

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

RESOLUTION NO. 03-12

WHEREAS, the Central Texas Regional Mobility Authority ("CTRMA") is empowered to procure such services as it deems necessary to assist with its operations and to study and develop potential turnpike projects; and

WHEREAS, Williamson County, acting in conjunction with Travis County, previously retained the services of Prime Strategies, Inc. to assist in the formation and initial operations of the CTRMA; and

WHEREAS, Williamson County has transferred the contract with Prime Strategies, Inc. to the CTRMA via an interlocal agreement, which agreement the CTRMA Board of Directors approved in Resolution 03-11; and

WHEREAS, the Board of Directors now desires that the scope of work authorized to be performed by Prime Strategies, Inc. and its sub-consultants, including Locke Liddell & Sapp, LLP, be modified to include certain tasks and objectives beyond those identified in the contract initially between Prime Strategies, Inc. and Williamson County; and

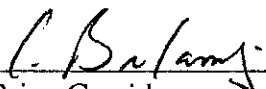
WHEREAS, the memorandum attached hereto as Attachment "A" to Chairman Tesch from Michael J. Weaver on behalf of Prime Strategies, Inc. and C. Brian Cassidy on behalf of Locke Liddell & Sapp, LLP, sets forth the additional work and related cost estimates for such work.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of the CTRMA authorizes Prime Strategies, Inc. and Locke Liddell & Sapp, LLP to perform, with the prior unanimous consent of the Executive Committee, the work described in Attachment "A" as authorized by the Executive Committee in accordance with the budget estimates contained therein; and

BE IT FURTHER RESOLVED, that no costs in excess of those estimates contained in Attachment "A" shall be incurred without the prior approval of the Board of Directors.

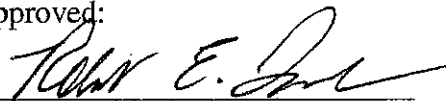
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 26th day of February, 2003.

Submitted and reviewed by:



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

Approved:



Chairman, Board of Directors

Resolution Number 03-12

Date Passed 2/26/03

Memorandum

To: Robert E. Tesch
Chairman, Central Texas Regional Mobility Authority

From: Michael J. Weaver, Prime Strategies, Inc.
C. Brian Cassidy, Locke, Liddell & Sapp

Regarding: Additional Scope of Work for the Central Texas Regional Mobility Authority

Date: February 19, 2003

As a follow-up to your letter dated January 22, 2003 regarding additional tasks, we have prepared the following Additional Scope of Work and Budget for those major identified tasks that are beyond the scope of our current contract agreement with Williamson County (as outlined in the Interlocal Agreement executed between Travis County and Williamson County). We have also included an estimated time of completion (or first phase initiation) for the tasks once authorization from the Board has been given.

Please let us know if you have any questions after your review of this material.

CTRMA ADDITIONAL SCOPE OF WORK

1. Open a bank account for the CTRMA.

Budget: \$300.00
Timeframe: 1 working day

2. Assist Board in selecting accounting firm.

Budget: \$6,000.00
Timeframe: RFQ responses are due to CTRMA by March 21, 2003; estimated process for selection to be completed by April 30, 2003 Board meeting

3. Assist the Board in selecting a financial advisor.

Budget: \$10,000.00
Timeframe: RFQ responses are due to CTRMA by March 21, 2003; estimated process for selection to be completed by April 30, 2003 Board meeting

4. Create a website for the CTRMA.

Budget: \$12,000.00

Timeframe: 2 working weeks for Phase 1 design (including development of logo options, etc.) and posting of existing materials (e.g., CTRMA application, US 183-A and SH 45 location maps, approved Board instruments such as bylaws and other procedures and policies; SIB loan application, Board Director biographies, meeting agendas and minutes, relevant legislation and updates, local/State/Federal links)

5. Prepare public information materials, including a PowerPoint presentation for use by the Board of Directors in briefing County Commissioners, City Council, and other interested parties.

Budget: \$5,000.00

Timeframe: 1 working week

6. Prepare a 1-year, 3-year and 5-year staffing and management plan for the CTRMA, including an operating budget, for the organization and its related activities.

Budget: \$10,000.00

Timeframe: 2 working weeks

7. Prepare project summaries, based on available information, for the candidate toll projects identified in the RMA petition.

Budget: \$10,000.00

Timeframe: 3 working weeks

8. Assist Board in legislative hearings on RMA-related issues.

Budget: \$to be determined, as needed

Timeframe: to be determined

9. Ongoing legal and organizing activities

Budget: \$to be determined, as needed

Timeframe: ongoing