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

RESOLUTION NO. 06-05

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, 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, on July 12, 2004, the Capital Area Metropolitan Planning Organization ("CAMPO") Transportation Policy Board voted to approve amendments to CAMPO's 2025 Transportation Plan ("2025 Plan") and its FY 2004-FY2008 Transportation Improvement Program ("2004-2008 TIP"), 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, in a minute order approved on April 28, 2005, the Texas Transportation 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 TxDOT the Phase 2 Projects; and

WHEREAS, in Resolution No. 05-73, dated September 28, 2005, the Board of Directors approved the entry into a Traffic and Revenue Engineering Services Agreement with URS Corporation for the provision of traffic and revenue engineering services for CTRMA projects and potential projects; and

WHEREAS, URS Corporation has developed a scope of work and proposed budget for preliminary study of the Phase 2 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 URS may proceed with work thereunder; and

WHEREAS, URS has represented to the Board of Directors 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 Traffic and Revenue Engineering Services Agreement between the CTRMA and URS.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 31st day of January, 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 06-05
Date Passed 01/31/06

DRAFT
URS CORPORATION
SCOPE OF SERVICES
FOR
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY (CTRMA)
January 25, 2006

AUSTIN-AREA PHASE 2 TOLL FACILITIES – WA #3
"SKETCH LEVEL" FEASIBILITY
TRAFFIC AND TOLL REVENUE ENGINEERING SERVICES

The Traffic and Revenue Engineering Services described herein are to be provided by URS Corporation (URS) to the Central Texas Regional Mobility Authority (CTRMA) to prepare a "Sketch Level" Feasibility Traffic and Toll Revenue Study for the following projects:

1. US 183E from IH 35 to SH 71
2. SH 71E (Ben White Boulevard) from east of IH 35 to the Airport
3. US 290W from East of William Cannon to FM 1826
4. US 290W / SH 71W "The Y Interchange" in Oak Hill
5. Loop 360 Expansion from SH 71 to US 183

URS understands that the Phase 2 T & R Study results will be incorporated into the "Mobility Alternative Finance Study," with the oversight of a "Steering Committee," and being performed in part, by Charles River Associates (CRA).

URS will coordinate this study with the US 290E Investment Grade study to take advantage of sharing information between the two URS studies being performed for the CTRMA. Recognizing, however, that URS will perform tasks specific to this Preliminary T & R Study as outlined in this scope of services.

SCOPE OF SERVICES

This Scope of Services is organized into nine principal tasks that encompass this preliminary T & R study and documentation, and as it relates to coordination with the "Mobility Alternative Finance Study," Scope of Work, November 9, 2005. (Refer to Exhibit 1 attached.) URS will perform the following tasks referenced in the Mobility Study Scope of Work plus the tasks described herein to complete a preliminary T&R study for each corridor:

- Review CAMPO Model, especially as it relates to managed lanes and toll facilities with parallel frontage roads.
- Determine usage level assumptions can be made on data currently available and based on traffic and revenue analysis conducted by URS.

URS will analyze each proposed toll facility project at a level of detail sufficient to estimate traffic and toll revenue for opening year and interim future years to year 2030. The following tasks are included in this scope of services:
Task 1 – Project Management
Task 2 – CAMPO Model Review
Task 3 – Conceptual / Preliminary Designs
Task 4 – Field Surveys / Traffic Data Collection
Task 5 – Socioeconomic Data (SED) Set
Task 6 – Toll Rate Schedule/Toll Collection Plan

ATTACHMENT "A"
TO
Resolution No 06-05

Task 7 – Traffic Estimation
Task 8 – Toll Revenue Estimation
Task 9 – Documentation

Task 1 – Project Management

URS assumes the following project management subtasks for this T & R Study.

1.1 Meetings
- 1.1.2 Project kick-off, scope development, and mobilization meetings.
- 1.1.3 Interim progress meetings at key stages of the study.
- 1.1.4 Presentations to the CTRMA Board and other interested parties (NOTE: Number of meetings TBD in scoping).

1.2 Coordination
- 1.2.1 Coordination with the CTRMA Working Group, governmental organizations (including TxDOT), CAMPO, Charles River Associates (Mobility Plan Study), and other entities to be identified by the CTRMA.
- 1.2.2 Coordination with sub-consultants: GRAM Traffic, Bomba & Associates, and Alliance Transportation Group.
- 1.2.3 Establish communications procedures and documentation

1.3 Project Schedule and Monthly Updates
1.4 Progress Reports and Invoices (monthly)
1.5 Project Quality Assurance

Task 2 – CAMPO Regional Travel Model Review

URS will review the CAMPO 2030 model as the baseline for modeling the preliminary traffic for the toll facility projects. In this task, URS will perform the work described in the "Mobility Alternative Finance Study," Task 1 – Review the CAMPO model, especially as it relates to managed lanes and toll facilities with parallel frontage roads, as follows:

2.1. model data sets
2.2. model toll forecasting compatibility
2.3. model toll forecasting accuracy

Task 3 – Project Configurations and Network Projects

URS will obtain the preliminary engineering designs from TxDOT for the projects being studied. Information contained in the design documents will be the project limits, facility type, lane designations, etc., which will be input to the roadway network in the model.

3.1 Obtain preliminary engineering design documents for each corridor including the main lanes, ramps, frontage road system, and toll collection design. URS will prepare an aerial graphic that depicts each corridor for reference purposes and for meetings.
3.2 Determine alternatives to be analyzed, e.g., non-toll, toll, managed lanes, congestion (value) pricing, toll truck freight, etc.

Task 4 – Traffic Data Collection

The first step in this task will be to determine the study areas for each corridor, which will go beyond the limits of each project to encompass a larger geographic area of influence. The baseline of existing corridor traffic and travel related data for each project would be

developed and documented. These data include those from existing sources (e.g., permanent count stations), available historical traffic information, from field studies performed for the US 290E study, and new data collected and analyzed for each corridor in this study. A limited traffic data collection program will be developed to obtain existing traffic volumes in each corridor. Original traffic data to be collected will include traffic counts and travel time studies (speed/delay runs). For this preliminary study, URS will not perform origin/destination (O/D) studies. In addition, URS will use the traveler preference data obtained from the US 290E Stated Preference Survey for this study. Traffic study data collection will be closely coordinated with the CTRMA Director of Communications. The subtasks below describe the work that will be performed.

4.1 Develop traffic count program in each corridor to supplement available data from TxDOT count stations and other projects. A count program will be developed to gather current data from the corridors, parallel routes, cross streets, and other routes to be determined.

4.2 Conduct travel time studies on each corridor, parallel routes, cross street routes, and frontage roads.

Task 5 – Socioeconomic Data (SED)

URS will coordinate work in this task with the US290 E Investment Grade Study, which will be at a more detailed level then that required for the Preliminary T & R Study. The recently developed SED set for the CTTP 2005 refinancing study in the SH 45 and SH 130 corridors will be used as the initial, underlying data for this effort. This data set will be expanded to encompass all of the corridors in this preliminary study to provide a common and consistent database for the proposed facilities. The geographic area south of FM 2222 and west IH 35, which has not undergone a demographic analysis, will be the primary focus of our work.

5.1 Data Collection

Limited field surveys will be performed encompassing the entire study area of each corridor to discern recent development patterns, including field surveys of selected areas of interest throughout Travis County. Areas of growth and change will be mapped for use during the study area assessment.

5.2 Assess and Adjust TSZ Population and Employment Forecasts

Population and employment forecasts in the study area for the years 2007, 2017, and 2030 will be adjusted if necessary. Should intermediate forecast periods be required, the intervening years will be interpolated from the model forecast periods. Adjustments will be made to TSZs outside of the study area if it were determined these changes would be germane to this analysis.

5.6 Identify Growth Sensitivities for a "Low-Growth" Scenario

Based upon the information collected in Subtasks 5.1 and 5.2. TSZs within the study area of each corridor might have their population or employment forecasts adjusted as part of a "low-growth" sensitivity analysis, should future conditions change. This identification will also include select areas outside of the study area as well.

Task 6 – Toll Rate Schedule and Toll Collection Plan

For this preliminary study, a toll rate schedule, with an assumed set of periodic increases, will be developed for the proposed projects, based on the Austin-area toll

rates and with input from the US 290E study. These toll plans will be submitted to the CTRMA for review and discussion prior to being applied in the analysis. A preliminary toll collection strategy will be identified that will likely be a combined Electronic Toll Collection (ETC) and open road tolling (ORT) video license plate capture strategy.

6.1 Develop a toll rate schedule that is based on Austin-area toll rate plans and those being implemented on the US 183A, SH 130, and SH 45 projects. The rate schedule will identify an opening year rate with an annual escalator for estimating toll revenues to year 2030.

6.2 Toll collection methods to be analyzed are Electronic Toll Collection (ETC) and Open Road Tolling (ORT) video license-plate capture strategy.

Task 7 – Traffic Estimation

In this task, URS will estimate traffic volumes for each of the proposed corridors. Work to be performed in this task is described below.

7.1 Develop a table of no-build and build alternatives. One of the build alternatives will include the proposed facilities operated as non-tolled roadways. The no-build and no-toll scenarios will be compared to the build toll alternatives to assess the impact of toll constraints. URS will perform sensitivity tests (number of sensitivity test TBD in scoping). The purpose of these sensitivity tests is to determine the elasticity of tolls in each of the project corridors.

7.2 Estimate traffic for the no-build and build alternatives during the forecast period and with various toll strategies including constant tolls.

Task 8 – Preliminary Toll Revenue Estimates

Preliminary toll revenue forecasts will be developed under various tolling strategies, conceptual design configurations, and traffic for each proposed corridor. Traffic and toll revenue potential will be estimated for opening year and interim years to 2030.

8.1 Analyze the traffic estimates from Task 7 to determine the toll revenue potential for each corridor for opening year and forecast years under various tolling conditions and project configurations. Results of this analysis will be displayed in a tabular format.

Task 9 – Documentation

The Preliminary T & R study will be documented in a draft and final report.

- Task 9 – Draft and Final Report

EXHIBIT 1

MOBILITY ALTERNATIVE FINANCE STUDY

Scope of Work

November 9, 2005

Task 1 - Will the Phase 2 Toll Plan cover its costs and produce surplus revenues that could be used to fund additions to the system approved by CAMPO?

1. Review the CAMPO model, especially as it relates to managed lanes and toll facilities with parallel frontage roads, as follows:

   a. The model data sets

   b. The model toll forecasting compatibility

   c. The model toll forecasting accuracy

2. In light of this review, analyze the following:

   a. What usage level assumptions can be made on data currently available and based on the Traffic and Revenue analysis conducted by URS?

   b. What cities and road comparisons exist to compare the proposed facilities and system and the usage/toll rates on existing managed lanes and /or toll facilities with parallel free frontage roads?

   c. How do tolls at these prices affect the projections in the toll feasibility studies?

   d. Based on what other toll agencies have done, what is a reasonable range of toll rates?

   e. How do the toll rates for the roads in the Phase 2 Plan compare to the toll rates for urban toll roads in cities across the U.S.?

   f. In the planning process, when and how are toll rates normally analyzed and then set?

3. a. How does the CAMPO area's percentage of highway lane miles scheduled to be tolled compare to the rate of tolling in other American metropolitan areas?

   b. What are the projected number of lane miles and projected percentage of tolled lanes in the comparison cities?

c. What is the current and projected congestion index in those cities?

d. What are the factors in the comparison cities (if any) that may impact this analysis (i.e. history of aggressively pursuing mobility plans and construction, state investment, high levels of public transit, addition of lane miles compared to addition of vehicle miles).

Task 2 - Will each Phase 2 Plan toll facility generate sufficient revenue to cover its costs of bond financing, extra construction costs as a toll facility and operations and maintenance costs?

Will the Phase 2 Plan toll facilities generate sufficient revenue as a system to cover the costs of bond financing, extra construction costs as toll facilities and operations and maintenance costs?"

1. Detail the assumptions underlying the analysis.

Task 3 - How much surplus revenue, if any, will each of the Phase 2 Plan toll facilities generate after all financing costs, construction costs and operations and maintenance obligations are met?

How much surplus revenue, if any, will the Phase 2 Plan as a system generate after all financing costs, construction costs and operations and maintenance obligations are met?

1. Detail the assumptions underlying the analysis, including the toll rate(s) for each facility, traffic assumptions, interest rates, construction costs and growth assumptions.

Task 4 – If the Phase 2 Toll Plan is not implemented, what are the alternatives? What are best practices from other cities to finance and implement infrastructure? Why and how are they different?

1. How does the TxDOT/CTRMA Phase 2 Toll Plan differ from the plans submitted to the Texas Transportation Commission in 2004 by the other seven Texas metropolitan areas?

2. What approaches are similar metro areas in the United States taking?

3. Could the capacity in the Phase 2 Plan be built without tolling using the funding described at http://www.ctrma.org/ppt/21.htm ?

   a. What about the Phase 2 Plan, but excluding Loop 360?

b. What about the Phase 2 Plan, but for Loop 360 doing only the following:

I. building intersection improvements such as overpasses, underpasses or roundabouts to remove stoplights and

II. building no extra lanes?

c. Describe the options for the CAMPO Transportation Policy Board and the costs and benefits of each scenario.

I. What effect would each scenario have on the creation of a sustainable transportation system?

II. What is the overall sustainability of the region's transportation network? Include in this analysis the future costs of local governments building new lane miles as well as maintaining current and future transportation systems? How will the liability be bonded? Can it be sustained?

4. What alternative financing and traffic management models exist to build this system?

a. Analyze options including, but not limited to:

I. A mixture of non-tolled lanes and high occupancy toll lanes.

II. A mixture of non-tolled lanes and managed lanes.

III. A mixture of non-tolled lanes and managed lanes with congestion pricing.

IV. Shadow toll support.

V. Local option gas tax.

b. Analyze each of these above options under two scenarios:

I. 1ST SCENARIO: TxDOT pays for the operation and maintenance of the entire highway through the region's distribution of gas tax revenue, and the revenues from the managed lanes stay in the Austin area.

II. 2ND SCENARIO: Any revenues realized from the managed lanes are required to be dedicated first to operations and maintenance.

5. What are the long-term impacts to the CAMPO 2030 Plan of not utilizing the tolling and system financing options analyzed in Number 4?

6. How could the strategies analyzed in Number 4 be used to first build the Phase 2 system and then expedite the improvements to Interstate 35 prepared for CAMPO? As part of your analysis, also include consideration of tolling all freight trucks (such as 18-wheelers).

Task 5 – Confirm the funds available for the Phase 2 Toll Plan projects in both tolled and non-tolled scenarios including the following.

1. That TxDOT/CTRMA will fund the right-of-way and utility relocation costs for tolled projects in lieu of the City of Austin and other local entities and the dollar amounts for each.

2. Identify the effect, if any, on projected toll rates and financing needs if TxDOT/CTRMA must borrow additional funds to pay for right-of-way and utility relocation costs in lieu of the City of Austin and other local entities contributing these funds.

Task 6 – Utilizing the information and analysis in Tasks 1 through 6, determine the following.

1. Which model and scenario in Task 4.4 does the most to reduce traffic congestion?

2. Which model and scenario in Task 4.4 has the best cost/benefit to Central Texas residents?

3. What is the cost-benefit to Central Texas drivers of the Phase 2 Toll Plan?

    a. By tolling US 183, SH 71 and US 290W and thereby assuming the operation and maintenance costs for these highways and receiving access to toll revenues, will Central Texas residents realize a net gain or loss in total transportation funding, in the costs of mobility and congestion, and in new or additional facilities?

    This analysis should be performed from the perspective of tolling's impact on Central Texas local governments and Central Texas drivers - not from the perspective of the Toll Plan's impact on the TxDOT budget. This analysis should also assess the ramifications and impact of the Phase 2 Toll Plan on Central Texas local governments, and in particular the ramifications of any loss of State highway funding and transfer of operations obligations to Central Texas local governments and residents.

    b. How does the Phase 2 Toll Plan compare with the preferred options in Task 7.1 and 7.2 above?

Exhibit

Background

The Central Texas region has experienced tremendous growth over the last twenty years. During that same time, local governments and TxDOT did not build adequate transportation infrastructure to keep pace with the increases in traffic. This is evidenced by the fact that the City of Austin has been voted the most congested city for its size in the United States for three years in a row.

Over the next twenty years, the Central Texas region, as defined by the Capital Area Metropolitan Planning Organization (CAMPO), will double in population. The draft 2030 CAMPO Transportation Plan has identified $18.0 billion dollars in transportation infrastructure (roads, buses, rail) to both catch up and address the future growth.

In 2001, the CAMPO area in partnership with the Texas Turnpike Authority (a division of TxDOT) embarked on a $2.2 billion toll road program called the Central Texas Turnpike Project (CTTP). With local general obligation bond support for right of way, the State now has 72 miles of turnpike under development, including SH 130, Loop 1 North, SH 45 North, and SH 45 Southeast. The Phase I turnpikes, owned and operated by TxDOT, will be open to traffic in late 2007.

In April of 2004, the Central Texas Regional Mobility Authority (CTRMA) and TxDOT presented a proposed Phase 2 Toll Plan. This Plan was prepared with direction from the Texas Transportation Commission regarding toll road development in the eight urban areas of Texas; the availability of additional funding for toll roads from the Texas Mobility Fund; and, a level commitment of construction dollars from TxDOT Administration for the Austin District.

The Phase 2 plan included finishing construction of two major corridors: US 183 from IH 35 to SH 71, and SH 71 (Ben White Blvd.) from east of IH 35 to Austin Bergstrom International Airport. Both of these projects have been in the regional plans and under development and construction since the late 1970's; however, lack of funding and local political support slowed completion of these projects.

The Phase 2 plan also included the western extension of US 290 from east of William Cannon to FM 1826, including improvements to a segment of SH 71 west and the US 290 West/SH 71 west interchange in Oak Hill. Again, this project has been on the drawing board for a number of years and only partial funding was available for this project. The other major projects in the Phase 2 Plan included the upgrading/expansion of US 290 east from US 183 to SH 130 and the upgrading and expansion of Loop 360 from SH 71 to US 183.

The Phase 2 toll plan proposed $1.8 billion of construction over 5-7 years (not including Loop 360 funding), using a variety of revenue sources including additional State gas tax dollars, Texas Mobility Fund dollars, TxDOT operations and maintenance support, and toll revenue bonds.

There were three major assumptions in the Phase 2 Toll plan. They included:

- The CAMPO region could quickly "catch up" on completion of important major infrastructure by tolling and leveraging limited resources;

- By tolling major portions of the region's roadway system, the CAMPO area, through the CTRMA, would have a future revenue stream (surplus toll revenues) to build the rest of the CAMPO 2030 plan (both roads and transit); and,

- If all of the available TxDOT revenues forecasted for the next 10-15 years were used to complete only SH 71 and US 183, there would be no way to fund and complete the other major projects in the CAMPO 2030 plan.

Purpose of Study

In 2000, a community-funded Peer Review conducted by Cambridge Systematics compared CAMPO with other large metropolitan planning organizations. The Peer Review addressed policy board composition; the lack of a technical advisory committee; the long-range travel demand model; demographic forecasts; and, lack of a viable financing/funding program to assure implementation of the long-range improvement plan.

A number of the Peer Review recommendations were addressed by CAMPO. However, the Phase 2 Toll Plan continues to point out several deficiencies, including the travel demand model and toll road forecasts; adequate funding; and, a real regional implementation program. While the Phase 2 Toll Plan outlined a specific plan of action, it did not clearly outline the funding and implementation alternatives or the next steps that CAMPO would take to complete the remainder of the road and transit projects in the long-range plan.

The haste with which the State implemented the allocation of the Texas Mobility Fund deprived the community an opportunity to digest the major shift in highway funding. This lack of public discussion on alternatives and the absence of a comparable analysis (with other Texas cities, etc.) raised doubts about the validity of the proposal. These omissions, coupled with the lack of a clear presentation regarding the role of the Phase 2 Toll Plan in the larger implementation of the CAMPO plan, necessitate an independent review and analysis of not only the Phase 2 Toll Plan, but also of analyzing the Plan in the context of CAMPO's long-range implementation strategies.

CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY

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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 Article12 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 — Date: 2/28/06

J. DARBY SAWYER 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 — Date: 3-8-06

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

EXHIBIT A

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.

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]

EXHIBIT B

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]