

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

RESOLUTION NO. 06-64

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 Board Resolution No. 04-18 the Board of Directors found that the services of a trustee for the administration of trust indenture requirements to be important to the operations of the CTRMA and a requirement of eventual purchasers of CTRMA-issued revenue bonds; and

WHEREAS, the CTRMA solicited proposals for the provision of trustee services, and in Resolution No. 04-34, dated July 28, 2004, the Board of Directors selected JP Morgan to provide trustee services under the bond trust indenture for the 183-A Turnpike Project, and the CTRMA subsequently entered into an agreement with JP Morgan for the provision of such services; and

WHEREAS, due to a change in ownership of JP Morgan's corporate trust business, staff recommended that the CTRMA initiate a new procurement process to retain one or more qualified financial institutions to perform trustee services for the CTRMA; and

WHEREAS, the Board of Directors, in Resolution 06-57, dated September 27, 2006, authorized the Executive Director and staff to develop and issue a Request for Proposals ("RFP") to solicit responses from those institutions interested in providing such services to the CTRMA; and

WHEREAS, CTRMA staff caused an RFP to be issued on September 28, 2006; and

WHEREAS, three firms submitted responses to the RFP; and

WHEREAS, CTRMA staff and financial consultants have received and evaluated the RFP responses; and

WHEREAS; based on their evaluation, CTRMA staff and financial consultants recommend that Regions Bank be retained as trustee to administer the trust indenture requirements for bonds issued from time to time by the CTRMA;


NOW THEREFORE, BE IT RESOLVED, that the CTRMA Board of Directors approves of the selection of Regions Bank to provide trustee services under the bond trust indentures for CTRMA projects; and

BE IT FURTHER RESOLVED, that the Executive Director is directed to negotiate and finalize an agreement with Regions Bank for the provision of trustee services consistent with the RFP, CTRMA procurement policies and this Resolution and that such agreement may be executed by the Executive Director upon its completion under the terms hereof.


Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 25th day of October, 2006.

Submitted and reviewed by:

Approved:



Tom Nielson
General Counsel for the Central
Texas Regional Mobility Authority



Robert E. Tesch
Chairman, Board of Directors
Resolution Number 06-64
Date Passed 10/25/06

Attach Copy of RFP Form

List of Proposing Institutions

Regions Bank

Bank of New York

Wells Fargo Bank

**CENTRAL TEXAS REGIONAL
MOBILITY AUTHORITY
REQUEST FOR PROPOSALS
TO PROVIDE
TRUSTEE SERVICES**

**RFP Issue Date: September 28, 2006
Response Due: 2:00 PM CST, October 16, 2006
301 Congress Ave., Suite 650
Austin, Texas 78701**

**CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY
REQUEST FOR PROPOSALS**

The Central Texas Regional Mobility Authority (CTRMA), a political subdivision of the State of Texas, is soliciting proposals from qualified financial institutions to serve as Trustee for the CTRMA's current and future bond issues. There has been a change in our current Trustee, JPMorgan Chase, as the Bank of New York has purchased and assumed the Trustee role from JPMorgan Chase.

Final responses must be received in the offices of the CTRMA before 2:00 p.m., C.S.T., October 16, 2006 to be eligible for consideration.

Respondents must be a corporation or banking association, duly organized and doing business under the laws of the United States or of any state, authorized under such laws to exercise corporate trust powers and subject to supervision or examination by federal or state banking authority, of good standing, and having, at the time of its appointment, a combined capital and surplus aggregating not less than \$100,000,000, or is an affiliate of, or has a contractual relationship with, a corporation or banking association meeting such capital and surplus requirement which guarantees the obligations and liabilities of the proposed trustee, and which is subject to supervision or examination by a federal or state banking authority.

Each respondent will be evaluated on its experience in providing trustee services of the type anticipated to be required by the CTRMA, the expertise of personnel who will be assigned to the CTRMA, the respondents' office location(s), size of the respondents' institution, and the reputation of the respondent in the provision of trustee services.

Proposals filed will be reviewed by the CTRMA's CFO and General Council, as well as the Financial Advisors to the CTRMA, in order to identify those most qualified and experienced respondents who may best serve the CTRMA.

The final selection of the Trustee, if any, will be made following completion of review of the responses, interviews if desired by the CTRMA, and negotiation of a fee structure which provides the best overall value to the Authority. The recommendation, if any, will be to the Executive Director and after his review and concurrence, will be made to the Board for their approval at the October 25, 2006 Board meeting.

Questions concerning this assignment shall be directed to Mr. William Chapman, CFO for the CTRMA, at (512) 450-6284.

DESCRIPTION OF CTRMA: The CTRMA is a regional entity granted broad powers under state law to study, design, construct, operate, expand, enlarge, and extend transportation projects in the region of the Authority (i.e., Travis and Williamson Counties) and adjacent areas as permitted by law. Transportation projects over which the CTRMA exercises responsibility include, but are not limited to: turnpike projects, toll highways and facilities, freight and passenger rail facilities, airports, intermodal hubs, and systems of transportation projects. The CTRMA has statutory authorization to use debt financing to pay all or part of the cost of a transportation/turnpike project. The debt financing may be in the form of revenue bonds, refunding bonds, or other pledges of securities or capital.

DESCRIPTION OF PROPOSED CTRMA PROJECTS: The initial project currently being constructed by the CTRMA is proposed US 183-A ("the Project"), a 12-mile turnpike project located in Williamson County. US 183-A will connect with existing US 183 at State Highway 45 (existing FM 620) and extend northward, parallel to (and east of) existing US 183. The Project will reconnect with US 183 near the San Gabriel River, approximately three miles north of Leander. Currently, US 183 is a four-lane suburban, non-divided arterial with no room for expansion. It carries traffic volumes that far exceed the safe and efficient carrying capacity of a facility of its size. US 183-A will serve as a reliever and will enhance mobility and safety within this segment of the state highway system.

The Project is currently under construction with a completion date of March 3, 2007. Future projects of the CTRMA follow the Capital Area Metropolitan Planning Organization's 2030 plan and can be found at the CTRMA's web site: www.mobilityauthority.org.

SCOPE OF SERVICES:

Trustee services shall be provided in accordance with the terms of the Indenture authorizing the sale of CTRMA obligations. As permitted by the Indenture, CTRMA will use the book-entry only system of securities registration with DTC. The Trustee shall designate a relationship officer and/or administrator assigned to the CTRMA and shall provide a list of contact personnel who are qualified to provide information and assistance.

A copy of the Bond Indenture and Official Statement are included in the posting of this Request for Proposals.

SUBMITTAL RESTRICTIONS:

Submittal text shall be limited to twenty (20) pages in length, exclusive of professional resumes, cover sheets, flyleaves, tables of content, dividers, etc., printed on two sides and double-spaced. Materials in excess of the specified 20-pages will not be reviewed. Preprinted brochure material may be included in the submittal if desired and will not be counted in the 20-page maximum.

RESPONSE FORMAT AND EVALUATION:

Response Format

Each respondent to this RFP must prepare its response to incorporate the following information:

General Information

All responses must provide the following information. To ease evaluation, please provide the information in the following order:

- Name, address, telephone number, fax number, e-mail address, and title of the individual submitting the response for your institution and to whom questions or requests for additional data should be directed.
- Brief history of the institution.
- Proposer's corporate address.
- Proposer's current capital position.
- Address of office(s) where personnel to service the CTRMA account will be stationed.
- From January 1, 2001 to present, indicate your institution's Trustee experience with municipal debt issuers in the State of Texas and with turnpike and/or transportation revenue bonds.
- Provide a *brief* description of the background and experience of all personnel in your Trust Department who would be assigned to the CTRMA. Please specifically indicate general revenue bond experience, toll way and transportation revenue bond experience. Indicate the role that each individual would play.

- List at least four references that the CTRMA would be allowed to contact; two or more should be related to recent financing transactions. Please provide name, title, affiliation, address and telephone number. The CTRMA reserves the right to independently contact other references.
- Provide a listing of your institution's fees to serve as trustee to the CTRMA by completing Attachment A – Proposal Sheet.

TRANSMITTAL LETTER:

All proposals must include a completed transmittal letter signed by an employee of the institution that is authorized to commit the proposer.

AUDITED ANNUAL REPORT:

Proposals must include the institution's latest Audited Annual Report.

SELECTION CRITERIA:

The following criteria will be used to evaluate each proposal and to make a final selection of the best responsible proposer.

- Lowest cost, consistent with the other selection criteria.
- Demonstrated ability to meet service requirements now and over the term of the contract.
- Local Office.
- Proposal responsiveness.

DELIVERY AND DEADLINE FOR SUBMISSION OF RESPONSES:

An unbound original and five (5) copies (a total of six (6) sets) of the complete proposals must be received by October 16, 2006 at 2:00 P.M., C. S.T.

The original and all copies must be submitted in a sealed envelope, or container, stating on the outside the proposer's name, address, telephone number, the RFP title, and Proposal Due Date to:

**William Chapman
CTRMA
301 Congress Avenue, Suite 650
Austin, Texas 78701**

Proposers are responsible for informing any commercial delivery service, if used, of all delivery requirements and for ensuring that the required address appears on the outer wrapper or envelope used by such service. The proposal must be signed by an officer of the company who is legally authorized to enter into a contractual relationship in the name of the Proposer.

**Attachment A
PROPOSAL SHEET**

**Re: \$167,967,610.70 Central Texas Regional Mobility Authority
US 183A Toll Road Project, Senior Lien Revenue Bonds, Series 2005**

**\$66,000,000 Central Texas Regional Mobility Authority
US 183A Toll Road Project, Subordinate Lien Revenue Bond Anticipation
Notes, Series 2005**

Bank Name _____

Please provide a listing of your bank's fees to serve as Trustee on the above captioned bond issue.

Annual Fee	\$ _____
Acceptance Fee	\$ _____
Legal Counsel	\$ _____ (not to exceed amount)
Other Fees	\$ _____

Authorized signature _____

Title _____

Date _____

Proposals Due: 2:00 P.M., C.S.T., October 16, 2006

List of Proposing Institutions

Regions Bank

Bank of New York

Wells Fargo Bank