

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

RESOLUTION NO. 03-35

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 transportation projects; and

WHEREAS, in Board Resolution No. 03-27 the Board of Directors found that general counsel services were important to the operations of the CTRMA; and

WHEREAS, the Board of Directors directed its staff to issue a Request for Qualifications (RFQ) for firms interested in providing general services to the CTRMA; and

WHEREAS, the staff caused an RFQ to be issued on May 16, 2003; and

WHEREAS, three firms submitted responses to the RFQ; and

WHEREAS, on July 1, 2003, the Executive Committee discussed the proposals and the experience and the qualifications of the firms submitting proposals; and

WHEREAS, based on the written responses, the Executive Committee has recommended to the Board that Locke, Liddell & Sapp LLP be retained to provide general counsel services to the CTRMA; and

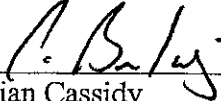
WHEREAS, the full Board concurs with the recommendation of the Executive Committee and desires to retain the services of Locke Liddell & Sapp LLP as the general counsel to the CTRMA.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves of the selection of Locke Liddell & Sapp LLP as the firm to provide general counsel services to the CTRMA; and

BE IT FURTHER RESOLVED, that the staff is directed to negotiate an agreement with Locke Liddell & Sapp LLP for the provision of general services and that such contract may be entered into upon the approval of the Executive Committee.

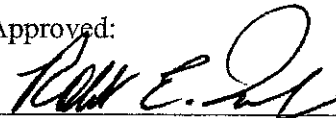
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 15th day of July, 2003.

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 03-35
Date Passed 7/15/03