

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

RESOLUTION NO. 03-23

WHEREAS, Texas Transportation Code Section 361.003 authorizes the creation of a regional mobility authority for the purposes of constructing, maintaining, and operating one or more turnpike projects in a region of this state; and

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 46 Tex. Admin. Code § 26.01, *et. seq.* (the "RMA Rules"); and

WHEREAS, the CTRMA identified the proposed US 183-A turnpike as its initial project in the petition filed under the RMA Rules; and

WHEREAS, pursuant to rules appearing in 46 Tex. Admin. Code § 27.50, *et seq.* (the "Toll Equity Rules"), the CTRMA, on March 11, 2003, filed a request for financial assistance from TxDOT in connection with development of the US 183-A turnpike project; and

WHEREAS, on March 27, 2003, and April 24, 2003, the Texas Transportation Commission gave preliminary and final approval to a grant of up to \$12.7 million to assist the CTRMA in the development of US 183-A; and

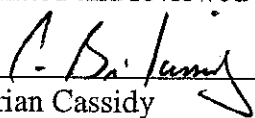
WHEREAS, CTRMA staff and TxDOT staff have negotiated the terms of a financial assistance agreement for the disbursement of the granted funds, a copy of which is attached hereto as Attachment "A";

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of the CTRMA hereby approves the entry into the Financial Assistance Agreement in substantially the same form as is attached hereto as Attachment "A" providing for a grant of funds to the CTRMA for the development of US 183-A; and

BE IT FURTHER RESOLVED, that the Chairman be authorized to execute such agreement on behalf of the CTRMA.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 30th day of April, 2003.

Submitted and reviewed by:



C. Brian Cassidy
Legal Counsel for the Central
Texas Regional Mobility Authority

Approved:



Robert E. Tesch
Chairman, Board of Directors
Resolution Number 03-23
Date Passed 4/30/03

FINANCIAL ASSISTANCE AGREEMENT

This Agreement is made by and between the Texas Department of Transportation, an agency of the State of Texas ("TxDOT"), and the Central Texas Regional Mobility Authority, a political subdivision ("CTRMA"), for the purpose of providing financial assistance in connection with the study and development of the proposed US 183-A turnpike project.

RECITALS

The parties acknowledge the following:

A. The CTRMA is a regional mobility authority formed pursuant to Chapter 361.003 of the Transportation Code and 43 Tex. Admin. Code § 26.01 *et seq.* (the "RMA Rules").

B. The CTRMA has identified the proposed US 183-A turnpike project, a 12-mile project located in Williamson County as its "initial project" pursuant to the RMA Rules.

C. TxDOT, pursuant to Article III, Section 52-b of the Texas Constitution and Section 222.103 of the Transportation Code, is authorized to participate, through the expenditure of money from any source, in the acquisition, construction, maintenance, or operation of a toll facility of a public entity.

D. TxDOT has adopted rules at 43 Tex. Admin. Code § 27.50 *et seq.* (the "Toll Equity Rules") setting forth the policies and procedures by which it will participate in the financing of a toll facility which is not under its jurisdiction.

E. On or about March 11, 2003, the CTRMA submitted a request, pursuant to the Toll Equity Rules, for financial assistance in connection with its proposed development of the US 183-A turnpike project.

F. On March 27, 2003, and April 24, 2003, the Transportation Commission, pursuant to its constitutional and statutory authority and the Toll Equity Rules, gave preliminary and final approval to the grant by TxDOT of financial assistance in an amount not to exceed \$12.7 million to facilitate the CTRMA's further study and development of the US 183-A turnpike project, and authorized the Executive Director to negotiate and enter into an agreement setting forth how the granted funds are to be made available.

AGREEMENT

In light of the foregoing recitals, and for good and other valuable consideration, the parties agree as follows:

1. TxDOT will provide financial assistance, in the form of a grant, to the CTRMA in the amount of up to \$12.7 million to be used for the study and development of the proposed

US 183-A turnpike project to the extent necessary to secure financial closing, including costs related to: (1) project management; (2) contract negotiation and preparation; (3) preliminary engineering; (4) securing federal funding; (5) preparing an investment grade traffic and revenue study; (6) the services of legal counsel and rating agencies; and (7) incidental administrative and other expenses.

2. Funds to be made available pursuant to this Agreement shall be disbursed within thirty (30) days of receipt of a request from the CTRMA, which request shall include the following:

- A. the amount requested;
- B. a description of the use of the funds requested;
- C. copies of proposals, invoices, fee statements, or other documentation showing the intended use of the funds requested.

3. The CTRMA may, but is not obligated, to request pre-approval of costs to be incurred in connection with the US 183-A turnpike project and which are to be paid with funds granted under this agreement. Except for expenditures which are subject to any such pre-approval, TxDOT shall have the right to deny all or part of a request for funds proposed to be used for purposes not authorized by this agreement or due to a lack of adequate documentation. In either event the CTRMA will have the right to submit additional information to clarify the use of the funds requested or to provide any missing documentation.

4. To the extent funds quoted and disbursed hereunder are utilized to procure tangible work product consistent with the authorized purposes under this agreement, TxDOT shall have the right to review such work product as a condition to making a requested disbursement.

5. In the event the CTRMA does not develop or construct the US 183-A turnpike project, all work product procured with funds granted under this Agreement shall be transferred to TxDOT, along with all right, title and interest in and to such work product.

6. The CTRMA will comply with applicable state and federal law in the performance of work under the agreement, including obtaining the approval of the Federal Highway Administration or another federal agency, if required, and will comply with any other applicable provision of 43 TAC § 27.55(b)(1) and 43 TAC § 27.56 relating to the performance of work.

7. The CTRMA will maintain its books and records relating to the US 183-A turnpike project and the financial assistance provided under the agreement in accordance with the requirements of 43 TAC § 27.55(b)(2), and will comply with the audit requirements and other requirements relating to project records in 43 TAC § 27.55(b).

8. Nothing herein shall be construed as an approval of the US 183-A turnpike project or an approval for the CTRMA to construct the US 183-A turnpike project.

9. Nothing herein shall excuse compliance by the CTRMA with any or all environmental permits, issues and commitments necessary for development of the US 183-A turnpike project.

10. This Agreement shall be effective from the date indicated below until _____, _____, 200___. Any funds not expended at that time will not be available to the CTRMA.

This agreement shall be effective as of the _____ day of May, 2003.

TEXAS DEPARTMENT OF TRANSPORTATION

By: _____
Michael Behrens, Executive Director

**THE CENTRAL TEXAS
REGIONAL MOBILITY AUTHORITY**

By: _____
Robert E. Tesch, Chairman