

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

**RESOLUTION NO. 03-57**

WHEREAS, the Texas Transportation Code authorizes the creation of a regional mobility authority for the purposes of constructing, maintaining, and operating one or more transportation 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 Board of Directors of the CTRMA has been constituted in accordance with the Transportation Code and the RMA Rules; and

WHEREAS, The CTRMA will rely heavily on financial consultants to advise and manage CTRMA project financings and other financial matters; and

WHEREAS, it is imperative that the CTRMA's financial consultants not have any conflicts of interest which affect, or could be perceived to affect their independence and impartiality; and


WHEREAS, the CTRMA Board of Directors therefore desires to adopt a Conflict of Interest Policy for Financial Team Members which requires disclosures of conflicts of interest and which prohibits certain conduct.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of the CTRMA hereby approves and adopts the "Conflict of Interest Policy for Financial Team Members," attached hereto as Attachment "A"; and

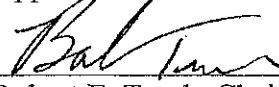
BE IT FURTHER RESOLVED, that such policies may be amended from time to time at the discretion of the Board.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 5th day of November, 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 03-57  
Date Passed 11/05/03

## Central Texas Regional Mobility Authority Conflict of Interest Policy for Financial Team Members

The Central Texas Regional Mobility Authority (CTRMA) anticipates utilizing outside consultants for a significant portion of the work necessary to develop financial plans for the financing of specific CTRMA projects and for advice concerning the overall management of the CTRMA's financial affairs. The CTRMA also anticipates developing projects through a variety of means, including through private sector involvement and contracts which combine various elements of the work necessary for design, construction, financing, operation and/or maintenance of projects. The CTRMA recognizes that many of the same individuals and firms that provide financial planning and advisory services to it may also have, or previously have had, some business relationship with individuals and firms seeking to do business with the CTRMA. To assure that any such relationships are fully disclosed and so as to assure that the impartiality of the individuals and firms working for the CTRMA on financial matters is not compromised, individuals and firms working for the CTRMA, and those seeking to do business with the CTRMA, must adhere to the following procedures:

1. The CTRMA shall maintain, on its website and in the records of the authority, a list of key financial personnel and firms performing work for the CTRMA. At a minimum, this group will include the CTRMA's financial advisor(s), bond counsel, accountants and auditors, and investment banking firms which are part of an underwriting syndicate for any CTRMA project. Other individuals or firms may be classified as CTRMA key financial personnel at the sole discretion of the authority.

2. Any individual, firm, or team (including individual team members) submitting a proposal (including an unsolicited proposal and a response to a solicited proposal) to the CTRMA to perform work for the authority shall disclose in its submittal the existence of any current or previous (defined as one terminating within 12 months prior to submission of the proposal) business relationship with any of the CTRMA's key financial personnel. The disclosure shall include information on the nature of the relationship, the current status, and the date of termination (or expected termination, if known) of the relationship. Failure to make the disclosure required in this paragraph is grounds for rejection of the proposal and disqualification from further consideration for the project or work which is the subject of the proposal.

3. Separate and apart from the disclosure required to be made by proposers under the preceding paragraph, any key financial personnel of the CTRMA must disclose the existence of any current or previous business relationship with any individual, firm, or team (including team members) making a proposal to provide goods or services or a proposal to perform work to be supervised. Failure to make the disclosure required in this paragraph is grounds for termination of work by the key financial personnel failing to make the disclosure. Disclosures required under this paragraph shall be made to the CTRMA's general counsel within three business days of receipt of information from the CTRMA concerning the identity of a proposer (including its team members and known subconsultants). Disclosures shall be made in accordance with paragraph 6 below.

4. For any disclosures required under paragraphs 2 or 3 above, the affected key financial personnel shall complete and submit the form attached hereto as Attachment A. (Submittal of such form shall be sufficient to constitute the disclosure required under paragraph 3 above.) Completion of the required information is necessary to provide the CTRMA with information to assess the nature of the prior or current business relationships, the role of individuals and firms involved, internal safeguards which may be implemented by the key financial personnel to protect against access to, or disclosure of, information, and the potential for the prior or current business relationship to compromise the independence of the affected key financial personnel.

5. Except for investment banking firms, key financial personnel shall not be permitted to be part of a team (as a partner, subconsultant, or in any other capacity) proposing or competing to develop a transportation project through a comprehensive development agreement. Investment banking firms shall not be permitted to participate in a syndicate of firms designated by the CTRMA to participate in the financing of a CTRMA project and also be part of a team (as a partner, subconsultant, or in any other capacity) proposing or competing to develop that same project (or a variation of that project). Investment banking firms may be part of a team proposing or competing to develop a project for which they have not been designated as part of the underwriting syndicate for that project by the CTRMA. These prohibitions are intended to preclude key financial personnel from working both for the CTRMA and for (or with) entities seeking to do business with the CTRMA in a manner which would result in or create the appearance of conflicting loyalties in financial matters.

6. The CTRMA's general counsel shall be responsible for compiling and presenting to the executive director information concerning all conflict of interest disclosures (e.g., those contained in proposals and those made by key financial personnel). The executive director shall determine whether to permit the affected key financial personnel to continue its work on the proposal or the work giving rise to the conflict, and if such work is permitted to continue, the safeguards to be implemented as a condition of the continuation. If continuation of work is approved subject to the implementation of safeguards, failure to implement and maintain those measures is grounds for termination of that work and any further work for the authority. If the executive director does not approve of the continuation of work by the key financial personnel, the key financial personnel shall immediately cease any work and shall turn over all records concerning such work to the authority. In the event that a conflict or potential conflict disclosure involves the executive director, the CTRMA's general counsel shall present the information to the Executive Committee of the CTRMA board of directors, which shall make the determination as to confirmation of work and implementation of safeguards.

7. These policies and procedures may be amended or modified at any time action of the CTRMA board of directors. Key financial personnel and proposers seeking do business with the CTRMA are responsible for complying with these policies and procedures as amended from time to time.

## DISCLOSURE STATEMENT FORM

This Disclosure Statement outlines potential conflicts of interest as a result of a previous or current business relationship between the undersigned individual (and/or the firm for which the individual works) and an individual or firm submitting a proposal or otherwise under consideration for a contract associated with \_\_\_\_\_.

Section I of this Disclosure Statement Form describes the potential conflicts of interest. Section II of this Disclosure Statement Form describes the proposer's management plan for dealing with the potential conflicts of interest as described in Section I of this form. This Disclosure Statement is being submitted in compliance with the Central Texas Regional Mobility Authority's Conflict of Interest Policy for Financial Team Members. The undersigned acknowledges that approval of the proposed management plan is within the sole discretion of the Central Texas Regional Mobility Authority.

### SECTION I. Description of Potential Conflicts of Interest.

---

---

---

---

---

---

### SECTION II. Management Plan for Dealing with Potential Conflicts of Interest.

---

---

---

---

---

---

SIGNED: \_\_\_\_\_ DATE: \_\_\_\_\_

NAME AND TITLE: \_\_\_\_\_

REPRESENTING: \_\_\_\_\_

### **APPROVED BY THE CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY:**

SIGNED: \_\_\_\_\_ DATE: \_\_\_\_\_

NAME AND TITLE: \_\_\_\_\_

*Confidential*