

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

RESOLUTION NO. 06-15

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 Board of Directors of the CTRMA has been constituted in accordance with the Transportation Code and the RMA Rules; and

WHEREAS, in Resolution No. 05-36, dated April 27, 2005, the CTRMA Board of Directors approved entering into a Toll Systems Implementation and Maintenance Agreement with Caseta Technologies to provide toll systems implementation and maintenance services to the CTRMA for the 183-A toll project and other toll projects to be developed and/or operated by the CTRMA; and

WHEREAS, Caseta Technologies has developed a proposed budget for work related to the construction and implementation of a test facility that will serve to test and validate all lane level components needed to meet the requirements for Caseta's proposed toll collection system that will be installed on the CTRMA's 183-A Turnpike Project and other CTRMA operated toll projects; and

WHEREAS, a copy of that proposed scope of work and budget is contained in Work Authorization No. 3, attached hereto as Attachment "A"; and

WHEREAS, the CTRMA Board of Directors must approve Work Authorization No. 3 before Caseta may fully proceed with work thereunder; and

WHEREAS, Caseta has represented to the CTRMA that the work reflected in Work Authorization No. 3 and the cost thereof is necessary and appropriate.

NOW THEREFORE, BE IT RESOLVED, that the CTRMA Board of Directors approves Work Authorization No. 3, attached hereto as Attachment "A", provided that any work commenced under Work Authorization No. 3 be subject to the Toll Systems Implementation and Maintenance Agreement between the CTRMA and Caseta.


Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 22nd day of February, 2006.

Submitted and reviewed by:



Tom Nielson
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Robert E. Tesch
Chairman, Board of Directors
Resolution Number 06-15
Date Passed 02/22/06

Attachment "A"
To Resolution No. 06-15
Caseta Work Authorization No. 3

CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY

FILE COPY

WORK AUTHORIZATION

WORK AUTHORIZATION NO. 3

TOLL SYSTEM COORDINATION AND PROJECT INTERFACE

THIS WORK AUTHORIZATION is made pursuant to the terms and conditions of Article 1 of the GENERAL PROVISIONS, Attachment A to the Contract for Toll System Implementation (the Contract) entered into by and between the Central Texas Regional Mobility Authority (the "Authority" or "CTRMA"), and Caseta Technologies, Inc. (the Contractor).

PART I. The Contractor will perform toll system coordination and project interface services generally described in the Scope of Work attached hereto as Exhibit A. The Contractor's duties and responsibilities will include:

Design, construction, and operation of a test site for the testing of equipment, tags, and interoperability.

PART II. The maximum amount payable under this Work Authorization No. 3 is \$406,674.68. This amount is based generally upon the estimated fees set forth in Schedule 1 of the Contract, as superceded by the fee schedule set forth in Exhibit B.

PART III. Payment to the Contractor for the services established under this Work Authorization shall be made in accordance with Article 12 of the Contract, and Attachment A, Article 1 of the GENERAL PROVISIONS.

PART IV. This Work Authorization shall become effective on the date of execution by the parties hereto and shall terminate on January 1, 2007 unless extended by a supplemental Work Authorization as provided in Attachment A, Article 1 of the GENERAL PROVISIONS.

PART V. This Work Authorization No. 3 does not waive any of the parties' responsibilities and obligations provided under the Contract, and except as specifically modified by this Work Authorization, all such responsibilities and obligations remain in full force and effect.

IN WITNESS WHEREOF, this Work Authorization No. 3 is executed in duplicate counterparts and hereby accepted and acknowledged below.

CASETA TECHNOLOGIES, INC.:



Signature

2/28/06

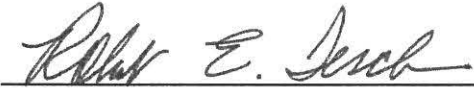
Date

J. DARBY SWANK PROJECT MANAGER

Typed/Printed Name and Title

CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY

Executed for and approved by the Central Texas Regional Mobility Authority for the purpose and effect of activating and/or carrying out the orders, established policies or work programs heretofore approved and authorized by the Texas Transportation Commission.



Signature

3-8-06

Date

Robert E. Tesch, Chairman

Typed/Printed Name and Title

LIST OF EXHIBITS

- | | |
|-----------|---------------------|
| Exhibit A | Scope of Work |
| Exhibit B | Fee Schedule/Budget |
| Exhibit C | Schedule |

CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY
TOLL COLLECTION SYSTEMS IMPLEMENTATION

SCOPE OF WORK
Work Authorization 3

A1.0 General

A1.01. Background

The Central Texas Regional Mobility Authority (CTRMA) designated the 183-A Turnpike Project as the first priority for implementation in conjunction with the TxDOT plans for development of the Central Texas Turnpike Project (CTTP). Subsequent to the implementation of the design/build process for the 183-A Turnpike Project, the Capital Area Metropolitan Planning Organization (CAMPO) approved the implementation of the proposed Toll Implementation Plan to construct additional capacity on various segments of highway network in the CAMPO Long-Range Plan as toll road facilities as part of the CTRMA Turnpike System.

A1.02. Summary Scope of Work

The Scope of Work for Work Authorization No. 3 shall consist of designing, installing, and operating a test section for open road tolling for 183A. The work generally will include, but not be limited to: design, development, installation, testing and restoring of a complete and fully functioning open road electronic toll collection system.

In this role, the Contractor will work closely with CTRMA, TxDOT, the GEC (HNTB) and various designers and roadway contractors in developing the required toll collection system.

A1.03. Basic Objective

The basic objective of this Work Authorization is to authorize the Contractor to work with TxDOT to construct and implement a test facility located at Mopac (Loop 1) and Braker lane. The facility will serve to test and validate ALL lane level components needed to meet the requirements for Caseta's proposed toll collection system that will be installed on the 183-A Turnpike project.

Caseta will provide monthly status reports to CTRMA that will demonstrate validation and performance of the selected hardware and software to include ALL components represented at the test facility as part of the proposed final solution.

EXHIBIT A

A2.0 Project Schedule

A detailed, resource-loaded schedule shall be submitted to the CTRMA which upon approval shall become part of the Contract and shall be the Project Schedule. This Project Schedule shall be developed to incorporate the Milestone Dates established for this Work Authorization as presented in Exhibit C.

[END OF SECTION]

TOLL SYSTEM COORDINATION AND PROJECT INTERFACE
FEE SCHEDULE
Work Authorization 3

Payment Measurement

This section provides descriptions of the Method of Measurement and the Basis of Payment for the bid items necessary to complete the work under this Project, as described in this Work Authorization.

1. Coordination and Project Interface Services

Method of Measurement

Coordination and Project Interface Services shall be measured on an hourly unit price basis for the various Labor Categories. Each hourly unit shall include furnishing all labor, materials, and support services to perform coordination, design, and project interface services as required and as directed by the Authority in conjunction with TxDOT toll facilities design efforts, conformance with the requirements of the Technical Provisions, and as accepted by the CTRMA.

Basis of Payment

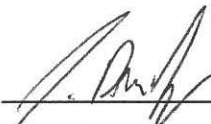
Payment will be made upon the successful delivery and verification of the test equipment on a monthly basis at the invoice price plus mark up specified in the TxDOT 2004 Spec book Item 9. Payments shall include warranty-guarantee services.

EXHIBIT B

				UNIT PRICE		AMOUNT	
ITEM #	QTY.	UNIT	DESCRIPTION	DOLLARS	CENTS	DOLLARS	CENTS
1		1	Lane Controller	6662	17	6662	17
2		1	Power	82	50	82	50
3		1	Auto Vehicle Class - IDRIS	159	88	159	88
4		1	AVI - Lane Equipment	915	30	915	30
5		1	VES Lane Equipment	16267	68	16267	68
6		1	Data Communications	14622	55	14622	55
7		1	Tag Testing	42766	50	42766	50
8		1	Civil Installation	295654	37	295654	37
9		1	Test Sight Design	22423	40	22423	40
10		1	Connectors/Incidentals	7080	34	7080	34
Total				406674	68	406674	68

CASETA TECHNOLOGIES, INC.

Firm Name



Principal Name / Signature

Date: 2/28/06

C1.0 Project Schedule

The Project Schedule is based on installation dates of the Test Site. The dates are based on current estimated information and are provided for information only for the purposes of preparing the Proposal. All dates are subject to change. The proposed schedule dates by which the Contractor plans to make submittals and dates shall be coordinated with CTRMA.

Anticipated completion dates are provided, however, these shall be revised per the Project Schedule submitted by the Contractor. The end date for the Project may change, and the Contractor shall revise other submittal and milestones dates as it becomes apparent that changes will improve work or progress. Target dates should be in calendar days.

Installation			
Civil Work	10 Days	1/29/06	2/9/06
Hardware Tuning	5 Days	2/12/06	2/16/06
Software Tuning	20 Days	2/20/06	3/24/06
Testing			
Tag Testing	20 Days	3/27/06	4/28/06
Equipment Testing	157 Days	5/1/06	12/5/06
Restoration			
Equipment Removal	3 Days	12/6/06	12/8/06
Civil Removal	5 Days	12/11/06	12/15/06

[END OF SECTION]