

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

RESOLUTION NO. 04-43

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 46 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, HB 3588, passed by the 78th Texas Legislature, authorizes regional mobility authorities to develop projects through the use of comprehensive development agreements (CDAs); and

WHEREAS, the CTRMA has adopted procurement policies which conform to HB 3588 and which provide for the receipt and processing of unsolicited proposals for project development through use of a CDA; and

WHEREAS, on September 15, 2003, the CTRMA received an unsolicited proposal for the development of U.S. 183-A from Zachary/Kiewit 183-A Partners, L.P.; and

WHEREAS, in Resolution No. 03-58 dated November 5, 2003, the CTRMA Board of Directors authorized the initiation of the CDA process and directed staff to issue a request for competing proposals (RFCQ) in response to the receipt of the unsolicited proposal; and

WHEREAS, in accordance with the CTRMA procurement policies, staff issued the RFCQ on December 19, 2003, and caused the RFCQ to be published in the *Texas Register* with responses due on February 2, 2004; and

WHEREAS, the CTRMA received five responses to the RFCQ, and based on those responses and other analyses the CTRMA, on February 25, 2004, designated a "short-list" of proposer teams to receive a Request for Detailed Proposals ("RFDP") for the development of US 183-A; and

WHEREAS, in Resolution No. 04-02, dated February 25, 2004, the CTRMA Board of Directors directed staff to begin work on a draft RFDP; and

WHEREAS, the Board of Directors of the CTRMA, on May 5, 2004, authorized staff to issue the final RFDP documents to each of the three short-listed teams previously designated; and

WHEREAS, on August 16, 2004, the CTRMA received responses to the final RFDP from the three short-listed teams; and

WHEREAS, the CTRMA staff and consultants have carefully reviewed the responses and have evaluated them through a process designed to assure fairness and objectivity in the review and evaluation of the responses; and

WHEREAS, based on the evaluation of the RFDP responses, the CTRMA Executive Director recommends to the Board that the proposal received from Hill Country Constructors is the one that provides the best value to the CTRMA; and

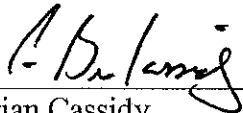
WHEREAS, the Executive Director further recommends that staff be authorized to finalize a Comprehensive Development Agreement with Hill Country Constructors for the development of the US 183-A turnpike project.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves of the selection of Hill Country Constructors as the team presenting the best value proposal to the CTRMA for the development of US 183-A; and

BE IT FURTHER RESOLVED, that Executive Director and staff are directed to finalize a Comprehensive Development Agreement for the development of US 183-A with Hill Country Constructors and to present the CDA agreement to the full Board for approval.

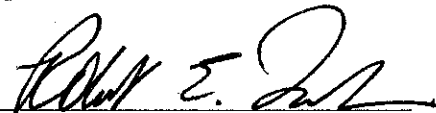
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 8th day of September 2004.

Submitted and reviewed by:



C. Brian Cassidy
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Robert E. Tesch
Chairman, Board of Directors
Resolution Number 04-43
Date Passed 09/08/04

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

RESOLUTION NO. 04-44

WHEREAS, the Central Texas Regional Mobility Authority ("CTRMA") is pursuing the development of the US 183-A turnpike project; and

WHEREAS, the CTRMA has approved work authorizations for its General Engineering Consultant ("GEC") to pursue work necessary for the development of US 183-A; and

WHEREAS, these previously approved work authorizations include WA No. 3.1 (approved via Resolution No. 03-46) covering project office operations, administrative support, and core staff services related to project development; and WA No. 3.3 (approved via Resolution No. 03-46) covering public outreach activities; and

WHEREAS, in Resolution Non. 04-40 the term of each of WA Nos. 3.1 and 3.3 was extended to October 27, 2004, so as to allow the GEC and the Executive Director time to identify the additional work needed and appropriate compensation authorization for that work prior to the expiration of those initial work authorizations; and

WHEREAS, the GEC and the Executive Director have addressed the required scope of work and related cost and the GEC has requested the approval of supplements to each of the above-referenced work authorizations; and

WHEREAS, the GEC has represented to the Board of Directors that the work reflected in Supplement No. 1 to WA 3.1 (copy attached as Attachment A) and in Supplement No. 1 to WA 3.3 (copy attached as Attachment B) and the cost thereof is necessary and appropriate to pursue the development of the US 183-A project.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves Supplement No. 1 to US 183-A Work Authorization No. 3.1 as presented in Attachment A and Supplement No. 1 to US 183-A Work Authorization No. 3.3 as presented in Attachment B, provided that (a) no work may be undertaken that is not within the scope of what TxDOT approves as being reimbursable under the previously awarded toll-equity funds for US 183-A; and (b) any work commenced under the Supplements to US 183-A Work Authorization Nos. 3.1 and 3.3 be subject to the Agreement for General Consulting Civil Engineering Services between the CTRMA and the GEC.

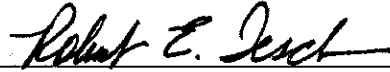
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of September, 2004.

Submitted and reviewed by:



C. Brian Cassidy
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Robert E. Tesch
Chairman, Board of Directors
Resolution Number 04-44
Date Passed 09/29/04



Memorandum

To: Mike Heiligenstein

From: Richard Ridings

Date: September 27, 2004

Subject: Central Texas Regional Mobility Authority (CTRMA)
 General Engineering Consultant (GEC)
 Work Authorization 3.1 – Supplement 1
 Work Authorization 3.3 – Supplement 1

The CTRMA retained the services of HNTB as the General Engineering Consultant (GEC) and signed a five year contract on September 15, 2003. At the request of the CTRMA, Work Authorizations (WA) detailing the scope of services and fees for key activities are implemented on a 12 month basis. Complete reports on the status of these WA's were made to CTRMA at the CTRMA Workshop on August 3, 2004 and at the CTRMA Board Meeting on August 25, 2004. To date the CTRMA has authorized five WA's. The expiration dates, amount of fee and balance remaining to date are:

WA #	Expiration Date	Maximum Fee	Balance Remaining to Date (*2)
3.1	October 27, 2004 (*1)	\$ 1,252,457	\$ 379,587
3.2	October 24, 2003	\$ 500,000	\$ 8,186
3.3	October 27, 2004 (*1)	\$ 350,000	\$ 84,200
3.4	November 5, 2004	\$ 3,488,862	\$ 780,284
3.5	March 31, 2005	\$ 1,987,257	\$ 798,439

Notes:

(*1) Expiration date extended from September 24, 2004 to October 27, 2004 per Board Resolution.

(*2) Balance remaining figures based on invoiced charges through August 20, 2004.

As you will note, all activities have been performed within/under budget. WA 3.4, which includes right-of-way acquisition for US 183-A, will be essentially completed except for right-of-way acquisition when the Comprehensive Development Agreement (CDA) contract is awarded. WA 3.5 is still in process and will continue through the award of the CDA (and associated WA close-out activities). The engineering, administration and public involvement activities within WA 3.4 will be transferred to WA 3.1 and 3.3. WA 3.2 will not be extended.

As detailed above, WA 3.1 and 3.3 expire on October 27, 2004. These two authorizations provide for core services of Engineering staff, subconsultants, administration, reception, secretarial services, public involvement and communication activities. In order to continue the services contained in these WA's, the GEC has prepared Supplements to both for the CTRMA's consideration and approval for an additional 12 month period. Copies of these Supplements are attached to this correspondence and are summarized as follows:

➤ **Supplement 1 to WA 3.1:** Includes the continuation of the GEC's work as an extension of the CTRMA staff. This will include the provision of staff to act as the daily point of contact for the CTRMA, be responsible for overall operations of the field office, and complete the various administrative functions of the GEC. The Core Staff under this Supplement will include:

- Richard Ridings
- Russell Zapalac
- Loretta Schietinger
- Eric Ploch
- Larry Shumway
- Bill Palmieri
- Alice McConnell
- Robin Dvorak
- Sandra King-Wells

The budget for this Supplement has been estimated at \$1,775,617 and will continue these services for a period of twelve months.

➤ **Supplement 1 to WA 3.3:** Includes the continuation of the GEC's Public Involvement support activities for the CTRMA. This will include refinement of the Public Outreach Plan, stakeholder / public meeting support, public official communications support, public involvement communication materials development, media coordination support, and overall coordination of the public involvement activities. The budget for this Supplement has been estimated at \$744,630.00 and will continue these services for a period of twelve months. The majority of the fee amount for this Supplement (approximately 90-95%) will be distributed to the public involvement sub-consultants on HNTB's GEC Team.

Regarding the overall budget status of the GEC, execution of these Supplements will increase the overall GEC maximum fee in the amount of \$2,519,790.00 (increased from \$7,608,576.00 to \$10,128,366.00). To date, the GEC has invoiced \$5,658,193.83 (thru GEC Invoice #12, covering services through August 20, 2004), indicating a current % expended of 74.4%.

Based on the foregoing information, the GEC requests that a resolution be presented during the September 29, 2004 CTRMA Board Meeting which will allow for Board approval of Supplement 1 to WA 3.1 in the amount of \$1,775,160.00 (for the continuation of the GEC's activities as an extension of CTRMA staff) and Supplement 1 to WA 3.3 in the amount of \$744,630.00 (for the continuation of the GEC's public involvement support to the CTRMA).

Thank you in advance for your consideration in this matter. If you have any questions or require additional information, please advise.

Attachments (2)

EXHIBIT B

WORK AUTHORIZATION NO. 3.1 – SUPPLEMENT NO. 1

This Supplement No. 1 to Work Authorization No. 3.1 is made as of this 25th day of August, 2004, under the terms and conditions established in the AGREEMENT FOR GENERAL CONSULTING ENGINEERING SERVICES, dated as of September 15th, 2003 (the Agreement), between the Central Texas Regional Mobility Authority (Authority) and HNTB Corporation (GEC). This Supplement Work Authorization is made for the following purpose, consistent with the services defined in the Agreement:

Project Development for US 183A

The following terms and conditions of Work Authorization No. 3.1 are hereby amended, as follows:

Section A. - Scope of Services

A.1. GEC shall perform the following Services:

Please reference Attachment A – Scope of Work

A.2. The following Services are not included in this Supplement No. 1 to Work Authorization No. 3.1, but shall be provided as Additional Services if authorized or confirmed in writing by the Authority.

N/A

A.3. In conjunction with the performance of the foregoing Services, GEC shall provide the following submittals/deliverables (Documents) to the Authority:

N/A

Section B. - Schedule

GEC shall perform the Services and deliver the related Documents (if any) according to the following schedule:

Services defined herein shall be complete within 12 months from the date this Supplement No. 1 to Work Authorization No. 3.1 becomes effective.

Section C. - Compensation

C.1. In return for the performance of the foregoing obligations, the Authority shall pay to the GEC the amount not to exceed \$1,775,160, based on Attachment B – Fee Estimate. This will increase the not to exceed compensation amount for Work Authorization No. 3.1 from \$1,252,457 to \$3,027,617. Compensation shall be in accordance with the Agreement.

C.2. Compensation for Additional Services (if any) shall be paid by the Authority to the GEC according to the terms of a future Work Authorization.

Section D. - Authority's Responsibilities

The Authority shall perform and/or provide the following in a timely manner so as not to delay the Services of the GEC. Unless otherwise provided in this Work Authorization, the Authority shall bear all costs incident to compliance with the following:

N/A

Section E. - Other Provisions

The parties agree to the following provisions with respect to this specific Work Authorization:

N/A

Except to the extent expressly modified herein, all terms and conditions of the Agreement shall continue in full force and effect.

Authority: Central Texas Regional Mobility
Authority

GEC: HNTB Corporation

By: _____

By: _____

Signature: _____

Signature: _____

Title: _____

Title: _____

Date: _____

Date: _____

CENTRAL TEXAS RMA**ATTACHMENT A – SCOPE OF WORK****WORK AUTHORIZATION NO. 3.1 – SUPPLEMENT NO. 1****SERVICES TO BE PROVIDED BY THE GENERAL ENGINEERING CONSULTANT (GEC)****GEC Core Staff and Project Administration**

This scope of work includes the continuation of those professional services and associated deliverables required to complete the Project Administration on the US 183-A Turnpike project.

In summary, this scope will entail those services required to assist the Central Texas Regional Mobility Authority (CTRMA) in: provision of GEC core staff; preparing, conducting, attending and/or documenting various meetings with the CTRMA; and completing project management and administration tasks.

1.0 GEC Core Staff

The GEC will maintain a core staff at the CTRMA US 183-A field office to serve as an extension of the CTRMA staff on various tasks. In this role, the GEC will act as the daily point of contact for the CTRMA, be responsible for the overall operations of the field office, and complete general tasks associated with the CTRMA's functions. In regard to this task, the GEC will:

- 1.1 Develop and maintain schedules for CTRMA projects and assignments.
- 1.2 Develop correspondence on the CTRMA's behalf to document communications between the CTRMA and various other entities.
- 1.3 Complete technical studies as required to provide the CTRMA with information necessary to make certain decisions.
- 1.4 Produce reports and whitepapers on various topics to provide the CTRMA and others with background and supporting documentation regarding certain topics and/or recommendations.
- 1.5 Coordinate as required with the CTRMA Financial Team.
- 1.6 Coordinate as required with the CTRMA Legal Team
- 1.7 Coordinate as required with the General Public
- 1.8 Provide office administrative functions for the CTRMA's field office.

2.0 Project Meetings

The GEC will ensure proactive communications between the GEC and the CTRMA by attending various meetings; these efforts will also be made to ensure communications within the GEC team. In regard to this task, the GEC will:

- 2.1 Attend and participate in the monthly CTRMA Board Meetings to provide status information to the Board regarding the US 183-A Turnpike project. Sub-tasks include meeting preparation, attendance and documentation / follow-up correspondence.
- 2.2 Attend and participate in the monthly CTRMA Executive Committee Meetings as required. Sub-tasks include meeting preparation, attendance and documentation / follow-up correspondence.
- 2.3 Attend and participate in the monthly CTRMA Planning Committee Meetings as required. Sub-tasks include meeting preparation, attendance and documentation / follow-up correspondence.
- 2.4 Plan, coordinate and conduct weekly project status meetings to include the CTRMA Executive Director, CTRMA staff, and GEC staff. Issues/topics to be updated/addressed at these meetings include discussions on all critical path tasks, identification of action items and associated responsibilities, project schedule, technical / design issues, and specific coordination issues. Sub-tasks include meeting preparation, attendance and documentation / follow-up correspondence.
- 2.5 Hold bi-weekly internal team meetings to include members of the GEC staff. This meeting will be held to coordinate activities, establish required project team resources, and to identify critical tasks to be completed immediately. Sub-tasks include meeting preparation, attendance and documentation / follow-up correspondence.

3.0 Project Management & Administration

The GEC will maintain all project management and administrative procedures for all aspects of the project including management, coordination, project meetings, administration, cost control, and reporting. In regard to this task, the GEC will:

- 3.1 Maintain an internal project cost control system to process and track project costs, including invoicing and payment of costs with CTRMA, TxDOT, HNTB, and the subconsultants. This system will also track and monitor the expenditure of the TxDOT Toll Equity Grant funds.
- 3.2 Prepare monthly invoices and progress reports. The monthly invoices will detail all GEC (prime & subconsultant) direct labor costs, overhead costs, direct expenses incurred for the reporting period and the overall project to date. The

monthly progress reports will include a series of narrative descriptions and graphs detailing tasks accomplished, issues of concern, schedule status, budget status, and future activities. Prior to submittal of this information to the CTRMA, the GEC will also perform a final review and acceptance of the invoices and progress reports. This final review will be conducted by the GEC Project Manager and the Project Engineer responsible for project controls; the final acceptance will be documented on the CTMRA Certification cover sheet prior to submittal to the CTRMA.

- 3.3 Prepare, administer and coordinate subcontracts with the GEC subconsultants. This will include preparation, administration & coordination of subconsultant work authorizations; meetings & correspondence with subconsultants; review / approval of subconsultant monthly invoices and progress reports to assure the payment requested is consistent with the progress made; documentation and processing of subconsultant monthly invoices for payment by the CTRMA; and maintenance of a budget tracking system (actual vs. planned) for all subconsultants.
- 3.4 Identify and develop additional Work Authorizations as required by the CTRMA. It is anticipated that five (5) additional Work Authorizations will be required in the immediate future (prior to December 31, 2004) which will include tasks associated with the following:
- Execution of the Regional Implementation Plan (including the eight Amendments approved by both the CTRMA Board of Directors and the Capital Area Metropolitan Planning Organization) which includes the following facilities:
 - US 183A: San Gabriel to SH 45 North
 - SE 45: SE US 183 to IH 35
 - US 290 phase of the "Y" in Oak Hill
 - US 183 / SH 71: IH 35 to the Airport
 - LP 1 US 290 to William Cannon and 2 DC's*
 - SH 45: LP 1 to FM 1626 (4 lanes)
 - SH 71 phase of the "Y" in Oak Hill
 - LP 360 RM 2244 to south of Walsh Tarlton
 - US 290: US 183 to SH 130
 - LP 360: LP 1 to US 290
 - Development of the CTRMA Toll Policy associated with the Regional Implementation Plan.
 - Implementation of a Context Sensitive Solution program for the Regional Implementation Plan.
 - Management and oversight of the selected Comprehensive Development Agreement (CDA) team for the US 183-A Turnpike.

- Development and management of feasibility studies for the facilities contained in the Regional Implementation Plan.

DELIVERABLES FOR THE GEC CORE STAFF AND PROJECT ADMINISTRATION:

- Schedules for CTRMA projects and assignments
- Correspondence for the CTRMA
- Technical Studies
- Reports and Whitepapers
- Documents associated with the CTRMA Board meetings
- Documents associated with the CTRMA Executive Committee meetings
- Documents associated with the CTRMA Planning Committee meetings
- Documents associated with the CTRMA Staff status meetings
- Documents associated with the internal GEC Team meetings
- Monthly invoices
- Monthly progress reports
- Work Authorization related to the execution of the Regional Implementation Plan
- Work Authorization related to the development of the CTRMA Toll Policy
- Work Authorization related to the implementation of a Context Sensitive Solution program
- Work Authorization related to the management & oversight of the CDA Development Team for the US 183-A Turnpike
- Work Authorization related to the development & management of feasibility studies of those facilities contained in the Regional Implementation Plan.

CT REC & US 183A
 HN Corporation - MANHOUR BREAKDOWN
 September 29, 2004

CTRMA
 WORK AUTHORIZATION NO. 31
 SUPPLEMENT NO. 1

GEC Core Staff and Project Administration

Task	Work Description	MANHOURS								TOTAL HRS
		A	B	C	D	E	F			
		(Labor Rates) \$	\$	\$	\$	\$	\$	\$	\$	
1.0 GEC Core Staff										
1.1	Scheduling	20	120							140
1.2	Correspondence	20	120							140
1.3	Technical Studies	80	480							820
1.4	Reports / White Papers	80	480			260				820
1.5	Coordination w/ Financial Team	200	240			260				820
1.6	Coordination w/ Legal Team	200	240							440
1.7	Coordination w/ General Public	40	240							440
1.8	Office Administration	400	1200					4160		280
										5760
2.0 Project Meetings										
2.1	CTRMA Board Meetings (12 total)	192	216							408
2.2	CTRMA Executive Committee Meetings (12 total)	96	48							144
2.3	CTRMA Planning Committee Meetings (12 total)	96	48							144
2.4	CTRMA Weekly Status Meetings (52 total) (includes 7 people; 2 hour meeting)	234	416	208		104				962
2.5	GEC Bi-weekly Coordination Meetings (26 total) (includes 7 people; 1 hour meeting)	52	104	52		26				234
3.0 Project Management / Administration										
3.1	Maintain internal project control system (12 months)		48							48
3.2	Prepare, review & approve monthly invoices & progress reports (12 total)	48	96							144
3.3	Administer subconsultant contracts (12 months total)		324						96	420
3.4	Identify & prepare additional Work Authorizations (5 total)	40	200	200		200				640

TOTAL GEC TEAM DIRECT LABOR		1798	4620	460	0	946	4160	11984
% Total by Classification		15.00%	38.53%	3.84%	0.00%	7.89%	34.71%	
Labor Costs	\$	125,860	\$ 277,200	\$ 23,000	\$ -	\$ 28,380	\$ 83,200	\$ 537,640
Overhead Costs	\$	193,233	\$ 425,585	\$ 35,312	\$ -	\$ 43,572	\$ 127,737	\$ 825,439
Total Labor & Overhead	\$	319,093	\$ 702,785	\$ 58,312	\$ -	\$ 71,952	\$ 210,937	\$ 1,363,079

C GEC & US 183A
 EN Corporation - MANHOUR BREAKDOWN
 September 29, 2004

CTRMA
 WORK AUTHORIZATION NO. 3.1
 SUPPLEMENT NO. 1

Direct Expenses	Cost	Remarks
Office Space (12 months)	\$ 63,619	Based on current monthly rate of \$5,301.62
Other Administration Expenses (12 months)	\$ 144,000	Assumes \$12,000.00 per month
Total Direct Expenses	<u>\$ 207,619</u>	
Total Labor & Overhead	\$ 1,363,079	
Total Direct Expenses	\$ 207,619	
Subtotal Project Costs	<u>\$ 1,570,698</u>	
Project Profit	\$ 204,462	
	15.00%	
Total	<u><u>\$ 1,775,160</u></u>	

EXHIBIT B

WORK AUTHORIZATION NO. 3.3 – SUPPLEMENT NO. 1

This Supplement No. 1 to Work Authorization No. 3.3 is made as of this 25th day of August, 2004, under the terms and conditions established in the AGREEMENT FOR GENERAL CONSULTING ENGINEERING SERVICES, dated as of September 15th, 2003 (the Agreement), between the Central Texas Regional Mobility Authority (Authority) and HNTB Corporation (GEC). This Supplement Work Authorization is made for the following purpose, consistent with the services defined in the Agreement:

Public Involvement for US 183A

The following terms and conditions of Work Authorization No. 3.3 are hereby amended, as follows:

Section A. - Scope of Services

A.1. GEC shall perform the following Services:

Please reference Attachment A – Scope of Work

A.2. The following Services are not included in this Supplement No. 1 to Work Authorization No. 3.3, but shall be provided as Additional Services if authorized or confirmed in writing by the Authority.

N/A

A.3. In conjunction with the performance of the foregoing Services, GEC shall provide the following submittals/deliverables (Documents) to the Authority:

N/A

Section B. - Schedule

GEC shall perform the Services and deliver the related Documents (if any) according to the following schedule:

Services defined herein shall be complete within 12 months from the date this Supplement No. 1 to Work Authorization No. 3.3 becomes effective.

Section C. - Compensation

C.1. In return for the performance of the foregoing obligations, the Authority shall pay to the GEC the amount not to exceed \$744,630, based on Attachment B – Fee Estimate. This will increase the not to exceed compensation amount for Work Authorization No. 3.3 from \$350,000 to \$1,094,630. Compensation shall be in accordance with the Agreement.

C.2. Compensation for Additional Services (if any) shall be paid by the Authority to the GEC according to the terms of a future Work Authorization.

Section D. - Authority's Responsibilities

The Authority shall perform and/or provide the following in a timely manner so as not to delay the Services of the GEC. Unless otherwise provided in this Work Authorization, the Authority shall bear all costs incident to compliance with the following:

N/A

Section E. - Other Provisions

The parties agree to the following provisions with respect to this specific Work Authorization:

N/A

Except to the extent expressly modified herein, all terms and conditions of the Agreement shall continue in full force and effect.

Authority: Central Texas Regional Mobility
Authority

GEC: HNTB Corporation

By: _____

By: _____

Signature: _____

Signature: _____

Title: _____

Title: _____

Date: _____

Date: _____

CENTRAL TEXAS RMA**ATTACHMENT A – SCOPE OF WORK****WORK AUTHORIZATION NO. 3.3 – SUPPLEMENT NO. 1****SERVICES TO BE PROVIDED BY THE GENERAL ENGINEERING CONSULTANT (GEC)****Public Involvement for US 183-A**

The scope of services for this Work Authorization shall include Public Involvement Services associated with the development of the US 183-A Turnpike.

In summary, this scope will entail those services require to assist the CTRMA in obtaining informed consent for the US 183-A Turnpike project by proactively implementing activities including public meetings and outreach efforts, elected officials briefings and outreach, media relations, audio/visual production, and strategic planning.

1.0 Public Outreach Plan**1.1 Refinement of the Public Outreach Plan**

The Public Outreach Plan for the US 183-A Turnpike project, originally developed under Work Authorization 3.3, will be updated to refine the goals and objectives of the public outreach program, audiences with whom communications should take place throughout the duration of the project, and potential community perspectives about design and construction issues. The plan will also be refined to enhance specific communication tools (print and web) to be used and determine scheduling for production, distribution and occurrences of communication elements. Refinements will also be made to the Communications Protocols to ensure communications with media, elected officials and open record requests are being processed efficiently and to the CTRMA's satisfaction.

2.0 Stakeholder / Public Meetings

- 2.1 The GEC will assist the CTRMA in preparing, conducting and documenting meetings with stakeholders and public that have an interest in the project. The meetings will serve to initiate or maintain relationships with these key individuals and surface any underlying issues about the project that may not be known. Targeted stakeholder groups could include neighborhood associations, business groups, civic organizations, and area public official groups. Sub-tasks include:

2.1.1 Public Meeting Preparations

The GEC will coordinate all arrangements for the public meetings including facilities, refreshments, presentations, exhibits, materials, etc.

2.1.2 Public Meeting Attendance / Facilitation

The GEC will provide staff to assist the CTRMA in conducting public meetings. This will include staff to greet people at the entrance, manage the sign-in sheets, distribute meeting handouts, and provide direction regarding the meeting specifics. Additionally, public involvement professionals from the GEC will facilitate meetings to ensure that they accomplish their objectives and reach clearly defined plans of action.

2.1.3 Public Meeting Documentation / Follow-up

The GEC will be responsible for providing formal documentation of the public meetings. This will include a copy of the sign in sheets and presentation materials, copies of completed comment forms, and a list of the questions asked by the attendees (and associated answers provided by the CTRMA). A list of follow-up action items and associated responsibilities will also be provided as part of this documentation.

2.2 Database / mailing list management

A contact database will continue to be developed / maintained by the GEC. All individuals who contact the project or attend a meeting will be added to the database. The database will serve as the mailing list for project-related materials, and will be augmented and updated as necessary throughout the project.

3.0 Public Officials Communications / Meetings

3.1 Public official communications

The GEC will assist the CTRMA in maintaining regular communications with elected and public officials as appropriate to keep them informed about project activities and progress. A listing of all local elected and appointed officials will be maintained for distribution of communication materials.

3.1.1 Meeting preparation

3.1.2 Meeting attendance

3.1.3 Meeting documentation / follow-up

3.1.4 Miscellaneous correspondence

4.0 Public Involvement Communication / Informational Materials

4.1 Web-site revision (general)

The current CTRMA website will be revised to incorporate modifications required to achieve a more user friendly interface. It will serve as a central repository for background data and up-to-date information about the project. As the project progresses, the site will expand to include project status information. The GEC will be responsible for the design of both content and graphics for the web-site; all information will be reviewed and approved by the CTRMA prior to inclusion on the web-site.

4.2 Web-site revision (toll tag portal)

The GEC will create a dedicated portion of the web-site to be utilized for the processing of toll tags. This portion of the web-site will allow for the purchase of toll tags, the payment of toll fees, and the payment of toll fines. The GEC will be responsible for the design of both content and graphics for this portion of the web-site; all information will be reviewed and approved by the CTRMA prior to inclusion on the web-site.

4.3 Web-site hosting / maintenance

A dedicated web-site will be maintained as a central repository for background data and up-to-date information about the project. The GEC will also host the web-site's operation.

4.4 Newsletter

A monthly newsletter will be continued to be generated to include general information about the status of the project. This document will be available on the CTRMA website, at the CTRMA offices, and upon request; it will also be distributed in response to initial requests for general information on the project.

4.5 Other printed materials

In addition to the newsletter, other printed materials will be produced to communicate various aspects of the project to various audiences, including presentation boards, brochures, fact sheets and postcards. Comment forms, sign-in sheets, speaker request forms, contact logs, and other documents also will be necessary. All materials will include a return address displaying the project office address, e-mail address and fax number. It is anticipated that these other printed materials will include:

4.5.1 Presentation boards

4.5.2 Brochures / fact sheets

4.5.3 Postcards

4.5.4 Meeting materials

4.5.5 Miscellaneous

5.0 Media Coordination

5.1 Media list

A media contact list will continue to be developed / maintained by the GEC. This list will include all media outlets to be used during the duration of the project for distribution of news releases and other materials. The list will include both print and electronic media. The list will be updated regularly as the project proceeds.

5.2 Media releases

At appropriate times during the Project, the GEC will prepare and distribute news releases to the media. All releases will be subject to CTRAM review and approval before being finalized and sent.

5.3 Media appearances/relations

At appropriate times, opportunities may be sought for television and radio coverage of project activities and progress. Additionally, the media may request interviews with CTRMA personnel. The GEC will solicit media coverage, schedule television and radio interviews, prepare interviewees and document all interview activities.

5.4 Media document tracking

The GEC will review local newspapers and periodicals and maintain a file of published articles about the project. Television and radio coverage of project activities also will also be obtained, as available. This information will be transmitted to the project office for review by CTRMA personnel on a regular basis to keep the project team informed about mass media activity; a file will also be maintained by the GEC. Videotapes and cassette tapes of broadcast coverage, as available, will be shared with team members as appropriate.

6.0 Public Involvement Coordination

6.1 Public Involvement Team Meetings

To ensure that all public involvement activities are being completed efficiently and consistently, bi-weekly meetings will be held. These meetings will include all members of the Public Involvement Team to discuss public activities, task assignments, project issues and communication strategies. The GEC will include CTRMA staff in this meeting to ensure that the CTRMA is aware of any significant issues, events or activities having a potential impact to the project.

6.2 Technical Team Coordination

To ensure that all public involvement activities are consistent with the technical aspects of the project, members of the GEC's technical staff will also attend the bi-weekly meetings of the GEC's Public Involvement Team.

DELIVERABLES FOR THE PUBLIC INVOLVEMENT FOR US 183-A:

- Revised Public Outreach Plan
- Documents associated with the Stakeholder / Public Meetings by the CTRMA
- Stakeholder / public contact database / mailing list and updates
- Documents associated with public official communications
- Revised web-site
- Web-site updates
- Monthly newsletter
- Presentation boards
- Brochures / fact sheets
- Postcards
- Media contact database / mailing list and updates
- Media releases
- Documents associated with media appearances by the CTRMA
- Media document tracking file

Task	Work Description	MANHOURS						TOTAL HRS
		A	B	C	D	E	F	
	(Labor Rates) \$	\$ 70.00	\$ 60.00	\$ 50.00	\$ 36.00	\$ 30.00	\$ 20.00	
Public Involvement for US 183-A								
1.0 Public Outreach Plan								
1.1 Refinement of Public Outreach Plan		40	80		160			280
2.0 Stakeholder / Public Meetings								
2.1 Meetings (assume 20 meetings)								
2.1.1 Meeting preparation		10	80		160			0
2.1.2 Meeting attendance / facilitation		80	80		160			250
2.1.3 Meeting documentation / follow-up		20	40		160			320
2.2 Database / mailing list management					96			220
3.0 Public Officials Communications / Meetings								
3.1 Public Official Communications (assume 20 meetings; 20 correspondence)								
3.1.1 Meeting preparation			40					40
3.1.2 Meeting attendance (assume GEC at 10 meetings)		40						40
3.1.3 Meeting documentation / follow-up		10	60					70
3.1.4 Miscellaneous correspondence		20	80					100
4.0 Public Involvement Communication / Information Materials								
4.1 Web-site revision (general)		40	80		160			280
4.2 Web-site revision (creation of portal for toll tag sales / processing)		40	80		240			360
4.3 Web-site hosting / maintenance (assume 52 weeks total)		80	160		416			656
4.4 Newsletter (assume 12 total)		24	96		288			408
4.5 Other printed materials								
4.5.1 Presentation Boards (assume 30 total)		30	120		240			390
4.5.2 Brochures / fact sheets (assume 2 total)		4	32		80			116
4.5.3 Postcards (assume 2 mailings total)		4	16		48			68
4.5.4 Meeting Materials (assume 20 meetings total)		4	20		80			104
4.5.5 Miscellaneous		40	40		120			200

Public Involvement for US 183-A

Task	Work Description	MANHOURS					
		A	B	C	D	E	F
5.0	Media Coordination						
5.1	Media list		24				24
5.2	Media releases (assume 4)	8	16		32		56
5.3	Media appearances / relations (assume 8)	16			32		48
5.4	Media document tracking (assume 52 weeks total)					208	208
6.0	Public Involvement Coordination						
6.1	Public Involvement Team Meetings (bi-weekly; 6 people per meeting; 2 hour mtg.)	104	104		104		0
6.2	Technical Team Coordination (bi-weekly; 1 person per meeting; 2 hour mtg.)		52				312
							52

TOTAL GEC TEAM DIRECT LABOR		% Total by Classification	
614	1300	400	2176
13.07%	27.67%	8.51%	46.32%
			4.43%
			0.00%

Category	Cost	Remarks
Labor Costs	\$ 42,980	\$ 78,000
Overhead Costs	\$ 65,987	\$ 119,753
Total Labor & Overhead	\$ 108,967	\$ 197,753
Direct Expenses		
Media Materials	\$ 60,000	
Reproduction / Meeting Materials	\$ 20,000	
Travel	\$ 2,000	
Miscellaneous	\$ 5,000	
Total Direct Expenses	\$ 87,000	
Total Labor & Overhead	\$ 50,706	\$ 198,605
Total Direct Expenses	\$ 20,000	\$ 6,240
Subtotal Project Costs	\$ 65,987	\$ 9,580
Project Profit	\$ 15,000	\$ 15,820
Total	\$ 744,630	\$ 571,852

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

RESOLUTION NO. 04-45

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 46 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 identified the proposed US 183-A turnpike as its initial project in the petition filed under the RMA Rules; and

WHEREAS, the CTRMA has prosecuted the development of the US 183-A project to the point where a CDA developer has been selected, an application for a TIFIA loan has been submitted, and preparations are being made to issue turnpike revenue bonds; and

WHEREAS, the projected financing for the US 183-A project has always contemplated an additional grant of financial assistance from TxDOT (in addition to the initial "toll equity" grant of \$12.7 million made to assist with development costs); and

WHEREAS, CTRMA staff and consultants have estimated the level of financial assistance needed from TxDOT to be approximately \$50 million;


NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of the CTRMA hereby approves of the submission to TxDOT of a Request for Financial Assistance pursuant to 43 Tex. Admin. Code §27.50 *et seq.*, in the approximate amount of \$50 million; and

BE IT FURTHER RESOLVED, that the Chairman and the Executive Director are authorized to execute such documents as are necessary to submit the Request for Financial Assistance to TxDOT on behalf of the CTRMA; and

BE IT FURTHER RESOLVED, that the CTRMA staff and consultants are authorized to take such actions as are necessary to prosecute the Request for Financial Assistance and to negotiate the terms of a Financial Assistance Agreement which shall be subject to the approval of the Board of Directors.

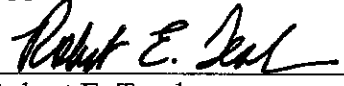
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of September, 2004.

Submitted and reviewed by:



C. Brian Cassidy
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Robert E. Tesch
Chairman, Board of Directors
Resolution Number 04-45
Date Passed 9/29/04

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

RESOLUTION NO. 04-46

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 46 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, on July 12, 2004, the CAMPO Transportation Policy Board approved amendments to its "2025 Transportation Plan" and the "Transportation Improvement Program" generally consistent with the proposed CTRMA/TxDOT Regional Implementation Program ("Program") and which reflect the funding of new capacity projects through tolling; and

WHEREAS, the CAMPO Board adopted several resolutions in connection with the July 12 vote which expressed the Board's desire that the CTRMA take certain actions in connection with its implementation of the Program, including the establishment of a process for receiving public input in the development of tolling policies; and

WHEREAS, in Resolution No. 04-35 the CTRMA Board of Directors indicated its intent to implement the CAMPO resolutions in the planning and implementation of projects in the Program; and

WHEREAS, in Resolution No. 04-36 the CTRMA specifically directed its staff and consultants to work with the CTRMA Planning Committee to develop recommendations on tolling policies and to provide an opportunity for public input in the course of developing those recommendations; and

WHEREAS, Resolution No. 04-36 also requires that the recommendations of the CTRMA Planning Committee be presented to the full Board of Directors for approval, and that prior to such approval the Board provide an opportunity for public comment on the policies recommended for adoption; and

WHEREAS, the CTRMA Planning Committee intends to have its recommendations concerning tolling polices completed on or before October 27, 2004, at which time they will be posted on the CTRMA website and otherwise made available to the general public; and


WHEREAS, the Board of Directors desires to establish a date and time for the receipt of public comment on the tolling policies which are recommended for adoption by the CTRMA Planning Committee;

NOW THEREFORE, BE IT RESOLVED, the CTRMA Board of Directors hereby directs the Executive Director to establish a date and time for a meeting at which the CTRMA Board of Directors will receive public comment on proposed tolling policies, and

BE IT FURTHER RESOLVED that a specific location for such meeting will be identified and will be posted in advance of such meeting in accordance with Texas Open Meetings Act.

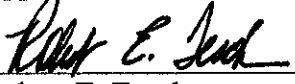
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of September, 2004.

Submitted and reviewed by:



C. Brian Cassidy
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Robert E. Tesch
Chairman, Board of Directors
Resolution Number 04-46
Date Passed 09/29/04

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

RESOLUTION NO. 04-47

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 46 Tex. Admin. Code § 26.01, *et. seq.* (the "RMA Rules"); and

WHEREAS, HB 3588, passed by the 78th Texas Legislature, authorizes regional mobility authorities to develop turnpike projects; 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 Board of Directors desires to retain one or more outside entities to provide toll integration services for CTRMA projects, including without limitation US 183-A and projects within the CTRMA/TxDOT Regional Implementation Program; and

WHEREAS, the Board of Directors desires that its Executive Director initiate the process for procuring toll integration services by drafting and issuing a request for proposals (RFP) to solicit responses from firms interested in providing such services, and to publish such RFP in accordance with the CTRMA's Policies and Procedures Governing Procurements of Goods and Services; and

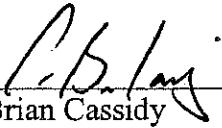
WHEREAS, the Board of Directors desires that the CTRMA Planning Committee interview some or all of the responding firms and make a recommendation to the full board as to the best-qualified firm to provide toll integration services to the CTRMA;

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of the CTRMA authorizes its Executive Director to cause to be drafted and issued a RFP for the provision of toll integration services; and

BE IT FURTHER RESOLVED, that the CTRMA Planning Committee shall interview some or all of the responding firms and make a recommendation to the full board as to the best-qualified firm to provide toll integration services to the CTRMA.

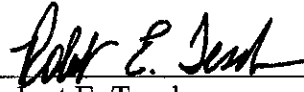
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of September, 2004.

Submitted and reviewed by:



C. Brian Cassidy
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Robert E. Tesch
Chairman, Board of Directors
Resolution Number 04-47
Date Passed 09/29/04

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

RESOLUTION NO. 04-48

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 46 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. 04-20 the Board of Directors found that marketing services relating to toll tags and the use of CTRMA projects were important to the operations of the CTRMA and of the US 183-A project; and

WHEREAS, the Board of Directors directed its staff to issue a Request for Proposals (RFP) for firms interested in providing marketing services to the CTRMA; and

WHEREAS, the staff caused an RFP to be issued on July 30, 2004 relating to the marketing of toll tags and public outreach efforts; and

WHEREAS, five firms submitted responses to the RFP; and

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

WHEREAS, CTRMA staff and advisors short-listed the number of firms to three and interviewed each of those firms on September 24, 2004; and

WHEREAS; based on their review of the responses and the interviews conducted the CTRMA staff and advisors recommend that the services of TateAustin be retained to provide marketing services;

NOW THEREFORE, BE IT RESOLVED, the CTRMA Board of Directors authorizes and approves of the retention of TateAustin to provide marketing services for the CTMRA; and

BE IT FURTHER RESOLVED, that the Executive Director is authorized to negotiate an agreement with TateAustin for the provision of marketing services and that such agreement may be executed upon the approval of the full CTRMA Board.

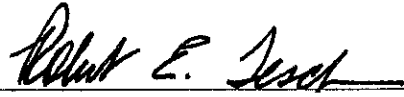
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of September, 2004.

Submitted and reviewed by:



C. Brian Cassidy
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Robert E. Tesch
Chairman, Board of Directors
Resolution Number 04-48
Date Passed 09/29/04

DEFERRED

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

RESOLUTION NO. 04-49

WHEREAS, the Texas Transportation Code authorizes the creation of a regional mobility authority for the purposes of constructing, maintaining, and operating one or more turnpike projects in a region of this state; and

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 46 Tex. Admin. Code § 26.01, *et. seq.* (the "RMA Rules"); and

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

WHEREAS, the Board of Directors generally holds monthly board meetings and such special board meetings from time-to-time as it deems necessary to conduct the business of the authority; and

WHEREAS, the Board of Directors desires to designate the anticipated dates and locations for its regular and special meetings for the remainder of 2004; and

WHEREAS, the Board of Directors desires to designate anticipated dates and locations for its regular meetings for the year of 2005;

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors hereby designates the dates and locations set forth on Attachment "A" as its tentative schedule for meetings during the remainder of 2004 and during 2005; and

BE IT FURTHER RESOLVED, that the Board of Directors may change its regular meeting dates as it deems necessary and may hold such special board meetings as are necessary to conduct the business of the authority.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of September, 2004.

Submitted and reviewed by:

C. Brian Cassidy
General Counsel for the Central
Texas Regional Mobility Authority

Approved:

Robert E. Tesch
Chairman, Board of Directors
Resolution Number 04-49
Date Passed 09/29/04

Attachment "A"

**2004-2005 Schedule for the
Central Texas Regional Mobility Authority
Board Meetings**

DATE	LOCATION
October 19, 2004 Board Work Session	TBD
October 27, 2004	Round Rock
December 8, 2004	TBD
January 5, 2005	TBD
January 26, 2005	LCRA
February 23, 2005	Round Rock
March 30, 2005	LCRA
April 27, 2005	Round Rock
May 25, 2005	LCRA
June 29, 2005	Round Rock
July 27, 2005	LCRA
August 31, 2005	Round Rock
September 28, 2005	LCRA
October 26, 2005	Round Rock
November 30, 2005	LCRA
December 28, 2005	Round Rock

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

RESOLUTION NO. 04-50

WHEREAS, the Central Texas Regional Mobility Authority ("CTRMA") is empowered to procure such goods and services as it deems necessary to assist with its operations and to study and develop potential transportation projects; and

WHEREAS, close scrutiny of CTRMA expenditures for goods and services, including those related to project development, is the responsibility of the Board of Directors and its designees through procedures the board may implement from time to time; and

WHEREAS, the Board of Directors has adopted policies and procedures intended to provide strong fiscal oversight and which authorize the Executive Director, working with the CTRMA's accountant, to review invoices and approve disbursements; and


WHEREAS, the Executive Director, working with the CTRMA's accountant, has reviewed and authorized the disbursements listed on the disbursements report titled "Summary of Expenditures" from August 20, 2004 to September 23, 2004, included herewith as Attachment "A";

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors accepts the Disbursements Report included as Attachment "A".

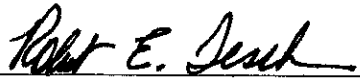
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of September, 2004.

Submitted and reviewed by:

Approved:



C. Brian Cassidy
General Counsel for the Central
Texas Regional Mobility Authority



Robert E. Tesch
Chairman, Board of Directors
Resolution Number 04-50
Date Passed 09/29/04

Central Texas Regional Mobility Authority

Attachment "A" to CTRMA Board Resolution No. 04-50
 Summary of Expenditures 8/20/04 - 9/23/04

<u>Vendor</u>	<u>Date</u>	<u>Check #</u>	<u>Description</u>	<u>Amount</u>
First Southwest Company	08/21/04	11143	Consulting	14,166.66
HNTB Corporation	08/21/04	11144	General Engineering Consultant	573,167.93
Owen Consulting	08/21/04	11145	Review of engineering bills	9,000.00
Kennedy Reporting Service, Inc.	09/01/04	11147	Board Meeting Minutes	520.20
Mike Heiligenstein	09/01/04	11148	Auto Allowance	650.00
Williamson County	09/01/04	ACH Debit	Executive Director Compensation	6,288.76
Forkner, Cynthia L	09/03/04	11146	Administrative Asst Compensation	391.01
Chase Bank	09/03/04	11149	Payroll Taxes for Admin Asst	210.48
CAMPO	09/03/04	11150	Contribution	4,500.00
Mike Heiligenstein	09/03/04	11151	Reimbursed expenses	104.76
Robert E. Tesch	09/03/04	11152	Reimbursed expenses	5,132.11
Meri Aaron Walker-Between the Lines	09/08/04	11153	CFO Recruiting	2,175.00
First Southwest Company	09/14/04	11154	Consulting	7,083.33
HNTB Corporation	09/14/04	11155	General Engineering Consultant	1,357,071.04
Locke Liddell & Sapp LLP	09/14/04	11156	Legal Fees	64,827.43
Owen Consulting	09/14/04	11157	Review of engineering bills	8,250.00
Williamson County	09/14/04	ACH Debit	Executive Director Compensation	6,092.61
Forkner, Cynthia L	09/17/04	11158	Administrative Asst Compensation	480.43
Chase Bank	09/17/04	11159	Payroll Taxes for Admin Asst	238.14
AT&T Wireless	09/17/04	11160	Cell Phone-Heiligenstein	626.86
C.N.A. Surety	09/17/04	11161	Insurance - Bonds	213.00
FormaDoc, Inc.	09/17/04	11162	Open meeting postings	40.00
Pena Swayze & Co., L.L.P.	09/17/04	11163	Accounting Fees	4,418.75
Prime Strategies, Inc.	09/17/04	11164	Consulting	1,789.40
				<u>2,067,437.90</u>