

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

RESOLUTION NO. 09-33

**Extension of Stantec Consulting Services, Inc. Agreement
and Approval of Funding for Additional Services
(183A Traffic and Revenue Engineering Services)**

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 identified the 183-A Turnpike Project (the "Project") as its initial project and the Project was constructed and opened for use by the travelling public on March 3, 2007; and

WHEREAS, shortly thereafter the CTRMA began the design and engineering of the northern extension of the main lanes of the Project from RM 1431 to a point north of the intersection of the Project and current FM 2243 (the "Proposed Northern Extension"); and

WHEREAS, in Resolution 07-62 dated October 3, 2007, the Board of Directors of the CTRMA authorized entering into a Traffic and Engineering Services Agreement (the "Agreement") with Stantec Consulting Services, Inc. ("Stantec"), to provide the necessary traffic and revenue engineering work related to the Proposed Northern Extension; and

WHEREAS, The Agreement provides for a maximum payment obligation of \$1,000,000, with an initial authorized allocation of \$712,266.41, and is scheduled to terminate as of June 30, 2009; and

WHEREAS, during the current term of the Agreement, the CTRMA has utilized Stantec's services regarding the Proposed Northern Extension and now desires to expand Stantec's scope of work as necessary to further provide additional model runs, to support a proposed TIFIA application for the Proposed Northern Extension, and confirm prior traffic and revenue engineering work; and

WHEREAS, it is necessary that the term of the Agreement be extended in order to ensure all of the services covered by the expanded scope of work can be fully completed as required by the CTRMA; and

WHEREAS, it is necessary to increase the authorized allocation under the Agreement to a total of \$978,000 to cover expansion of the original scope of work.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors authorizes the Executive Director to finalize an amendment to the Agreement providing for an extension of the term of the Agreement until March 31, 2010 and an increase of the authorized allocation thereunder to a total of \$978,000; and

BE IT FURTHER RESOLVED, that the Executive Director is authorized to execute the final amendment to the Agreement on behalf of the CTRMA consistent with the provisions of this Resolution.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 27th day of May, 2009.

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 09-33
Date Passed 5/27/09



Stantec

Stantec Consulting Services Inc.
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May 11, 2009
Central Texas Regional Mobility Authority
301 Congress Avenue, Suite 650
Austin, Texas 78701

Attention: Wesley Burford, P.E.

Dear Mr. Burford:

Reference: 183A T&R Level 2 and Level 3 Studies - Extra Work Request

Overview

Ongoing efforts to refine the Level 2 estimates and develop the Level 3 forecasts for the 183A Turnpike extension have led to efforts previously not anticipated. These tasks involve both new activities as well as expansion of existing tasks. As discussed with you on May 6th and at your request, we are now formally submitting our extra work request for contract approval. Also, based upon your direction, we have authorized the commencement of supplemental services by our sub consultants GRAM and Alliance Transportation Group in order to meet the current financing schedule. A description of each effort follows using task numbers from the base contract; also included are the anticipated schedule and estimated costs:

Level 2 Efforts – Task 1

In June 2008 the first draft of the Level 2 study was submitted. Since then numerous revisions to toll rate schedules and revenue forecasts have been requested and prepared; and, in addition support was requested and provided in connection with interim financing and TIFIA application efforts.

Task 1 a) Additional Level 2 model runs and summaries - As the Authority's needs evolved and the economic climate became more clear, several versions of this report were prepared to account for different tolling scenarios and the change to cashless collection. Additional model runs were required to produce the different traffic and revenue forecasts. Our latest report edition was dated March 12, 2009.

Task 1 b) Interim Financing and TIFIA Application - As part of this effort, Stantec prepared material and traffic and revenue estimates to assist the Authority with their Interim Financing plans. This entailed analyses of coverage requirements and the development of traffic consultant certificates as per requirements of the Master Trust Indenture. Along with our sub consultant (ATG), we were requested to review various versions of the Draft Offering Memorandum and the TIFIA Application. This task also included efforts made to participate in conference calls and respond to questions from Macquarie and S & P.

Level 3 Study

Since the initial work began, nearly 16 months ago, the economic climate has changed drastically and the project has proceeded with elements of caution and delay. This extended schedule now requires updated baseline conditions in order to properly reflect resulting traffic conditions. In addition, it is anticipated that rating agencies will have more than their normal number and type of questions. To be responsive to Peer Review comments raised already, the networks and land use must be updated to reflect 2008 base conditions. More in-depth review in growth areas is also needed, as are additional sensitivities.

Task 2: Existing Travel Patterns: Supplemental traffic counts are needed to refresh the data previously collected. These will provide calibration/validation check volumes and supplementary data, primarily in the northern portion of the study area. We estimate that a total of 55 machine counters are required, along with updated travel time runs on the three primary north/south roadways. This is comparable to the base program conducted in early 2008 but would not include additional turning movement counts. We will also update our database with new counts from other secondary sources.

Task 3: Demographic Forecasts: This task includes updating baseline demographics from 2007 to 2008, expanding the study area and revisiting the forecasts, all of which will be necessary in response to Peer Review comments and in anticipation of deeper review from the rating agencies. A total of ten new zones are involved in the expanded study area, as depicted on Exhibit A. Efforts will include field surveys, interviewing local officials, assembling, assessing and adjusting TSZ population and employment for a new base year as well as future forecasts, and preparing a technical memorandum.

Task 4: Traffic Model Recalibration: Along with updated traffic counts and demographics for a new base year (2008) additional efforts will be required to revalidate the traffic model. The initial estimate considered collecting data to validate 2007. Since 2008 has now been determined to be the base year for analysis, the model needs to be validated for this year. This includes incorporating the recent conversion to cashless tolling.

Task 6: Traffic and Revenue Forecasts: Based on work we recently completed on the SH45 SE Project, a handful of new background projects have come to light as well as changes to the type, level and timing of previously known projects. These highway network changes along with relevant toll schedules need to be incorporated in to the model to accurately reflect current conditions and future plans.

✓ Task 7: Sensitivities: Additional sensitivity analyses are anticipated because of the Peer Review comments and likely greater interest from rating agencies. Estimates have been prepared to undertake two additional sensitivities, to be defined as the project proceeds.

✓ New Task 11: Peer Review/Auditing: This is a new aspect of the Level 3 study and involves coordinating with Baez Consulting (BC) and providing documentation as requested. To date, Stantec has participated in conference calls, reviewed US 290E scope and report material received from BC, and begun preparation of a series of submissions for review. The Peer

Stantec

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Reference: 183A T&R Level 2 and Level 3

Review/auditing scope items have also indicated a need for a greater level of detail in some areas including: demographics, model validation, value of time, trip distribution, truck axle factors, ramp up and annualization.

Schedule

Based on our recent discussions with you, it appears that an October financing works best for the Authority. We will deliver a draft T&R report to you by the end of July.

Contract extension

✓ Our current agreement expires on June 30, 2009. It is requested that the contract be extended to the end of this calendar year to assure an overlap between our current contract and the new one which will be negotiated shortly.

Cost of services

The attached spreadsheet details the cost breakdown for this extra work. The total cost for these items is \$266,000, which along with the initial budget would result in a total contract amount of \$978,000. As in the base contract, we would only invoice for actual expenditures of both labor and direct costs, up to this new contract limit.

Please let us know if you have any questions on the above. We would be happy to discuss this with you further.

Very truly yours,



William Ihlo, PE
Principal

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Attachments: Exhibits A and B

EXHIBIT A

Expanded Study Area

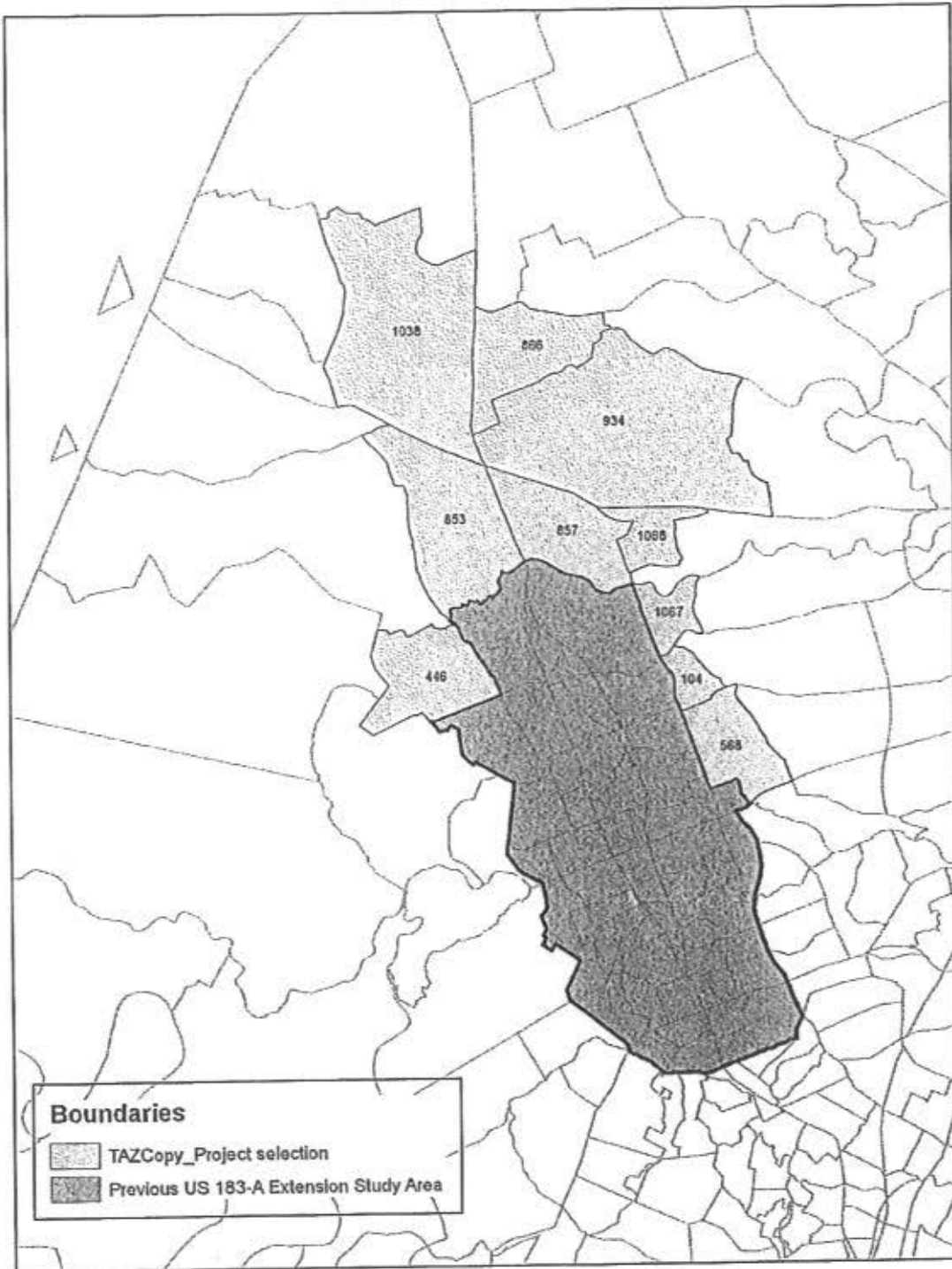


EXHIBIT B
183A Phase 2 T&R Study - Extra Work Cost Proposal

Description	Principal	Project Manager	Senior Engineer	Engineer	Junior Engineer	Technician	Total Hours	Total Direct Labor	Total Labor Cost
Level 2 efforts									
1a. Additional Model Runs, summaries, etc.	4	40	104	20	30	30	228	\$12,792	\$38,194
1b. Interim Financing and TIFIA application	6	80	42		16		144	\$10,258	\$30,628
<i>Level 2 subtotal</i>	<i>10</i>	<i>120</i>	<i>146</i>	<i>20</i>	<i>46</i>	<i>30</i>	<i>372</i>	<i>\$23,050</i>	<i>\$68,823</i>
Level 3 Studies									
Task 2: Existing Travel patterns	4	4	32	40	40	40	160	\$6,632	\$19,802
Task 3: Demographic Forecasts	12	6	16	24			60	\$4,056	\$12,110
Task 4: Traffic model Recalibration	2	24	64	40	64	44	238	\$10,896	\$32,533
Task 6: Traffic and Revenue Forecasts	4	16	40		40		100	\$5,512	\$16,458
Task 7: Sensitivities	4	20	20		20	20	84	\$4,332	\$12,935
New Task 11. Peer Review	12	32	40		20	20	124	\$7,456	\$22,262
<i>Level 3 subtotal</i>	<i>38</i>	<i>104</i>	<i>212</i>	<i>104</i>	<i>164</i>	<i>124</i>	<i>766</i>	<i>\$38,884</i>	<i>\$116,100</i>
Total Hours	48	224	358	124	230	154	1138	\$61,934	\$184,923
Labor Rate	\$108.00	\$80.00	\$65.00	\$45.00	\$30.00	\$20.00			
Total Direct Labor	\$5,184.00	\$17,920.00	\$23,270.00	\$5,580.00	\$6,900.00	\$3,080.00			
Multiplier	2.986	2.986	2.986	2.986	2.986	2.986			
Total Labor Cost	\$15,478.43	\$53,505.68	\$69,479.75	\$16,660.81	\$20,602.08	\$9,196.29			\$184,923.03
Direct Expenses									
									\$400.00
									\$200.00
									\$4,000.00
									\$4,600.00
Subconsultants									
							415	\$16,454.75	\$53,937.09
							415	\$16,454.75	\$53,937.09
									\$925.00
									\$54,862.09
									\$18,990.00
									\$0.00
									\$2,653.00
									\$21,643.00
Total Cost									
									\$184,923.03
									\$4,600.00
									\$76,905.00
									\$266,028.12