appropriate level of environmental documentation and clearance.

Project Implementation: These activities would include coordination with major internal stakeholders to determine the appropriate project deliver method as well as the implementation oversight to provide the Authority with a project of the highest quality that meets the financial and timing constraints.

Roadway Maintenance: Quantifiable definition of appropriate levels of roadway maintenance that will drive the estimated maintenance costs for any given project over the life of any debt and beyond.

Programmatic annual assessment of roadway conditions and estimated maintenance costs (needs) for the next fiscal year.

Oversight of all maintenance activities performed on Authority roadways or other assets.

FY 2011 Highlights and Accomplishments:

- Award of contract for construction of the direct connectors on the 290E toll project to and from US 183 using “economic stimulus” funding.
- Award of contract for construction of Phase II of the 183A toll project to extend the tolled main lanes of 183A from RM 1431 to approximately 6 miles north.
- Completion of the procurement process for the design-build Comprehensive Development Agreement (CDA) for the 290E toll project from US 183 east to SH 130.
- Successful unprecedented partnering with TxDOT by a Mobility Authority to jointly oversee the production and completion of environmental documentation for the MoPac Improvement Project.
- Successful implementation of the Project Dashboard – an internal web application that gives an overall snapshot of project metrics in terms of schedule and budget that is updated monthly through normal business processes.
- Creation and implementation of the Authority’s “Green Credits Program” for implementing sustainable construction activities on projects under construction.

Engineering

- Creation of the Authority's "Green Mobility Challenge" - a competition aimed at stimulating the very best ideas for sustainable roadway project elements.
- Successful implementation of an Electronic Document Management System for the agency.

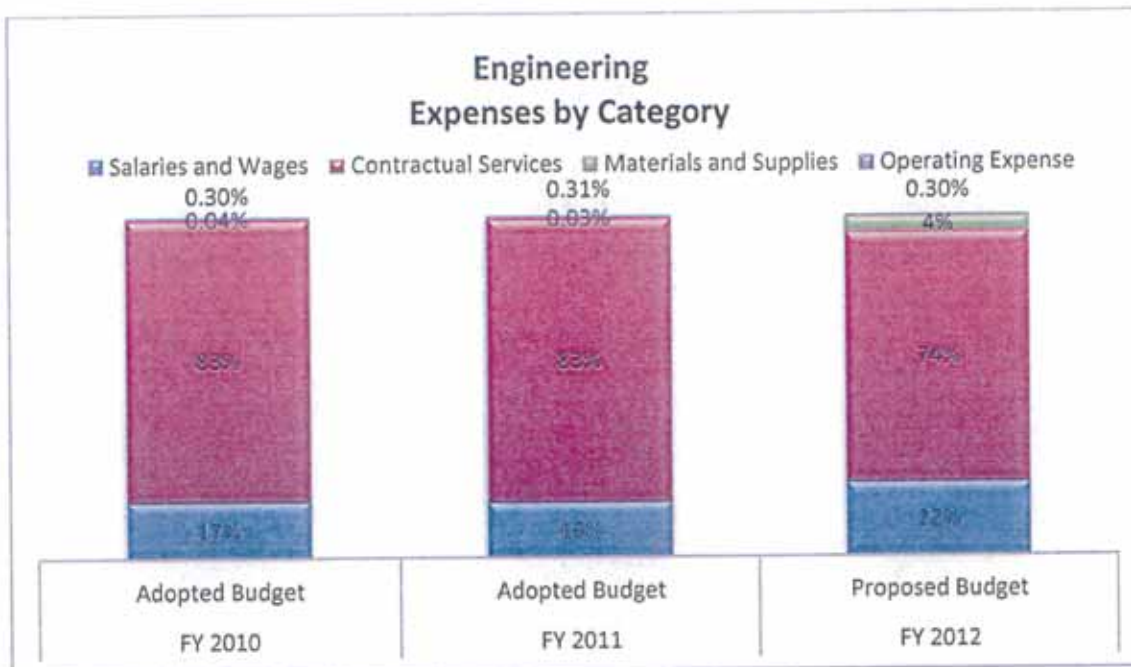
FY 2012 Overview and Goals:

- Continue outstanding program support from our two General Engineering Consultant's (GEC's) for all annual Operations Budget activities including; financial planning support, technology support, contract procurement and management support, trust indenture support, general program support and roadway operations and maintenance support.
- Successful completion of the 290E Direct Connector project on-time and on-budget
- Successful completion of the 183A Phase II toll project on-time and on-budget
- Successful completion of the 290E "interim milestone" work from US 183 to Springdale Rd.
- Completion of the MoPac Improvement Project environmental process
- Completion of the 183S (Manchaca Expressway) environmental process
- Partner with TxDOT on the environmental process for the SH 45SW project as well as the US 290W (The Y) project
- Complete the Green Mobility Challenge for SH 45SW and US 290W (The Y)
- Creation of quantifiable "levels of service" for the maintenance of Authority roadways and define a maintenance business model for the Authority that is efficient and scalable as we add roadways to the system
- Assist with definition, organization and codification of operating policies for the Authority
- Assist with definition of operations budget code descriptions
- Continue to enhance the "modified" design-bid-build project delivery model based on lessons learned from the 290E direct connector project and the 183A Phase II project
- Research appropriate performance measures for the Engineering Department as well as the Authority with respect to transportation project implementation

Engineering

Summary of Expenses:

	FY 2010 Adopted Budget	FY 2011 Adopted Budget	FY 2012 Proposed Budget	Increase (Decrease)
Salaries and Wages	493,736	539,671	628,324	16.43%
Contractual Services	2,460,750	2,781,100	2,137,100	-23.16%
Materials and Supplies	1,150	1,000	125,000	12400.00%
Operating Expense	8,900	10,270	8,770	-14.61%
Financing Expense	0	0	0	
Total Expenses	2,964,536	3,332,041	2,899,194	-12.99%



Authorized Personnel:

	Positions		
	FY 2010 Adopted	FY 2011 Adopted	FY 2012 Proposed
Engineering Director	1	1	1
Engineer	1	1	1
Maintenance Manager	1	1	1
Administrative Assistant*	0	0	1
Total Positions - Engineering	3	3	4

*Position moved to Engineering in FY 2011

**Engineering
Expense by Line Item**

	Adopted FY 2011 Budget	Actual Year To Date 6/22/2011	Percent of Budget to date	Proposed FY 2012 Budget
Expenditures				
Salary & Wage Expense				
Regular	317,866	220,681	69.43%	368,601
Contractual Employees	105,000	30,725	29.26%	105,000
TCDRS	46,091	31,527	68.40%	53,447
FICA	14,666	11,368	77.51%	16,390
FICA MED	4,609	3,124	67.78%	5,345
Health Insurance	28,000	23,800	85.00%	51,593
Life Insurance	1,144	708	61.89%	995
Other Benefits	21,657	4,399	20.31%	24,695
Unemployment Taxes	638	530	83.10%	2,259
Total Salaries & Wages	539,671	326,862	60.57%	628,324
Contractual Services				
Professional Services				
General Engineering Consultant	1,550,000	966,534	62.36%	1,200,000
Facility maintenance	90,000	73,608	81.79%	
Traffic management	0	0		-
Total Professional Services	1,640,000	1,040,141	63.42%	1,200,000
Other Contractual Services				
Traffic Management	0	10,804		
Emergency Maintenance	10,000	0		10,000
Roadway Maintenance Contract	300,000	68,484	22.83%	300,000
Landscape Maintenance	200,000	116,265	58.13%	280,000
Signal & Illumination Main	250,000	131,933	52.77%	175,000
Mowing and litter control	300,000	54,067	18.02%	40,000
Hazardous material cleanup	10,000	0		10,000
Striping	50,000	0		75,000
Graffiti removal	10,000	2,125	21.25%	10,000
Cell Phones	1,600	2,937	183.59%	3,600
Other Communication Expense	0	925		
Continuing Education	1,000	0		
Seminars and Conferences	3,000	975	32.50%	3,000
Staff-Travel	5,500	3,386	61.56%	5,500
Other Contractual Svcs	0	114		25,000
Roadway Maintenance Contract	0	14,955		
Contractual Contingencies	0	11,521		
Total Other Contractual Services	1,141,100	418,491	36.67%	937,100
Total Contractual Expenses	2,781,100	1,458,633	52.45%	2,137,100

**Engineering
Expense by Line Item**

	Adopted FY 2011 Budget	Actual Year To Date 6/22/2011	Percent of Budget to date	Proposed FY 2012 Budget
Materials and Supplies				
Ice Control Materials	0	0		25,000
Maintenance Supplies-Roadway	0	0		100,000
Tools & Equipment	500	14	2.79%	
Misc Materials & Supplies	500	89	17.77%	
Total Materials & Supplies Exp	1,000	168	16.82%	125,000
Operating Expenses				
Gasoline	3,500	3,987	113.92%	5,000
Mileage Reimbursement	1,000	808	80.81%	1,000
Toll Tag Expense	2,300	2,558	111.20%	2,300
Parking	20	17	82.50%	20
Meeting Expense	0	30		100
Postage	0	44		
Overnight Delivery Services	100	0		
Repair and Maintenance	200	0		
Repair and Maintenance-Vehicles	2,900	3,263		100
Other Licenses	250	235	94.00%	250
Total Operating Expense	10,270	10,941	106.53%	8,770
Financing Expenses				
Total Financing Expense	0	0		0
Total Expenses	3,332,041	1,796,603	53.92%	2,899,194

Consolidated Staffing Schedule

Authorized Personnel:

	Positions		
	FY 2010 Adopted	FY 2011 Adopted	FY 2012 Proposed
<u>Administration</u>			
Executive Director	1	1	1
Deputy Director	1	1	1
Assistant to Executive Director	1	1	1
Senior Administrative Assistant	1	1	0
Receptionist	1	1	1
Community Development Specialist (previously Economic/Business Development Director)*	1	1	1
Project Coordinator	1	0	0
Director of Procurement & Contract Mgt	0	0	0
Intern*	0	1	1
<u>Financial Services</u>			
CFO	1	1	1
Controller	1	1	1
Fiscal Analyst	1	1	1
Intern	1	0	0
<u>Toll Operations</u>			
Operations Director	1	1	1
Court Liaison	1	1	1
<u>Communications and Marketing</u>			
Communications and Marketing Director	1	1	1
Communications and Marketing Specialist	1	1	1
Intern*	1	1	1
<u>Legal</u>			
Legal Counsel	1	1	1
Administrative Assistant	1	1	1
<u>Engineering</u>			
Engineering Director	1	1	1
Engineer*	1	1	1
Maintenance Manager	1	1	1
Administrative Assistant	0	0	1
Total Positions	21	20	20

*Positions currently not filled

Capital Budget

FY 2012 Capital Budget

Operating Capital Budget

No items proposed

Capital Projects

Public-Private Partnership (P3) Development Initiative:

Mopac Managed Lanes Project	\$	100,000
183 South Project		100,000
Total Public-Private Partnership Development	\$	<u>200,000</u>

Manor Expressway Project Phases I & II

Traffic and Revenue Analysis	\$	1,511,368
Environmental		250,000
Final Design		37,369,250
Right of Way		65,400,000
Utility Relocation		2,200,000
Construction		280,304,155
Project Oversight		38,800,000
TxDOT Reimbursements		600,000
Total Manor Expressway Phase I & II	\$	<u>426,434,773</u>

System Operating Budget

FY 2012 Proposed System Operating Budget

System Operating Costs

Toll Operations	Operating Expenses	\$ 4,249,159
Finance Department	Insurance Expense	90,000
Finance Department	Trustee Expense	2,000
Finance Department	Salaries	294,216
Finance Department	Rent	190,000
Finance Department	Contractual	165,850
Finance Department	Materials and Supplies	19,650
Legal	Salaries	115,392
Legal	Contractual	125,000
Communications	Salaries	132,755
Communications	Contractual	135,000
Communications	Materials and Supplies	26,000
Engineering	Salaries	188,497
Engineering	Contractual	361,800
Administration	Salaries	460,782

Total System Operating Costs

\$ 6,556,101

**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 11-087

**Expressing Intent to Finance Expenditures To Be Incurred
for the MoPac Improvement Project.**

WHEREAS, the Central Texas Regional Mobility Authority (the "Issuer") is a political subdivision of the State of Texas authorized to finance its activities by issuing obligations; and

WHEREAS, the Issuer will make, or has made not more than 60 days prior to the date hereof, payments with respect to the design, acquisition, construction, reconstruction, or renovation of the project listed on Attachment A to this resolution (the "Financed Property"); and

WHEREAS, the Issuer has concluded that it does not currently desire to issue obligations to finance the costs associated with the Financed Property; and

WHEREAS, the Issuer desires to reimburse itself for the costs associated with the Financed Property from the proceeds of obligations to be issued subsequent to the date hereof; and

WHEREAS, the Issuer reasonably expects to issue obligations to reimburse itself for the costs associated with the Financed Property.

NOW THEREFORE, BE IT RESOLVED, that the Issuer reasonably expects to reimburse itself for costs that have been or will be paid subsequent to the date that is 60 days prior to the date hereof and that are to be paid in connection with the analysis, design, acquisition, construction, reconstruction, or renovation of the Financed Property from the proceeds of obligations to be issued subsequent to the date hereof; and

BE IT FURTHER RESOLVED that the Issuer reasonably expects that the maximum principal amount of obligations issued to reimburse the Issuer for the costs associated with the Financed Property will be \$250,000,000.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of June, 2011.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 11-087
Date Passed: 6/29/11

ATTACHMENT "A" TO RESOLUTION 11-087

DESCRIPTION OF PROJECT

<u>Purpose/Project</u>	<u>Amount</u>
The MoPac Improvement Project, which may include, without limitation, (i) approximately 11 miles of tolled managed lanes within the Loop 1 corridor from FM 734 (Parmer Lane) south to César Chávez Street, with one or more tolled managed lanes in each direction, and (ii) toll collection equipment and other facilities and equipment necessary or incidental to the project.	\$250,000,000

**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 11-088

**Expressing Intent to Finance Expenditures To Be Incurred
for the Bergstrom Expressway Project.**

WHEREAS, the Central Texas Regional Mobility Authority (the "Issuer") is a political subdivision of the State of Texas authorized to finance its activities by issuing obligations; and

WHEREAS, the Issuer will make, or has made not more than 60 days prior to the date hereof, payments with respect to the design, acquisition, construction, reconstruction, or renovation of the project listed on Attachment A to this resolution (the "Financed Property"); and

WHEREAS, the Issuer has concluded that it does not currently desire to issue obligations to finance the costs associated with the Financed Property; and

WHEREAS, the Issuer desires to reimburse itself for the costs associated with the Financed Property from the proceeds of obligations to be issued subsequent to the date hereof; and


WHEREAS, the Issuer reasonably expects to issue obligations to reimburse itself for the costs associated with the Financed Property.

NOW THEREFORE, BE IT RESOLVED, that the Issuer reasonably expects to reimburse itself for costs that have been or will be paid subsequent to the date that is 60 days prior to the date hereof and that are to be paid in connection with the analysis, design, acquisition, construction, reconstruction, or renovation of the Financed Property from the proceeds of obligations to be issued subsequent to the date hereof; and


BE IT FURTHER RESOLVED that the Issuer reasonably expects that the maximum principal amount of obligations issued to reimburse the Issuer for the costs associated with the Financed Property will be \$675,000,000.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of June, 2011.

Submitted and reviewed by:


Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:


Ray A. Willkerson
Chairman, Board of Directors
Resolution Number: 11-088
Date Passed: 6/29/11

ATTACHMENT "A" TO RESOLUTION 11-088

DESCRIPTION OF PROJECT

<u>Purpose/Project</u>	<u>Amount</u>
The Bergstrom Expressway Project, which will include, without limitation, (i) approximately 8 miles of tolled main lanes and non-tolled continuous frontage road lanes within the US 183 corridor from Springdale Road south to Patton Avenue, (ii) associated grade-separated intersections, and (iii) toll collection equipment and other facilities and equipment necessary or incidental to the project.	\$675,000,000

**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 11-089

**Expressing Intent to Finance Expenditures To Be Incurred
for the Oak Hill Expressway Project.**

WHEREAS, the Central Texas Regional Mobility Authority (the "Issuer") is a political subdivision of the State of Texas authorized to finance its activities by issuing obligations; and

WHEREAS, the Issuer will make, or has made not more than 60 days prior to the date hereof, payments with respect to the design, acquisition, construction, reconstruction, or renovation of the project listed on Attachment A to this resolution (the "Financed Property"); and

WHEREAS, the Issuer has concluded that it does not currently desire to issue obligations to finance the costs associated with the Financed Property; and

WHEREAS, the Issuer desires to reimburse itself for the costs associated with the Financed Property from the proceeds of obligations to be issued subsequent to the date hereof; and


WHEREAS, the Issuer reasonably expects to issue obligations to reimburse itself for the costs associated with the Financed Property.

NOW THEREFORE, BE IT RESOLVED, that the Issuer reasonably expects to reimburse itself for costs that have been or will be paid subsequent to the date that is 60 days prior to the date hereof and that are to be paid in connection with the analysis, design, acquisition, construction, reconstruction, or renovation of the Financed Property from the proceeds of obligations to be issued subsequent to the date hereof; and

BE IT FURTHER RESOLVED that the Issuer reasonably expects that the maximum principal amount of obligations issued to reimburse the Issuer for the costs associated with the Financed Property will be \$650,000,000.


Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of June, 2011.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 11-089
Date Passed: 6/29/11

ATTACHMENT "A" TO RESOLUTION 11-089

DESCRIPTION OF PROJECT

<u>Purpose/Project</u>	<u>Amount</u>
The Oak Hill Expressway Project, which will include, without limitation, (i) a grade separated interchange within the US 290W/SH 71 intersection in Oak Hill, including tolled main lanes and non-tolled continuous frontage roads, and (ii) toll collection equipment and other facilities and equipment necessary or incidental to the project.	\$650,000,000

**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 11-090

**Expressing Intent to Finance Expenditures To Be Incurred
for the Manchaca Expressway Project.**

WHEREAS, the Central Texas Regional Mobility Authority (the "Issuer") is a political subdivision of the State of Texas authorized to finance its activities by issuing obligations; and

WHEREAS, the Issuer will make, or has made not more than 60 days prior to the date hereof, payments with respect to the design, acquisition, construction, reconstruction, or renovation of the project listed on Attachment A to this resolution (the "Financed Property"); and

WHEREAS, the Issuer has concluded that it does not currently desire to issue obligations to finance the costs associated with the Financed Property; and

WHEREAS, the Issuer desires to reimburse itself for the costs associated with the Financed Property from the proceeds of obligations to be issued subsequent to the date hereof; and

WHEREAS, the Issuer reasonably expects to issue obligations to reimburse itself for the costs associated with the Financed Property.

NOW THEREFORE, BE IT RESOLVED, that the Issuer reasonably expects to reimburse itself for costs that have been or will be paid subsequent to the date that is 60 days prior to the date hereof and that are to be paid in connection with the analysis, design, acquisition, construction, reconstruction, or renovation of the Financed Property from the proceeds of obligations to be issued subsequent to the date hereof; and

BE IT FURTHER RESOLVED that the Issuer reasonably expects that the maximum principal amount of obligations issued to reimburse the Issuer for the costs associated with the Financed Property will be \$90,000,000.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of June, 2011.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 11-090
Date Passed: 6/29/11

ATTACHMENT "A" TO RESOLUTION 11-090

DESCRIPTION OF PROJECT

<u>Purpose/Project</u>	<u>Amount</u>
The Manchaca Expressway Project, which will include, without limitation, (i) approximately 4 miles of tolled main lanes within the State Highway 45 Southwest corridor from Loop 1 to FM 1626, (ii) associated grade-separated intersections, and (iii) toll collection equipment and other facilities and equipment necessary or incidental to the project.	\$90,000,000

**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 11-091

Accept Monthly Financial Reports

WHEREAS, the Central Texas Regional Mobility Authority ("CTRMA") is empowered to procure such goods and services as it deems necessary to assist with its operations and to study and develop potential transportation projects, and is responsible to insure accurate financial records are maintained using sound and acceptable financial practices; and

WHEREAS, close scrutiny of CTRMA expenditures for goods and services, including those related to project development, as well as close scrutiny of CTRMA's financial condition and records is the responsibility of the Board of Directors and its designees through procedures the Board may implement from time to time; and

WHEREAS, the Board of Directors has adopted policies and procedures intended to provide strong fiscal oversight and which authorize the Executive Director, working with the CTRMA's Chief Financial Officer, to review invoices, approve disbursements, and prepare and maintain accurate financial records and reports; and

WHEREAS, the Executive Director, working with the Chief Financial Officer, has reviewed and authorized the disbursements necessary for the month of May 2011, and has caused Financial Reports to be prepared for each month which are attached to this resolution as Attachment "A."

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors accepts the Financial Report for May 2011, attached respectively as Attachment "A" to this resolution.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of June, 2011.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number 11-091
Date Passed 6/29/2011

Exhibit A

Financial Report for May 2011

Central Texas Regional Mobility Authority

Balance Sheet

As of

May 31, 2011

May 31, 2010

Assets

Current Assets

Cash in Regions Operating Account		136,514		64,804
Cash In TexSTAR	241,788		94,638	
Regions Payroll Account	3,265		1,712	
Restricted cash/cash equivalents				
Fidelity Government MMA	11,493,647		7,047,124	
Restricted Cash-TexStar	87,492,046		45,570,623	
Regions SIB account	7,492,533		30,017,954	
Overpayment accounts	18,594		9,156	
Total Cash and Cash Equivalents		106,741,873		82,806,011
Accounts Receivable	137,454		97,016	
Due From Employees	375		375	
Due From Other Funds	0		108,340	
Due From TTA	375,997		517,002	
Due From NTTA	36,243		34,246	
Due From HCTRA	108,764		54,552	
Due From TxDOT	3,756,573		0	
Due From Federal Government	965,380		1,120,042	
Interest Receivable	88,234		88,199	
Total Receivables		5,469,020		2,019,772
Short Term Investments				
Certificates of Deposit		3,100,000		3,100,000
Investment in Government Agencies		7,944,295.5		8,561,361
Other Current Assets				
Prepaid Insurance	31,687		39,300	
Total Current Assets		123,423,389		96,526,444
Construction Work In Process		168,488,045		49,783,652
Fixed Assets				
Computers(net)		32,942		38,277
Computer Software(net)		1,371,344		2,578,354
Furniture and Fixtures(net)		20,645		33,413
Equipment(net)		46,784		44,511
Autos and Trucks(net)		328		4,261
Buildings and Toll Facilities(net)		6,358,844		6,535,402
Highways and Bridges(net)		178,133,456		183,100,663
Communication Equipment(net)		1,158,189		1,340,284
Toll Equipment(net)		2,669,621		3,207,429
Signs(net)		5,100,198		5,233,467
Land Improvements(net)		1,183,838		951,020
Right of Way		23,683,553		23,683,553
Leasehold Improvements		60,044		65,895
Total Fixed Assets		219,819,786		226,816,530
Long Term Investments				
GIC (Restricted)		58,345,174		100,148,419
Other Assets				
Security Deposits		9,483		9,483
Intangible Assets		650		650
Total Bond Issuance Costs		10,420,538		10,837,592
Total Assets		580,507,065		484,122,771

Liabilities

Current Liabilities

Accounts Payable	3,703,939		6,310
Overpayments	19,176		9,443
Interest Payable	7,872,693		8,057,359
Due to other Funds	0		184,367
Deferred Compensation Payable	3,290		0
TCDRS Payable	28,780		25,494
Due to State of Texas	2,202		822
Total Current Liabilities	11,630,079		8,283,796

Long Term Liabilities

Accrued Vac & Sick Leave Paybl		205,137		205,137
Retainage Payable		0		143,333
Senior Lien Revenue Bonds 2005	172,698,781		171,799,426	
Senior Lien Revenue Bonds 2010	98,221,803		95,484,459	
Sn Lien Rev Bnd Prem/Disc 2005	4,774,266		4,939,440	
Sn Lien Rev Bnd Prem/Disc 2010	206,371		237,196	
Subordinated Lien Bond 2010		45,000,000		45,000,000
TIFIA note 2008		77,330,123		73,827,037
2010 Regions BAB's Payable		60,000,000		0
2009 State Infrastructure loan		33,100,531		32,075,160
Total Long Term Liabilities		491,537,012		423,711,187
Total Liabilities		503,167,091		431,994,983

Net Assets Section

Contributed Capital		18,334,846		18,443,186
Net Assets beginning		37,460,114		41,478,327
Current Year Operations		21,545,015		(7,793,725)
Total Net Assets		59,005,129		33,684,603
Total Liabilities and Net Assets		580,507,065		484,122,771

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Revenue	Budget FY 2011	Actual Year To Date 5/31/2011	Percent Of Budget	Actual Year To Date 5/31/2010
Toll Revenue-TxTag-183A	17,000,000	14,406,809	84.75%	13,754,653
Toll Revenue-HCTRA-183A	540,000	580,031	107.41%	501,289
Toll Revenue-NTTA-183A	340,000	371,691	109.32%	322,237
Video Tolls	2,800,000	2,930,303	104.65%	2,573,838
Fee Revenue	1,350,000	1,220,522	90.41%	1,211,523
Total Operating Revenue	22,030,000	19,509,355	88.56%	18,363,540
Interest Income	60,000	221,853	369.76%	367,443
Grant Revenue	0	27,539,262		0
Misc Revenue	6,600	2,200	33.33%	917
Gain/Loss on Disposal of Asset	0	1,000		0.00
Total Revenue	22,096,600	47,273,671	213.94%	18,731,900

Expenditures	Budget FY 2011	Actual Year To Date 5/31/2011	Percent Of Budget	Actual Year To Date 5/31/2010
Salary & Wage Expense				
Regular salaries	1,898,467	1,472,175	77.55%	1,405,243
Part Time salaries	14,000	6,354	45.38%	5,348
Overtime	4,000	0		0
Contractual Employees	105,000	29,550	28.14%	1,125
TCDRS	286,111	211,149	73.80%	196,176
FICA	97,483	66,503	68.22%	59,999
Medicare	28,901	20,861	72.18%	19,818
Health Insurance	213,300	145,473	68.20%	134,193
Life Insurance	6,618	4,837	73.08%	4,807
Auto Allowance	9,000	8,798	97.75%	7,763
Other Benefits	167,144	51,619	30.88%	44,209
Unemployment Taxes	4,959	2,978	60.05%	915
Salary Reserve	78,719	0		0
Total Salaries & Wages	2,913,702	2,020,297	69.34%	1,879,594
Contractual Services				
Professional Services				
Accounting	9,800	5,798	59.17%	9,478
Auditing	54,000	42,650	78.98%	43,057
General Engineering Consultant	1,600,000	850,701	53.17%	730,305
General System Consultant	175,000	5,894	3.37%	46,004
Image Processing	610,000	626,361	102.68%	587,534
Facility maintenance	90,000	92,549	102.83%	86,110
HERO	0	728,500		0
Human Resources	12,000	15,485	129.04%	1,558
Legal	400,000	85,911	21.48%	99,233
Photography	15,000	13,545	90.30%	8,290
Total Professional Services	2,965,800	2,467,394	83.19%	1,618,858

Expenditures	Budget FY 2011	Actual Year To Date 5/31/2011	Percent Of Budget	Actual Year To Date 5/31/2010
Other Contractual Services				
IT Services	65,000	34,012	52.33%	55,998
Graphic Design Services	13,500	3,509	25.99%	9,995
Website Maintenance	45,000	45,905	102.01%	16,618
Research Services	20,000	26,089	130.45%	5,000
Copy Machine	13,500	6,396	47.38%	9,614
Software licenses	23,000	8,300	36.09%	22,664
ETC system Maintenance	1,288,000	534,141	41.47%	1,013,937
ETC Development	125,000	19,903	15.92%	55,316
ETC Testing	30,000	0		28,718
Communications and Marketing	170,000	130,645	76.85%	107,489
Advertising	25,000	40,439	161.76%	13,596
Direct Mail	5,000	0		0
Video Production	5,000	0		1,884
Television	5,000	0		0
Radio	20,000	0		-30
Other Public Relations	2,500	0		0
Law Enforcement	245,000	214,576	87.58%	185,462
Special Assignments	5,000	0		0
Traffic Management	72,000	53,542	74.36%	58,608
Emergency Maintenance	10,000	0		0
Roadway Maintenance Contract	300,000	68,484	22.83%	224,670
Landscape Maintenance	200,000	81,544	40.77%	156,161
Signal & Illumination Maintenance	250,000	121,933	48.77%	219,787
Mowing and Litter Control	300,000	54,067	18.02%	172,850
Hazardous Material Cleanup	10,000	0		0
Striping	50,000	0		22,367
Graffiti Removal	10,000	2,125	21.25%	800
Cell Phones	7,500	8,145	108.60%	5,509
Local	16,500	9,098	55.14%	10,337
Long Distance	750	273	36.34%	252
Internet	6,600	3,002	45.48%	4,020
Fiber Optic System	63,000	43,954	69.77%	33,028
Other Communication Expense	1,500	1,763	117.52%	839
Subscriptions	1,600	899	56.17%	488
Memberships	22,500	26,132	116.14%	8,628
Continuing Education	3,000	3,100	103.33%	1,350
Professional Development	5,000	0		305
Seminars and Conferences	32,500	15,930	49.02%	14,785
Staff-Travel	81,500	33,237	40.78%	49,218
Other Contractual Svcs	0	267		0
Roadway maintenance contract	0	13,875		0
TxTag Collection Fees	1,767,200	1,301,226	73.63%	1,060,944
Contractual Contingencies	160,500	27,382	17.06%	382
Total Other Contractual Services	5,477,150	2,933,895	53.57%	3,571,591
Total Contractual Expenses	8,442,950	5,401,289	63.97%	5,190,448

Expenditures	Budget FY 2011	Actual Year To Date 5/31/2011	Percent Of Budget	Actual Year To Date 5/31/2010
Materials and Supplies				
Books & Publications	12,800	11,577	90.44%	9,351
Office Supplies Expense	12,000	5,680	47.33%	3,426
Computer Supplies Expense	7,500	12,215	162.87%	7,142
Copy Supplies Expense	2,000	916	45.82%	387
Annual Report Printing	10,000	5,354	53.54%	8,734
Other Printed Reports	20,000	2,451	12.25%	11,920
Direct Mail-printing Expense	5,000	0		0
Office Supplies-printed	1,000	2,099	209.91%	840
Maintenance Supplies Expense	0	210		0
Promotional Items expense	10,000	3,235	32.35%	208
Displays	5,000	0		0
Tools & Equipment Expense	1,500	14	0.93%	374
Misc Materials & Supplies	3,700	93	2.51%	2,726
Total Materials & Supplies Exp	120,500	43,843	36.38%	47,125

Expenditures	Budget FY 2011	Actual Year To Date 5/31/2011	Percent Of Budget	Actual Year To Date 5/31/2010
Operating Expenses				
Gasoline Expense	3,500	3,987	113.92%	2,983
Mileage Reimbursement	8,250	3,221	39.04%	4,094
Toll Tag Expense	4,375	2,667	60.96%	2,522
Parking	39,270	31,435	80.05%	29,239
Meeting Facilities	1,200	100	8.33%	0
Community Events	5,000	500	10.00%	500
Meeting Expense	5,400	5,419	100.34%	2,918
Public Notices	2,400	0		268
Postage	6,000	803	13.38%	1,007
Overnight Delivery Services	3,750	100	2.68%	2,603
Local Delivery Services	3,650	1,477	40.46%	1,393
Insurance	125,000	49,906	39.92%	75,122
Repair and Maintenance	700	158	22.57%	333
Repair & Maintenance-Vehicles	2,900	3,263	112.50%	2,778
Repair and Maintenance Toll Equip	15,000	0		1,030
Rent	212,000	168,770	79.61%	169,693
Water	7,500	4,271	56.94%	4,389
Electricity	121,100	61,593	50.86%	70,996
Community Initiative Grants	65,000	60,250	92.69%	35,000
Other Licenses	250	235	94.00%	235
Non Cash Operating Expenses				
Amortization Expense	1,225,000	1,127,148	92.01%	1,120,195
Dep Exp- Furniture & Fixtures	19,000	13,788	72.57%	17,166
Dep Expense - Equipment	15,000	13,180	87.86%	13,180
Dep Expense - Autos & Trucks	4,000	3,606	90.14%	3,605
Dep Expense-Buildng & Toll Fac	177,000	161,845	91.44%	161,845
Dep Expense-Highways & Bridges	5,000,000	4,553,273	91.07%	4,552,865
Dep Expense-Communic Equip	197,000	177,791	90.25%	180,412
Dep Expense-Toll Equipment	465,000	423,300	91.03%	423,300
Dep Expense - Signs	135,000	122,162	90.49%	122,162
Dep Expense-Land Improvemts	52,000	47,285	90.93%	47,285
Depreciation Expense-Computers	410,000	10,532	2.57%	339,207
Total Operating Expense	8,331,245	7,052,062	84.65%	7,388,327
Financing Expenses				
Arbitrage Rebate Expense	6,000	5,750	95.83%	6,000
Loan Fees	12,500	11,500	92.00%	11,500
Bond Issuance Cost	30,000	31,300	104.33%	30,000
Trustee Fees	2,000	2,000	100.00%	0
Bank Fees	7,500	5,992	79.90%	5,865
Interest Expense	11,750,000	10,881,383	92.61%	10,957,671
Contingency	15,000	0		0
Non Cash Financing Expenses				
Bond Issuance Expense	620,280	273,240	44.05%	640,737
Total Financing Expense	12,443,280	11,211,166	90.10%	11,651,772
Other Gains or Loss				
Total Expenses	32,251,677	25,728,656	79.77%	26,525,624
Net Income	-10,155,077	21,545,015		-7,793,725

CTRMA INVESTMENT REPORT

	Month Ending 5/31/11					Rate May 11
	Balance 4/30/2011	Additions	Discount Amortization	Accrued Interest	Withdrawals	
Fidelity Money Market Fund						
Operating Fund	699,912.24	699,912.24		3.07	1,399,827.55	0.00
2010-2 183A/290E Project Acct	0.53	75,163.88			75,163.88	0.53
2010-1 Sub Lien Project Acct	1,047,157.75			8.61		1,047,166.36
2010 Senior Lien Construction Fund	4,520.26	8,175,298.53		0.01	4,492,545.62	0.001%
Other Obligations Fund	12,495.93			0.10		12,496.03
Debt Service Fund 2005	2,632,512.29	619,958.33		19.26		3,252,489.88
2010 Senior DSF	12.40					12.40
Subordinate Lien TIFIA DS Fund	7,880.98			0.06		7,881.04
2010-2 BABs Supplemental Security	262,854.65			2.16		262,856.81
2010-2 Cap I Fund	2,817.08			0.02		2,817.10
2010-1 Sub lien supplemental Security	712,085.32			12.88		712,098.20
2010 Regions BABs Project Account	0.00	1,547,567.04		0.03	1,547,567.04	0.001%
2010 Regions BABs Debt Service Account	16,336.93	236,250.00		0.13	175,000.00	0.001%
TxDOT Grant Fund	62,976.56			12.84	62,977.08	0.001%
Renewal and Replacement	606,578.00			4.99	606,582.99	0.001%
Revenue Fund	905,067.11	1,674,945.95		5.69	1,666,685.87	0.001%
General Fund	349,462.26	3,159,944.27		1.51	3,509,408.04	0.001%
2010 Senior DS Reserve Fund	1,250,231.24			10.28		1,250,241.52
2010-1 Debt Service Reserve Fund	248,287.04	19,092.42		1.97		267,381.43
2010-2 Debt Service Reserve Fund	41,270.07	6,955.85		2,382.65	50,608.57	0.001%
Debt Service Reserve Fund 2005	6,171,125.50			297.30	6,171,422.80	0.001%
	15,033,584.14	16,215,088.51	0.00	2,763.56	19,757,789.44	11,493,646.77
Amount in Region's MMA SIB Loan	12,236,238.91			1,545.05	4,745,251.10	7,492,532.86
						0.003%

CTRMA INVESTMENT REPORT

	Month Ending 5/31/11					Rate May 11
	Balance 4/30/2011	Additions	Discount Amortization	Accrued Interest	Withdrawals	
Amount in Bayerische Landesbank GIC						
Subordinate Lien Cap-I 2010-1	1,923,896.84			801.62		0.500%
Subordinate Lien Cap-I 2010-2	684,731.89			285.30		0.500%
Senior Lien Cap-I 2010	6,821,360.05			5,002.33		0.880%
Senior Lien Project Fund 2010	57,043,678.36			40,560.10	8,175,298.53	0.850%
	66,473,667.14	0.00	0.00	46,649.35	8,175,298.53	
Amount in Fed Agencies						
Amortized Principal	7,950,079.67		(4,535.01)	10,146.37		
Accrued Interest	7,950,079.67	0.00	(4,535.01)		0.00	
	3,100,000.00	3,000,000.00		6,217.72	3,000,000.00	
Certificates of Deposit						
Total in Pools	81,905,947.23	10,443,941.25		4,308.61	4,622,272.27	
Total in Money Market	27,269,823.05	16,215,088.51			24,503,040.54	
Total in Fed Agencies	7,950,079.67	0.00	(4,535.01)		0.00	
Bayerische Landesbank GIC	66,473,667.14	0.00		46,649.35	8,175,298.53	
	186,699,517.09	29,659,029.76	(4,535.01)	57,175.68	40,300,611.34	
Total Invested						

All investments in the portfolio are in compliance with the CTRMA's Investment policy.

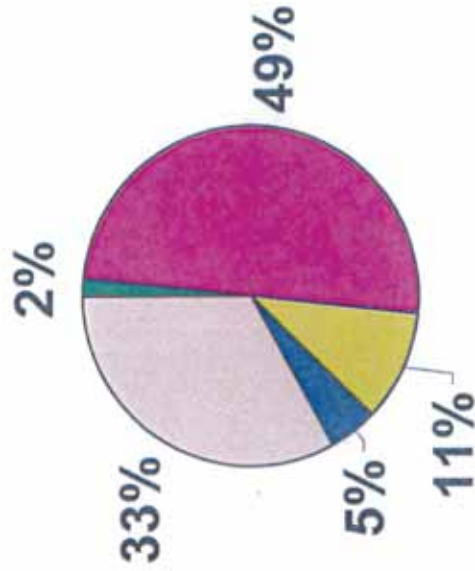
William Chapman, CFO

CTRMA INVESTMENT REPORT

		Month Ending 5/31/11			Rate
Balance	Additions	Discount Amortization	Accrued Interest	Withdrawals	Balance
4/30/2011					5/31/2011

May 11

Allocation of Funds



- Certificates of Deposit
- Total in Fed Agencies
- Total in Money Market
- Total in Pools
- Bayerische Landesbank GIC

Amount of investments As of May 31, 2011

Agency	CUSIP #	COST	Book Value	Market Value	Yield to Maturity	Purchased	Matures	FUND
Federal Farm Credit	31331J2B8	1,997,836.00	1,998,485.20	2,000,100.00	1.000280%	11/22/2010	2/15/2013	TxDOT Grant Fund
Fannie Mae	31398AW32	1,002,500.00	1,001,805.56	1,001,290.00	1.38%	7/19/2010	7/19/2010	2010-1 Subordinate DSRF
San Antonio Water Utilities	79642BLM3	200,000.00	200,000.00	199,328.00	1.109%	11/23/2010	5/15/2012	2010-2 DSRF
San Antonio Water Utilities	79642BLN1	190,000.00	190,000.00	189,697.90	1.457%	11/23/2010	5/15/2013	2010-2 DSRF
Fannie Mae	3136FPAD9	1,514,454.00	1,512,285.90	1,506,045.00	2.000%	11/15/2010	8/24/2015	2010 Sn Lien DSRF
Federal Home loan Bank	3137EABY4	3,064,452.00	3,042,968.00	3,045,120.00	0.40048%	12/23/2010	3/23/2012	TxDOT Grant Fund
		<u>7,969,242.00</u>	<u>7,945,544.66</u>	<u>7,942,080.90</u>				

Agency	CUSIP #	COST	Cumulative Amortization	5/31/2011		Maturity Value	Interest Income May 2011	
				Book Value	5/31/2011 Book Value		Accrued Interest	Amortization
Federal Farm Credit	31331J2B8	1,997,836.00	649.20	1,998,485.20	2,000,000.00	883.33	72.13	955.46
Fannie Mae	31398AW32	1,002,500.00	694.44	1,001,805.56	1,000,000.00	1,145.83	(69.44)	1,076.39
San Antonio Water Utilities	79642BLM3	200,000.00	0.00	200,000.00	200,000.00	135.54		135.54
San Antonio Water Utilities	79642BLN1	190,000.00	0.00	190,000.00	190,000.00	169.17		169.17
Fannie Mae	3136FPAD9	1,514,454.00	2,168.10	1,512,285.90	1,500,000.00	2,500.00	(240.90)	2,259.10
Federal Home loan Bank	3137EABY4	3,064,452.00	21,484.00	3,042,968.00	3,000,000.00	5,312.50	(4,296.80)	1,015.70
		<u>7,969,242.00</u>	<u>24,995.74</u>	<u>7,945,544.66</u>	<u>7,890,000.00</u>	<u>10,146.37</u>	<u>(4,535.01)</u>	<u>5,611.36</u>

May 2011 Certificates of Deposit Outstanding

Bank	CUSIP #	COST	Yield to		Matures	May 2011		FUND
			Maturity	Purchased		Interest	Interest	
Regions Bank	CDRB35523	100,000	0.15%	10/14/2009	9/10/2010	\$	12.32	TxDOT Grant Fund
Regions Bank	CDRB37495	3,000,000				\$	246.57	Debt Service Reserve Fund 05
		<u>3,100,000</u>				\$	<u>258.89</u>	

INVESTMENTS by FUND

		Balance		
		May 31, 2011		
Renewal & Replacement Fund			TexSTAR	87,733,833.93
	TexSTAR	759,618.26	CD's	3,100,000.00
	Fidelity	0.00	Fidelity	11,493,646.77
	Agencies		SIB	7,492,532.86
		759,618.26	Agencies	7,945,544.66
TxDOT Grant Fund			Bayerische GIC	59,345,017.96
	TexSTAR	4,274,249.19		
	Fidelity	12.32		
	CD's	100,000.00		
	Agencies	5,041,453.20		
		9,415,714.71		\$ 176,110,576.18
Subordinate Lien DS Fund 05				
	Fidelity	7,881.04		
Debt Service Reserve Fund 05				
	TexSTAR	10,997,422.44		
	Fidelity	0.00		
	CD's	3,000,000.00		
	Agencies			
		13,997,422.44		
Debt Service Fund 05				
	Fidelity	3,252,489.88		
3,252,489.88				
2010 Senior Lien DSF				
	TexSTAR	2,089.26		
	Fidelity	12.40		
	Agencies			
		2,081.68		
Other Obligations Fund				
	Fidelity	12,496.03		
		12,496.03		
Operating Fund				
	TexSTAR	241,787.96		
	TexSTAR-Trustee	1,904,768.94		
	Fidelity	0.00		
	Region's SIB Loan MMA	7,492,532.86		
		9,639,089.76		
Revenue Fund				
	TexSTAR	1.03		
	Fidelity	913,332.88		
		913,333.91		
General Fund				
	TexSTAR	6,884,345.04		
	Fidelity	0.00		
		6,884,345.04		
2010-1 Sub Lien Cost of Issuance				
	TexSTAR	0.00		
2010 Senior Lien Capitalized Interest				
	TexSTAR	842.00		
	Bayerische GIC	6,826,362.38		
		6,827,204.38		
2010-1 Sub Lien Capitalized Interest				
	TexSTAR	419.88		
	Bayerische GIC	1,924,698.46		
		1,925,118.34		
2010-2 Sub Lien Capitalized Interest				
	TexSTAR	126.72		
	Fidelity	2,817.10		
	Bayerische GIC	685,017.19		
		687,961.01		
2010-1 Sub BABs subsidy				
	Fidelity	712,098.20		
		712,098.20		
2010-2 Sub BABs subsidy				
	Fidelity	262,856.81		
		262,856.81		
2010 Senior Lien Debt Service Reserve Fund				
	TexSTAR	6,753,766.55		
	Fidelity	1,250,241.52		
	Agencies	1,512,285.90		
		9,516,293.97		
2010-2Sub Lien Debt Service Reserve Fund				
	TexSTAR	710,659.95		
	Fidelity	0.00		
	Agencies	390,000.00		
		1,100,659.95		
2010-1Sub Lien Debt Service Reserve Fund				
	TexSTAR	2,503,313.76		
	Fidelity	267,381.43		
	Agencies	1,001,805.56		
		3,772,500.75		
2010 Regions BABs Project Account				
	TexSTAR	52,682,988.18		
	Fidelity	0.03		
		52,682,988.21		
2010 Regions BABs Debt Service Account				
	Fidelity	77,587.06		
		77,587.06		
2010-1 Sub Lien Projects Fund				
	TexSTAR	4,166.77		
	Fidelity	1,047,166.36		
		1,051,333.13		
183A/290E Project Acct				
	TexSTAR	13,286.79		
	Fidelity	0.53		
		13,287.32		
2010 Senior Lien Construction Fund				
	TexSTAR	1.19		
	Fidelity	3,687,273.18		
	Bayerische GIC	48,908,939.93		
		52,596,214.30		
		<u>\$ 176,110,576.18</u>		



Monthly Newsletter - May 2011

Performance

As of May 31, 2011

Current Invested Balance	\$5,566,580,016.75
Weighted Average Maturity (1)	43 Days
Weighted Average Maturity (2)	62 Days
Net Asset Value	1.000161
Total Number of Participants	732
Management Fee on Invested Balance	0.05%*
Interest Distributed	\$645,769.88
Management Fee Collected	\$237,046.62
% of Portfolio Invested Beyond 1 Year	2.42%
Standard & Poor's Current Rating	AAAm

May Averages

Average Invested Balance	\$5,582,322,636.31
Average Monthly Yield, on a simple basis	0.0863%
Average Weighted Average Maturity (1)*	46 Days
Average Weighted Average Maturity (2)*	66 Days

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

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

New Participants

We would like to welcome the following entities who joined the TexSTAR program in May:

★ West ISD

News

Holiday Reminder - In observance of *Independence Day*, TexSTAR will be closed on Monday, July 4, 2011. All ACH transactions initiated on Friday, July 1st will settle on Tuesday, July 5th. Notification of any early transaction deadlines on the business day preceding this holiday will be sent by email to the primary contact on file for all TexSTAR participants. Please plan accordingly for your liquidity needs.

Audit Confirmations - With the fiscal year end nearing for many participants, your auditors may wish to begin submitting confirmations for your TexSTAR pool balances. Please note that audit confirmation requests should be sent to the following address:

TexSTAR Participant Services
325 North St. Paul Street, Suite 800
Dallas, Texas 75201

Economic Commentary

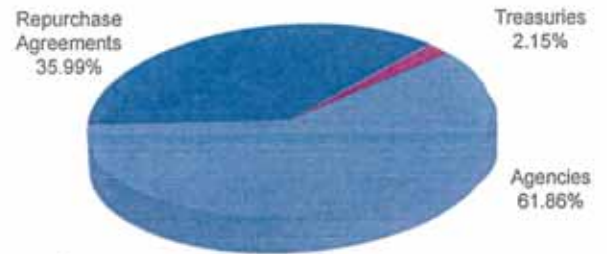
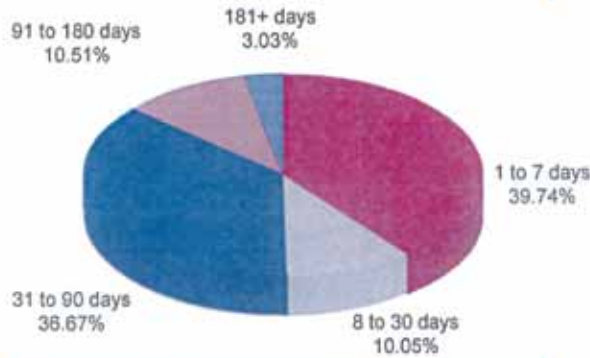
Even with the approaching end of QE2 and a looming U.S. debt ceiling with the rift between parties on the budget deficit still wide, the Treasury market had more than enough support in May. Global economic data continued to soften, as consumer spending, income, housing and manufacturing surveys came in below expectations. A downshift in growth expectations, uncertainty in Europe over the disbursement of more funds to Greece, Italy's outlook downgraded to negative by S&P and fears of additional undisclosed debt in Spanish municipalities, caused markets to react defensively and longer Treasuries to rally during the month. However, Treasury bills remained unchanged to slightly weaker as investors were not enticed by the low yields. Despite Chairman Bernanke's statement that inflation is "transitory" in nature, the FOMC meeting minutes show that members are becoming more concerned about the pace of inflation. While the effectiveness of the Federal Reserve's second asset purchase program, known widely as "QE2," will be debated well into the coming years, one would be hard pressed to ignore that core inflation is now double its level in October 2010. In the coming months, the market will focus more on the looming debt ceiling debate between Republicans and Democrats in Washington. The risk of a U.S. default is minimal. Nevertheless, the longer it takes policymakers to come to an agreement over the eventual increase of the debt ceiling, the more likely market volatility will increase and potentially impact sentiment and the recovery. It is anticipated that the Fed will keep rates on hold well into 2012, implementing a slow reduction in its balance sheet by ceasing to reinvest principal and interest before it begins to raise rates.

This information is an excerpt from an economic report dated May 2011 provided to TexSTAR by JP Morgan Asset Management, Inc., the investment manager of the TexSTAR pool.

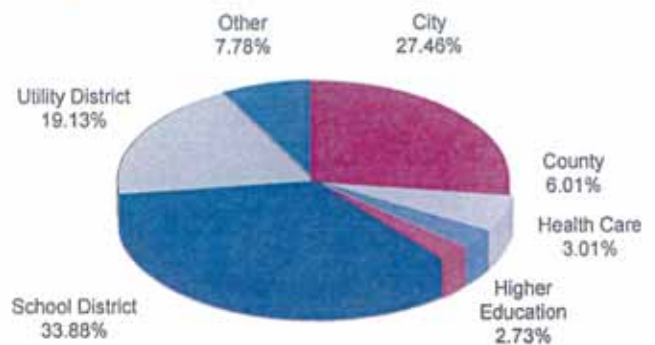
For more information about TexSTAR, please visit our web site at www.texstar.org.

Information at a Glance

Portfolio by Type of Investment As of May 31, 2011



Portfolio by Maturity As of May 31, 2011



Distribution of Participants by Type As of May 31, 2011

Historical Program Information

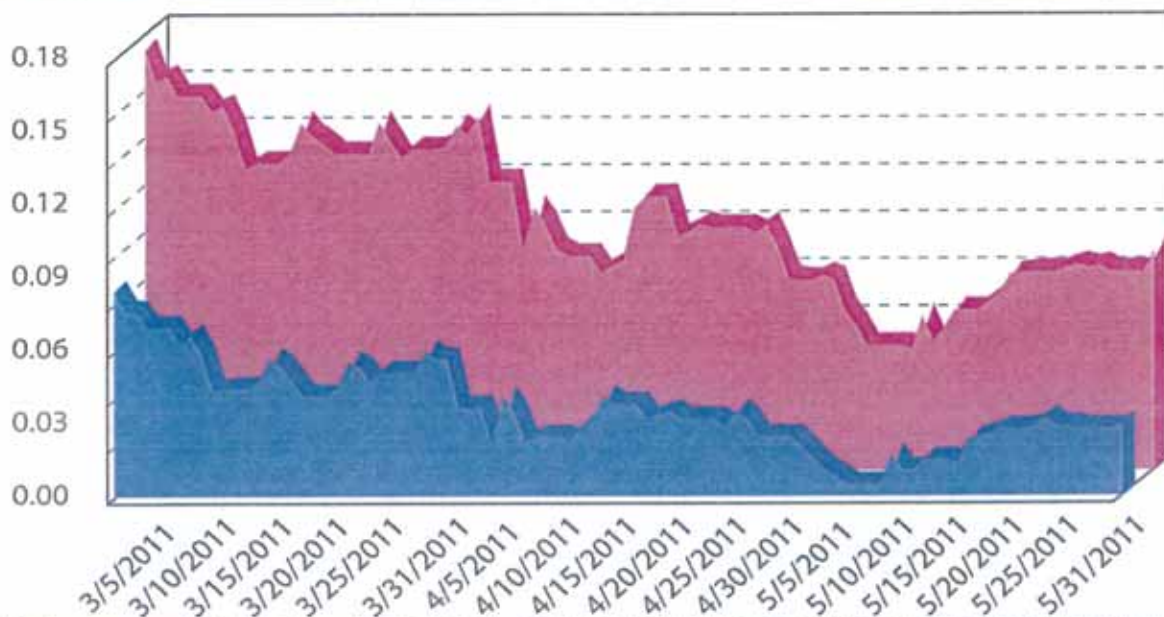
Month	Average Rate	Book Value	Market Value	Net Asset Value	WAM (1)*	WAM (2)*	Number of Participants
May 11	0.0863%	\$5,566,580,016.75	\$5,567,478,247.07	1.000161	46	66	732
Apr 11	0.1108%	5,661,130,480.00	5,662,108,871.87	1.000172	50	72	731
Mar 11	0.1408%	5,949,037,975.79	5,949,804,553.22	1.000128	50	73	730
Feb 11	0.1476%	6,548,224,886.40	6,548,880,605.37	1.000100	48	71	729
Jan 11	0.1637%	6,541,049,111.05	6,541,464,771.26	1.000063	39	66	726
Dec 10	0.1713%	5,593,134,506.98	5,593,670,681.79	1.000091	47	79	723
Nov 10	0.1883%	5,143,274,228.56	5,143,635,927.81	1.000070	52	81	721
Oct 10	0.2002%	5,024,200,466.22	5,024,647,553.30	1.000088	49	74	719
Sep 10	0.2113%	4,970,973,494.85	4,971,467,034.53	1.000099	47	74	718
Aug 10	0.2153%	4,898,435,591.73	4,899,135,875.31	1.000142	49	81	715
Jul 10	0.1992%	4,973,684,902.13	4,974,288,088.24	1.000117	43	71	712
Jun 10	0.1860%	5,156,538,488.97	5,157,298,475.17	1.000147	44	72	712

Portfolio Asset Summary as of May 31, 2011

	Book Value	Market Value
Uninvested Balance	\$ 607.28	\$ 607.28
Accrual of Interest Income	611,166.42	611,166.42
Interest and Management Fees Payable	(683,089.63)	(683,089.63)
Payable for Investment Purchased	(92,987,793.75)	(92,987,793.75)
Repurchase Agreement	2,037,138,000.00	2,037,138,000.00
Government Securities	3,622,501,126.43	3,623,399,356.75
Total	\$ 5,566,580,016.75	\$ 5,567,478,247.07

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 TexSTAR. The only source of payment to the Participants are the assets of TexSTAR. 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 TexSTAR Participant Services.

TexSTAR 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 TexSTAR management fee may be waived in full or in part at the discretion of the TexSTAR co-administrators and the TexSTAR rate for the period shown reflects waiver of fees. This table represents 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 at \$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 TexSTAR pool to the T-Bill Yield, you should know that the TexSTAR pool consist 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.

Daily Summary for May 2011

Date	Mny Mkt Fund Equiv. [SEC Std.]	Daily Allocation Factor	TexSTAR Invested Balance	Market Value Per Share	WAM Days (1)*	WAM Days (2)*
5/1/2011	0.0929%	0.000002545	\$5,661,130,480.00	1.000170	47	68
5/2/2011	0.0979%	0.000002682	\$5,673,051,223.19	1.000178	46	67
5/3/2011	0.0842%	0.000002306	\$5,680,986,383.47	1.000184	47	68
5/4/2011	0.0812%	0.000002226	\$5,710,928,461.88	1.000188	50	71
5/5/2011	0.0723%	0.000001980	\$5,703,922,042.63	1.000196	50	71
5/6/2011	0.0777%	0.000002128	\$5,584,451,439.78	1.000198	49	70
5/7/2011	0.0777%	0.000002128	\$5,584,451,439.78	1.000198	49	70
5/8/2011	0.0777%	0.000002128	\$5,584,451,439.78	1.000198	49	70
5/9/2011	0.0752%	0.000002059	\$5,626,593,589.27	1.000189	48	69
5/10/2011	0.0777%	0.000002128	\$5,625,398,590.50	1.000184	48	69
5/11/2011	0.0700%	0.000001918	\$5,636,514,127.68	1.000183	49	69
5/12/2011	0.0802%	0.000002197	\$5,622,301,676.49	1.000181	49	69
5/13/2011	0.0848%	0.000002324	\$5,665,880,948.04	1.000173	46	66
5/14/2011	0.0848%	0.000002324	\$5,665,880,948.04	1.000173	46	66
5/15/2011	0.0848%	0.000002324	\$5,665,880,948.04	1.000173	46	66
5/16/2011	0.0922%	0.000002526	\$5,559,667,696.07	1.000173	47	67
5/17/2011	0.0840%	0.000002300	\$5,500,812,517.72	1.000173	47	67
5/18/2011	0.0934%	0.000002559	\$5,495,314,275.67	1.000185	47	67
5/19/2011	0.0921%	0.000002523	\$5,538,784,396.57	1.000179	46	66
5/20/2011	0.0899%	0.000002463	\$5,493,927,470.52	1.000172	44	64
5/21/2011	0.0899%	0.000002463	\$5,493,927,470.52	1.000172	44	64
5/22/2011	0.0899%	0.000002463	\$5,493,927,470.52	1.000172	44	64
5/23/2011	0.0908%	0.000002489	\$5,577,275,498.45	1.000169	42	62
5/24/2011	0.0875%	0.000002398	\$5,537,169,866.02	1.000169	43	62
5/25/2011	0.0908%	0.000002489	\$5,531,783,832.27	1.000170	45	64
5/26/2011	0.0921%	0.000002523	\$5,522,473,205.83	1.000178	46	65
5/27/2011	0.0901%	0.000002468	\$5,512,133,567.50	1.000164	44	63
5/28/2011	0.0901%	0.000002468	\$5,512,133,567.50	1.000164	44	63
5/29/2011	0.0901%	0.000002468	\$5,512,133,567.50	1.000164	44	63
5/30/2011	0.0901%	0.000002468	\$5,512,133,567.50	1.000164	44	63
5/31/2011	0.1018%	0.000002789	\$5,566,580,016.75	1.000161	43	62
Average	0.0863%	0.000002363	\$5,582,322,636.31		46	66

TexSTAR Participant Services
First Southwest Asset Management, Inc.
325 North St. Paul Street, Suite 800
Dallas, Texas 75201



TexSTAR Board Members

<i>William Chapman</i>	<i>Central Texas Regional Mobility Authority</i>	<i>Governing Board President</i>
<i>Nell Lange</i>	<i>City of Frisco</i>	<i>Governing Board Vice President</i>
<i>Melinda Garrett</i>	<i>Houston ISD</i>	<i>Governing Board Treasurer</i>
<i>Michael Bartolotta</i>	<i>First Southwest Company</i>	<i>Governing Board Secretary</i>
<i>Will Williams</i>	<i>JP Morgan Chase</i>	<i>Governing Board Asst. Sec./Treas.</i>
<i>Hardy Browder</i>	<i>City of Cedar Hill</i>	<i>Advisory Board</i>
<i>Oscar Cardenas</i>	<i>Northside ISD</i>	<i>Advisory Board</i>
<i>Stephen Fortenberry</i>	<i>McKinney ISD</i>	<i>Advisory Board</i>
<i>Monte Mercer</i>	<i>North Central TX Council of Government</i>	<i>Advisory Board</i>
<i>Becky Brooks</i>	<i>Government Resource Associates, LLC</i>	<i>Advisory Board</i>
<i>Len Santow</i>	<i>Griggs & Santow</i>	<i>Advisory Board</i>

For more information contact TexSTAR Participant Services ★ 1-800-TEX-STAR ★ www.texstar.org



J.P.Morgan
Asset Management

**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE CENTRAL TEXAS
REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 11-092

**RESOLUTION AUTHORIZING ACQUISITION OF PROPERTY RIGHTS BY
AGREEMENT OR CONDEMNATION OF CERTAIN PROPERTY IN TRAVIS
COUNTY FOR THE US 290 EAST TOLL PROJECT
(Parcel 34)**

WHEREAS, pursuant to and under the authority of Subchapter E, Chapter 370, Texas Transportation Code and other applicable law, the Central Texas Regional Mobility Authority ("CTRMA") has found and determined that to promote the public safety, to facilitate the safety and movement of traffic, and to preserve the financial investment of the public in its roadways and the roadways of the State of Texas, public convenience and necessity requires acquisition of fee simple title to that certain 0.539 acres described by metes and bounds in Exhibit "A" to this Resolution (the "Subject Property"), owned by Paul and Verena Devooght, (the "Owner"), located at US Hwy 290E West of Giles Road in Travis County, for the construction, reconstruction, maintaining, widening, straightening, lengthening, and operating of the US 290 East Toll Project (the "Project"), as a part of the improvements to the Project, but excluding all the oil, gas, and sulphur which can be removed from beneath the Subject Property, without any right whatever remaining to the owner of such oil, gas, and sulphur of ingress to or egress from the surface of the Subject Property for the purpose of exploring, developing, or mining of the same, and that such constructing, reconstructing, maintaining, widening, straightening, lengthening, and operating of the Project shall extend across and upon, and will cross, run through, and be upon the Subject Property; and

WHEREAS, an independent, professional appraisal report of the Subject Property has been submitted to the CTRMA, and an amount has been established to be just compensation for the property rights to be acquired; and

WHEREAS, the Executive Director of the CTRMA, through agents employed or contracted with the CTRMA, has transmitted an official written offer to the Owner, based on the amount determined to be just compensation, and has entered into good faith negotiations with the Owner of the Subject Property to acquire the Subject Property; and

WHEREAS, as of the date of this Resolution, the Executive Director and the Owner have failed to agree on the amount determined to be just compensation and damages, if any, due to said Owner for the Subject Property; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the CTRMA that the Executive Director is specifically authorized and directed to acquire the Subject Property and all leasehold interests in the Subject Property for the Project by agreement, subject to approval of the purchase contract by the Board of Directors of the CTRMA; and

BE IT FURTHER RESOLVED that the Executive Director is specifically authorized to negotiate and execute, if possible, a possession and use agreement in such form as is acceptable to the Executive Director and for consideration in an amount not to exceed ninety percent (90%) of the purchase price set forth in the official written offer to purchase the Subject Property previously transmitted to the Owner; and

BE IT FURTHER RESOLVED that the Executive Director is specifically authorized to negotiate and execute, if possible, a purchase contract for consideration in an amount not to exceed the purchase price set forth in the official written offer to purchase the Subject Property previously transmitted to the Owner; and

BE IT FURTHER RESOLVED that at such time as the Executive Director concludes that further negotiations with Owner to acquire the Subject Property by agreement would be futile, the Executive Director or his designee is hereby authorized and directed to file or cause to be filed a suit in eminent domain to acquire the property interests for the aforesaid purposes against the Owner and the owners of any interest in, and the holders of any lien secured by, the Subject Property, the Subject Property described in the attached Exhibit "A" to this Resolution; and

BE IT FURTHER RESOLVED that the Executive Director or his designee is hereby authorized and directed to incur such expenses and to employ such experts as he shall deem necessary to assist in the prosecution of such suit in eminent domain, including, but not limited to, appraisers, engineers, and land use planners.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of June, 2011.

Submitted and reviewed by:



Andrew Martin, General Counsel
Central Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number 11-092
Date Passed: 06/29/11

EXHIBIT ____

County: Travis
Parcel No.: 34
Highway: U.S. Highway 290
Project Limits: From: E of US 183
To: E of SH 130
Right of Way CSJ: 0114-02-085

PROPERTY DESCRIPTION FOR PARCEL 34

DESCRIPTION OF 0.539 OF ONE ACRE (23,485 SQ. FT.) OF LAND OUT OF THE LUCAS MUNOS SURVEY NO. 55, ABSTRACT NO. 513, IN AUSTIN, TRAVIS COUNTY, TEXAS, SAME BEING A PORTION OF THAT CERTAIN TRACT OF LAND DESCRIBED AS 1.93 ACRES IN A DEED TO PAUL DeVOOGHT AND WIFE, VERENA DeVOOGHT, OF RECORD IN VOLUME 2449, PAGE 13, DEED RECORDS, TRAVIS COUNTY, TEXAS, SAID 0.539 OF ONE ACRE OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a 1/2" iron rod set with a TEXAS DEPARTMENT OF TRANSPORTATION (TxDOT) aluminum cap, in the proposed south right-of-way (ROW) line of U.S. Highway 290, 215.00 feet right of Engineer's Baseline Station 367+56.90, at the southeast corner of the herein described tract, same being in the east line of said DeVooght tract, and the west line of that certain tract of land described as 2.419 acres in a deed to Arturo Diaz, of record in Volume 12724, Page 714, Real Property Records, Travis County, Texas, from which point a 1/2" iron pipe found at the southeast corner of said DeVooght tract, and the southwest corner of said Diaz tract, same being in the existing north ROW line of Old State Highway 20, for which no record conveyance was found, as shown on TxDOT ROW map CSJ# 0114-02-012, bears S05°58'16"E 284.23 feet;

- 1) THENCE, with the south line of this tract, and the proposed south ROW line of U.S. Highway 290, crossing said DeVooght tract, **S84°02'32"W**, at 106.22 feet passing a 1/2" iron rod set with a TxDOT aluminum cap to be replaced with a TxDOT Type II concrete monument after acquisition, 215.00 feet right of Engineer's Baseline Station 366+50.68, continuing 75.32 feet, in all a total distance of **181.54 feet** to a 1/2" iron

EXHIBIT _____

rod set with a TxDOT aluminum cap, 215.00 feet right of Engineer's Baseline Station 365+75.36, at the southwest corner of this tract, same being in the west line of said DeVooght tract, and the east line of that certain tract of land described as 4.12 acres in a deed to Bobby Joe Barnett and wife, Deeanne Barnett, of record in Volume 11862, Page 1250, Real Property Records, Travis County, Texas, from which point a 1/2" iron rod found at the southwest corner of said DeVooght tract, and the southeast corner of said Barnett tract, same being in the existing north ROW line of Old State Highway 20, bears S05°56'27"E 340.19 feet;

- 2) THENCE, with the west line of this tract, and said DeVooght tract, and the east line of said Barnett tract, **N05°56'27"W 217.02 feet** to a calculated point at the northwest corner of this tract, same being the northeast corner of said Barnett tract, the southeast corner of that certain tract of land described 0.578 of one acre in a deed to the State of Texas, of record in Volume 3053, Page 1792, Deed Records, Travis County, Texas, and the southwest corner of that certain tract of land described as 0.092 of one acre in a deed to the State of Texas, of record in Volume 3055, Page 307, Deed Records, Travis County, Texas, same being in the existing south ROW line of U.S. Highway 290, and the west line of said DeVooght tract, from which point a Mag nail found bears N05°56'27"W 0.70 feet;
- 3) THENCE, with the north line of this tract, the existing south ROW line of U.S. Highway 290, and the south line of said 0.092 of one acre State of Texas tract, crossing said DeVooght tract **N84°02'10"E 50.39 feet** to a 1/2" iron rod found at the northeast corner of this tract, same being the northwest corner of said Diaz tract, the southeast corner of said 0.092 of one acre State of Texas tract, and the southwest corner of that certain tract of land described as 4.233 acres in deeds to the State of Texas, of record in Volume 3057, Page 1540 and Volume 3122, Page 1826, Deed Records, Travis County, Texas, same being in the east line of said DeVooght tract;

THENCE, with the east line of this tract, and said DeVooght tract, and the west line of said Diaz tract the following three (3) courses, numbered 4, 5, and 6;

- 4) **S05°41'39"E 78.66 feet** to a 1/2" iron rod found;
- 5) **S63°05'36"E 156.48 feet** to a 1/2" iron pipe found; and

EXHIBIT ____

- 6) **S05°58'16"E 53.45 feet** to the POINT OF BEGINNING and containing 0.539 of one acre within these metes and bounds, more or less.

All bearings are based on the Texas State Plane Coordinate System, Central Zone, NAD83(93) HARN. All distances and coordinates were adjusted to surface using a combined scale factor of 1.00011.

ACCESS MAY BE PERMITTED TO AND FROM THE TRANSPORTATION FACILITY ACROSS THE PROPOSED RIGHT-OF-WAY LINE AS DESCRIBED HEREIN, BEING THE COMMON BOUNDARY LINE BETWEEN THE PROPOSED U.S. 290 HIGHWAY FACILITY AND THE REMAINDER OF THE ABUTTING PROPERTY.

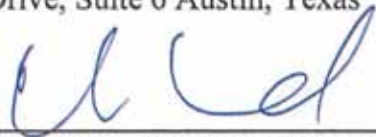
STATE OF TEXAS §
 § **KNOW ALL MEN BY THESE PRESENTS:**
COUNTY OF TRAVIS §

That I, Chris Conrad, a Registered Professional Land Surveyor, do hereby certify that the above description is true and correct to the best of my knowledge and belief and that the property described herein was determined by a survey made on the ground under my direction and supervision.

WITNESS MY HAND AND SEAL at Austin, Travis County, Texas, this the 3rd day of December, 2010 A.D.

SURVEYED BY:

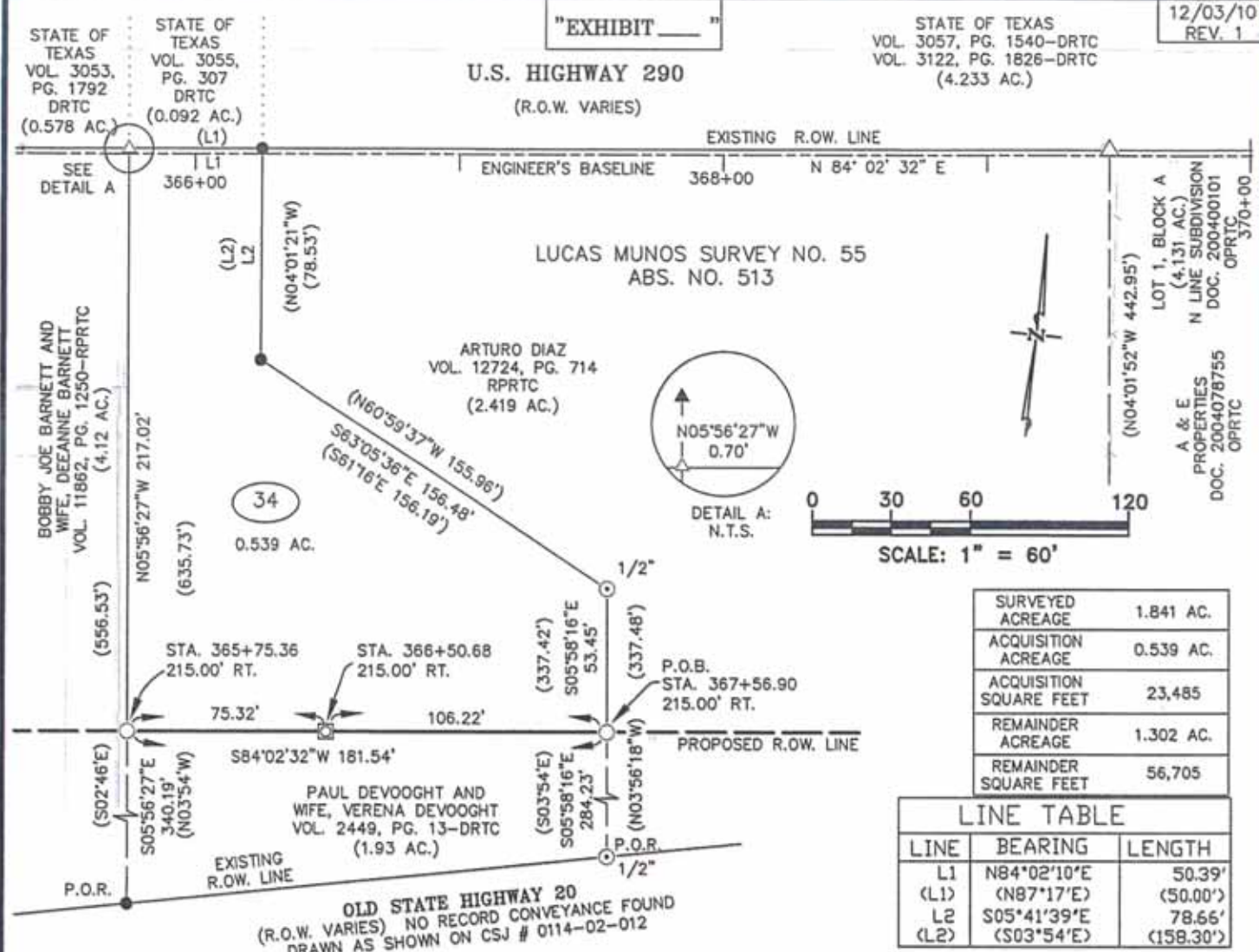
McGRAY & McGRAY LAND SURVEYORS, INC.
3301 Hancock Drive, Suite 6 Austin, Texas 78731
(512) 451-8591



Chris Conrad, Reg. Professional Land Surveyor No. 5623
Note: There is a plat to accompany this description. US 290 P34 R4
Issued 12/01/06; Rev 03/20/07; 09/17/10; 12/3/10



U.S. HIGHWAY 290
(R.O.W. VARIES)



SURVEYED ACREAGE	1.841 AC.
ACQUISITION ACREAGE	0.539 AC.
ACQUISITION SQUARE FEET	23,485
REMAINDER ACREAGE	1.302 AC.
REMAINDER SQUARE FEET	56,705

LINE	BEARING	LENGTH
L1	N84°02'10"E	50.39'
(L1)	(N87°17"E)	(50.00')
L2	S05°41'39"E	78.66'
(L2)	(S03°54"E)	(158.30')

- NOTES:
- 1) BEARINGS AND COORDINATES ARE BASED ON THE TEXAS STATE PLANE COORDINATE SYSTEM, CENTRAL ZONE, NAD83(93) HARN. ALL DISTANCES AND COORDINATES WERE ADJUSTED TO SURFACE USING A COMBINED SCALE FACTOR OF 1.00011.
 - 2) SEE PAGES 1, 2, AND 3 OF 4 FOR A DESCRIPTION OF THIS PARCEL.
 - 3) IMPROVEMENTS SHOWN ARE TAKEN FROM TXDOT AERIAL SURVEY DIGITAL FILES.
 - 4) THIS SURVEY WAS DONE WITHOUT A TITLE REPORT OR EASEMENT SEARCH.
 - 5) ENGINEER'S BASELINE IS NOT THE SAME AS THE ORIGINAL SURVEY "CENTERLINE".
 - 6) ACCESS MAY BE PERMITTED TO AND FROM THE TRANSPORTATION FACILITY ACROSS THE PROPOSED RIGHT-OF-WAY LINE AS SHOWN HEREON, BEING THE COMMON BOUNDARY LINE BETWEEN THE PROPOSED U.S. 290 HIGHWAY FACILITY AND THE REMAINDER OF THE ABUTTING PROPERTY.

SURVEYED BY: MCGRAY & MCGRAY LAND SURVEYORS, INC.
3301 HANCOCK DR., STE 6, AUSTIN, TX 78731 512/451-8591

Chris Conrad

12/03/10

CHRIS CONRAD, REG. PROF. LAND SURVEYOR NO. 5623 DATE
SURVEYED ON GROUND UNDER MY DIRECT SUPERVISION

LEGEND

- TXDOT TYPE I CONCRETE MONUMENT FOUND
- ▣ TXDOT TYPE II CONCRETE MONUMENT FOUND
- ⊠ 1/2" IRON ROD SET WITH TXDOT ALUM. CAP TO BE REPLACED WITH A TXDOT TYPE II CONCRETE MONUMENT AFTER ACQUISITION
- 1/2" IRON ROD SET WITH TXDOT ALUM. CAP
- ⊙ IRON PIPE FOUND (SIZE NOTED)
- 1/2" IRON ROD FOUND (UNLESS NOTED)
- ▲ MAG NAIL FOUND
- △ CALCULATED POINT
- FENCE POST
- N.T.S. NOT TO SCALE
- (XXX) RECORD INFORMATION
- P.O.B POINT OF BEGINNING
- P.O.R. POINT OF REFERENCE
- ACCESS DENIAL LINE
- PRTC PLAT RECORDS OF TRAVIS COUNTY
- DRTC DEED RECORDS OF TRAVIS COUNTY
- RPRTC REAL PROPERTY RECORDS OF TRAVIS COUNTY
- OPRTC OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY



McGRAY & McGRAY
LAND SURVEYORS, INC.
3301 HANCOCK DRIVE #6
AUSTIN, TEXAS 78731
(512) 451-8591

PLAT OF 0.539 AC. OF LAND OUT OF THE LUCAS MUNOS SURVEY NO. 55, ABSTRACT NO. 513, SAME BEING A PORTION OF THAT CERTAIN TRACT OF LAND DESCRIBED AS 1.93 AC. IN A DEED TO PAUL DEVOOGHT AND WIFE, VERENA DEVOOGHT, OF RECORD IN VOLUME 2449, PAGE 13, DEED RECORDS, TRAVIS COUNTY, TEXAS.

TRAVIS COUNTY
U.S. 290
CSJ 0114-02-085
PARCEL 34
PAGE 4 OF 4

FINAL CLOSURE PARCEL 34 US HIGHWAY 290

PARCEL 34 – SKETCH MAPCHECK

North: 10091188.3970 East: 3148517.7150
Course: S 84-02-32 W Distance: 181.54000
North: 10091169.5539 East: 3148337.1556
Course: N 05-56-27 W Distance: 217.02000
North: 10091385.4084 East: 3148314.6937
Course: N 84-02-10 E Distance: 50.39000
North: 10091390.6440 East: 3148364.8110
Course: S 05-41-39 E Distance: 78.66000
North: 10091312.3721 East: 3148372.6155
Course: S 63-05-36 E Distance: 156.48000
North: 10091241.5589 East: 3148512.1558
Course: S 05-58-16 E Distance: 53.45000
North: 10091188.3989 East: 3148517.7160

Perimeter: 737.54000

Area: 23484.69804 0.53913 acres
Mathematical Closure - (Uses Survey Units)
Error of Closure: 0.002144 Course: S 26-30-27 W
Precision 1: 343959.37

PARCEL 34 – STRIPMAP MAPCHECK

North: 10091371.1326 East: 3150196.5724
Course: S 84-02-32 W Distance: 181.54000
North: 10091352.2896 East: 3150016.0130
Course: N 05-56-27 W Distance: 217.02000
North: 10091568.1440 East: 3149993.5511
Course: N 84-02-10 E Distance: 50.39000
North: 10091573.3796 East: 3150043.6684
Course: S 05-41-39 E Distance: 78.66000
North: 10091495.1077 East: 3150051.4729
Course: S 63-05-36 E Distance: 156.48000
North: 10091424.2945 East: 3150191.0131
Course: S 05-58-16 E Distance: 53.45000
North: 10091371.1345 East: 3150196.5734

Perimeter: 737.54000

Area: 23484.69804 0.53913 acres
Mathematical Closure - (Uses Survey Units)
Error of Closure: 0.002144 Course: S 26-30-27 W
Precision 1: 343959.37

FINAL CLOSURE PARCEL 34 US HIGHWAY 290

PARCEL 34 – DESCRIPTION MAPCHECK

North: 10091034.2660 East: 3147358.1198
Course: S 84-02-32 W Distance: 181.54000
North: 10091015.4230 East: 3147177.5604
Course: N 05-56-27 W Distance: 217.02000
North: 10091231.2775 East: 3147155.0985
Course: N 84-02-10 E Distance: 50.39000
North: 10091236.5131 East: 3147205.2158
Course: S 05-41-39 E Distance: 78.66000
North: 10091158.2412 East: 3147213.0203
Course: S 63-05-36 E Distance: 156.48000
North: 10091087.4280 East: 3147352.5605
Course: S 05-58-16 E Distance: 53.45000
North: 10091034.2680 East: 3147358.1208

Perimeter: 737.54000

Area: 23484.69804 0.53913 acres

Mathematical Closure - (Uses Survey Units)

Error of Closure: 0.002144 Course: S 26-30-27 W

Precision 1: 343959.37

**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE CENTRAL TEXAS
REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 11-093

**RESOLUTION AUTHORIZING ACQUISITION OF PROPERTY RIGHTS BY
AGREEMENT OR CONDEMNATION OF CERTAIN PROPERTY IN TRAVIS
COUNTY FOR THE US 290 EAST TOLL PROJECT
(Parcel 40)**

WHEREAS, pursuant to and under the authority of Subchapter E, Chapter 370, Texas Transportation Code and other applicable law, the Central Texas Regional Mobility Authority ("CTRMA") has found and determined that to promote the public safety, to facilitate the safety and movement of traffic, and to preserve the financial investment of the public in its roadways and the roadways of the State of Texas, public convenience and necessity requires acquisition of fee simple title to that certain 0.342 acres described by metes and bounds in Exhibit "A" to this Resolution (the "Subject Property"), owned by Lake Investment and Production Company, Ltd., (the "Owner"), located at the south corner of Old Manor Road and Johnny Morris Road in Travis County, for the construction, reconstruction, maintaining, widening, straightening, lengthening, and operating of the US 290 East Toll Project (the "Project"), as a part of the improvements to the Project, but excluding all the oil, gas, and sulphur which can be removed from beneath the Subject Property, without any right whatever remaining to the owner of such oil, gas, and sulphur of ingress to or egress from the surface of the Subject Property for the purpose of exploring, developing, or mining of the same, and that such constructing, reconstructing, maintaining, widening, straightening, lengthening, and operating of the Project shall extend across and upon, and will cross, run through, and be upon the Subject Property; and

WHEREAS, an independent, professional appraisal report of the Subject Property has been submitted to the CTRMA, and an amount has been established to be just compensation for the property rights to be acquired; and

WHEREAS, the Executive Director of the CTRMA, through agents employed or contracted with the CTRMA, has transmitted an official written offer to the Owner, based on the amount determined to be just compensation, and has entered into good faith negotiations with the Owner of the Subject Property to acquire the Subject Property; and

WHEREAS, as of the date of this Resolution, the Executive Director and the Owner have failed to agree on the amount determined to be just compensation and damages, if any, due to said Owner for the Subject Property; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the CTRMA that the Executive Director is specifically authorized and directed to acquire the Subject Property and all leasehold interests in the Subject Property for the Project by agreement,

subject to approval of the purchase contract by the Board of Directors of the CTRMA;
and

BE IT FURTHER RESOLVED that the Executive Director is specifically authorized to negotiate and execute, if possible, a possession and use agreement in such form as is acceptable to the Executive Director and for consideration in an amount not to exceed ninety percent (90%) of the purchase price set forth in the official written offer to purchase the Subject Property previously transmitted to the Owner; and

BE IT FURTHER RESOLVED that the Executive Director is specifically authorized to negotiate and execute, if possible, a purchase contract for consideration in an amount not to exceed the purchase price set forth in the official written offer to purchase the Subject Property previously transmitted to the Owner; and

BE IT FURTHER RESOLVED that at such time as the Executive Director concludes that further negotiations with Owner to acquire the Subject Property by agreement would be futile, the Executive Director or his designee is hereby authorized and directed to file or cause to be filed a suit in eminent domain to acquire the property interests for the aforesaid purposes against the Owner and the owners of any interest in, and the holders of any lien secured by, the Subject Property, the Subject Property described in the attached Exhibit "A" to this Resolution; and

BE IT FURTHER RESOLVED that the Executive Director or his designee is hereby authorized and directed to incur such expenses and to employ such experts as he shall deem necessary to assist in the prosecution of such suit in eminent domain, including, but not limited to, appraisers, engineers, and land use planners.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of June, 2011.

Submitted and reviewed by:



Andrew Martin, General Counsel
Central Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number 11-093
Date Passed: 06/29/11

Exhibit "A" to Resolution 11-093

Description of Parcel 40

EXHIBIT ____

County: Travis
Parcel No.: 40
Highway: U.S. Highway 290
Project Limits: From: E of US 183
To: E of SH 130
Right of Way CSJ: 0114-02-085

PROPERTY DESCRIPTION FOR PARCEL 40

DESCRIPTION OF 0.342 OF ONE ACRE (14,905 SQUARE FEET) OF LAND OUT OF THE LUCAS MUNOS SURVEY NO. 55, ABSTRACT NO. 513, IN AUSTIN, TRAVIS COUNTY, TEXAS, SAME BEING A PORTION OF THAT CERTAIN TRACT OF LAND DESCRIBED AS 73.374 ACRES IN A DEED TO P. FRANK LAKE, TRUSTEE, OF RECORD IN VOLUME 2927, PAGE 547, DEED RECORDS, TRAVIS COUNTY, TEXAS, AND TO LAKE INVESTMENT AND PRODUCTION COMPANY, LTD., AN UNDIVIDED 1/4 INTEREST, IN VOLUME 11400, PAGE 1337, AND AN UNDIVIDED 1/4 INTEREST, IN VOLUME 12637, PAGE 1060, BOTH OF REAL PROPERTY RECORDS, TRAVIS COUNTY, TEXAS; SAID 0.342 OF ONE ACRE OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a 1/2" iron rod set with a TEXAS DEPARTMENT OF TRANSPORTATION (TxDOT) aluminum cap to be replaced with a TxDOT Type II concrete monument after acquisition, in the proposed south right-of-way (ROW) line of U.S. Highway 290, 260.00 feet right of Engineer's Baseline Station 387+30.71, at the southeast corner of the herein described tract, same being in the east line of said Lake tract, and the west line of that certain tract of land described as 1.069 acres (Old Johnny Morris Road) in a deed to Travis County (Tract One), of record in Volume 2525, Page 431, Deed Records, Travis County, Texas, from which point a 5/8" iron rod found in the east line of said Lake tract, and the west line of said 1.069 acre Travis County tract, bears S28°09'38"W 412.92 feet;

- 1) THENCE, with the south line of this tract, and the proposed south ROW line of U.S. Highway 290, crossing said Lake tract, **S84°02'32"W 391.87 feet** to a 1/2" iron rod set with a TxDOT aluminum cap to be replaced with a TxDOT Type II concrete

EXHIBIT ____

monument after acquisition, 260.00 feet right of Engineer's Baseline Station 383+38.85, at the west corner of this tract, same being in the north line of said Lake tract, and the existing south ROW line of Old State Highway 20, a public ROW for which no record conveyance was found, as shown on TxDOT ROW map CSJ # 0114-02-012, from which point a 1/2" iron rod with cap found in the north line of said Lake tract, and the existing south ROW line of Old State Highway 20, bears S74°05'18"W 1066.32 feet;

- 2) THENCE, with the north line of this tract and said Lake tract, and the existing south ROW line of Old State Highway 20, **N74°05'18"E 362.52 feet** to a 1/2" iron rod found, being at the point of beginning of a curve;
- 3) THENCE, continuing with the north line of this tract and said Lake tract, and the existing south ROW line of Old State Highway 20, with said curve to the left whose intersection angle is **00°32'41"**, radius is **5769.60 feet**, an arc distance of **54.84 feet**, the chord of which bears **N74°08'55"E 54.84 feet** to a calculated point at the northeast corner of this tract and said Lake tract, same being the northwest corner of said 1.069 acre Travis County tract, from which point a 1/2" iron rod found bears **N16°07'25"W 0.24 feet**;

THENCE, with the east line of this tract, and said Lake tract, and the west line of said 1.069 acre Travis County tract, the following two (2) courses numbered 4 and 5;

- 4) **S44°57'36"E 25.63 feet** to a calculated point; and

EXHIBIT ____

- 5) **S28°09'38"W 63.01 feet** to the POINT OF BEGINNING and containing 0.342 of one acre (14,905 square feet) within these metes and bounds, more or less.

All bearings are based on the Texas State Plane Coordinate System, Central Zone, NAD83(93) HARN. All distances and coordinates were adjusted to surface using a combined scale factor of 1.00011.

ACCESS MAY BE PERMITTED TO AND FROM THE TRANSPORTATION FACILITY ACROSS THE PROPOSED RIGHT-OF-WAY LINE AS DESCRIBED HEREIN, BEING THE COMMON BOUNDARY LINE BETWEEN THE PROPOSED U.S. 290 HIGHWAY FACILITY AND THE REMAINDER OF THE ABUTTING PROPERTY.

STATE OF TEXAS §
 § **KNOW ALL MEN BY THESE PRESENTS:**
COUNTY OF TRAVIS §

That I, Chris Conrad, a Registered Professional Land Surveyor, do hereby certify that the above description is true and correct to the best of my knowledge and belief and that the property described herein was determined by a survey made on the ground under my direction and supervision.

WITNESS MY HAND AND SEAL at Austin, Travis County, Texas, this the 3rd day of December, 2010 A.D.

SURVEYED BY:

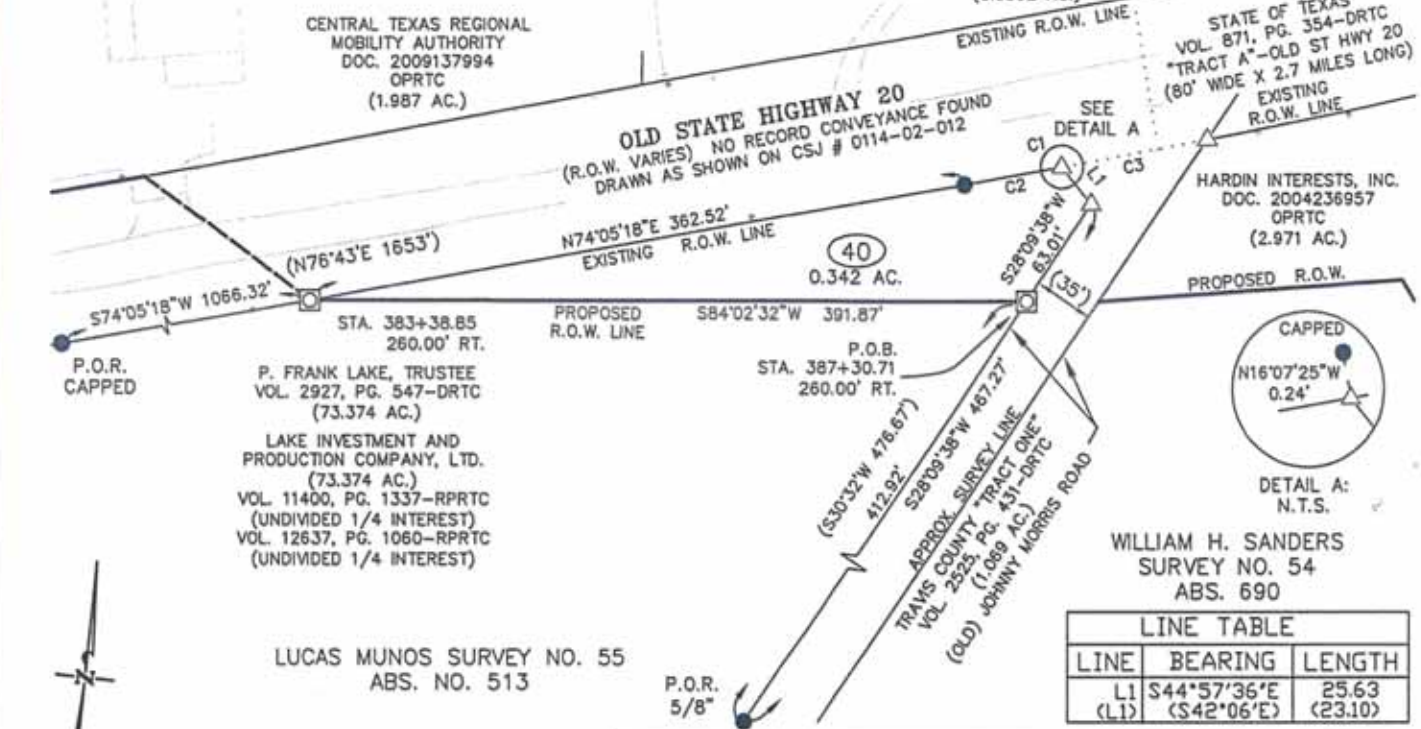
McGRAY & McGRAY LAND SURVEYORS, INC.
3301 Hancock Dr., Ste. 6 Austin, TX 78731 (512) 451-8591



Chris Conrad, Reg. Professional Land Surveyor No. 5623

Note: There is a plat to accompany this description. US 290 P40 R5
Issued 02/02/07, Revised 03/20/07, 04/01/09, 10/20/10, 12/3/10

CALCULATED ACREAGE	ACQUISITION ACREAGE	ACQUISITION SQUARE FEET	REMAINDER ACREAGE	REMAINDER SQUARE FEET
64.889 AC.	0.342 AC.	14,905	64.547 AC.	2,811,660



LINE	BEARING	LENGTH
L1	S44°57'36"E	25.63
(L1)	S42°06'E	(23.10)

CURVE	LENGTH	RADIUS	DELTA	TANGENT	BEARING	CHORD
C1	135.33	5769.60	01°20'38"	67.66	N73°44'56"E	135.32
C2	54.84	5769.60	00°32'41"	27.42	N74°08'55"E	54.84
C3	80.49	5769.60	00°47'57"	40.24	N73°28'36"E	80.49

- NOTES:
- 1) BEARINGS AND COORDINATES ARE BASED ON THE TEXAS STATE PLANE COORDINATE SYSTEM, CENTRAL ZONE, NAD83(93) HARN. ALL DISTANCES AND COORDINATES WERE ADJUSTED TO SURFACE USING A COMBINED SCALE FACTOR OF 1.00011.
 - 2) SEE PAGES 1, 2, AND 3 OF 4 FOR A DESCRIPTION OF THIS PARCEL.
 - 3) IMPROVEMENTS SHOWN ARE TAKEN FROM TXDOT AERIAL SURVEY DIGITAL FILES.
 - 4) THIS SURVEY WAS DONE WITHOUT A TITLE REPORT OR EASEMENT SEARCH.
 - 5) ENGINEER'S BASELINE IS NOT THE SAME AS THE ORIGINAL SURVEY "CENTERLINE".
 - 6) ACCESS MAY BE PERMITTED TO AND FROM THE TRANSPORTATION FACILITY ACROSS THE PROPOSED RIGHT-OF-WAY LINE AS SHOWN HEREON, BEING THE COMMON BOUNDARY LINE BETWEEN THE PROPOSED U.S. 290 HIGHWAY FACILITY AND THE REMAINDER OF THE ADJUTING PROPERTY.

SURVEYED BY: MCGRAY & MCGRAY LAND SURVEYORS, INC.
 3301 HANCOCK DR., STE 6, AUSTIN, TX 78731 512/451-8591

12/03/10

CHRIS CONRAD, REG. PROF. LAND SURVEYOR NO. 5623 DATE SURVEYED ON GROUND UNDER MY DIRECT SUPERVISION

LEGEND

- TXDOT TYPE I CONCRETE MONUMENT FOUND
- TXDOT TYPE II CONCRETE MONUMENT FOUND
- ⊠ 1/2" IRON ROD SET WITH TXDOT ALUM. CAP TO BE REPLACED WITH A TXDOT TYPE II CONCRETE MONUMENT AFTER ACQUISITION
- 1/2" IRON ROD SET WITH TXDOT ALUM. CAP
- ⊙ IRON PIPE FOUND (SIZE NOTED)
- 1/2" IRON ROD FOUND (UNLESS NOTED)
- ▲ 60D NAIL FOUND
- △ CALCULATED POINT
- FENCE POST
- N.T.S. NOT TO SCALE
- (XXX) RECORD INFORMATION
- P.O.B POINT OF BEGINNING
- P.O.R. POINT OF REFERENCE
- ||— ACCESS DENIAL LINE
- PRTC PLAT RECORDS OF TRAVIS COUNTY
- DRTC DEED RECORDS OF TRAVIS COUNTY
- RPRTC REAL PROPERTY RECORDS OF TRAVIS COUNTY
- OPRTC OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY



McGRAY & McGRAY
 LAND SURVEYORS, INC.
 3301 HANCOCK DRIVE #6
 AUSTIN, TEXAS 78731
 (512) 451-8591

PLAT OF 0.342 AC. OF LAND OUT OF THE LUCOS MUNOS SURVEY NO. 55, ABSTRACT NO. 513, SAME BEING A PORTION OF THAT CERTAIN TRACT OF LAND DESCRIBED AS 73.374 AC. IN A DEED TO P. FRANK LAKE, TRUSTEE, OF RECORD IN VOLUME 2927, PAGE 547, DEED RECORDS, TRAVIS COUNTY, TEXAS. AND IN DEEDS TO LAKE INVESTMENT AND PRODUCTION COMPANY, LTD. IN VOL. 11400, PG. 1337 AND VOL. 12637, PG. 1060. REAL PROPERTY RECORDS, TRAVIS COUNTY, TEXAS.

TRAVIS COUNTY
 U.S. 290
 CSJ 0114-02-085
 PARCEL 40
 PAGE 4 OF 4

FINAL CLOSURE PARCEL 40 US HIGHWAY 290

PARCEL 40 - SKETCH MAPCHECK

North: 10091846.2494 East: 3152937.7490
Course: S 84-02-32 W Distance: 391.87000
North: 10091805.5751 East: 3152547.9956
Course: N 74-05-18 E Distance: 362.52000
North: 10091904.9617 East: 3152896.6259
Arc Length: 54.84021 Radius: 5769.60000 Delta: -0-32-41
Tangent: 27.42031 Chord: 54.84000 Ch Course: N 74-08-55 E
Course In: N 15-34-45 W Out: S 16-07-25 E
Ctr North: 10097462.5904 East: 3151347.0942
End North: 10091919.9409 East: 3152949.3805
Course: S 44-57-36 E Distance: 25.63000
North: 10091901.8051 East: 3152967.4910
Course: S 28-09-38 W Distance: 63.01000
North: 10091846.2537 East: 3152937.7538

Perimeter: 897.87021

Area: 14905.11475 0.34217 acres
Mathematical Closure - (Uses Survey Units)
Error of Closure: 0.006417 Course: S 48-08-03 W
Precision 1: 139919.23

PARCEL 40 - STRIPMAP MAPCHECK

North: 10091392.5471 East: 3147359.3069
Course: S 84-02-32 W Distance: 391.87000
North: 10091351.8728 East: 3146969.5535
Course: N 74-05-18 E Distance: 362.52000
North: 10091451.2594 East: 3147318.1837
Arc Length: 54.84021 Radius: 5769.60000 Delta: -0-32-41
Tangent: 27.42031 Chord: 54.84000 Ch Course: N 74-08-55 E
Course In: N 15-34-45 W Out: S 16-07-25 E
Ctr North: 10097008.8881 East: 3145768.6521
End North: 10091466.2386 East: 3147370.9383
Course: S 44-57-36 E Distance: 25.63000
North: 10091448.1028 East: 3147389.0488
Course: S 28-09-38 W Distance: 63.01000
North: 10091392.5514 East: 3147359.3116

Perimeter: 897.87021

Area: 14905.11475 0.34217 acres
Mathematical Closure - (Uses Survey Units)
Error of Closure: 0.006417 Course: S 48-08-03 W
Precision 1: 139919.23

FINAL CLOSURE PARCEL 40 US HIGHWAY 290

PARCEL 40 - DESCRIPTION MAPCHECK

North: 10092143.4200 East: 3154607.4076
Course: S 84-02-32 W Distance: 391.87000
North: 10092102.7456 East: 3154217.6542
Course: N 74-05-18 E Distance: 362.52000
North: 10092202.1323 East: 3154566.2845
Arc Length: 54.84021 Radius: 5769.60000 Delta: -0-32-41
Tangent: 27.42031 Chord: 54.84000 Ch Course: N 74-08-55 E
Course In: N 15-34-45 W Out: S 16-07-25 E
Ctr North: 10097759.7609 East: 3153016.7528
End North: 10092217.1115 East: 3154619.0391
Course: S 44-57-36 E Distance: 25.63000
North: 10092198.9757 East: 3154637.1496
Course: S 28-09-38 W Distance: 63.01000
North: 10092143.4243 East: 3154607.4124

Perimeter: 897.87021

Area: 14905.11475 0.34217 acres
Mathematical Closure - (Uses Survey Units)
Error of Closure: 0.006417 Course: S 48-08-03 W
Precision 1: 139919.23

**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE CENTRAL TEXAS
REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 11-094

**RESOLUTION AUTHORIZING ACQUISITION OF PROPERTY RIGHTS BY
AGREEMENT OR CONDEMNATION OF CERTAIN PROPERTY IN TRAVIS
COUNTY FOR THE US 290 EAST TOLL PROJECT
(Parcel 36B)**

WHEREAS, pursuant to and under the authority of Subchapter E, Chapter 370, Texas Transportation Code and other applicable law, the Central Texas Regional Mobility Authority ("CTRMA") has found and determined that to promote the public safety, to facilitate the safety and movement of traffic, and to preserve the financial investment of the public in its roadways and the roadways of the State of Texas, public convenience and necessity requires acquisition of fee simple title to that certain 1.374 acres described by metes and bounds in Exhibit "A" to this Resolution (the "Subject Property"), owned by Delfino and Renya Perez, (the "Owner"), located at 9525 US Hwy 290E in Travis County, for the construction, reconstruction, maintaining, widening, straightening, lengthening, and operating of the US 290 East Toll Project (the "Project"), as a part of the improvements to the Project, but excluding all the oil, gas, and sulphur which can be removed from beneath the Subject Property, without any right whatever remaining to the owner of such oil, gas, and sulphur of ingress to or egress from the surface of the Subject Property for the purpose of exploring, developing, or mining of the same, and that such constructing, reconstructing, maintaining, widening, straightening, lengthening, and operating of the Project shall extend across and upon, and will cross, run through, and be upon the Subject Property; and

WHEREAS, an independent, professional appraisal report of the Subject Property has been submitted to the CTRMA, and an amount has been established to be just compensation for the property rights to be acquired; and

WHEREAS, the Executive Director of the CTRMA, through agents employed or contracted with the CTRMA, has transmitted an official written offer to the Owner, based on the amount determined to be just compensation, and has entered into good faith negotiations with the Owner of the Subject Property to acquire the Subject Property; and

WHEREAS, as of the date of this Resolution, the Executive Director and the Owner have failed to agree on the amount determined to be just compensation and damages, if any, due to said Owner for the Subject Property; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the CTRMA that the Executive Director is specifically authorized and directed to acquire the Subject Property and all leasehold interests in the Subject Property for the Project by agreement, subject to approval of the purchase contract by the Board of Directors of the CTRMA; and

BE IT FURTHER RESOLVED that the Executive Director is specifically authorized to negotiate and execute, if possible, a possession and use agreement in such form as is acceptable to the Executive Director and for consideration in an amount not to exceed ninety percent (90%) of the purchase price set forth in the official written offer to purchase the Subject Property previously transmitted to the Owner; and

BE IT FURTHER RESOLVED that the Executive Director is specifically authorized to negotiate and execute, if possible, a purchase contract for consideration in an amount not to exceed the purchase price set forth in the official written offer to purchase the Subject Property previously transmitted to the Owner; and

BE IT FURTHER RESOLVED that at such time as the Executive Director concludes that further negotiations with Owner to acquire the Subject Property by agreement would be futile, the Executive Director or his designee is hereby authorized and directed to file or cause to be filed a suit in eminent domain to acquire the property interests for the aforesaid purposes against the Owner and the owners of any interest in, and the holders of any lien secured by, the Subject Property, the Subject Property described in the attached Exhibit "A" to this Resolution; and

BE IT FURTHER RESOLVED that the Executive Director or his designee is hereby authorized and directed to incur such expenses and to employ such experts as he shall deem necessary to assist in the prosecution of such suit in eminent domain, including, but not limited to, appraisers, engineers, and land use planners.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of June, 2011.

Submitted and reviewed by:



Andrew Martin, General Counsel
Central Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number 11-094
Date Passed: 06/29/11

Exhibit "A" to Resolution 11-094

Description of Parcel 36B

EXHIBIT ____

County: Travis
Parcel No.: 36B
Highway: U.S. Highway 290
Project Limits: From: E of US 183
To: E of SH 130
Right of Way CSJ: 0114-02-085

PROPERTY DESCRIPTION FOR PARCEL 36B

DESCRIPTION OF 1.374 ACRES (59,830 SQUARE FEET) OF LAND OUT OF THE LUCAS MUNOS SURVEY NO. 55, ABSTRACT NO. 513, IN AUSTIN, TRAVIS COUNTY, TEXAS, AND BEING OUT OF LOT 2, BLOCK A, N LINE SUBDIVISION, OF RECORD IN DOCUMENT 200400101, OFFICIAL PUBLIC RECORDS, TRAVIS COUNTY, TEXAS, SAID LOT 2 BEING DESCRIBED IN A DEED TO DELFINO PEREZ AND REYNA PEREZ, OF RECORD IN DOCUMENT 2004235700, OFFICIAL PUBLIC RECORDS, TRAVIS COUNTY, TEXAS; SAID 1.374 ACRES OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a 1/2" iron rod set with a TEXAS DEPARTMENT OF TRANSPORTATION (TxDOT) aluminum cap in the proposed south right-of-way (ROW) line of U.S. Highway 290, 215.00 feet right of Engineer's Baseline Station 376+90.11, at the southeast corner of the herein described tract, same being in the east line of said Lot 2 and said Perez tract, and the west line of that certain tract of land described as 2.03 acres in a deed to Scott William Elder, of record in Document 2006014936, Official Public Records, Travis County, Texas, from which point a 1/2" iron rod found to be replaced with a TxDOT Type II concrete monument after acquisition, 290.35 feet right of Engineer's Baseline Station 376+89.77, at the southeast corner of said Lot 2 and said Perez tract, and the southwest corner of said Elder tract, same being in the existing north ROW line of Old State Highway 20, a public ROW for which no record conveyance was found, as shown on TxDOT ROW map CSJ# 0114-02-012, bears S05°42'10"E 75.36 feet;

- 1) THENCE, with the south line of this tract, and with the proposed south ROW line of U.S. Highway 290, crossing said Lot 2 and said Perez tract, S84°02'32"W, passing at 8.91 feet a 1/2" iron rod set with a TxDOT aluminum cap stamped "ADL" for the beginning of this "access denial line" and continuing 266.65 feet for a total distance

EXHIBIT ____

of **275.56 feet** to a 1/2" iron rod set with a TxDOT aluminum cap 215.00 feet right of Engineer's Baseline Station 374+14.54 at the southwest corner of this tract, same being in the west line of said Lot 2 and said Perez tract and the east line of Lot 1 of said N Line Subdivision, said Lot 1 being described in a deed to A & E Properties, of record in Document 2004078755, Official Public Records, Travis County, Texas;

- 2) THENCE, with the west line of this tract, said Lot 2 and said Perez tract, and the east line of said Lot 1 and said A & E Properties tract, **N05°42'11"W**, passing at 216.97 feet a 1/2" iron rod found, and continuing 0.14 feet for a total distance of **217.11 feet** to a calculated point at the northwest corner of this tract, said Lot 2, and said Perez tract, and the northeast corner of said Lot 1 and said A & E Properties tract, and being in the existing south ROW line of U.S. Highway 290, and the south line of that certain tract of land described as 4.233 acres in deeds to the State of Texas, of record in Volume 3057, Page 1540 and Volume 3122, Page 1826, Deed Records, Travis County, Texas;
- 3) THENCE, with the north line of this tract and said Lot 2 and said Perez tract, the existing south ROW line of U.S. Highway 290, and the south line of said 4.233 acre State of Texas tract, **N84°02'10"E 275.56 feet** to a calculated point at the northeast corner of this tract and said Lot 2 and said Perez tract, and the northwest corner of said Elder tract;

EXHIBIT ____

4) THENCE, with the east line of this tract, said Lot 2, and said Perez tract, and the west line of said Elder tract, **S05°42'10"E**, at 0.46 feet passing a 1/2" iron rod found, and continuing 216.68 feet for a total distance of **217.14 feet** to the POINT OF BEGINNING and containing 1.374 acres within these metes and bounds, more or less.

All bearings are based on the Texas State Plane Coordinate System, Central Zone, NAD83(93) HARN. All distances and coordinates were adjusted to surface using a combined scale factor of 1.00011.

ACCESS WILL BE DENIED TO AND FROM THE TRANSPORTATION FACILITY ACROSS THE EXISTING RIGHT-OF-WAY LINE WITHIN THE LIMITS OF THE PROPOSED "ACCESS DENIAL LINE" AS DESCRIBED HEREIN, BEING A PORTION OF THE COMMON BOUNDARY LINE BETWEEN THE PROPOSED U.S. 290 HIGHWAY FACILITY AND THE ABUTTING PROPERTY.

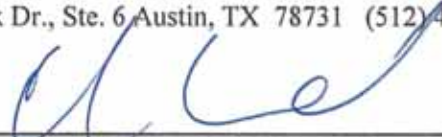
STATE OF TEXAS §
 § KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF TRAVIS §

That I, Chris Conrad, a Registered Professional Land Surveyor, do hereby certify that the above description is true and correct to the best of my knowledge and belief and that the property described herein was determined by a survey made on the ground under my direction and supervision.

WITNESS MY HAND AND SEAL at Austin, Travis County, Texas, this the 17th day of September, 2010 A.D.

SURVEYED BY:

McGRAY & McGRAY LAND SURVEYORS, INC.
3301 Hancock Dr., Ste. 6 Austin, TX 78731 (512) 451-8591



Chris Conrad, Reg. Professional Land Surveyor No. 5623

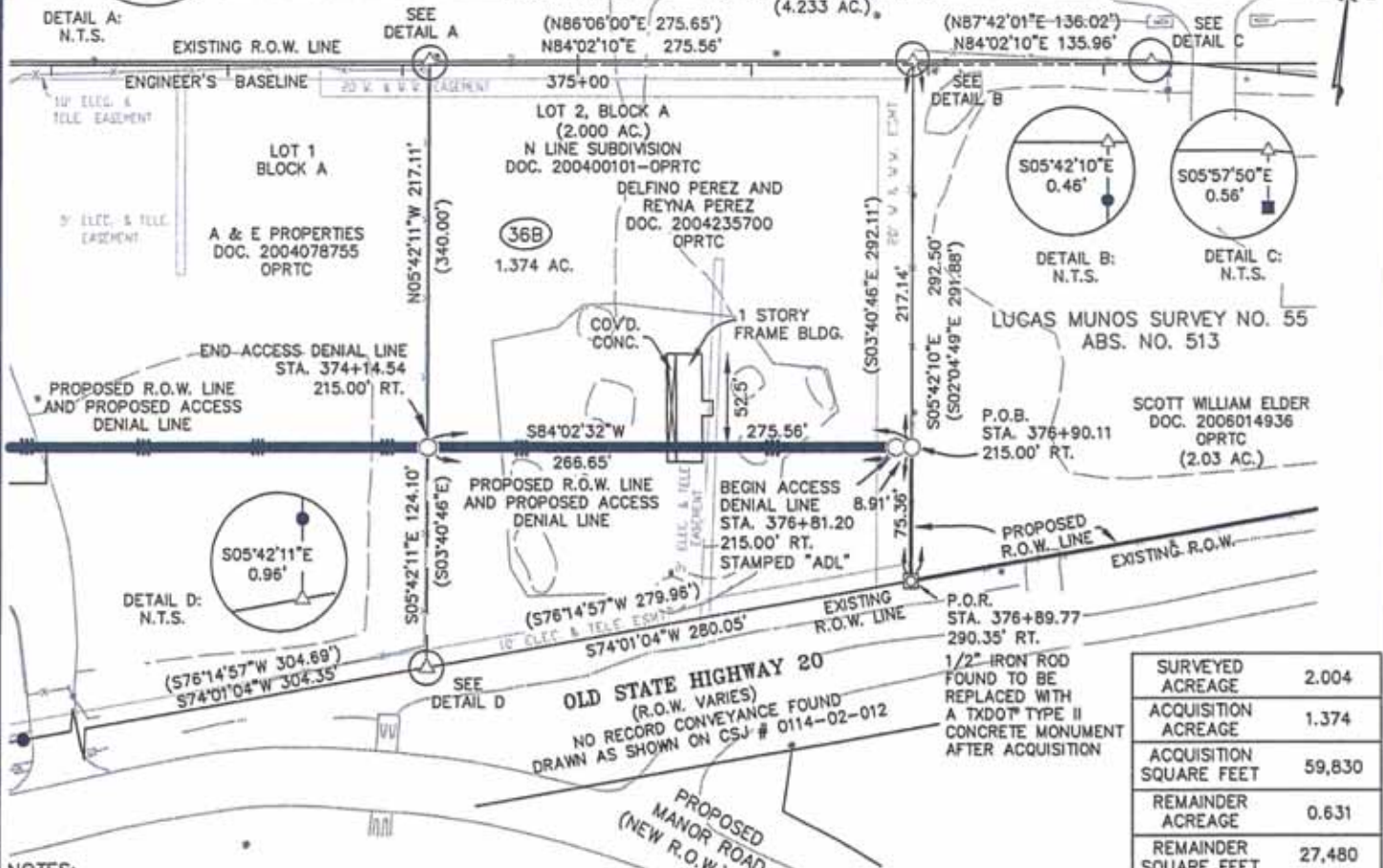
Note: There is a plat to accompany this description. US 290 P36B
Issued 04/01/09; Revised 09/17/10



SCALE: 1" = 100'

STATE OF TEXAS
VOL. 663, PG. 20-DRTC
(8.054 AC.)

U.S. HIGHWAY 290
(R.O.W. VARIES)
STATE OF TEXAS
VOL. 3057, PG. 1540-DRTC
VOL. 3122, PG. 1826-DRTC
(4.233 AC.)



SURVEYED ACREAGE	2.004
ACQUISITION ACREAGE	1.374
ACQUISITION SQUARE FEET	59,830
REMAINDER ACREAGE	0.631
REMAINDER SQUARE FEET	27,480

NOTES:

- 1) BEARINGS AND COORDINATES ARE BASED ON THE TEXAS STATE PLANE COORDINATE SYSTEM, CENTRAL ZONE, NAD83(93) HARN. ALL DISTANCES AND COORDINATES WERE ADJUSTED TO SURFACE USING A COMBINED SCALE FACTOR OF 1.00011.
- 2) SEE PAGES 1, 2, AND 3 OF 4 FOR A DESCRIPTION OF THIS PARCEL.
- 3) IMPROVEMENTS SHOWN ARE TAKEN FROM TXDOT AERIAL SURVEY DIGITAL FILES.
- 4) THIS SURVEY WAS DONE WITHOUT A TITLE REPORT OR EASEMENT SEARCH.
- 5) ENGINEER'S BASELINE IS NOT THE SAME AS THE ORIGINAL SURVEY "CENTERLINE".
- 6) ACCESS WILL BE DENIED TO AND FROM THE TRANSPORTATION FACILITY ACROSS THE PROPOSED RIGHT-OF-WAY LINE WITHIN THE LIMITS OF THE PROPOSED "ACCESS DENIAL LINE" AS SHOWN HEREON, BEING THE COMMON BOUNDARY LINE BETWEEN THE PROPOSED U.S. 290 HIGHWAY FACILITY AND THE REMAINDER OF THE ADJUTING PROPERTY.

SURVEYED BY: MCGRAY & MCGRAY LAND SURVEYORS, INC.
3301 HANCOCK DR., STZ 6, AUSTIN, TX 78731 512/451-8591

09/17/10

CHRIS CONRAD, REG. PROF. LAND SURVEYOR NO. 5623 DATE
SURVEYED ON GROUND UNDER MY DIRECT SUPERVISION

LEGEND

- TXDOT TYPE I CONCRETE MONUMENT FOUND
- ▣ TXDOT TYPE II CONCRETE MONUMENT FOUND
- ⊠ 1/2" IRON ROD SET WITH TXDOT ALUM. CAP TO BE REPLACED WITH A TXDOT TYPE II CONCRETE MONUMENT AFTER ACQUISITION
- 1/2" IRON ROD SET WITH TXDOT ALUM. CAP
- IRON PIPE FOUND (SIZE NOTED)
- 1/2" IRON ROD FOUND (UNLESS NOTED)
- ▲ 60D NAIL FOUND
- △ CALCULATED POINT
- FENCE POST
- N.T.S. NOT TO SCALE
- (XXX) RECORD INFORMATION
- P.O.B. POINT OF BEGINNING
- P.O.R. POINT OF REFERENCE
- III ACCESS DENIAL LINE
- PRTC PLAT RECORDS OF TRAVIS COUNTY
- DRTC DEED RECORDS OF TRAVIS COUNTY
- RPRTC REAL PROPERTY RECORDS OF TRAVIS COUNTY
- OPRTC OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY



McGRAY & McGRAY
LAND SURVEYORS, INC.
3301 HANCOCK DRIVE #6
AUSTIN, TEXAS 78731
(512) 451-8591

PLAT OF 1.374 AC. OF LAND OUT OF THE LUCAS MUNOS SURVEY NO. 55, ABSTRACT NO. 513, SAME BEING A PORTION OF LOT 2, BLOCK A, N LINE SUBDIVISION, A SUBDIVISION OF RECORD IN DOCUMENT 200400101, OFFICIAL PUBLIC RECORDS, TRAVIS COUNTY, TEXAS, SAID LOT 2 BEING DESCRIBED IN A DEED TO DELFINO PEREZ AND REYNA PEREZ OF RECORD IN DOCUMENT 2004235700, OFFICIAL PUBLIC RECORDS, TRAVIS COUNTY, TEXAS.

TRAVIS COUNTY
U.S. 290
CSJ 0114-02-085
PARCEL 36B
PAGE 4 OF 4

FINAL CLOSURE PARCEL 36B US HIGHWAY 290

PARCEL 36B - SKETCH MAPCHECK

North: 10094922.7023 East: 3150909.2078
Course: S 84-02-32 W Distance: 275.56000
North: 10094894.1004 East: 3150635.1362
Course: N 05-42-11 W Distance: 217.11000
North: 10095110.1357 East: 3150613.5614
Course: N 84-02-10 E Distance: 275.56000
North: 10095138.7669 East: 3150887.6299
Course: S 05-42-10 E Distance: 217.14000
North: 10094922.7016 East: 3150909.2067

Perimeter: 985.37000

Area: 59830.14686 1.37351 acres
Mathematical Closure - (Uses Survey Units)
Error of Closure: 0.001332 Course: N 57-05-00 E
Precision 1: 739519.78

PARCEL 36B - STRIPMAP MAPCHECK

North: 10091499.9725 East: 3146292.2084
Course: S 84-02-32 W Distance: 275.56000
North: 10091471.3706 East: 3146018.1368
Course: N 05-42-11 W Distance: 217.11000
North: 10091687.4060 East: 3145996.5620
Course: N 84-02-10 E Distance: 275.56000
North: 10091716.0371 East: 3146270.6305
Course: S 05-42-10 E Distance: 217.14000
North: 10091499.9718 East: 3146292.2073

Perimeter: 985.37000

Area: 59830.14686 1.37351 acres
Mathematical Closure - (Uses Survey Units)
Error of Closure: 0.001332 Course: N 57-05-00 E
Precision 1: 739519.78

PARCEL 36B - DESCRIPTION MAPCHECK

North: 10091448.3164 East: 3154033.2759
Course: S 84-02-32 W Distance: 275.56000
North: 10091419.7145 East: 3153759.2043
Course: N 05-42-11 W Distance: 217.11000
North: 10091635.7499 East: 3153737.6294
Course: N 84-02-10 E Distance: 275.56000
North: 10091664.3810 East: 3154011.6980
Course: S 05-42-10 E Distance: 217.14000
North: 10091448.3157 East: 3154033.2747

Perimeter: 985.37000

FINAL CLOSURE PARCEL 36B US HIGHWAY 290

PARCEL 36B - DESCRIPTION MAPCHECK (cont.)

Area: 59830.14686

1.37351 acres

Mathematical Closure - (Uses Survey Units)

Error of Closure: 0.001332 Course: N 57-05-00 E

Precision 1: 739519.78

**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE CENTRAL TEXAS
REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 11-095

**RESOLUTION AUTHORIZING ACQUISITION OF PROPERTY RIGHTS BY
AGREEMENT OR CONDEMNATION OF CERTAIN PROPERTY IN TRAVIS
COUNTY FOR THE US 290 EAST TOLL PROJECT
(Parcel 57)**

WHEREAS, pursuant to and under the authority of Subchapter E, Chapter 370, Texas Transportation Code and other applicable law, the Central Texas Regional Mobility Authority (“CTRMA”) has found and determined that to promote the public safety, to facilitate the safety and movement of traffic, and to preserve the financial investment of the public in its roadways and the roadways of the State of Texas, public convenience and necessity requires acquisition of fee simple title to that certain 0.184 acres described by metes and bounds in Exhibit “A” to this Resolution (the “Subject Property”), owned by Applied Materials, Inc., (the “Owner”), located at the northeast corner of US Hwy 290E and Harris Branch Parkway in Travis County, for the construction, reconstruction, maintaining, widening, straightening, lengthening, and operating of the US 290 East Toll Project (the “Project”), as a part of the improvements to the Project, but excluding all the oil, gas, and sulphur which can be removed from beneath the Subject Property, without any right whatever remaining to the owner of such oil, gas, and sulphur of ingress to or egress from the surface of the Subject Property for the purpose of exploring, developing, or mining of the same, and that such constructing, reconstructing, maintaining, widening, straightening, lengthening, and operating of the Project shall extend across and upon, and will cross, run through, and be upon the Subject Property; and

WHEREAS, an independent, professional appraisal report of the Subject Property has been submitted to the CTRMA, and an amount has been established to be just compensation for the property rights to be acquired; and

WHEREAS, the Executive Director of the CTRMA, through agents employed or contracted with the CTRMA, has transmitted an official written offer to the Owner, based on the amount determined to be just compensation, and has entered into good faith negotiations with the Owner of the Subject Property to acquire the Subject Property; and

WHEREAS, as of the date of this Resolution, the Executive Director and the Owner have failed to agree on the amount determined to be just compensation and damages, if any, due to said Owner for the Subject Property; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the CTRMA that the Executive Director is specifically authorized and directed to acquire the Subject Property and all leasehold interests in the Subject Property for the Project by agreement, subject to approval of the purchase contract by the Board of Directors of the CTRMA; and

BE IT FURTHER RESOLVED that the Executive Director is specifically authorized to negotiate and execute, if possible, a possession and use agreement in such form as is acceptable to the Executive Director and for consideration in an amount not to exceed ninety percent (90%) of the purchase price set forth in the official written offer to purchase the Subject Property previously transmitted to the Owner; and

BE IT FURTHER RESOLVED that the Executive Director is specifically authorized to negotiate and execute, if possible, a purchase contract for consideration in an amount not to exceed the purchase price set forth in the official written offer to purchase the Subject Property previously transmitted to the Owner; and

BE IT FURTHER RESOLVED that at such time as the Executive Director concludes that further negotiations with Owner to acquire the Subject Property by agreement would be futile, the Executive Director or his designee is hereby authorized and directed to file or cause to be filed a suit in eminent domain to acquire the property interests for the aforesaid purposes against the Owner and the owners of any interest in, and the holders of any lien secured by, the Subject Property, the Subject Property described in the attached Exhibit "A" to this Resolution; and

BE IT FURTHER RESOLVED that the Executive Director or his designee is hereby authorized and directed to incur such expenses and to employ such experts as he shall deem necessary to assist in the prosecution of such suit in eminent domain, including, but not limited to, appraisers, engineers, and land use planners.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of June, 2011.

Submitted and reviewed by:


Andrew Martin, General Counsel
Central Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number 11-095
Date Passed: 06/29/11

Exhibit "A" to Resolution 11-095

Description of Parcel 57

EXHIBIT ____

County: Travis
Parcel No.: 57
Highway: U.S. Highway 290
Project Limits: From: E of US 183
To: E of SH 130
Right of Way CSJ: 0114-02-085

PROPERTY DESCRIPTION FOR PARCEL 57

DESCRIPTION OF 0.184 OF ONE ACRE (8,004 SQ. FT.) OF LAND OUT OF THE WILLIAM H. SANDERS SURVEY NO. 54, ABSTRACT NO. 690, IN AUSTIN, TRAVIS COUNTY, TEXAS, SAME BEING A PORTION OF THAT CERTAIN TRACT OF LAND DESCRIBED AS 62.710 ACRES (TRACT 1) IN A DEED TO APPLIED MATERIALS, INC., OF RECORD IN VOLUME 12632, PAGE 2007, REAL PROPERTY RECORDS, TRAVIS COUNTY, TEXAS, SAID 0.184 OF ONE ACRE OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a 1/2" iron rod set with a TEXAS DEPARTMENT OF TRANSPORTATION (TxDOT) aluminum cap to be replaced with a TxDOT Type II concrete monument after acquisition, in the proposed north right-of-way (ROW) line of U.S. Highway 290, 320.30 feet left of Engineer's Baseline Station 443+95.54, at the north corner of the herein described tract, same being in the west line of said Applied Materials tract, and the existing east ROW line of Harris Branch Parkway, as described in a street deed to the City of Austin, of record in Volume 9992, Page 357, Real Property Records, Travis County, Texas, from which point a 1/2" iron rod found in the west line of said Applied Materials tract, and the existing east ROW line of Harris Branch Parkway bears N18°34'28"W 520.47 feet, and from which point of beginning a 1/2" iron rod found in the west line of said Applied Materials tract, and the existing east ROW line of Harris Branch Parkway, bears N18°34'28"W 520.47 feet, and along a curve whose intersection angle is 90°39'03", radius is 25.00 feet, the chord which bears N27°02'24"E 35.56 feet;

THENCE, with the north line of this tract, the proposed north ROW line of U.S. Highway 290 and crossing said Applied Materials tract, the following three (3) courses, numbered 1 through 3;

EXHIBIT ____

- 1) **S54°23'39"E 119.09 feet** to a 1/2" iron rod set with a TxDOT aluminum cap to be replaced with a TxDOT Type II concrete monument after acquisition, 223.74 feet left of Engineer's Baseline Station 444+65.24;
- 2) **N71°23'48"E 297.56 feet** to a 1/2" iron rod set with a TxDOT aluminum cap to be replaced with a TxDOT Type II concrete monument after acquisition, 223.93 feet left of Engineer's Baseline Station 447+62.80; and
- 3) **N74°21'40"E 193.36 feet** to a 1/2" iron rod set with a TxDOT aluminum cap to be replaced with a TxDOT Type II concrete monument after acquisition, 214.05 feet left of Engineer's Baseline Station 449+55.91, at the east corner of this tract, same being in the south line of said Applied Materials tract, and the existing north ROW line of U.S. Highway 290, and the east corner of that certain tract of land described as 0.22 of one acre in a deed to the City of Austin, of record in Volume 10769, Page 328, Real Property Records, Travis County, Texas;
- 4) THENCE, with the south line of this tract, and said Applied Materials tract, same being the existing north ROW line of U.S. Highway 290, and the north line of said 0.22 of one acre City of Austin tract, **S71°23'48"W 560.36 feet** to a calculated point at the southwest corner of this tract, and said Applied Materials tract, same being the northwest corner of said 0.22 of one acre City of Austin tract, also being in the existing east ROW line of Harris Branch Parkway;

EXHIBIT ____

- 5) THENCE, with the west line of this tract, and said Applied Materials tract, same being the existing east ROW line of Harris Branch Parkway, **N18°34'28"W**, at 0.53 feet passing a 1/2" iron rod found, in all a total distance of **106.60 feet** to the POINT OF BEGINNING and containing 0.184 of one acre within these metes and bounds, more or less.

All bearings are based on the Texas State Plane Coordinate System, Central Zone, NAD83(93) HARN. All distances and coordinates were adjusted to surface using a combined scale factor of 1.00011.

ACCESS MAY BE PERMITTED TO AND FROM THE TRANSPORTATION FACILITY ACROSS THE PROPOSED RIGHT-OF-WAY LINE AS DESCRIBED HEREIN, BEING THE COMMON BOUNDARY LINE BETWEEN THE PROPOSED U.S. 290 HIGHWAY FACILITY AND THE REMAINDER OF THE ABUTTING PROPERTY.

STATE OF TEXAS §
 § KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF TRAVIS §

That I, Chris Conrad, a Registered Professional Land Surveyor, do hereby certify that the above description is true and correct to the best of my knowledge and belief and that the property described herein was determined by a survey made on the ground under my direction and supervision.

WITNESS MY HAND AND SEAL at Austin, Travis County, Texas, this the 3rd day of December, 2010 A.D.

SURVEYED BY:

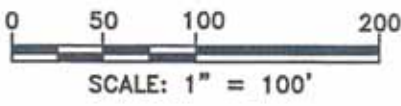
McGRAY & McGRAY LAND SURVEYORS, INC.
3301 Hancock Dr., Ste. 6 Austin, TX 78731 (512) 451-8591



Chris Conrad, Reg. Professional Land Surveyor No. 5623

Note: There is a plat to accompany this description. US 290 P57 R5
Issued 12/01/06, Rev 03/20/07, 04/01/09, 10/20/10, 12/3/10

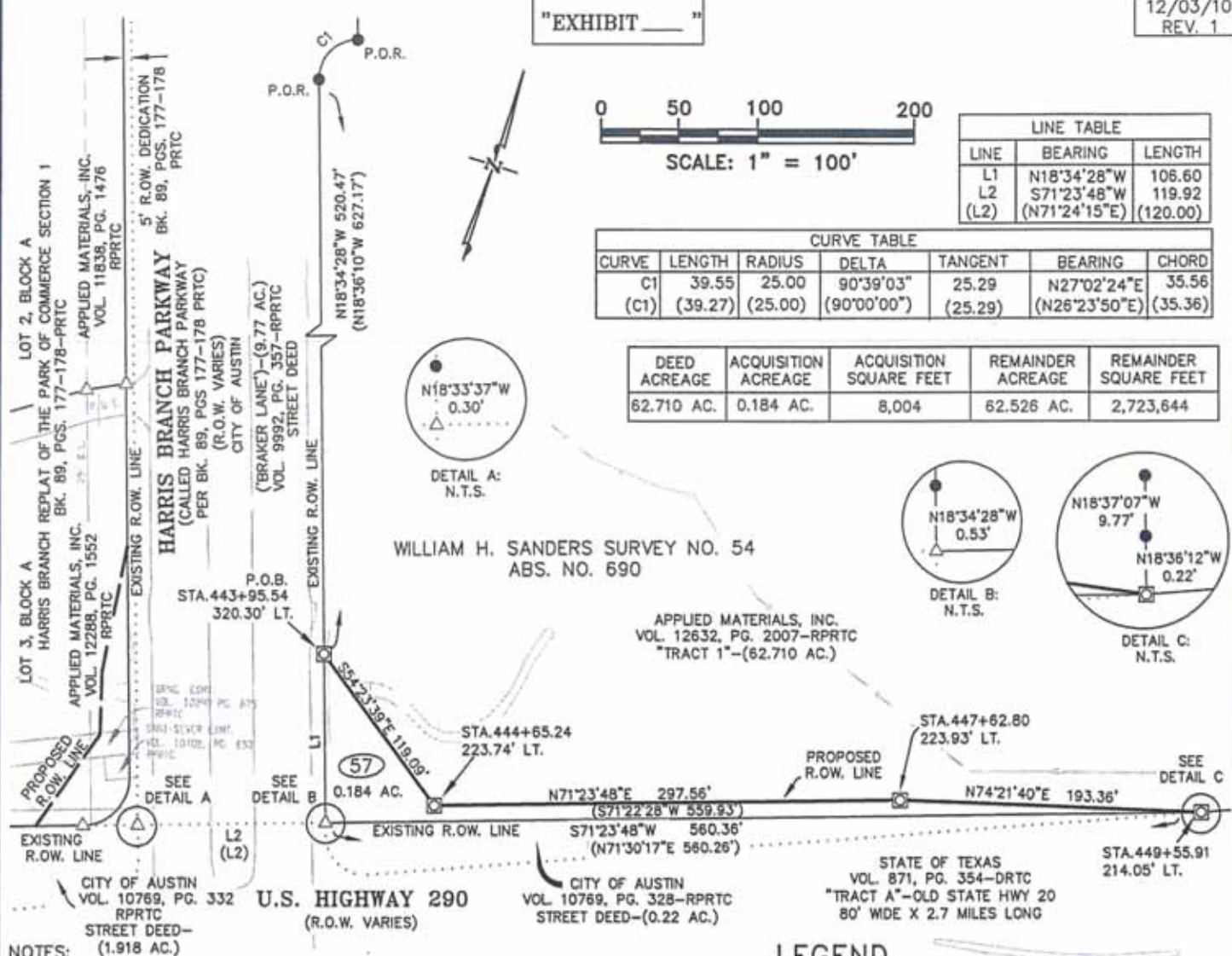
"EXHIBIT _____"



LINE TABLE		
LINE	BEARING	LENGTH
L1	N18°34'28"W	106.60
L2	S71°23'48"W	119.92
(L2)	(N71°24'15"E)	(120.00)

CURVE TABLE						
CURVE	LENGTH	RADIUS	DELTA	TANGENT	BEARING	CHORD
C1	39.55	25.00	90°39'03"	25.29	N27°02'24"E	35.56
(C1)	(39.27)	(25.00)	(90°00'00")	(25.29)	(N26°23'50"E)	(35.36)

DEED ACREAGE	ACQUISITION ACREAGE	ACQUISITION SQUARE FEET	REMAINDER ACREAGE	REMAINDER SQUARE FEET
62.710 AC.	0.184 AC.	8,004	62.526 AC.	2,723,644



- NOTES:
- 1) BEARINGS AND COORDINATES ARE BASED ON THE TEXAS STATE PLANE COORDINATE SYSTEM, CENTRAL ZONE, NAD83(93) HARN. ALL DISTANCES AND COORDINATES WERE ADJUSTED TO SURFACE USING A COMBINED SCALE FACTOR OF 1.00011.
 - 2) SEE PAGES 1, 2, AND 3 OF 4 FOR A DESCRIPTION OF THIS PARCEL.
 - 3) IMPROVEMENTS SHOWN ARE TAKEN FROM TXDOT AERIAL SURVEY DIGITAL FILES.
 - 4) THIS SURVEY WAS DONE WITHOUT A TITLE REPORT OR EASEMENT SEARCH.
 - 5) ENGINEER'S BASELINE IS NOT THE SAME AS THE ORIGINAL SURVEY "CENTERLINE".
 - 6) ACCESS MAY BE PERMITTED TO AND FROM THE TRANSPORTATION FACILITY ACROSS THE PROPOSED RIGHT-OF-WAY LINE AS SHOWN HEREON, BEING THE COMMON BOUNDARY LINE BETWEEN THE PROPOSED U.S. 290 HIGHWAY FACILITY AND THE REMAINDER OF THE ABUTTING PROPERTY.

SURVEYED BY: MCGRAY & MCGRAY LAND SURVEYORS, INC.
3301 HANCOCK DR., STE 6, AUSTIN, TX 78731 512/451-8591

12/03/10

CHRIS CONRAD, REG. PROF. LAND SURVEYOR NO. 5623 DATE
SURVEYED ON GROUND UNDER MY DIRECT SUPERVISION

LEGEND

- TXDOT TYPE I CONCRETE MONUMENT FOUND
- TXDOT TYPE II CONCRETE MONUMENT FOUND
- ⊠ 1/2" IRON ROD SET WITH TXDOT ALUM. CAP TO BE REPLACED WITH A TXDOT TYPE II CONCRETE MONUMENT AFTER ACQUISITION
- 1/2" IRON ROD SET WITH TXDOT ALUM. CAP IRON PIPE FOUND (SIZE NOTED)
- 1/2" IRON ROD FOUND (UNLESS NOTED)
- ▲ 60D NAIL FOUND
- △ CALCULATED POINT
- FENCE POST
- N.T.S. NOT TO SCALE
- (XXX) RECORD INFORMATION
- P.O.B. POINT OF BEGINNING
- P.O.R. POINT OF REFERENCE
- ACCESS DENIAL LINE
- PRTC PLAT RECORDS OF TRAVIS COUNTY
- DRTC DEED RECORDS OF TRAVIS COUNTY
- RPRTC REAL PROPERTY RECORDS OF TRAVIS COUNTY
- OPRTC OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY



McGRAY & McGRAY
LAND SURVEYORS, INC.
3301 HANCOCK DRIVE #6
AUSTIN, TEXAS 78731
(512) 451-8591

PLAT OF 0.184 AC. OF LAND OUT OF THE WILLIAM H. SANDERS SURVEY NO. 54, ABSTRACT NO. 690, SAME BEING A PORTION OF THAT CERTAIN TRACT DESCRIBED AS 62.710 AC. (TRACT 1) IN A DEED TO APPLIED MATERIALS, INC., OF RECORD IN VOLUME 12632, PAGE 2007, REAL PROPERTY RECORDS, TRAVIS COUNTY, TEXAS

TRAVIS COUNTY
U.S. 290
CSJ 0114-02-085
PARCEL 57
PAGE 4 OF 4

FINAL CLOSURE PARCEL 57 US HIGHWAY 290

PARCEL 57 - SKETCH MAPCHECK

North: 10092830.9055 East: 3156047.3329
Course: S 54-23-39 E Distance: 119.09000
North: 10092761.5707 East: 3156144.1580
Course: N 71-23-48 E Distance: 297.56000
North: 10092856.4966 East: 3156426.1704
Course: N 74-21-40 E Distance: 193.36000
North: 10092908.6213 East: 3156612.3722
Course: S 71-23-48 W Distance: 560.36000
North: 10092729.8584 East: 3156081.2911
Course: N 18-34-28 W Distance: 106.60000
North: 10092830.9057 East: 3156047.3351

Perimeter: 1276.97000

Area: 8004.12722 0.18375 acres

Mathematical Closure - (Uses Survey Units)

Error of Closure: 0.002235 Course: S 86-56-27 W

Precision 1: 571332.14

PARCEL 57 - STRIPMAP MAPCHECK

North: 10093229.1312 East: 3165985.9623
Course: S 54-23-39 E Distance: 119.09000
North: 10093159.7963 East: 3166082.7874
Course: N 71-23-48 E Distance: 297.56000
North: 10093254.7223 East: 3166364.7998
Course: N 74-21-40 E Distance: 193.36000
North: 10093306.8470 East: 3166551.0016
Course: S 71-23-48 W Distance: 560.36000
North: 10093128.0841 East: 3166019.9205
Course: N 18-34-28 W Distance: 106.60000
North: 10093229.1314 East: 3165985.9645

Perimeter: 1276.97000

Area: 8004.12722 0.18375 acres

Mathematical Closure - (Uses Survey Units)

Error of Closure: 0.002235 Course: S 86-56-27 W

Precision 1: 571332.14

PARCEL 57 - DESCRIPTION MAPCHECK

North: 10091625.8804 East: 3156379.9813
Course: S 54-23-39 E Distance: 119.09000
North: 10091556.5455 East: 3156476.8064
Course: N 71-23-48 E Distance: 297.56000
North: 10091651.4714 East: 3156758.8189
Course: N 74-21-40 E Distance: 193.36000
North: 10091703.5962 East: 3156945.0207
Course: S 71-23-48 W Distance: 560.36000

**FINAL CLOSURE PARCEL 57
US HIGHWAY 290**

PARCEL 57 - DESCRIPTION MAPCHECK (cont.)

North: 10091524.8332 East: 3156413.9396
Course: N 18-34-28 W Distance: 106.60000
North: 10091625.8805 East: 3156379.9836

Perimeter: 1276.97000

Area: 8004.12722 0.18375 acres
Mathematical Closure - (Uses Survey Units)
Error of Closure: 0.002235 Course: S 86-56-27 W
Precision 1: 571332.14

**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE CENTRAL TEXAS
REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 11-096

**RESOLUTION AUTHORIZING ACQUISITION OF PROPERTY RIGHTS BY
AGREEMENT OR CONDEMNATION OF CERTAIN PROPERTY IN TRAVIS
COUNTY FOR THE US 290 EAST TOLL PROJECT
(Parcel 44A)**

WHEREAS, pursuant to and under the authority of Subchapter E, Chapter 370, Texas Transportation Code and other applicable law, the Central Texas Regional Mobility Authority ("CTRMA") has found and determined that to promote the public safety, to facilitate the safety and movement of traffic, and to preserve the financial investment of the public in its roadways and the roadways of the State of Texas, public convenience and necessity requires acquisition of fee simple title to that certain 0.479 acres described by metes and bounds in Exhibit "A" to this Resolution (the "Subject Property"), owned by Applied Materials, Inc., (the "Owner"), located at 9700 US Hwy 290E, in Travis County, for the construction, reconstruction, maintaining, widening, straightening, lengthening, and operating of the US 290 East Toll Project (the "Project"), as a part of the improvements to the Project, but excluding all the oil, gas, and sulphur which can be removed from beneath the Subject Property, without any right whatever remaining to the owner of such oil, gas, and sulphur of ingress to or egress from the surface of the Subject Property for the purpose of exploring, developing, or mining of the same, and that such constructing, reconstructing, maintaining, widening, straightening, lengthening, and operating of the Project shall extend across and upon, and will cross, run through, and be upon the Subject Property; and

WHEREAS, an independent, professional appraisal report of the Subject Property has been submitted to the CTRMA, and an amount has been established to be just compensation for the property rights to be acquired; and

WHEREAS, the Executive Director of the CTRMA, through agents employed or contracted with the CTRMA, has transmitted an official written offer to the Owner, based on the amount determined to be just compensation, and has entered into good faith negotiations with the Owner of the Subject Property to acquire the Subject Property; and

WHEREAS, as of the date of this Resolution, the Executive Director and the Owner have failed to agree on the amount determined to be just compensation and damages, if any, due to said Owner for the Subject Property; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the CTRMA that the Executive Director is specifically authorized and directed to acquire the Subject Property and all leasehold interests in the Subject Property for the Project by agreement, subject to approval of the purchase contract by the Board of Directors of the CTRMA; and

BE IT FURTHER RESOLVED that the Executive Director is specifically authorized to negotiate and execute, if possible, a possession and use agreement in such form as is acceptable to the Executive Director and for consideration in an amount not to exceed ninety percent (90%) of the purchase price set forth in the official written offer to purchase the Subject Property previously transmitted to the Owner; and

BE IT FURTHER RESOLVED that the Executive Director is specifically authorized to negotiate and execute, if possible, a purchase contract for consideration in an amount not to exceed the purchase price set forth in the official written offer to purchase the Subject Property previously transmitted to the Owner; and

BE IT FURTHER RESOLVED that at such time as the Executive Director concludes that further negotiations with Owner to acquire the Subject Property by agreement would be futile, the Executive Director or his designee is hereby authorized and directed to file or cause to be filed a suit in eminent domain to acquire the property interests for the aforesaid purposes against the Owner and the owners of any interest in, and the holders of any lien secured by, the Subject Property, the Subject Property described in the attached Exhibit "A" to this Resolution; and

BE IT FURTHER RESOLVED that the Executive Director or his designee is hereby authorized and directed to incur such expenses and to employ such experts as he shall deem necessary to assist in the prosecution of such suit in eminent domain, including, but not limited to, appraisers, engineers, and land use planners.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of June, 2011.

Submitted and reviewed by:


Andrew Martin, General Counsel
Central Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number 11-096
Date Passed: 06/29/11

Exhibit "A" to Resolution 11-096

Description of Parcel 44A

EXHIBIT _____

County: Travis
Parcel No.: 44A
Highway: U.S. Highway 290
Project Limits: From: E of US 183
To: E of SH 130
Right of Way CSJ: 0114-02-085

PROPERTY DESCRIPTION FOR PARCEL 44A

DESCRIPTION OF 0.479 OF ONE ACRE (20,887 SQUARE FEET) OF LAND, BEING OUT OF THE WILLIAM H. SANDERS SURVEY NO. 54, ABSTRACT NO. 690, IN AUSTIN, TRAVIS COUNTY, TEXAS, AND BEING A PORTION OF THAT CERTAIN TRACT OF LAND DESCRIBED AS 2 ACRES IN A DEED TO APPLIED MATERIALS, INC., OF RECORD IN VOLUME 13041, PAGE 2014, REAL PROPERTY RECORDS, TRAVIS COUNTY, TEXAS; SAID 0.479 OF ONE ACRE OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a 1/2" iron rod found to be replaced with a TEXAS DEPARTMENT OF TRANSPORTATION (TxDOT) Type II concrete monument after acquisition, in the proposed north right-of-way (ROW) line of U.S. Highway 290, 242.81 feet left of Engineer's Baseline Station 394+86.71, at the northwest corner of the herein described tract, same being in the west line of said 2 acre Applied Materials tract and at the northeast corner of a 0.789 acre tract dedicated for street purposes by plat of One Lutheran Center, a subdivision of record in Book 87, Pages 70B-70C, Plat Records, Travis County Texas, and at the southeast corner of Lot 1, of said One Lutheran Center subdivision, said Lot 1 being described in a deed to Lutheran Foundation of the Southwest, of record in Volume 9233, Page 654, Real Property Records, Travis County, Texas, from which point a 1/2" iron pipe found at the northwest corner of said 2 acre Applied Materials tract and a southwest corner of that tract of land described in a deed to Applied Materials, Inc. in Volume 13346, Page 1584, Real Property Records, Travis County, Texas, and of Lot 1, Fiesta Plaza, a subdivision of record in Book 76, Page 359, Plat Records, Travis County, Texas, bears N27°49'05"E 288.66 feet;

EXHIBIT ____

- 1) THENCE, with the curving north line of this tract, and the proposed curving north ROW line of U.S. Highway 290, crossing said 2 acre Applied Materials tract with an arc of a curve to the left, whose intersection angle is **03°17'26"**, radius is **5,729.58 feet**, an arc distance of **329.06 feet**, the chord of which bears **N77°11'23"E 329.01 feet** to a 1/2" iron rod set with a TxDOT aluminum cap, 251.38 feet left of Engineer's Baseline Station 398+30.49 at the southeast corner of this tract, same being in the east line of said 2 acre Applied Materials tract and a west line of said Lot 1, Fiesta Plaza and a west line of said Applied Materials tract in Volume 13346, Page 1584;
- 2) THENCE, with the east line of this tract and said 2 acre Applied Materials tract and the west line of said Lot 1, Fiesta Plaza, and the west line of said Applied Materials tract in Volume 13346, Page 1584, **S27°34'59"W 108.92 feet** to a calculated point at the southwest corner of said Applied Materials tract in Volume 13346, Page 1584 and of said Lot 1, Fiesta Plaza, the southeast corner of said 2 acre Applied Materials tract, and the west corner of that tract described as 0.338 of one acre in a deed to the State of Texas, of record in Volume 3141, Page 1704, Deed Records, Travis County, Texas, same being in the north line of that certain tract of land described as 2.331 acres, Parcel (A), in a deed to the State of Texas, of record in Volume 678, Page 613, Deed Records, Travis County, Texas, from which point a 1/2" iron rod found bears **N05°57'50"W 1.26 feet**;
- 3) THENCE, with the south line of this tract and of said 2 acre Applied Material tract, the existing north ROW line of U.S. Highway 290, and the north line of said 2.331 acres, Parcel (A), State of Texas tract, **S84°02'12"W 300.96 feet** to a calculated point at the southwest corner of this tract and said 2 acre Applied Materials tract, and the southeast corner of said 0.789 acre tract dedicated for street purposes, from which point a 5/8" iron rod found bears **S08°57'41"W 11.05 feet**;

EXHIBIT ____

4) THENCE, with the west line of this tract and of said 2 acre Applied Materials tract, and the east line of said 0.789 acre Street Dedication tract, **N27°49'05"E 62.03 feet** to the POINT OF BEGINNING and containing 0.479 of one acre within these metes and bounds, more or less.

All bearings are based on the Texas State Plane Coordinate System, Central Zone, NAD83(93) HARN. All distances and coordinates were adjusted to surface using a combined scale factor of 1.00011.

ACCESS MAY BE PERMITTED TO AND FROM THE TRANSPORTATION FACILITY ACROSS THE PROPOSED RIGHT-OF-WAY LINE AS DESCRIBED HEREIN, BEING THE COMMON BOUNDARY LINE BETWEEN THE PROPOSED U.S. 290 HIGHWAY FACILITY AND THE REMAINDER OF THE ABUTTING PROPERTY.

STATE OF TEXAS §
 § **KNOW ALL MEN BY THESE PRESENTS:**
COUNTY OF TRAVIS §

That I, Chris Conrad, a Registered Professional Land Surveyor, do hereby certify that the above description is true and correct to the best of my knowledge and belief and that the property described herein was determined by a survey made on the ground under my direction and supervision.

WITNESS MY HAND AND SEAL at Austin, Travis County, Texas, this the 3rd day of December, 2010 A.D.

SURVEYED BY:

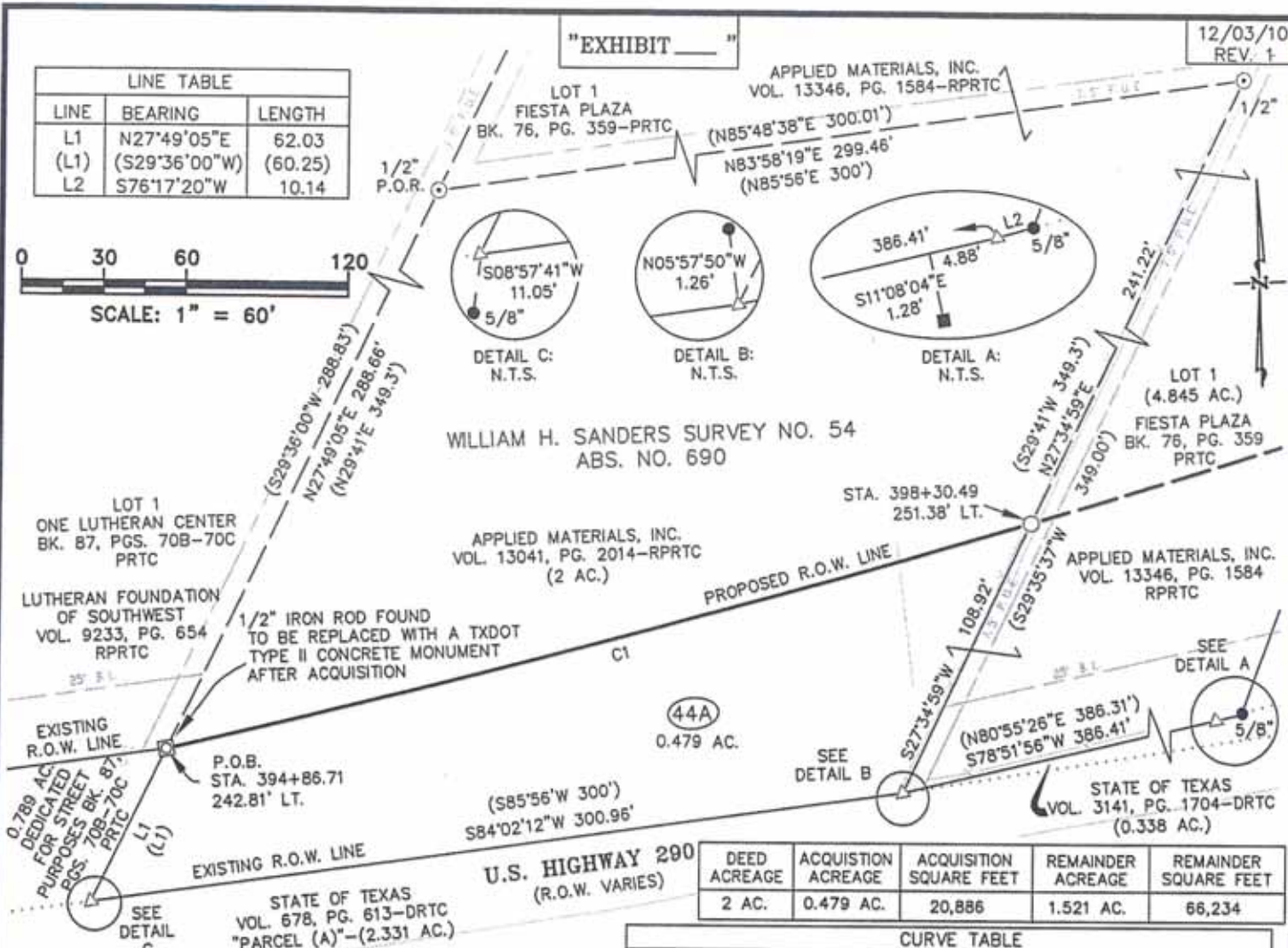
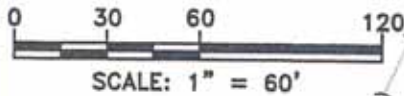
McGRAY & McGRAY LAND SURVEYORS, INC.
3301 Hancock Dr., Ste. 6 Austin, TX 78731 (512) 451-8591



Chris Conrad, Reg. Professional Land Surveyor No. 5623

Note: There is a plat to accompany this description. US 290 P44A R3
Issued 10/20/2010; Revised 12/3/10

LINE TABLE		
LINE	BEARING	LENGTH
L1	N27°49'05"E	62.03
(L1)	(S29°36'00"W)	(60.25)
L2	S76°17'20"W	10.14



DEED ACREAGE	ACQUISITION ACREAGE	ACQUISITION SQUARE FEET	REMAINDER ACREAGE	REMAINDER SQUARE FEET
2 AC.	0.479 AC.	20,886	1.521 AC.	66,234

CURVE TABLE						
CURVE	LENGTH	RADIUS	DELTA	TANGENT	BEARING	CHORD
C1	329.06	5729.58	03°17'26"	164.57	N77°11'23"E	329.01

LEGEND

- TXDOT TYPE I CONCRETE MONUMENT FOUND
- ▣ TXDOT TYPE II CONCRETE MONUMENT FOUND
- ⊠ 1/2" IRON ROD SET WITH TXDOT ALUM. CAP TO BE REPLACED WITH A TXDOT TYPE II CONCRETE MONUMENT AFTER ACQUISITION
- 1/2" IRON ROD SET WITH TXDOT ALUM. CAP
- ⊙ IRON PIPE FOUND (SIZE NOTED)
- 1/2" IRON ROD FOUND (UNLESS NOTED)
- ▲ 60D NAIL FOUND
- △ CALCULATED POINT
- FENCE POST
- N.T.S. NOT TO SCALE
- (XXX) RECORD INFORMATION
- P.O.B. POINT OF BEGINNING
- P.O.R. POINT OF REFERENCE
- ACCESS DENIAL LINE
- PRTC PLAT RECORDS OF TRAVIS COUNTY
- DRTC DEED RECORDS OF TRAVIS COUNTY
- RPRTC REAL PROPERTY RECORDS OF TRAVIS COUNTY
- OPRTC OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY



- NOTES:
- 1) BEARINGS AND COORDINATES ARE BASED ON THE TEXAS STATE PLANE COORDINATE SYSTEM, CENTRAL ZONE, NAD83(93) HARN. ALL DISTANCES AND COORDINATES WERE ADJUSTED TO SURFACE USING A COMBINED SCALE FACTOR OF 1.00011.
 - 2) SEE PAGES 1, 2, AND 3 OF 4 FOR A DESCRIPTION OF THIS PARCEL.
 - 3) IMPROVEMENTS SHOWN ARE TAKEN FROM TXDOT AERIAL SURVEY DIGITAL FILES.
 - 4) THIS SURVEY WAS DONE WITHOUT A TITLE REPORT OR EASEMENT SEARCH.
 - 5) ENGINEER'S BASELINE IS NOT THE SAME AS THE ORIGINAL SURVEY "CENTERLINE".
 - 6) ACCESS MAY BE PERMITTED TO AND FROM THE TRANSPORTATION FACILITY ACROSS THE PROPOSED RIGHT-OF-WAY LINE AS SHOWN HEREON, BEING THE COMMON BOUNDARY LINE BETWEEN THE PROPOSED U.S. 290 HIGHWAY FACILITY AND THE REMAINDER OF THE ADJUTING PROPERTY.

SURVEYED BY: MCGRAY & MCGRAY LAND SURVEYORS, INC.
3301 HANCOCK DR., STE. B, AUSTIN, TX 78731 512/451-8591

Chris Conrad

12/03/10

CHRIS CONRAD, REG. PROF. LAND SURVEYOR NO. 5623 DATE
SURVEYED ON GROUND UNDER MY DIRECT SUPERVISION

McGRAY & McGRAY
LAND SURVEYORS, INC.
3301 HANCOCK DRIVE #6
AUSTIN, TEXAS 78731
(512) 451-8591

PLAT OF 0.479 AC. OF LAND OUT OF THE WILLIAM H. SANDERS SURVEY NO. 54, ABSTRACT NO. 690, SAME BEING A PORTION OF THAT TRACT DESCRIBED AS 2 AC. IN A DEED TO APPLIED MATERIALS, INC., IN VOLUME 13041, PAGE 2014, REAL PROPERTY RECORDS, TRAVIS CO., TX.

TRAVIS COUNTY
U.S. 290
CSJ 0114-02-085
PARCEL 44A
PAGE 4 OF 4

FINAL CLOSURE PARCEL 44A US HIGHWAY 290

PARCEL 44A - SKETCH MAPCHECK

BC North: 10099831.1606 East: 3150238.7373
Arc Length: 329.05522 Radius: 5729.58000 Delta: -3-17-26
Tangent: 164.57285 Chord: 329.01000 Ch Course: N 77-11-23 E
Course In: N 11-09-54 W Out: S 14-27-20 E
Ctr North: 10105452.3003 East: 3149129.2894
End North: 10099904.1098 East: 3150559.5581
Course: S 27-34-59 W Distance: 108.92000
North: 10099807.5696 East: 3150509.1244
Course: S 84-02-12 W Distance: 300.96000
North: 10099776.3023 East: 3150209.7931
Course: N 27-49-05 E Distance: 62.03000
North: 10099831.1637 East: 3150238.7403

Perimeter: 800.96522

Area: 20886.25310 0.47948 acres
Mathematical Closure - (Uses Survey Units)
Error of Closure: 0.004340 Course: S 44-11-05 W
Precision 1: 184534.43

PARCEL 44A - STRIPMAP MAPCHECK

BC North: 10096455.4198 East: 3143017.2354
Arc Length: 329.05522 Radius: 5729.58000 Delta: -3-17-26
Tangent: 164.57285 Chord: 329.01000 Ch Course: N 77-11-23 E
Course In: N 11-09-54 W Out: S 14-27-20 E
Ctr North: 10102076.5596 East: 3141907.7875
End North: 10096528.3690 East: 3143338.0562
Course: S 27-34-59 W Distance: 108.92000
North: 10096431.8288 East: 3143287.6226
Course: S 84-02-12 W Distance: 300.96000
North: 10096400.5615 East: 3142988.2912
Course: N 27-49-05 E Distance: 62.03000
North: 10096455.4229 East: 3143017.2385

Perimeter: 800.96522

Area: 20886.25310 0.47948 acres
Mathematical Closure - (Uses Survey Units)
Error of Closure: 0.004340 Course: S 44-11-05 W
Precision 1: 184534.43

FINAL CLOSURE PARCEL 44A US HIGHWAY 290

PARCEL 44A - DESCRIPTION MAPCHECK

BC North: 10092088.4985 East: 3157120.5492
Arc Length: 329.05522 Radius: 5729.58000 Delta: -3-17-26
Tangent: 164.57285 Chord: 329.01000 Ch Course: N 77-11-23 E
Course In: N 11-09-54 W Out: S 14-27-20 E
Ctr North: 10097709.6383 East: 3156011.1013
End North: 10092161.4477 East: 3157441.3700
Course: S 27-34-59 W Distance: 108.92000
North: 10092064.9075 East: 3157390.9364
Course: S 84-02-12 W Distance: 300.96000
North: 10092033.6402 East: 3157091.6050
Course: N 27-49-05 E Distance: 62.03000
North: 10092088.5016 East: 3157120.5522

Perimeter: 800.96522

Area: 20886.25310 0.47948 acres

Mathematical Closure - (Uses Survey Units)

Error of Closure: 0.004340 Course: S 44-11-05 W

Precision 1: 184534.43

**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE CENTRAL TEXAS
REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 11-097

**RESOLUTION AUTHORIZING ACQUISITION OF PROPERTY RIGHTS BY
AGREEMENT OR CONDEMNATION OF CERTAIN PROPERTY IN TRAVIS
COUNTY FOR THE US 290 EAST TOLL PROJECT
(Parcel 44B)**

WHEREAS, pursuant to and under the authority of Subchapter E, Chapter 370, Texas Transportation Code and other applicable law, the Central Texas Regional Mobility Authority ("CTRMA") has found and determined that to promote the public safety, to facilitate the safety and movement of traffic, and to preserve the financial investment of the public in its roadways and the roadways of the State of Texas, public convenience and necessity requires acquisition of fee simple title to that certain 0.907 acres described by metes and bounds in Exhibit "A" to this Resolution (the "Subject Property"), owned by Applied Materials, Inc., (the "Owner"), located at 9700 US Hwy 290E, in Travis County, for the construction, reconstruction, maintaining, widening, straightening, lengthening, and operating of the US 290 East Toll Project (the "Project"), as a part of the improvements to the Project, but excluding all the oil, gas, and sulphur which can be removed from beneath the Subject Property, without any right whatever remaining to the owner of such oil, gas, and sulphur of ingress to or egress from the surface of the Subject Property for the purpose of exploring, developing, or mining of the same, and that such constructing, reconstructing, maintaining, widening, straightening, lengthening, and operating of the Project shall extend across and upon, and will cross, run through, and be upon the Subject Property; and

WHEREAS, an independent, professional appraisal report of the Subject Property has been submitted to the CTRMA, and an amount has been established to be just compensation for the property rights to be acquired; and

WHEREAS, the Executive Director of the CTRMA, through agents employed or contracted with the CTRMA, has transmitted an official written offer to the Owner, based on the amount determined to be just compensation, and has entered into good faith negotiations with the Owner of the Subject Property to acquire the Subject Property; and

WHEREAS, as of the date of this Resolution, the Executive Director and the Owner have failed to agree on the amount determined to be just compensation and damages, if any, due to said Owner for the Subject Property; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the CTRMA that the Executive Director is specifically authorized and directed to acquire the Subject Property and all leasehold interests in the Subject Property for the Project by agreement, subject to approval of the purchase contract by the Board of Directors of the CTRMA; and

BE IT FURTHER RESOLVED that the Executive Director is specifically authorized to negotiate and execute, if possible, a possession and use agreement in such form as is acceptable to the Executive Director and for consideration in an amount not to exceed ninety percent (90%) of the purchase price set forth in the official written offer to purchase the Subject Property previously transmitted to the Owner; and

BE IT FURTHER RESOLVED that the Executive Director is specifically authorized to negotiate and execute, if possible, a purchase contract for consideration in an amount not to exceed the purchase price set forth in the official written offer to purchase the Subject Property previously transmitted to the Owner; and

BE IT FURTHER RESOLVED that at such time as the Executive Director concludes that further negotiations with Owner to acquire the Subject Property by agreement would be futile, the Executive Director or his designee is hereby authorized and directed to file or cause to be filed a suit in eminent domain to acquire the property interests for the aforesaid purposes against the Owner and the owners of any interest in, and the holders of any lien secured by, the Subject Property, the Subject Property described in the attached Exhibit "A" to this Resolution; and

BE IT FURTHER RESOLVED that the Executive Director or his designee is hereby authorized and directed to incur such expenses and to employ such experts as he shall deem necessary to assist in the prosecution of such suit in eminent domain, including, but not limited to, appraisers, engineers, and land use planners.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of June, 2011.

Submitted and reviewed by:



Andrew Martin, General Counsel
Central Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number 11-097
Date Passed: 06/29/11

Exhibit "A" to Resolution 11-097

Description of Parcel 44B

EXHIBIT _____

County: Travis
Parcel No.: 44B
Highway: U.S. Highway 290
Project Limits: From: E of US 183
To: E of SH 130
Right of Way CSJ: 0114-02-085

PROPERTY DESCRIPTION FOR PARCEL 44B

DESCRIPTION OF 0.907 OF ONE ACRE (39,508 SQUARE FEET) OF LAND OUT OF THE WILLIAM H. SANDERS SURVEY NO. 54, ABSTRACT NO. 690, IN AUSTIN, TRAVIS COUNTY, TEXAS, SAME BEING A PORTION OF LOT 1, FIESTA PLAZA, A SUBDIVISION OF RECORD IN BOOK 76, PAGE 359, PLAT RECORDS, TRAVIS COUNTY, TEXAS, SAID LOT 1 BEING DESCRIBED IN A DEED TO APPLIED MATERIALS, INC., OF RECORD IN VOLUME 13346, PAGE 1584, REAL PROPERTY RECORDS, TRAVIS COUNTY, TEXAS; SAID 0.907 OF ONE ACRE OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a 1/2" iron rod set with a TEXAS DEPARTMENT OF TRANSPORTATION (TxDOT) aluminum cap, in the proposed north right-of-way (ROW) line of U.S. Highway 290, 251.38 feet left of Engineer's Baseline Station 398+30.49, at the northwest corner of the herein described tract, same being in a west line of said Lot 1, Fiesta Plaza, a west line of said Applied Materials tract in Volume 13346, Page 1584 and the east line of that tract described as 2 acres in a deed to Applied Materials, Inc., of record in Volume 13041, Page 2014, Real Property Records, Travis County, Texas ;

- 1) THENCE, with the north line of this tract, and the proposed north ROW line of U.S. Highway 290, crossing said Lot 1, Fiesta Plaza and said Applied Materials tract in Volume 13346, Page 1584, with a curve to the left whose intersection angle is $04^{\circ}06'25''$, radius is 5,729.58 feet, an arc distance of 410.68 feet, the chord of which bears $N73^{\circ}29'27''E$ 410.59 feet to a 1/2" iron rod found to be replaced with a TxDOT Type II concrete monument after acquisition, 260.86 feet left of Engineer's Baseline Station 402+60.28, at the northeast corner of this tract, same being in the east line of said Applied Materials tract in Volume 13346, Page 1584, and said Lot 1, Fiesta Plaza, at the northwest corner of that certain tract of land described as 6.15 acres in a street deed to the City of Austin, of record in Volume 10769, Page 337, Real Property

EXHIBIT _____

Records, Travis County, Texas, and the southwest corner of Lot 1, Block A, Applied Materials Subdivision Section 1, a subdivision of record in Book 89, Pages 222-224, Plat Records, Travis County, Texas, said Lot 1, Block A, being described in a deed to Applied Materials, Inc., of record in Volume 11375, Page 885, Real Property Records, Travis County, Texas, same being in the existing north ROW line of U.S. Highway 290, from which point a 1/2" iron rod found at the northeast corner of said Lot 1, Fiesta Plaza, and in the west line of said Applied Materials tract in Volume 11375, Page 885, and said Lot 1, Block A, bears N21°44'22"E 181.83 feet;

- 2) THENCE, with the east line of this tract, said Applied Materials tract in Volume 13346, Page 1584, and said Lot 1, Fiesta Plaza, and the west line of said 6.15 acre City of Austin tract, same being the existing north ROW line of U.S. Highway 290, **S22°01'59"W 146.93 feet** to a 5/8" iron rod found at the southeast corner of this tract and of said Applied Materials tract in Volume 13346, Page 1584, and of said Lot 1, Fiesta Plaza, and the southwest corner of said 6.15 acre City of Austin tract, same being in the north line of that certain tract of land described as 0.338 of one acre of land in a deed to the State of Texas, of record in Volume 3141, Page 1704, Deed Records, Travis County, Texas;

THENCE, with the south line of this tract, of said Applied Materials tract in Volume 13346, Page 1584, and of said Lot 1, Fiesta Plaza, and the existing north ROW line of U.S. Highway 290, and the north line of said 0.338 of one acre State of Texas tract, the following two (2) courses numbered 3 and 4;

- 3) **S76°17'20"W 10.14 feet** to a calculated point, from which a TxDOT Type I concrete monument found bears S78°51'56"W 4.88 feet and S11°08'04"E 1.28 feet; and
- 4) **S78°51'56"W 386.41 feet** to a calculated point at the southwest corner of said Applied Materials tract in Volume 13346, Page 1584, and of said Lot 1, Fiesta Plaza, the southeast corner of said 2 acre Applied Materials tract, and the west corner of said 0.338 of one acre State of Texas tract, same being in the north line of that certain tract of land described as 2.331 acres, Parcel (A), in a deed to the State of Texas, of record in Volume 678, Page 613, Deed Records, Travis County, Texas, from which point a 1/2" iron rod found bears N05°57'50"W 1.26 feet;

EXHIBIT _____

5) THENCE, with the west line of this tract, a west line of said Lot 1, Fiesta Plaza, a west line of said Applied Materials tract in Volume 13346, Page 1584, and the east line of said 2 acre Applied Materials tract, **N27°34'59"E 108.92 feet** to the POINT OF BEGINNING and containing 0.907 of one acre within these metes and bounds, more or less.

All bearings are based on the Texas State Plane Coordinate System, Central Zone, NAD83(93) HARN. All distances and coordinates were adjusted to surface using a combined scale factor of 1.00011.

ACCESS MAY BE PERMITTED TO AND FROM THE TRANSPORTATION FACILITY ACROSS THE PROPOSED RIGHT-OF-WAY LINE AS DESCRIBED HEREIN, BEING THE COMMON BOUNDARY LINE BETWEEN THE PROPOSED U.S. 290 HIGHWAY FACILITY AND THE REMAINDER OF THE ABUTTING PROPERTY.

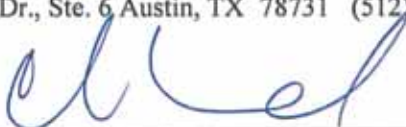
STATE OF TEXAS §
 § KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF TRAVIS §

That I, Chris Conrad, a Registered Professional Land Surveyor, do hereby certify that the above description is true and correct to the best of my knowledge and belief and that the property described herein was determined by a survey made on the ground under my direction and supervision.

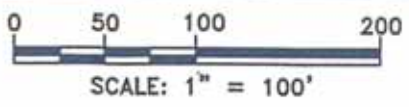
WITNESS MY HAND AND SEAL at Austin, Travis County, Texas, this the 3rd day of December, 2010 A.D.

SURVEYED BY:

McGRAY & McGRAY LAND SURVEYORS, INC.
3301 Hancock Dr., Ste. 6 Austin, TX 78731 (512) 451-8591



Chris Conrad, Reg. Professional Land Surveyor No. 5623
Note: There is a plat to accompany this description. US 290 P44B R3
Issued 09/17/10; Revised 12/3/10



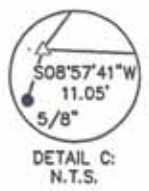
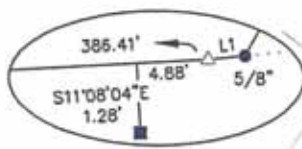
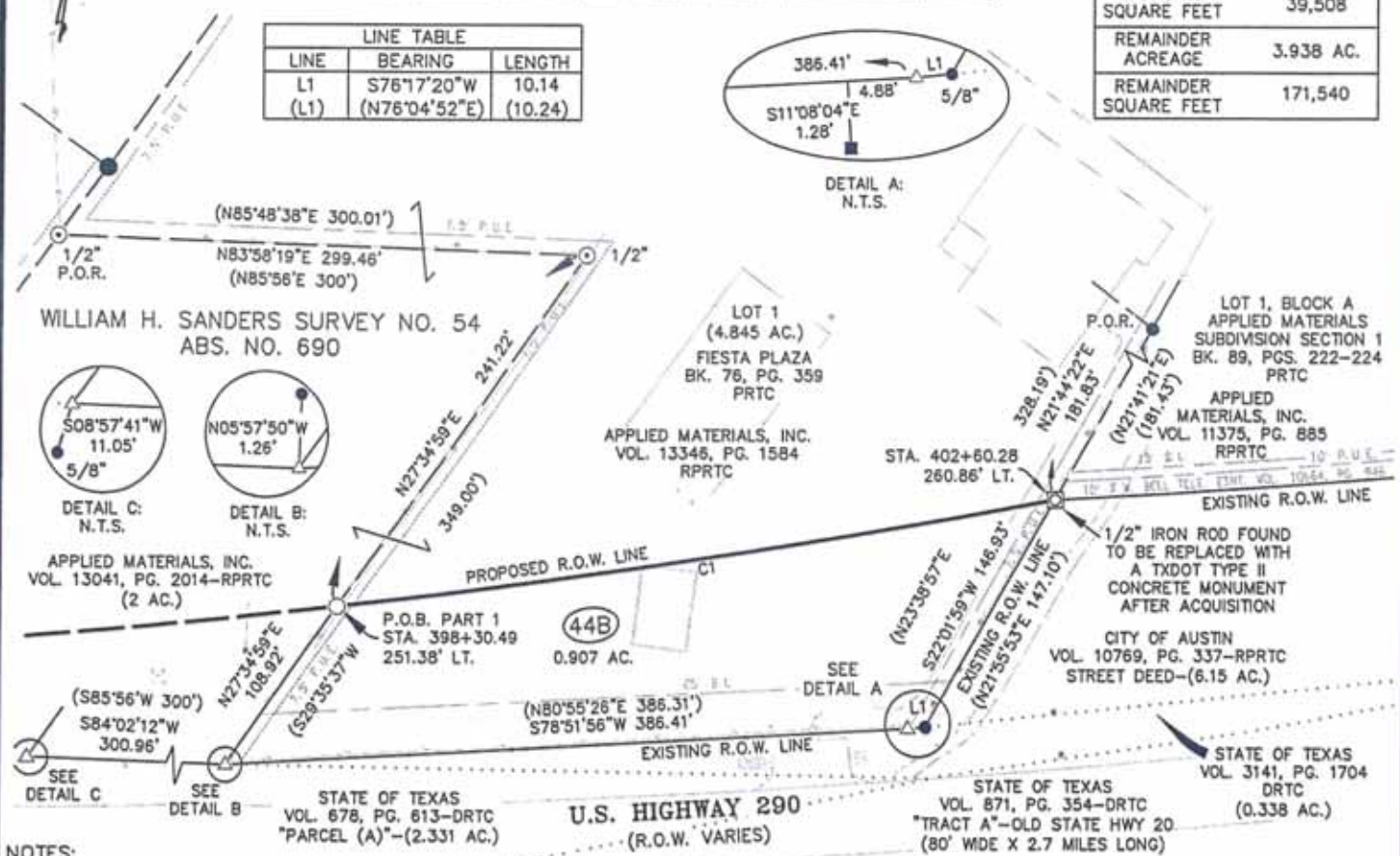
"EXHIBIT ____"

12/03/10
REV. 1

CURVE TABLE						
CURVE	LENGTH	RADIUS	DELTA	TANGENT	BEARING	CHORD
C1	410.68	5729.58	04°06'25"	205.43	N73°29'27"E	410.59

LINE TABLE		
LINE	BEARING	LENGTH
L1	S76°17'20"W	10.14
(L1)	(N76°04'52"E)	(10.24)

DEED ACREAGE	4.845 AC.
ACQUISITION ACREAGE	0.907 AC.
ACQUISITION SQUARE FEET	39,508
REMAINDER ACREAGE	3.938 AC.
REMAINDER SQUARE FEET	171,540



APPLIED MATERIALS, INC.
VOL. 13041, PG. 2014-RPRTC
(2 AC.)

LOT 1
(4.845 AC.)
FIESTA PLAZA
BK. 76, PG. 359
PRTC

LOT 1, BLOCK A
APPLIED MATERIALS
SUBDIVISION SECTION 1
BK. 89, PGS. 222-224
PRTC

APPLIED
MATERIALS, INC.
VOL. 11375, PG. 885
RPRTC

STA. 402+60.28
260.86' LT.

1/2" IRON ROD FOUND
TO BE REPLACED WITH
A TXDOT TYPE II
CONCRETE MONUMENT
AFTER ACQUISITION

CITY OF AUSTIN
VOL. 10769, PG. 337-RPRTC
STREET DEED-(6.15 AC.)

STATE OF TEXAS
VOL. 3141, PG. 1704
DRTC
(0.338 AC.)

STATE OF TEXAS
VOL. 678, PG. 613-DRTC
"PARCEL (A)"-(2.331 AC.)

U.S. HIGHWAY 290
(R.O.W. VARIES)

STATE OF TEXAS
VOL. 871, PG. 354-DRTC
"TRACT A"-OLD STATE HWY 20
(80' WIDE X 2.7 MILES LONG)

NOTES:

- 1) BEARINGS AND COORDINATES ARE BASED ON THE TEXAS STATE PLANE COORDINATE SYSTEM, CENTRAL ZONE, NAD83(93) HARN. ALL DISTANCES AND COORDINATES WERE ADJUSTED TO SURFACE USING A COMBINED SCALE FACTOR OF 1.00011.
- 2) SEE PAGES 1, 2, AND 3 OF 4 FOR A DESCRIPTION OF THIS PARCEL.
- 3) IMPROVEMENTS SHOWN ARE TAKEN FROM TXDOT AERIAL SURVEY DIGITAL FILES.
- 4) THIS SURVEY WAS DONE WITHOUT A TITLE REPORT OR EASEMENT SEARCH.
- 5) ENGINEER'S BASELINE IS NOT THE SAME AS THE ORIGINAL SURVEY "CENTERLINE".
- 6) ACCESS MAY BE PERMITTED TO AND FROM THE TRANSPORTATION FACILITY ACROSS THE PROPOSED RIGHT-OF-WAY LINE AS SHOWN HEREON, BEING THE COMMON BOUNDARY LINE BETWEEN THE PROPOSED U.S. 290 HIGHWAY FACILITY AND THE REMAINDER OF THE ADJUTING PROPERTY.

SURVEYED BY: MCGRAY & MCGRAY LAND SURVEYORS, INC.
3301 HANCOCK DR., STE 6, AUSTIN, TX 78731 512/451-8591

12/03/10

CHRIS CONRAD, REG. PROF. LAND SURVEYOR NO. 5623 DATE
SURVEYED ON GROUND UNDER MY DIRECT SUPERVISION

LEGEND

- TXDOT TYPE I CONCRETE MONUMENT FOUND
- TXDOT TYPE II CONCRETE MONUMENT FOUND
- ⊠ 1/2" IRON ROD SET WITH TXDOT ALUM. CAP TO BE REPLACED WITH A TXDOT TYPE II CONCRETE MONUMENT AFTER ACQUISITION
- 1/2" IRON ROD SET WITH TXDOT ALUM. CAP IRON PIPE FOUND (SIZE NOTED)
- 1/2" IRON ROD FOUND (UNLESS NOTED)
- ▲ 60D NAIL FOUND
- △ CALCULATED POINT
- FENCE POST
- N.T.S. NOT TO SCALE
- (XXX) RECORD INFORMATION
- P.O.B POINT OF BEGINNING
- P.O.R. POINT OF REFERENCE
- ACCESS DENIAL LINE
- PRTC PLAT RECORDS OF TRAVIS COUNTY
- DRTC DEED RECORDS OF TRAVIS COUNTY
- RPRTC REAL PROPERTY RECORDS OF TRAVIS COUNTY
- OPRTC OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY



McGRAY & McGRAY
LAND SURVEYORS, INC.
3301 HANCOCK DRIVE #6
AUSTIN, TEXAS 78731
(512) 451-8591

PLAT OF 0.907 AC. OF LAND OUT OF THE WILLIAM H. SANDERS SURVEY NO. 54, ABSTRACT NO. 690, SAME BEING A PORTION LOT 1, FIESTA PLAZA, A SUBDIVISION IN BOOK 76, PAGE 359, PLAT RECORDS, TRAVIS CO., TX., SAID LOT 1 BEING DESCRIBED IN A DEED TO APPLIED MATERIALS, INC., IN VOLUME 13346, PAGE 1584, REAL PROPERTY RECORDS, TRAVIS CO., TX.

TRAVIS COUNTY
U.S. 290
CSJ 0114-02-085
PARCEL 44B
PAGE 4 OF 4

FINAL CLOSURE PARCEL 44B US HIGHWAY 290

PARCEL 44B - SKETCH MAPCHECK

BC North: 10093731.8819 East: 3150993.4184
Arc Length: 410.67791 Radius: 5729.58000 Delta: -4-06-25
Tangent: 205.42691 Chord: 410.59000 Ch Course: N 73-29-27 E
Course In: N 14-27-21 W Out: S 18-33-45 E
Ctr North: 10099280.0668 East: 3149563.1279
End North: 10093848.5587 East: 3151387.0815
Course: S 22-01-59 W Distance: 146.93000
North: 10093712.3594 East: 3151331.9620
Course: S 76-17-20 W Distance: 10.14000
North: 10093709.9559 East: 3151322.1109
Course: S 78-51-56 W Distance: 386.41000
North: 10093635.3356 East: 3150942.9744
Course: N 27-34-59 E Distance: 108.92000
North: 10093731.8758 East: 3150993.4081

Perimeter: 1063.07791

Area: 39508.98699 0.90700 acres
Mathematical Closure - (Uses Survey Units)
Error of Closure: 0.011961 Course: N 59-23-16 E
Precision 1: 88880.73

PARCEL 44B - STRIPMAP MAPCHECK

BC North: 10095645.4890 East: 3145424.5700
Arc Length: 410.67791 Radius: 5729.58000 Delta: -4-06-25
Tangent: 205.42691 Chord: 410.59000 Ch Course: N 73-29-27 E
Course In: N 14-27-21 W Out: S 18-33-45 E
Ctr North: 10101193.6739 East: 3143994.2795
End North: 10095762.1659 East: 3145818.2331
Course: S 22-01-59 W Distance: 146.93000
North: 10095625.9665 East: 3145763.1136
Course: S 76-17-20 W Distance: 10.14000
North: 10095623.5631 East: 3145753.2625
Course: S 78-51-56 W Distance: 386.41000
North: 10095548.9427 East: 3145374.1260
Course: N 27-34-59 E Distance: 108.92000
North: 10095645.4829 East: 3145424.5597

Perimeter: 1063.07791

Area: 39508.98699 0.90700 acres
Mathematical Closure - (Uses Survey Units)
Error of Closure: 0.011961 Course: N 59-23-16 E
Precision 1: 88880.73

FINAL CLOSURE PARCEL 44B US HIGHWAY 290

PARCEL 44B - DESCRIPTION MAPCHECK

BC North: 10091492.0757 East: 3155738.6542
Arc Length: 410.67791 Radius: 5729.58000 Delta: -4-06-24
Tangent: 205.42691 Chord: 410.59000 Ch Course: N 73-29-27 E
Course In: N 14-27-21 W Out: S 18-33-45 E
Ctr North: 10097040.2607 East: 3154308.3637
End North: 10091608.7526 East: 3156132.3173
Course: S 22-01-59 W Distance: 146.93000
North: 10091472.5532 East: 3156077.1978
Course: S 76-17-20 W Distance: 10.14000
North: 10091470.1498 East: 3156067.3467
Course: S 78-51-56 W Distance: 386.41000
North: 10091395.5294 East: 3155688.2102
Course: N 27-34-59 E Distance: 108.92000
North: 10091492.0696 East: 3155738.6439

Perimeter: 1063.07791

Area: 39508.98699 0.90700 acres

Mathematical Closure - (Uses Survey Units)

Error of Closure: 0.011961 Course: N 59-23-16 E

Precision 1: 88880.73

**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE CENTRAL TEXAS
REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 11-098

**RESOLUTION AUTHORIZING ACQUISITION OF PROPERTY RIGHTS BY
AGREEMENT OR CONDEMNATION OF CERTAIN PROPERTY IN TRAVIS
COUNTY FOR THE US 290 EAST TOLL PROJECT
(Parcel 54)**

WHEREAS, pursuant to and under the authority of Subchapter E, Chapter 370, Texas Transportation Code and other applicable law, the Central Texas Regional Mobility Authority ("CTRMA") has found and determined that to promote the public safety, to facilitate the safety and movement of traffic, and to preserve the financial investment of the public in its roadways and the roadways of the State of Texas, public convenience and necessity requires acquisition of fee simple title to that certain 0.557 acres described by metes and bounds in Exhibit "A" to this Resolution (the "Subject Property"), owned by Agnes Marie Aldridge, (the "Owner"), located at 9751 US Hwy 290E in Travis County, for the construction, reconstruction, maintaining, widening, straightening, lengthening, and operating of the US 290 East Toll Project (the "Project"), as a part of the improvements to the Project, but excluding all the oil, gas, and sulphur which can be removed from beneath the Subject Property, without any right whatever remaining to the owner of such oil, gas, and sulphur of ingress to or egress from the surface of the Subject Property for the purpose of exploring, developing, or mining of the same, and that such constructing, reconstructing, maintaining, widening, straightening, lengthening, and operating of the Project shall extend across and upon, and will cross, run through, and be upon the Subject Property; and

WHEREAS, an independent, professional appraisal report of the Subject Property has been submitted to the CTRMA, and an amount has been established to be just compensation for the property rights to be acquired; and

WHEREAS, the Executive Director of the CTRMA, through agents employed or contracted with the CTRMA, has transmitted an official written offer to the Owner, based on the amount determined to be just compensation, and has entered into good faith negotiations with the Owner of the Subject Property to acquire the Subject Property; and

WHEREAS, as of the date of this Resolution, the Executive Director and the Owner have failed to agree on the amount determined to be just compensation and damages, if any, due to said Owner for the Subject Property; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the CTRMA that the Executive Director is specifically authorized and directed to acquire the Subject Property and all leasehold interests in the Subject Property for the Project by agreement, subject to approval of the purchase contract by the Board of Directors of the CTRMA; and

BE IT FURTHER RESOLVED that the Executive Director is specifically authorized to negotiate and execute, if possible, a possession and use agreement in such form as is acceptable to the Executive Director and for consideration in an amount not to exceed ninety percent (90%) of the purchase price set forth in the official written offer to purchase the Subject Property previously transmitted to the Owner; and

BE IT FURTHER RESOLVED that the Executive Director is specifically authorized to negotiate and execute, if possible, a purchase contract for consideration in an amount not to exceed the purchase price set forth in the official written offer to purchase the Subject Property previously transmitted to the Owner; and

BE IT FURTHER RESOLVED that at such time as the Executive Director concludes that further negotiations with Owner to acquire the Subject Property by agreement would be futile, the Executive Director or his designee is hereby authorized and directed to file or cause to be filed a suit in eminent domain to acquire the property interests for the aforesaid purposes against the Owner and the owners of any interest in, and the holders of any lien secured by, the Subject Property, the Subject Property described in the attached Exhibit "A" to this Resolution; and

BE IT FURTHER RESOLVED that the Executive Director or his designee is hereby authorized and directed to incur such expenses and to employ such experts as he shall deem necessary to assist in the prosecution of such suit in eminent domain, including, but not limited to, appraisers, engineers, and land use planners.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of June, 2011.

Submitted and reviewed by:



Andrew Martin, General Counsel
Central Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number 11-098
Date Passed: 06/29/11

Exhibit "A" to Resolution 11-098

Description of Parcel 54

EXHIBIT ____

County: Travis
Parcel No.: 54
Highway: U.S. Highway 290
Project Limits: From: E of US 183
To: E of SH 130
Right of Way CSJ: 0114-02-085

PROPERTY DESCRIPTION FOR PARCEL 54

DESCRIPTION OF 0.557 OF ONE ACRE (24,272 SQUARE FEET) OF LAND OUT OF THE WILLIAM H. SANDERS SURVEY NO. 54, ABSTRACT NO. 690, IN AUSTIN, TRAVIS COUNTY, TEXAS, SAME BEING A PORTION OF THAT CERTAIN TRACT OF LAND DESCRIBED AS 22.497 ACRES IN A DEED TO NANCY SWENSON SMITH AND AGNES SWENSON ALDRIDGE, OF RECORD IN VOLUME 11995, PAGE 152, REAL PROPERTY RECORDS, TRAVIS COUNTY, TEXAS, AND OUT OF THAT TRACT DESCRIBED 22.497 ACRE, UNDIVIDED 1/2 INTEREST, IN A DEED TO AGNES SWENSON ALDRIDGE, ROBERT V. ALDRIDGE, AND WAYNE ALDRIDGE. OF RECORD IN DOCUMENT NO. 2005116820, OFFICIAL PUBLIC RECORDS, TRAVIS COUNTY, TEXAS; SAID 0.557 OF ONE ACRE OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a 1/2" iron rod set with a TEXAS DEPARTMENT OF TRANSPORTATION (TxDOT) aluminum cap to be replaced with a TxDOT Type II concrete monument after acquisition, in the proposed south right-of-way (ROW) line of U.S. Highway 290, 227.36 feet right of Engineer's Baseline Station 430+73.43, at the southeast corner of the herein described tract, same being in the east line of said Smith tract, and the west line of that certain tract of land described as 6.42 acres in a deed to Odeen Hibbs, Trustee, Volume 9599, Page 161, Real Property Records, Travis County, Texas;

- 1) THENCE, with the south line of this tract, and the proposed south ROW line of U.S. Highway 290, crossing said Smith tract, **S71°25'55"W 73.00 feet** to a 1/2" iron rod set with a TxDOT aluminum cap stamped "ADL", at the beginning of this Access Denial Line, 227.36 feet right of Engineer's Baseline Station 430+00.43;

EXHIBIT ____

- 2) THENCE, with said Access Denial Line, the south line of this tract, and the proposed south ROW line of U.S. Highway 290, crossing said Smith tract, **S71°25'55"W 100.13 feet** to a 1/2" iron rod set with a TxDOT aluminum cap to be replaced with a TxDOT Type II concrete monument after acquisition, 227.36 feet right of Engineer's Baseline Station 429+00.30, at the southwest corner of this tract, same being in the west line of said Smith tract, and the east line of that certain tract of land described as 2.50 acres of land (Tract Two) in a deed to Robert Hurst Rental Company, of record in Volume 5697, Page 2338, Deed Records, Travis County, Texas, from which point a 1/2" iron rod found at the southeast corner of said Hurst Tract Two, and at an interior ell corner in a north line of said Smith tract, bears S10°52'58"E 491.07 feet, and from which point a 3/4" iron rod found at the southwest corner of said Hurst Tract Two, and an angle point in a north line of said Smith tract, bears S10°52'58"E 491.07 feet and S70°59'59"W 208.59 feet;
- 3) THENCE, with the west line of this tract and said Smith tract, and the east line of said Hurst Tract Two, **N10°52'58"W 141.42 feet** to a calculated point at the northwest corner of this tract and of said Smith tract, and the northeast corner of said Hurst Tract Two, same being in the existing south ROW line of U.S. Highway 290, and the south line of that certain tract of land described as 8.421 acres in a deed to the State of Texas, of record in Volume 663, Page 27, Deed Records, Travis County, Texas, from which point a 1" iron pipe found bears N10°52'58"W 0.26 feet;
- 4) THENCE, with the north line of this tract and said Smith tract, the existing south ROW line of U.S Highway 290, and the south line of said 8.421 acre State of Texas tract, **N71°23'48"E 173.12 feet** to a calculated point at the northeast corner of this tract and said Smith tract, and the northwest corner of said Hibbs tract;
- 5) THENCE, with the east line of this tract and said Smith tract, and the west line of said Hibbs tract, **S10°53'37"E** at 0.37 feet passing a 1" iron rod found, in all a total distance of **141.53 feet** to the POINT OF BEGINNING and containing 0.557 of one acre within these metes and bounds, more or less.

AND IN ADDITION THERETO:

Access is denied along an access denial line, same being along the proposed south ROW line of U.S. Highway 290 and the west line of said Smith tract and the east line of said Hurst tract beginning at the end of call number two (2) of the foregoing parcel description and the beginning of this Access Denial Line;

EXHIBIT _____

THENCE, with the west line of said Smith tract, the east line of said Hurst tract, the proposed south ROW line of U.S. Highway 290, and with this Access Denial Line, **S10°52'58"E 2.66 feet** to a 1/2" iron rod set with a TxDOT aluminum cap to be replaced with a TxDOT Type II concrete monument, 230.00 feet right of Engineer's Baseline Station 428+99.94 and the end of said Access Denial Line.

All bearings are based on the Texas State Plane Coordinate System, South Central Zone, NAD83(96) HARN. All distances and coordinates were adjusted to surface using a combined scale factor of 1.00011.

ACCESS WILL BE DENIED TO AND FROM THE TRANSPORTATION FACILITY ACROSS THE EXISTING RIGHT-OF-WAY LINE WITHIN THE LIMITS OF THE PROPOSED "ACCESS DENIAL LINE" AS DESCRIBED HEREIN, BEING A PORTION OF THE COMMON BOUNDARY LINE BETWEEN THE PROPOSED U.S. 290 HIGHWAY FACILITY AND THE ABUTTING PROPERTY.

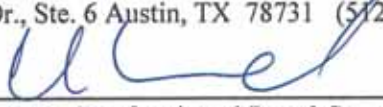
STATE OF TEXAS §
 § KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF TRAVIS §

That I, Chris Conrad, a Registered Professional Land Surveyor, do hereby certify that the above description is true and correct to the best of my knowledge and belief and that the property described herein was determined by a survey made on the ground under my direction and supervision.

WITNESS MY HAND AND SEAL at Austin, Travis County, Texas, this the 3rd day of December, 2010 A.D.

SURVEYED BY:

McGRAY & McGRAY LAND SURVEYORS, INC.
3301 Hancock Dr., Ste. 6 Austin, TX 78731 (512) 451-8591



Chris Conrad, Reg. Professional Land Surveyor No. 5623

Note: There is a plat to accompany this description. US 290 P54 R5
Issued 02/02/07; Rev 03/20/07, 04/01/09, 09/17/10, 12/3/10



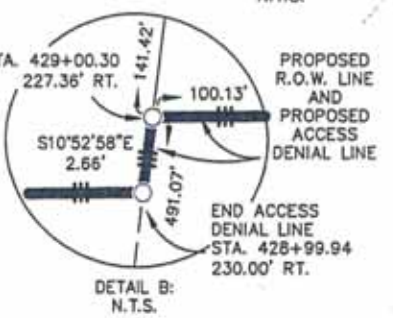
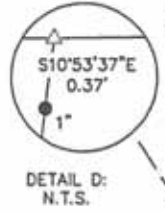
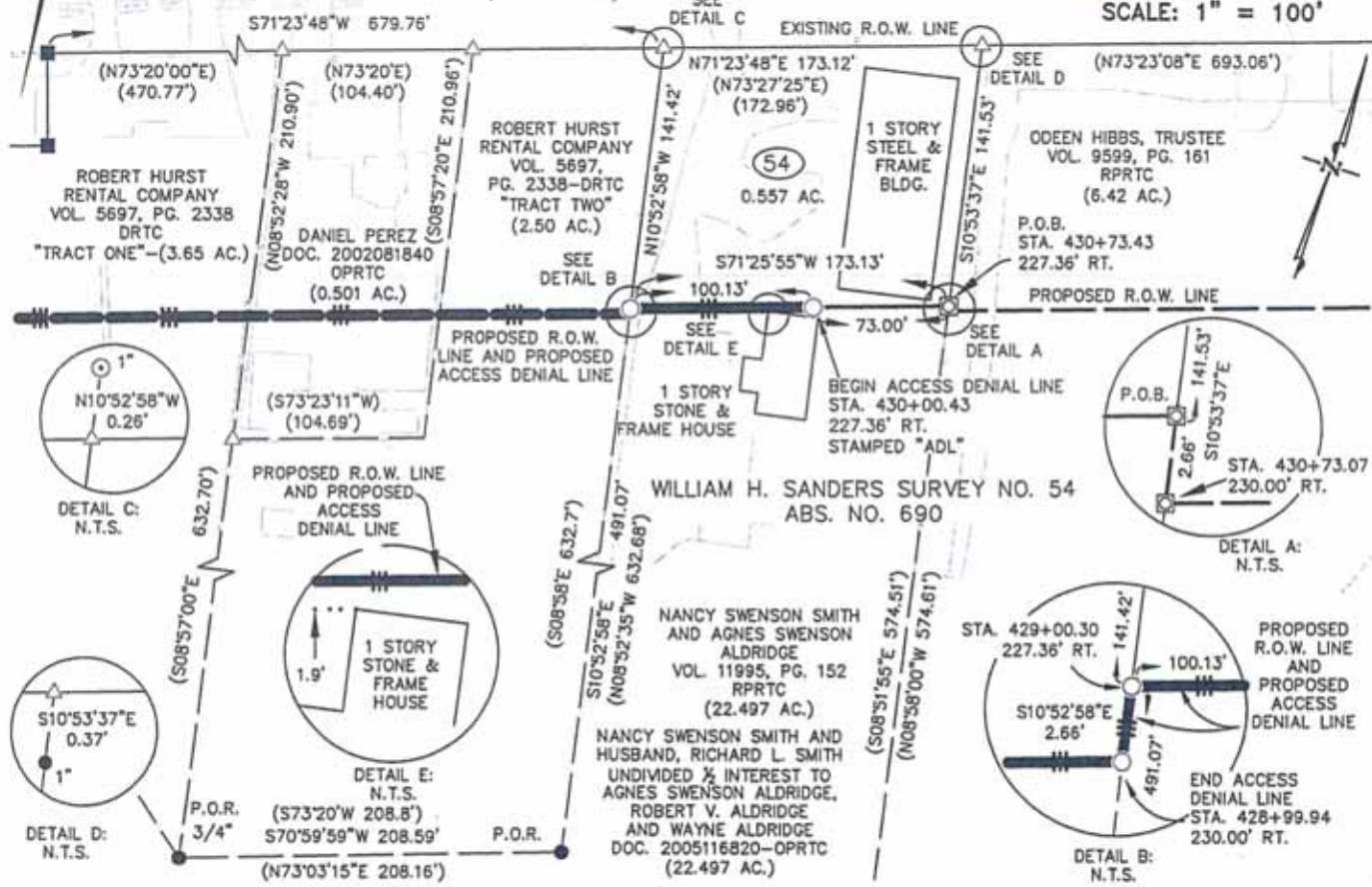
STATE OF TEXAS
VOL. 843, PG. 595-DRTC
(1.733 AC.)

U.S. HIGHWAY 290
(R.O.W. VARIES)

STATE OF TEXAS
VOL. 663, PG. 27-DRTC
(8.421 AC.)



SCALE: 1" = 100'



DEED ACREAGE	ACQUISITION ACREAGE	ACQUISITION SQUARE FEET	REMAINDER ACREAGE	REMAINDER SQUARE FEET
22.497 AC	0.557 AC.	24,272	21.940 AC.	955,697

NOTES:

- 1) BEARINGS AND COORDINATES ARE BASED ON THE TEXAS STATE PLANE COORDINATE SYSTEM, CENTRAL ZONE, NAD83(93) HARN ALL DISTANCES AND COORDINATES WERE ADJUSTED TO SURFACE USING A COMBINED SCALE FACTOR OF 1.00011.
- 2) SEE PAGES 1, 2, AND 3 OF 4 FOR A DESCRIPTION OF THIS PARCEL.
- 3) IMPROVEMENTS SHOWN ARE TAKEN FROM TXDOT AERIAL SURVEY DIGITAL FILES.
- 4) THIS SURVEY WAS DONE WITHOUT A TITLE REPORT OR EASEMENT SEARCH.
- 5) ENGINEER'S BASELINE IS NOT THE SAME AS THE ORIGINAL SURVEY "CENTERLINE".
- 6) ACCESS WILL BE DENIED TO AND FROM THE TRANSPORTATION FACILITY ACROSS THE PROPOSED RIGHT-OF-WAY LINE WITHIN THE LIMITS OF THE PROPOSED "ACCESS DENIAL LINE" AS SHOWN HEREON, BEING A PORTION OF THE COMMON BOUNDARY LINE BETWEEN THE PROPOSED U.S. 290 HIGHWAY FACILITY AND THE REMAINDER OF THE ADJUTING PROPERTY.

SURVEYED BY: MCGRAY & MCGRAY LAND SURVEYORS, INC.
3301 HANCOCK DR., STE 6, AUSTIN, TX 78731 512/451-8591

Chris Conrad
12/03/10

CHRIS CONRAD, REG. PROF. LAND SURVEYOR NO. 5623 DATE
SURVEYED ON GROUND UNDER MY DIRECT SUPERVISION

LEGEND

- TXDOT TYPE I CONCRETE MONUMENT FOUND
- ▣ TXDOT TYPE II CONCRETE MONUMENT FOUND
- ⊠ 1/2" IRON ROD SET WITH TXDOT ALUM. CAP TO BE REPLACED WITH A TXDOT TYPE II CONCRETE MONUMENT AFTER ACQUISITION
- 1/2" IRON ROD SET WITH TXDOT ALUM. CAP
- ⊙ IRON PIPE FOUND (SIZE NOTED)
- 1/2" IRON ROD FOUND (UNLESS NOTED)
- ▲ 60D NAIL FOUND
- △ CALCULATED POINT
- FENCE POST
- N.T.S. NOT TO SCALE
- (XXX) RECORD INFORMATION
- P.O.B POINT OF BEGINNING
- P.O.R. POINT OF REFERENCE
- ▬ ACCESS DENIAL LINE
- PRTC PLAT RECORDS OF TRAVIS COUNTY
- DRTC DEED RECORDS OF TRAVIS COUNTY
- RPRTC REAL PROPERTY RECORDS OF TRAVIS COUNTY
- OPRTC OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY



McGRAY & McGRAY
LAND SURVEYORS, INC.
3301 HANCOCK DRIVE #6
AUSTIN, TEXAS 78731
(512) 451-8591

PLAT OF 0.557 AC. OF LAND OUT OF THE WILLIAM H. SANDERS SURVEY NO. 54, ABSTRACT NO. 690, SAME BEING A PORTION OF THAT CERTAIN TRACT OF LAND DESCRIBED AS 22.497 AC. IN A DEED TO NANCY SWENSON SMITH AND AGNES SWENSON ALDRIDGE, OF RECORD IN VOLUME 11995, PAGE 152, REAL PROPERTY RECORDS, TRAVIS COUNTY, TEXAS AND IN A DEED TO AGNES SWENSON ALDRIDGE, ROBERT V. ALDRIDGE AND WAYNE ALDRIDGE, OF RECORD IN DOCUMENT 2005116820, OFFICIAL PUBLIC RECORDS, TRAVIS COUNTY, TEXAS

TRAVIS COUNTY
U.S. 290
CSJ 0114-02-085
PARCEL 54
PAGE 4 OF 4

FINAL CLOSURE PARCEL 54 US HIGHWAY 290

PARCEL 54 - SKETCH MAPCHECK

North: 10092979.1136 East: 3154930.9699
Course: S 71-25-55 W Distance: 173.13000
North: 10092923.9837 East: 3154766.8520
Course: N 10-52-58 W Distance: 141.42000
North: 10093062.8603 East: 3154740.1519
Course: N 71-23-48 E Distance: 173.12000
North: 10093118.0881 East: 3154904.2263
Course: S 10-53-37 E Distance: 141.53000
North: 10092979.1085 East: 3154930.9735

Perimeter: 629.20000

Area: 24271.81642 0.55720 acres

Mathematical Closure - (Uses Survey Units)

Error of Closure: 0.006254 Course: N 35-04-29 W

Precision 1: 100615.06

PARCEL 54 - STRIPMAP MAPCHECK

North: 10094738.2747 East: 3159008.6692
Course: S 71-25-55 W Distance: 173.13000
North: 10094683.1448 East: 3158844.5513
Course: N 10-52-58 W Distance: 141.42000
North: 10094822.0214 East: 3158817.8512
Course: N 71-23-48 E Distance: 173.12000
North: 10094877.2492 East: 3158981.9256
Course: S 10-53-37 E Distance: 141.53000
North: 10094738.2696 East: 3159008.6728

Perimeter: 629.20000

Area: 24271.81642 0.55720 acres

Mathematical Closure - (Uses Survey Units)

Error of Closure: 0.006254 Course: N 35-04-29 W

Precision 1: 100615.06

PARCEL 54 - DESCRIPTION MAPCHECK

North: 10092406.0595 East: 3153852.5398
Course: S 71-25-55 W Distance: 173.13000
North: 10092350.9296 East: 3153688.4219
Course: N 10-52-58 W Distance: 141.42000
North: 10092489.8062 East: 3153661.7217
Course: N 71-23-48 E Distance: 173.12000
North: 10092545.0340 East: 3153825.7962
Course: S 10-53-37 E Distance: 141.53000
North: 10092406.0544 East: 3153852.5434

Perimeter: 629.20000

**FINAL CLOSURE PARCEL 54
US HIGHWAY 290**

PARCEL 54 - DESCRIPTION MAPCHECK (cont.)

Area: 24271.81642 0.55720 acres
Mathematical Closure - (Uses Survey Units)
Error of Closure: 0.006254 Course: N 35-04-29 W
Precision 1: 100615.06