

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

RESOLUTION NO. 05-61

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, the CTRMA is charged with funding and developing transportation improvements throughout the region to help solve the current mobility crisis and to improve the quality of life for residents of Central Texas; and

WHEREAS, the CTRMA and the Austin District of TxDOT developed a "CTRMA/TxDOT Regional Implementation Program" (the "Program") that provides for the funding and development of various transportation system improvements within the jurisdictional limits of the CTRMA; and

WHEREAS, in Resolution No. 04-12, dated April 12, 2004, the CTRMA Board of Directors approved the Program and authorized its staff to work with TxDOT to submit the Program to the Capitol Area Metropolitan Organization ("CAMPO") and to request amendments to CAMPO's 2025 Transportation Plan ("2025 Plan") and its FY 2004-FY2008 Transportation Improvement Program ("2004-2008 TIP") necessary to implement the Program; and

WHEREAS, on July 12, 2004, the CAMPO Transportation Policy Board voted to approve the requested amendments to the 2025 Plan and the 2004-2008 TIP, along with and eight clarifying resolutions, thus authorizing the development of projects in the Program as toll roads subject, in certain instances, to conditions imposed by the resolutions; and

WHEREAS, the Program (as subsequently amended) includes two projects that were previously included in the 2025 Plan and 2004-2008 TIP and five projects (the "Phase 2 Projects") that were added to the 2025 Plan and the 2004-2008 TIP; and

WHEREAS, US 290 East from US 183 to east of SH 130 is one of the Phase 2 Projects that was added to the 2025 Plan and the 2004-2008 TIP; and

WHEREAS, in the minute order attached hereto as Attachment "A", the Texas Transportation Commission authorized its executive director to negotiate and develop an agreement with the CTRMA for the planning, financing, design, construction, operation, and maintenance of the US 290 East Turnpike Project by the CTRMA; and

WHEREAS, the CTRMA desires to execute agreements with the TxDOT regarding right-of-way use and project development as are necessary to facilitate the development of the 290 East Turnpike Project.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of the CTRMA hereby authorizes the Executive Director to negotiate agreements with TxDOT regarding right-of-way use and project development for the 290 East turnpike project; and

BE IT FURTHER RESOLVED, that all such agreements be presented to the Board of Directors for final approval.

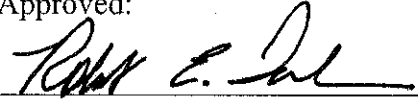
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 31st day of August, 2005.

Submitted and reviewed by:



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

Approved:



Robert E. Tesch
Chairman, Board of Directors
Resolution Number 05-61
Date Passed 08/31/05

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TRAVIS County

MINUTE ORDER

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The Texas Department of Transportation (department) and the Central Texas Regional Mobility Authority (CTRMA) developed a "CTRMA/TxDOT Regional Implementation Program" (program) that provides for the funding and development of certain transportation system improvements within the jurisdictional limits of the CTRMA.

On July 12, 2004, the Capital Area Metropolitan Planning Organization (CAMPO) Transportation Policy Board approved amendments to CAMPO's 2025 Transportation Plan and the FY 2004-FY 2008 Transportation Improvement Program (TIP), authorizing the development of projects in the program as toll roads subject, in certain instances, to conditions imposed by certain clarifying resolutions.

Projects added to the 2025 Transportation Plan and the FY 2004-FY 2008 TIP as part of the program include: (1) US 290 West/SH 71 interchange (the "Y" in Oak Hill), (2) US 183 East from I-35 to SH 71, (3) SH 45 Southwest from Loop 1 to FM 1626, (4) US 290 East from US 183 to east of SH 130, and (5) SH 71 East from I-35 to the Austin-Bergstrom International Airport (Phase 2 projects).

In Minute Order 110053, dated April 28, 2005, the Texas Transportation Commission (commission) requested that the CTRMA take such actions or conduct such studies and evaluations as may be necessary to determine the viability of jointly developing and financing with the department the Phase 2 projects, and to present proposals identifying the relative rights and obligations of the department and the CTRMA in the planning, design, financing, construction, operation, and ownership of the Phase 2 projects.

CTRMA has proposed an innovative plan for the financing and development of the US 290 East project that contemplates the planning, financing, design, construction, operation, and maintenance of the US 290 East project by the CTRMA. CTRMA would be provided a license to use State owned right of way to construct and operate a CTRMA owned turnpike project in the median of US 290 East, with the highway reconstructed and expanded to provide, on the highway and adjacent facilities, an equivalent or greater number of nontolled lanes than currently exist. The nontolled portion of the project would remain under the jurisdiction of the department. The CTRMA proposal would provide leveraged funding for the expeditious financing and construction of the project, including the proceeds of turnpike revenue bonds issued by the CTRMA or other funding provided by the private sector.

The reconstruction and expansion of US 290 East from US 183 to east of SH 130 is a project of significant importance to mobility in the Austin metropolitan area and in the jurisdictional limits of the CTRMA. The commission recognizes that innovative financing methods, including tolls, are an effective means of maximizing the use of limited available resources, without compromising the quality of Texas' transportation system. The commission encourages the development of partnerships (particularly with regional mobility authorities) and the employment of innovative methods to finance and construct needed transportation improvements.

IT IS THEREFORE ORDERED by the commission that the executive director is authorized to negotiate and develop an agreement with the Central Texas Regional Mobility Authority for the planning, financing, design, construction, operation, and maintenance of the US 290 East project by

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AUSTIN District

the CTRMA, including a license of State owned right of way to the CTRMA for the purpose of developing a CTRMA turnpike project in the median of US 290.

IT IS FURTHER ORDERED that the executive director is directed to present the agreement to the commission for its future consideration.

Submitted and reviewed by:

Recommended by:

irector, Texas Turnpike Authority Division

Executive Director

Minute Number Date Passed