

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

RESOLUTION 16 - 038

RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF A SECOND AMENDMENT TO TIFIA LOAN AGREEMENT, A SECOND AMENDMENT TO STATE HIGHWAY FUND LOAN AGREEMENT AND A SECOND AMENDMENT TO STATE INFRASTRUCTURE BANK LOAN AGREEMENT; AND ENACTING OTHER PROVISIONS RELATED THERETO

WHEREAS, the Central Texas Regional Mobility Authority (the "Authority") has previously entered into (i) that certain TIFIA Loan Agreement, dated as of November 18, 2015, between the Authority and the United States Department of Transportation, acting by and through the Federal Highway Administrator ("USDOT"), as amended by that certain First Amendment to TIFIA Loan Agreement, dated as of March 14, 2016, between the Authority and USDOT (as amended, the "TIFIA Loan Agreement"), (ii) that certain State Highway Fund Loan Agreement, dated as of November 18, 2015, between the Authority and the Texas Department of Transportation ("TXDOT"), as amended by that certain First Amendment to State Highway Fund Loan Agreement, effective April 19, 2016, between the Authority and TXDOT (as amended, the "State Highway Fund Loan Agreement"), and (iii) that certain State Infrastructure Bank Loan Agreement, dated as of November 18, 2015, between the Authority and TXDOT, as amended by that certain First Amendment to State Infrastructure Bank Loan Agreement, effective April 19, 2016, between the Authority and TXDOT (as amended, the "State Infrastructure Bank Loan Agreement" and, together with the TIFIA Loan Agreement and the State Highway Fund Loan Agreement, the "Agreements"); and

WHEREAS, the Authority desires to amend each of the Agreements to modify certain provisions relating to the issuance of Additional Subordinate Lien Obligations and Additional Other Obligations; and

WHEREAS, the Agreements each permit the amendment thereof with the written consent of the parties thereto;

WHEREAS, it is hereby found and determined that the meeting at which this Resolution is approved is open to the public and public notice of the time, place and subject matter of the public business to be considered and acted upon at said meeting, including this Resolution, was given, all as required by the applicable provisions of Chapter 551, Texas Government Code, as amended;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY THAT:

Section 1. Findings. The findings and determinations contained in the preambles hereof are hereby incorporated herein for all purposes as if set forth herein in their entirety.

Section 2. Approval of Second Amendment to TIFIA Loan Agreement. The form, terms and provisions of the Second Amendment to TIFIA Loan Agreement, in substantially the form attached hereto as Exhibit A, are hereby approved, with such changes as may be approved by the officer executing such Second Amendment to TIFIA Loan Agreement, such approval to be evidenced by the execution thereof. The Chairman and Vice Chairman of the Board and the Executive Director of the Authority are hereby authorized, and each of them singly and individually, to finalize, execute and deliver the Second Amendment to TIFIA Loan Agreement.

Section 3. Approval of Second Amendment to State Highway Fund Loan Agreement. The form, terms and provisions of the Second Amendment to State Highway Fund Loan Agreement, in substantially the form attached hereto as Exhibit B, are hereby approved, with such changes as may be approved by the officer executing such Second Amendment to State Highway Fund Loan Agreement, such approval to be evidenced by the execution thereof. The Chairman and Vice Chairman of the Board and the Executive Director of the Authority are hereby authorized, and each of them singly and individually, to finalize, execute and deliver the Second Amendment to State Highway Fund Loan Agreement.


Section 4. Approval of Second Amendment to State Infrastructure Bank Loan Agreement. The form, terms and provisions of the Second Amendment to State Infrastructure Bank Loan Agreement, in substantially the form attached hereto as Exhibit C, are hereby approved, with such changes as may be approved by the officer executing such Second Amendment to State Infrastructure Bank Loan Agreement, such approval to be evidenced by the execution thereof. The Chairman and Vice Chairman of the Board and the Executive Director of the Authority are hereby authorized, and each of them singly and individually, to finalize, execute and deliver the Second Amendment to State Infrastructure Bank Loan Agreement.

Section 5. Further Actions. The Chairman, Vice Chairman and Secretary/Treasurer of the Board, and the Executive Director, the Chief Financial Officer and the Controller of the Authority, and each of them singly and individually, and staff of the Authority, and its professional consultants, are hereby authorized and directed to take any and all actions and to execute and deliver any and all instruments and documents as may be necessary or desirable to carry out and effectuate the purposes of this Resolution and the Agreements.

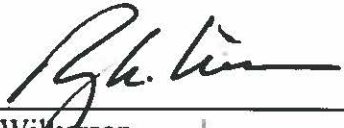
Adopted by the Board of Directors of Central Texas Regional Mobility Authority on the 15th day of June, 2016.

Submitted and reviewed by:

Approved:



Geoff Petro
General Counsel for the Central
Texas Regional Mobility Authority



Ray A. Wilkerson
Chairman, Board of Directors
Resolution No. 16- 038
Date Passed: June 15, 2016