

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

RESOLUTION NO. 11-036

**Approve a Supplement to Atkins' Work Authorization #1 Concerning
Oversight by General Engineering Consultant of the Design/Build
Comprehensive Development Agreement for the Manor Expressway.**

WHEREAS, in Resolution No. 09-53, dated August 26, 2009, following the issuance of a Request for Qualifications and evaluation of responses thereto in accordance with CTRMA's procurement policies, the Board of Directors directed staff to enter into negotiations and finalize a General Engineering Consultant Services Agreement (the "GEC Agreement") with Post, Buckley, Schuh & Jernigan, Inc. (d/b/a PBS&J) ("PBS&J"); and

WHEREAS, effective December 31, 2009, CTRMA executed the GEC Agreement with PBS&J; and

WHEREAS, on April 1, 2011, following the merger of PBS&J and Atkins North America, Inc. ("Atkins"), PBS&J changed its name to Atkins and all rights and obligations of PBS&J under the GEC Agreement are now the rights and obligations of Atkins; and

WHEREAS, a proposed Supplemental Work Authorization No. 3 to Work Authorization No. 1 to the GEC Agreement ("Supplemental Agreement No. 3") is attached and incorporated into this Resolution as Attachment "A" and sets forth a Scope of Services for additional GEC services for project management services necessary to oversee the design and construction of the Manor Expressway (290 East) Phase II Project by Central Texas Mobility Constructors under a design/build comprehensive development agreement with CTRMA; and

WHEREAS, it is necessary that the Board of Directors approve Supplemental Agreement No. 3 and its execution by the Executive Director.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors hereby adopts and approves Supplemental Agreement No. 3 and the related Scope of Services in substantially the form attached hereto as Attachment "A"; and

BE IT FURTHER RESOLVED, that Supplemental Agreement No. 3 and the related Scope of Services may be finalized and executed by the Executive Director on behalf of the CTRMA and that Supplemental Agreement No. 3 may be amended from time to time by written amendment as deemed necessary the Board of Directors.

[Signatures appear on the following page]

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 27th day of April, 2011.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



James H. Mills
Vice Chairman, Board of Directors
Resolution Number: 11-036
Date Passed: 4/27/11

ATTACHMENT "A" TO RESOLUTION 11-036

**Supplemental Work Authorization No. 3
To Work Authorization No. 1**

[on the following 19 Pages]

EXHIBIT D
WORK AUTHORIZATION

**Supplemental Work Authorization No. 3 to
Work Authorization No. 1**

This Supplemental Work Authorization is made as of this 27th day of April, 2011, under the terms and conditions established in the AGREEMENT FOR GENERAL CONSULTING ENGINEERING SERVICES, dated as of January 4th, 2010 (the Agreement), between the **Central Texas Regional Mobility Authority** (Authority) and **Atkins North America, Inc.** (GEC). This Work Authorization is made for the following purpose, consistent with the services defined in the Agreement:

*Manor Expressway [290E Turnpike Project] Phase II
Design-Build Comprehensive Development Agreement Oversight Services*

Section A. - Scope of Services

A.1. GEC shall perform the following Services:

Please reference Attachment A – Services to be Provided by the GEC

A.2. The following Services are not included in this Supplemental Work Authorization, but shall be provided as Additional Services if authorized or confirmed in writing by the Authority.

Not applicable.

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

Please reference Attachment A – Services to be Provided by the GEC

Section B. - Schedule

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

Services defined herein are expected to be substantially complete within thirty nine (39) months from the date this Supplemental Work Authorization becomes effective. This Supplemental Work Authorization will not expire until all tasks associated with the Scope of Services are complete.

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 \$23,307,363, based on Attachment B -Fee Estimate. Compensation for Direct Expenses under this Work Authorization which are incurred as part of the work will be reimbursed on a Lump-Sum basis in the

amount of \$93,600.00 (with \$2,400.00 to be invoiced monthly based on an assumed thirty nine month Work Authorization duration). 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:

Please reference Attachment A – Services to be Provided by the GEC

Section E. - Other Provisions

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

Not applicable.

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: Atkins North America, Inc.

By: Mike Heiligenstein

By: _____

Signature: _____

Signature: _____

Title: Executive Director

Title: _____

Date: _____

Date: _____

**CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY
SUPPLEMENTAL WORK AUTHORIZATION NO. 3 TO
WORK AUTHORIZATION NO. 1
Atkins**

**ATTACHMENT A
SERVICES TO BE PROVIDED BY GEC**

GENERAL

The work to be performed by the General Engineering Consultant (GEC) will include project management services necessary to oversee the design and construction of the Manor Expressway (290 East) Phase II Project through the use of a Design/Build Comprehensive Development Agreement (D/B CDA). This will entail those professional services and associated deliverables required to complete the oversight activities associated with the management of the D/B CDA Developer (hereinafter referred to as the Developer).

The GEC will be the single point of contact between the CTRMA and Developer, acting as an extension of CTRMA staff by providing qualified technical and professional personnel to perform the duties and responsibilities assigned under the terms of this Agreement. The GEC shall not control the design and construction under the D/B CDA. Oversight reviews by the GEC will not relieve the Developer of sole responsibility for the means and methods of design and construction, or for health or safety precautions in connection with the work under the D/B CDA.

TASK 1 PROJECT MANAGEMENT (CODE 13730)

The GEC will provide staff to administer, manage, review and coordinate development of the Project. This staff will represent the CTRMA's interest as defined in the PDA. The GEC will develop and maintain a staffing plan for consistency and appropriate levels of Project staffing. Activities included in this task:

A. Project Management Plan (PMP)

This will include an update to the Project Management Plan to include the selected Developer's information. The component parts of the Project Management Plan (PMP) include:

- Project Administration
- Design quality management plan
- Construction quality management plan
- Maintenance management plan
- Comprehensive Environmental Protection Program
- Public information and communications
- Safety
- Communications management
- Right of Way Acquisition management
- Cost management

B. Project Administration

- Review and report on the Developer's submittals of records and reports including:
 - weekly payroll
 - statement of wage compliance
 - requests for payment of materials on hand
 - DBE compliance and/or other reports and records as required for the Project by TxDOT and or FHWA

- Report Project progress and issues in a timely manner
- Review, monitor, and report on Developer's Project schedule
- Review and submit a report on the Developer's as-built plans
- Maintain accurate records of the costs involved in potential change order work. These records will include labor and equipment times and materials installed (temporary or permanent) in the portion of the work in dispute.
- Assist in the surveillance of the Developer's compliance with contract requirements. The GEC is responsible for reviewing, monitoring, evaluating, and acting upon documentation required for Comprehensive Development Agreement (CDA) compliance and maintaining the appropriate files thereof. Typical areas of compliance responsibility include EEO Affirmative Action, DBE, OJT positions and number of hours, and payroll and subcontracts.
- Provide compliance oversight of third party agreements and development permits including:
 - Dewatering permits
 - NPDES permits
 - Demolition permits
 - Noise permits
 - Corps of Engineer permits

C. Project Coordination

- Work with CTRMA, TxDOT, Developer, third party consultants, utility companies, public agencies, contractors and the general public to coordinate Project development
- Coordinate the details of and participate in Project's partnering meeting to be held shortly after notice to proceed has been given to the Developer

D. Sub-Consultants

- Coordinate, contract, and provide oversight for any required sub-consultants

E. Program Reporting

- Prepare and issue monthly reports on the Project's status which will document any issues, delays encountered, and corrective actions as necessary
- Provide a monthly update to CTRMA on key milestones accomplished during the preceding month, meetings and key activities for the upcoming month, and identify outstanding issues requiring resolution
- Track, monitor, and report on contracts and budgets for the GEC and sub consultants
- Track, monitor, and prepare reports on DBE/HUB utilization for Developer's DBE/HUB program

F. Project Schedule

The GEC will provide staff to coordinate the Project scheduling efforts. Specific activities include:

- Evaluate, monitor, and verify, the Developer's Project schedule (baseline and updates)
- Report and verify the Developer's progress and upcoming milestones on a monthly basis to CTRMA
- Identify, catalog, and archive Baseline Schedule and schedule revisions. Evaluate time impacts and report recommendations to CTRMA

G. Change Order Processing & Management

- Provide review of potential change orders on the Project and process in accordance with the CDA and coordinate with external agencies as required
- Review change order cost estimates prepared by the Developer, evaluate Developer claims for extension of time, and provide comments to CTRMA
- Maintain log and retain all documents associated with potential change orders
- Prepare status reports and presentation for the Dispute Resolution Board

H. Dispute/Claims Support

- Assemble supporting documentation, review, analyze and provide recommendations to CTRMA on the Developer's submittal of a dispute
- Review, analyze and make recommendations to CTRMA on the Developer's claim package submittal
- Participate as needed in preparation and presentation to Dispute Resolution Board

I. Project Meetings & Documentation

The GEC will facilitate the following Project meetings to assess progress, schedule, and quality of services being provided as well as identify issues:

- Project Progress Meetings (Weekly)
- Issue Resolution Meetings (As Needed)

In addition, the GEC will participate in Developer's meetings:

Partnering

- Initial Partnering Workshop(Start-up)
- Additional Partnering Workshops(As needed)

Design Phase

- Roadway, Drainage, Utilities, Environmental Compliance(Weekly)
- Maintenance of Traffic(Weekly)
- Structures, Signals, ITS, Illumination, Geotechnical(Bi-weekly)
- Toll System Integrator Coordination(Monthly)
- Design Leads(Weekly)
- Quality Assurance(Monthly)
- Design Submittal Review Meetings(Prior to submittals)

Construction Phase

- Utilities(Weekly)
- Quality Assurance(Bi-weekly)
- Maintenance of Traffic(Weekly)
- Public Information(Weekly)
- Environmental Compliance(Weekly)

Oversight, Scheduling, and Coordination

- 4-Week Rolling Schedule Review(Weekly)
- Staffing Meeting(Monthly)

- Steering Committee(Bi-Weekly)
- Executive Management(Quarterly)

J. Documentation

The GEC will prepare agendas, meeting minutes, action items and follow-up action item status for each of the GEC Project meetings and distribute to attendees and appropriate personnel.

K. Document Controls

- Develop and implement a document control plan
- Maintain Project files for the duration of the Project
- Transfer program files to CTRMA upon completion of the work or as directed by the CTRMA
- Import documents into the CTRMA Electronic Document Management System (EDMS) as necessary

L. Tracking Database

- Maintain the tracking database for correspondence, transmittals, requests for information, meeting minutes, action items, submittals, Inspector daily reports, Project diary, Project schedule, change orders, pay estimates, lien waivers, shop drawings, working drawings, erection drawings, catalog cut sheets, mix designs, non-conformance reports, payment certifications, Insurance and Bonds, issues, material test data, schedules, audits, related technical data, and issues associated with the Project.

M. Data Backups

- Perform backup of Project database on a daily basis

N. Document Distribution

- Assign identification coding to incoming and outgoing Project related documentation and perform entry into the EDMS
- Prepare, manage, record, distribute and archive documentation of Project activities, progress, and related communications
- Log and track submittals and deliverables

O. Trust Indenture Obligations

- Prepare a Quarterly Report with an Executive Summary that provides a comprehensive summary of the monthly reports and the overall Project progress

P. Response to Open Records Requests

- Perform retrieval of documents as a result of open records requests.

Q. Mail Services

- Provide mail services for the Project (US, Priority, Courier, Internal and External).

TASK 2 – DESIGN OVERSIGHT (CODE 13730)

This will include the work required to oversee that the design of the Project is completed in accordance with the PDA and the CDA.

Design oversight efforts will focus on coordination with the Developer's design process to provide monitoring and oversight of reasonable compliance with contract obligations and sound engineering practices. The following activities are included:

A. Design criteria

The GEC will work with the Developer to establish the design criteria to be used by the design team in the production of the construction plans.

B. Schematic development

The GEC will oversee that the schematic plan development proceeds in accordance with the basic configuration provided in the CDA as a part of the 30% plan review. Variances from the basic configuration will be tracked and resolved through the partnering process. The GEC will identify opportunities for changes to the schematic to accommodate Project goals. These opportunities will be coordinated with the Developer, CTRMA, TxDOT, and FHWA.

C. Production schedule

The GEC will work with the Developer to provide GEC staffing levels accommodate the Developers proposed design production schedule. The Developer's production schedule will be coordinated with the CTRMA, TxDOT, and FHWA to keep Project stakeholders informed of key milestone dates and design reviews schedules.

D. Work group meetings

This task includes the attendance of the Developer's design work group meetings. In these meetings, the GEC will stay informed of design development issues and provide guidance to the Developer when required.

E. Design reviews

After a design submittal has been through the design quality control and the design quality assurance reviews, the GEC will perform a design quality oversight review. This review will:

- Audit records to verify compliance with the approved DQMP
- Check and review compliance with the CDA
- Audit design to confirm all previous review comments have been incorporated

The mandatory design reviews include:

- 30% plans
- 65% plans
- 100% plans

Other design reviews may include:

- Early release construction plans
- Over the shoulder reviews
- Request for information (RFI) submittals
- Shop and working drawing reviews

F. Design acceptance

Once the Developer has incorporated all comments from the Final (100%) Design Submittal and resolved all concerns, the Developer will submit the Final Design Package for acceptance. The GEC will review the acceptance package for the following components:

- Design plans
- Design calculations
- Design reports
- Specifications for construction
- Electronic files
- Government and utility owner approvals
- Design quality assurance firm certification of compliance with the DQMP and the CDA

TASK 3 – CONSTRUCTION OVERSIGHT (CODE 13730)

The GEC will provide professional services associated with construction oversight including the construction engineering and inspection in accordance with the PDA. The GEC will provide qualified technical and professional personnel to perform this task. The GEC shall not interfere with the Developer's work effort or productivity. Construction Oversight by the GEC will not relieve the Developer of sole responsibility for the means and methods of the construction of the Project.

The GEC will perform oversight and the CTRMA will pay for all costs of the GEC's construction oversight services. In performing this task, the GEC shall not direct, manage, or control the Developer's design and construction work activities.

Construction oversight efforts will focus on coordination with the Developer's construction process to provide monitoring and oversight of reasonable compliance with contract obligations, sound engineering practices and regulatory requirements. The GEC will develop the construction Quality Assurance Plan (QAP) which will be incorporated by reference into the Developer's Construction Quality Management Plan (CQMP). The following activities are included:

A. Construction Oversight Inspections

- Perform and report construction inspections
- Review and report final documentation of construction quantities in support of Developer draw requests
- Maintain diaries, logs, and records for a record of the Developer's progress
- Provide a digital photo log of the Project area during construction, with heavy emphasis on areas with potential claim items/issues and on areas of real/potential public controversy

B. Traffic Control

- Issue deficiency reports to the Developer on any non-compliance of traffic control devices or layouts
- Coordinate with the Developer, affected third parties, interested agencies, emergency responders and CTRMA for major traffic disruptions
- Track lane rental fees
- Attend meetings pertaining to the traffic control and maintenance of traffic that are held by the Developer, or interested parties

C. Requests for Information (RFI) and Non-Conformance Report Processing and Management

- Review and comment on Project RFIs
- Prepare and manage Non-Compliance Reports (NCRs) for non compliant work
- Maintain, log and retain all documents associated with RFIs and NCRs

D. Shop Drawing / Submittals Processing and Management

- Review shop drawings, erection drawings, working drawings, samples, material and product certifications, and catalog cuts and brochure submittals for general conformance with the design plans and specifications submitted by the Developer. Check that the Engineer of Record has provided required approvals.
- Maintain, log and retain all documents associated with shop drawings
- Coordinate with the Developer

E. Developer Draw Requests

- Review completeness of Developer's submittal, including:
 - Cover sheet
 - Monthly progress report
 - Certification by design quality assurance manager and construction quality control manager
 - Report of personnel hours
 - Progressed schedule of values
 - DBE utilization report
 - Cash flow and payment curves
 - Updated Project schedule
 - Waiver of liens from previous draw requests
 - Material on hand invoices
 - Lane rental fee report
- Evaluate that the request accurately reflects monies due for acceptable work completed
- Notify the CTRMA of amount approved for payment

F. Right-of-Way/Utility Oversight

The GEC will provide oversight, coordination, and assistance for right-of-way and utility related activities. Specific activities include:

- Provide information to the Developer concerning previous land acquisition negotiations with certain property owners along the Project corridor
- As requested, coordinate the preparation of Eminent Domain packages to be submitted by the Developer in relation to land acquisition
- Review utility plans for compliance with the TxDOT Utility Accommodation Policy, compatibility with the Project features, betterment inclusion and constructability
- Provide oversight review of location, materials, and backfilling of trenches associated with utility adjustments; not responsible for actual location of utilities
- Participate in meetings as necessary to effectively manage the utility coordination process
- Schedule periodic meetings with utility owner's representatives for coordination purposes
- Meet with the Developer as necessary to resolve matters relating to schedules, utility identification, design changes, conflict resolution, and negotiation with utility owners

- Assist Developer with negotiating the details of utility agreements with the utility companies. Details will include any necessary betterment percentages, indirect costs, plans, estimates and schedules for the utility companies' activities
- Review of utility adjustment agreements including plans, estimates, and property interest
- Review of claims of unidentified utilities submitted by the Developer
- Monitoring payments from Developer to utility owners for utility adjustments
- Provide utility construction monitoring and verification
- Monitor and report utility adjustment status

G. Survey Support

- Perform miscellaneous spot checks as needed during the duration of the Project

H. General Technical Support

The GEC will provide technical support and management assistance as required by the CTRMA toward the successful completion of the Project; including:

- Advise the CTRMA on matters of engineering related to interpretation of design details, construction techniques and procedures, specifications, standard construction details, and construction plans prepared by the Design Engineer(s)
- Seek clarifications from the Design Engineer(s) when necessary on the intent reflected in the design plans and specifications. The Engineer of Record will remain responsible for design related services

I. CTRMA Construction Coordination Support

The GEC will support CTRMA in coordination and any interlocal agency agreements including exhibit preparation and supporting document preparation and assembly with the following agencies:

- Texas Department of Transportation (TxDOT)
- Federal Highway Administration (FHWA)
- Capitol Area Metropolitan Planning Organization (CAMPO)
- City of Austin
- Travis County
- Local Municipalities and Municipal Utility Districts
- Other Agencies as identified and as directed by CTRMA

J. Notice of completion

When the Project is complete the GEC will:

- Coordinate with the Developer and TxDOT in the generation of a punch list
- Inspection of punch list completion
- Verify there are no outstanding claims related to the Developer's work
- Provide a Notification of Completion to the CTRMA.

TASK 4 – MATERIALS ACCEPTANCE TESTING (CODE 13730)

The GEC will provide Quality Acceptance testing of materials incorporated into the project, coordinate materials testing operations, and review Material Test Reports. Materials Testing procedures will include:

A. Quality Acceptance

- Provide a Qualification Program for materials utilized by the project for the construction of the Project in accordance with the Quality Acceptance Program (QAP)
- Approve Developer's procedures and requirements for handling, storage, shipping, and preservation of materials incorporated into the work; including Corrective Action procedures for test or inspection failures, malfunctions or deficiencies
- Submit construction Quality Acceptance Material Certification letter monthly to CTRMA
- All material test results will be reviewed by the Construction Manager

B. Verification

- Implement a testing plan in compliance with TxDOT's Guide Schedule of Sampling and Testing for the Project
- Perform the testing of construction materials utilized on the project
- Prepare and manage Non-Compliance Reports (NCRs) for failing tests as appropriate
- Prepare control charts for applicable test values
- Provide materials advice as deemed necessary
- Maintain a material testing data base
- Review mill and shop inspection and laboratory tests and field tests of construction materials performed by the testing engineer and the off-site materials testing agency

C. Independent Assurance Program

- Implement the Independent Assurance (IA) program which evaluates all sampling and testing procedures, personnel, and equipment used as part of an acceptance decision
- Maintain documentation of all qualified individuals who perform required tests for acceptance of materials
- Verify that laboratories are qualified to perform testing
- Compose an annual report that will be submitted to TxDOT summarizing the results of the systems approach IA program

TASK 5 – ENVIRONMENTAL COMPLIANCE (CODE 13730)

The GEC will provide staff to review and report on the Developer's environmental compliance efforts. Specific activities include:

- Oversight review and audits of the Developer's Comprehensive Environmental Protection Program (CEPP)
- Review of environmental site assessments (ESAs) submitted by the Developer for right of way (ROW) parcels for the Project, as required
- Review of Phase II ESA proposed scopes of work and Investigative Work Plans for ROW parcels with potential Recognized Environmental Conditions discovered during the ESA process, as required
- Review and approve Developer's HAZMAT Plan
- Review letters to Affected Property Owners and meet with concerned citizens to discuss environmental issues, as required
- Review Archeological and Historic Property Phase I and II survey reports, Test /Data Recovery Plans and reports, and SHPO-FRHP nomination packages, as required
- Review design plans and design changes for conformance with environmental commitments

- Develop and maintain database to track and verify environmental commitments documented in the Environmental Documents and for permit compliance
- Monitor the Developer's activities to determine if environmental encounters are being promptly reported and managed in accordance with the CEPP, and applicable laws and regulations

TASK 6 - PUBLIC INVOLVEMENT (CODE 13750)

The GEC will provide staff as needed to support the CTRMA with the administration, management, and coordination of the overall D/B CDA public involvement oversight efforts. The GEC has included an allowance in Exhibit B to cover some public involvement activities such as:

A. Public Information and Project Updates

Public outreach concerning Project information and construction updates, including:

- Work with the Developer to develop Public Information Plan (PIP) for the Project
- Respond to public inquiries regarding the Project, specifically with the use of an e-mail hotline address

B. Public Outreach Support

Coordinate various public outreach meetings and events, as requested by the CTRMA; including:

- Small meetings and one-on-ones with stakeholders
- Project tours for visitors and other delegations

C. Media Outreach Support

Assist the CTRMA, as requested, with the following public and media outreach tasks:

- Provide content for updates on the CTRMA'S Project web site
- Issuance of Developer's public notices of traffic phase changes and local road detours and closures through the TxDOT District office
- Respond to media inquiries
- Respond to open record requests

LIST OF ASSUMPTIONS

A. Project Scope

The services provided by the GEC as described in this Work Authorization are based upon the Project scope as defined in the CDA scope of work and technical provisions.

B. Project Schedule

The services provided by the GEC as described in this Work Authorization are based upon the Project schedule as provided by the Developer in its proposal. Factors that affect the budget of this Work Authorization include:

- Design complete 250 calendar days after NTP
- Construction start 59 calendar days after NTP (excludes utility adjustments)
- Substantial completion 955 calendar days after NTP

- Planned construction shifts 5 days a week (with certain expected exceptions)
- Majority of operations requiring lane closures or road closures will occur at night

C. Project Vehicles

Vehicles will not be invoiced separately as they are included in the billing rate multiplier. Staff assigned to temporary duty on the Project will be reimbursed for personnel or rental vehicle usage in accordance with Exhibit C.

D. Staff Labor and Overhead Rates

Hourly rates and overhead rates shown in Exhibit B are estimates or averages used for the purpose of establishing the not to exceed budget for this work authorization. The actual rates used will be in accordance with Section 4, Compensation in the Agreement.

[END OF ATTACHMENT]

**Attachment B - Fee Estimate
Manor Expressway - CDA Oversight Estimate
2011 - 2014**

**GEC Project Oversight - Manor Expressway
Summary Costs**

| | | |
|--------------------------------------|--------------|----------------------|
| Task 1 - Project Management | \$ | 4,553,843 |
| Task 2 - Design Oversight | \$ | 4,789,529 |
| Task 3 - Construction Oversight | \$ | 11,060,679 |
| Task 4 - Material Acceptance Testing | \$ | 2,136,082 |
| Task 5 - Environmental Compliance | \$ | 303,878 |
| Task 6 - Public Involvement | \$ | 369,752 |
| Total Expenses | \$ | 93,600 |
| | TOTAL | \$ 23,307,363 |

**GEC Project Oversight - Manor Expressway
Costs by Subconsultant**

| | | |
|--------------------------------|--------------|---------------------|
| Kfrieese and Associates, Inc. | \$ | 1,407,647 |
| Group Solutions RJW | \$ | 346,752 |
| Bury Partners | \$ | 539,479 |
| McGray & McGray | \$ | 25,920 |
| Loomis Partners, Inc. | \$ | 72,071 |
| Rodriguez Transportation Group | \$ | 741,980 |
| Rodriguez Engineering Lab | \$ | 818,185 |
| Terracon | \$ | 40,200 |
| Pave Tex | \$ | 1,317,897 |
| Kleinfelder | \$ | 20,000 |
| HVJ Associates, Inc. | \$ | 117,680 |
| | TOTAL | \$ 5,447,811 |

**GEC Project Oversight - Manor Expressway
Costs by DBE Firm**

| | | |
|--------------------------------|--------------|---------------------|
| Kfrieese and Associates, Inc. | \$ | 1,407,647 |
| Group Solutions RJW | \$ | 346,752 |
| Pave Tex | \$ | 1,317,897 |
| Rodriguez Transportation Group | \$ | 741,980 |
| Rodriguez Engineering Lab | \$ | 818,185 |
| McGray & McGray | \$ | 25,920 |
| HVJ Associates, Inc. | \$ | 117,680 |
| | TOTAL | \$ 4,776,061 |

Attachment B - Fee Estimate
Manor Expressway - CDA Oversight Estimate
2011 - 2014

| Month | Jan-11 | Feb-11 | Mar-11 | Apr-11 | May-11 | Jun-11 | Jul-11 | Aug-11 | Sep-11 | Oct-11 | Nov-11 | Dec-11 | 2011 Monthly Rate | 2011 Burden Rate | 2011 Sum | 2011 Total Dollars |
|--|--------|--------|--------|--------|--------|--------|--------|--------|--------|--------|--------|--------|-------------------|------------------|----------|--------------------|
| TASK 1 - PROJECT MANAGEMENT | | | | | | | | | | | | | | | | |
| 1 | 0 | 0 | 0 | 0 | 32 | 32 | 32 | 32 | 32 | 32 | 32 | 32 | \$40,240 | \$31,960 | 288 | \$47,480.40 |
| 2 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 3 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 4 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 5 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 6 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 7 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 8 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 9 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 10 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 11 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 12 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| TASK 2 - DESIGN OVERSIGHT | | | | | | | | | | | | | | | | |
| 1 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 2 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 3 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 4 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 5 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 6 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 7 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 8 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 9 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 10 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 11 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 12 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| TASK 3 - CONSTRUCTION OVERSIGHT | | | | | | | | | | | | | | | | |
| 1 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 2 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 3 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 4 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 5 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 6 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 7 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 8 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 9 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 10 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 11 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 12 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| TASK 4 - MATERIALS ACCEPTANCE TESTING | | | | | | | | | | | | | | | | |
| 1 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 2 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 3 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 4 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 5 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 6 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 7 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 8 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 9 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 10 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 11 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 12 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| TASK 5 - PUBLIC INVOLVEMENT | | | | | | | | | | | | | | | | |
| 1 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 2 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 3 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 4 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 5 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 6 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 7 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 8 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 9 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 10 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 11 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| 12 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | \$0 | \$0 | 0 | \$0 |
| TOTAL | 0 | 0 | 0 | 0 | 32 | 32 | 32 | 32 | 32 | 32 | 32 | 32 | \$40,240 | \$31,960 | 288 | \$47,480.40 |

TASK 1 - PROJECT MANAGEMENT
 Task 1 - Project Management 2011 \$975,642.46
 Task 2 - Design Oversight 2011 \$2,600,822.56
 Task 3 - Construction Oversight 2011 \$1,551,894.78
 Task 4 - Materials Acceptance Testing 2011 \$372,501.86
 Task 5 - Environmental Compliance 2011 \$86,952.34
 Task 6 - Public Involvement 2011 \$85,348.09
 GEC Expenses 2011 \$115,059.99

Attachment B - Fee Estimate
 Manor Expressway - CDA Oversight Estimate
 2011 - 2014

| CDA Oversight Expenses | | |
|-------------------------------|-----------------------|---|
| <u>Expense</u> | <u>Monthly Amount</u> | <u>Comments</u> |
| Mileage | \$ 1,000.00 | 5 people at 100 miles/week each (\$0.50/mile) |
| Parking | \$ 400.00 | 5 people at \$20/week each |
| Scanner | \$ 500.00 | Assume \$500/month lease |
| Document Control Software | \$ - | Assume McLaren software will be used |
| Office Supplies | \$ 500.00 | Assume \$500/month |
| Total Monthly Expenses | \$ 2,400.00 | |

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

RESOLUTION NO. 11-037

**Approve a Change Order to the 183A Phase II Contract with Webber LLC
to Install Two Underground Utility Encasements.**

WHEREAS, by Resolution No. 09-81, dated December 17, 2009, the Board of Directors awarded a construction contract for 183A Phase II Project (the "Project") to W.W. Webber LLC ("Webber"), and authorized and directed the Executive Director to finalize and execute a contract with Webber for provision of those services; and

WHEREAS, Contract No. 10183A24601C for construction of the Project (the "Contract") was fully executed by CTRMA and Webber and became effective on February 1, 2010; and

WHEREAS, CTRMA staff and its general engineering consultant have requested that Webber prepare and submit a proposal to install two underground utility encasements under Hero Way and the 183A mainlanes on the north side of RM 2243 in connection with the construction of the Project; and

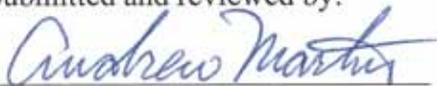
WHEREAS, because the additional cost of Change Order No. 14 exceeds \$150,000.00, the Board of Directors must approve this proposed change order.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves the proposed Change Order No. 14 in the form or substantially the same form attached as Attachment "A;" and

BE IT FURTHER RESOLVED, that Change Order No. 14 may be finalized and executed by the Executive Director on behalf of CTRMA if and when the Executive Director receives a binding commitment from one or more of the ultimate users of encasements to reimburse CTRMA for its costs to install the encasements.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 27th day of April, 2011.

Submitted and reviewed by:


Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:

James H. Mills
Vice Chairman, Board of Directors
Resolution Number: 11-037
Date Passed: 4/27/11

ATTACHMENT "A" TO RESOLUTION 11-037

Draft Work Authorization #14

[Following 3 Pages]



Central Texas Regional
Mobility Authority

CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY
DRAFT CHANGE ORDER NUMBER: 14

DRAFT

- 1. CONTRACTOR: Webber LLC
- 2. Change Order Work Limits: Sta. N/A to Sta. N/A
- 3. Type of Change(on federal-aid non-exempt projects): N/A (Major/Minor)
- 4. Reasons: 3F (In order of importance - Primary first)
- 5. Describe the work being revised:

5a. Install encasement pipes for future utilities

| | |
|---------------------|--------------------------|
| Project Name | <u>183A Phase II</u> |
| Contract Name | <u>183A Phase II</u> |
| Contract Award Date | <u>December 21, 2009</u> |
| Contract Number: | <u>10183A24601C</u> |

- 6. Work to be performed in accordance with Items: as noted in Table B attached, Special Provision
- 7. New or revised plan sheet(s) are attached and numbered: N/A
- 8. New general notes to the contract are attached: Yes No
- 9. New Special Provisions to Items 476 No. 001 and Special Specification Item N/A are attached.

Each signatory hereby warrants that each has the authority to execute this Change Order (CO).

| | | | | | | | | | |
|---|---|--------------------------|------------------------|----------------------------------|-----------------------|------------------------------------|---------------------|-----------------------------------|------------------------|
| <p><i>The contractor must sign the Change Order and, by doing so, agrees to waive any and all claims for additional compensation due to any and all other expenses; additional changes for time, overhead and profit; or loss of compensation as a result of this change.</i></p> <p>THE CONTRACTOR Date _____</p> <p>By _____</p> <p>Typed/Printed Name _____</p> <p>Typed/Printed Title _____</p> | <p>The following information must be provided</p> <p>Time Ext. #: <u>N/A</u> Days added on this CO: <u>0</u></p> <p>Amount added by this change order: <u>\$270,791.08</u></p> <hr/> <p>For CTRMA use only:</p> <table style="width: 100%;"> <tr><td>Original Contract Amount</td><td style="text-align: right;"><u>\$75,792,413.92</u></td></tr> <tr><td>Previous Change Orders #01 - #13</td><td style="text-align: right;"><u>(\$259,297.39)</u></td></tr> <tr><td>Amount added by this change order:</td><td style="text-align: right;"><u>\$270,791.08</u></td></tr> <tr><td>Revised contract amount to- date:</td><td style="text-align: right;"><u>\$75,803,907.61</u></td></tr> </table> | Original Contract Amount | <u>\$75,792,413.92</u> | Previous Change Orders #01 - #13 | <u>(\$259,297.39)</u> | Amount added by this change order: | <u>\$270,791.08</u> | Revised contract amount to- date: | <u>\$75,803,907.61</u> |
| Original Contract Amount | <u>\$75,792,413.92</u> | | | | | | | | |
| Previous Change Orders #01 - #13 | <u>(\$259,297.39)</u> | | | | | | | | |
| Amount added by this change order: | <u>\$270,791.08</u> | | | | | | | | |
| Revised contract amount to- date: | <u>\$75,803,907.61</u> | | | | | | | | |

RECOMMENDED FOR EXECUTION:

HNTB GEC Project Manager Date

CTRMA, Director of Engineering Date
 APPROVED REQUEST APPROVAL

HNTB GEC Construction Manager Date

CTRMA, General Counsel Date
 APPROVED REQUEST APPROVAL

CTRMA, Executive Director Date
 APPROVED REQUEST APPROVAL

CHANGE ORDER REASON(S) CODE CHART

| | |
|---|---|
| <p>1. Design Error or Omission</p> | <p>1A. Incorrect PS&E 1B. Other</p> |
| <p>2. Differing Site Conditions (unforeseeable)</p> | <p>2A. Dispute resolution (expense caused by conditions and/or resulting delay) 2B. Unavailable material 2C. New development (conditions changing after PS&E completed) 2D. Environmental remediation 2E. Miscellaneous difference in site conditions (unforeseeable)(Item 9) 2F. Site conditions altered by an act of nature 2G. Unadjusted utility (unforeseeable) 2H. Unacquired Right-of-Way (unforeseeable) 2I. Additional safety needs (unforeseeable) 2J. Other</p> |
| <p>3. CTRMA Convenience</p> | <p>3A. Dispute resolution (not resulting from error in plans or differing site conditions) 3B. Public relations improvement 3C. Implementation of a Value Engineering finding 3D. Achievement of an early project completion 3E. Reduction of future maintenance 3F. Additional work desired by the CTRMA 3G. Compliance requirements of new laws and/or policies 3H. Cost savings opportunity discovered during construction 3I. Implementation of improved technology or better process 3J. Price adjustment on finished work (price reduced in exchange for acceptance) 3K. Addition of stock account or material supplied by state provision 3L. Revising safety work/measures desired by the CTRMA 3M. Other</p> |
| <p>4. Third Party Accommodation</p> | <p>4A. Failure of a third party to meet commitment 4B. Third party requested work 4C. Compliance requirements of new laws and/or policies (impacting third party) 4D. Other</p> |
| <p>5. Contractor Convenience</p> | <p>5A. Contractor exercises option to change the traffic control plan 5B. Contractor requested change in the sequence and/or method of work 5C. Payment for Partnering workshop 5D. Additional safety work/measures desired by the contractor 5E. Other</p> |
| <p>6. Untimely ROW/Utilities</p> | <p>6A. Right-of-Way not clear (third party responsibility for ROW) 6B. Right-of-Way not clear (County responsibility for ROW) 6C. Utilities not clear 6D. Other</p> |

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

RESOLUTION NO. 11-038

Approve a Contract Amendment with Telvent USA Corporation to Revise the Scope of Services and Implementation Schedule and Authorize Additional Payment for Work Related to Installation of Toll Collection and Intelligent Transportation System Equipment on the Manor Expressway, and Under the Amended Contract Approve Work Authorization #6 for Work Related to the Manor Expressway.

WHEREAS, the Central Texas Regional Mobility Authority (the "Authority") entered into a contract with Caseta Technologies, Inc. dated April 27, 2005, for the design, procurement, and installation of a toll collection system on the Authority's turnpike system (the "Contract"); and

WHEREAS, Caseta Technologies, Inc., was subsequently acquired by Telvent USA Corporation, a Maryland corporation ("Telvent"), and all rights and obligations of Caseta Technologies, Inc. under the Contract are now the rights and obligations of Telvent; and

WHEREAS, the initial term of the Contract originally expired on April 26, 2010; and

WHEREAS, in Resolution 10-27, dated March 31, 2010, the Board of Directors approved the renewal of the Agreement for an additional three (3) year period to extend from April 26, 2010 until April 26, 2013; and

WHEREAS, the CTRMA is currently pursuing the development of the 290 East Toll Project (the Manor Expressway), and anticipates that the Manor Expressway will be completed in early 2016; and

WHEREAS, Telvent is providing toll system implementation services for the Manor Expressway under the Contract; and

WHEREAS, staff recommends that the Contract with Telvent remain in effect until all work on the Manor Expressway is complete in order to provide continuity of toll implementation services for the project and to ensure the effective completion and testing of the toll collection system; and

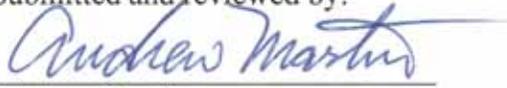
WHEREAS, staff also recommends making certain amendments to the existing scope of services under the Contract and increasing the total contract price to reflect the work required in connection with the Manor Expressway.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves the Amendment to the Contract with Telvent in the form or substantially the same form as Attachment "A"; and

BE IT FURTHER RESOLVED, that the Amendment, the Work Authorization #6 in the form or substantially the same form as shown on Attachment "B" to this Resolution, and further change orders or other documentation necessary to give effect to the Amendment may be finalized and executed by the Executive Director on behalf of the Authority.

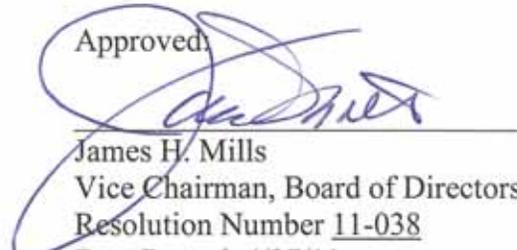
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 27th day of April, 2011.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



James H. Mills
Vice Chairman, Board of Directors
Resolution Number 11-038
Date Passed 4/27/11

ATTACHMENT "A" TO RESOLUTION 11-038

**DRAFT AMENDMENT TO CONTRACT FOR TOLL SYSTEM IMPLEMENTATION
BETWEEN CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY
AND
TELVENT USA CORPORATION**

[Following 11 Pages]

CONTRACT FOR TOLL SYSTEM IMPLEMENTATION
with
Telvent USA Corporation

Base Contract Maximum Fee Adjustment Worksheet

Base Contract Maximum Authorized Amount \$16,012,596.00

Work Authorizations Approved to Date:

| | |
|-----------------------------------|-----------------------|
| W.A. No. 1 (183A-Ph I) | \$9,243,751.55 |
| W.A. No. 2 (Project Coordination) | \$225,290.00 |
| W.A. No. 3 (Test Facility) | \$406,674.68 |
| W.A. No. 4 (CCRMA) | \$1,577,089.00 |
| <u>W.A. No. 5 (183A-Ph II)</u> | <u>\$3,365,536.00</u> |

Approved W.A. Sub-Total **(\$14,818,341.23)**

Remaining Available Base Contract Amount \$1,194,254.77

Requested W.A. No. 6 (Manor Expressway) (\$7,741,122.51)

Requested Base Contract Adjustment \$6,546,867.74

**AMENDMENT TO CONTRACT FOR TOLL SYSTEM IMPLEMENTATION
BETWEEN CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY
AND
TELVENT USA CORPORATION**

This Amendment to the Contract for Toll System Implementation between Central Texas Regional Mobility Authority (“CTRMA”) and Telvent USA Corporation (the “Contractor”) is made effective as of the ___ day of May, 2011, and is for the purpose of amending Section 13, Attachment B, and Schedule 1 of the Contract for Toll System Implementation between CTRMA and Contractor effective April 27, 2005 (the “Contract”).

Pursuant to action of the CTRMA Board of Directors, reflected in Resolution No. 11-___, dated April 27, 2011, Section 13, Attachment B, and Schedule 1 of the Contract are amended as described below.

Section 13 is amended to read as follows:

13. TERM OF CONTRACT. Unless otherwise terminated pursuant to Article 15 of Attachment A, the initial term of this Toll Systems Implementation Contract shall expire upon the later of April 26, 2013 or 365 days after substantial completion of the Manor Expressway/290E Project.

Sections B2.01, B2.07, B3.02, and B3.03 of Attachment B are amended to read as follows:

B2.01. 183-A Turnpike: San Gabriel to SH 45 North

The 183-A Turnpike Project is located in Williamson County, extending from RM 620/SH45, south of the City of Cedar Park, to the South San Gabriel River approximately three miles north of the City of Leander. The corridor is approximately 11.6 miles in length and includes connection to RM 620/ SH 45, local road networks, and the existing U.S. 183. The southern terminus for the Project coincides with improvements to upgrade U.S 183 and the RM 620/SH 45 interchange implemented by TxDOT and referred to as Section 9.

The 183-A Project is being developed in phases. The Interim Build Phase, which was constructed under a design/build Comprehensive Development Agreement (CDA), consists of a six-lane mainlane roadway (3 NB and 3 SB) and ramps from the southern terminus of the Project at RM 620/SH 45 to just north of FM 1431. From north of FM 1431 to the South San Gabriel River, only the frontage roads were constructed. A conventional mainlane toll plaza, consisting of six (6) toll lanes is located at Park Street, there are two 3-lanes ramps at the Lakeline locations and two, 2-lane ramp plazas are located on the ramps at Brushy Creek Road.

Phase II of the 183-A Turnpike Project extends the mainlanes from FM 1431 to north of RM 2243, a distance of approximately 5.1 miles. The Project, which is being constructed

under a traditional construction contract, is being constructed between the frontage roads and will consist of three lanes in each direction with access ramps connecting to the frontage roads.

The Final Build Phase, which will be constructed in the future under a separate agreement, will add mainlane roadways, ramps, and toll facilities from north of RM 2243 to South San Gabriel River. Construction of the full build-out of the Final Build Phase will be implemented as traffic conditions warrant and funding becomes available.

B2.07. US 290 E: US 183 to SH 130

The US 290 East Project consists of the construction of six main lanes and three lane frontage roads approximately 6.2 miles long, from US 183 to east of SH 130. The construction begins at US 183 and ends east of SH 130. The Project also includes four direct connectors at the US 183 interchange. All-ETC facilities are anticipated.

B3.02. 183-A Turnpike: San Gabriel to SH 45 North

The 183-A Turnpike Project initially was operated with a combination of manual, automated coin collection, and electronic (ETC) modes of toll collection. The Project was converted to all-ETC in December 2008. Violation enforcement equipment is installed in all lanes, and the CTRMA pursues violators in accordance with established CTRMA policies, as well as Chapter 370 of the Texas Transportation Code.

There are two main toll collection areas on the 183-A Turnpike. An all ETC system is installed on the mainline roadways in Section 9. A conventional mainline barrier toll plaza, together with a Field Operations Building, is located at Park Street. Offices for administrative, management, and supervisory personnel are located in a Field Operations Building adjacent to the mainline toll plaza at Park Street.

The mainline barrier toll plaza at Park Street initially was configured to transition from the typical section to ETC/AVI lanes and cash collection lanes. The ETC only lanes were located in the center of the plaza, and cash customers exited from the right lane when approaching the toll plaza to use conventional toll lanes equipped with both electronic and manually operated toll equipment. The 183-A Project was converted to all-ETC in December 2008. The all-ETC system consists of only a gantry over the mainline roadways.

The 183A Phase II Project and the Final Build Phase will utilize all-ETC facilities only.

B3.03. Toll Implementation Plan Segments

Toll collection for the various segments of the Toll Implementation Plan will be an all electronic toll collection (ETC) system similar in composition and functionality to those used on other toll roads in Texas, using automatic vehicle identification and classification technology, a Violation Enforcement System (VES) with an integrated camera and triggering system to capture digital images of license plates, and a Maintenance Online Management System (MOMS).

There will be no means to pay cash in the lanes. The mainlane and ramp toll collection facilities at the toll locations will be configured for normal highway/ramp-speed lanes, equipped with all-ETC equipment for cashless nonstop toll collection.

Schedule 1 is amended by:

- (1) adding the attached Schedule 1.1 (pages 1.1-1 through 1.1-5) between pages Schedule 1-14 and Schedule 1-15;
- (2) adding the attached page Schedule 1-15a after page Schedule 1-15;
- (3) deleting page Schedule 1-20 in its entirety and replacing it with attached page Schedule 1-20a; and
- (4) amending the TOTAL PROPOSED PRICE-All Segments and Common Items on page Schedule 1-21 to read, **\$22,559,465**.

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

By their signatures below, the parties of the Contract evidence their agreement to the amendment set forth above.

CENTRAL TEXAS REGIONAL
MOBILITY AUTHORITY

TELVENT USA CORPORATION

Mike Heiligenstein
Executive Director

**TOLL COLLECTION SYSTEMS IMPLEMENTATION
FEE SCHEDULES**

Payment Measurement

This schedule provides descriptions of the Method of Measurement and the Basis of Payment for the bid items necessary to complete the work under this Project. The Contractor is required to submit price proposals which are based on the Method of Measurement and Basis of Payment for each item described in this schedule.

Payment Items

101. Tolling Lanes & Shoulders

Method of Measurement

Tolling Lanes & Shoulders shall be measured per each for the various lane configurations. Each shall include furnishing all labor, materials, and support services to complete the procurement, factory testing, delivery, installation, and acceptance of the Tolling Lanes & Shoulders, complete with all internal components, enclosures, and mounting devices, all in conformance with the requirements of the Contract, and as accepted by the CTRMA.

Each individual assembly shall include the Lane Controller, Automatic Vehicle Classification (AVC) System, Automatic Vehicle Identification (AVI) System, and Violation Enforcement System (VES) Hardware, with an integrated camera and triggering system to capture referenced digital images of license plates. Each shall include furnishing all labor, materials, and support services to complete the design, fabrication, factory testing, packaging, delivery, field installation, and acceptance of the hardware, modifications to existing software to add the new locations to the System, and electrical work, complete with all internal components, enclosures, and mounting devices, all in conformance with the requirements of the Contract, and as accepted by the CTRMA.

Basis of Payment

Payment will be made at the unit bid price upon successful delivery and verification of the Tolling Lanes & Shoulders for the various lane configurations as described below. Payment for the Tolling Lanes & Shoulders installations does not relieve the Contractor from any responsibilities and terms specified in the Contract.

| | |
|----------------------|-------------|
| <u>Payment Items</u> | |
| Item #101a | Shoulder |
| Item #101b | One Lane |
| Item #101c | Two Lanes |
| Item #101d | Three Lanes |
| Item #101e | Four Lanes |

102. Communication Equipment

Method of Measurement

Communication Equipment shall be measured on a unit price basis for each remote tolling location. Each unit item shall include furnishing all labor, equipment, materials, and support services necessary to complete the design, procurement, installation, field testing, and acceptance of the Communication Equipment in conformance with the requirements of the Contract, and as accepted by the CTRMA.

Basis of Payment

Payment for Communication Equipment at each remote tolling location will be made at the contract unit price bid per each upon installation and verification of the interface with the communication network from each remote tolling location, including appropriate communications links between the various remote tolling facilities and the CTRMA Administrative Offices, the existing Field Operations Building, and the TTA's Customer Service Center.

103. Video/DVR System Equipment

Method of Measurement

The Video/DVR System Equipment shall be measured on a unit basis per each individual remote tolling location. Each shall include furnishing all labor, equipment, materials, and support services to complete the installation and integration with the network.

Basis of Payment

Payment will be made at the unit bid price per each individual tolling location upon the successful completion and approval of the Video/DVR System Equipment by the CTRMA per the requirements of the Contract. The completed installation at each individual tolling location shall include the DVR system equipment procurement, installation, testing, integration and acceptance, complete with all internal components, enclosures, and mounting devices, all in conformance with the requirements of the Contract, and as accepted by the CTRMA. Payment for the Video/DVR System Equipment item does not relieve the Contractor from any responsibilities and terms specified in the Contract.

104. ILP Building Equipment

Method of Measurement

The ILP Building Equipment shall be measured per each ILP Building Equipment installed at each remote tolling location. Each shall include furnishing all labor, equipment, materials, and support services to complete the procurement, delivery, installation, testing, and acceptance of each facility, complete with all internal components, enclosures, and mounting devices, the UPS, and emergency generator set, all in conformance with the requirements of the Contract, and as accepted by the CTRMA.

Schedule 1.1

Basis of Payment

Payment for ILP Building Equipment will be made at the unit bid price upon successful delivery and installation at each remote tolling location. Each shall include furnishing all labor, materials, warranty, and support services to complete the design, procurement, delivery, installation, testing, training and acceptance of the ILP enclosure, complete with all internal components, enclosures, and mounting devices, all in conformance with the requirements of the Contract, and as accepted by the CTRMA. Each shall also include furnishing all labor, materials, warranty, and support services to complete the design, procurement, delivery, installation, testing, training and acceptance of a UPS and an Emergency Generator set, complete with all internal components, enclosures, and mounting devices, all in conformance with the requirements of the Contract, and as accepted by the CTRMA. Payment shall also include warranty-guarantee services, in accordance with the requirements of the Contract. Payment for the ILP Building Equipment item does not relieve the Contractor from any responsibilities and terms specified in the Contract.

105. Upgraded SAN Host

Method of Measurement

The Upgraded SAN Host shall be measured on a lump sum basis as specified in Chapter II of Attachment E, Technical Requirements and shall include the Operating System and the Database. The lump sum unit shall include furnishing all labor, materials, licenses, and support services to complete the design, purchase, development, factory testing, site installation, configuration, documentation, of the SAN Host Computer upgrade all in conformance with the requirements of the Contract, and as accepted by the CTRMA.

Basis of Payment

Payment will be made at the lump sum bid price upon successful delivery and verification of the complete and operating SAN Host Computer upgrade. Payment shall also include warranty-guarantee services and maintenance services, in accordance with the requirements of the Specifications. Payment for the SAN Host Computer upgrade does not relieve the Proposer from any responsibilities and terms specified in the Contract.

106. Replacement of DVTEL Equipment

Method of Measurement

Replacement of DVTEL Equipment shall be measured on a lump sum basis and shall include all support software integration. The lump sum unit shall include furnishing all labor, equipment, materials, licenses, and support services to complete the design, purchase, development, factory testing, site installation, configuration, documentation, testing and acceptance of the fully operational Security Access System, all in conformance with the requirements of the Contract, and as accepted by the CTRMA.

Schedule 1.1

Basis of Payment

Payment will be made at the lump sum bid price upon removal and satisfactory disposal of the existing DVTEL equipment and the successful delivery, installation, and integration of the complete and operable Security Access System. Payment shall also include warranty-guarantee services, and maintenance services, in accordance with the requirements of the Specifications. Payment for the Replacement of DVTEL Equipment does not relieve the Proposer from any responsibilities and terms specified in the Contract.

107. Fiber

Method of Measurement

The fiber optic system shall be measured on a unit basis per each individual remote tolling location. Each shall include furnishing all labor, equipment, materials, and support services to complete the network integration.

Basis of Payment

Payment will be made at the unit bid price per each individual tolling location upon the successful completion and approval of the system by the CTRMA per the requirements of the Contract. The completed fiber installation at each individual tolling location shall include outside fiber optic cable plant, inside cable plant and network components, i.e. fiber optic cable, terminations, switches, routers and associated network devices necessary for a complete and operating system. Each shall include furnishing all labor, materials, and support services to complete and integrate each individual location.

108. Lane/Shoulder Commissioning & Operational Testing

Method of Measurement

The Commissioning and Operational Testing shall be measured on a unit basis per each individual lane and/or shoulder. Each shall include furnishing all labor, materials, and support services to complete the commissioning and operational testing as detailed in Chapter IV of Attachment E, Technical Requirements.

Basis of Payment

Payment will be made at the unit bid price per each lane and/or shoulder upon the successful completion, approval of the Commissioning and Operational Tests by the CTRMA per the requirements of the Contract. Each shall include furnishing all labor, materials, and support services to complete the testing as detailed in Chapter IV of Attachment E, Technical Requirements. Payment for the Lane/Shoulder Commissioning & Operational Testing does not relieve the Contractor from any responsibilities and terms specified in the Contract.

Schedule 1.1

109. Lane/Shoulder Installation/Electrical Design and Plans

Method of Measurement

Installation/Electrical Design Plan at each individual lane and/or shoulder shall be measured on the basis of a unit price per each. The unit price bid per each shall include all labor, materials and support services for the preparation of all installation documentation as detailed in Chapter III of Attachment E, Technical Requirements. This shall include but not be limited to installation documentation, lane testing, field assessment documentation, as-built plans, shop drawings, design drawings, schematic drawings and all other documentation developed as part of the Installation Program.

Basis of Payment

Payment will be made at the unit price bid per each upon approval of the documentation identified in Chapter III of Attachment E, Technical Requirements.

CTRMA 183A - Phase II

| ITEM # | QTY. | UNIT | DESCRIPTION | UNIT PRICE | EXT PRICE |
|--------------------|------|------|--|---------------|------------------------|
| 1 | | | Tolling Lanes & Shoulders (includes: Materials/Equipment, SW mods to add new location to system, field installation/labor & electrical work) | | |
| 1a | 7 | EA | Shoulder | \$ 79,947.41 | \$ 559,631.87 |
| 1b | 3 | EA | One lane | \$ 110,157.95 | \$ 330,473.84 |
| 1c | 0 | EA | Two lanes | \$ 204,815.89 | \$ - |
| 1d | 2 | EA | Three lanes | \$ 299,473.84 | \$ 598,947.68 |
| 1e | 0 | EA | Four lanes | \$ 394,131.78 | \$ - |
| 2 | 5 | EA | Communication Equipment (incl's: Equipment /materials, installation & integration) | \$ 11,516.68 | \$ 57,583.42 |
| 3 | 5 | EA | Video/DVR System Equipment (incl's: Equipment /materials, installation & integration) | \$ 28,642.27 | \$ 143,211.33 |
| 4 | 5 | EA | ILP Building Equipment (incl's: Equipment /materials, installation & integration) | \$ 112,521.31 | \$ 562,606.56 |
| 5 | 1 | EA | Upgraded SAN Host (incl's: Equipment /materials, installation & integration) | \$ 568,266.53 | \$ 568,266.53 |
| 6 | 1 | EA | Replacement of DVTEL Equipment (incl's: Equipment /materials, installation & integration) | \$ 201,749.51 | \$ 201,749.51 |
| 7 | 5 | EA | Fiber (incl's: Equipment /materials, installation & integration) | \$ 33,867.63 | \$ 169,338.15 |
| 8 | 12 | EA | Per Lane/Shoulder Commissioning & Operational Testing | \$ 3,245.00 | \$ 38,940.00 |
| 9 | 12 | EA | Per Lane/Shoulder Installation/Electrical Design and Plans | \$ 5,607.26 | \$ 67,287.11 |
| TOTAL PRICE | | | | \$ | \$ 3,298,036.00 |

| CTRMA 290E -- TOLLING | | | | | |
|------------------------------|-------------|-------------|--|-------------------|------------------------|
| ITEM # | QTY. | UNIT | DESCRIPTION | UNIT PRICE | EXT PRICE |
| 1 | | | Tolling Lanes & Shoulders (includes: Materials/Equipment, SW mods to add new location to system, field installation/labor & electrical work) | | |
| 1a | 17 | EA | Shoulder Configuration | \$ 79,947.41 | \$ 1,359,105.98 |
| 1b | 5 | EA | One lane Configuration | \$ 110,157.95 | \$ 550,789.73 |
| 1c | 1 | EA | Two lanes Configuration | \$ 204,815.89 | \$ 204,815.89 |
| 1d | 3 | EA | Three lanes Configuration | \$ 299,473.84 | \$ 898,421.51 |
| 1e | 3 | EA | Four lanes Configuration | \$ 394,131.78 | \$ 1,182,395.35 |
| 2 | 12 | EA | Communication Equipment (incl's: Equipment /materials, installation & integration) | \$ 11,516.68 | \$ 138,200.22 |
| 3 | 12 | EA | Video/DVR System Equipment (incl's: Equipment /materials, installation & integration) | \$ 23,892.27 | \$ 286,707.19 |
| 4 | 12 | EA | ILP Building Equipment (incl's: Equipment /materials, installation & integration) UPS & generators included | \$ 112,521.31 | \$ 1,350,255.74 |
| 5 | 45 | EA | Per Lane/Shoulder Commissioning & Operational Testing | \$ 1,947.00 | \$ 87,615.00 |
| 6 | 45 | EA | Per Lane/Shoulder Installation/Electrical Design and Plans | \$ 3,364.36 | \$ 151,396.00 |
| TOTAL PRICE TOLLING | | | | | \$ 6,209,702.60 |

| CTRMA 290E -- ITS | | | | | |
|------------------------------------|-------------|-------------|---|-------------------|------------------------|
| ITEM # | QTY. | UNIT | DESCRIPTION | UNIT PRICE | EXT PRICE |
| 1 | 5000 | LF | Elec Condr (No. 2) Insulated | \$ 2.81 | \$ 14,050.00 |
| 2 | 50000 | LF | Elec Condr (No 4) Insulated | \$ 1.41 | \$ 70,500.00 |
| 3 | 25000 | LF | Elec Condr (No 6) Insulated | \$ 1.20 | \$ 30,000.00 |
| 4 | 500 | LF | Elec Condr (No 8) Insulated | \$ 0.95 | \$ 475.00 |
| 5 | 35000 | LF | Elec Condr (No 14) Insulated | \$ 0.70 | \$ 24,500.00 |
| 6 | 1 | LS | ITS System Support Equipment | \$ 15,000.00 | \$ 15,000.00 |
| 7 | 2200 | LF | Fiber Optic CBL (Single - Mode)(12 Fiber) | \$ 2.56 | \$ 5,632.00 |
| 8 | 40000 | LF | Fiber Optic CBL (Single - Mode)(48 Fiber) | \$ 2.97 | \$ 118,800.00 |
| 9 | 40000 | LF | Fiber Optic CBL (Single - Mode)(72 Fiber) | \$ 3.28 | \$ 131,200.00 |
| 10 | 5000 | LF | Fiber Optic Cable Pigtail (12 Fiber) | \$ 3.26 | \$ 16,300.00 |
| 11 | 10 | EA | Fiber Optic Splice Enclosure | \$ 854.00 | \$ 8,540.00 |
| 12 | 15 | EA | Fibr Patch Panel (12 Position) | \$ 437.00 | \$ 6,555.00 |
| 13 | 3 | EA | Fiber Patch Panel (72 Position) | \$ 2,960.00 | \$ 8,880.00 |
| 14 | 9 | EA | CCTV Field Equipment | \$ 7,500.00 | \$ 67,500.00 |
| 15 | 2500 | LF | Conduit (Prepare) | \$ 1.00 | \$ 2,500.00 |
| 16 | 1 | EA | Communication S HUB Building | \$ 40,000.00 | \$ 40,000.00 |
| 17 | 25 | EA | MVD Cabinet (Special) | \$ 1,000.00 | \$ 25,000.00 |
| 18 | 9 | EA | Camera Cabinet | \$ 1,200.00 | \$ 10,800.00 |
| 19 | 50 | EA | Microwave Vehicle Detection System | \$ 5,500.00 | \$ 275,000.00 |
| 20 | 9 | EA | Video Encoder | \$ 3,877.40 | \$ 34,896.60 |
| 21 | 9 | EA | Video Decoder | \$ 4,088.10 | \$ 36,792.90 |
| 22 | 25 | EA | Wireless Ethernet Radio | \$ 4,200.00 | \$ 105,000.00 |
| 23 | 12 | EA | Field Ethernet Switch | \$ 3,200.00 | \$ 38,400.00 |
| 24 | 15 | EA | Field Terminal Server | \$ 1,400.00 | \$ 21,000.00 |
| 25 | 2000 | LF | Ethernet Cable Cat 5 | \$ 1.16 | \$ 2,320.00 |
| 26 | 2 | EA | LED DMS Field Equipment (18 in) | \$ 100,000.00 | \$ 200,000.00 |
| 27 | 1 | LS | System Integration | \$ 32,000.00 | \$ 32,000.00 |
| 28 | 1 | LS | System Design | \$ 189,778.41 | \$ 189,778.41 |
| TOTAL PRICE ITS | | | | | \$ 1,531,419.91 |
| TOTAL PRICE (TOLLING + ITS) | | | | | \$ 7,741,122.51 |

ATTACHMENT "B" TO RESOLUTION 11-

Draft Work Authorization #6

[Following 19 Pages]

CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY

WORK AUTHORIZATION

WORK AUTHORIZATION NO. 6

**TOLL COLLECTION SYSTEMS
AND TRAFFIC MANAGEMENT SYSTEM IMPLEMENTATION
290 East Toll Project (Manor Expressway)**

THIS WORK AUTHORIZATION is made this 27th day of April, 2011, pursuant to the terms and conditions of Article 1 of the GENERAL PROVISIONS, Attachment A to the original Contract for Toll System Implementation, dated April 27, 2005 (the Contract) entered into by and between the Central Texas Regional Mobility Authority (the "Authority" or "CTRMA"), and TELVENT- USA Corporation (the Contractor).

PART I. The Contractor will perform toll integration services generally described in the Scope of Work attached hereto as Exhibit A, including the Detailed Lane Configurations attached thereto. The Contractor's duties are further described in the Project Schedule and Milestones contained in Exhibit C hereto. The Contractor's duties and responsibilities to coordinate with the CTRMA's contracted segment designers and construction contractors and the CDA developer is detailed in the Responsibilities Matrix attached hereto as Exhibit B. Exhibits A, B and C are attached hereto and made a part of this Work Authorization.

PART II. The maximum amount payable under this Work Authorization No. 6 is \$7,741,122.51. 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 D hereto which is incorporated herein and made a part of this Work Authorization.

PART III. Payment to the Contractor for the services established under this Work Authorization shall be made in accordance with Article 12 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 December 31, 2014 unless extended by a supplemental Work Authorization as provided in Attachment A, Article 1 of the GENERAL PROVISIONS. The work shall be performed in accordance with the Project Schedule and Milestones as set forth in Exhibit C.

PART V. This Work Authorization No. 6 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. 6 is executed in duplicate counterparts and hereby accepted and acknowledged below.

THE CONTRACTOR:

Signature

Date

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

Typed/Printed Name and Title

LIST OF EXHIBITS

| | |
|-----------|-----------------------------|
| Exhibit A | Scope of Work |
| Exhibit B | Responsibility Matrix |
| Exhibit C | Project Schedule Milestones |
| Exhibit D | Fee Schedule/Budget |

EXHIBIT A

CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY
**TOLL COLLECTION SYSTEMS
AND TRAFFIC MANAGEMENT SYSTEM IMPLEMENTATION
290 East Toll Project (Manor Expressway)**

SCOPE OF WORK for SYSTEMS INTEGRATOR

A1.0 General

A1.01. Background

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 in conjunction with plans for development of the Central Texas Turnpike Project. Several of the toll road segments are in various stages of project development, design or construction by the Central Texas Regional Mobility Authority (CTRMA). It is intended that these proposed segments will be implemented by the CTRMA as parts of the CTRMA Toll Road System. The Toll Collection System (TCS) for the 290 East Toll Project (Manor Expressway) will be all Electronic Toll Collection (ETC). Phase 1 of the Project is currently expected to open to traffic and tolling in 2012. Phase 2 is currently being procured through a Design Build / Comprehensive Development Agreement (CDA), with an anticipated substantial completion scheduled in 2014.

Additionally, Manor Expressway will require the implementation of a Traffic Management System (TMS). While the roadway corridor will be designed and constructed in phases, the TMS will be designed as a whole, before installation of any individual field component or fiber segments. This necessitates the timely completion of a complete TMS Plan.

A1.02. Summary Scope of Work

The Scope of Work for Work Authorization No. 6 consists of two (2) components: (1) Toll Collection System Implementation; and (2) Traffic Management System Implementation. A description of the scope of work for each component is described below.

A1.02.A. Toll Collection System Implementation. Part A of the Scope of Work for Work Authorization No. 6 provides for the procurement, installation, testing, and implementation of a complete and fully operational TCS for the Project by the Systems Integrator (SI), including all of the required communications and systems interfaces including design, coordination, and project interface activities to facilitate the design and construction of the toll system infrastructure facilities by others on Segment 1 of the 290 East Toll Project (Manor Expressway). Note that the scope of work will also include procurement, installation, testing and implementation that will be necessary such that the interim milestone of Phase 2 is operational. A general description of the Manor Expressway phasing is provided in Section A2.01.

This Work Authorization also authorizes the SI to establish and maintain relationships with a wide variety of third parties and to coordinate the designs for the proposed TCS with the entire 290 East Toll Project to ensure that the construction of the toll system infrastructure facilities will be fully compatible and will meet the requirements for the CTRMA's TCS. In this role, the SI will work closely with CTRMA, TxDOT, and

EXHIBIT A

various designers and roadway contractors in developing the required complete TCS and network infrastructure.

A1.02.B. Traffic Management System. Part B of the Scope of Work for Work Authorization No. 6 provides for the design, purchase, and installation of a complete and fully operational TMS for the project by the Systems Integrator. Scope shall include coordination and project interface activities to facilitate the design and construction of the TMS infrastructure facilities by others.

This Work Authorization also authorizes the SI to establish and maintain relationships with a wide variety of third parties and to coordinate the designs for the proposed system with the entire 290 East Toll Project to ensure that the construction of the TMS infrastructure facilities will be fully compatible and will meet the requirements for the CTRMA's Traffic Management System. In this role, the SI will work closely with CTRMA, TxDOT, and various designers and roadway contractors in developing the required complete Traffic Management System and network infrastructure.

A2.0 General Description – Toll Road Infrastructure and Site

A2.01. Manor Expressway: US 183 to Parmer Lane (FM734)

The Manor Expressway Toll Project limits extend from just east of US 183 to east of SH 130, for a total length of approximately 6.2 miles. The existing roadway includes two 12-ft lanes in each direction with a depressed grassed median. Average right-of-way width is approximately 210 feet. There are several signalized at-grade intersections, approximately every mile, located at Tuscany Way, Springdale Road, Giles/Johnny Morris Road, FM 3177 (Decker Lane), Old Highway 20, and Boyce Road/Parmer Lane. Two signalized intersections at the frontage road of SH 130 and an EB to NB direct connector were constructed as part of the SH 130 project.

Proposed Facility: The proposed work for the entire toll road facility will consist of the reconstruction of approximately six miles of US 290 East from US 183 to east of SH 130, and will include three tolled mainlanes in each direction and three non-tolled frontage road lanes in each direction. Additionally, one direct connector ramp at the US 290 East / SH 130 system interchange will be included as part of the Project. Grade-separated interchanges will be located at Tuscany Way, Springdale Road, proposed Arterial 'A', Johnny Morris / Giles Road, Decker Lane, SH 130, and Boyce Road / Parmer Lane (FM 734).

The Manor Expressway Project will be implemented in two phases. Phase I (also known as Segment 1) includes construction of four direct connectors and associated ramps at the US 183 interchange that will provide direct access to and from the Manor Expressway mainlanes with US 183. Toll gantries will be installed to toll each of the direct connectors. Phase II includes completion of the remainder of the Manor Expressway Project from Phase I at the US 183 interchange to the eastern project limits located east of SH 130, and includes an interim milestone that will need to be completed in order for the previous phase (Phase 1) to open to traffic and tolling. The interim milestone will consist of tolling configurations that are temporary until the full corridor is complete.

The Toll Collection System (TCS) for the various designated segments of the 290 East Toll Project (Manor Expressway) will be all Electronic Toll Collection (ETC). The entire full build project will consist of twenty seven (27) gantry lanes at the locations listed in Table 1 below. Locations are approximate and may be subject to change as the CDA Developer progresses towards the completion of plans development. Also, please note that Phase 1 will require the construction of a temporary mainlane gantry tentatively located east

EXHIBIT A

of Springdale to capture vehicles traveling in the eastbound direction. The temporary gantry will consist of 2 gantry lanes.

Table 1: Full Build Gantry Locations and Lane Counts

| Location | Direction of Travel | No. of Lanes | No. of Shoulders (8' or greater) | Comments |
|---|---------------------|--------------|----------------------------------|--|
| Sta. 65+80 Direct Connector Flyover West to North | Westbound | 3 | 2 | Only two (2) are operational in interim milestone |
| Sta. 65+80 Direct Connector Flyover South to East | Eastbound | 4 | 1 | Only two (2) are operational in interim milestone |
| Sta. 299+50 Ramp 3 Toll Gantry (East of Springdale) | Westbound | 1 | 1 | Two (2) are operational in interim milestone, therefore, one (1) will need to be removed upon completion of full build |
| Sta. 299+75 Ramp 4 Toll Gantry (East of Springdale) | Eastbound | 1 | 1 | |
| Sta. 349+50 Ramp 7 Toll Gantry (East of Arterial A) | Westbound | 1 | 1 | |
| Sta. 355+75 Ramp 8 Toll Gantry (East of Arterial A) | Eastbound | 1 | 1 | |
| Sta. 384+20 Mainlane Gantry West of Giles Rd | Westbound | 4 | 2 | |
| Sta. 384+20 Mainlane Gantry West of Giles Rd | Eastbound | 4 | 2 | |
| Sta. 432+80 Ramp 11 Toll Gantry West of Harris Branch | Westbound | 1 | 1 | |
| Sta. 430+50 Ramp 12 Toll Gantry West of Harris Branch | Eastbound | 1 | 1 | |
| Sta. 1526+90 Mainlane Gantry West of Parmer | Westbound | 3 | 2 | |
| Sta. 1526+90 Mainlane Gantry West of Parmer | Eastbound | 3 | 2 | |
| Total Gantry Lanes (Full Build) | | 27 | 17 | |

EXHIBIT A

A3.0 General Description - Toll Collection System & Traffic Management System Elements

A3.01. General Requirements—Toll Collection System

The TCS for the CTRMA Turnpike System, which is being designed and implemented through a series of separate work authorizations for the various segments of the proposed Toll Road System, generally will be fully compatible with the TCS which has been designed and implemented for the 183A Toll Road Project, using automatic vehicle identification and classification technology, a Violation Enforcement System (VES) with an integrated camera and triggering system to capture referenced digital images of license plates, and a Remote Online Management System (ROMS). It is required that the TCS be interoperable with the other Texas ETC systems.

The Customer Service Center (CSC) is located in a facility at 12719 Burnet Road, Austin, Texas, developed and administrated by the TTA Division of TxDOT. The CTRMA contracts with the members of the Texas Statewide Interoperability Task force for CSC services for its customers. Expansion of CTRMA's TCS to serve the 290 East Toll Project includes coordination and design of appropriate interfaces with the CSC. Appropriate communications links between the various toll facilities on the CTRMA Toll Road System and the CTRMA Administrative Offices, the Field Operations Building(s) and the Violation Processing Center (VPC) are part of the requirements of the design/implementation work.

The VPC is located in a separate facility, and is being administrated by the Municipal Services Bureau, Inc. under contract to the CTRMA. Development of CTRMA's TCS also will include coordination and design of appropriate interfaces with the VPC. Appropriate communications links between the various toll facilities on the CTRMA Toll Road System and the CTRMA Administrative Offices, the Field Operations Building(s) and the CSC are part of the requirements of the design/implementation work.

A detailed tabulation of the elements of the TCS, indicating locations and basic components is attached as "*Detailed Lane Configurations*". The general locations, layouts, and implementation schedule for the toll facilities for the 290 East Toll Project, as currently proposed, are indicated on the attached Exhibits. These Exhibits are based on the latest information currently available, and they are intended for informational purposes only. The locations are subject to change, and it should be anticipated that refinements and adjustment to the locations and layouts indicated will be required as designs for the TCS are developed further.

A3.02. General Requirements—Traffic Management System

The Intelligent Transportation System (ITS) for the Manor Expressway Toll Project includes a concrete encased duct bank consisting of twelve 2-inch conduits along the length of the project, closed-circuit television (CCTV) surveillance cameras, dynamic message signs (DMS), vehicle detectors, and communication hub enclosures. Communication with the TxDOT Austin District Traffic Management Center (TMC) will be accommodated in the duct bank design. The ITS and duct bank shall be in accordance with guidelines included in the *Austin District Guidelines for Developing Freeway Corridor Traffic Management System*.

EXHIBIT A

The project design shall include ITS components consistent with the overall location and quantity of ITS components in the “*ITS Schematic.*” The general locations, layouts, and implementation schedule for the TMS for the 290 East Toll Project, as currently proposed, are based on the latest information currently available, and they are intended for informational purposes only. The locations are subject to change, and it should be anticipated that refinements and adjustment to the locations and layouts indicated will be required as designs for the TMS are developed further.

The SI shall design and install a Traffic Management System that is compatible with the Austin Regional ITS Architecture for both control of devices and reception of images and data. The proposed system shall be an extension of field devices to the already existing TxDOT Austin District System. The database administrator at the TMC will add the new device addresses to the already functioning tables. Note also that the fiber trunk line for the Manor Expressway shall be tied into the TxDOT fiber system at the US 183 HUB facility.

A4.0 General Description – Equipment and Installation

A4.01. Gantries and Roadside Equipment for ETC Systems

For all TCS field installations on the various segments of the 290 East Toll Project, the SI will be required to provide and install the toll equipment systems and hardware for a complete, tested, and operating TCSs under this Work Authorization. The principle items of work and primary components of the TCS at each Remote Express Toll Location will include, but are not limited to:

- Furnish & Install Lane Controllers
- Furnish & Install Express ETC Lane components, including AVDS, AVC, VES, TSI and AVI systems and hardware.
- Furnish & Install all ETC Lane Equipment wiring & cable, hardware, brackets, and fasteners required to attach the ETC equipment to the gantries provided by the others.
- Furnish & Install ROMs monitoring for all ETC site equipment (i.e.: ETC Equipment, AVDS, AVC, AVI, VES, HVAC, generators, power, communications equipment, etc)
- Communication System Outside Fiber Optic Cable Plant, Inside Cable Plant, and Network Components (i.e.: Fiber Optic Cable, Terminations, Switches, routers and other network devices)
- Furnish & Install Master Ground System connected to the Master Ground Bus Bar provided by others
- Furnish & Install Lightning Surge Suppression System & Components for AVI, network, VES, UPS power, and service/feeder power.
- Furnish & Install Backup Electrical Power including Emergency Generators, Fuel Tanks, and Automatic Transfer Switches.
- Furnish & Install Uninterruptible Power Supply, including wiring & cable, hardware, and ROMs interface
- Furnish & Install In-Lane Processor (ILP) enclosure, with HVAC for appropriate environmental protection and climate controls for electronic equipment. Furnish & Install Site Surveillance Cameras & Security Systems to monitor each ILP and gantries.
- Provide complete testing, certification and acceptance of all systems for complete, fully operational TCS, furnished and installed.

EXHIBIT A

The procurement, fabrication and installation of gantries for the TCS to be located on the segments of the Project will be by others. It is the responsibility of the SI, nevertheless, to work closely with CTRMA and the various designers and roadway contractors to establish the precise locations for each of the gantry structures and to provide the Roadway Contractor(s) with detailed information of the installation for the TCS equipment at each location.

A4.02. ITS Systems Design

For all TMS field installations on the various segments of the 290 East Toll Project, the SI will be responsible for the final ITS systems design and the purchase and installation of the ITS equipment. The principle items of work and primary components of the TMS at each will include, but are not limited to:

- Duct Banks: Furnish and install the fiber optic cabling required for the ITS and tolling systems. The duct bank shall be constructed by others.
- CCTV Cameras: Furnish and install the cameras, communications, and equipment enclosures. Installation of foundations, conduits and conduit laterals, grounding, camera poles, and electrical services shall be provided by others.
- DMS: Furnish and install the DMS, communications, and equipment enclosures. Installation of foundations, conduits and conduit laterals, grounding, DMS support structures, and electrical services for DMS (at the location specified by the SI) shall be completed by others.
- Vehicle Detectors: Furnish and install vehicle detectors, communications, and equipment enclosures. Installation of foundations, conduits, grounding, vehicle detector support structures, and electrical services for vehicle detectors (at the locations specified by the SI) shall be completed by others.
- Communication HUB Enclosures: Design, furnish, and install the HUB enclosures. Design and construction of the HUB enclosure support slab shall be completed by others.

As indicated above, elements of the ITS infrastructure will be the responsibility of others. Nevertheless, it is the responsibility of the SI to work closely with CTRMA and the various designers and roadway contractors to establish the precise locations for the elements above and to provide the Roadway Contractor(s) with detailed information as needed

A5.0 Coordination and Project Interface

The work related to this Work Authorization No. 6 generally will include, but not be limited to:

- Design input and providing detailed information including TCS and TMS component details, dimensions and layout configurations, and specific technical requirements for elements of the proposed TCS and TMS;
- Preparation of construction/installation guidelines for various components of CTRMA's TCS and TMS;
- Review of construction documents prepared by others; and
- Attendance and participation at coordination meetings as determined by project schedule and/or as requested by the CTRMA.
- Submit Installation Plan and Installation Drawings to the CTRMA for review and approval

EXHIBIT A

The SI is to participate in the process for coordination which will enable the contractors and designers on the various segments of the 290 East Toll Project to obtain specific, detailed information regarding the proposed TCS and TMS components in order to complete the design/construction of the appropriate toll facilities infrastructure. The SI will be responsible for maintaining relationships with a wide variety of third parties, including designers, roadway contractors, and various suppliers. In this role, the SI will work closely with CTRMA and TxDOT in developing the required network.

All TCS infrastructure facilities at the remote Express Toll Locations on the various segments of the Project and TMS infrastructure will be provided by others as indicated in *Section A6.0 and Section A7.0* hereof. The SI shall fully coordinate the designs for the TCS and TMS with others and provide the required details and technical requirements to ensure that the construction of the toll system infrastructure facilities will be fully compatible and meet the requirements for the CTRMA's TCS and TMS.

The SI is responsible for coordinating with others and for providing all necessary details, system requirements, and reviews of construction documents to ensure that the gantries and TMS components are located and configured properly to accommodate the SI's own particular system components as required to meet the CTRMA TCS and TMS performance and accuracy requirements.

A6.0. Work by Others

A6.01. Civil/Roadway Construction—Toll Collections System

The CTRMA, through its roadway construction contracts and a CDA, will provide for a minimum of 60 linear feet of jointed concrete pavement in each of the areas designated for toll collection facilities. The pavement will be reinforced with Glass Fiber Reinforced Polymer (GFRP) bars. Transverse joints and longitudinal joints will be placed at positions equal to lane widths and as shown on the CTRMA details. Power and communication lines to support the Wide Area Network (WAN) will be provided by others and terminated at an ILP enclosure in an area within 500 feet of ILP. The SI is responsible for the communication links between the Host, the CSC, the VPC, and all Remote Express Toll Location facilities via a Communication Trunkline and WAN.

Except as may be expressly indicated elsewhere, all toll system infrastructure required for the TCSs at the designated remote Express Toll Locations will be provided and installed by others. The principle items of work and primary components of the TCS infrastructure at each remote Express Toll Location shall include, but are not limited to:

- GFRP Bar Reinforced Pavement Section;
- Retaining Walls and Coping Details;
- Drainage Features;
- Civil Site Work, including Grading, Access Driveways, and Fencing;
- All toll gantry procurement and installations, including foundations and gantry structures;
- ILP concrete foundation slab. The ILP's are to be provided with appropriate environmental protection and climate controls for housing the electronic equipment by the SI;
- Conduit and ground boxes providing connections between the ILP's and the ETC Lane equipment installations. NOTE: It is the responsibility of the SI to coordinate with the Roadway

EXHIBIT A

Contractor(s) for the placement and installation of these elements to ensure that the construction is acceptable for the TCS as designed;

- Gantry and ILP enclosure lightning protection air, terminal, Down Conductors, ILP Master Bus Bar, and Ground Electrodes. Equipment connection to the Ground Electrode for the ILP enclosure Master Ground Bus Bar will be provided by Others;
- Power and WAN communication services up to the location of the proposed ILP enclosures;
- Concrete foundations for Emergency Generators and associated fuel tanks; and
- All signing, pavement markings, traffic barriers and other roadway appurtenances required at each remote Express Toll Location.

A6.02. Civil/Roadway Construction—Traffic Management System

Except as may be expressly indicated elsewhere, all TMS infrastructure required will be provided and installed by others. The principle items of work and primary components of the TMS infrastructure shall include, but are not limited to:

- ITS layouts;
- Duct bank;
- Foundations;
- Conduits;
- Electrical Services;
- Grounding circuits;
- Support structures

A7.0 Work Authorization No. 6 Toll Facilities Responsibility Matrix

The SI is responsible for design and coordination of the various aspects of the TCS as identified in the *EXHIBIT B - Toll Facilities and ITS Responsibility Matrix*, and shall work with the CTRMA, TxDOT, roadway designers and contractors, and others as described herein.

A8.0 Project Schedule

The Project Schedule shall be developed to incorporate the Milestone Dates established for this Work Authorization No. 6 as presented in Exhibit C.

[END OF SECTION]

EXHIBIT B

| LEGEND | Work Description | | |
|----------------------------------|------------------|---|--------------------------|
| | 1 | 2 | 3 |
| Primary Responsibility | A | | |
| Support Responsibility | B | | |
| Coordination Responsibility Only | C | | |
| No Responsibility | D | | |
| | Design | | Procure |
| | | | Install and/or Construct |

| Element/Task/Component/ Sub-system | D/B CDA Developer (D/B) | | | System Integrator (SI) | | | Comments Other Responsibility/Information |
|--|----------------------------|---|---|------------------------------|---|---|---|
| | 1 | 2 | 3 | 1 | 2 | 3 | |
| FACILITIES | | | | | | | |
| Toll Plaza Layout | A | A | A | B | D | D | SI to provide system design. D/B to incorporate into Project Design. Preliminary design provided in existing design plans |
| Metered power service to ILP | A | A | A | B | D | C | SI to provide power requirements and special requirement for construction of utilities near toll collection point. |
| Complete backup power systems: generators, automatic transfer switches, and fuel tanks | C | D | B | A | A | A | |
| Foundation and conduits for backup power systems | A | A | A | B | D | D | D/B to provide foundations and conduits between foundations |
| Uniform Uninterruptible Power Supplies | C | C | C | A | A | A | |
| Lightning Protection & Grounding | A | A | A | B | C | C | |
| Duct Bank | A | A | A | B | D | C | D/B to install conduit Duct Bank complete with pull strings |
| Fiber Optic cables in Duct Bank for Toll Systems and ITS components | C | D | B | A | A | A | |
| Data/Communication service to ILP | C | D | B | A | A | A | SI to provide system design plans indicating power and communication/data requirements, D/B to install up to the ILP at demark panel. |
| Data/Communication wire/fiber from ILP to equipment | C | C | C | A | A | A | SI to install from ILP to equipment. |

EXHIBIT B

| LEGEND | | Work Description | | | |
|----------------------------------|---|------------------|--|---|---|
| Primary Responsibility | A | 1 | | 2 | 3 |
| Support Responsibility | B | Design | | | |
| Coordination Responsibility Only | C | | | | |
| No Responsibility | D | | | | |

| Element/Task/Component/ Sub-system | D/B CDA Developer (D/B) | | | | System Integrator (SI) | | | Comments Other Responsibility/Information |
|---|----------------------------|---|---|--|------------------------------|---|---|---|
| | 1 | 2 | 3 | | 1 | 2 | 3 | |
| Pavement, inclusive of special nonferrous zones and conduit stub outs for in pavement sensors | B | A | A | | B | D | C | SI to provide any special requirements for pavement design |
| Pavement sensors | C | C | C | | A | A | A | SI to saw cut and install pavement sensors |
| Gantries including special framing for equipment mounts | A | A | A | | B | D | C | SI to provide requirements for specific equipment mounts, conduits, J boxes, power and data wiring. Developer to incorporate into Structural Design |
| Equipment mounts on Gantries | B | D | C | | A | A | A | SI to install any required equipment mounts on gantries. SI to coordinate with D/B during the design phase to incorporate any required framing to support equipment mounts. |
| ILP and roadside cabinet slabs | A | A | A | | B | D | C | SI to provide requirements for size of slab needed. |
| ILPs and roadside cabinets (including HVAC systems) | B | D | C | | A | A | A | SI to install complete |
| Lane Controller Hardware | D | D | D | | A | A | A | |
| Communication Equipment | D | D | D | | A | A | A | |
| ELECTRONIC TOLL COLLECTION SUB-SYSTEMS (ETC) | | | | | | | | |
| Installation/Electrical Design and Plans | C | D | C | | A | A | A | |
| Automatic Vehicle Classification System and Image Capturing System (ICS) Hardware | C | C | C | | A | A | A | D/B to provide junction boxes and conduits, SI to install all power and data cable and install equipment |
| In Lane Processing Building Equipment | D | D | D | | A | A | A | |

EXHIBIT B

| LEGEND | | Work Description | | | |
|----------------------------------|---|------------------|--|---------|--------------------------|
| Primary Responsibility | A | 1 | | 2 | 3 |
| Support Responsibility | B | Design | | Procure | Install and/or Construct |
| Coordination Responsibility Only | C | | | | |
| No Responsibility | D | | | | |

| Element/Task/Component/ Sub-system | D/B CDA Developer (D/B) | | | | System Integrator (SI) | | | Comments Other Responsibility/Information |
|---|----------------------------|---|---|--|------------------------------|---|---|--|
| | 1 | 2 | 3 | | 1 | 2 | 3 | |
| Computer rack system, routers, hubs, switches, firewalls, VPN, modems, patch/distribution panels, | D | D | D | | A | A | A | |
| Toll Plaza Host Computer | D | D | D | | A | A | A | |
| Back-up Host Computer | D | D | D | | A | A | A | |
| Support equipment at CTRMA admin offices | D | D | D | | A | A | A | |
| Workstations/Printers | D | D | D | | A | A | A | |
| Commissioning and Operational Testing | D | D | C | | A | A | A | |
| Lane controller software | D | D | D | | A | A | A | |
| Plaza Computer Software | D | D | D | | A | A | A | |
| Host Computer Software | D | D | D | | A | A | A | |
| Toll Collection System Application Software | D | D | D | | A | A | A | |
| Security Access System Software | D | D | D | | A | A | A | |
| Maintenance Online Management System Software | D | D | D | | A | A | A | |
| Factory Acceptance Test | D | D | D | | A | A | A | |
| Project Acceptance Test | D | D | D | | A | A | A | |
| Training | D | D | D | | A | A | A | |
| Documentation | D | D | D | | A | A | A | |
| FCC Licenses/Regulations as applies to toll systems | B | D | D | | A | A | A | SI to procure process and initiate all required documentation, applications, permits and licenses as required permitting the CTRMA the right to use and or operate equipment and components. |
| Tolling location phone service | A | A | A | | B | C | C | |

EXHIBIT B

| LEGEND | | Work Description | | |
|----------------------------------|---|------------------|--|--------------------------|
| Primary Responsibility | A | 1 | | 2 |
| Support Responsibility | B | Design | | Procure |
| Coordination Responsibility Only | C | | | Install and/or Construct |
| No Responsibility | D | | | |

| Element/Task/Component/ Sub-system | D/B CDA Developer (D/B) | | | System Integrator (SI) | | | Comments Other Responsibility/Information |
|--|----------------------------|---|---|------------------------------|---|---|--|
| | 1 | 2 | 3 | 1 | 2 | 3 | |
| DUCT BANKS & INTELLIGENT TRANSPORTATION SYSTEMS (ITS) | | | | | | | |
| Duct Bank & ITS design | A | - | - | B | - | - | The D/B CDA Developer shall be responsible for the design of all ITS layouts, foundations, conduits, electrical services, grounding circuits, and support structures |
| Duct Bank & ITS systems design | B | - | - | A | - | - | The D/B CDA Developer shall coordinate with the SI and accommodate the SI's ITS systems design in the Project Design |
| Duct Bank | A | A | A | B | D | C | |
| Fiber optic cables | C | D | B | A | A | A | |
| CCTV Camera foundations, conduits, grounding, camera poles, and electrical services | A | A | A | B | C | C | |
| CCTV Camera, communications, and equipment enclosures | B | D | B | A | A | A | |
| DMS foundations, conduits, grounding, DMS support structures, and electrical services | A | A | A | B | C | C | |
| DMS, communications, and equipment enclosures | B | D | B | A | A | A | |
| Vehicle detectors foundations, conduits, grounding, vehicle detector support structures, and electrical services | A | A | A | B | C | C | |
| Vehicle detectors, communications, and equipment enclosures | B | D | B | A | A | A | |

EXHIBIT B

Central Texas Regional Mobility Authority

Toll Systems & ITS Responsibility Matrix

| LEGEND | Work Description | | |
|----------------------------------|------------------|---|--------------------------|
| | 1 | 2 | 3 |
| Primary Responsibility | A | | |
| Support Responsibility | B | | |
| Coordination Responsibility Only | C | | |
| No Responsibility | D | | |
| | Design | | Procure |
| | | | Install and/or Construct |

| Element/Task/Component/ Sub-system | D/B CDA Developer (D/B) | | | System Integrator (SI) | | | Comments Other Responsibility/Information |
|--|----------------------------|---|---|------------------------------|---|---|--|
| | 1 | 2 | 3 | 1 | 2 | 3 | |
| Communication HUB enclosures support slab | A | A | A | B | C | C | |
| Communication HUB enclosures | B | D | B | A | A | A | |

EXHIBIT C
290 EAST TOLL PROJECT (MANOR EXPRESSWAY)
PRELIMINARY SCHEDULE MILESTONES
(Dates and Durations Subject to Change)

| Phase I | |
|--|--|
| Task | Duration and/or Milestone Date |
| Advertise For Construction—Segment 1 | October 23, 2009 |
| Bid Opening – Segment 1 | November 23, 2009 |
| Contract Award – Segment 1 | January 12, 2010 |
| Issue Notice to Proceed – Segment 1 | April 27, 2010 |
| Roadway Contractor (Webber) to complete Tolls Infrastructure | 438 days (Maximum) |
| Tolls Collection System Completed | 120 days (From Completion of Tolls Infrastructure) |
| Final Acceptance | 90 days |
| Phase II | |
| Task | Duration and/or Milestone Date |
| Advertise For CDA Developer—Segments 2 & 3 | June 13, 2010 |
| CTRMA Selects Best Value Proposer | February 23, 2011 |
| Contract Award | May 2011 |
| Issue Notice to Proceed | June 2011 |
| Roadway Contractor (Webber) to complete Tolls Infrastructure | 835 days (Maximum) |
| Tolls Collection System Completed | 120 days (From Completion of Tolls Infrastructure) |
| Final Acceptance | 120 days |

EXHIBIT D: Fee Schedule

| CTRMA 290E -- TOLLING | | | | | |
|------------------------------|-------------|-------------|--|-------------------|------------------------|
| ITEM # | QTY. | UNIT | DESCRIPTION | UNIT PRICE | EXT PRICE |
| 1 | | | Tolling Lanes & Shoulders (includes: Materials/Equipment, SW mods to add new location to system, field installation/labor & electrical work) | | |
| 1a | 17 | EA | Shoulder Configuration | \$ 79,947.41 | \$ 1,359,105.98 |
| 1b | 5 | EA | One lane Configuration | \$ 110,157.95 | \$ 550,789.73 |
| 1c | 1 | EA | Two lanes Configuration | \$ 204,815.89 | \$ 204,815.89 |
| 1d | 3 | EA | Three lanes Configuration | \$ 299,473.84 | \$ 898,421.51 |
| 1e | 3 | EA | Four lanes Configuration | \$ 394,131.78 | \$ 1,182,395.35 |
| 2 | 12 | EA | Communication Equipment (incl's: Equipment /materials, installation & integration) | \$ 11,516.68 | \$ 138,200.22 |
| 3 | 12 | EA | Video/DVR System Equipment (incl's: Equipment /materials, installation & integration) | \$ 23,892.27 | \$ 286,707.19 |
| 4 | 12 | EA | ILP Building Equipment (incl's: Equipment /materials, installation & integration) UPS & generators included | \$ 112,521.31 | \$ 1,350,255.74 |
| 5 | 45 | EA | Per Lane/Shoulder Commissioning & Operational Testing | \$ 1,947.00 | \$ 87,615.00 |
| 6 | 45 | EA | Per Lane/Shoulder Installation/Electrical Design and Plans | \$ 3,364.36 | \$ 151,396.00 |
| TOTAL PRICE TOLLING | | | | | \$ 6,209,702.60 |

EXHIBIT D: Fee Schedule

| CTRMA 290E -- ITS | | | | | |
|------------------------------------|-------------|-------------|---|-------------------|------------------------|
| ITEM # | QTY. | UNIT | DESCRIPTION | UNIT PRICE | EXT PRICE |
| 1 | 5000 | LF | Elec Condr (No. 2) Insulated | \$ 2.81 | \$ 14,050.00 |
| 2 | 50000 | LF | Elec Condr (No 4) Insulated | \$ 1.41 | \$ 70,500.00 |
| 3 | 25000 | LF | Elec Condr (No 6) Insulated | \$ 1.20 | \$ 30,000.00 |
| 4 | 500 | LF | Elec Condr (No 8) Insulated | \$ 0.95 | \$ 475.00 |
| 5 | 35000 | LF | Elec Condr (No 14) Insulated | \$ 0.70 | \$ 24,500.00 |
| 6 | 1 | LS | ITS System Support Equipment | \$ 15,000.00 | \$ 15,000.00 |
| 7 | 2200 | LF | Fiber Optic CBL (Single - Mode)(12 Fiber) | \$ 2.56 | \$ 5,632.00 |
| 8 | 40000 | LF | Fiber Optic CBL (Single - Mode)(48 Fiber) | \$ 2.97 | \$ 118,800.00 |
| 9 | 40000 | LF | Fiber Optic CBL (Single - Mode)(72 Fiber) | \$ 3.28 | \$ 131,200.00 |
| 10 | 5000 | LF | Fiber Optic Cable Pigtail (12 Fiber) | \$ 3.26 | \$ 16,300.00 |
| 11 | 10 | EA | Fiber Optic Splice Enclosure | \$ 854.00 | \$ 8,540.00 |
| 12 | 15 | EA | Fibr Patch Panel (12 Position) | \$ 437.00 | \$ 6,555.00 |
| 13 | 3 | EA | Fiber Patch Panel (72 Position) | \$ 2,960.00 | \$ 8,880.00 |
| 14 | 9 | EA | CCTV Field Equipment | \$ 7,500.00 | \$ 67,500.00 |
| 15 | 2500 | LF | Conduit (Prepare) | \$ 1.00 | \$ 2,500.00 |
| 16 | 1 | EA | Communication S HUB Building | \$ 40,000.00 | \$ 40,000.00 |
| 17 | 25 | EA | MVD Cabinet (Special) | \$ 1,000.00 | \$ 25,000.00 |
| 18 | 9 | EA | Camera Cabinet | \$ 1,200.00 | \$ 10,800.00 |
| 19 | 50 | EA | Microwave Vehicle Detection System | \$ 5,500.00 | \$ 275,000.00 |
| 20 | 9 | EA | Video Encoder | \$ 3,877.40 | \$ 34,896.60 |
| 21 | 9 | EA | Video Decoder | \$ 4,088.10 | \$ 36,792.90 |
| 22 | 25 | EA | Wireless Ethernet Radio | \$ 4,200.00 | \$ 105,000.00 |
| 23 | 12 | EA | Field Ethernet Switch | \$ 3,200.00 | \$ 38,400.00 |
| 24 | 15 | EA | Field Terminal Server | \$ 1,400.00 | \$ 21,000.00 |
| 25 | 2000 | LF | Ethernet Cable Cat 5 | \$ 1.16 | \$ 2,320.00 |
| 26 | 2 | EA | LED DMS Field Equipment (18 in) | \$ 100,000.00 | \$ 200,000.00 |
| 27 | 1 | LS | System Integration | \$ 32,000.00 | \$ 32,000.00 |
| 28 | 1 | LS | System Design | \$ 189,778.41 | \$ 189,778.41 |
| TOTAL PRICE ITS | | | | | \$ 1,531,419.91 |
| TOTAL PRICE (TOLLING + ITS) | | | | | \$ 7,741,122.51 |

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

RESOLUTION NO. 11-039

**Approve a Contract Amendment with Telvent USA Corporation to Adjust
Fees and Scope of Services for Maintenance of Toll Equipment.**

WHEREAS, in Resolution No. 05-29, dated March 30, 2005, following the issuance of a request for proposals and review of the responses thereto in accordance with the CTRMA's procurement policies, the Board of Directors authorized and approved of the retention of Caseta Technologies, Inc. ("Caseta") to provide toll systems implementation and maintenance services to the CTMRA; and

WHEREAS, effective August 27, 2005, CTRMA executed a Contract for Toll System Implementation with Caseta; and

WHEREAS, in Resolution 08-09, dated January 30, 2008, the Board authorized a Maintenance Services Agreement with Caseta, which was executed and became effective on March 7, 2008 (the "Agreement"), and ; and

WHEREAS, Caseta Technologies, Inc., was subsequently acquired by Telvent USA Corporation, a Maryland corporation ("Telvent"), and all rights and obligations of Caseta Technologies, Inc. under the Agreement are now the rights and obligations of Telvent; and

WHEREAS, the 2008 schedule and timing for opening toll road segments anticipated in Attachment D to the Agreement is outdated; and

WHEREAS, staff recommends updating the maintenance price schedule in the Agreement to reflect current and projected needs for maintenance of the CTRMA toll system under the Agreement.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves the Amendment to the Agreement in the form or substantially the same form shown as Attachment "A"; and

BE IT FURTHER RESOLVED, that this approved Amendment may be finalized and executed by the Executive Director on behalf of CTRMA.

[Signatures appear on the following page]

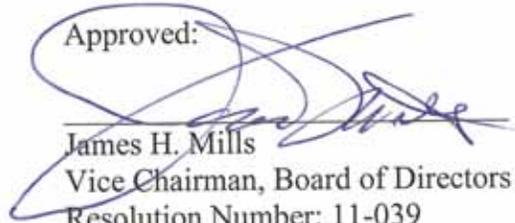
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 27th day of April, 2011.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



James H. Mills
Vice Chairman, Board of Directors
Resolution Number: 11-039
Date Passed: 4/27/11

ATTACHMENT "A" TO RESOLUTION 11-039

**AMENDMENT TO MAINTENANCE SERVICES CONTRACT
FOR TOLL COLLECTION SYSTEM BETWEEN
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY
AND
TELVENT USA CORPORATION**

[Following 4 Pages]

**AMENDMENT TO MAINTENANCE SERVICES CONTRACT
FOR TOLL COLLECTION SYSTEM BETWEEN
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY
AND
TELVENT USA CORPORATION**

This Amendment to the Maintenance Services Contract for Toll Collection System between Central Texas Regional Mobility Authority (“CTRMA”) and Telvent USA Corporation (the “Contractor”) is made effective as of the ___ day of April, 2011, and is for the purpose of amending SCHEDULE 1 of the Maintenance Services Contract for Toll Collection System between CTRMA and Contractor, effective March 3, 2007.

SCHEDULE 1: PRICE SCHEDULE is amended by revising the monthly fee to reflect the current status of the 183A Turnpike Project and the anticipated schedule for the implementation of new Segment 1a (183A–Phase II) and Segment 7 (US290East: Manor Expressway) as follows:

SCHEDULE 1 is deleted in its entirety and replaced with a new SCHEDULE 1.1. (attached)

By their signatures below, the parties of the Contract evidence their agreement to the amendment set forth above.

CENTRAL TEXAS REGIONAL
MOBILITY AUTHORITY

TELVENT USA CORPORATION

Mike Heiligenstein
Executive Director

SCHEDULE 1.1

MAINTENANCE SERVICES CONTRACT FOR TOLL COLLECTION SYSTEM

PRICE SCHEDULE

This section provides descriptions of the Method of Measurement and the Basis of Payment for the bid items necessary to complete the work for maintenance services on the toll collection systems on the CTRMA's Toll Road System. Maintenance services will commence after Final Acceptance of the Tolls Integrator System for each of the individual Toll Road Facilities listed below.

Segment Payments

1. Monthly Maintenance Services

Monthly Fee for maintaining the 183A Turnpike Project and the 290-East Toll Project, including Plaza System, Host System, Communications Equipment, Security Access System, System Administration, and all ETC Toll Lanes shall be measured on a per month basis. Each per month unit shall include furnishing all labor, materials, and support services to perform Maintenance Services for that month in conformance with the requirements of the Specifications, and as accepted by the CTRMA.

Basis of Payment

Payment will be made at the monthly bid price for the Maintenance Services provided, upon approval of services by the CTRMA in accordance with the following table:

| Maintenance Cost Elements | | | | | Project Lanes | Total Lanes |
|---------------------------|-------------------|------|-----------|----------------------|------------------|-------------|
| | | | | | 16 | 16 |
| Item No. | Description | Unit | Rate / Hr | Unit Price per Month | 183-A Phase I | |
| | | | | | QTY. | Per Month |
| 110 | Base Monthly Fee | 1 | | \$12,500.00 | 1 | \$12,500 |
| 111 | Software Engineer | 173 | \$116.00 | | 0.5 | \$10,034 |
| 112 | System Engineer | 173 | \$127.00 | | 0.5 | \$10,986 |
| 113 | Technician | 173 | \$89.00 | | 2 | \$30,794 |
| 114 | Technician ODC's | 1 | | \$2,039.00 | 2 | \$4,078 |
| | | | | | Subtotal \$ /Mo. | \$68,400 |

| Maintenance Cost Elements | | | | | Additional Project Lanes | Total Lanes |
|---------------------------|-------------------|------|-----------|----------------------|--------------------------|-------------|
| | | | | | 9 | 25 |
| Item No. | Description | Unit | Rate / Hr | Unit Price per Month | 183-A Phase I & Phase II | |
| | | | | | QTY. | Per Month |
| 110 | Base Monthly Fee | 1 | | \$12,500.00 | 1 | \$12,500 |
| 111 | Software Engineer | 173 | \$116.00 | | 0.5 | \$10,034 |
| 112 | System Engineer | 173 | \$127.00 | | 0.5 | \$10,986 |
| 113 | Technician | 173 | \$89.00 | | 2 | \$30,794 |
| 114 | Technician ODC's | 1 | | \$2,039.00 | 2 | \$4,078 |
| | | | | | Subtotal \$ /Mo. | \$68,400 |

| Maintenance Cost Elements | | | | | Additional Project Lanes | Total Lanes |
|---------------------------|-------------------|------|-----------|----------------------|---|-------------|
| | | | | | 8 | 33 |
| Item No. | Description | Unit | Rate / Hr | Unit Price per Month | 183A Phase I & Phase II and 290-E Phase I | |
| | | | | | QTY. | Per Month |
| 110 | Base Monthly Fee | 1 | | \$12,500.00 | 1 | \$12,500 |
| 111 | Software Engineer | 173 | \$116.00 | | 0.5 | \$10,034 |
| 112 | System Engineer | 173 | \$127.00 | | 0.5 | \$10,986 |
| 113 | Technician | 173 | \$89.00 | | 4 | \$61,600 |
| 114 | Technician ODC's | 1 | | \$2,039.00 | 4 | \$8,160 |
| | | | | | Subtotal \$ /Mo. | \$103,250 |

| Maintenance Cost Elements | | | | | Additional Project Lanes | Total Lanes |
|---------------------------|-------------------|------|-----------|----------------------|---|------------------|
| | | | | | 18 | 51 |
| Item No. | Description | Unit | Rate / Hr | Unit Price per Month | 183A Phase I & Phase II, 290-E Phase I & Phase II | |
| | | | | | QTY. | Per Month |
| 110 | Base Monthly Fee | 1 | | \$12,500.00 | 1 | \$12,500 |
| 111 | Software Engineer | 173 | \$116.00 | | 0.75 | \$10,034 |
| 112 | System Engineer | 173 | \$127.00 | | 0.75 | \$10,986 |
| 113 | Technician | 173 | \$89.00 | | 4 | \$61,588 |
| 114 | Technician ODC's | 1 | | \$2,039.00 | 4 | \$8,156 |
| Subtotal \$ /Mo. | | | | | | \$113,775 |

2. Out of Scope Services

Hourly rates for out of scope services pursuant to Section 11 of the Toll Collection System Maintenance Services Contract:

| | |
|------------------------|----------|
| Software Engineer | \$116.00 |
| System Engineer | \$127.00 |
| Technician | \$89.00 |
| Hardware Engineer | \$87.00 |
| Database Administrator | \$165.00 |
| Documentation Clerk | \$119.00 |
| Testing Engineer | \$126.00 |
| Project Manager | \$165.00 |
| Network Administrator | \$115.00 |

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

RESOLUTION NO. 11-040

**Approve a Supplement to Work Authorization #8 with URS Corporation
for Traffic and Revenue Engineering Services.**

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

WHEREAS, by previous resolutions the Board of Directors has authorized the Executive Director to execute work authorizations and supplements to those work authorizations for the performance of traffic and revenue engineering studies related to the US 290 East Toll Project (the Manor Expressway, or the "Project"); and

WHEREAS, CTRMA and URS Corporation have determined that a Supplement No. 4 to Work Authorization No. 8 is necessary to authorize URS Corporation to continue work on the preparation of the Investment Grade Traffic and Revenue Study for the Project.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors authorizes the Executive Director to finalize and execute a Supplement No. 4 to Work Authorization No. 8 with URS Corporation in the form or substantially the same form set forth in Attachment "A" to this Resolution, provided that any work commenced under the Supplement No. 4 to Work Authorization No. 8 shall be subject to all terms and conditions of the T&R Agreement.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 27th day of April, 2011.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



James H. Mills
Vice Chairman, Board of Directors
Resolution Number: 11-040
Date Passed: 4/27/11

ATTACHMENT "A" TO RESOLUTION 11-040

Supplemental No. 4 to Work Authorization No. 8

[Following 7 Pages]

URS CORPORATION
SCOPE OF SERVICES
FOR
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY (CTRMA)
March 31, 2010

**SUPPLEMENTAL No. 4 to WORK AUTHORIZATION No. 8
MANOR EXPRESSWAY (US 290E) TOLL DEVELOPMENT PROJECT
INVESTMENT GRADE TRAFFIC AND TOLL REVENUE ENGINEERING SERVICES**

The Traffic and Toll Revenue Engineering Services described herein are to be provided by URS Corporation (URS) to the Central Texas Regional Mobility Authority (CTRMA) to update the Manor Expressway (US 290E) Investment Grade Traffic and Toll Revenue (T&R) Study. The main purpose of this study update is to accommodate the recently released 2010 census data. This study also baseline toll revenue forecasts and sensitivity analysis for the proposed Manor Expressway Toll Road. Additionally, URS staff will provide technical support to CTRMA in dealings with the Transportation Infrastructure Finance and Innovation Act (TIFIA) program, private sector financial organizations, and bond rating agencies to acquire financing for the proposed project.

SCOPE OF SERVICES

This Scope of Services is organized into three (3) principal tasks that encompass the investment grade study update and provide project financing support for the proposed Manor Expressway (US 290E) Toll Road. This analysis is for an update, compatible with the 2010 census data, to the existing analysis completed in January 2011. Included in this comprehensive work program are the following tasks:

- Task 1: Project Management/Quality Assurance (QA)
- Task 2: Traffic and Toll Revenue Study Update
- Task 3: Project Financing Support

The services presented in this scope will be completed on a time and materials (T&M) basis including reimbursement for other direct costs incurred (travel, lodging, meals, etc.). The project schedule and budget that supports this scope of services are also attached. The current total contract amount under Work Authorization No. 8 plus Supplemental No. 1 through 3 is \$1,229,300. This Supplemental No. 4 authorizes charges of services for up to an additional \$67,404. This will bring the total funding under this Work Authorization to \$1,296,704.

Task 1 Project Management/Quality Assurance (QA)

The URS project manager will coordinate and oversee all activities associated with this scope of work. Specific activities include participation at project coordination meetings with CTRMA, PBS&J, and other project team members. URS will coordinate individual work tasks, development of progress reports and invoices, and coordination and

implementation of URS QA procedures to include internal independent technical reviews. Additionally, the URS project manager will coordinate with subconsultants as needed throughout the project.

Task 2: Traffic and Toll Revenue Study Update

2010 census data was released in February 2010. The existing Manor Expressway T&R Study was based on the CAMPO Mobility Plan 2035 and the revised demographic data with estimated 2010 population. Therefore, a set of project data updates is needed in order to bring the T&R Study to date and be compatible with the Mobility Plan 2035, especially on the economic growth pattern and future transportation system development.

Task 2 will include three subtasks as described below.

Task 2.1 Demographic Data Update

The previous Manor Expressway T&R Study included a comprehensive demographic data review for the base line data from the Mobility Plan 2035. In this update study, the demographic data review will be updated and 2010 census data will be used.

For this task, URS has retained the services of Alliance Transportation Group (ATG) to assess the 2010 census data and amend previous revised demographic forecasts. ATG recently served as a consultant in this capacity for CTRMA on the 183A Phase II and Manor Expressway T& R Studies. The demographic forecasts data have been kept consistent between both studies. The socioeconomic review that occurred in the existing Investment Grade studies will be updated to reflect the 2010 census and the current understanding of the demographics in the area surrounding the proposed corridor. ATG's scope this update are also attached. ATG will update the technical memorandum describing the work performed in Task 2.1 which documents the results. ATG's scope and fee for this task is attached.

URS will review the socioeconomic data in the study area and the region to verify the reasonableness of the results provided by ATG. This verification process will include a comparison to the latest forecast and other data sets developed by CAMPO, the US Census, and the Texas State Data Center. The verification process will include the development of data comparison tables and thematic maps created using GIS software that will also allow for the identification of geographic areas where significant changes in growth have occurred for the last two-years.

The result of the demographic data update will be a population and employment forecast at the Traffic Analysis Zone (TAZ) level for entry into the regional travel demand model for the base years (2010) and several future years. The future years included in the forecast will be dependent upon the timing of transportation

improvements in the region that may impact the proposed facility, but at a minimum will include 2013, 2015, 2025, and 2035. Forecasts for intervening years will be interpolated from the model forecast periods.

Task 2.2 Traffic and Toll Revenue Estimation Update

URS will use the calibrated toll diversion model to estimate volumes for the Manor Expressway project for specific model years, incorporating the revised socioeconomic data reflecting information gained in Tasks 3.1. Traffic estimates will be developed by toll gantry location. Toll revenue estimates will be developed from the traffic estimates based on appropriate divisions of vehicle class (passenger car and truck) and by payment type (ETC and Video). Traffic and Toll Revenue Estimates will be provided in tabular form for the proposed project scenario as the base case.

Task 2.2 Traffic and Toll Revenue Estimation Update

URS will update the investment grade traffic and toll revenue report that includes the updated T&R study results, an analysis of findings, and supporting documentation. URS shall submit the draft report to CTRMA for review and comment.

A final investment grade traffic and toll revenue report will be developed based on comments received from CTRMA.

Task 3 Project Financing Support

In this task, URS will provide sufficient supports, in its T&R consultant capacity, to help CTRMA fund the Manor Expressway toll project. Task 3 will include four subtasks as described below.

Task 3.1 Joint Report Update

URS will coordinate with CTRMA and Stantec and update the joint report of the traffic and toll revenue forecasts to be included in the official statement (OS) of the bond sale. This joint report will be based on the latest T&R reports of Manor Expressway (US 290E) and 183A Phase II. Close coordination efforts will be employed.

Task 3.2 Additional Sensitivity Analyses

The sensitivity and risk analyses address inherent uncertainties in the travel demand model input variables. The output of these analyses is a broad range of toll revenue outcomes for the proposed project with assigned probability or confidence intervals that provides a general overview of the risk of the project. The rating agencies, TIFIA and other entities involved with the financing of the

proposed Manor Expressway toll road may request CTRMA to conduct additional sensitivity analyses to provide toll revenue estimates that are embedded in the range of results reflected in the risk analysis output. Examples of these analyses include lower economic growth, alternate toll escalation rates, and changes in the transportation network due to alternative improvement plans. URS will conduct up to three (3) additional runs of the travel demand model to respond to requests for additional sensitivity analyses.

URS shall submit a technical memorandum summarizing the additional sensitivity analyses to CTRMA.

Task 3.3 Support for Meetings with Financial Community

URS will provide support during CTRMA's acquisition of project financing by providing technical support at meetings with rating agencies, bond insurance companies, TIFIA, and other financing entities. This support will include presentations of the Investment Grade Study, preparation of presentation materials (presentation boards, power point slides, handouts, etc.)

Activities to be completed as part of subtask 3.3 include:

- Attendance at a total of three (3) meetings (anticipated in Austin, New York City, and/or Washington, DC) for up to four (4) URS staff. Should additional meetings/presentations be required URS will scope and budget these meetings in a supplemental work authorization;
- Certification of information in the disclosure documents related to the URS Traffic and Toll Revenue Investment Grade Study report, including the underlying assumptions;
- Review of financing documents; and
- Review of disclosure documents.

Task 3.4 Project Close Out

In the project close-out stage, URS will address any unsolved project-related issues and archive project documentation and data in proper places. This task will also include finalizing the project invoice and completing project feedback surveys. It is anticipated that the project will be closed out by December 31, 2011.



Alliance Transportation Group, Inc.

SUPPLEMENTAL WORK AUTHORIZATION

Scope of Work

**UPDATE SOCIOECONOMIC DATA FOR THE MANOR EXPRESSWAY AND US 183-A EXTENSION STUDY
AREAS WITH 2010 US CENSUS POPULATION COUNTS**

Task 1: GIS Allocation of 2010 U.S. Census data to TSZs – Using ArcGIS, ATG will allocate 2010 U.S. Census data, at the census block level (using centroids), to the CAMPO TSZs. This effort will be undertaken for the 2010 CAMPO TSZs and for the older CTPP CAMPO TSZs that were used for the US 183-A Extension study. All TSZs in the CAMPO study area will be updated to 2010 using the automated allocation method. It is anticipated that there will be some discrepancies between the U.S. Census geography and the TSZ boundaries. These discrepancies will be corrected in the Manor Expressway and the U.S. 183-A study areas. It is not anticipated that any remaining discrepancies will significantly affect the model's results.

Task 2: Update County Control Totals and TSZ Forecasts – The population county control totals for each county will be updated to reflect the 2010 U.S. Census counts. Adjustments may be made to the control totals of future forecast years, if judged necessary. At the zonal level, the previously forecasted growth rates will be applied to the new 2010 baseline population counts. A final review will be conducted at the subarea level to verify that no subregion within the CAMPO study area is receiving higher or lower than anticipated growth.

Task 3: Documentation – A short technical memorandum will be prepared that describes the methodology used for the adjustment and the final control total figures. The documentation provided for the Manor Expressway and US 183-A Extension studies will be updated with the new control totals and U.S. Census data.

Task 4: Project Management – ATG management will oversee project staff and perform appropriate QA/QC measures to insure the quality of the project's final deliverables.

Exhibit B



Manor Expressway T&R Study - 2010 Census Demographic Update

Fee Summary

| Personnel | Hours | Base Rate | Direct Labor |
|--------------------------------|-------|-----------|-----------------|
| Michael Bomba, PhD. | 40 | \$ 48.39 | \$ 1,936 |
| James Harvey | 2 | \$ 53.45 | \$ 107 |
| Gayle L. Heath | 4 | \$ 26.00 | \$ 104 |
| Jack Jones | 0 | \$ 37.12 | - |
| Daniel Rios | 0 | \$ 29.61 | - |
| Total Hours | | | \$ 2,147 |
| Direct Labor | | | \$ 2,147 |
| Overhead | | | \$ 3,415 |
| Fee | | | \$ 667 |
| Subtotal Burdened Labor | | | \$ 6,229 |
| Direct Expenses | | | |
| Travel | | \$ 450 | |
| Car Rental | | \$ - | |
| Per Diem | | \$ 225 | |
| Hotel | | \$ 650 | |
| Shipping | | \$ - | |
| Reproduction | | \$ - | |
| Temps | | \$ - | |
| Subtotal (Direct) | | | \$ 1,325 |
| Total | | | \$ 7,554 |

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

RESOLUTION NO. 11-041

**Approve an Amendment to the Toll Policies to Adjust the Base Toll Rate
at the Park Street Gantry on the 183A Expressway when the 183A Phase II
Extension Opens in 2012 and to Revise the Initial Effective Date
and Scope of the Inflation-Based Toll Rate Adjustment Policy.**

WHEREAS, certain provisions of the adopted formal toll policies for CTRMA (the "Toll Policies") have been previously modified by Resolution 09-76 in accordance with the requirements of the Master Trust Indenture dated February 1, 2005 by and between CTRMA and JP Morgan Chase Bank, National Association, Trustee (now with Regions Bank as Successor Trustee) as well as the requirements of all applicable Supplemental Trust Indentures related to CTRMA's financing of projects being undertaken by CTRMA (all such documents being referred to as the "Bond Documents"); and

WHEREAS, CTRMA staff has undertaken development of various proposed amendments and revisions to the Toll Policies to address the 2012 Toll Modification and the Toll Modification Criteria and such proposed revisions to the Toll Policies are attached hereto as Attachment "A" ("Revisions to Toll Policies"); and

WHEREAS, CTRMA staff has undertaken with Stantec Consulting Services, Inc., CTRMA's Traffic Consultant, the necessary review and analysis of the fiscal results of such revisions as required under the Bond Documents in order to fully consider the impact of the proposed Revisions to Toll Policies; and

WHEREAS, the initial review and analysis has been completed and the Board of Directors has determined that the Revisions to Toll Policies are acceptable and in the best interest of furthering CTRMA's efforts to serve the public regarding mobility matters and ensuring that all CTRMA projects are and remain financially healthy and viable.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of the CTRMA hereby adopts the Revisions to Toll Policies attached hereto as Attachment "A" and hereby amends the Toll Policies accordingly, effective as of the respective dates set forth therein and subject to all necessary fiscal review and analysis being delivered to CTRMA in final form acceptable to CTRMA and other relevant parties under applicable bond covenants in the Bond Documents; and

BE IT FURTHER RESOLVED, that in all instances, the toll schedule established by the Revisions to Toll Policies adopted by this resolution as well as any other projects that are made part of a financial system shall always be sufficient to meet or exceed all covenants and requirements set forth in the Bond Documents, and in the event of any conflict between the

effects of the Revisions to Toll Policies and the Bond Documents, the covenants and requirements of the Bond Documents shall control.

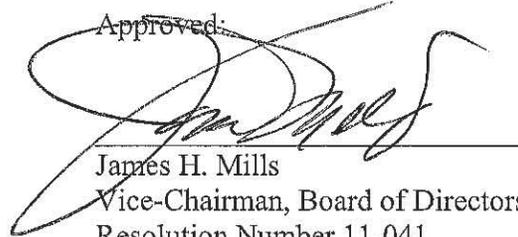
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 27th day of April, 2011.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



James H. Mills
Vice-Chairman, Board of Directors
Resolution Number 11-041
Date Passed 04/27/2011

ATTACHMENT "A" TO RESOLUTION 11-041

REVISIONS TO TOLL POLICIES

2012 Toll Modification
and
Toll Modification Criteria

The CTRMA Board of Directors has, by passage of Resolution 11-041 dated April 27, 2011, adopted certain revisions to the Toll Policies of the Authority.

These revisions to the Toll Policies amend the Policies and Procedures for Toll Collection Operations on the CTRMA Turnpike System ("Policies and Procedures Document") originally adopted December 8, 2004, and as previously modified by Resolution 09-76 dated November 18, 2009.

Notwithstanding any conflicting provisions of these or prior revisions to the Toll Policies, the toll schedules set forth in the Policies and Procedures Document shall always be sufficient to meet or exceed all covenants and requirements set forth in all applicable bond documents, and in the event of any conflict between the effects of these or prior revisions to Toll Policies and the bond documents, the covenants and requirements of the bond documents shall control.

The following revisions to the Policies and Procedure Document are authorized and adopted as follows:

1. 2012 Toll Modification. Effective upon the date Phase II of the 183A Project is completed and open to the travelling public, the following base toll rates for passenger car tolls (2 axles) shall be collected at the respective toll gantries set forth below:

| Paypoint Location (Toll Gantry) | Toll Direction | Payment Type (ETC=Electronic Toll Collection) | Base Toll Rate |
|--|-----------------------|--|-----------------------|
| CR 272 Ramp | To/from North | ETC | \$0.36 |
| CR 272 Ramp | To/from North | Pay by Mail | \$0.48 |
| New Hope ML | NB/SB | ETC | \$0.95 |
| New Hope ML | NB/SB | Pay by Mail | \$1.27 |
| New Hope Ramp | From South | ETC | \$0.54 |
| New Hope Ramp | From South | Pay by Mail | \$0.72 |
| Park Street ML | NB/SB | ETC | \$1.35 |
| Park Street ML | NB/SB | Pay by Mail | \$1.80 |
| Brushy Creek Ramp | To/from South | ETC | \$0.54 |
| Brushy Creek Ramp | To/from South | Pay by Mail | \$0.72 |
| Lakeline ML | NB/SB | ETC | \$0.50 |
| Lakeline ML | NB/SB | Pay by Mail | \$0.67 |
| Full Length Trip On Main Lanes | | ETC | \$2.80 |
| | | Pay by Mail | \$3.74 |

Vehicles with more than two (2) axles will pay the applicable base toll rate times (n-1), with “n” being the number of axles on the vehicle.

2. Toll Modification Criteria. The following provisions are fully adopted and made a part of the Policies and Procedure Document and may be incorporated in any Trust Indenture or Supplemental Trust Indenture issued in conjunction with bond financing to be utilized for the financing of the construction and development of projects by the Authority (defined terms in these provisions shall be in accordance with the terms and definitions set forth in the Master Trust Indenture and any applicable Supplemental Trust Indenture):

Subject in all instances to the provisions, requirements and restrictions of the Master Indenture, as amended and supplemented from time to time, beginning on October 1, 2012 and on each October 1 thereafter (the “Toll Escalation Determination Date”), a percentage increase in the Toll rates charged on all toll facilities in the CTRMA Turnpike System will be determined in an amount equal to the Toll Rate Escalation Percentage. The Toll Rate Escalation Percentage, as calculated on each Toll Escalation Determination Date, shall be reported to the Board of Directors each year at its October board meeting. The percentage increase in the Toll rates shall be effective on the January 1 of the next calendar year, unless at such board meeting the Board of Directors affirmatively votes to modify the Toll Rate Escalation Percentage. If the Board of Directors votes to modify the Toll Rate Escalation Percentage, the Toll rate increase to be effective on January 1 of the next calendar year shall be based on the modified Toll Rate Escalation Percentage.

For purposes of determining the Toll Rate Escalation Percentage, the following capitalized terms shall have the meanings given below:

“Toll Rate Escalation Percentage” = shall mean a percentage amount equal to $[(CPI^t - CPI^{t-12})/CPI^{t-12}]$. In the event the Toll Rate Escalation Percentage is calculated to equal less than 0%, then the Toll Rate Escalation Percentage shall be deemed to equal 0%.

“CPI^t” = the most recently published non-revised index of Consumer Prices for All Urban Consumers (CPI-U) before seasonal adjustment (“CPI”), as published by the Bureau of Labor Statistics of the U.S. Department of Labor (“BLS”) prior to the Toll Escalation Determination Date for which such calculation is being made. The CPI is published monthly and the CPI for a particular month is generally released and published during the following month. The CPI is a measure of the average change in consumer prices over time for a fixed market basket of goods and services, including food, clothing, shelter, fuels, transportation, charges for doctors’ and dentists’ services, and drugs. In calculating the index, price changes for the various items are averaged together with weights that represent their importance in the spending of urban households in the United States. The contents of the market basket of goods and services and the weights assigned to the various items are updated periodically by the BLS to

take into account changes in consumer expenditure patterns. The CPI is expressed in relative terms in relation to a time base reference period for which the level is set at 100.0. The base reference period for the CPI is the 1982-1984 average.

“CPI^{t-12}” = the CPI published by the BLS in the month that is 12 months prior to the month used to established CPI^t.

If the CPI is discontinued or substantially altered, as determined in the sole discretion of the Authority, the Authority will determine an appropriate substitute index or, if no such substitute index is able to be determined, the Authority reserves the right to modify its obligations under this Policy.

The above revisions shall be deemed part of the Policies and Procedures Document as provided in Resolution No. 11-041, unless and until further revised by the CTRMA Board of Directors by appropriate resolution and in accordance with the provisions of the Bond Documents.

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

RESOLUTION NO. 11-042

Accept Monthly Financial Reports

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 is responsible to insure accurate financial records are maintained using sound and acceptable financial practices; and

WHEREAS, close scrutiny of CTRMA expenditures for goods and services, including those related to project development, as well as close scrutiny of CTRMA's financial condition and records 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 Chief Financial Officer, to review invoices, approve disbursements, and prepare and maintain accurate financial records and reports; and

WHEREAS, the Executive Director, working with the Chief Financial Officer, has reviewed and authorized the disbursements necessary for the month of March 2011, and has caused Financial Reports to be prepared for each month which are attached to this resolution as Attachment "A."

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors accepts the Financial Report for March 2011, attached respectively as Attachment "A" to this resolution.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 27th day of April, 2011.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



James H. Mills
Vice Chairman, Board of Directors
Resolution Number 11-042
Date Passed 4/27/2011

Exhibit A

Financial Report for March 2011

**Central Texas Regional Mobility Authority
Income Statement
All Operating Departments**

| Revenue | Budget | Actual Year | Percent | Actual Year |
|--------------------------------|-------------------|----------------------|----------------|----------------------|
| | FY 2011 | To Date 3/31/2011 | Of Budget | To Date 3/31/2010 |
| Toll Revenue-TxTag-183A | 17,000,000 | 11,753,630 | 69.14% | 11,012,097 |
| Toll Revenue-HCTRA-183A | 540,000 | 471,270 | 87.27% | 396,651 |
| Toll Revenue-NTTA-183A | 340,000 | 291,859 | 85.84% | 255,203 |
| Video Tolls | 2,800,000 | 2,447,435 | 87.41% | 2,037,556 |
| Fee Revenue | 1,350,000 | 1,005,427 | 74.48% | 991,047 |
| Total Operating Revenue | 22,030,000 | 15,969,621 | 72.49% | 14,692,553 |
| Interest Income | 60,000 | 185,989 | 309.98% | 289,668 |
| Grant Revenue | 0 | 20,916,103 | | 0 |
| Misc Revenue | 6,600 | 1,650 | 25.00% | 550 |
| Gain/Loss on Disposal of Asset | 0 | 1,000 | | 0.00 |
| Total Revenue | 22,096,600 | 37,074,363 | 167.78% | 14,982,771 |

| Expenditures | Budget | Actual Year | Percent | Actual Year |
|------------------------------------|------------------|----------------------|---------------|----------------------|
| | FY 2011 | To Date 3/31/2011 | Of Budget | To Date 3/31/2010 |
| Salary & Wage Expense | | | | |
| Regular salaries | 1,898,467 | 1,209,753 | 63.72% | 1,162,298 |
| Part Time salaries | 14,000 | 6,146 | 43.90% | 334 |
| Overtime | 4,000 | 0 | | 0 |
| Contractual Employees | 105,000 | 29,550 | 28.14% | -13,098 |
| TCDRS | 286,111 | 173,387 | 60.60% | 161,568 |
| FICA | 97,483 | 50,375 | 51.68% | 45,508 |
| Medicare | 28,901 | 17,089 | 59.13% | 16,429 |
| Health Insurance | 213,300 | 112,382 | 52.69% | 106,337 |
| Life Insurance | 6,618 | 4,125 | 62.34% | 3,936 |
| Auto Allowance | 9,000 | 7,098 | 78.86% | 6,263 |
| Other Benefits | 167,144 | 39,677 | 23.74% | 36,680 |
| Deferred compensation | 0 | 586 | | 0 |
| Unemployment Taxes | 4,959 | 2,874 | 57.95% | 697 |
| Salary Reserve | 78,719 | 0 | | 0 |
| Total Salaries & Wages | 2,913,702 | 1,653,041 | 56.73% | 1,526,952 |
| Contractual Services | | | | |
| Professional Services | | | | |
| Accounting | 9,800 | 5,703 | 58.19% | 6,931 |
| Auditing | 54,000 | 42,650 | 78.98% | 43,057 |
| General Engineering Consultant | 1,600,000 | 670,018 | 41.88% | 496,714 |
| General System Consultant | 175,000 | 5,894 | 3.37% | 44,249 |
| Image Processing | 610,000 | 497,614 | 81.58% | 457,274 |
| Facility maintenance | 90,000 | 66,536 | 73.93% | 66,564 |
| HERO | 0 | 581,267 | | 0 |
| Human Resources | 12,000 | 14,869 | 123.91% | 1,374 |
| Legal | 400,000 | 77,778 | 19.44% | 99,233 |
| Photography | 15,000 | 13,545 | 90.30% | 6,798 |
| Total Professional Services | 2,965,800 | 1,975,875 | 66.62% | 1,229,480 |

| Expenditures | Budget | Actual Year | Percent | Actual Year |
|---|------------------|----------------------|---------------|----------------------|
| | FY 2011 | To Date 3/31/2011 | Of Budget | To Date 3/31/2010 |
| Other Contractual Services | | | | |
| IT Services | 65,000 | 28,299 | 43.54% | 39,390 |
| Graphic Design Services | 13,500 | 1,858 | 13.76% | 8,075 |
| Website Maintenance | 45,000 | 44,671 | 99.27% | 16,040 |
| Research Services | 20,000 | 26,089 | 130.45% | 5,000 |
| Copy Machine | 13,500 | 5,740 | 42.52% | 7,686 |
| Software licenses | 23,000 | 7,387 | 32.12% | 19,873 |
| ETC system Maintenance | 1,288,000 | 491,314 | 38.15% | 817,450 |
| ETC Development | 125,000 | 19,903 | 15.92% | 22,928 |
| ETC Testing | 30,000 | 0 | | 28,718 |
| Communications and Marketing | 170,000 | 114,120 | 67.13% | 95,999 |
| Advertising | 25,000 | 39,364 | 157.46% | 6,258 |
| Direct Mail | 5,000 | 0 | | 0 |
| Video Production | 5,000 | 0 | | 1,884 |
| Television | 5,000 | 0 | | 0 |
| Radio | 20,000 | 0 | | -30 |
| Other Public Relations | 2,500 | 0 | | 0 |
| Law Enforcement | 245,000 | 134,792 | 55.02% | 148,790 |
| Special Assignments | 5,000 | 0 | | 0 |
| Traffic Management | 72,000 | 42,306 | 58.76% | 17,790 |
| Emergency Maintenance | 10,000 | 0 | | 0 |
| Roadway Maintenance Contract | 300,000 | 63,457 | 21.15% | 345,111 |
| Landscape Maintenance | 200,000 | 81,544 | 40.77% | 97,772 |
| Signal & Illumination Maintenance | 250,000 | 98,870 | 39.55% | 161,952 |
| Mowing and Litter Control | 300,000 | 49,051 | 16.35% | 16,050 |
| Hazardous Material Cleanup | 10,000 | 0 | | 0 |
| Striping | 50,000 | 0 | | 22,367 |
| Graffiti Removal | 10,000 | 1,900 | 19.00% | 800 |
| Cell Phones | 7,500 | 6,540 | 87.20% | 4,241 |
| Local | 16,500 | 7,169 | 43.45% | 8,273 |
| Long Distance | 750 | 217 | 28.87% | 213 |
| Internet | 6,600 | 2,386 | 36.15% | 3,179 |
| Fiber Optic System | 63,000 | 34,492 | 54.75% | 26,065 |
| Other Communication Expense | 1,500 | 1,325 | 88.34% | 721 |
| Subscriptions | 1,600 | 52 | 3.24% | 488 |
| Memberships | 22,500 | 23,000 | 102.22% | 6,245 |
| Continuing Education | 3,000 | 3,100 | 103.33% | 1,350 |
| Professional Development | 5,000 | 0 | | 305 |
| Seminars and Conferences | 32,500 | 12,565 | 38.66% | 13,645 |
| Staff-Travel | 81,500 | 26,523 | 32.54% | 44,307 |
| Other Contractual Svcs | 0 | 153 | | 0 |
| Roadway maintenance contract | 0 | 13,875 | | 311 |
| TxTag Collection Fees | 1,767,200 | 1,062,695 | 60.13% | 827,466 |
| Contractual Contingencies | 160,500 | 11,748 | 7.32% | 114 |
| Total Other Contractual Services | 5,477,150 | 2,456,504 | 44.85% | 2,816,827 |
| Total Contractual Expenses | 8,442,950 | 4,432,380 | 52.50% | 4,046,307 |

| Expenditures | Budget FY 2011 | Actual Year To Date 3/31/2011 | Percent Of Budget | Actual Year To Date 3/31/2010 |
|---|-------------------|-------------------------------------|----------------------|-------------------------------------|
| Materials and Supplies | | | | |
| Books & Publications | 12,800 | 9,529 | 74.45% | 6,847 |
| Office Supplies Expense | 12,000 | 4,576 | 38.13% | 2,246 |
| Computer Supplies Expense | 7,500 | 10,167 | 135.56% | 3,704 |
| Copy Supplies Expense | 2,000 | 649 | 32.44% | 255 |
| Annual Report Printing | 10,000 | 5,354 | 53.54% | 8,734 |
| Other Printed Reports | 20,000 | 640 | 3.20% | 11,920 |
| Direct Mail-printing Expense | 5,000 | 0 | | 0 |
| Office Supplies-printed | 1,000 | 1,693 | 169.33% | 475 |
| Promotional Items expense | 10,000 | 3,235 | 32.35% | 208 |
| Displays | 5,000 | 0 | | 0 |
| Tools & Equipment Expense | 1,500 | 14 | 0.93% | 374 |
| Misc Materials & Supplies | 3,700 | 82 | 2.21% | 2,536 |
| Total Materials & Supplies Exp | 120,500 | 35,939 | 29.82% | 37,296 |

| Expenditures | Budget FY 2011 | Actual Year To Date 3/31/2011 | Percent Of Budget | Actual Year To Date 3/31/2010 |
|------------------------------------|--------------------|-------------------------------------|----------------------|-------------------------------------|
| Operating Expenses | | | | |
| Gasoline Expense | 3,500 | 2,848 | 81.36% | 2,335 |
| Mileage Reimbursement | 8,250 | 2,535 | 30.73% | 2,973 |
| Toll Tag Expense | 4,375 | 2,167 | 49.54% | 1,932 |
| Parking | 39,270 | 24,064 | 61.28% | 19,171 |
| Meeting Facilities | 1,200 | 100 | 8.33% | 0 |
| Community Events | 5,000 | 500 | 10.00% | 500 |
| Meeting Expense | 5,400 | 3,202 | 59.30% | 2,058 |
| Public Notices | 2,400 | 0 | | 268 |
| Postage | 6,000 | 536 | 8.94% | -202 |
| Overnight Delivery Services | 3,750 | 89 | 2.38% | 2,568 |
| Local Delivery Services | 3,650 | 706 | 19.34% | 1,224 |
| Insurance | 125,000 | 34,062 | 27.25% | 60,916 |
| Repair and Maintenance | 700 | 158 | 22.57% | 333 |
| Repair & Maintenance-Vehicles | 2,900 | 854 | 29.45% | 1,520 |
| Repair and Maintenance Toll Equip | 15,000 | 0 | | 1,030 |
| Rent | 212,000 | 140,349 | 66.20% | 142,716 |
| Water | 7,500 | 3,469 | 46.26% | 3,495 |
| Electricity | 121,100 | 46,568 | 38.45% | 54,119 |
| Community Initiative Grants | 65,000 | 50,750 | 78.08% | 35,000 |
| Other Licenses | 250 | 235 | 94.00% | 235 |
| Non Cash Operating Expenses | | | | |
| Amortization Expense | 1,225,000 | 922,212 | 75.28% | 916,382 |
| Dep Exp- Furniture & Fixtures | 19,000 | 12,106 | 63.71% | 14,045 |
| Dep Expense - Equipment | 15,000 | 10,783 | 71.89% | 10,783 |
| Dep Expense - Autos & Trucks | 4,000 | 2,950 | 73.75% | 2,950 |
| Dep Expense-Buildng & Toll Fac | 177,000 | 132,419 | 74.81% | 132,419 |
| Dep Expense-Highways & Bridges | 5,000,000 | 3,725,405 | 74.51% | 3,724,997 |
| Dep Expense-Communic Equip | 197,000 | 145,964 | 74.09% | 147,671 |
| Dep Expense-Toll Equipment | 465,000 | 346,336 | 74.48% | 346,336 |
| Dep Expense - Signs | 135,000 | 99,951 | 74.04% | 99,951 |
| Dep Expense-Land Improvemts | 52,000 | 38,688 | 74.40% | 38,688 |
| Depreciation Expense-Computers | 410,000 | 7,814 | 1.91% | 307,629 |
| Total Operating Expense | 8,331,245 | 5,757,821 | 69.11% | 6,074,043 |
| Financing Expenses | | | | |
| Arbitrage Rebate Expense | 6,000 | 5,750 | 95.83% | 6,000 |
| Loan Fees | 12,500 | 11,500 | 92.00% | 11,500 |
| Bond Issuance Cost | 30,000 | 31,300 | 104.33% | 30,000 |
| Trustee Fees | 2,000 | 0 | | 0 |
| Bank Fees | 7,500 | 5,004 | 66.72% | 4,723 |
| Interest Expense | 11,750,000 | 8,893,715 | 75.69% | 9,133,749 |
| Contingency | 15,000 | 0 | | 0 |
| Non Cash Financing Expenses | | | | |
| Bond Issuance Expense | 620,280 | 223,106 | 35.97% | 537,357 |
| Total Financing Expense | 12,443,280 | 9,170,375 | 73.70% | 9,723,330 |
| Other Gains or Loss | | | | |
| Total Expenses | 32,251,677 | 21,049,556 | 65.27% | 21,776,286 |
| Net Income | -10,155,077 | 16,024,808 | | -6,793,514 |

Central Texas Regional Mobility Authority
Balance Sheet

| As of | March 31, 2011 | March 31, 2010 |
|---|--------------------|--------------------|
| Assets | | |
| Current Assets | | |
| Cash in Regions Operating Account | 87,019 | 206,324 |
| Cash In TexSTAR | 41,780 | 104,596 |
| Regions Payroll Account | 4,751 | 13,769 |
| Restricted cash/cash equivalents | | |
| Fidelity Government MMA | 13,417,744 | 3,224,546 |
| Restricted Cash-TexStar | 86,400,576 | 148,120,587 |
| Regions SIB account | 12,997,083 | 30,517,030 |
| Overpayment accounts | 16,844 | 7,969 |
| Total Cash and Cash Equivalents | 112,878,778 | 182,194,821 |
| Accounts Receivable | 96,554 | 106,454 |
| Due From Employees | 375 | 500 |
| Due From TTA | 405,495 | 618,920 |
| Due From NTTA | 30,378 | 31,712 |
| Due From HCTRA | 92,911 | 55,860 |
| Due From TxDOT | 105,656 | 0 |
| Due From Federal Government | 677,228 | 373,347 |
| Interest Receivable | 74,383 | 71,042 |
| Total Receivables | 1,482,980 | 1,257,836 |
| Short Term Investments | 0 | |
| Certificates of Deposit | 3,100,000 | 3,100,000 |
| Investment in Government Agencies | 7,953,365.5 | 8,564,930 |
| Other Current Assets | | |
| Prepaid Insurance | 47,530 | 56,949 |
| Total Current Assets | 125,549,673 | 195,174,536 |
| Construction Work In Process | 144,098,885 | 45,540,046 |
| Fixed Assets | | |
| Computers(net) | 35,660 | 69,856 |
| Computer Software(net) | 1,575,305 | 2,747,512 |
| Furniture and Fixtures(net) | 19,747 | 36,534 |
| Equipment(net) | 49,180 | 46,907 |
| Autos and Trucks(net) | 983 | 4,917 |
| Buildings and Toll Facilities(net) | 6,388,271 | 6,564,829 |
| Highways and Bridges(net) | 178,961,324 | 183,928,531 |
| Communication Equipment(net) | 1,177,949 | 1,373,026 |
| Toll Equipment(net) | 2,746,584 | 3,284,393 |
| Signs(net) | 5,122,410 | 5,255,678 |
| Land Improvements(net) | 908,033 | 959,617 |
| Right of Way | 23,683,553 | 23,683,553 |
| Leasehold Improvements | 61,019 | 66,870 |
| Total Fixed Assets | 220,730,019 | 228,022,222 |
| Long Term Investments | | |
| GIC (Restricted) | 66,788,267 | 0 |
| Other Assets | | |
| Security Deposits | 9,483 | 9,483 |
| Intangible Assets | 650 | 650 |
| Total Bond Issuance Costs | 10,494,708 | 10,940,972 |
| Total Assets | 567,671,686 | 479,687,909 |

Liabilities

Current Liabilities

| | | |
|----------------------------------|------------------|------------------|
| Accounts Payable | 692,791 | 331,300 |
| Overpayments | 17,377 | 8,213 |
| Interest Payable | 5,080,762 | 3,611,236 |
| Due to other Funds | 0 | 76,027 |
| Deferred Compensation Payable | 3,290 | 0 |
| TCDRS Payable | 27,753 | 24,102 |
| Other | 1,458 | 0 |
| Due to State of Texas | 3,289 | 3,453 |
| Total Current Liabilities | 5,826,720 | 4,054,331 |

Long Term Liabilities

| | | |
|--------------------------------|--------------------|--------------------|
| Accrued Vac & Sick Leave Paybl | 205,137 | 205,137 |
| Retainage Payable | (284,102) | 143,333 |
| Senior Lien Revenue Bonds 2005 | 172,698,781 | 171,799,426 |
| Senior Lien Revenue Bonds 2010 | 97,751,483 | 95,081,293 |
| Sn Lien Rev Bnd Prem/Disc 2005 | 4,802,224 | 4,966,123 |
| Sn Lien Rev Bnd Prem/Disc 2010 | 211,931 | 238,599 |
| Subordinated Lien Bond 2010 | 45,000,000 | 45,000,000 |
| TIFIA note 2008 | 76,737,245 | 73,261,017 |
| 2009 Regions Build America Bnd | 0 | 0 |
| 2009 Region's BAB Discount | 0 | 0 |
| 2010 Regions BAB's Payable | 60,000,000 | 0 |
| 2009 State Infrastructure loan | 32,903,635 | 31,918,993 |
| Total Long Term Liabilities | 490,026,334 | 422,613,920 |
| Total Liabilities | 495,853,054 | 426,668,251 |

Net Assets Section

| | | |
|---|--------------------|--------------------|
| Contributed Capital | 18,334,846 | 18,334,846 |
| Net Assets beginning | 37,458,979 | 41,478,327 |
| Current Year Operations | 16,024,808 | (6,793,514) |
| Total Net Assets | 53,483,787 | 34,684,813 |
| Total Liabilities and Net Assets | 567,671,686 | 479,687,909 |

CTRMA INVESTMENT REPORT

| | Month Ending 3/31/2011 | | | | | | Rate Mar 2011 |
|--|------------------------|--------------|--------------------------|------------------|-------------|----------------------|------------------|
| | Balance 2/28/2011 | Additions | Discount Amortization | Accrued Interest | Withdrawals | Balance 3/31/2011 | |
| Amount in Trustee TexStar | | | | | | | |
| 183A/290E Project Acct | 105,639.26 | | | 11.82 | 9,165.10 | 96,485.98 | 0.148% |
| 2010 Senior Lien Construction Fund | 5,498.29 | | | 0.19 | 5,497.29 | 1.19 | 0.148% |
| 2010-1 Sub Lien Projects | 4,165.58 | | | 0.50 | | 4,166.08 | 0.148% |
| 2010 Regions Project Acct | 55,887,112.16 | | | 6,676.29 | 81,619.86 | 55,812,168.59 | 0.148% |
| General Fund | 1,194,979.62 | 8,300,000.00 | | 362.54 | 69,757.92 | 9,425,584.24 | 0.148% |
| Trustee Operating Fund | 601,440.22 | 1,078,283.02 | | 87.73 | 725,000.00 | 954,810.97 | 0.148% |
| Renewal & Replacement Fund | 152,969.19 | | | 18.29 | | 152,987.48 | 0.148% |
| TxDOT Grant Fund | 5,209,813.20 | | | 623.02 | | 5,210,436.22 | 0.148% |
| Revenue Fund | 622.39 | | | 0.03 | 621.39 | 1.03 | 0.148% |
| 2005 Debt Service Reserve Fund | 4,824,399.56 | | | 576.93 | | 4,824,976.49 | 0.148% |
| 2010 Senior Lien DSF | 2,068.69 | | | 0.25 | | 2,068.94 | 0.148% |
| 2010 Senior Lien Debt Service Reserve Fund | 6,751,849.63 | | | 807.42 | | 6,752,657.05 | 0.148% |
| 2010-2Sub Lien Debt Service Reserve Fund | 659,862.15 | | | 78.91 | | 659,941.06 | 0.148% |
| 2010-1Sub Lien Debt Service Reserve Fund | 2,502,603.25 | | | 299.27 | | 2,502,902.52 | 0.148% |
| 2010 Senior Lien Capitalized Interest | 841.76 | | | 0.10 | | 841.86 | 0.148% |
| 2010-1 Sub Lien Capitalized Interest | 419.76 | | | 0.05 | | 419.81 | 0.148% |
| 2010-2 Sub Lien Capitalized Interest | 126.68 | | | 0.02 | | 126.70 | 0.148% |
| | 77,904,411.39 | 9,378,283.02 | 0.00 | 9,543.36 | 891,661.56 | 86,400,576.21 | |
| Amount in TexStar Operating Fund | 46,771.49 | 725,000.00 | | 8.04 | 730,000.00 | 41,779.53 | 0.148% |

CTRMA INVESTMENT REPORT

| | Month Ending 3/31/2011 | | | | | | Rate |
|--|------------------------|---------------|--------------------------|------------------|---------------|----------------------|--------|
| | Balance 2/28/2011 | Additions | Discount Amortization | Accrued Interest | Withdrawals | Balance 3/31/2011 | |
| Fidelity Money Market Fund | | | | | | | |
| Operating Fund | 0.00 | 1,078,280.97 | | 2.05 | 1,078,283.02 | 0.00 | 0.001% |
| 2010-2 183A/290E Project Acct | 0.53 | 9,165.10 | | 0.00 | 9,165.10 | 0.53 | 0.001% |
| 2010-1 Sub Lien Project Acct | 1,047,117.87 | | | 23.24 | | 1,047,141.11 | 0.001% |
| 2010 Senior Lien Construction Fund | 0.00 | 4,894,618.54 | | 0.26 | 4,894,618.80 | 0.00 | 0.001% |
| Other Obligations Fund | 12,495.72 | | | 0.10 | | 12,495.82 | 0.001% |
| Debt Service Fund 2005 | 1,392,572.77 | 619,958.33 | | 8.14 | | 2,012,539.24 | 0.001% |
| 2010 Senior DSF | 12.40 | | | | | 12.40 | 0.001% |
| Subordinate Lien TIFIA DS Fund | 7,880.85 | | | 0.06 | | 7,880.91 | 0.001% |
| 2010-2 BABs Supplemental Security | 262,844.43 | | | 6.05 | | 262,850.48 | 0.001% |
| 2010-2 Cap I Fund | 2,816.98 | | | 0.06 | | 2,817.04 | 0.001% |
| 2010-1 Sub lien supplemental Security | 712,050.79 | 81,619.86 | | 16.39 | | 712,067.18 | 0.001% |
| 2010 Regions BABs Project Account | 0.00 | | | 0.01 | | 0.01 | 0.001% |
| 2010 Regions BABs Debt Service Account | 179,668.74 | | | 1.38 | | 163,336.79 | 0.001% |
| TXDOT Grant Fund | 31,076.74 | | | 31,886.74 | | 62,963.48 | 0.001% |
| Renewal and Replacement | 105,012.16 | 500,000.00 | | 1,562.89 | | 606,575.05 | 0.001% |
| Revenue Fund | 865,194.10 | 1,908,893.99 | | 6.01 | 1,806,269.76 | 967,824.34 | 0.001% |
| General Fund | 2,478,180.04 | 6,239,132.19 | | 21.82 | 8,695,720.69 | 21,613.36 | 0.001% |
| 2010 Senior DS Reserve Fund | 1,250,183.04 | | | 28.45 | | 1,250,211.49 | 0.001% |
| 2010-1 Debt Service Reserve Fund | 207,715.07 | 21,544.38 | | 4.58 | | 229,264.03 | 0.001% |
| 2010-2 Debt Service Reserve Fund | 27,391.20 | 6,940.99 | | 0.55 | | 34,332.74 | 0.001% |
| Debt Service Reserve Fund 2005 | 6,170,540.81 | | | 277.48 | | 6,170,818.29 | 0.001% |
| | 14,752,754.24 | 15,360,154.35 | 0.00 | 33,846.26 | 16,729,010.56 | 13,417,744.29 | |
| Amount in Region's MMA SIB Loan | 13,175,232.39 | | | 2,213.95 | 180,362.91 | 12,997,083.43 | 0.003% |

CTRMA INVESTMENT REPORT

| | Month Ending 3/31/2011 | | | | | Balance 3/31/2011 | Rate Mar 2011 |
|--|------------------------|---------------|--------------------------|------------------|---------------------|----------------------|------------------|
| | Balance 2/28/2011 | Additions | Discount Amortization | Accrued Interest | Withdrawals | | |
| Amount in Bayerische Landesbank GIC | | | | | | | |
| Subordinate Lien Cap-I 2010-1 | 1,922,295.59 | | | 800.96 | | 1,923,096.55 | 0.500% |
| Subordinate Lien Cap-I 2010-2 | 684,161.63 | | | 285.07 | | 684,446.70 | 0.500% |
| Senior Lien Cap-I 2010 | 6,811,366.40 | | | 4,995.00 | | 6,816,361.40 | 0.880% |
| Senior Lien Project Fund 2010 | 61,881,639.92 | | | 44,252.34 | | 57,364,206.54 | 0.850% |
| | 71,299,463.54 | 0.00 | 0.00 | 50,333.37 | 4,561,685.72 | 66,788,111.19 | |
| Amount in Fed Agencies | | | | | | | |
| Amortized Principal | 8,459,149.69 | | (4,535.01) | 10,404.75 | 500,000.00 | 7,954,614.68 | |
| Accrued Interest | 8,459,149.69 | 0.00 | (4,535.01) | | 500,000.00 | 7,954,614.68 | |
| Certificates of Deposit | | | | | | | |
| Total in Pools | 3,100,000.00 | 3,000,000.00 | | 9,551.40 | 3,000,000.00 | 3,100,000.00 | |
| Total in Money Market | 77,951,182.88 | 10,103,283.02 | | 36,060.21 | 16,909,373.47 | 86,442,355.74 | |
| Total in Fed Agencies | 27,927,986.63 | 15,360,154.35 | | 0.00 | 500,000.00 | 26,414,827.72 | |
| Bayerische Landesbank GIC | 8,459,149.69 | 0.00 | (4,535.01) | 50,333.37 | 4,561,685.72 | 66,788,111.19 | |
| | 71,299,463.54 | 0.00 | (4,535.01) | 95,944.98 | 26,592,720.75 | 190,699,909.33 | |
| Total Invested | 188,737,782.74 | 28,463,437.37 | (4,535.01) | 95,944.98 | 26,592,720.75 | 190,699,909.33 | |

All Investments in the portfolio are in compliance with the CTRMA's Investment policy.

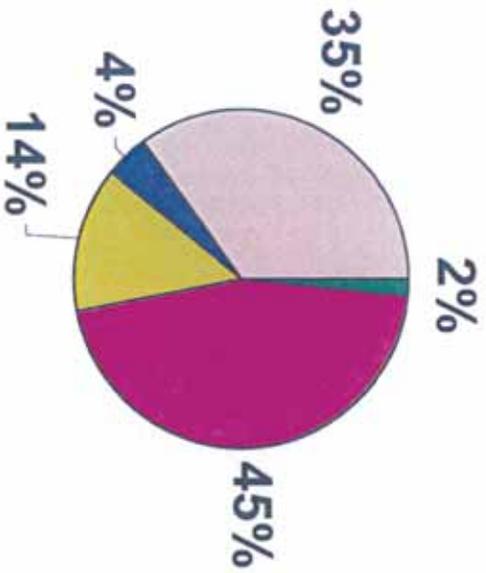
William Chapman, CFO

CTRMA INVESTMENT REPORT

| Month Ending 3/31/2011 | | | | | |
|------------------------|-----------|--------------------------|------------------|-------------|----------------------|
| Balance 2/28/2011 | Additions | Discount Amortization | Accrued Interest | Withdrawals | Balance 3/31/2011 |
| | | | | | |

Rate
Mar 2011

Allocation of Funds



- Certificates of Deposit
- Total in Pools
- Total in Fed Agencies
- Bayerische Landesbank GIC
- Total in Money Market

Amount of Investments As of March 31, 2011

| Agency | CUSIP # | COST | Book Value | Market Value | Yield to Maturity | Purchased | Matures | FUND |
|-----------------------------|-----------|---------------------|---------------------|---------------------|-------------------|------------|-----------|-------------------------|
| Federal Farm Credit | 31331J2B8 | 1,997,836.00 | 1,998,340.93 | 1,989,700.00 | 1.000280% | 11/22/2010 | 2/15/2013 | TxDOT Grant Fund |
| Fannie Mae | 31398AW32 | 1,002,500.00 | 1,001,944.44 | 1,000,660.00 | 1.38% | 7/19/2010 | 7/19/2013 | 2010-1-Subordinate DSRF |
| San Antonio Water Utilities | 79642BLM3 | 200,000.00 | 200,000.00 | 199,206.00 | 1.109% | 11/23/2010 | 5/15/2012 | 2010-2 DSRF |
| San Antonio Water Utilities | 79642BLN1 | 190,000.00 | 190,000.00 | 187,953.70 | 1.457% | 11/23/2010 | 5/15/2013 | 2010-2 DSRF |
| Fannie Mae | 3136FPAD9 | 1,514,454.00 | 1,512,767.70 | 1,477,590.00 | 2.000% | 11/15/2010 | 8/24/2015 | 2010 Sn Lien DSRF |
| Fannie Mae | 3136FPFP7 | Called | Called | Called | 0.625% | 9/17/2010 | 9/17/2013 | Renewal and Replacement |
| Federal Home loan Bank | 3137EABY4 | 3,064,452.00 | 3,051,561.60 | 3,050,880.00 | 0.40048% | 12/23/2010 | 3/23/2012 | TxDOT Grant Fund |
| | | <u>7,969,242.00</u> | <u>7,954,614.67</u> | <u>7,905,989.70</u> | | | | |

| Agency | CUSIP # | COST | Cummulative Amortization | 3/31/2011 Book Value | Maturity Value | Accrued Interest | Amortization | Interest Earned |
|-----------------------------|-----------|---------------------|--------------------------|----------------------|---------------------|------------------|-------------------|-----------------|
| Federal Farm Credit | 31331J2B8 | 1,997,836.00 | 504.93 | 1,998,340.93 | 2,000,000.00 | 883.33 | 72.13 | 955.46 |
| Fannie Mae | 31398AW32 | 1,002,500.00 | 555.56 | 1,001,944.44 | 1,000,000.00 | 1,145.83 | (69.44) | 1,076.39 |
| San Antonio Water Utilities | 79642BLM3 | 200,000.00 | 0.00 | 200,000.00 | 200,000.00 | 184.83 | | 184.83 |
| San Antonio Water Utilities | 79642BLN1 | 190,000.00 | 0.00 | 190,000.00 | 190,000.00 | 230.69 | | 230.69 |
| Fannie Mae | 3136FPAD9 | 1,514,454.00 | 1,686.30 | 1,512,767.70 | 1,500,000.00 | 2,500.00 | (240.90) | 2,259.10 |
| Fannie Mae | 3136FPFP7 | Called | 0.00 | Called | 500,000.00 | 147.57 | 0.00 | 147.57 |
| Federal Home loan Bank | 3137EABY4 | 3,064,452.00 | 12,890.40 | 3,051,561.60 | 3,000,000.00 | 5,312.50 | (4,296.80) | 1,015.70 |
| | | <u>7,969,242.00</u> | <u>15,637.19</u> | <u>7,954,614.67</u> | <u>8,390,000.00</u> | <u>10,404.75</u> | <u>(4,535.01)</u> | <u>5,869.74</u> |

March 2011 Certificates of Deposit Outstanding

| Bank | CUSIP # | COST | Yield to Maturity | Purchased | Matures | Mar 2011 Interest | FUND |
|--------------|-----------|------------------|-------------------|------------|-----------|-------------------|------------------------------|
| Regions Bank | CDRB35523 | 100,000 | 0.15% | 10/14/2009 | 9/10/2010 | \$ 11.51 | TxDOT Grant Fund |
| Regions Bank | CDRB37495 | 3,000,000 | | | | \$ 230.14 | Debt Service Reserve Fund 05 |
| | | <u>3,100,000</u> | | | | <u>\$ 241.65</u> | |

INVESTMENTS by FUND

| | | Balance March 31, 2011 | | | |
|--|---------------|---------------------------|--|----------------|---------------|
| Renewal & Replacement Fund | | | | TexSTAR | 86,442,355.74 |
| TexSTAR | 152,987.48 | | | CD's | 3,100,000.00 |
| Fidelity | 606,575.05 | | | Fidelity | 13,417,744.29 |
| Agencies | Called | 759,562.53 | | SIB | 12,997,083.43 |
| TxDOT Grant Fund | | | | Agencies | 7,954,614.67 |
| TexSTAR | 5,210,436.22 | | | Bayerische GIC | 66,788,111.19 |
| Fidelity | 62,963.48 | | | | |
| CD's | 100,000.00 | | | | |
| Agencies | 5,049,902.53 | 10,423,302.23 | | | |
| Subordinate Lien DS Fund 05 | | | | | |
| Fidelity | 7,880.91 | 7,880.91 | | | |
| Debt Service Reserve Fund 05 | | | | | |
| TexSTAR | 4,824,976.49 | | | | |
| Fidelity | 6,170,818.29 | | | | |
| CD's | 3,000,000.00 | | | | |
| Agencies | | 13,995,794.78 | | | |
| Debt Service Fund 05 | | | | | |
| Fidelity | 2,012,539.24 | 2,012,539.24 | | | |
| 2010 Senior Lien DSF | | | | | |
| TexSTAR | 2,068.94 | | | | |
| Fidelity | 12.40 | | | | |
| Agencies | | 2,081.34 | | | |
| Other Obligations Fund | | | | | |
| Fidelity | 12,495.82 | 12,495.82 | | | |
| Operating Fund | | | | | |
| TexSTAR | 41,779.53 | | | | |
| TexSTAR-Trustee | 954,810.97 | | | | |
| Fidelity | 0.00 | | | | |
| Region's SIB Loan MMA | 12,997,083.43 | 13,993,673.93 | | | |
| Revenue Fund | | | | | |
| TexSTAR | 1.03 | | | | |
| Fidelity | 967,824.34 | 967,825.37 | | | |
| General Fund | | | | | |
| TexSTAR | 9,425,584.24 | | | | |
| Fidelity | 21,613.36 | 9,447,197.60 | | | |
| 2010-1 Sub Lien Cost of Issuance | | | | | |
| TexSTAR | 0.00 | - | | | |
| 2010 Senior Lien Capitalized Interest | | | | | |
| TexSTAR | 841.86 | | | | |
| Bayerische GIC | 6,816,361.40 | 6,817,203.26 | | | |
| 2010-1 Sub Lien Capitalized Interest | | | | | |
| TexSTAR | 419.81 | | | | |
| Bayerische GIC | 1,923,096.55 | 1,923,516.36 | | | |
| 2010-2 Sub Lien Capitalized Interest | | | | | |
| TexSTAR | 126.70 | | | | |
| Fidelity | 2,817.04 | | | | |
| Bayerische GIC | 684,446.70 | 687,390.44 | | | |
| 2010-1 Sub BABs subsidy | | | | | |
| Fidelity | 712,067.18 | 712,067.18 | | | |
| 2010-2 Sub BABs subsidy | | | | | |
| Fidelity | 262,850.48 | 262,850.48 | | | |
| 2010 Senior Lien Debt Service Reserve Fund | | | | | |
| TexSTAR | 6,752,657.05 | | | | |
| Fidelity | 1,250,211.49 | | | | |
| Agencies | 1,512,767.70 | 9,515,636.24 | | | |
| 2010-2Sub Lien Debt Service Reserve Fund | | | | | |
| TexSTAR | 659,941.06 | | | | |
| Fidelity | 34,332.74 | | | | |
| Agencies | 390,000.00 | 1,084,273.80 | | | |
| 2010-1Sub Lien Debt Service Reserve Fund | | | | | |
| TexSTAR | 2,502,902.52 | | | | |
| Fidelity | 229,264.03 | | | | |
| Agencies | 1,001,944.44 | 3,734,110.99 | | | |
| 2010 Regions BABs Project Account | | | | | |
| TexSTAR | 55,812,168.59 | | | | |
| Fidelity | 0.01 | 55,812,168.60 | | | |
| 2010 Regions BABs Debt Service Account | | | | | |
| Fidelity | 16,336.79 | 16,336.79 | | | |
| 2010-1 Sub Lien Projects Fund | | | | | |
| TexSTAR | 4,166.08 | | | | |
| Fidelity | 1,047,141.11 | 1,051,307.19 | | | |
| 183A/290E Project Acct | | | | | |
| TexSTAR | 96,485.98 | | | | |
| Fidelity | 0.53 | 96,486.51 | | | |
| 2010 Senior Lien Construction Fund | | | | | |
| TexSTAR | 1.19 | | | | |
| Fidelity | 0.00 | | | | |
| Bayerische GIC | 57,364,206.54 | 57,364,207.73 | | | |
| | | <u>\$ 190,699,909.32</u> | | | |

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

RESOLUTION NO. 11-043

**RESOLUTION AUTHORIZING ACQUISITION OF PROPERTY RIGHTS BY
AGREEMENT OR CONDEMNATION OF CERTAIN PROPERTY IN TRAVIS
COUNTY FOR THE US 290 EAST TOLL PROJECT
(Parcel 35)**

WHEREAS, pursuant to and under the authority of Subchapter E, Chapter 370, Texas Transportation Code and other applicable law, the Central Texas Regional Mobility Authority ("CTRMA") has found and determined that to promote the public safety, to facilitate the safety and movement of traffic, and to preserve the financial investment of the public in its roadways and the roadways of the State of Texas, public convenience and necessity requires acquisition of fee simple title to that certain 1.31 acres described by metes and bounds in Exhibit "A" to this Resolution (the "Subject Property"), owned by Arturo Diaz, (the "Owner"), located at US Hwy 290E West of Giles Road in Travis County, for the construction, reconstruction, maintaining, widening, straightening, lengthening, and operating of the US 290 East Toll Project (the "Project"), as a part of the improvements to the Project, but excluding all the oil, gas, and sulphur which can be removed from beneath the Subject Property, without any right whatever remaining to the owner of such oil, gas, and sulphur of ingress to or egress from the surface of the Subject Property for the purpose of exploring, developing, or mining of the same, and that such constructing, reconstructing, maintaining, widening, straightening, lengthening, and operating of the Project shall extend across and upon, and will cross, run through, and be upon the Subject Property; and

WHEREAS, an independent, professional appraisal report of the Subject Property has been submitted to the CTRMA, and an amount has been established to be just compensation for the property rights to be acquired; and

WHEREAS, the Executive Director of the CTRMA, through agents employed or contracted with the CTRMA, has transmitted an official written offer to the Owner, based on the amount determined to be just compensation, and has entered into good faith negotiations with the Owner of the Subject Property to acquire the Subject Property; and

WHEREAS, as of the date of this Resolution, the Executive Director and the Owner have failed to agree on the amount determined to be just compensation and damages, if any, due to said Owner for the Subject Property; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the CTRMA that the Executive Director is specifically authorized and directed to acquire the Subject Property and all leasehold interests in the Subject Property for the Project by agreement, subject to approval of the purchase contract by the Board of Directors of the CTRMA; and

BE IT FURTHER RESOLVED that the Executive Director is specifically authorized to negotiate and execute, if possible, a possession and use agreement in such form as is acceptable to the Executive Director and for consideration in an amount not to exceed ninety percent (90%) of the purchase price set forth in the official written offer to purchase the Subject Property previously transmitted to the Owner; and

BE IT FURTHER RESOLVED that the Executive Director is specifically authorized to negotiate and execute, if possible, a purchase contract for consideration in an amount not to exceed the purchase price set forth in the official written offer to purchase the Subject Property previously transmitted to the Owner; and

BE IT FURTHER RESOLVED that at such time as the Executive Director concludes that further negotiations with Owner to acquire the Subject Property by agreement would be futile, the Executive Director or his designee is hereby authorized and directed to file or cause to be filed a suit in eminent domain to acquire the property interests for the aforesaid purposes against the Owner and the owners of any interest in, and the holders of any lien secured by, the Subject Property, the Subject Property described in the attached Exhibit "A" to this Resolution; and

BE IT FURTHER RESOLVED that the Executive Director or his designee is hereby authorized and directed to incur such expenses and to employ such experts as he shall deem necessary to assist in the prosecution of such suit in eminent domain, including, but not limited to, appraisers, engineers, and land use planners.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 27th day of April, 2011.

Submitted and reviewed by:



Andrew Martin, General Counsel
Central Texas Regional Mobility Authority

Approved:



James H. Mills
Vice Chairman,
Board of Directors
Resolution Number 11-043
Date Passed: 04/27/11

Exhibit "A" to Resolution 11-043

Description of Parcel 35

EXHIBIT ____

County: Travis
Parcel No.: 35
Highway: U.S. Highway 290
Project Limits: From: E of US 183
 To: E of SH 130
Right of Way CSJ: 0114-02-085

PROPERTY DESCRIPTION FOR PARCEL 35

DESCRIPTION OF 1.310 ACRES (57,045 SQ. FT.) OF LAND OUT OF THE LUCAS MUNOS SURVEY NO. 55, ABSTRACT NO. 513, IN AUSTIN, TRAVIS COUNTY, TEXAS, SAME BEING A PORTION OF THAT CERTAIN TRACT OF LAND DESCRIBED AS 2.419 ACRES IN A DEED TO ARTURO DIAZ, OF RECORD IN VOLUME 12724, PAGE 714, REAL PROPERTY RECORDS, TRAVIS COUNTY, TEXAS, SAID 1.310 ACRES OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a 1/2" iron rod set with a TEXAS DEPARTMENT OF TRANSPORTATION (TxDOT) aluminum cap, in the proposed south right-of-way (ROW) line of U.S. Highway 290, 215.00 feet right of Engineer's Baseline Station 369+46.59, at the southeast corner of the herein described tract, same being in the east line of said Diaz tract, and the west line of Lot 1, Block A, N Line Subdivision, of record in Document Number 200400101, Real Property Records, Travis County, Texas, said Lot 1 being described in a deed to A&E Properties, of record in Document 2004078755, Official Public Records, Travis County, Texas, from which point a 1/2" iron rod found at the southeast corner of said Diaz tract, and the southwest corner of said Lot 1 and said A&E Properties tract, same being in the existing north ROW line of Old State Highway 20 for which no record conveyance was found, as shown on TxDOT ROW map CSJ# 0114-02-012, bears S06°02'28"E 225.63 feet;

- 1) THENCE, with the south line of this tract, and the proposed south ROW line of U.S. Highway 290, crossing said Diaz tract, S84°02'32"W 189.69 feet to a 1/2" iron rod set with a TxDOT aluminum cap, 215.00 feet right of Engineer's Baseline Station 367+56.90, at the southwest corner of this tract, same being in the west line of said Diaz tract, and the east line of that certain tract of land described as 1.93 acres in a deed to Paul DeVooght and wife, Verena DeVooght, of record in Volume 2449, Page 13, Deed Records, Travis County, Texas, from which point a 1/2" iron pipe found at

EXHIBIT ____

the southwest corner of said Diaz tract, and the southeast corner of said DeVooght tract, same being in the existing north ROW line of Old State Highway 20, bears S05°58'16"E 284.23 feet;

THENCE, with the west line of this tract, and said Diaz tract, and the east line of said DeVooght tract the following three (3) courses numbered 2, 3, and 4;

- 2) N05°58'16"W 53.45 feet to a 1/2" iron pipe found;
- 3) N63°05'36"W 156.48 feet to a 1/2" iron rod found; and
- 4) N05°41'39"W 78.66 feet to a 1/2" iron rod found at the northwest corner of this tract, and said Diaz tract, same being the southeast corner of that certain tract of land described as 0.092 of one acre in a deed to the State of Texas, of record in Volume 3055, Page 307, Deed Records, Travis County, Texas, and the southwest corner of that certain tract of land described as 4.233 acres in deeds to the State of Texas, of record in Volume 3057, Page 1540 and Volume 3122, Page 1826, Deed Records, Travis County, Texas, same being in the existing south ROW line of U.S. Highway 290, and in the east line of said DeVooght tract;
- 5) THENCE, with the north line of this tract, and said Diaz tract, same being the existing south ROW line of U.S. Highway 290, and the south line of said 4.233 acre State of Texas tract, N84°02'10"E 320.46 feet to a calculated point at the northeast corner of this tract, and said Diaz tract, and the northwest corner of said Lot 1 and said A&E Properties tract, from which point a 1/2" iron rod found bears N06°02'28"W 0.27 feet;

EXHIBIT ____

6) THENCE, with the east line of this tract, and said Diaz tract, and the west line of said Lot 1 and said A&E Properties tract **S06°02'28"E 217.06 feet** to the POINT OF BEGINNING and containing 1.310 acres within these metes and bounds, more or less.

All bearings are based on the Texas State Plane Coordinate System, Central Zone, NAD83(93) HARN. All distances and coordinates were adjusted to surface using a combined scale factor of 1.00011.

ACCESS MAY BE PERMITTED TO AND FROM THE TRANSPORTATION FACILITY ACROSS THE PROPOSED RIGHT-OF-WAY LINE AS DESCRIBED HEREIN, BEING THE COMMON BOUNDARY LINE BETWEEN THE PROPOSED U.S. 290 HIGHWAY FACILITY AND THE REMAINDER OF THE ABUTTING PROPERTY.

STATE OF TEXAS §
 § KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF TRAVIS §

That I, Chris Conrad, a Registered Professional Land Surveyor, do hereby certify that the above description is true and correct to the best of my knowledge and belief and that the property described herein was determined by a survey made on the ground under my direction and supervision.

WITNESS MY HAND AND SEAL at Austin, Travis County, Texas, this the 20th day of October, 2010 A.D.

SURVEYED BY:

McGRAY & McGRAY LAND SURVEYORS, INC.
3301 Hancock Drive, Suite 6 Austin, Texas 78731
(512) 451-8591



A handwritten signature in blue ink, appearing to read "Chris Conrad".

Chris Conrad, Reg. Professional Land Surveyor No. 5623

Note: There is a plat to accompany this description. US 290 P35REV3
Issued 12/01/06, Rev 03/20/07, 10/20/2010

"EXHIBIT _____"

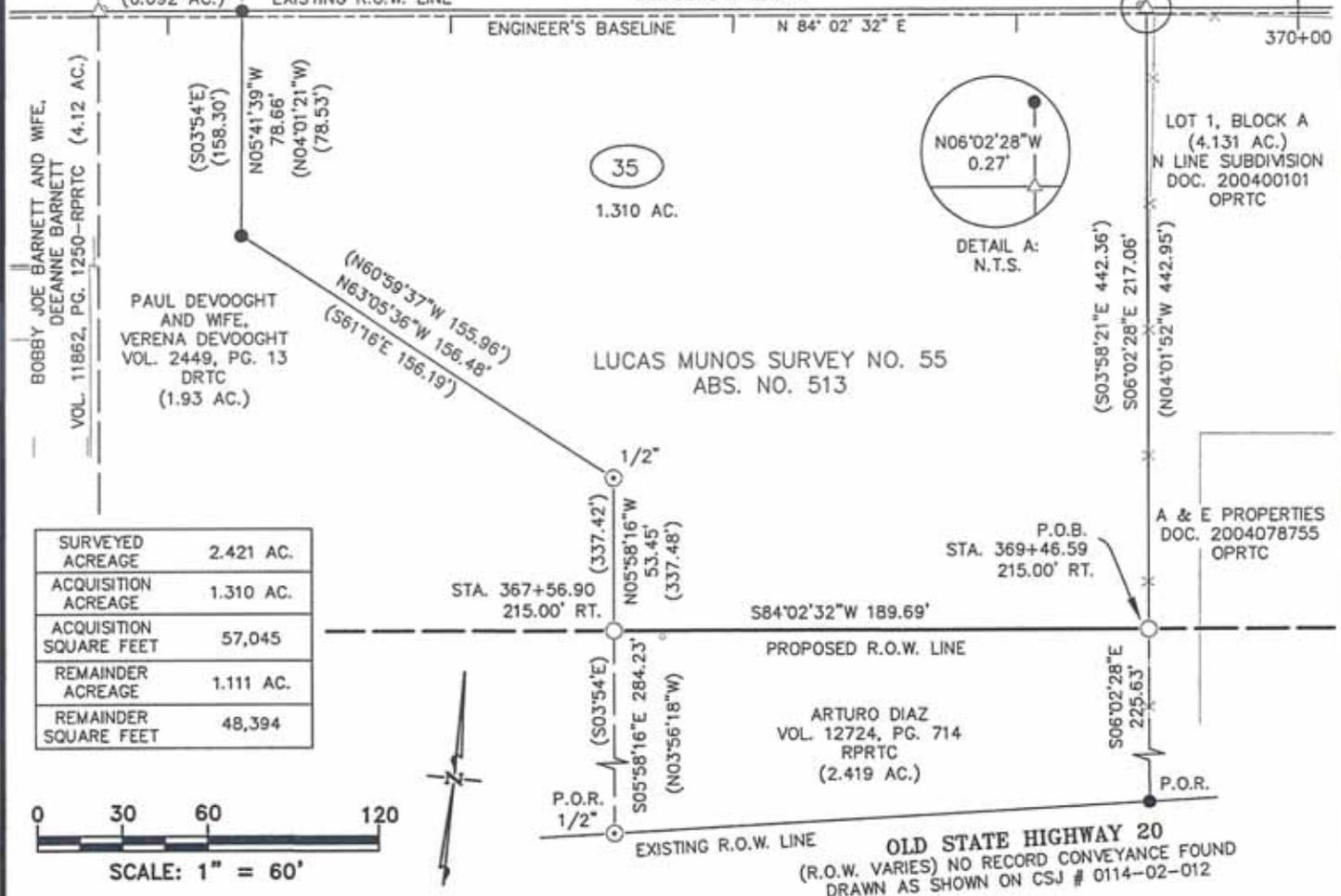
STATE OF TEXAS
VOL. 3055,
PG. 307
DRTC
(0.092 AC.)

U.S. HIGHWAY 290
(R.O.W. VARIES)

(N86°03'59"E 320.75')
N84°02'10"E 320.46'

STATE OF TEXAS
VOL. 3057, PG. 1540-DRTC
VOL. 3122, PG. 1826-DRTC
(4.233 AC.)

SEE
DETAIL A



- NOTES:
- 1) BEARINGS AND COORDINATES ARE BASED ON THE TEXAS STATE PLANE COORDINATE SYSTEM, CENTRAL ZONE, NAD83(93) HARN. ALL DISTANCES AND COORDINATES WERE ADJUSTED TO SURFACE USING A COMBINED SCALE FACTOR OF 1.00011.
 - 2) SEE PAGES 1, 2, AND 3 OF 4 FOR A DESCRIPTION OF THIS PARCEL.
 - 3) IMPROVEMENTS SHOWN ARE TAKEN FROM TXDOT AERIAL SURVEY DIGITAL FILES.
 - 4) THIS SURVEY WAS DONE WITHOUT A TITLE REPORT OR EASEMENT SEARCH.
 - 5) ENGINEER'S BASELINE IS NOT THE SAME AS THE ORIGINAL SURVEY "CENTERLINE".
 - 6) ACCESS MAY BE PERMITTED TO AND FROM THE TRANSPORTATION FACILITY ACROSS THE PROPOSED RIGHT-OF-WAY LINE AS SHOWN HEREON, BEING THE COMMON BOUNDARY LINE BETWEEN THE PROPOSED U.S. 290 HIGHWAY FACILITY AND THE REMAINDER OF THE ABUTTING PROPERTY.

LEGEND

- TXDOT TYPE I CONCRETE MONUMENT FOUND
- TXDOT TYPE II CONCRETE MONUMENT FOUND
- ⊗ 1/2" IRON ROD SET WITH TXDOT ALUM. CAP TO BE REPLACED WITH A TXDOT TYPE II CONCRETE MONUMENT AFTER ACQUISITION
- 1/2" IRON ROD SET WITH TXDOT ALUM. CAP
- IRON PIPE FOUND (SIZE NOTED)
- 1/2" IRON ROD FOUND (UNLESS NOTED)
- ▲ 60D NAIL FOUND
- △ CALCULATED POINT
- FENCE POST
- N.T.S. NOT TO SCALE
- (XXX) RECORD INFORMATION
- P.O.B. POINT OF BEGINNING
- P.O.R. POINT OF REFERENCE
- ACCESS DENIAL LINE
- PRTC PLAT RECORDS OF TRAVIS COUNTY
- DRTC DEED RECORDS OF TRAVIS COUNTY
- RPRTC REAL PROPERTY RECORDS OF TRAVIS COUNTY
- OPRTC OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY



SURVEYED BY: MCGRAY & MCGRAY LAND SURVEYORS, INC.
3301 HANCOCK DR., STE 6, AUSTIN, TX 78731 512/451-8591

Chris Conrad

10/20/10

CHRIS CONRAD, REG. PROF. LAND SURVEYOR NO. 5623 DATE
SURVEYED ON GROUND UNDER MY DIRECT SUPERVISION

McGRAY & McGRAY
LAND SURVEYORS, INC.
3301 HANCOCK DRIVE #6
AUSTIN, TEXAS 78731
(512) 451-8591

PLAT OF 1.310 AC. OF LAND OUT OF THE LUCAS MUNOS SURVEY NO. 55, ABSTRACT NO. 513, SAME BEING A PORTION OF THAT CERTAIN TRACT OF LAND DESCRIBED AS 2.419 AC. IN A DEED TO ARTURO DIAZ, OF RECORD IN VOLUME 12724, PAGE 714, REAL PROPERTY RECORDS, TRAVIS COUNTY, TEXAS.

TRAVIS COUNTY
U.S. 290
CSJ 0114-02-085
PARCEL 35
PAGE 4 OF 4

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

RESOLUTION NO. 11-044

**RESOLUTION AUTHORIZING ACQUISITION OF PROPERTY RIGHTS BY
AGREEMENT OR CONDEMNATION OF CERTAIN PROPERTY IN TRAVIS
COUNTY FOR THE US 290 EAST TOLL PROJECT
(Parcel 41)**

WHEREAS, pursuant to and under the authority of Subchapter E, Chapter 370, Texas Transportation Code and other applicable law, the Central Texas Regional Mobility Authority ("CTRMA") has found and determined that to promote the public safety, to facilitate the safety and movement of traffic, and to preserve the financial investment of the public in its roadways and the roadways of the State of Texas, public convenience and necessity requires acquisition of fee simple title to that certain 0.505 acres described by metes and bounds in Exhibit "A" to this Resolution (the "Subject Property"), owned by Hardin Interests, Inc., (the "Owner"), located at the west line of Johnny Morris Road, South of US 290E in Travis County, for the construction, reconstruction, maintaining, widening, straightening, lengthening, and operating of the US 290 East Toll Project (the "Project"), as a part of the improvements to the Project, but excluding all the oil, gas, and sulphur which can be removed from beneath the Subject Property, without any right whatever remaining to the owner of such oil, gas, and sulphur of ingress to or egress from the surface of the Subject Property for the purpose of exploring, developing, or mining of the same, and that such constructing, reconstructing, maintaining, widening, straightening, lengthening, and operating of the Project shall extend across and upon, and will cross, run through, and be upon the Subject Property; and

WHEREAS, an independent, professional appraisal report of the Subject Property has been submitted to the CTRMA, and an amount has been established to be just compensation for the property rights to be acquired; and

WHEREAS, the Executive Director of the CTRMA, through agents employed or contracted with the CTRMA, has transmitted an official written offer to the Owner, based on the amount determined to be just compensation, and has entered into good faith negotiations with the Owner of the Subject Property to acquire the Subject Property; and

WHEREAS, as of the date of this Resolution, the Executive Director and the Owner have failed to agree on the amount determined to be just compensation and damages, if any, due to said Owner for the Subject Property; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the CTRMA that the Executive Director is specifically authorized and directed to acquire the Subject Property and all leasehold interests in the Subject Property for the Project by agreement, subject to approval of the purchase contract by the Board of Directors of the CTRMA; and

BE IT FURTHER RESOLVED that the Executive Director is specifically authorized to negotiate and execute, if possible, a possession and use agreement in such form as is acceptable to the Executive Director and for consideration in an amount not to exceed ninety percent (90%) of the purchase price set forth in the official written offer to purchase the Subject Property previously transmitted to the Owner; and

BE IT FURTHER RESOLVED that the Executive Director is specifically authorized to negotiate and execute, if possible, a purchase contract for consideration in an amount not to exceed \$85,000.00; and

BE IT FURTHER RESOLVED that at such time as the Executive Director concludes that further negotiations with Owner to acquire the Subject Property by agreement would be futile, the Executive Director or his designee is hereby authorized and directed to file or cause to be filed a suit in eminent domain to acquire the property interests for the aforesaid purposes against the Owner and the owners of any interest in, and the holders of any lien secured by, the Subject Property, the Subject Property described in the attached Exhibit "A" to this Resolution; and

BE IT FURTHER RESOLVED that the Executive Director or his designee is hereby authorized and directed to incur such expenses and to employ such experts as he shall deem necessary to assist in the prosecution of such suit in eminent domain, including, but not limited to, appraisers, engineers, and land use planners.

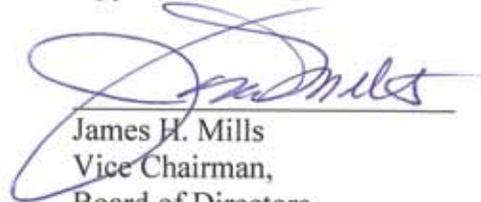
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 27th day of April, 2011.

Submitted and reviewed by:



Andrew Martin, General Counsel
Central Texas Regional Mobility Authority

Approved:



James H. Mills
Vice Chairman,
Board of Directors
Resolution Number 11-044
Date Passed: 04/27/11

Exhibit "A" to Resolution 11-044

Description of Parcel 41

EXHIBIT ____

County: Travis
Parcel No.: 41
Highway: U.S. Highway 290
Project Limits: From: E of US 183
To: E of SH 130
Right of Way CSJ: 0114-02-085

PROPERTY DESCRIPTION FOR PARCEL 41

DESCRIPTION OF 0.505 OF ONE ACRE (21,991 SQUARE FEET) OF LAND OUT OF THE WILLIAM H. SANDERS SURVEY NO. 54, ABSTRACT NO. 690, IN AUSTIN, TRAVIS COUNTY, TEXAS, SAME BEING A PORTION OF THAT CERTAIN TRACT OF LAND DESCRIBED AS 2.971 ACRES IN A DEED TO HARDIN INTERESTS, INC., OF RECORD IN DOCUMENT 2004236957, OFFICIAL PUBLIC RECORDS, TRAVIS COUNTY, TEXAS; SAID 0.505 OF ONE ACRE OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a 1/2" iron rod set with a TEXAS DEPARTMENT OF TRANSPORTATION (TxDOT) aluminum cap to be replaced with a TxDOT Type II concrete monument after acquisition, in the proposed south right-of-way (ROW) line of U.S. Highway 290, 301.19 feet right of Engineer's Baseline Station 389+68.94, at the southeast corner of the herein described tract, same being in the curved east line of said Hardin tract, and the existing curved west ROW line of Johnny Morris Road, said Johnny Morris Road being described in Volume 11283, Page 841, Real Property Records, Travis County, Texas, from which point a 1/2" iron rod found in the east line of said Hardin tract, and the existing west ROW line of said Johnny Morris Road, with a curve to the left whose intersection angle is 37°26'14", radius is 1067.97 feet, an arc distance of 697.82 feet, and the chord of which bears S39°11'36"W 685.47 feet;

THENCE, with the south line of this tract, and the proposed south ROW line of U.S. Highway 290, crossing said Hardin tract, the following two (2) courses numbered 1 and 2;

- 1) N37°30'19"W 62.04 feet to a 1/2" iron rod set with a TxDOT aluminum cap to be replaced with a TxDOT Type II concrete monument after acquisition, 248.32 feet right of Engineer's Baseline Station 389+36.48; and

EXHIBIT ____

- 2) **S80°01'30"W 166.68 feet** to a 1/2" iron rod set with a TxDOT aluminum cap to be replaced with a TxDOT Type II concrete monument after acquisition, 260.00 feet right of Engineer's Baseline Station 387+70.21, at the southwest corner of this tract, same being in the west line of said Hardin tract, and the east line of Old Johnny Morris Road being described in a deed to Travis County as Tract One, 1.069 acres, of record in Volume 2525, Page 431, Deed Records, Travis County, Texas;
- 3) THENCE, with the west line of this tract and said Hardin tract, same being the east line of said Old Johnny Morris Road, **N28°09'38"E 104.90 feet** to a calculated point at the northwest corner of this tract and said Hardin tract, same being in the existing curving south ROW line of U.S. Highway 290, and the curving south line of that certain tract described as "Tract A" (Old State Hwy. 20) to the State of Texas, of record in Volume 871, Page 354, Deed Records, Travis County, Texas, from which point a 1/2" iron rod found in the north line of that certain tract described as 73.374 acres in a deed to P. Frank Lake, Trustee, of record in Volume 2927, Page 547, Deed Records, Travis County, Texas and being in the existing south ROW line of Old State Highway 20, a public ROW for which no record conveyance was found as shown on TxDOT ROW map CSJ#0114-02-012, with a curve to the right whose intersection angle is 01°20'38", radius is 5769.60 feet, an arc distance of 135.32 feet, and the chord of which bears S73°44'56"W 135.32 feet;
- 4) THENCE, with the curving north line of this tract and of said Hardin tract, and the existing curving south ROW line of U.S. Highway 290, and the curving south line of said State of Texas Tract A, a curve to the left whose intersection angle is **01°21'06"**, radius is **5769.60 feet**, passing at an arc distance of 21.28 feet a calculated point from which a 1/2" iron rod found bears S28°09'38"W 0.98 feet, and continuing an arc distance of 114.84 feet for a total arc distance of **136.12 feet**, the chord of which bears **N72°24'04"E 136.12 feet** to a 1/2" iron rod found in the north line of this tract, and said Hardin tract, the existing south ROW line of U.S. Highway 290, and the south line of said State of Texas Tract A;
- 5) THENCE, continuing with the north line of this tract and said Hardin tract, the existing south ROW line of U.S. Highway 290, and the south line of said State of Texas Tract A, **N71°35'27"E 75.97 feet** to a 1/2" iron rod found at the northeast corner of this tract and said Hardin tract, and the northwest corner of said Johnny Morris Road;

EXHIBIT ____

- 6) THENCE, with the curving east line of this tract and said Hardin tract, and the curving west ROW line of said Johnny Morris Road, with said curve to the right whose intersection angle is $09^{\circ}55'17''$, radius is 1067.97 feet, an arc distance of 184.93 feet, the chord of which bears $S15^{\circ}30'50''W$ 184.70 feet to the POINT OF BEGINNING and containing 0.505 of one acre within these metes and bounds, more or less.

All bearings are based on the Texas State Plane Coordinate System, Central Zone, NAD83(93) HARN. All distances and coordinates were adjusted to surface using a combined scale factor of 1.00011.

ACCESS MAY BE PERMITTED TO AND FROM THE TRANSPORTATION FACILITY ACROSS THE PROPOSED RIGHT-OF-WAY LINE AS DESCRIBED HEREIN, BEING THE COMMON BOUNDARY LINE BETWEEN THE PROPOSED U.S. 290 HIGHWAY FACILITY AND THE REMAINDER OF THE ABUTTING PROPERTY.

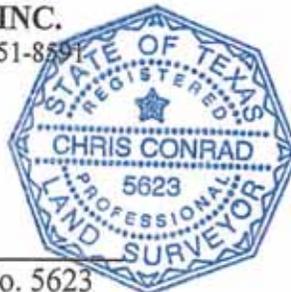
STATE OF TEXAS §
 § KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF TRAVIS §

That I, Chris Conrad, a Registered Professional Land Surveyor, do hereby certify that the above description is true and correct to the best of my knowledge and belief and that the property described herein was determined by a survey made on the ground under my direction and supervision.

WITNESS MY HAND AND SEAL at Austin, Travis County, Texas, this the 20th day of October, 2010 A.D.

SURVEYED BY:

McGRAY & McGRAY LAND SURVEYORS, INC.
3301 Hancock Drive, Suite 6 Austin, Texas 78731 (512) 451-8591



Chris Conrad, Reg. Professional Land Surveyor No. 5623

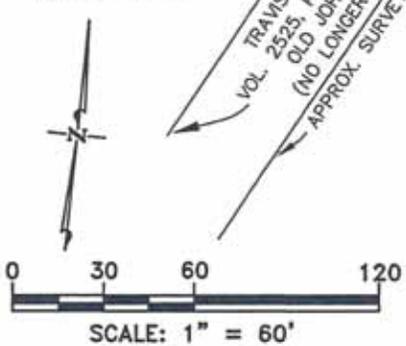
Note: There is a plat to accompany this description. US 290 P41 REV2
Issued 10/20/2010

| | |
|-------------------------|-----------|
| DEED ACREAGE | 2.971 AC. |
| ACQUISITION ACREAGE | 0.505 AC. |
| ACQUISITION SQUARE FEET | 21,991 |
| REMAINDER ACREAGE | 2.466 AC. |
| REMAINDER SQUARE FEET | 107,426 |

OLD STATE HIGHWAY 20
(R.O.W. VARIES) NO RECORD CONVEYANCE FOUND. DRAWN AS SHOWN ON CSJ # 0114-02-012

U.S. HIGHWAY 290
(R.O.W. VARIES)

STATE OF TEXAS
VOL. 871, PG. 354-DRTC
"TRACT A"-OLD STATE HWY 20
80' WIDE X 2.7 MILES LONG

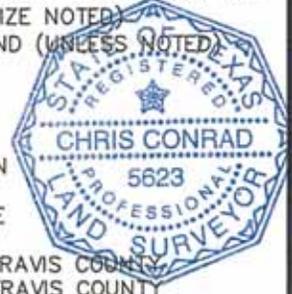


| CURVE | LENGTH | RADIUS | DELTA | TANGENT | BEARING | CHORD |
|-------|----------|-----------|-------------|----------|---------------|----------|
| C1 | 136.12 | 5769.60 | 01°21'06" | 68.06 | N72°24'04"E | 136.12 |
| (C1) | (137.29) | (5769.60) | (01°21'48") | | (N74°43'51"E) | (137.29) |
| C2 | 21.28 | 5769.60 | 00°12'41" | 10.64 | N72°58'17"E | 21.28 |
| C3 | 114.84 | 5769.60 | 01°08'25" | 57.42 | N72°17'44"E | 114.84 |
| C4 | 135.32 | 5769.60 | 01°20'38" | 67.66 | S73°44'56"W | 135.32 |
| C5 | 882.74 | 1067.97 | 47°21'30" | 468.34 | S34°13'58"W | 857.83 |
| (C5) | (882.32) | (1067.97) | (47°20'09") | (468.09) | (N34°14'08"E) | (857.44) |
| C6 | 184.93 | 1067.97 | 09°55'17" | 92.69 | S15°30'50"W | 184.70 |
| C7 | 697.82 | 1067.97 | 37°26'14" | 361.87 | S39°11'36"W | 685.47 |

- NOTES:
- 1) BEARINGS AND COORDINATES ARE BASED ON THE TEXAS STATE PLANE COORDINATE SYSTEM, CENTRAL ZONE, NAD83(93) HARN. ALL DISTANCES AND COORDINATES WERE ADJUSTED TO SURFACE USING A COMBINED SCALE FACTOR OF 1.00011.
 - 2) SEE PAGES 1, 2, AND 3 OF 4 FOR A DESCRIPTION OF THIS PARCEL.
 - 3) IMPROVEMENTS SHOWN ARE TAKEN FROM TXDOT AERIAL SURVEY DIGITAL FILES.
 - 4) THIS SURVEY WAS DONE WITHOUT A TITLE REPORT OR EASEMENT SEARCH.
 - 5) ENGINEER'S BASELINE IS NOT THE SAME AS THE ORIGINAL SURVEY "CENTERLINE".
 - 6) ACCESS MAY BE PERMITTED TO AND FROM THE TRANSPORTATION FACILITY ACROSS THE PROPOSED RIGHT-OF-WAY LINE AS SHOWN HEREON, BEING THE COMMON BOUNDARY LINE BETWEEN THE PROPOSED U.S. 290 HIGHWAY FACILITY AND THE REMAINDER OF THE ABUTTING PROPERTY.

LEGEND

- TXDOT TYPE I CONCRETE MONUMENT FOUND
- ▣ TXDOT TYPE II CONCRETE MONUMENT FOUND
- ⊠ 1/2" IRON ROD SET WITH TXDOT ALUM. CAP TO BE REPLACED WITH A TXDOT TYPE II CONCRETE MONUMENT AFTER ACQUISITION
- 1/2" IRON ROD SET WITH TXDOT ALUM. CAP
- IRON PIPE FOUND (SIZE NOTED)
- 1/2" IRON ROD FOUND (UNLESS NOTED)
- ▲ 60D NAIL FOUND
- △ CALCULATED POINT
- FENCE POST
- N.T.S. NOT TO SCALE
- (XXX) RECORD INFORMATION
- P.O.B POINT OF BEGINNING
- P.O.R. POINT OF REFERENCE
- ACCESS DENIAL LINE
- PRTC PLAT RECORDS OF TRAVIS COUNTY
- DRTC DEED RECORDS OF TRAVIS COUNTY
- RPRTC REAL PROPERTY RECORDS OF TRAVIS COUNTY
- OPRTC OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY



SURVEYED BY: MCGRAY & MCGRAY LAND SURVEYORS, INC.
 3301 HANCOCK DR., STE 6, AUSTIN, TX 78731 512/451-8591

[Signature] 10/20/10

CHRIS CONRAD, REG. PROF. LAND SURVEYOR NO. 5623 DATE
 SURVEYED ON GROUND UNDER MY DIRECT SUPERVISION

McGRAY & McGRAY
LAND SURVEYORS, INC.
 3301 HANCOCK DRIVE #6
 AUSTIN, TEXAS 78731
 (512) 451-8591

PLAT OF 0.505 AC. OF LAND OUT OF THE WILLIAM H. SANDERS SURVEY NO. 54, ABSTRACT NO. 690, SAME BEING A PORTION OF THAT CERTAIN TRACT OF LAND DESCRIBED AS 2.971 AC. IN A DEED TO HARDIN INTERESTS, INC., OF RECORD IN DOCUMENT 2004236957, OFFICIAL PUBLIC RECORDS, TRAVIS COUNTY, TEXAS.

TRAVIS COUNTY
 U.S. 290
 CSJ 0114-02-085
 PARCEL 41
 PAGE 4 OF 4

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

RESOLUTION NO. 11-045

**RESOLUTION AUTHORIZING ACQUISITION OF PROPERTY RIGHTS BY
AGREEMENT OR CONDEMNATION OF CERTAIN PROPERTY IN TRAVIS
COUNTY FOR THE US 290 EAST TOLL PROJECT
(Parcel 40)**

WHEREAS, pursuant to and under the authority of Subchapter E, Chapter 370, Texas Transportation Code and other applicable law, the Central Texas Regional Mobility Authority ("CTRMA") has found and determined that to promote the public safety, to facilitate the safety and movement of traffic, and to preserve the financial investment of the public in its roadways and the roadways of the State of Texas, public convenience and necessity requires acquisition of fee simple title to that certain 0.342 acres described by metes and bounds in Exhibit "A" to this Resolution (the "Subject Property"), owned by Lake Investment and Production Company, Ltd., (the "Owner"), located at the south corner of Old Manor Road and Johnny Morris Road in Travis County, for the construction, reconstruction, maintaining, widening, straightening, lengthening, and operating of the US 290 East Toll Project (the "Project"), as a part of the improvements to the Project, but excluding all the oil, gas, and sulphur which can be removed from beneath the Subject Property, without any right whatever remaining to the owner of such oil, gas, and sulphur of ingress to or egress from the surface of the Subject Property for the purpose of exploring, developing, or mining of the same, and that such constructing, reconstructing, maintaining, widening, straightening, lengthening, and operating of the Project shall extend across and upon, and will cross, run through, and be upon the Subject Property; and

WHEREAS, an independent, professional appraisal report of the Subject Property has been submitted to the CTRMA, and an amount has been established to be just compensation for the property rights to be acquired; and

WHEREAS, the Executive Director of the CTRMA, through agents employed or contracted with the CTRMA, has transmitted an official written offer to the Owner, based on the amount determined to be just compensation, and has entered into good faith negotiations with the Owner of the Subject Property to acquire the Subject Property; and

WHEREAS, as of the date of this Resolution, the Executive Director and the Owner have failed to agree on the amount determined to be just compensation and damages, if any, due to said Owner for the Subject Property; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the CTRMA that the Executive Director is specifically authorized and directed to acquire the Subject Property and all leasehold interests in the Subject Property for the Project by agreement,

subject to approval of the purchase contract by the Board of Directors of the CTRMA;
and

BE IT FURTHER RESOLVED that the Executive Director is specifically authorized to negotiate and execute, if possible, a possession and use agreement in such form as is acceptable to the Executive Director and for consideration in an amount not to exceed ninety percent (90%) of the purchase price set forth in the official written offer to purchase the Subject Property previously transmitted to the Owner; and

BE IT FURTHER RESOLVED that the Executive Director is specifically authorized to negotiate and execute, if possible, a purchase contract for consideration in an amount not to exceed the purchase price set forth in the official written offer to purchase the Subject Property previously transmitted to the Owner; and

BE IT FURTHER RESOLVED that at such time as the Executive Director concludes that further negotiations with Owner to acquire the Subject Property by agreement would be futile, the Executive Director or his designee is hereby authorized and directed to file or cause to be filed a suit in eminent domain to acquire the property interests for the aforesaid purposes against the Owner and the owners of any interest in, and the holders of any lien secured by, the Subject Property, the Subject Property described in the attached Exhibit "A" to this Resolution; and

BE IT FURTHER RESOLVED that the Executive Director or his designee is hereby authorized and directed to incur such expenses and to employ such experts as he shall deem necessary to assist in the prosecution of such suit in eminent domain, including, but not limited to, appraisers, engineers, and land use planners.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 27th day of April, 2011.

Submitted and reviewed by:



Andrew Martin, General Counsel
Central Texas Regional Mobility Authority

Approved:



James H. Mills
Vice Chairman,
Board of Directors
Resolution Number 11-045
Date Passed: 04/27/11

Exhibit "A" to Resolution 11-045

Description of Parcel 40

EXHIBIT _____

County: Travis
Parcel No.: 40
Highway: U.S. Highway 290
Project Limits: From: E of US 183
To: E of SH 130
Right of Way CSJ: 0114-02-085

PROPERTY DESCRIPTION FOR PARCEL 40

DESCRIPTION OF 0.342 OF ONE ACRE (14,905 SQUARE FEET) OF LAND OUT OF THE LUCAS MUNOS SURVEY NO. 55, ABSTRACT NO. 513, IN AUSTIN, TRAVIS COUNTY, TEXAS, SAME BEING A PORTION OF THAT CERTAIN TRACT OF LAND DESCRIBED AS 73.374 ACRES IN A DEED TO P. FRANK LAKE, TRUSTEE, OF RECORD IN VOLUME 2927, PAGE 547, DEED RECORDS, TRAVIS COUNTY, TEXAS, AND TO LAKE INVESTMENT AND PRODUCTION COMPANY, LTD., AN UNDIVIDED 1/4 INTEREST, IN VOLUME 11400, PAGE 1337, AND AN UNDIVIDED 1/4 INTEREST, IN VOLUME 12637, PAGE 1060, BOTH OF REAL PROPERTY RECORDS, TRAVIS COUNTY, TEXAS; SAID 0.342 OF ONE ACRE OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a 1/2" iron rod set with a TEXAS DEPARTMENT OF TRANSPORTATION (TxDOT) aluminum cap to be replaced with a TxDOT Type II concrete monument after acquisition, in the proposed south right-of-way (ROW) line of U.S. Highway 290, 260.00 feet right of Engineer's Baseline Station 387+30.71, at the southeast corner of the herein described tract, same being in the east line of said Lake tract, and the west line of that certain tract of land described as 1.069 acres (Old Johnny Morris Road) in a deed to Travis County (Tract One), of record in Volume 2525, Page 431, Deed Records, Travis County, Texas, from which point a 5/8" iron rod found in the east line of said Lake tract, and the west line of said 1.069 acre Travis County tract, bears S28°09'38"W 412.92 feet;

- 1) THENCE, with the south line of this tract, and the proposed south ROW line of U.S. Highway 290, crossing said Lake tract, **S84°02'32"W 391.87 feet** to a 1/2" iron rod set with a TxDOT aluminum cap to be replaced with a TxDOT Type II concrete

EXHIBIT ____

monument after acquisition, 260.00 feet right of Engineer's Baseline Station 383+38.85, at the west corner of this tract, same being in the north line of said Lake tract, and the existing south ROW line of Old State Highway 20, a public ROW for which no record conveyance was found, as shown on TxDOT ROW map CSJ # 0114-02-012, from which point a 1/2" iron rod with cap found in the north line of said Lake tract, and the existing south ROW line of Old State Highway 20, bears S74°05'18"W 1066.32 feet;

- 2) THENCE, with the north line of this tract and said Lake tract, and the existing south ROW line of Old State Highway 20, **N74°05'18"E 362.52 feet** to a 1/2" iron rod found, being at the point of beginning of a curve;
- 3) THENCE, continuing with the north line of this tract and said Lake tract, and the existing south ROW line of Old State Highway 20, with said curve to the left whose intersection angle is **00°32'41"**, radius is **5769.60 feet**, an arc distance of **54.84 feet**, the chord of which bears **N74°08'55"E 54.84 feet** to a calculated point at the northeast corner of this tract and said Lake tract, same being the northwest corner of said 1.069 acre Travis County tract, from which point a 1/2" iron rod found bears **N16°07'25"W 0.24 feet**;

THENCE, with the east line of this tract, and said Lake tract, and the west line of said 1.069 acre Travis County tract, the following two (2) courses numbered 4 and 5;

- 4) **S44°57'36"E 25.63 feet** to a calculated point; and

EXHIBIT ____

- 5) **S28°09'38"W 63.01 feet** to the POINT OF BEGINNING and containing 0.342 of one acre (14,905 square feet) within these metes and bounds, more or less.

All bearings are based on the Texas State Plane Coordinate System, Central Zone, NAD83(93) HARN. All distances and coordinates were adjusted to surface using a combined scale factor of 1.00011.

ACCESS MAY BE PERMITTED TO AND FROM THE TRANSPORTATION FACILITY ACROSS THE PROPOSED RIGHT-OF-WAY LINE AS DESCRIBED HEREIN, BEING THE COMMON BOUNDARY LINE BETWEEN THE PROPOSED U.S. 290 HIGHWAY FACILITY AND THE REMAINDER OF THE ABUTTING PROPERTY.

STATE OF TEXAS §
 § **KNOW ALL MEN BY THESE PRESENTS:**
COUNTY OF TRAVIS §

That I, Chris Conrad, a Registered Professional Land Surveyor, do hereby certify that the above description is true and correct to the best of my knowledge and belief and that the property described herein was determined by a survey made on the ground under my direction and supervision.

WITNESS MY HAND AND SEAL at Austin, Travis County, Texas, this the 3rd day of December, 2010 A.D.

SURVEYED BY:

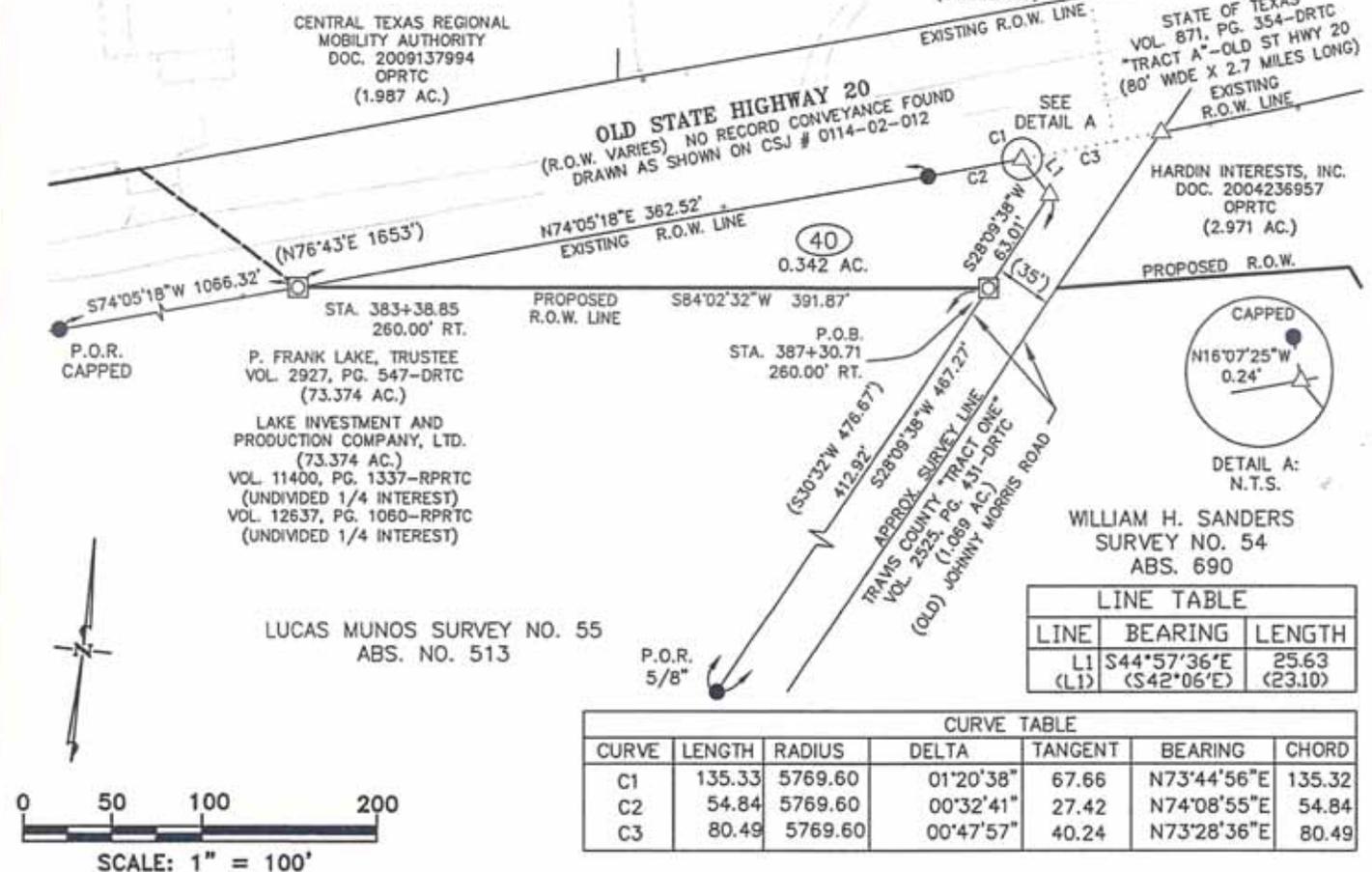
McGRAY & McGRAY LAND SURVEYORS, INC.
3301 Hancock Dr., Ste. 6 Austin, TX 78731 (512) 451-8591



Chris Conrad, Reg. Professional Land Surveyor No. 5623

Note: There is a plat to accompany this description. US 290 P40 R5
Issued 02/02/07, Revised 03/20/07, 04/01/09, 10/20/10, 12/3/10

| CALCULATED ACREAGE | ACQUISITION ACREAGE | ACQUISITION SQUARE FEET | REMAINDER ACREAGE | REMAINDER SQUARE FEET |
|--------------------|---------------------|-------------------------|-------------------|-----------------------|
| 64.889 AC. | 0.342 AC. | 14,905 | 64.547 AC. | 2,811,660 |

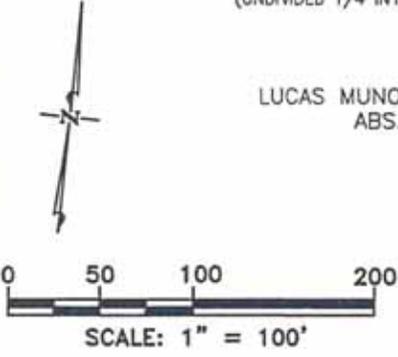


LINE TABLE

| LINE | BEARING | LENGTH |
|------|-------------|---------|
| L1 | S44°57'36"E | 25.63 |
| (L1) | (S42°06'E) | (23.10) |

CURVE TABLE

| CURVE | LENGTH | RADIUS | DELTA | TANGENT | BEARING | CHORD |
|-------|--------|---------|-----------|---------|-------------|--------|
| C1 | 135.33 | 5769.60 | 01°20'38" | 67.66 | N73°44'56"E | 135.32 |
| C2 | 54.84 | 5769.60 | 00°32'41" | 27.42 | N74°08'55"E | 54.84 |
| C3 | 80.49 | 5769.60 | 00°47'57" | 40.24 | N73°28'36"E | 80.49 |



- NOTES:
- 1) BEARINGS AND COORDINATES ARE BASED ON THE TEXAS STATE PLANE COORDINATE SYSTEM, CENTRAL ZONE, NAD83(93) HARN. ALL DISTANCES AND COORDINATES WERE ADJUSTED TO SURFACE USING A COMBINED SCALE FACTOR OF 1.00011.
 - 2) SEE PAGES 1, 2, AND 3 OF 4 FOR A DESCRIPTION OF THIS PARCEL.
 - 3) IMPROVEMENTS SHOWN ARE TAKEN FROM TXDOT AERIAL SURVEY DIGITAL FILES.
 - 4) THIS SURVEY WAS DONE WITHOUT A TITLE REPORT OR EASEMENT SEARCH.
 - 5) ENGINEER'S BASELINE IS NOT THE SAME AS THE ORIGINAL SURVEY "CENTERLINE".
 - 6) ACCESS MAY BE PERMITTED TO AND FROM THE TRANSPORTATION FACILITY ACROSS THE PROPOSED RIGHT-OF-WAY LINE AS SHOWN HEREON, BEING THE COMMON BOUNDARY LINE BETWEEN THE PROPOSED U.S. 290 HIGHWAY FACILITY AND THE REMAINDER OF THE ABUTTING PROPERTY.

SURVEYED BY: MCGRAY & MCGRAY LAND SURVEYORS, INC.
 3301 HANCOCK DR., STE 6, AUSTIN, TX 78731 512/451-8591

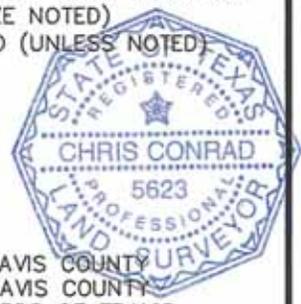
Chris Conrad

12/03/10

CHRIS CONRAD, REG. PROF. LAND SURVEYOR NO. 5623 DATE SURVEYED ON GROUND UNDER MY DIRECT SUPERVISION

LEGEND

- TXDOT TYPE I CONCRETE MONUMENT FOUND
- TXDOT TYPE II CONCRETE MONUMENT FOUND
- ⊠ 1/2" IRON ROD SET WITH TXDOT ALUM. CAP TO BE REPLACED WITH A TXDOT TYPE II CONCRETE MONUMENT AFTER ACQUISITION
- 1/2" IRON ROD SET WITH TXDOT ALUM. CAP
- IRON PIPE FOUND (SIZE NOTED)
- 1/2" IRON ROD FOUND (UNLESS NOTED)
- ▲ 60D NAIL FOUND
- △ CALCULATED POINT
- FENCE POST
- N.T.S. NOT TO SCALE
- (XXX) RECORD INFORMATION
- P.O.B POINT OF BEGINNING
- P.O.R. POINT OF REFERENCE
- ACCESS DENIAL LINE
- PRC PLAT RECORDS OF TRAVIS COUNTY
- DRTC DEED RECORDS OF TRAVIS COUNTY
- RPRTC REAL PROPERTY RECORDS OF TRAVIS COUNTY
- OPRTC OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY



McGRAY & McGRAY
 LAND SURVEYORS, INC.
 3301 HANCOCK DRIVE #6
 AUSTIN, TEXAS 78731
 (512) 451-8591

PLAT OF 0.342 AC. OF LAND OUT OF THE LUCOS MUNOS SURVEY NO. 55, ABSTRACT NO. 513, SAME BEING A PORTION OF THAT CERTAIN TRACT OF LAND DESCRIBED AS 73.374 AC. IN A DEED TO P. FRANK LAKE, TRUSTEE, OF RECORD IN VOLUME 2927, PAGE 547, DEED RECORDS, TRAVIS COUNTY, TEXAS. AND IN DEEDS TO LAKE INVESTMENT AND PRODUCTION COMPANY, LTD. IN VOL. 11400, PG. 1337 AND VOL. 12637, PG. 1060. REAL PROPERTY RECORDS, TRAVIS COUNTY, TEXAS.

TRAVIS COUNTY
 U.S. 290
 CSJ 0114-02-085
 PARCEL 40
 PAGE 4 OF 4

FINAL CLOSURE PARCEL 40 US HIGHWAY 290

PARCEL 40 - SKETCH MAPCHECK

North: 10091846.2494 East: 3152937.7490
Course: S 84-02-32 W Distance: 391.87000
North: 10091805.5751 East: 3152547.9956
Course: N 74-05-18 E Distance: 362.52000
North: 10091904.9617 East: 3152896.6259
Arc Length: 54.84021 Radius: 5769.60000 Delta: -0-32-41
Tangent: 27.42031 Chord: 54.84000 Ch Course: N 74-08-55 E
Course In: N 15-34-45 W Out: S 16-07-25 E
Ctr North: 10097462.5904 East: 3151347.0942
End North: 10091919.9409 East: 3152949.3805
Course: S 44-57-36 E Distance: 25.63000
North: 10091901.8051 East: 3152967.4910
Course: S 28-09-38 W Distance: 63.01000
North: 10091846.2537 East: 3152937.7538

Perimeter: 897.87021

Area: 14905.11475 0.34217 acres
Mathematical Closure - (Uses Survey Units)
Error of Closure: 0.006417 Course: S 48-08-03 W
Precision 1: 139919.23

PARCEL 40 - STRIPMAP MAPCHECK

North: 10091392.5471 East: 3147359.3069
Course: S 84-02-32 W Distance: 391.87000
North: 10091351.8728 East: 3146969.5535
Course: N 74-05-18 E Distance: 362.52000
North: 10091451.2594 East: 3147318.1837
Arc Length: 54.84021 Radius: 5769.60000 Delta: -0-32-41
Tangent: 27.42031 Chord: 54.84000 Ch Course: N 74-08-55 E
Course In: N 15-34-45 W Out: S 16-07-25 E
Ctr North: 10097008.8881 East: 3145768.6521
End North: 10091466.2386 East: 3147370.9383
Course: S 44-57-36 E Distance: 25.63000
North: 10091448.1028 East: 3147389.0488
Course: S 28-09-38 W Distance: 63.01000
North: 10091392.5514 East: 3147359.3116

Perimeter: 897.87021

Area: 14905.11475 0.34217 acres
Mathematical Closure - (Uses Survey Units)
Error of Closure: 0.006417 Course: S 48-08-03 W
Precision 1: 139919.23

FINAL CLOSURE PARCEL 40 US HIGHWAY 290

PARCEL 40 - DESCRIPTION MAPCHECK

North: 10092143.4200 East: 3154607.4076
Course: S 84-02-32 W Distance: 391.87000
North: 10092102.7456 East: 3154217.6542
Course: N 74-05-18 E Distance: 362.52000
North: 10092202.1323 East: 3154566.2845
Arc Length: 54.84021 Radius: 5769.60000 Delta: -0-32-41
Tangent: 27.42031 Chord: 54.84000 Ch Course: N 74-08-55 E
Course In: N 15-34-45 W Out: S 16-07-25 E
Ctr North: 10097759.7609 East: 3153016.7528
End North: 10092217.1115 East: 3154619.0391
Course: S 44-57-36 E Distance: 25.63000
North: 10092198.9757 East: 3154637.1496
Course: S 28-09-38 W Distance: 63.01000
North: 10092143.4243 East: 3154607.4124

Perimeter: 897.87021

Area: 14905.11475 0.34217 acres
Mathematical Closure - (Uses Survey Units)
Error of Closure: 0.006417 Course: S 48-08-03 W
Precision 1: 139919.23

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

RESOLUTION NO. 11-046

**RESOLUTION AUTHORIZING ACQUISITION OF PROPERTY RIGHTS BY
AGREEMENT OR CONDEMNATION OF CERTAIN PROPERTY IN TRAVIS
COUNTY FOR THE US 290 EAST TOLL PROJECT
(Parcel 42)**

WHEREAS, pursuant to and under the authority of Subchapter E, Chapter 370, Texas Transportation Code and other applicable law, the Central Texas Regional Mobility Authority ("CTRMA") has found and determined that to promote the public safety, to facilitate the safety and movement of traffic, and to preserve the financial investment of the public in its roadways and the roadways of the State of Texas, public convenience and necessity requires acquisition of fee simple title to that certain 4.709 acres described by metes and bounds in Exhibit "A" to this Resolution (the "Subject Property"), owned by H. Dalton Wallace, (the "Owner"), located at the southeast corner of Johnny Morris Road and US 290E in Travis County, for the construction, reconstruction, maintaining, widening, straightening, lengthening, and operating of the US 290 East Toll Project (the "Project"), as a part of the improvements to the Project, but excluding all the oil, gas, and sulphur which can be removed from beneath the Subject Property, without any right whatever remaining to the owner of such oil, gas, and sulphur of ingress to or egress from the surface of the Subject Property for the purpose of exploring, developing, or mining of the same, and that such constructing, reconstructing, maintaining, widening, straightening, lengthening, and operating of the Project shall extend across and upon, and will cross, run through, and be upon the Subject Property; and

WHEREAS, an independent, professional appraisal report of the Subject Property has been submitted to the CTRMA, and an amount has been established to be just compensation for the property rights to be acquired; and

WHEREAS, the Executive Director of the CTRMA, through agents employed or contracted with the CTRMA, has transmitted an official written offer to the Owner, based on the amount determined to be just compensation, and has entered into good faith negotiations with the Owner of the Subject Property to acquire the Subject Property; and

WHEREAS, as of the date of this Resolution, the Executive Director and the Owner have failed to agree on the amount determined to be just compensation and damages, if any, due to said Owner for the Subject Property; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the CTRMA that the Executive Director is specifically authorized and directed to acquire the Subject Property and all leasehold interests in the Subject Property for the Project by agreement, subject to approval of the purchase contract by the Board of Directors of the CTRMA; and

BE IT FURTHER RESOLVED that the Executive Director is specifically authorized to negotiate and execute, if possible, a possession and use agreement in such form as is acceptable to the Executive Director and for consideration in an amount not to exceed ninety percent (90%) of the purchase price set forth in the official written offer to purchase the Subject Property previously transmitted to the Owner; and

BE IT FURTHER RESOLVED that the Executive Director is specifically authorized to negotiate and execute, if possible, a purchase contract for consideration in an amount not to exceed the purchase price set forth in the official written offer to purchase the Subject Property previously transmitted to the Owner; and

BE IT FURTHER RESOLVED that at such time as the Executive Director concludes that further negotiations with Owner to acquire the Subject Property by agreement would be futile, the Executive Director or his designee is hereby authorized and directed to file or cause to be filed a suit in eminent domain to acquire the property interests for the aforesaid purposes against the Owner and the owners of any interest in, and the holders of any lien secured by, the Subject Property, the Subject Property described in the attached Exhibit "A" to this Resolution; and

BE IT FURTHER RESOLVED that the Executive Director or his designee is hereby authorized and directed to incur such expenses and to employ such experts as he shall deem necessary to assist in the prosecution of such suit in eminent domain, including, but not limited to, appraisers, engineers, and land use planners.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 27th day of April, 2011.

Submitted and reviewed by:


Andrew Martin, General Counsel
Central Texas Regional Mobility Authority

Approved:


James H. Mills
Vice Chairman,
Board of Directors
Resolution Number 11-046
Date Passed: 04/27/11

Exhibit "A" to Resolution 11-046

Description of Parcel 42

EXHIBIT _____

County: Travis
Parcel No.: 42
Highway: U.S. Highway 290
Project Limits: From: E of US 183
To: E of SH 130
Right of Way CSJ: 0114-02-085

PROPERTY DESCRIPTION FOR PARCEL 42

DESCRIPTION OF 4.709 ACRES (205,137 SQ. FT.) OF LAND OUT OF THE WILLIAM H. SANDERS SURVEY NO. 54, ABSTRACT NO. 690, IN AUSTIN, TRAVIS COUNTY, TEXAS, SAME BEING A PORTION OF THAT CERTAIN TRACT OF LAND DESCRIBED AS 17.92 ACRES IN A DEED TO H. DALTON WALLACE, OF RECORD IN DOCUMENT 2001015723, OFFICIAL PUBLIC RECORDS, TRAVIS COUNTY, TEXAS, SAID 4.709 ACRES OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a 1/2" iron rod set with a TEXAS DEPARTMENT OF TRANSPORTATION (TxDOT) aluminum cap, in the proposed south right-of-way (ROW) line of U.S. Highway 290, 236.49 feet right of Engineer's Baseline Station 401+61.97, at the southeast corner of the herein described tract, same being in the east line of said 17.92 acre Wallace tract, and the west line of that certain tract of land described as 4.395 acres in a deed to Day Life Corporation, of record in Document 2001209722, Official Public Records, Travis County, Texas, from which point a 1/2" iron rod found in the south line of said 17.92 acre Wallace tract and the north line of that certain 88.83 acre tract of land described in a deed to First Service Corp., of record in Volume 11727, Page 161, Real Property Records, Travis County, Texas, bears S03°57'10"E 547.10 feet and S86°02'50"W 0.83 feet, and from which point a 1/2" iron pipe found at the southwest corner of said Day Life tract, and the southeast corner of said First Service tract bears S03°57'10"E 597.45 feet,

- 1) THENCE, with the south line of this tract and the proposed south ROW line of U.S. Highway 290, crossing said 17.92 acre Wallace tract, with a curve to the right whose intersection angle is **09°40'39"**, radius is **5974.58 feet**, an arc distance of **1009.14 feet**, the chord of which bears, **S78°03'15"W 1007.94 feet** to a 1/2" iron rod set with a TxDOT aluminum cap to be replaced with a TxDOT Type II concrete

EXHIBIT ____

monument after acquisition, 244.19 feet right of Engineer's Baseline Station 391+93.49;

THENCE, with an east line of this tract, continuing across said 17.92 acre Wallace tract, the following four (4) courses, numbered 2 through 5;

- 2) **S49°51'22"W 68.85 feet** to a 1/2" iron rod set with a TxDOT aluminum cap to be replaced with a TxDOT Type II concrete monument after acquisition;
- 3) **S13°50'37"W 116.76 feet** to a 1/2" iron rod set with a TxDOT aluminum cap to be replaced with a TxDOT Type II concrete monument after acquisition;
- 4) **S29°37'55"W 83.02 feet** to a 1/2" iron rod set with a TxDOT aluminum cap to be replaced with a TxDOT Type II concrete monument after acquisition; and
- 5) **S42°56'13"W 112.92 feet** to a 1/2" iron rod found at the west corner of this tract and said 17.92 acre Wallace tract and the north corner of Lot 2, Wallace Subdivision, a subdivision of record in Book 101, Page 267, Plat Records, Travis County, Texas, said Lot 2 being described in a deed to H. Dalton Wallace, of record in Document 2005006916, Official Public Records, Travis County, Texas and in the existing east ROW line of Johnny Morris Road, a 120 foot wide public ROW as described in Volume 11283, Page 849, Real Property Records, Travis County, Texas;

THENCE, with the west line of this tract, and said 17.92 acre Wallace tract, and the existing east ROW line of said Johnny Morris Road the following two (2) courses, numbered 6 and 7;

- 6) with a curve to the left whose intersection angle is **21°34'21"**, radius is **1187.97 feet**, an arc distance of **447.28 feet**, the chord of which bears **N19°51'40"E 444.64 feet**, to a 1/2" iron rod found; and
- 7) **N09°18'09"E**, at 34.07 feet passing a 1/2" iron rod found, in all a total distance of **35.05 feet** to a calculated point at the northwest corner of this tract, and said 17.92 acre Wallace tract, same being in the existing south ROW line of U.S. Highway 290, and the south line of that certain tract of land described as "Tract

EXHIBIT ____

A” (Old State Hwy 20), in a deed to the State of Texas, of record in Volume 871, Page 354, Deed Records, Travis County, Texas;

- 8) THENCE, with the north line of this tract, and said 17.92 acre Wallace tract, the existing south ROW line of U.S. Highway 290, and the south line of said State of Texas “Tract A”, **N71°35’27”E 461.58 feet** to a TxDOT Type I concrete monument found in the north line of this tract, and said 17.92 acre Wallace tract, and the existing south ROW line of U.S. Highway 290, same being the west corner of that certain tract of land described as 0.722 of one acre in a deed to the State of Texas, of record in Volume 3092, Page 632, Deed Records, Travis County, Texas;

THENCE, continuing with the north line of this tract, and said 17.92 acre Wallace tract, the existing south ROW line of U.S. Highway 290, and the south line of said 0.722 of one acre State of Texas tract, the following three (3) courses numbered 9, 10 and 11;

- 9) **N86°02’10”E 206.78 feet** to a calculated point from which a TxDOT Type I concrete monument found bears **N05°57’50”W 0.75 feet**;
- 10) **N79°20’51”E 306.36 feet** to a TxDOT Type I concrete monument found; and
- 11) **N76°25’30”E 73.20 feet** to a calculated point at the northeast corner of this tract, and said 17.92 acre Wallace tract, the northwest corner of said Day Life tract, the southeast corner of said 0.722 of one acre State of Texas tract, same being the southwest corner of that certain tract of land described as 0.590 of one acre in a deed to the State of Texas, of record in Volume 3037, Page 1737, Deed Records, Travis County, Texas;

EXHIBIT ____

12) THENCE, with the east line of this tract, and said 17.92 acre Wallace tract, and the west line of said Day Life tract **S03°57'10"E**, at 0.63 feet passing a 1/2" iron rod found, in all a total distance of **165.83 feet** to the POINT OF BEGINNING and containing 4.709 acres within these metes and bounds, more or less.

All bearings are based on the Texas State Plane Coordinate System, Central Zone, NAD83(93) HARN. All distances and coordinates were adjusted to surface using a combined scale factor of 1.00011.

ACCESS MAY BE PERMITTED TO AND FROM THE TRANSPORTATION FACILITY ACROSS THE PROPOSED RIGHT-OF-WAY LINE AS DESCRIBED HEREIN, BEING THE COMMON BOUNDARY LINE BETWEEN THE PROPOSED U.S. 290 HIGHWAY FACILITY AND THE REMAINDER OF THE ABUTTING PROPERTY.

STATE OF TEXAS §
 § KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF TRAVIS §

That I, Chris Conrad, a Registered Professional Land Surveyor, do hereby certify that the above description is true and correct to the best of my knowledge and belief and that the property described herein was determined by a survey made on the ground under my direction and supervision.

WITNESS MY HAND AND SEAL at Austin, Travis County, Texas, this the 3rd day of December, 2010 A.D.

SURVEYED BY:

McGRAY & McGRAY LAND SURVEYORS, INC.
3301 Hancock Dr., Ste. 6 Austin, TX 78731 (512) 451-8591

Chris Conrad, Reg. Professional Land Surveyor No. 5623

Note: There is a plat to accompany this description. US 290 P42 R4
Issued 02/27/09; Revised 09/17/10, 12/3/10



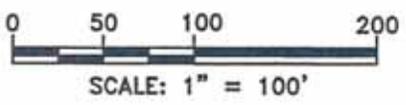
U.S. HIGHWAY 290
(R.O.W. VARIES)

"EXHIBIT ____"

STATE OF TEXAS
VOL. 3037, PG. 1737-DRTC
(0.590 AC.)



MATCH PAGE 5 OF 6



| CURVE TABLE | | | | | | |
|-------------|----------|-----------|-------------|---------|---------------|----------|
| CURVE | LENGTH | RADIUS | DELTA | TANGENT | BEARING | CHORD |
| C1 | 1009.14 | 5974.58 | 09°40'39" | 505.77 | S78°03'15"W | 1007.94 |
| C2 | 447.28 | 1187.97 | 21°34'21" | 226.32 | N19°51'40"E | 444.64 |
| (C2) | (447.28) | (1187.97) | (21°34'21") | | (N22°13'58"E) | (444.64) |

- NOTES:
- 1) BEARINGS AND COORDINATES ARE BASED ON THE TEXAS STATE PLANE COORDINATE SYSTEM, CENTRAL ZONE, NAD83(93) HARN. ALL DISTANCES AND COORDINATES WERE ADJUSTED TO SURFACE USING A COMBINED SCALE FACTOR OF 1.00011.
 - 2) SEE PAGES 1, 2, 3, AND 4 OF 6 FOR A DESCRIPTION OF THIS PARCEL.
 - 3) IMPROVEMENTS SHOWN ARE TAKEN FROM TXDOT AERIAL SURVEY DIGITAL FILES.
 - 4) THIS SURVEY WAS DONE WITHOUT A TITLE REPORT OR EASEMENT SEARCH.
 - 5) ENGINEER'S BASELINE IS NOT THE SAME AS THE ORIGINAL SURVEY "CENTERLINE".
 - 6) ACCESS MAY BE PERMITTED TO AND FROM THE TRANSPORTATION FACILITY ACROSS THE PROPOSED RIGHT-OF-WAY LINE AS SHOWN HEREON, BEING THE COMMON BOUNDARY LINE BETWEEN THE PROPOSED U.S. 290 HIGHWAY FACILITY AND THE REMAINDER OF THE ADJUTING PROPERTY.
 - 7) 0.539 OF ONE ACRE OF SAID 4.709 ACRES IS AN EXISTING STATE OF TEXAS CHANNEL EASEMENT OF RECORD IN VOLUME 1110, PAGE 615, DEED RECORDS, TRAVIS COUNTY, TEXAS.

SURVEYED BY: MCGRAY & MCGRAY LAND SURVEYORS, INC.
3301 HANCOCK DR., STE 6, AUSTIN, TX 78731 512/451-8591

Chris Conrad

12/03/10

CHRIS CONRAD, REG. PROF. LAND SURVEYOR NO. 5623 DATE SURVEYED ON GROUND UNDER MY DIRECT SUPERVISION

- LEGEND**
- TXDOT TYPE I CONCRETE MONUMENT FOUND
 - TXDOT TYPE II CONCRETE MONUMENT FOUND
 - 1/2" IRON ROD SET WITH TXDOT ALUM. CAP TO BE REPLACED WITH A TXDOT TYPE II CONCRETE MONUMENT AFTER ACQUISITION
 - 1/2" IRON ROD SET WITH TXDOT ALUM. CAP
 - IRON PIPE FOUND (SIZE NOTED)
 - 1/2" IRON ROD FOUND (UNLESS NOTED)
 - ▲ 60D NAIL FOUND
 - △ CALCULATED POINT
 - FENCE POST
 - N.T.S. NOT TO SCALE
 - (XXX) RECORD INFORMATION
 - P.O.B. POINT OF BEGINNING
 - P.O.R. POINT OF REFERENCE
 - ACCESS DENIAL LINE
 - PRTC PLAT RECORDS OF TRAVIS COUNTY
 - DRTC DEED RECORDS OF TRAVIS COUNTY
 - RPRTC REAL PROPERTY RECORDS OF TRAVIS COUNTY
 - OPRTC OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY



McGRAY & McGRAY
LAND SURVEYORS, INC.
3301 HANCOCK DRIVE #6
AUSTIN, TEXAS 78731
(512) 451-8591

PLAT OF 4.709 AC. OF LAND OUT OF THE WILLIAM H. SANDERS SURVEY NO. 54, ABSTRACT NO. 690, SAME BEING A PORTION OF THAT CERTAIN TRACT OF LAND DESCRIBED AS 17.92 AC. IN A DEED TO H. DALTON WALLACE, OF RECORD IN DOCUMENT 2001015723, OFFICIAL PUBLIC RECORDS, TRAVIS COUNTY, TEXAS.

TRAVIS COUNTY
U.S. 290
CSJ 0114-02-085
PARCEL 42
PAGE 6 OF 6

FINAL CLOSURE PARCEL 42 US HIGHWAY 290

PARCEL 42 - SKETCH MAPCHECK

BC North: 10093677.5244 East: 3153469.0292
Arc Length: 1009.13915 Radius: 5974.58000 Delta: 9-40-39
Tangent: 505.77258 Chord: 1007.94000 Ch Course: S 78-03-15 W
Course In: N 16-47-05 W Out: S 07-06-25 E
Ctr North: 10099397.5697 East: 3151743.7212
End North: 10093468.8941 East: 3152482.9174
Course: S 49-51-22 W Distance: 68.85000
North: 10093424.5058 East: 3152430.2866
Course: S 13-50-37 W Distance: 116.76000
North: 10093311.1374 East: 3152402.3491
Course: S 29-37-55 W Distance: 83.02000
North: 10093238.9748 East: 3152361.3018
Course: S 42-56-13 W Distance: 112.92000
North: 10093156.3057 East: 3152284.3815
Arc Length: 447.27717 Radius: 1187.97000 Delta: -21-34-20
Tangent: 226.31843 Chord: 444.64000 Ch Course: N 19-51-40 E
Course In: N 59-21-10 W Out: S 80-55-30 E
Ctr North: 10093761.8737 East: 3151262.3443
End North: 10093574.4980 East: 3152435.4441
Course: N 09-18-09 E Distance: 35.05000
North: 10093609.0870 East: 3152441.1098
Course: N 71-35-27 E Distance: 461.58000
North: 10093754.8544 East: 3152879.0687
Course: N 86-02-10 E Distance: 206.78000
North: 10093769.1486 East: 3153085.3540
Course: N 79-20-51 E Distance: 306.36000
North: 10093825.7799 East: 3153386.4343
Course: N 76-25-30 E Distance: 73.20000
North: 10093842.9612 East: 3153457.5894
Course: S 03-57-10 E Distance: 165.83000
North: 10093677.5257 East: 3153469.0207

Perimeter: 3086.76632

Area: 205136.66994 4.70929 acres

Mathematical Closure - (Uses Survey Units)

Error of Closure: 0.008577 Course: S 81-19-25 E

Precision 1: 359904.78

PARCEL 42 - STRIPMAP MAPCHECK

BC North: 10092870.9816 East: 3151527.1128
Arc Length: 1009.13915 Radius: 5974.58000 Delta: 9-40-39
Tangent: 505.77258 Chord: 1007.94000 Ch Course: S 78-03-15 W
Course In: N 16-47-05 W Out: S 07-06-25 E
Ctr North: 10098591.0269 East: 3149801.8048
End North: 10092662.3513 East: 3150541.0011
Course: S 49-51-22 W Distance: 68.85000
North: 10092617.9630 East: 3150488.3702
Course: S 13-50-37 W Distance: 116.76000
North: 10092504.5946 East: 3150460.4327
Course: S 29-37-55 W Distance: 83.02000

FINAL CLOSURE PARCEL 42 US HIGHWAY 290

PARCEL 42 - STRIPMAP MAPCHECK (cont.)

North: 10092432.4320 East: 3150419.3854
Course: S 42-56-13 W Distance: 112.92000
North: 10092349.7629 East: 3150342.4651
Arc Length: 447.27717 Radius: 1187.97000 Delta: -21-34-20
Tangent: 226.31843 Chord: 444.64000 Ch Course: N 19-51-40 E
Course In: N 59-21-10 W Out: S 80-55-30 E
Ctr North: 10092955.3309 East: 3149320.4279
End North: 10092767.9552 East: 3150493.5277
Course: N 09-18-09 E Distance: 35.05000
North: 10092802.5442 East: 3150499.1934
Course: N 71-35-27 E Distance: 461.58000
North: 10092948.3116 East: 3150937.1523
Course: N 86-02-10 E Distance: 206.78000
North: 10092962.6058 East: 3151143.4376
Course: N 79-20-51 E Distance: 306.36000
North: 10093019.2371 East: 3151444.5179
Course: N 76-25-30 E Distance: 73.20000
North: 10093036.4184 East: 3151515.6730
Course: S 03-57-10 E Distance: 165.83000
North: 10092870.9829 East: 3151527.1043

Perimeter: 3086.76632

Area: 205136.66994 4.70929 acres
Mathematical Closure - (Uses Survey Units)
Error of Closure: 0.008577 Course: S 81-19-25 E
Precision 1: 359904.78

PARCEL 42 - DESCRIPTION MAPCHECK

BC North: 10090503.0442 East: 3162369.0092
Arc Length: 1009.13915 Radius: 5974.58000 Delta: 9-40-39
Tangent: 505.77258 Chord: 1007.94000 Ch Course: S 78-03-15 W
Course In: N 16-47-05 W Out: S 07-06-25 E
Ctr North: 10096223.0895 East: 3160643.7012
End North: 10090294.4139 East: 3161382.8975
Course: S 49-51-22 W Distance: 68.85000
North: 10090250.0256 East: 3161330.2666
Course: S 13-50-37 W Distance: 116.76000
North: 10090136.6572 East: 3161302.3291
Course: S 29-37-55 W Distance: 83.02000
North: 10090064.4946 East: 3161261.2819
Course: S 42-56-13 W Distance: 112.92000
North: 10089981.8255 East: 3161184.3615
Arc Length: 447.27717 Radius: 1187.97000 Delta: -21-34-20
Tangent: 226.31843 Chord: 444.64000 Ch Course: N 19-51-40 E
Course In: N 59-21-10 W Out: S 80-55-30 E
Ctr North: 10090587.3935 East: 3160162.3243
End North: 10090400.0178 East: 3161335.4241
Course: N 09-18-09 E Distance: 35.05000
North: 10090434.6068 East: 3161341.0898
Course: N 71-35-27 E Distance: 461.58000

FINAL CLOSURE PARCEL 42 US HIGHWAY 290

PARCEL 42 - DESCRIPTION MAPCHECK (cont.)

| | |
|----------------------|---------------------|
| North: 10090580.3742 | East: 3161779.0487 |
| Course: N 86-02-10 E | Distance: 206.78000 |
| North: 10090594.6684 | East: 3161985.3340 |
| Course: N 79-20-51 E | Distance: 306.36000 |
| North: 10090651.2997 | East: 3162286.4143 |
| Course: N 76-25-30 E | Distance: 73.20000 |
| North: 10090668.4810 | East: 3162357.5694 |
| Course: S 03-57-10 E | Distance: 165.83000 |
| North: 10090503.0455 | East: 3162369.0008 |

Perimeter: 3086.76632

Area: 205136.66994 4.70929 acres

Mathematical Closure - (Uses Survey Units)

Error of Closure: 0.008577 Course: S 81-19-25 E

Precision 1: 359904.78

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

RESOLUTION NO. 11-047

**RESOLUTION AUTHORIZING ACQUISITION OF PROPERTY RIGHTS BY
AGREEMENT OR CONDEMNATION OF CERTAIN PROPERTY IN TRAVIS
COUNTY FOR THE US 290 EAST TOLL PROJECT
(Parcel 44A)**

WHEREAS, pursuant to and under the authority of Subchapter E, Chapter 370, Texas Transportation Code and other applicable law, the Central Texas Regional Mobility Authority ("CTRMA") has found and determined that to promote the public safety, to facilitate the safety and movement of traffic, and to preserve the financial investment of the public in its roadways and the roadways of the State of Texas, public convenience and necessity requires acquisition of fee simple title to that certain 0.479 acres described by metes and bounds in Exhibit "A" to this Resolution (the "Subject Property"), owned by Applied Materials, Inc., (the "Owner"), located at 9700 US Hwy 290E in Travis County, for the construction, reconstruction, maintaining, widening, straightening, lengthening, and operating of the US 290 East Toll Project (the "Project"), as a part of the improvements to the Project, but excluding all the oil, gas, and sulphur which can be removed from beneath the Subject Property, without any right whatever remaining to the owner of such oil, gas, and sulphur of ingress to or egress from the surface of the Subject Property for the purpose of exploring, developing, or mining of the same, and that such constructing, reconstructing, maintaining, widening, straightening, lengthening, and operating of the Project shall extend across and upon, and will cross, run through, and be upon the Subject Property; and

WHEREAS, an independent, professional appraisal report of the Subject Property has been submitted to the CTRMA, and an amount has been established to be just compensation for the property rights to be acquired; and

WHEREAS, the Executive Director of the CTRMA, through agents employed or contracted with the CTRMA, has transmitted an official written offer to the Owner, based on the amount determined to be just compensation, and has entered into good faith negotiations with the Owner of the Subject Property to acquire the Subject Property; and

WHEREAS, as of the date of this Resolution, the Executive Director and the Owner have failed to agree on the amount determined to be just compensation and damages, if any, due to said Owner for the Subject Property; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the CTRMA that the Executive Director is specifically authorized and directed to acquire the Subject Property and all leasehold interests in the Subject Property for the Project by agreement, subject to approval of the purchase contract by the Board of Directors of the CTRMA; and

BE IT FURTHER RESOLVED that the Executive Director is specifically authorized to negotiate and execute, if possible, a possession and use agreement in such form as is acceptable to the Executive Director and for consideration in an amount not to exceed ninety percent (90%) of the purchase price set forth in the official written offer to purchase the Subject Property previously transmitted to the Owner; and

BE IT FURTHER RESOLVED that the Executive Director is specifically authorized to negotiate and execute, if possible, a purchase contract for consideration in an amount not to exceed the purchase price set forth in the official written offer to purchase the Subject Property previously transmitted to the Owner; and

BE IT FURTHER RESOLVED that at such time as the Executive Director concludes that further negotiations with Owner to acquire the Subject Property by agreement would be futile, the Executive Director or his designee is hereby authorized and directed to file or cause to be filed a suit in eminent domain to acquire the property interests for the aforesaid purposes against the Owner and the owners of any interest in, and the holders of any lien secured by, the Subject Property, the Subject Property described in the attached Exhibit "A" to this Resolution; and

BE IT FURTHER RESOLVED that the Executive Director or his designee is hereby authorized and directed to incur such expenses and to employ such experts as he shall deem necessary to assist in the prosecution of such suit in eminent domain, including, but not limited to, appraisers, engineers, and land use planners.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 27th day of April, 2011.

Submitted and reviewed by:


Andrew Martin, General Counsel
Central Texas Regional Mobility Authority

Approved:

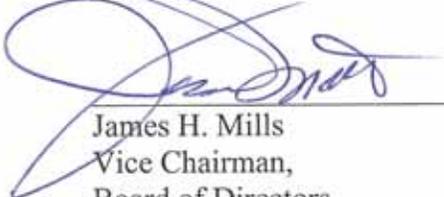

James H. Mills
Vice Chairman,
Board of Directors
Resolution Number 11-047
Date Passed: 04/27/11

Exhibit "A" to Resolution 11-047

Description of Parcel 44A

EXHIBIT _____

County: Travis
Parcel No.: 44A
Highway: U.S. Highway 290
Project Limits: From: E of US 183
To: E of SH 130
Right of Way CSJ: 0114-02-085

PROPERTY DESCRIPTION FOR PARCEL 44A

DESCRIPTION OF 0.479 OF ONE ACRE (20,887 SQUARE FEET) OF LAND, BEING OUT OF THE WILLIAM H. SANDERS SURVEY NO. 54, ABSTRACT NO. 690, IN AUSTIN, TRAVIS COUNTY, TEXAS, AND BEING A PORTION OF THAT CERTAIN TRACT OF LAND DESCRIBED AS 2 ACRES IN A DEED TO APPLIED MATERIALS, INC., OF RECORD IN VOLUME 13041, PAGE 2014, REAL PROPERTY RECORDS, TRAVIS COUNTY, TEXAS; SAID 0.479 OF ONE ACRE OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a 1/2" iron rod found to be replaced with a TEXAS DEPARTMENT OF TRANSPORTATION (TxDOT) Type II concrete monument after acquisition, in the proposed north right-of-way (ROW) line of U.S. Highway 290, 242.81 feet left of Engineer's Baseline Station 394+86.71, at the northwest corner of the herein described tract, same being in the west line of said 2 acre Applied Materials tract and at the northeast corner of a 0.789 acre tract dedicated for street purposes by plat of One Lutheran Center, a subdivision of record in Book 87, Pages 70B-70C, Plat Records, Travis County Texas, and at the southeast corner of Lot 1, of said One Lutheran Center subdivision, said Lot 1 being described in a deed to Lutheran Foundation of the Southwest, of record in Volume 9233, Page 654, Real Property Records, Travis County, Texas, from which point a 1/2" iron pipe found at the northwest corner of said 2 acre Applied Materials tract and a southwest corner of that tract of land described in a deed to Applied Materials, Inc. in Volume 13346, Page 1584, Real Property Records, Travis County, Texas, and of Lot 1, Fiesta Plaza, a subdivision of record in Book 76, Page 359, Plat Records, Travis County, Texas, bears N27°49'05"E 288.66 feet;

EXHIBIT ____

- 1) THENCE, with the curving north line of this tract, and the proposed curving north ROW line of U.S. Highway 290, crossing said 2 acre Applied Materials tract with an arc of a curve to the left, whose intersection angle is **03°17'26"**, radius is **5,729.58 feet**, an arc distance of **329.06 feet**, the chord of which bears **N77°11'23"E 329.01 feet** to a 1/2" iron rod set with a TxDOT aluminum cap, 251.38 feet left of Engineer's Baseline Station 398+30.49 at the southeast corner of this tract, same being in the east line of said 2 acre Applied Materials tract and a west line of said Lot 1, Fiesta Plaza and a west line of said Applied Materials tract in Volume 13346, Page 1584;
- 2) THENCE, with the east line of this tract and said 2 acre Applied Materials tract and the west line of said Lot 1, Fiesta Plaza, and the west line of said Applied Materials tract in Volume 13346, Page 1584, **S27°34'59"W 108.92 feet** to a calculated point at the southwest corner of said Applied Materials tract in Volume 13346, Page 1584 and of said Lot 1, Fiesta Plaza, the southeast corner of said 2 acre Applied Materials tract, and the west corner of that tract described as 0.338 of one acre in a deed to the State of Texas, of record in Volume 3141, Page 1704, Deed Records, Travis County, Texas, same being in the north line of that certain tract of land described as 2.331 acres, Parcel (A), in a deed to the State of Texas, of record in Volume 678, Page 613, Deed Records, Travis County, Texas, from which point a 1/2" iron rod found bears **N05°57'50"W 1.26 feet**;
- 3) THENCE, with the south line of this tract and of said 2 acre Applied Material tract, the existing north ROW line of U.S. Highway 290, and the north line of said 2.331 acres, Parcel (A), State of Texas tract, **S84°02'12"W 300.96 feet** to a calculated point at the southwest corner of this tract and said 2 acre Applied Materials tract, and the southeast corner of said 0.789 acre tract dedicated for street purposes, from which point a 5/8" iron rod found bears **S08°57'41"W 11.05 feet**;

EXHIBIT ____

4) THENCE, with the west line of this tract and of said 2 acre Applied Materials tract, and the east line of said 0.789 acre Street Dedication tract, **N27°49'05"E 62.03 feet** to the POINT OF BEGINNING and containing 0.479 of one acre within these metes and bounds, more or less.

All bearings are based on the Texas State Plane Coordinate System, Central Zone, NAD83(93) HARN. All distances and coordinates were adjusted to surface using a combined scale factor of 1.00011.

ACCESS MAY BE PERMITTED TO AND FROM THE TRANSPORTATION FACILITY ACROSS THE PROPOSED RIGHT-OF-WAY LINE AS DESCRIBED HEREIN, BEING THE COMMON BOUNDARY LINE BETWEEN THE PROPOSED U.S. 290 HIGHWAY FACILITY AND THE REMAINDER OF THE ABUTTING PROPERTY.

STATE OF TEXAS §
 § **KNOW ALL MEN BY THESE PRESENTS:**
COUNTY OF TRAVIS §

That I, Chris Conrad, a Registered Professional Land Surveyor, do hereby certify that the above description is true and correct to the best of my knowledge and belief and that the property described herein was determined by a survey made on the ground under my direction and supervision.

WITNESS MY HAND AND SEAL at Austin, Travis County, Texas, this the 3rd day of December, 2010 A.D.

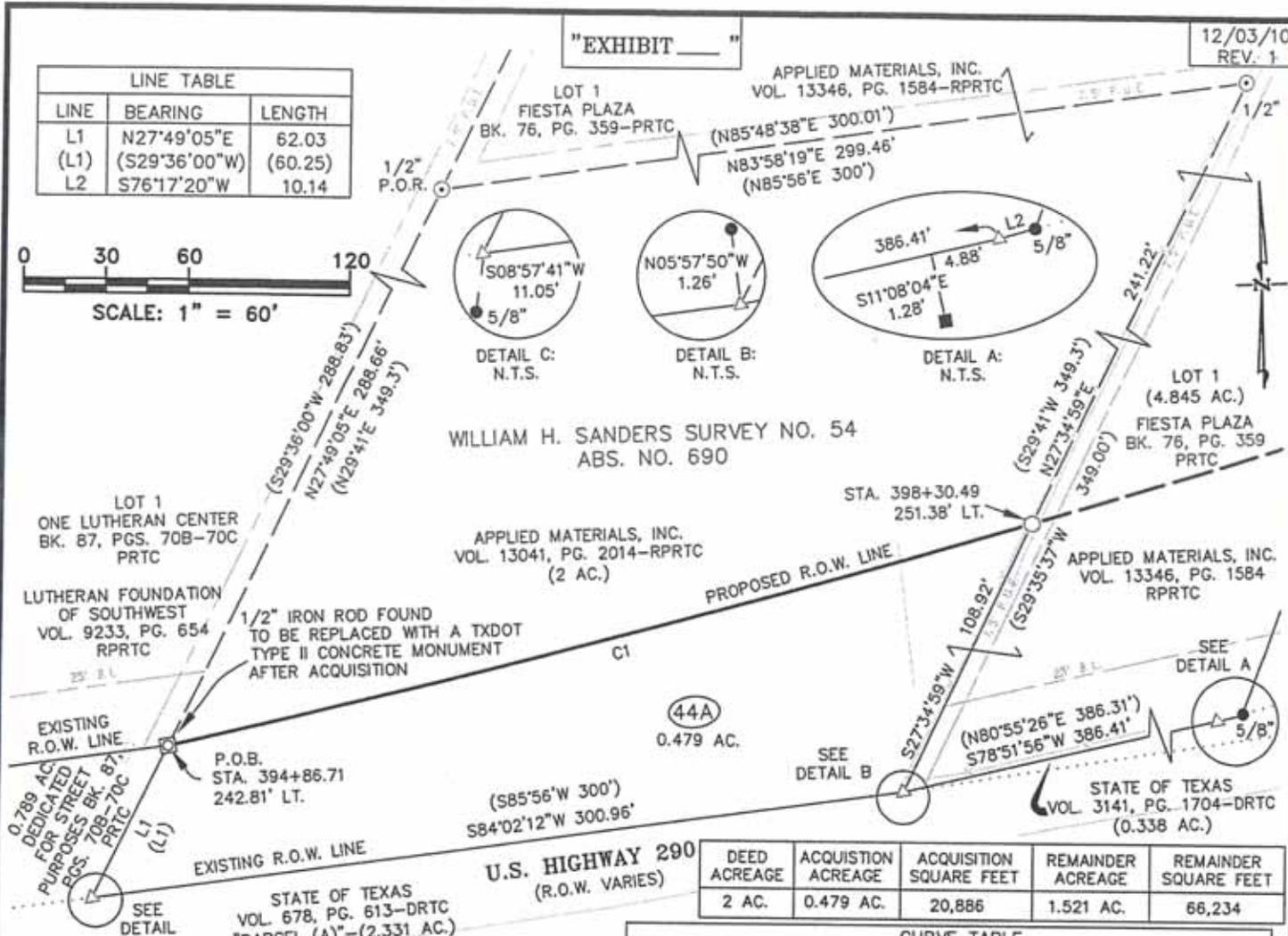
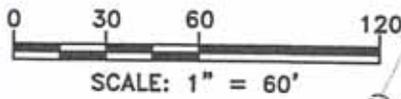
SURVEYED BY:

McGRAY & McGRAY LAND SURVEYORS, INC.
3301 Hancock Dr., Ste. 6 Austin, TX 78731 (512) 451-8591



Chris Conrad, Reg. Professional Land Surveyor No. 5623
Note: There is a plat to accompany this description. US 290 P44A R3
Issued 10/20/2010; Revised 12/3/10

| LINE TABLE | | |
|------------|---------------|---------|
| LINE | BEARING | LENGTH |
| L1 | N27°49'05"E | 62.03 |
| (L1) | (S29°36'00"W) | (60.25) |
| L2 | S76°17'20"W | 10.14 |



| DEED ACREAGE | ACQUISITION ACREAGE | ACQUISITION SQUARE FEET | REMAINDER ACREAGE | REMAINDER SQUARE FEET |
|--------------|---------------------|-------------------------|-------------------|-----------------------|
| 2 AC. | 0.479 AC. | 20,886 | 1.521 AC. | 66,234 |

| CURVE TABLE | | | | | | |
|-------------|--------|---------|-----------|---------|-------------|--------|
| CURVE | LENGTH | RADIUS | DELTA | TANGENT | BEARING | CHORD |
| C1 | 329.06 | 5729.58 | 03°17'26" | 164.57 | N77°11'23"E | 329.01 |

LEGEND

- TXDOT TYPE I CONCRETE MONUMENT FOUND
- ⊗ TXDOT TYPE II CONCRETE MONUMENT FOUND
- ⊠ 1/2" IRON ROD SET WITH TXDOT ALUM. CAP TO BE REPLACED WITH A TXDOT TYPE II CONCRETE MONUMENT AFTER ACQUISITION
- 1/2" IRON ROD SET WITH TXDOT ALUM. CAP
- ⊙ IRON PIPE FOUND (SIZE NOTED)
- 1/2" IRON ROD FOUND (UNLESS NOTED)
- ▲ 60D NAIL FOUND
- △ CALCULATED POINT
- FENCE POST
- N.T.S. NOT TO SCALE
- (XXX) RECORD INFORMATION
- P.O.B. POINT OF BEGINNING
- P.O.R. POINT OF REFERENCE
- ACCESS DENIAL LINE
- PRTC PLAT RECORDS OF TRAVIS COUNTY
- DRTC DEED RECORDS OF TRAVIS COUNTY
- RPRTC REAL PROPERTY RECORDS OF TRAVIS COUNTY
- OPRTC OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY



- NOTES:
- BEARINGS AND COORDINATES ARE BASED ON THE TEXAS STATE PLANE COORDINATE SYSTEM, CENTRAL ZONE, NAD83(93) HARN. ALL DISTANCES AND COORDINATES WERE ADJUSTED TO SURFACE USING A COMBINED SCALE FACTOR OF 1.00011.
 - SEE PAGES 1, 2, AND 3 OF 4 FOR A DESCRIPTION OF THIS PARCEL.
 - IMPROVEMENTS SHOWN ARE TAKEN FROM TXDOT AERIAL SURVEY DIGITAL FILES.
 - THIS SURVEY WAS DONE WITHOUT A TITLE REPORT OR EASEMENT SEARCH.
 - ENGINEER'S BASELINE IS NOT THE SAME AS THE ORIGINAL SURVEY "CENTERLINE".
 - ACCESS MAY BE PERMITTED TO AND FROM THE TRANSPORTATION FACILITY ACROSS THE PROPOSED RIGHT-OF-WAY LINE AS SHOWN HEREON, BEING THE COMMON BOUNDARY LINE BETWEEN THE PROPOSED U.S. 290 HIGHWAY FACILITY AND THE REMAINDER OF THE ADJUTING PROPERTY.

SURVEYED BY: MCGRAY & MCGRAY LAND SURVEYORS, INC.
3301 HANCOCK DR., STE B, AUSTIN, TX 78731 512/451-8591

12/03/10

CHRIS CONRAD, REG. PROF. LAND SURVEYOR NO. 5623 DATE
SURVEYED ON GROUND UNDER MY DIRECT SUPERVISION

McGRAY & McGRAY
LAND SURVEYORS, INC.
3301 HANCOCK DRIVE #6
AUSTIN, TEXAS 78731
(512) 451-8591

PLAT OF 0.479 AC. OF LAND OUT OF THE WILLIAM H. SANDERS SURVEY NO. 54, ABSTRACT NO. 690, SAME BEING A PORTION OF THAT TRACT DESCRIBED AS 2 AC. IN A DEED TO APPLIED MATERIALS, INC., IN VOLUME 13041, PAGE 2014, REAL PROPERTY RECORDS, TRAVIS CO., TX.

TRAVIS COUNTY
U.S. 290
CSJ 0114-02-085
PARCEL 44A
PAGE 4 OF 4

FINAL CLOSURE PARCEL 44A US HIGHWAY 290

PARCEL 44A - SKETCH MAPCHECK

BC North: 10099831.1606 East: 3150238.7373
Arc Length: 329.05522 Radius: 5729.58000 Delta: -3-17-26
Tangent: 164.57285 Chord: 329.01000 Ch Course: N 77-11-23 E
Course In: N 11-09-54 W Out: S 14-27-20 E
Ctr North: 10105452.3003 East: 3149129.2894
End North: 10099904.1098 East: 3150559.5581
Course: S 27-34-59 W Distance: 108.92000
North: 10099807.5696 East: 3150509.1244
Course: S 84-02-12 W Distance: 300.96000
North: 10099776.3023 East: 3150209.7931
Course: N 27-49-05 E Distance: 62.03000
North: 10099831.1637 East: 3150238.7403

Perimeter: 800.96522

Area: 20886.25310 0.47948 acres
Mathematical Closure - (Uses Survey Units)
Error of Closure: 0.004340 Course: S 44-11-05 W
Precision 1: 184534.43

PARCEL 44A - STRIPMAP MAPCHECK

BC North: 10096455.4198 East: 3143017.2354
Arc Length: 329.05522 Radius: 5729.58000 Delta: -3-17-26
Tangent: 164.57285 Chord: 329.01000 Ch Course: N 77-11-23 E
Course In: N 11-09-54 W Out: S 14-27-20 E
Ctr North: 10102076.5596 East: 3141907.7875
End North: 10096528.3690 East: 3143338.0562
Course: S 27-34-59 W Distance: 108.92000
North: 10096431.8288 East: 3143287.6226
Course: S 84-02-12 W Distance: 300.96000
North: 10096400.5615 East: 3142988.2912
Course: N 27-49-05 E Distance: 62.03000
North: 10096455.4229 East: 3143017.2385

Perimeter: 800.96522

Area: 20886.25310 0.47948 acres
Mathematical Closure - (Uses Survey Units)
Error of Closure: 0.004340 Course: S 44-11-05 W
Precision 1: 184534.43

FINAL CLOSURE PARCEL 44A US HIGHWAY 290

PARCEL 44A - DESCRIPTION MAPCHECK

BC North: 10092088.4985 East: 3157120.5492
Arc Length: 329.05522 Radius: 5729.58000 Delta: -3-17-26
Tangent: 164.57285 Chord: 329.01000 Ch Course: N 77-11-23 E
Course In: N 11-09-54 W Out: S 14-27-20 E
Ctr North: 10097709.6383 East: 3156011.1013
End North: 10092161.4477 East: 3157441.3700
Course: S 27-34-59 W Distance: 108.92000
North: 10092064.9075 East: 3157390.9364
Course: S 84-02-12 W Distance: 300.96000
North: 10092033.6402 East: 3157091.6050
Course: N 27-49-05 E Distance: 62.03000
North: 10092088.5016 East: 3157120.5522

Perimeter: 800.96522

Area: 20886.25310 0.47948 acres
Mathematical Closure - (Uses Survey Units)
Error of Closure: 0.004340 Course: S 44-11-05 W
Precision 1: 184534.43

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

RESOLUTION NO. 11-048

**RESOLUTION AUTHORIZING ACQUISITION OF PROPERTY RIGHTS BY
AGREEMENT OR CONDEMNATION OF CERTAIN PROPERTY IN TRAVIS
COUNTY FOR THE US 290 EAST TOLL PROJECT
(Parcel 44B)**

WHEREAS, pursuant to and under the authority of Subchapter E, Chapter 370, Texas Transportation Code and other applicable law, the Central Texas Regional Mobility Authority ("CTRMA") has found and determined that to promote the public safety, to facilitate the safety and movement of traffic, and to preserve the financial investment of the public in its roadways and the roadways of the State of Texas, public convenience and necessity requires acquisition of fee simple title to that certain 0.907 acres described by metes and bounds in Exhibit "A" to this Resolution (the "Subject Property"), owned by Applied Materials, Inc., (the "Owner"), located at 9700 US Hwy 290E in Travis County, for the construction, reconstruction, maintaining, widening, straightening, lengthening, and operating of the US 290 East Toll Project (the "Project"), as a part of the improvements to the Project, but excluding all the oil, gas, and sulphur which can be removed from beneath the Subject Property, without any right whatever remaining to the owner of such oil, gas, and sulphur of ingress to or egress from the surface of the Subject Property for the purpose of exploring, developing, or mining of the same, and that such constructing, reconstructing, maintaining, widening, straightening, lengthening, and operating of the Project shall extend across and upon, and will cross, run through, and be upon the Subject Property; and

WHEREAS, an independent, professional appraisal report of the Subject Property has been submitted to the CTRMA, and an amount has been established to be just compensation for the property rights to be acquired; and

WHEREAS, the Executive Director of the CTRMA, through agents employed or contracted with the CTRMA, has transmitted an official written offer to the Owner, based on the amount determined to be just compensation, and has entered into good faith negotiations with the Owner of the Subject Property to acquire the Subject Property; and

WHEREAS, as of the date of this Resolution, the Executive Director and the Owner have failed to agree on the amount determined to be just compensation and damages, if any, due to said Owner for the Subject Property; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the CTRMA that the Executive Director is specifically authorized and directed to acquire the Subject Property and all leasehold interests in the Subject Property for the Project by agreement, subject to approval of the purchase contract by the Board of Directors of the CTRMA; and

BE IT FURTHER RESOLVED that the Executive Director is specifically authorized to negotiate and execute, if possible, a possession and use agreement in such form as is acceptable to the Executive Director and for consideration in an amount not to exceed ninety percent (90%) of the purchase price set forth in the official written offer to purchase the Subject Property previously transmitted to the Owner; and

BE IT FURTHER RESOLVED that the Executive Director is specifically authorized to negotiate and execute, if possible, a purchase contract for consideration in an amount not to exceed the purchase price set forth in the official written offer to purchase the Subject Property previously transmitted to the Owner; and

BE IT FURTHER RESOLVED that at such time as the Executive Director concludes that further negotiations with Owner to acquire the Subject Property by agreement would be futile, the Executive Director or his designee is hereby authorized and directed to file or cause to be filed a suit in eminent domain to acquire the property interests for the aforesaid purposes against the Owner and the owners of any interest in, and the holders of any lien secured by, the Subject Property, the Subject Property described in the attached Exhibit "A" to this Resolution; and

BE IT FURTHER RESOLVED that the Executive Director or his designee is hereby authorized and directed to incur such expenses and to employ such experts as he shall deem necessary to assist in the prosecution of such suit in eminent domain, including, but not limited to, appraisers, engineers, and land use planners.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 27th day of April, 2011.

Submitted and reviewed by:



Andrew Martin, General Counsel
Central Texas Regional Mobility Authority

Approved:



James H. Mills
Vice Chairman,
Board of Directors
Resolution Number 11-048
Date Passed: 04/27/11

Exhibit "A" to Resolution 11-048

Description of Parcel 44B

EXHIBIT ____

County: Travis
Parcel No.: 44B
Highway: U.S. Highway 290
Project Limits: From: E of US 183
To: E of SH 130
Right of Way CSJ: 0114-02-085

PROPERTY DESCRIPTION FOR PARCEL 44B

DESCRIPTION OF 0.907 OF ONE ACRE (39,508 SQUARE FEET) OF LAND OUT OF THE WILLIAM H. SANDERS SURVEY NO. 54, ABSTRACT NO. 690, IN AUSTIN, TRAVIS COUNTY, TEXAS, SAME BEING A PORTION OF LOT 1, FIESTA PLAZA, A SUBDIVISION OF RECORD IN BOOK 76, PAGE 359, PLAT RECORDS, TRAVIS COUNTY, TEXAS, SAID LOT 1 BEING DESCRIBED IN A DEED TO APPLIED MATERIALS, INC., OF RECORD IN VOLUME 13346, PAGE 1584, REAL PROPERTY RECORDS, TRAVIS COUNTY, TEXAS; SAID 0.907 OF ONE ACRE OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a 1/2" iron rod set with a TEXAS DEPARTMENT OF TRANSPORTATION (TxDOT) aluminum cap, in the proposed north right-of-way (ROW) line of U.S. Highway 290, 251.38 feet left of Engineer's Baseline Station 398+30.49, at the northwest corner of the herein described tract, same being in a west line of said Lot 1, Fiesta Plaza, a west line of said Applied Materials tract in Volume 13346, Page 1584 and the east line of that tract described as 2 acres in a deed to Applied Materials, Inc., of record in Volume 13041, Page 2014, Real Property Records, Travis County, Texas ;

- 1) THENCE, with the north line of this tract, and the proposed north ROW line of U.S. Highway 290, crossing said Lot 1, Fiesta Plaza and said Applied Materials tract in Volume 13346, Page 1584, with a curve to the left whose intersection angle is **04°06'25"**, radius is **5,729.58 feet**, an arc distance of **410.68 feet**, the chord of which bears **N73°29'27"E 410.59 feet** to a 1/2" iron rod found to be replaced with a TxDOT Type II concrete monument after acquisition, 260.86 feet left of Engineer's Baseline Station 402+60.28, at the northeast corner of this tract, same being in the east line of said Applied Materials tract in Volume 13346, Page 1584, and said Lot 1, Fiesta Plaza, at the northwest corner of that certain tract of land described as 6.15 acres in a street deed to the City of Austin, of record in Volume 10769, Page 337, Real Property

EXHIBIT _____

Records, Travis County, Texas, and the southwest corner of Lot 1, Block A, Applied Materials Subdivision Section 1, a subdivision of record in Book 89, Pages 222-224, Plat Records, Travis County, Texas, said Lot 1, Block A, being described in a deed to Applied Materials, Inc., of record in Volume 11375, Page 885, Real Property Records, Travis County, Texas, same being in the existing north ROW line of U.S. Highway 290, from which point a 1/2" iron rod found at the northeast corner of said Lot 1, Fiesta Plaza, and in the west line of said Applied Materials tract in Volume 11375, Page 885, and said Lot 1, Block A, bears N21°44'22"E 181.83 feet;

- 2) THENCE, with the east line of this tract, said Applied Materials tract in Volume 13346, Page 1584, and said Lot 1, Fiesta Plaza, and the west line of said 6.15 acre City of Austin tract, same being the existing north ROW line of U.S. Highway 290, **S22°01'59"W 146.93 feet** to a 5/8" iron rod found at the southeast corner of this tract and of said Applied Materials tract in Volume 13346, Page 1584, and of said Lot 1, Fiesta Plaza, and the southwest corner of said 6.15 acre City of Austin tract, same being in the north line of that certain tract of land described as 0.338 of one acre of land in a deed to the State of Texas, of record in Volume 3141, Page 1704, Deed Records, Travis County, Texas;

THENCE, with the south line of this tract, of said Applied Materials tract in Volume 13346, Page 1584, and of said Lot 1, Fiesta Plaza, and the existing north ROW line of U.S. Highway 290, and the north line of said 0.338 of one acre State of Texas tract, the following two (2) courses numbered 3 and 4;

- 3) **S76°17'20"W 10.14 feet** to a calculated point, from which a TxDOT Type I concrete monument found bears S78°51'56"W 4.88 feet and S11°08'04"E 1.28 feet; and
- 4) **S78°51'56"W 386.41 feet** to a calculated point at the southwest corner of said Applied Materials tract in Volume 13346, Page 1584, and of said Lot 1, Fiesta Plaza, the southeast corner of said 2 acre Applied Materials tract, and the west corner of said 0.338 of one acre State of Texas tract, same being in the north line of that certain tract of land described as 2.331 acres, Parcel (A), in a deed to the State of Texas, of record in Volume 678, Page 613, Deed Records, Travis County, Texas, from which point a 1/2" iron rod found bears N05°57'50"W 1.26 feet;

EXHIBIT _____

5) THENCE, with the west line of this tract, a west line of said Lot 1, Fiesta Plaza, a west line of said Applied Materials tract in Volume 13346, Page 1584, and the east line of said 2 acre Applied Materials tract, **N27°34'59"E 108.92 feet** to the POINT OF BEGINNING and containing 0.907 of one acre within these metes and bounds, more or less.

All bearings are based on the Texas State Plane Coordinate System, Central Zone, NAD83(93) HARN. All distances and coordinates were adjusted to surface using a combined scale factor of 1.00011.

ACCESS MAY BE PERMITTED TO AND FROM THE TRANSPORTATION FACILITY ACROSS THE PROPOSED RIGHT-OF-WAY LINE AS DESCRIBED HEREIN, BEING THE COMMON BOUNDARY LINE BETWEEN THE PROPOSED U.S. 290 HIGHWAY FACILITY AND THE REMAINDER OF THE ABUTTING PROPERTY.

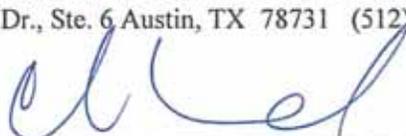
STATE OF TEXAS §
 § KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF TRAVIS §

That I, Chris Conrad, a Registered Professional Land Surveyor, do hereby certify that the above description is true and correct to the best of my knowledge and belief and that the property described herein was determined by a survey made on the ground under my direction and supervision.

WITNESS MY HAND AND SEAL at Austin, Travis County, Texas, this the 3rd day of December, 2010 A.D.

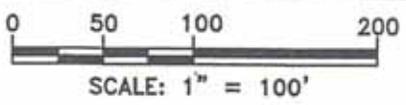
SURVEYED BY:

McGRAY & McGRAY LAND SURVEYORS, INC.
3301 Hancock Dr., Ste. 6 Austin, TX 78731 (512) 451-8591



Chris Conrad, Reg. Professional Land Surveyor No. 5623

Note: There is a plat to accompany this description. US 290 P44B R3
Issued 09/17/10; Revised 12/3/10

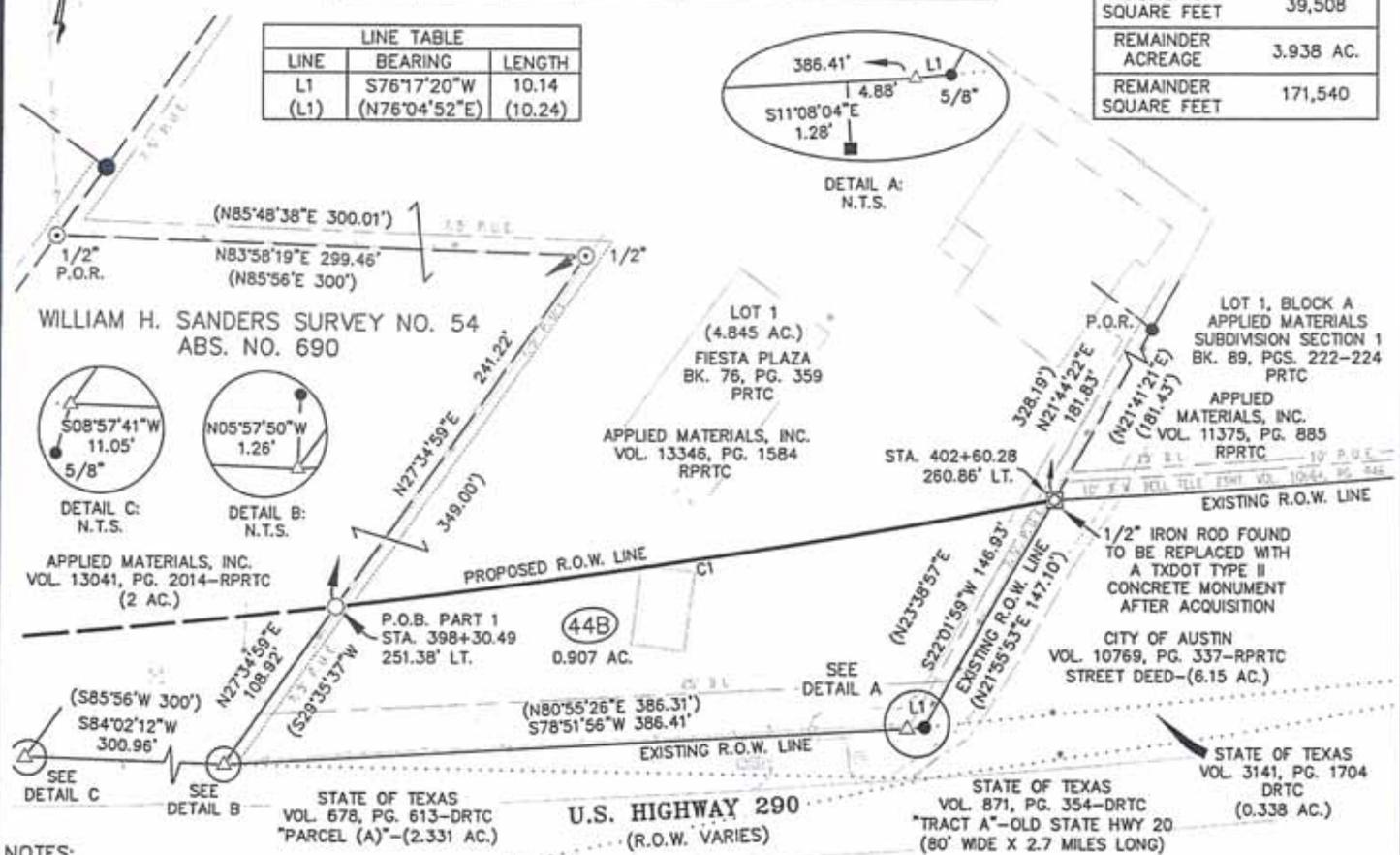


"EXHIBIT ____"

| CURVE TABLE | | | | | | |
|-------------|--------|---------|-----------|---------|-------------|--------|
| CURVE | LENGTH | RADIUS | DELTA | TANGENT | BEARING | CHORD |
| C1 | 410.68 | 5729.58 | 04°06'25" | 205.43 | N73°29'27"E | 410.59 |

| LINE TABLE | | |
|------------|---------------|---------|
| LINE | BEARING | LENGTH |
| L1 | S76°17'20"W | 10.14 |
| (L1) | (N76°04'52"E) | (10.24) |

| | |
|-------------------------|-----------|
| DEED ACREAGE | 4.845 AC. |
| ACQUISITION ACREAGE | 0.907 AC. |
| ACQUISITION SQUARE FEET | 39,508 |
| REMAINDER ACREAGE | 3.938 AC. |
| REMAINDER SQUARE FEET | 171,540 |



- NOTES:
- 1) BEARINGS AND COORDINATES ARE BASED ON THE TEXAS STATE PLANE COORDINATE SYSTEM, CENTRAL ZONE, NAD83(93) HARN. ALL DISTANCES AND COORDINATES WERE ADJUSTED TO SURFACE USING A COMBINED SCALE FACTOR OF 1.00011.
 - 2) SEE PAGES 1, 2, AND 3 OF 4 FOR A DESCRIPTION OF THIS PARCEL.
 - 3) IMPROVEMENTS SHOWN ARE TAKEN FROM TXDOT AERIAL SURVEY DIGITAL FILES.
 - 4) THIS SURVEY WAS DONE WITHOUT A TITLE REPORT OR EASEMENT SEARCH.
 - 5) ENGINEER'S BASELINE IS NOT THE SAME AS THE ORIGINAL SURVEY "CENTERLINE".
 - 6) ACCESS MAY BE PERMITTED TO AND FROM THE TRANSPORTATION FACILITY ACROSS THE PROPOSED RIGHT-OF-WAY LINE AS SHOWN HEREON, BEING THE COMMON BOUNDARY LINE BETWEEN THE PROPOSED U.S. 290 HIGHWAY FACILITY AND THE REMAINDER OF THE ADJUTING PROPERTY.

SURVEYED BY: MCGRAY & MCGRAY LAND SURVEYORS, INC.
3301 HANCOCK DR., STE 6, AUSTIN, TX 78731 512/451-8591

Chris Conrad
12/03/10

CHRIS CONRAD, REG. PROF. LAND SURVEYOR NO. 5623 DATE
SURVEYED ON GROUND UNDER MY DIRECT SUPERVISION

LEGEND

- TXDOT TYPE I CONCRETE MONUMENT FOUND
- TXDOT TYPE II CONCRETE MONUMENT FOUND
- ⊠ 1/2" IRON ROD SET WITH TXDOT ALUM. CAP TO BE REPLACED WITH A TXDOT TYPE II CONCRETE MONUMENT AFTER ACQUISITION
- 1/2" IRON ROD SET WITH TXDOT ALUM. CAP
- IRON PIPE FOUND (SIZE NOTED)
- 1/2" IRON ROD FOUND (UNLESS NOTED)
- ▲ 60D NAIL FOUND
- △ CALCULATED POINT
- FENCE POST
- N.T.S. NOT TO SCALE
- (XXX) RECORD INFORMATION
- P.O.B. POINT OF BEGINNING
- P.O.R. POINT OF REFERENCE
- ACCESS DENIAL LINE
- PRTC PLAT RECORDS OF TRAVIS COUNTY
- DRTC DEED RECORDS OF TRAVIS COUNTY
- RPRTC REAL PROPERTY RECORDS OF TRAVIS COUNTY
- OPRTC OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY



McGRAY & McGRAY
LAND SURVEYORS, INC.
3301 HANCOCK DRIVE #6
AUSTIN, TEXAS 78731
(512) 451-8591

PLAT OF 0.907 AC. OF LAND OUT OF THE WILLIAM H. SANDERS SURVEY NO. 54, ABSTRACT NO. 690, SAME BEING A PORTION LOT 1, FIESTA PLAZA, A SUBDIVISION IN BOOK 76, PAGE 359, PLAT RECORDS, TRAVIS CO., TX., SAID LOT 1 BEING DESCRIBED IN A DEED TO APPLIED MATERIALS, INC., IN VOLUME 13346, PAGE 1584, REAL PROPERTY RECORDS, TRAVIS CO., TX.

TRAVIS COUNTY
U.S. 290
CSJ 0114-02-085
PARCEL 44B
PAGE 4 OF 4

FINAL CLOSURE PARCEL 44B US HIGHWAY 290

PARCEL 44B - SKETCH MAPCHECK

BC North: 10093731.8819 East: 3150993.4184
Arc Length: 410.67791 Radius: 5729.58000 Delta: -4-06-25
Tangent: 205,42691 Chord: 410.59000 Ch Course: N 73-29-27 E
Course In: N 14-27-21 W Out: S 18-33-45 E
Ctr North: 10099280.0668 East: 3149563.1279
End North: 10093848.5587 East: 3151387.0815
Course: S 22-01-59 W Distance: 146.93000
North: 10093712.3594 East: 3151331.9620
Course: S 76-17-20 W Distance: 10.14000
North: 10093709.9559 East: 3151322.1109
Course: S 78-51-56 W Distance: 386.41000
North: 10093635.3356 East: 3150942.9744
Course: N 27-34-59 E Distance: 108.92000
North: 10093731.8758 East: 3150993.4081

Perimeter: 1063.07791

Area: 39508.98699 0.90700 acres
Mathematical Closure - (Uses Survey Units)
Error of Closure: 0.011961 Course: N 59-23-16 E
Precision 1: 88880.73

PARCEL 44B - STRIPMAP MAPCHECK

BC North: 10095645.4890 East: 3145424.5700
Arc Length: 410.67791 Radius: 5729.58000 Delta: -4-06-25
Tangent: 205.42691 Chord: 410.59000 Ch Course: N 73-29-27 E
Course In: N 14-27-21 W Out: S 18-33-45 E
Ctr North: 10101193.6739 East: 3143994.2795
End North: 10095762.1659 East: 3145818.2331
Course: S 22-01-59 W Distance: 146.93000
North: 10095625.9665 East: 3145763.1136
Course: S 76-17-20 W Distance: 10.14000
North: 10095623.5631 East: 3145753.2625
Course: S 78-51-56 W Distance: 386.41000
North: 10095548.9427 East: 3145374.1260
Course: N 27-34-59 E Distance: 108.92000
North: 10095645.4829 East: 3145424.5597

Perimeter: 1063.07791

Area: 39508.98699 0.90700 acres
Mathematical Closure - (Uses Survey Units)
Error of Closure: 0.011961 Course: N 59-23-16 E
Precision 1: 88880.73

FINAL CLOSURE PARCEL 44B US HIGHWAY 290

PARCEL 44B - DESCRIPTION MAPCHECK

BC North: 10091492.0757 East: 3155738.6542
Arc Length: 410.67791 Radius: 5729.58000 Delta: -4-06-24
Tangent: 205.42691 Chord: 410.59000 Ch Course: N 73-29-27 E
Course In: N 14-27-21 W Out: S 18-33-45 E
Ctr North: 10097040.2607 East: 3154308.3637
End North: 10091608.7526 East: 3156132.3173
Course: S 22-01-59 W Distance: 146.93000
North: 10091472.5532 East: 3156077.1978
Course: S 76-17-20 W Distance: 10.14000
North: 10091470.1498 East: 3156067.3467
Course: S 78-51-56 W Distance: 386.41000
North: 10091395.5294 East: 3155688.2102
Course: N 27-34-59 E Distance: 108.92000
North: 10091492.0696 East: 3155738.6439

Perimeter: 1063.07791

Area: 39508.98699 0.90700 acres

Mathematical Closure - (Uses Survey Units)

Error of Closure: 0.011961 Course: N 59-23-16 E

Precision 1: 88880.73

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

RESOLUTION NO. 11-049

**RESOLUTION AUTHORIZING ACQUISITION OF PROPERTY RIGHTS BY
AGREEMENT OR CONDEMNATION OF CERTAIN PROPERTY IN TRAVIS
COUNTY FOR THE US 290 EAST TOLL PROJECT
(Parcel 44C)**

WHEREAS, pursuant to and under the authority of Subchapter E, Chapter 370, Texas Transportation Code and other applicable law, the Central Texas Regional Mobility Authority ("CTRMA") has found and determined that to promote the public safety, to facilitate the safety and movement of traffic, and to preserve the financial investment of the public in its roadways and the roadways of the State of Texas, public convenience and necessity requires acquisition of fee simple title to that certain 0.079 acres described by metes and bounds in Exhibit "A" to this Resolution (the "Subject Property"), owned by Applied Materials, Inc., (the "Owner"), located at 9700 US Hwy 290E in Travis County, for the construction, reconstruction, maintaining, widening, straightening, lengthening, and operating of the US 290 East Toll Project (the "Project"), as a part of the improvements to the Project, but excluding all the oil, gas, and sulphur which can be removed from beneath the Subject Property, without any right whatever remaining to the owner of such oil, gas, and sulphur of ingress to or egress from the surface of the Subject Property for the purpose of exploring, developing, or mining of the same, and that such constructing, reconstructing, maintaining, widening, straightening, lengthening, and operating of the Project shall extend across and upon, and will cross, run through, and be upon the Subject Property; and

WHEREAS, an independent, professional appraisal report of the Subject Property has been submitted to the CTRMA, and an amount has been established to be just compensation for the property rights to be acquired; and

WHEREAS, the Executive Director of the CTRMA, through agents employed or contracted with the CTRMA, has transmitted an official written offer to the Owner, based on the amount determined to be just compensation, and has entered into good faith negotiations with the Owner of the Subject Property to acquire the Subject Property; and

WHEREAS, as of the date of this Resolution, the Executive Director and the Owner have failed to agree on the amount determined to be just compensation and damages, if any, due to said Owner for the Subject Property; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the CTRMA that the Executive Director is specifically authorized and directed to acquire the Subject Property and all leasehold interests in the Subject Property for the Project by agreement, subject to approval of the purchase contract by the Board of Directors of the CTRMA; and

BE IT FURTHER RESOLVED that the Executive Director is specifically authorized to negotiate and execute, if possible, a possession and use agreement in such form as is acceptable to the Executive Director and for consideration in an amount not to exceed ninety percent (90%) of the purchase price set forth in the official written offer to purchase the Subject Property previously transmitted to the Owner; and

BE IT FURTHER RESOLVED that the Executive Director is specifically authorized to negotiate and execute, if possible, a purchase contract for consideration in an amount not to exceed the purchase price set forth in the official written offer to purchase the Subject Property previously transmitted to the Owner; and

BE IT FURTHER RESOLVED that at such time as the Executive Director concludes that further negotiations with Owner to acquire the Subject Property by agreement would be futile, the Executive Director or his designee is hereby authorized and directed to file or cause to be filed a suit in eminent domain to acquire the property interests for the aforesaid purposes against the Owner and the owners of any interest in, and the holders of any lien secured by, the Subject Property, the Subject Property described in the attached Exhibit "A" to this Resolution; and

BE IT FURTHER RESOLVED that the Executive Director or his designee is hereby authorized and directed to incur such expenses and to employ such experts as he shall deem necessary to assist in the prosecution of such suit in eminent domain, including, but not limited to, appraisers, engineers, and land use planners.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 27th day of April, 2011.

Submitted and reviewed by:


Andrew Martin, General Counsel
Central Texas Regional Mobility Authority

Approved:


James H. Mills
Vice Chairman,
Board of Directors
Resolution Number 11-049
Date Passed: 04/27/11

Exhibit "A" to Resolution 11-049

Description of Parcel 44C

EXHIBIT ____

County: Travis
Parcel No.: 44C
Highway: U.S. Highway 290
Project Limits: From: E of US 183
To: E of SH 130
Right of Way CSJ: 0114-02-085

PROPERTY DESCRIPTION FOR PARCEL 44C

DESCRIPTION OF 0.079 OF ONE ACRE (3,430 SQUARE FEET) OF LAND OUT OF THE WILLIAM H. SANDERS SURVEY NO. 54, ABSTRACT NO. 690, IN AUSTIN, TRAVIS COUNTY, TEXAS, SAME BEING A PORTION OF LOT 3, BLOCK A, HARRIS BRANCH REPLAT OF THE PARK OF COMMERCE SECTION 1, A SUBDIVISION OF RECORD IN BOOK 89, PAGES 177-178, PLAT RECORDS, TRAVIS COUNTY, TEXAS, SAID LOT 3 BEING DESCRIBED IN A DEED TO APPLIED MATERIALS, INC., OF RECORD IN VOLUME 12288, PAGE 1552, REAL PROPERTY RECORDS, TRAVIS COUNTY, TEXAS; SAID 0.079 OF ONE ACRE OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a 1/2" iron rod set with a TxDOT aluminum cap to be replaced with a TxDOT Type II concrete monument after acquisition, in the proposed and existing north right-of-way (ROW) line of U.S. Highway 290, 213.59 feet left of Engineer's Baseline Station 442+10.67, at the west corner of this tract, same being in the south line of said Applied Materials tract and of said Lot 3, Block A, of said Harris Branch Replat of the Park of Commerce Section 1, and the north line of that certain tract of land described as 1.918 acres in a street deed to the City of Austin, of record in Volume 10769, Page 332, Real Property Records, Travis County, Texas, from which point a 3/4" iron rod found, to be replaced with a TxDOT Type II concrete monument after acquisition, 211.62 feet left of Engineer's Baseline Station 410+17.23, in the existing north ROW line of U.S. Highway 290, the north line of that certain tract of land described as 6.15 acres in a street deed to the City of Austin, of record in Volume 10769, Page 337, Real Property Records, Travis County, Texas, and the south line of Lot 1, Applied Materials Subdivision Section 1, a subdivision of record in Book 89, Pages 222-224, Plat Records, Travis County, Texas, bears S71°23'48"W 3193.46 feet;

EXHIBIT ____

THENCE, with the northwest line of this tract, and the proposed north ROW line of U.S. Highway 290, crossing said Applied Materials tract and said Lot 3, the following three (3) courses, numbered 1 through 3;

- 1) **N17°22'42"E 70.86 feet** to a 1/2" iron rod set with a TxDOT aluminum cap to be replaced with a TxDOT Type II concrete monument after acquisition, 270.95 feet left of Engineer's Baseline Station 442+52.27;
- 2) **N16°17'48"W 39.33 feet** to a 1/2" iron rod set with a TxDOT aluminum cap to be replaced with a TxDOT Type II concrete monument after acquisition, 310.25 feet left of Engineer's Baseline Station 442+53.83; and
- 3) **N06°30'52"W 81.08 feet** to a 1/2" iron rod set with a TxDOT aluminum cap to be replaced with a TxDOT Type II concrete monument after acquisition, 389.55 feet left of Engineer's Baseline Station 442+70.76, at the north corner of this tract, same being in the east line of said Applied Materials tract and said Lot 3, same being the existing west ROW line of Harris Branch Parkway, and the west line of a 5 foot ROW Dedication of record in said Harris Branch Replat of the Park of Commerce Section 1 subdivision, from which point a 1/2" iron rod found at the northeast corner of said 5 foot ROW Dedication, same being in the existing west ROW line of Harris Branch Parkway, and the east line of Lot 2, Block A, of said Harris Branch Replat of the Park of Commerce Section 1 subdivision, bears N18°34'28"W 451.03 feet and N71°25'32"E 5.00 feet;

THENCE, with the east line of this tract, of said Applied Materials tract and of said Lot 3, the existing west ROW line of Harris Branch Parkway, and the west line of said 5 foot ROW dedication, the following two (2) courses numbered 4 and 5;

- 4) **S18°34'28"E 146.00 feet** to a calculated point, being the point of beginning of a curve; and
- 5) with said curve to the right whose intersection angle is **89°55'43"**, radius is **30.00 feet**, an arc distance of **47.09 feet**, the chord of which bears **S26°29'30"W 42.40 feet** to a calculated point at the southeast corner of this tract, and of said Applied Materials tract and of said Lot 3, same being in the existing north ROW line of U.S. Highway 290, and the north line of said 1.918 acre City of Austin tract, from which a 1/2" iron rod found with a TxDOT aluminum cap bears N18°36'12"W 0.22 feet;

EXHIBIT ____

- 6) THENCE, with the south line of this tract, of said Applied Materials tract and of said Lot 3, the existing north ROW line of U.S. Highway 290, and the north line of said 1.918 acre City of Austin tract, **S71°23'48"W 30.10 feet** to the POINT OF BEGINNING and containing 0.079 of one acre within these metes and bounds, more or less.

All bearings are based on the Texas State Plane Coordinate System, Central Zone, NAD83(93) HARN. All distances and coordinates were adjusted to surface using a combined scale factor of 1.00011.

ACCESS MAY BE PERMITTED TO AND FROM THE TRANSPORTATION FACILITY ACROSS THE PROPOSED RIGHT-OF-WAY LINE AS DESCRIBED HEREIN, BEING THE COMMON BOUNDARY LINE BETWEEN THE PROPOSED U.S. 290 HIGHWAY FACILITY AND THE REMAINDER OF THE ABUTTING PROPERTY.

STATE OF TEXAS §
 § KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF TRAVIS §

That I, Chris Conrad, a Registered Professional Land Surveyor, do hereby certify that the above description is true and correct to the best of my knowledge and belief and that the property described herein was determined by a survey made on the ground under my direction and supervision.

WITNESS MY HAND AND SEAL at Austin, Travis County, Texas, this the 3rd day of December, 2010 A.D.

SURVEYED BY:

McGRAY & McGRAY LAND SURVEYORS, INC.
3301 Hancock Dr., Ste. 6 Austin, TX 78731 (512) 451-8591



Chris Conrad, Reg. Professional Land Surveyor No. 5623

Note: There is a plat to accompany this description. US 290 P44C R3
Issued 10/20/2010; Revised 12/03/10





"EXHIBIT ____"

| | |
|-------------------------|-----------|
| DEED ACREAGE | 2.06 AC. |
| ACQUISITION ACREAGE | 0.079 AC. |
| ACQUISITION SQUARE FEET | 3,430 |
| REMAINDER ACREAGE | 1.981 AC. |
| REMAINDER SQUARE FEET | 86,304 |

| CURVE | LENGTH | RADIUS | DELTA | TANGENT | BEARING | CHORD |
|-------|---------|---------|-------------|---------|---------------|---------|
| C1 | 47.09 | 30.00 | 89°55'43" | 29.96 | S26°29'30"W | 42.40 |
| (C1) | (47.12) | (30.00) | (89°55'43") | (30.00) | (N26°23'41"E) | (42.45) |
| C2 | 39.42 | 25.00 | 90°20'14" | 25.15 | N63°18'36"W | 35.46 |
| (C2) | (39.27) | (25.00) | (90°00'00") | (25.00) | (S63°36'10"E) | (35.36) |

| LINE | BEARING | LENGTH |
|------|---------------|---------|
| L1 | N17°22'42"E | 70.86 |
| L2 | N16°17'48"W | 39.33' |
| L3 | N06°30'52"W | 81.08' |
| L4 | S18°34'28"E | 146.00' |
| L5 | S71°23'48"W | 30.10 |
| (L5) | (S71°23'33"W) | |
| L6 | N71°23'48"E | 34.86 |
| (L6) | (S71°23'33"W) | (35.00) |



WILLIAM H. SANDERS SURVEY NO. 54
ABS. NO. 690

- NOTES:
- 1) BEARINGS AND COORDINATES ARE BASED ON THE TEXAS STATE PLANE COORDINATE SYSTEM, CENTRAL ZONE, NAD83(93) HARN. ALL DISTANCES AND COORDINATES WERE ADJUSTED TO SURFACE USING A COMBINED SCALE FACTOR OF 1.00011.
 - 2) SEE PAGES 1, 2, AND 3 OF 4 FOR A DESCRIPTION OF THIS PARCEL.
 - 3) IMPROVEMENTS SHOWN ARE TAKEN FROM TXDOT AERIAL SURVEY DIGITAL FILES.
 - 4) THIS SURVEY WAS DONE WITHOUT A TITLE REPORT OR EASEMENT SEARCH.
 - 5) ENGINEER'S BASELINE IS NOT THE SAME AS THE ORIGINAL SURVEY "CENTERLINE".
 - 6) ACCESS MAY BE PERMITTED TO AND FROM THE TRANSPORTATION FACILITY ACROSS THE PROPOSED RIGHT-OF-WAY LINE AS SHOWN HEREON, BEING THE COMMON BOUNDARY LINE BETWEEN THE PROPOSED U.S. 290 HIGHWAY FACILITY AND THE REMAINDER OF THE ADJUTING PROPERTY.

SURVEYED BY: MCGRAY & MCGRAY LAND SURVEYORS, INC.
3301 HANCOCK DR., STE 6, AUSTIN, TX 78731 512/451-8591

CHRIS CONRAD, REG. PROF. LAND SURVEYOR NO. 5623 DATE 12/03/10
SURVEYED ON GROUND UNDER MY DIRECT SUPERVISION

LEGEND

- TXDOT TYPE I CONCRETE MONUMENT FOUND
- TXDOT TYPE II CONCRETE MONUMENT FOUND
- ⊗ 1/2" IRON ROD SET WITH TXDOT ALUM. CAP TO BE REPLACED WITH A TXDOT TYPE II CONCRETE MONUMENT AFTER ACQUISITION
- 1/2" IRON ROD SET WITH TXDOT ALUM. CAP
- IRON PIPE FOUND (SIZE NOTED)
- ▲ 1/2" IRON ROD FOUND (UNLESS NOTED)
- ▲ 60D NAIL FOUND
- △ CALCULATED POINT
- FENCE POST
- N.T.S. NOT TO SCALE
- (XXX) RECORD INFORMATION
- P.O.B. POINT OF BEGINNING
- P.O.R. POINT OF REFERENCE
- ACCESS DENIAL LINE
- PRTC PLAT RECORDS OF TRAVIS COUNTY
- DRTC DEED RECORDS OF TRAVIS COUNTY
- RPRTC REAL PROPERTY RECORDS OF TRAVIS COUNTY
- OPRTC OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY



MCGRAY & MCGRAY
LAND SURVEYORS, INC.
3301 HANCOCK DRIVE #6
AUSTIN, TEXAS 78731
(512) 451-8591

PLAT OF 0.079 AC. OF LAND OUT OF THE WILLIAM H. SANDERS SURVEY NO. 54, ABSTRACT NO. 690, SAME BEING A PORTION OF LOT 3, BLOCK A, HARRIS BRANCH REPLAT OF THE PARK OF COMMERCE, SECTION 1, A SUBDIVISION OF RECORD IN BOOK 89, PAGES 177-178, PLAT RECORDS, TRAVIS COUNTY, TEXAS, SAID LOT 3 DESCRIBED IN A DEED TO APPLIED MATERIALS, INC., OF RECORD IN VOLUME 12288, PAGE 1552, REAL PROPERTY RECORDS, TRAVIS COUNTY, TEXAS

TRAVIS COUNTY
U.S. 290
CSJ 0114-02-085
PARCEL 44C
PAGE 4 OF 4

FINAL CLOSURE PARCEL 44C US HIGHWAY 290

PARCEL 44C - SKETCH MAPCHECK

North: 10098143.0138 East: 3157410.6303
Course: N 17-22-42 E Distance: 70.86000
North: 10098210.6393 East: 3157431.7948
Course: N 16-17-48 W Distance: 39.33000
North: 10098248.3891 East: 3157420.7583
Course: N 06-30-52 W Distance: 81.08000
North: 10098328.9455 East: 3157411.5595
Course: S 18-34-28 E Distance: 146.00000
North: 10098190.5506 East: 3157458.0658
Arc Length: 47.08656 Radius: 30.00000 Delta: 89-55-43
Tangent: 29.96269 Chord: 42.40000 Ch Course: S 26-29-30 W
Course In: S 71-31-38 W Out: S 18-32-38 E
Ctr North: 10098181.0450 East: 3157429.6116
End North: 10098152.6026 East: 3157439.1526
Course: S 71-23-48 W Distance: 30.10000
North: 10098143.0003 East: 3157410.6253

Perimeter: 414.45656

Area: 3429.51898 0.07873 acres
Error of Closure: 0.014391 Course: N 20-18-33 E
Precision 1: 28800.44

PARCEL 44C - STRIPMAP MAPCHECK

North: 10095750.8145 East: 3143664.2604
Course: N 17-22-42 E Distance: 70.86000
North: 10095818.4400 East: 3143685.4248
Course: N 16-17-48 W Distance: 39.33000
North: 10095856.1898 East: 3143674.3884
Course: N 06-30-52 W Distance: 81.08000
North: 10095936.7462 East: 3143665.1896
Course: S 18-34-28 E Distance: 146.00000
North: 10095798.3513 East: 3143711.6959
Arc Length: 47.08656 Radius: 30.00000 Delta: 89-55-43
Tangent: 29.96269 Chord: 42.40000 Ch Course: S 26-29-30 W
Course In: S 71-31-38 W Out: S 18-32-38 E
Ctr North: 10095788.8457 East: 3143683.2417
End North: 10095760.4033 East: 3143692.7827
Course: S 71-23-48 W Distance: 30.10000
North: 10095750.8010 East: 3143664.2554

Perimeter: 414.45656

Area: 3429.51898 0.07873 acres
Error of Closure: 0.014391 Course: N 20-18-33 E
Precision 1: 28800.44

FINAL CLOSURE PARCEL 44C US HIGHWAY 290

PARCEL 44C - DESCRIPTION MAPCHECK

North: 10093132.2957 East: 3159289.8951
Course: N 17-22-42 E Distance: 70.86000
North: 10093199.9211 East: 3159311.0596
Course: N 16-17-48 W Distance: 39.33000
North: 10093237.6709 East: 3159300.0232
Course: N 06-30-52 W Distance: 81.08000
North: 10093318.2274 East: 3159290.8243
Course: S 18-34-28 E Distance: 146.00000
North: 10093179.8325 East: 3159337.3307
Arc Length: 47.08656 Radius: 30.00000 Delta: 89-55-43
Tangent: 29.96269 Chord: 42.40000 Ch Course: S 26-29-30 W
Course In: S 71-31-38 W Out: S 18-32-38 E
Ctr North: 10093170.3269 East: 3159308.8764
End North: 10093141.8845 East: 3159318.4174
Course: S 71-23-48 W Distance: 30.10000
North: 10093132.2822 East: 3159289.8901

Perimeter: 414.45656

Area: 3429.51898 0.07873 acres
Error of Closure: 0.014391 Course: N 20-18-33 E
Precision 1: 28800.44

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

RESOLUTION NO. 11-050

**RESOLUTION AUTHORIZING ACQUISITION OF PROPERTY RIGHTS BY
AGREEMENT OR CONDEMNATION OF CERTAIN PROPERTY IN TRAVIS
COUNTY FOR THE US 290 EAST TOLL PROJECT
(Parcel 45)**

WHEREAS, pursuant to and under the authority of Subchapter E, Chapter 370, Texas Transportation Code and other applicable law, the Central Texas Regional Mobility Authority ("CTRMA") has found and determined that to promote the public safety, to facilitate the safety and movement of traffic, and to preserve the financial investment of the public in its roadways and the roadways of the State of Texas, public convenience and necessity requires acquisition of fee simple title to that certain 1.464 acres described by metes and bounds in Exhibit "A" to this Resolution (the "Subject Property"), owned by Day Life Corporation, (the "Owner"), located at 9808 Crofford Lane in Travis County, for the construction, reconstruction, maintaining, widening, straightening, lengthening, and operating of the US 290 East Toll Project (the "Project"), as a part of the improvements to the Project, but excluding all the oil, gas, and sulphur which can be removed from beneath the Subject Property, without any right whatever remaining to the owner of such oil, gas, and sulphur of ingress to or egress from the surface of the Subject Property for the purpose of exploring, developing, or mining of the same, and that such constructing, reconstructing, maintaining, widening, straightening, lengthening, and operating of the Project shall extend across and upon, and will cross, run through, and be upon the Subject Property; and

WHEREAS, an independent, professional appraisal report of the Subject Property has been submitted to the CTRMA, and an amount has been established to be just compensation for the property rights to be acquired; and

WHEREAS, the Executive Director of the CTRMA, through agents employed or contracted with the CTRMA, has transmitted an official written offer to the Owner, based on the amount determined to be just compensation, and has entered into good faith negotiations with the Owner of the Subject Property to acquire the Subject Property; and

WHEREAS, as of the date of this Resolution, the Executive Director and the Owner have failed to agree on the amount determined to be just compensation and damages, if any, due to said Owner for the Subject Property; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the CTRMA that the Executive Director is specifically authorized and directed to acquire the Subject Property and all leasehold interests in the Subject Property for the Project by agreement, subject to approval of the purchase contract by the Board of Directors of the CTRMA; and

BE IT FURTHER RESOLVED that the Executive Director is specifically authorized to negotiate and execute, if possible, a possession and use agreement in such form as is acceptable to the Executive Director and for consideration in an amount not to exceed ninety percent (90%) of the purchase price set forth in the official written offer to purchase the Subject Property previously transmitted to the Owner; and

BE IT FURTHER RESOLVED that the Executive Director is specifically authorized to negotiate and execute, if possible, a purchase contract for consideration in an amount not to exceed the purchase price set forth in the official written offer to purchase the Subject Property previously transmitted to the Owner; and

BE IT FURTHER RESOLVED that at such time as the Executive Director concludes that further negotiations with Owner to acquire the Subject Property by agreement would be futile, the Executive Director or his designee is hereby authorized and directed to file or cause to be filed a suit in eminent domain to acquire the property interests for the aforesaid purposes against the Owner and the owners of any interest in, and the holders of any lien secured by, the Subject Property, the Subject Property described in the attached Exhibit "A" to this Resolution; and

BE IT FURTHER RESOLVED that the Executive Director or his designee is hereby authorized and directed to incur such expenses and to employ such experts as he shall deem necessary to assist in the prosecution of such suit in eminent domain, including, but not limited to, appraisers, engineers, and land use planners.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 27th day of April, 2011.

Submitted and reviewed by:


Andrew Martin, General Counsel
Central Texas Regional Mobility Authority

Approved:


James H. Mills
Vice Chairman,
Board of Directors
Resolution Number 11-050
Date Passed: 04/27/11

Exhibit "A" to Resolution 11-050

Description of Parcel 45

EXHIBIT ____

County: Travis
Parcel No.: 45
Highway: U.S. Highway 290
Project Limits: From: E of US 183
To: E of SH 130
Right of Way CSJ: 0114-02-085

PROPERTY DESCRIPTION FOR PARCEL 45

DESCRIPTION OF 1.464 ACRE (63,780 SQ. FT.) OF LAND OUT OF THE WILLIAM H. SANDERS SURVEY NO. 54, ABSTRACT NO. 690, IN AUSTIN, TRAVIS COUNTY, TEXAS, SAME BEING A PORTION OF THAT CERTAIN TRACT OF LAND DESCRIBED AS 4.395 ACRES IN A DEED TO DAY LIFE CORPORATION, OF RECORD IN DOCUMENT 2001209722, OFFICIAL PUBLIC RECORDS, TRAVIS COUNTY, TEXAS, SAID 1.464 ACRES OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a 1/2" iron rod set with a TEXAS DEPARTMENT OF TRANSPORTATION (TxDOT) aluminum cap to be replaced with a TxDOT Type II concrete monument after acquisition, in the proposed south right-of-way (ROW) line of U.S. Highway 290, 251.10 feet right of Engineer's Baseline Station 405+45.03, at the southeast corner of the herein described tract, same being in the east line of said Day Life tract, and in the existing west ROW line of Crofford Lane, a public ROW for which no record information was found, from which point a 1/2" iron rod found at the southeast corner of said Day Life tract, and the northeast corner of that certain tract of land described in a deed to the City of Austin, of record in Volume 9837, Page 414, Real Property Records, Travis County, Texas, being in the existing west ROW line of Crofford Lane, bears S23°31'43"W 763.78 feet;

THENCE, with the south line of this tract, and the proposed south ROW line of U.S. Highway 290, crossing said Day Life tract, the following three (3) courses numbered 1, 2, and 3;

- 1) **N45°02'51"W 18.07 feet** to a 1/2" iron rod set with a TxDOT aluminum cap to be replaced with a TxDOT Type II concrete monument after acquisition, 234.93 feet right of Engineer's Baseline Station 405+36.97;

EXHIBIT ____

- 2) **S71°25'55"W**, passing at 153.44 feet to a 1/2" iron rod set with a TxDOT aluminum cap to be replaced with a TxDOT Type II concrete monument after acquisition, 234.93 feet right of Engineer's Baseline Station 403+83.53, continuing 44.71 feet for a total distance of **198.15 feet** to a 1/2" iron rod set with a TxDOT aluminum cap to be replaced with a TxDOT Type II concrete monument after acquisition, 235.09 feet right of Engineer's Baseline Station 403+40.58, being the point of beginning of a curve; and
- 3) with said curve to the right, whose intersection angle is **01°47'00"**, radius is **5974.58 feet**, an arc distance of **185.97 feet**, the chord of which bears **S72°19'25"W 185.96 feet** to a 1/2" iron rod set with a TxDOT aluminum cap, 236.49 feet right of Engineer's Baseline Station 401+61.97, at the southwest corner of this tract, same being in the west line of said Day Life tract, and the east line of that certain tract of land described as 17.92 acres in a deed to H. Dalton Wallace, of record in Document 2001015723, Official Public Records, Travis County, Texas, from which point a 1/2" iron pipe found at the southwest corner of said Day Life tract, and the southeast corner of that certain tract of land described as 1.573 acres in a deed to Donald A. Mowan Constable's Deed, of record in Document 2007168147, Official Public Records, Travis County, Texas, being in the north line of said City of Austin tract, bears **S03°57'10"E 597.45 feet**;
- 4) THENCE, with the west line of this tract, and said Day Life tract, and the east line of said Wallace tract, **N03°57'10"W**, at 165.20 feet passing a 1/2" iron rod found, in all a total distance of **165.83 feet** to a point at the northwest corner of this tract, and said Day Life tract, and the northeast corner of said Wallace tract, same being the southwest corner of that certain tract of land described as 0.722 of one acre in a deed to the State of Texas, of record in Volume 3092, Page 632, Deed Records, Travis County, Texas, and the southwest corner of that certain tract of land described as 0.590 of one acre in a deed to the State of Texas, of record in Volume 3037, Page 1737, Deed Records, Travis County, Texas, and being in the existing south ROW line of U.S. Highway 290;

THENCE, with the north line of this tract, and said Day Life tract, the existing south ROW line of U.S Highway 290, and the south line of said 0.590 of one acre State of Texas tract the following two (2) courses numbered 5 and 6;

- 5) **N76°25'30"E 233.84 feet** to a calculated point being the point of beginning of a curve, from which point a 1/2" iron rod found bears **S11°20'32"E 1.89 feet**; and

EXHIBIT ____

- 6) with said curve to the left whose intersection angle is $02^{\circ}21'06''$, radius is **5839.58 feet**, an arc distance of **239.69 feet**, the chord of which bears **$N77^{\circ}28'55''E$ 239.67 feet** to a point at the northeast corner of this tract, and said Day Life tract, same being the southeast corner of said 0.590 of one acre State of Texas tract, and being in the existing west ROW line of Crofford Lane;
- 7) THENCE, with the east line of this tract, and said Day Life tract, and the existing west ROW line of Crofford Lane, **$S23^{\circ}31'43''W$** , at 1.66 feet passing a 1/2" iron rod found, in all a total distance of **180.48 feet** to the POINT OF BEGINNING and containing 1.464 acres within these metes and bounds, more or less.

All bearings are based on the Texas State Plane Coordinate System, Central Zone, NAD83(93) HARN. All distances and coordinates were adjusted to surface using a combined scale factor of 1.00011.

ACCESS MAY BE PERMITTED TO AND FROM THE TRANSPORTATION FACILITY ACROSS THE PROPOSED RIGHT-OF-WAY LINE AS DESCRIBED HEREIN, BEING THE COMMON BOUNDARY LINE BETWEEN THE PROPOSED U.S. 290 HIGHWAY FACILITY AND THE REMAINDER OF THE ABUTTING PROPERTY.

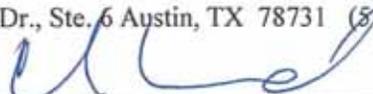
STATE OF TEXAS §
 § KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF TRAVIS §

That I, Chris Conrad, a Registered Professional Land Surveyor, do hereby certify that the above description is true and correct to the best of my knowledge and belief and that the property described herein was determined by a survey made on the ground under my direction and supervision.

WITNESS MY HAND AND SEAL at Austin, Travis County, Texas, this the 3rd day of December, 2010 A.D.

SURVEYED BY:

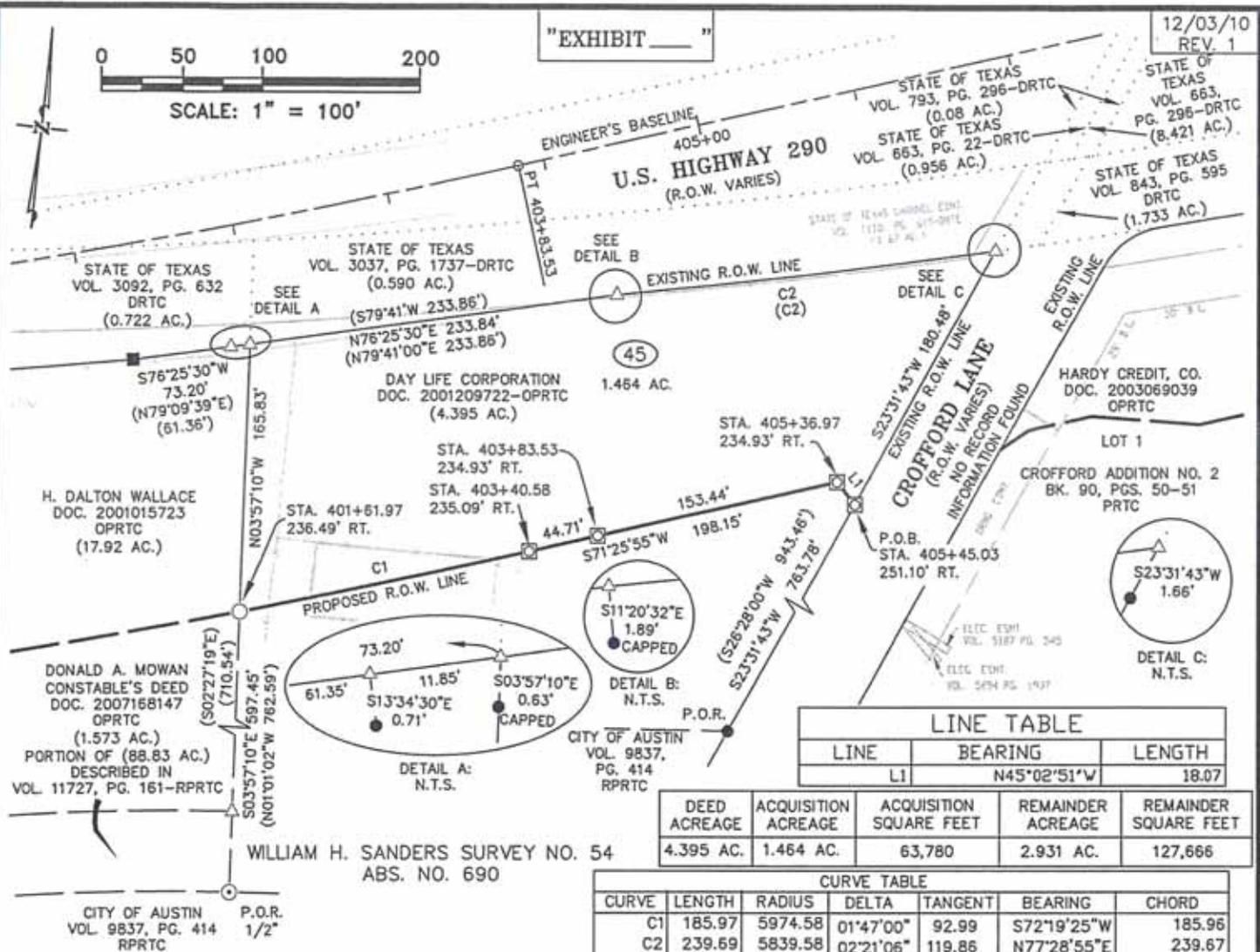
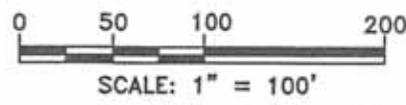
McGRAY & McGRAY LAND SURVEYORS, INC.
3301 Hancock Dr., Ste. 6 Austin, TX 78731 (512) 451-8591



Chris Conrad, Reg. Professional Land Surveyor No. 5623

Note: There is a plat to accompany this description. US 290 P45 R5
Issued 12/01/06, Rev 03/20/07, 04/01/09, 09/17/10, 12/3/10





| LINE TABLE | | |
|------------|--------------|--------|
| LINE | BEARING | LENGTH |
| L1 | N45°02'51\"W | 18.07 |

| DEED ACREAGE | ACQUISITION ACREAGE | ACQUISITION SQUARE FEET | REMAINDER ACREAGE | REMAINDER SQUARE FEET |
|--------------|---------------------|-------------------------|-------------------|-----------------------|
| 4.395 AC. | 1.464 AC. | 63,780 | 2.931 AC. | 127,666 |

| CURVE TABLE | | | | | | |
|-------------|----------|-----------|-----------|---------|----------------|----------|
| CURVE | LENGTH | RADIUS | DELTA | TANGENT | BEARING | CHORD |
| C1 | 185.97 | 5974.58 | 01°47'00" | 92.99 | S72°19'25\"W | 185.96 |
| C2 | 239.69 | 5839.58 | 02°21'06" | 119.86 | N77°28'55\"E | 239.67 |
| (C2) | (239.26) | (5839.65) | | | (N80°10'22\"E) | (239.24) |

- NOTES:
- 1) BEARINGS AND COORDINATES ARE BASED ON THE TEXAS STATE PLANE COORDINATE SYSTEM, CENTRAL ZONE, NAD83(93) HARN. ALL DISTANCES AND COORDINATES WERE ADJUSTED TO SURFACE USING A COMBINED SCALE FACTOR OF 1.00011.
 - 2) SEE PAGES 1, 2, AND 3 OF 4 FOR A DESCRIPTION OF THIS PARCEL.
 - 3) IMPROVEMENTS SHOWN ARE TAKEN FROM TXDOT AERIAL SURVEY DIGITAL FILES.
 - 4) THIS SURVEY WAS DONE WITHOUT A TITLE REPORT OR EASEMENT SEARCH.
 - 5) ENGINEER'S BASELINE IS NOT THE SAME AS THE ORIGINAL SURVEY "CENTERLINE".
 - 6) ACCESS MAY BE PERMITTED TO AND FROM THE TRANSPORTATION FACILITY ACROSS THE PROPOSED RIGHT-OF-WAY LINE AS SHOWN HEREON, BEING THE COMMON BOUNDARY LINE BETWEEN THE PROPOSED U.S. 290 HIGHWAY FACILITY AND THE REMAINDER OF THE ABUTTING PROPERTY.

SURVEYED BY: MCGRAY & MCGRAY LAND SURVEYORS, INC.
3301 HANCOCK DR., STE 6, AUSTIN, TX 78731 512/451-8591

Chris Conrad
12/03/10

CHRIS CONRAD, REG. PROF. LAND SURVEYOR NO. 5623 DATE
SURVEYED ON GROUND UNDER MY DIRECT SUPERVISION

McGRAY & McGRAY
LAND SURVEYORS, INC.
3301 HANCOCK DRIVE #6
AUSTIN, TEXAS 78731
(512) 451-8591

PLAT OF 1.464 AC. OF LAND OUT OF THE WILLIAM H. SANDERS SURVEY NO. 54, ABSTRACT NO. 690, SAID BEING A PORTION OF A TRACT OF LAND DESCRIBED AS 4.395 AC. IN A DEED TO DAY LIFE CORPORATION, OF RECORD IN DOCUMENT 2001209722, OFFICIAL PUBLIC RECORDS, TRAVIS COUNTY, TEXAS.

TRAVIS COUNTY
U.S. 290
CSJ 0114-02-085
PARCEL 45
PAGE 4 OF 4

LEGEND

- TXDOT TYPE I CONCRETE MONUMENT FOUND
- ⊗ TXDOT TYPE II CONCRETE MONUMENT FOUND
- ⊠ 1/2" IRON ROD SET WITH TXDOT ALUM. CAP TO BE REPLACED WITH A TXDOT TYPE II CONCRETE MONUMENT AFTER ACQUISITION
- 1/2" IRON ROD SET WITH TXDOT ALUM. CAP
- ⊙ IRON PIPE FOUND (SIZE NOTED)
- 1/2" IRON ROD FOUND (UNLESS NOTED)
- ▲ 60D NAIL FOUND
- △ CALCULATED POINT
- FENCE POST
- N.T.S. NOT TO SCALE
- (XXX) RECORD INFORMATION
- P.O.B. POINT OF BEGINNING
- P.O.R. POINT OF REFERENCE
- ACCESS DENIAL LINE
- PRTC PLAT RECORDS OF TRAVIS COUNTY
- DRTC DEED RECORDS OF TRAVIS COUNTY
- RPRTC REAL PROPERTY RECORDS OF TRAVIS COUNTY
- OPRTC OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY

FINAL CLOSURE PARCEL 45 US HIGHWAY 290

PARCEL 45 – SKETCH MAPCHECK

North: 10098352.8442 East: 3151591.8577
Course: N 45-02-51 W Distance: 18.07000
North: 10098365.6110 East: 3151579.0697
Course: S 71-25-55 W Distance: 198.15000
North: 10098302.5140 East: 3151391.2342
Arc Length: 185.96751 Radius: 5974.58000 Delta: 1-47-00
Tangent: 92.99126 Chord: 185.96000 Ch Course: S 72-19-25 W
Course In: N 18-34-05 W Out: S 16-47-05 E
Ctr North: 10103966.0924 East: 3149488.7396
End North: 10098246.0490 East: 3151214.0540
Course: N 03-57-10 W Distance: 165.83000
North: 10098411.4845 East: 3151202.6226
Course: N 76-25-30 E Distance: 233.84000
North: 10098466.3710 East: 3151429.9300
Arc Length: 239.68682 Radius: 5839.58000 Delta: -2-21-06
Tangent: 119.86024 Chord: 239.67000 Ch Course: N 77-28-55 E
Course In: N 11-20-32 W Out: S 13-41-38 E
Ctr North: 10104191.9044 East: 3150281.4698
End North: 10098518.3188 East: 3151663.9025
Course: S 23-31-43 W Distance: 180.48000
North: 10098352.8437 East: 3151591.8536

Perimeter: 1222.02433

Area: 63780.08236 1.46419 acres

Mathematical Closure - (Uses Survey Units)

Error of Closure: 0.004174 Course: N 83-26-29 E

Precision 1: 292802.21

PARCEL 45 – STRIPMAP MAPCHECK

North: 10099554.4458 East: 3152684.4449
Course: N 45-02-51 W Distance: 18.07000
North: 10099567.2126 East: 3152671.6569
Course: S 71-25-55 W Distance: 198.15000
North: 10099504.1155 East: 3152483.8214
Arc Length: 185.96751 Radius: 5974.58000 Delta: 1-47-00
Tangent: 92.99126 Chord: 185.96000 Ch Course: S 72-19-25 W
Course In: N 18-34-05 W Out: S 16-47-05 E
Ctr North: 10105167.6939 East: 3150581.3268
End North: 10099447.6505 East: 3152306.6412
Course: N 03-57-10 W Distance: 165.83000
North: 10099613.0861 East: 3152295.2098
Course: N 76-25-30 E Distance: 233.84000
North: 10099667.9725 East: 3152522.5171
Arc Length: 239.68682 Radius: 5839.58000 Delta: -2-21-06
Tangent: 119.86024 Chord: 239.67000 Ch Course: N 77-28-55 E
Course In: N 11-20-32 W Out: S 13-41-38 E
Ctr North: 10105393.5060 East: 3151374.0570

FINAL CLOSURE PARCEL 45 US HIGHWAY 290

PARCEL 45 – STRIPMAP MAPCHECK (cont.)

End North: 10099719.9203 East: 3152756.4897
Course: S 23-31-43 W Distance: 180.48000
North: 10099554.4453 East: 3152684.4408

Perimeter: 1222.02433

Area: 63780.08236 1.46419 acres
Mathematical Closure - (Uses Survey Units)
Error of Closure: 0.004174 Course: N 83-26-29 E
Precision 1: 292802.21

PARCEL 45 – DESCRIPTION MAPCHECK

North: 10099092.4828 East: 3150026.5204
Course: N 45-02-51 W Distance: 18.07000
North: 10099105.2497 East: 3150013.7324
Course: S 71-25-55 W Distance: 198.15000
North: 10099042.1526 East: 3149825.8969
Arc Length: 185.96751 Radius: 5974.58000 Delta: 1-47-00
Tangent: 92.99126 Chord: 185.96000 Ch Course: S 72-19-25 W
Course In: N 18-34-05 W Out: S 16-47-05 E
Ctr North: 10104705.7310 East: 3147923.4023
End North: 10098985.6876 East: 3149648.7166
Course: N 03-57-10 W Distance: 165.83000
North: 10099151.1231 East: 3149637.2853
Course: N 76-25-30 E Distance: 233.84000
North: 10099206.0096 East: 3149864.5926
Arc Length: 239.68682 Radius: 5839.58000 Delta: -2-21-06
Tangent: 119.86024 Chord: 239.67000 Ch Course: N 77-28-55 E
Course In: N 11-20-32 W Out: S 13-41-38 E
Ctr North: 10104931.5431 East: 3148716.1324
End North: 10099257.9574 East: 3150098.5651
Press any key for more...
Course: S 23-31-43 W Distance: 180.48000
North: 10099092.4824 East: 3150026.5162

Perimeter: 1222.02433
Area: 63780.08236 1.46419 acres
Mathematical Closure - (Uses Survey Units)
Error of Closure: 0.004174 Course: N 83-26-29 E
Precision 1: 292802.21

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

RESOLUTION NO. 11-051

**RESOLUTION AUTHORIZING ACQUISITION OF PROPERTY RIGHTS BY
AGREEMENT OR CONDEMNATION OF CERTAIN PROPERTY IN TRAVIS
COUNTY FOR THE US 290 EAST TOLL PROJECT
(Parcel 49A)**

WHEREAS, pursuant to and under the authority of Subchapter E, Chapter 370, Texas Transportation Code and other applicable law, the Central Texas Regional Mobility Authority ("CTRMA") has found and determined that to promote the public safety, to facilitate the safety and movement of traffic, and to preserve the financial investment of the public in its roadways and the roadways of the State of Texas, public convenience and necessity requires acquisition of fee simple title to that certain 0.598 acres described by metes and bounds in Exhibit "A" to this Resolution (the "Subject Property"), owned by River City Roloffs Inc., (the "Owner"), located at 9721 US Hwy 290E in Travis County, for the construction, reconstruction, maintaining, widening, straightening, lengthening, and operating of the US 290 East Toll Project (the "Project"), as a part of the improvements to the Project, but excluding all the oil, gas, and sulphur which can be removed from beneath the Subject Property, without any right whatever remaining to the owner of such oil, gas, and sulphur of ingress to or egress from the surface of the Subject Property for the purpose of exploring, developing, or mining of the same, and that such constructing, reconstructing, maintaining, widening, straightening, lengthening, and operating of the Project shall extend across and upon, and will cross, run through, and be upon the Subject Property; and

WHEREAS, an independent, professional appraisal report of the Subject Property has been submitted to the CTRMA, and an amount has been established to be just compensation for the property rights to be acquired; and

WHEREAS, the Executive Director of the CTRMA, through agents employed or contracted with the CTRMA, has transmitted an official written offer to the Owner, based on the amount determined to be just compensation, and has entered into good faith negotiations with the Owner of the Subject Property to acquire the Subject Property; and

WHEREAS, as of the date of this Resolution, the Executive Director and the Owner have failed to agree on the amount determined to be just compensation and damages, if any, due to said Owner for the Subject Property; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the CTRMA that the Executive Director is specifically authorized and directed to acquire the Subject Property and all leasehold interests in the Subject Property for the Project by agreement, subject to approval of the purchase contract by the Board of Directors of the CTRMA; and

BE IT FURTHER RESOLVED that the Executive Director is specifically authorized to negotiate and execute, if possible, a possession and use agreement in such form as is acceptable to the Executive Director and for consideration in an amount not to exceed ninety percent (90%) of the purchase price set forth in the official written offer to purchase the Subject Property previously transmitted to the Owner; and

BE IT FURTHER RESOLVED that the Executive Director is specifically authorized to negotiate and execute, if possible, a purchase contract for consideration in an amount not to exceed the purchase price set forth in the official written offer to purchase the Subject Property previously transmitted to the Owner; and

BE IT FURTHER RESOLVED that at such time as the Executive Director concludes that further negotiations with Owner to acquire the Subject Property by agreement would be futile, the Executive Director or his designee is hereby authorized and directed to file or cause to be filed a suit in eminent domain to acquire the property interests for the aforesaid purposes against the Owner and the owners of any interest in, and the holders of any lien secured by, the Subject Property, the Subject Property described in the attached Exhibit "A" to this Resolution; and

BE IT FURTHER RESOLVED that the Executive Director or his designee is hereby authorized and directed to incur such expenses and to employ such experts as he shall deem necessary to assist in the prosecution of such suit in eminent domain, including, but not limited to, appraisers, engineers, and land use planners.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 27th day of April, 2011.

Submitted and reviewed by:



Andrew Martin, General Counsel
Central Texas Regional Mobility Authority

Approved:



James H. Mills
Vice Chairman,
Board of Directors
Resolution Number 11-051
Date Passed: 04/27/11

Exhibit "A" to Resolution 11-051

Description of Parcel 49A

EXHIBIT ____

County: Travis
Parcel No.: 49A
Highway: U.S. Highway 290
Project Limits: From: E of US 183
To: E of SH 130
Right of Way CSJ: 0114-02-085

PROPERTY DESCRIPTION FOR PARCEL 49A

DESCRIPTION OF 0.598 OF ONE ACRE (26,051 SQUARE FEET) OF LAND OUT OF THE WILLIAM H. SANDERS SURVEY NO. 54, ABSTRACT NO. 690, IN AUSTIN, TRAVIS COUNTY, TEXAS, SAME BEING A PORTION OF THAT CERTAIN TRACT OF LAND DESCRIBED AS 9.00 ACRES IN A DEED TO RIVER CITY ROLLOFFS, INC., OF RECORD IN DOCUMENT 2005111755, OFFICIAL PUBLIC RECORDS, TRAVIS COUNTY, TEXAS; SAID 0.598 OF ONE ACRE OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a 1/2" iron rod set with a TEXAS DEPARTMENT OF TRANSPORTATION (TxDOT) aluminum cap, in the proposed south right-of-way (ROW) line of U.S. Highway 290, 250.00 feet right of Engineer's Baseline Station 422+61.30, at the southeast corner of the herein described tract, same being in the southeast line of said River City Rolloffs tract, and the west line of that certain tract of land described as 8.772 acre remainder of 17.772 acres in a deed to David Rodewald, of record in Document 2005111754, Official Records, Travis County, Texas, from which point a 1/2" iron rod found at the west corner of said Rodewald tract and an interior corner of said Rolloffs tract bears S16°50'38"W 1110.51 feet ;

- 1) THENCE, with the south line of this tract, and the proposed south ROW line of U.S. Highway 290, crossing said River City Rolloffs tract, S71°25'55"W 283.18 feet to a 1/2" iron rod set with a TxDOT aluminum cap, 250.00 feet right of Engineer's Baseline Station 419+78.12, at the southwest corner of this tract, same being in the west line of said River City Rolloffs tract, and the east line of Lot 1, Block A, 290 East Business Park, a subdivision of record in Document 200300003, Official Public Records, Travis County, Texas, said Lot 1 being described in a deed to Sovran

EXHIBIT _____

Acquisition Limited Partnership, of record in Document 2005125795, Official Public Records, Travis County, Texas, from which point a 1/2" iron rod found at the southeast corner of said Sovran tract and said Lot 1, being in the west line of said River City Rolloffs tract, bears S16°49'48"W 1291.78 feet;

- 2) THENCE, with the west line of this tract and said River City Rolloffs tract, the east line of said Sovran tract and said Lot 1, **N16°49'48"E 137.71 feet** to a calculated point at the northwest corner of this tract and said River City Rolloffs tract, and the northeast corner of said Sovran tract and said Lot 1, same being in the existing south ROW line of U.S. Highway 290, and the south line of that certain tract of land described as 1.733 acres in a deed to the State of Texas, of record in Volume 843, Page 595, Deed Records, Travis County, Texas, from which point a 1/2" iron rod found bears S18°36'12"E 0.63 feet;
- 3) THENCE, with the north line of this tract and said River City Rolloffs tract, the existing south ROW line of U.S Highway 290, and the south line of said 1.733 acre State of Texas tract, **N71°23'48"E 151.72 feet** to a point at the northeast corner of this tract and said River City Rolloffs tract, and the west corner of that tract described as 3.65 acres in a deed to Robert Hurst Rental Company, of record in Volume 5697, Page 2338, Deed Records, Travis County, Texas;
- 4) THENCE, with the northeast line of this tract and said River City Rolloffs tract, and the southwest line of said Hurst tract, **S56°56'44"E 111.67 feet** to a 1/2" iron rod found at the north corner of said Rodewald tract from which a non-TxDOT concrete monument found in the southeast line of said Rodewald tract bears S56°56'44"E 291.84 feet and S16°03'40"W 22.25 feet;

EXHIBIT ____

5) THENCE, with the east line of this tract and said River City Rolloffs tract, and the west line of said Rodewald tract, **S16°50'38"W 30.44 feet** to the POINT OF BEGINNING and containing 0.598 of one acre within these metes and bounds, more or less.

All bearings are based on the Texas State Plane Coordinate System, Central Zone, NAD83(93) HARN. All distances and coordinates were adjusted to surface using a combined scale factor of 1.00011.

ACCESS MAY BE PERMITTED TO AND FROM THE TRANSPORTATION FACILITY ACROSS THE PROPOSED RIGHT-OF-WAY LINE AS DESCRIBED HEREIN, BEING THE COMMON BOUNDARY LINE BETWEEN THE PROPOSED U.S. 290 HIGHWAY FACILITY AND THE REMAINDER OF THE ABUTTING PROPERTY.

STATE OF TEXAS §
 § KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF TRAVIS §

That I, Chris Conrad, a Registered Professional Land Surveyor, do hereby certify that the above description is true and correct to the best of my knowledge and belief and that the property described herein was determined by a survey made on the ground under my direction and supervision.

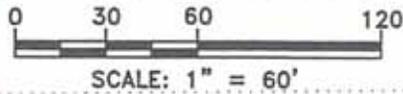
WITNESS MY HAND AND SEAL at Austin, Travis County, Texas, this the 3rd day of December, 2010 A.D.

SURVEYED BY:

McGRAY & McGRAY LAND SURVEYORS, INC.
3301 Hancock Dr., Ste. 6 Austin, TX 78731 (512) 451-8591



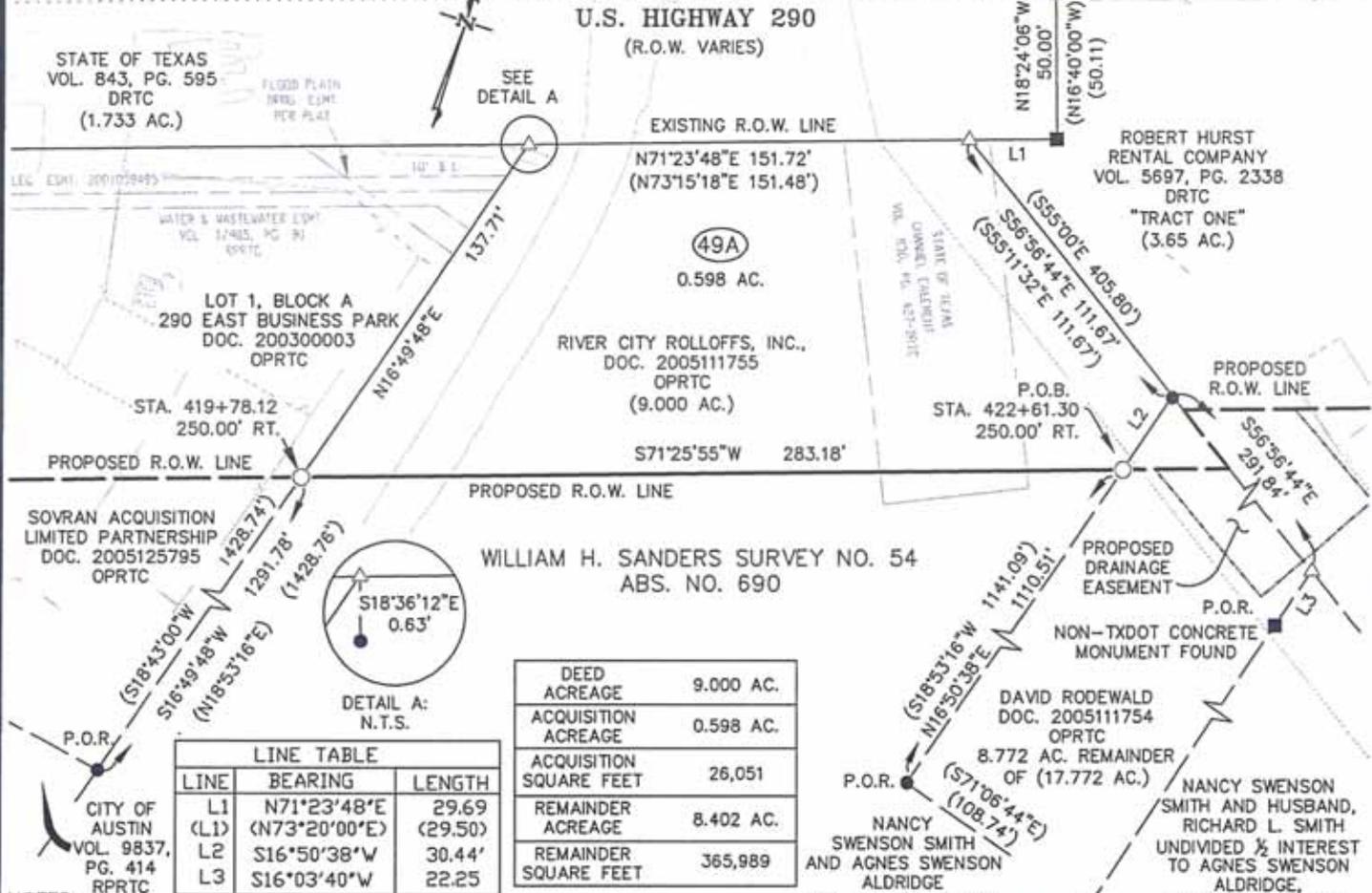
Chris Conrad, Reg. Professional Land Surveyor No. 5623
Note: There is a plat to accompany this description. US 290 P49A R2
Issued 10/20/2010; Revised 12/3/10



"EXHIBIT _____"

STATE OF TEXAS
VOL. 663, PG. 27-DRTC
(8.421 AC.)

12/03/10
REV. 1



| | |
|-------------------------|-----------|
| DEED ACREAGE | 9.000 AC. |
| ACQUISITION ACREAGE | 0.598 AC. |
| ACQUISITION SQUARE FEET | 26,051 |
| REMAINDER ACREAGE | 8.402 AC. |
| REMAINDER SQUARE FEET | 365,989 |

| LINE TABLE | | |
|------------|---------------|---------|
| LINE | BEARING | LENGTH |
| L1 | N71°23'48"E | 29.69 |
| (L1) | (N73°20'00"E) | (29.50) |
| L2 | S16°50'38"W | 30.44' |
| L3 | S16°03'40"W | 22.25 |



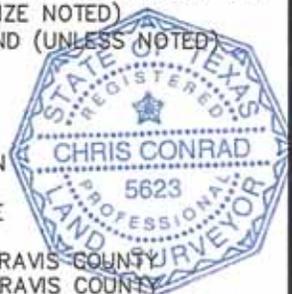
- NOTES:
- 1) BEARINGS AND COORDINATES ARE BASED ON THE TEXAS STATE PLANE COORDINATE SYSTEM, CENTRAL ZONE, NAD83(93) HARN. ALL DISTANCES AND COORDINATES WERE ADJUSTED TO SURFACE USING A COMBINED SCALE FACTOR OF 1.00011.
 - 2) SEE PAGES 1, 2, AND 3 OF 4 FOR A DESCRIPTION OF THIS PARCEL.
 - 3) IMPROVEMENTS SHOWN ARE TAKEN FROM TXDOT AERIAL SURVEY DIGITAL FILES.
 - 4) THIS SURVEY WAS DONE WITHOUT A TITLE REPORT OR EASEMENT SEARCH.
 - 5) ENGINEER'S BASELINE IS NOT THE SAME AS THE ORIGINAL SURVEY "CENTERLINE".
 - 6) ACCESS MAY BE PERMITTED TO AND FROM THE TRANSPORTATION FACILITY ACROSS THE PROPOSED RIGHT-OF-WAY LINE AS SHOWN HEREON, BEING THE COMMON BOUNDARY LINE BETWEEN THE PROPOSED U.S. 290 HIGHWAY FACILITY AND THE REMAINDER OF THE ABUTTING PROPERTY.
 - 7) 0.129 OF ONE ACRE OF SAID 0.609 OF ONE ACRE IS AN EXISTING STATE OF TEXAS CHANNEL EASEMENT OF RECORD IN VOLUME 830, PAGE 427, DEED RECORDS, TRAVIS COUNTY, TEXAS.

SURVEYED BY: MCGRAY & MCGRAY LAND SURVEYORS, INC.
3301 HANCOCK DR., STE 6, AUSTIN, TX 78731 512/451-8591

12/03/10

CHRIS CONRAD, REG. PROF. LAND SURVEYOR NO. 5623 DATE
SURVEYED ON GROUND UNDER MY DIRECT SUPERVISION

- LEGEND**
- TXDOT TYPE I CONCRETE MONUMENT FOUND
 - ⊠ TXDOT TYPE II CONCRETE MONUMENT FOUND
 - ⊠ 1/2" IRON ROD SET WITH TXDOT ALUM. CAP TO BE REPLACED WITH A TXDOT TYPE II CONCRETE MONUMENT AFTER ACQUISITION
 - 1/2" IRON ROD SET WITH TXDOT ALUM. CAP IRON PIPE FOUND (SIZE NOTED)
 - 1/2" IRON ROD FOUND (UNLESS NOTED)
 - ▲ 60D NAIL FOUND
 - △ CALCULATED POINT
 - FENCE POST
 - N.T.S. NOT TO SCALE
 - (XXX) RECORD INFORMATION
 - P.O.B POINT OF BEGINNING
 - P.O.R. POINT OF REFERENCE
 - ACCESS DENIAL LINE
 - PRC PLAT RECORDS OF TRAVIS COUNTY
 - DRTC DEED RECORDS OF TRAVIS COUNTY
 - RPRTC REAL PROPERTY RECORDS OF TRAVIS COUNTY
 - OPRTC OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY



McGRAY & McGRAY
LAND SURVEYORS, INC.
3301 HANCOCK DRIVE #6
AUSTIN, TEXAS 78731
(512) 451-8591

PLAT OF 0.598 AC. OF LAND OUT OF THE WILLIAM H. SANDERS SURVEY NO. 54, ABSTRACT NO. 690, SAME BEING A PORTION OF THAT CERTAIN TRACT DESCRIBED AS 9.000 AC. IN A DEED TO RIVER CITY ROLLOFFS, INC., OF RECORD IN DOCUMENT 2005111755, OFFICIAL PUBLIC RECORDS, TRAVIS COUNTY, TEXAS.

TRAVIS COUNTY
U.S. 290
CSJ 0114-02-085
PARCEL 49A
PAGE 4 OF 4

FINAL CLOSURE PARCEL 49A US HIGHWAY 290

PARCEL 49A - SKETCH MAPCHECK

North: 10097105.1567 East: 3154068.6214
Course: S 71-25-55 W Distance: 283.18000
North: 10097014.9834 East: 3153800.1821
Course: N 16-49-48 E Distance: 137.71000
North: 10097146.7951 East: 3153840.0537
Course: N 71-23-48 E Distance: 151.72000
North: 10097195.1959 East: 3153983.8463
Course: S 56-56-44 E Distance: 111.67000
North: 10097134.2871 East: 3154077.4428
Course: S 16-50-38 W Distance: 30.44000
North: 10097105.1531 East: 3154068.6223

Perimeter: 714.72000

Area: 26051.05238 0.59805 acres
Mathematical Closure - (Uses Survey Units)
Error of Closure: 0.003736 Course: N 13-40-11 W
Precision 1: 191312.70

PARCEL 49A - STRIPMAP MAPCHECK

North: 10096870.5790 East: 3151322.0882
Course: S 71-25-55 W Distance: 283.18000
North: 10096780.4057 East: 3151053.6489
Course: N 16-49-48 E Distance: 137.71000
North: 10096912.2173 East: 3151093.5205
Course: N 71-23-48 E Distance: 151.72000
North: 10096960.6182 East: 3151237.3131
Course: S 56-56-44 E Distance: 111.67000
North: 10096899.7094 East: 3151330.9096
Course: S 16-50-38 W Distance: 30.44000
North: 10096870.5753 East: 3151322.0891

Perimeter: 714.72000

Area: 26051.05238 0.59805 acres
Mathematical Closure - (Uses Survey Units)
Error of Closure: 0.003736 Course: N 13-40-11 W
Precision 1: 191312.70

PARCEL 49A - DESCRIPTION MAPCHECK

North: 10093463.2343 East: 3159169.6063
Course: S 71-25-55 W Distance: 283.18000
North: 10093373.0610 East: 3158901.1669
Course: N 16-49-48 E Distance: 137.71000
North: 10093504.8726 East: 3158941.0385
Course: N 71-23-48 E Distance: 151.72000
North: 10093553.2735 East: 3159084.8311
Course: S 56-56-44 E Distance: 111.67000

FINAL CLOSURE PARCEL 49A US HIGHWAY 290

PARCEL 49A - DESCRIPTION MAPCHECK (cont.)

North: 10093492.3647 East: 3159178.4276
Course: S 16-50-38 W Distance: 30.44000
North: 10093463.2306 East: 3159169.6072

Perimeter: 714.72000

Area: 26051.05238 0.59805 acres
Mathematical Closure - (Uses Survey Units)
Error of Closure: 0.003736 Course: N 13-40-11 W
Precision 1: 191312.70

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

RESOLUTION NO. 11-052

**RESOLUTION AUTHORIZING ACQUISITION OF PROPERTY RIGHTS BY
AGREEMENT OR CONDEMNATION OF CERTAIN PROPERTY IN TRAVIS
COUNTY FOR THE US 290 EAST TOLL PROJECT
(Parcel 49B & 49B(E))**

WHEREAS, pursuant to and under the authority of Subchapter E, Chapter 370, Texas Transportation Code and other applicable law, the Central Texas Regional Mobility Authority ("CTRMA") has found and determined that to promote the public safety, to facilitate the safety and movement of traffic, and to preserve the financial investment of the public in its roadways and the roadways of the State of Texas, public convenience and necessity requires acquisition of fee simple title to that certain 0.011 acre parcel or real estate and a 0.022 acre parcel of easement, respectively, described by metes and bounds in Exhibit "A" to this Resolution (the "Subject Property"), owned by River City Roloffs, Inc., (the "Owner"), located at 9741 US 290E in Travis County, for the construction, reconstruction, maintaining, widening, straightening, lengthening, and operating of the US 290 East Toll Project (the "Project"), as a part of the improvements to the Project, but excluding all the oil, gas, and sulphur which can be removed from beneath the Subject Property, without any right whatever remaining to the owner of such oil, gas, and sulphur of ingress to or egress from the surface of the Subject Property for the purpose of exploring, developing, or mining of the same, and that such constructing, reconstructing, maintaining, widening, straightening, lengthening, and operating of the Project shall extend across and upon, and will cross, run through, and be upon the Subject Property; and

WHEREAS, an independent, professional appraisal report of the Subject Property has been submitted to the CTRMA, and an amount has been established to be just compensation for the property rights to be acquired; and

WHEREAS, the Executive Director of the CTRMA, through agents employed or contracted with the CTRMA, has transmitted an official written offer to the Owner, based on the amount determined to be just compensation, and has entered into good faith negotiations with the Owner of the Subject Property to acquire the Subject Property; and

WHEREAS, as of the date of this Resolution, the Executive Director and the Owner have failed to agree on the amount determined to be just compensation and damages, if any, due to said Owner for the Subject Property; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the CTRMA that the Executive Director is specifically authorized and directed to acquire the Subject Property and all leasehold interests in the Subject Property for the Project by agreement,

subject to approval of the purchase contract by the Board of Directors of the CTRMA;
and

BE IT FURTHER RESOLVED that the Executive Director is specifically authorized to negotiate and execute, if possible, a possession and use agreement in such form as is acceptable to the Executive Director and for consideration in an amount not to exceed ninety percent (90%) of the purchase price set forth in the official written offer to purchase the Subject Property previously transmitted to the Owner; and

BE IT FURTHER RESOLVED that the Executive Director is specifically authorized to negotiate and execute, if possible, a purchase contract for consideration in an amount not to exceed the purchase price set forth in the official written offer to purchase the Subject Property previously transmitted to the Owner; and

BE IT FURTHER RESOLVED that at such time as the Executive Director concludes that further negotiations with Owner to acquire the Subject Property by agreement would be futile, the Executive Director or his designee is hereby authorized and directed to file or cause to be filed a suit in eminent domain to acquire the property interests for the aforesaid purposes against the Owner and the owners of any interest in, and the holders of any lien secured by, the Subject Property, the Subject Property described in the attached Exhibit "A" to this Resolution; and

BE IT FURTHER RESOLVED that the Executive Director or his designee is hereby authorized and directed to incur such expenses and to employ such experts as he shall deem necessary to assist in the prosecution of such suit in eminent domain, including, but not limited to, appraisers, engineers, and land use planners.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 27th day of April, 2011.

Submitted and reviewed by:



Andrew Martin, General Counsel
Central Texas Regional Mobility Authority

Approved:



James H. Mills
Vice Chairman,
Board of Directors
Resolution Number 11-052
Date Passed: 04/27/11

Exhibit "A" to Resolution 11-052
Description of Parcel 49B & 49B(E)

EXHIBIT ____

County: Travis
Parcel No.: 49B(E)
Highway: U.S. Highway 290
Project Limits: From: E of US 183
To: E of SH 130
Right of Way CSJ: 0114-02-085

PROPERTY DESCRIPTION FOR PARCEL 49B(E)

DESCRIPTION OF 0.022 OF ONE ACRE (944 SQUARE FEET) OF LAND OUT OF THE WILLIAM H. SANDERS SURVEY NO. 54, ABSTRACT NO. 690, IN AUSTIN, TRAVIS COUNTY, TEXAS, SAME BEING A PORTION OF THAT CERTAIN TRACT OF LAND DESCRIBED AS 17.772 ACRES IN A DEED TO DAVID RODEWALD, OF RECORD IN DOCUMENT 2005111754, OFFICIAL PUBLIC RECORDS, TRAVIS COUNTY, TEXAS; SAID 0.022 OF ONE ACRE OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a 1/2" iron rod set with a TEXAS DEPARTMENT OF TRANSPORTATION (TxDOT) aluminum cap to be replaced with a TxDOT Type II concrete monument after acquisition, in the proposed south right-of-way (ROW) line of U.S. Highway 290, 250.00 feet right of Engineer's Baseline Station 422+98.59, at the northeast corner of the herein described tract, same being in the northeast line of said Rodewald tract, and the southwest line of that certain tract of land described as 3.65 acres (Tract One) in a deed to Robert Hurst Rental Company, of record in Volume 5697, Page 2338, Deed Records, Travis County, Texas;

1) THENCE, with the northeast line of this tract and said Rodewald tract and the southwest line of said Hurst tract, **S56°56'44"E 40.27 feet** to a 1/2" iron rod set with a TxDOT aluminum cap at the east corner of this tract, from which point a non TxDOT concrete monument found in the southeast line of said Rodewald tract, and the northwest line of that certain tract of land described as 22.497 acres in a deed to Nancy Swenson Smith and Agnes Swenson Aldridge, of record in Volume 11995, Page 152, Real Property Records, Travis County, Texas, bears S56°56'44"E 219.92 feet and S16°03'40"W 22.25 feet;

THENCE, with the southeast and southwest lines of this tract, crossing said Rodewald tract, the following two (2) courses, numbered 2 and 3;

EXHIBIT ____

- 2) **S31°25'55"W 18.76 feet** to a 1/2" iron rod set with a TxDOT aluminum cap at the south corner of this tract; and
- 3) **N58°34'05"W 56.96 feet** to a 1/2" iron rod set with a TxDOT aluminum cap, 250.00 feet right of Engineer's Baseline Station 422+61.30, at the west corner of this tract, same being in the proposed south ROW line of U.S. Highway 290;
- 4) THENCE, with the north line of this tract and the proposed south ROW line of U.S. Highway 290, continuing across said Rodewald tract, **N71°25'55"E 25.98 feet** to the POINT OF BEGINNING and containing 0.022 of one acre within these metes and bounds, more or less.

All bearings are based on the Texas State Plane Coordinate System, Central Zone, NAD83(93) HARN. All distances and coordinates were adjusted to surface using a combined scale factor of 1.00011.

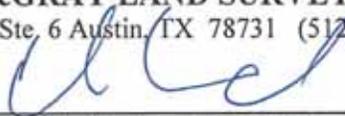
STATE OF TEXAS §
 § KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF TRAVIS §

That I, Chris Conrad, a Registered Professional Land Surveyor, do hereby certify that the above description is true and correct to the best of my knowledge and belief and that the property described herein was determined by a survey made on the ground under my direction and supervision.

WITNESS MY HAND AND SEAL at Austin, Travis County, Texas, this the 3rd day of December, 2010 A.D.

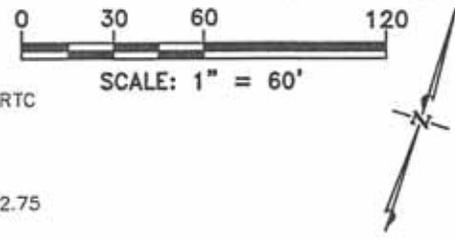
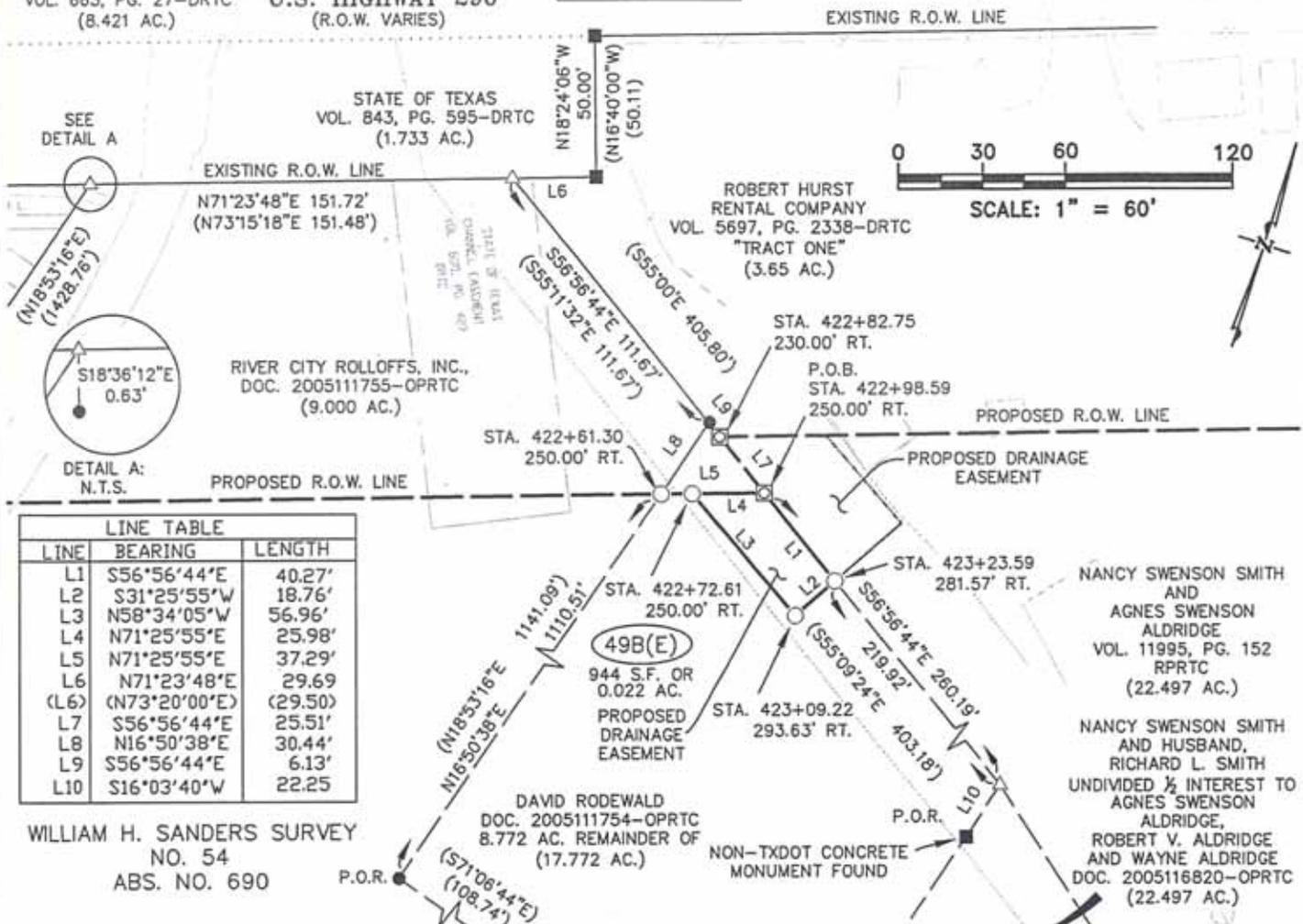
SURVEYED BY:

McGRAY & McGRAY LAND SURVEYORS, INC.
3301 Hancock Dr., Ste. 6 Austin, TX 78731 (512) 451-8591



Chris Conrad, Reg. Professional Land Surveyor No. 5623
Note: There is a plat to accompany this description. US 290 P49B(E) R2
Issued 5/22/09, 09/17/10; Revised 12/3/10





| LINE | BEARING | LENGTH |
|------|---------------|----------|
| L1 | S56°56'44"E | 40.27' |
| L2 | S31°25'55"W | 18.76' |
| L3 | N58°34'05"W | 56.96' |
| L4 | N71°25'55"E | 25.98' |
| L5 | N71°25'55"E | 37.29' |
| L6 | N71°23'48"E | 29.69' |
| (L6) | (N73°20'00"E) | (29.50)' |
| L7 | S56°56'44"E | 25.51' |
| L8 | N16°50'38"E | 30.44' |
| L9 | S56°56'44"E | 6.13' |
| L10 | S16°03'40"W | 22.25' |

WILLIAM H. SANDERS SURVEY
NO. 54
ABS. NO. 690

- NOTES:
- 1) BEARINGS AND COORDINATES ARE BASED ON THE TEXAS STATE PLANE COORDINATE SYSTEM, CENTRAL ZONE, NAD83(93) HARN. ALL DISTANCES AND COORDINATES WERE ADJUSTED TO SURFACE USING A COMBINED SCALE FACTOR OF 1.00011.
 - 2) SEE PAGES 1, AND 2 OF 3 FOR A DESCRIPTION OF THIS PARCEL.
 - 3) IMPROVEMENTS SHOWN ARE TAKEN FROM TXDOT AERIAL SURVEY DIGITAL FILES.
 - 4) THIS SURVEY WAS DONE WITHOUT A TITLE REPORT OR EASEMENT SEARCH.
 - 5) ENGINEER'S BASELINE IS NOT THE SAME AS THE ORIGINAL SURVEY "CENTERLINE".

LEGEND

- TXDOT TYPE I CONCRETE MONUMENT FOUND
- ⊠ TXDOT TYPE II CONCRETE MONUMENT FOUND
- ⊞ 1/2" IRON ROD SET WITH TXDOT ALUM. CAP TO BE REPLACED WITH A TXDOT TYPE II CONCRETE MONUMENT AFTER ACQUISITION
- 1/2" IRON ROD SET WITH TXDOT ALUM. CAP
- ⊙ IRON PIPE FOUND (SIZE NOTED)
- 1/2" IRON ROD FOUND (UNLESS NOTED)
- ▲ 60D NAIL FOUND
- △ CALCULATED POINT
- FENCE POST
- N.T.S. NOT TO SCALE
- (XXX) RECORD INFORMATION
- P.O.B. POINT OF BEGINNING
- P.O.R. POINT OF REFERENCE
- ACCESS DENIAL LINE
- PRTC PLAT RECORDS OF TRAVIS COUNTY
- DRTC DEED RECORDS OF TRAVIS COUNTY
- RPRTC REAL PROPERTY RECORDS OF TRAVIS COUNTY
- OPRTC OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY



SURVEYED BY: MCGRAY & MCGRAY LAND SURVEYORS, INC.
3301 HANCOCK DR., STE 6, AUSTIN, TX 78731 512/451-8591

Chris Conrad
12/03/10

CHRIS CONRAD, REG. PROF. LAND SURVEYOR NO. 5623 DATE
SURVEYED ON GROUND UNDER MY DIRECT SUPERVISION

McGRAY & McGRAY
LAND SURVEYORS, INC.
3301 HANCOCK DRIVE #6
AUSTIN, TEXAS 78731
(512) 451-8591

PLAT OF 0.022 AC. OF LAND OUT OF THE WILLIAM H. SANDERS SURVEY NO. 54, ABSTRACT NO. 690, SAME BEING A PORTION OF THAT CERTAIN TRACT DESCRIBED AS 17.772 AC. IN A DEED TO DAVID RODEWALD, OF RECORD IN DOCUMENT 2005111754, OFFICIAL PUBLIC RECORDS, TRAVIS COUNTY, TEXAS.

TRAVIS COUNTY
U.S. 290
CSJ 0114-02-085
PARCEL 49B(E)
PAGE 3 OF 3

FINAL CLOSURE PARCEL 49B(E) US HIGHWAY 290

PARCEL 49B(E) - SKETCH MAPCHECK

North: 10096002.8588 East: 3154933.1777
Course: S 56-56-44 E Distance: 40.27000
North: 10095980.8941 East: 3154966.9301
Course: S 31-25-55 W Distance: 18.76000
North: 10095964.8869 East: 3154957.1470
Course: N 58-34-05 W Distance: 56.96000
North: 10095994.5907 East: 3154908.5453
Course: N 71-25-55 E Distance: 25.98000
North: 10096002.8635 East: 3154933.1730

Perimeter: 141.97000

Area: 944.41766 0.02168 acres
Mathematical Closure - (Uses Survey Units)
Error of Closure: 0.006722 Course: S 44-36-02 E
Precision 1: 21120.28

PARCEL 49B(E) - STRIPMAP MAPCHECK

North: 10092495.2923 East: 3147349.5825
Course: S 56-56-44 E Distance: 40.27000
North: 10092473.3276 East: 3147383.3349
Course: S 31-25-55 W Distance: 18.76000
North: 10092457.3205 East: 3147373.5518
Course: N 58-34-05 W Distance: 56.96000
North: 10092487.0243 East: 3147324.9501
Course: N 71-25-55 E Distance: 25.98000
North: 10092495.2971 East: 3147349.5778

Perimeter: 141.97000

Area: 944.41766 0.02168 acres
Mathematical Closure - (Uses Survey Units)
Error of Closure: 0.006722 Course: S 44-36-02 E
Precision 1: 21120.28

PARCEL 49B(E) - DESCRIPTION MAPCHECK

North: 10093491.7966 East: 3156768.3141
Course: S 56-56-44 E Distance: 40.27000
North: 10093469.8319 East: 3156802.0665
Course: S 31-25-55 W Distance: 18.76000
North: 10093453.8247 East: 3156792.2835
Course: N 58-34-05 W Distance: 56.96000
North: 10093483.5285 East: 3156743.6818
Course: N 71-25-55 E Distance: 25.98000
North: 10093491.8013 East: 3156768.3094

Perimeter: 141.97000

**FINAL CLOSURE PARCEL 49B(E)
US HIGHWAY 290**

PARCEL 49B(E) - DESCRIPTION MAPCHECK (cont.)

Area: 944.41766 0.02168 acres
Mathematical Closure - (Uses Survey Units)
Error of Closure: 0.006722 Course: S 44-36-02 E
Precision 1: 21120.28

EXHIBIT _____

County: Travis
Parcel No.: 49B
Highway: U.S. Highway 290
Project Limits: From: E of US 183
To: E of SH 130
Right of Way CSJ: 0114-02-085

PROPERTY DESCRIPTION FOR PARCEL 49B

DESCRIPTION OF 0.011 OF ONE ACRE (463 SQUARE FEET) OF LAND OUT OF THE WILLIAM H. SANDERS SURVEY NO. 54, ABSTRACT NO. 690, IN AUSTIN, TRAVIS COUNTY, TEXAS, SAME BEING A PORTION OF THAT CERTAIN TRACT OF LAND DESCRIBED AS 17.772 ACRES IN A DEED TO DAVID RODEWALD, OF RECORD IN DOCUMENT 2005111754, OFFICIAL PUBLIC RECORDS, TRAVIS COUNTY, TEXAS; SAID 0.011 OF ONE ACRE OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a 1/2" iron rod set with a TEXAS DEPARTMENT OF TRANSPORTATION (TxDOT) aluminum cap to be replaced with a TxDOT Type II concrete monument after acquisition, in the proposed south right-of-way (ROW) line of U.S. Highway 290, 250.00 feet right of Engineer's Baseline Station 422+98.59, at the southeast corner of the herein described tract, same being in the northeast line of said Rodewald tract, and the west line of that certain tract of land described as 3.65 acres (Tract One) in a deed to Robert Hurst Rental Company, of record in Volume 5697, Page 2338, Deed Records, Travis County, Texas, from which point a concrete monument found in the southeast line of said Rodewald tract, and the northwest line of that certain tract of land described as 22.497 acres in a deed to Nancy Swenson Smith and Agnes Swenson Aldridge, of record in Volume 11995, Page 152, Real Property Records, Travis County, Texas, bears S56°56'44"E 260.19 feet and S16°03'40"W 22.25 feet;

- 1) THENCE, with the south line of this tract, and the proposed south ROW line of U.S. Highway 290, crossing said Rodewald tract, **S71°25'55"W 37.29 feet** to a 1/2" iron rod set with a TxDOT aluminum cap, 250.00 feet right of Engineer's Baseline Station 422+61.30, at the southwest corner of this tract, same being in the west line of said Rodewald tract, and the east line of that tract described as 9.000 acres in a deed to River City Rolloffs, Inc., of record in Document 2005111755, Official Public Records, Travis County, Texas, from which point a 1/2" iron rod found at the west corner of said Rodewald tract, bears S16°50'38"W 1110.51 feet;

EXHIBIT _____

- 2) THENCE, with the west line of this tract and said Rodewald tract, the east line of said River City Rolloffs tract, **N16°50'38"E 30.44 feet** to a 1/2" iron rod found at the north corner of this tract and said Rodewald tract, and the east corner of said River City Rolloffs tract, same being in the southwest line of said Hurst tract;
- 3) THENCE, with the northeast line of this tract and said Rodewald tract, and the southwest line of said Hurst tract, **S56°56'44"E** passing at **6.13 feet** a iron rod set with a TxDOT aluminum cap to be replaced with a TxDOT concrete monument to be set after acquisition, **230.00 feet** right of Engineer's Baseline Station 422+82.75 and continuing 25.51 feet for a total distance of **31.64 feet** to the POINT OF BEGINNING and containing 0.011 of one acre within these metes and bounds, more or less.

All bearings are based on the Texas State Plane Coordinate System, Central Zone, NAD83(93) HARN. All distances and coordinates were adjusted to surface using a combined scale factor of 1.00011.

ACCESS MAY BE PERMITTED TO AND FROM THE TRANSPORTATION FACILITY ACROSS THE PROPOSED RIGHT-OF-WAY LINE AS DESCRIBED HEREIN, BEING THE COMMON BOUNDARY LINE BETWEEN THE PROPOSED U.S. 290 HIGHWAY FACILITY AND THE REMAINDER OF THE ABUTTING PROPERTY.

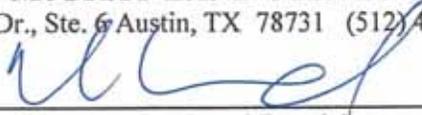
STATE OF TEXAS §
 § **KNOW ALL MEN BY THESE PRESENTS:**
COUNTY OF TRAVIS §

That I, Chris Conrad, a Registered Professional Land Surveyor, do hereby certify that the above description is true and correct to the best of my knowledge and belief and that the property described herein was determined by a survey made on the ground under my direction and supervision.

WITNESS MY HAND AND SEAL at Austin, Travis County, Texas, this the 3rd day of February, 2011 A.D.

SURVEYED BY:

McGRAY & McGRAY LAND SURVEYORS, INC.
3301 Hancock Dr., Ste. 6 Austin, TX 78731 (512) 451-8591



Chris Conrad, Reg. Professional Land Surveyor No. 5623

Note: There is a plat to accompany this description. US 290 P49B R2
Issued 5/22/09, 09/17/10; Revised 12/3/10, 02/03/11

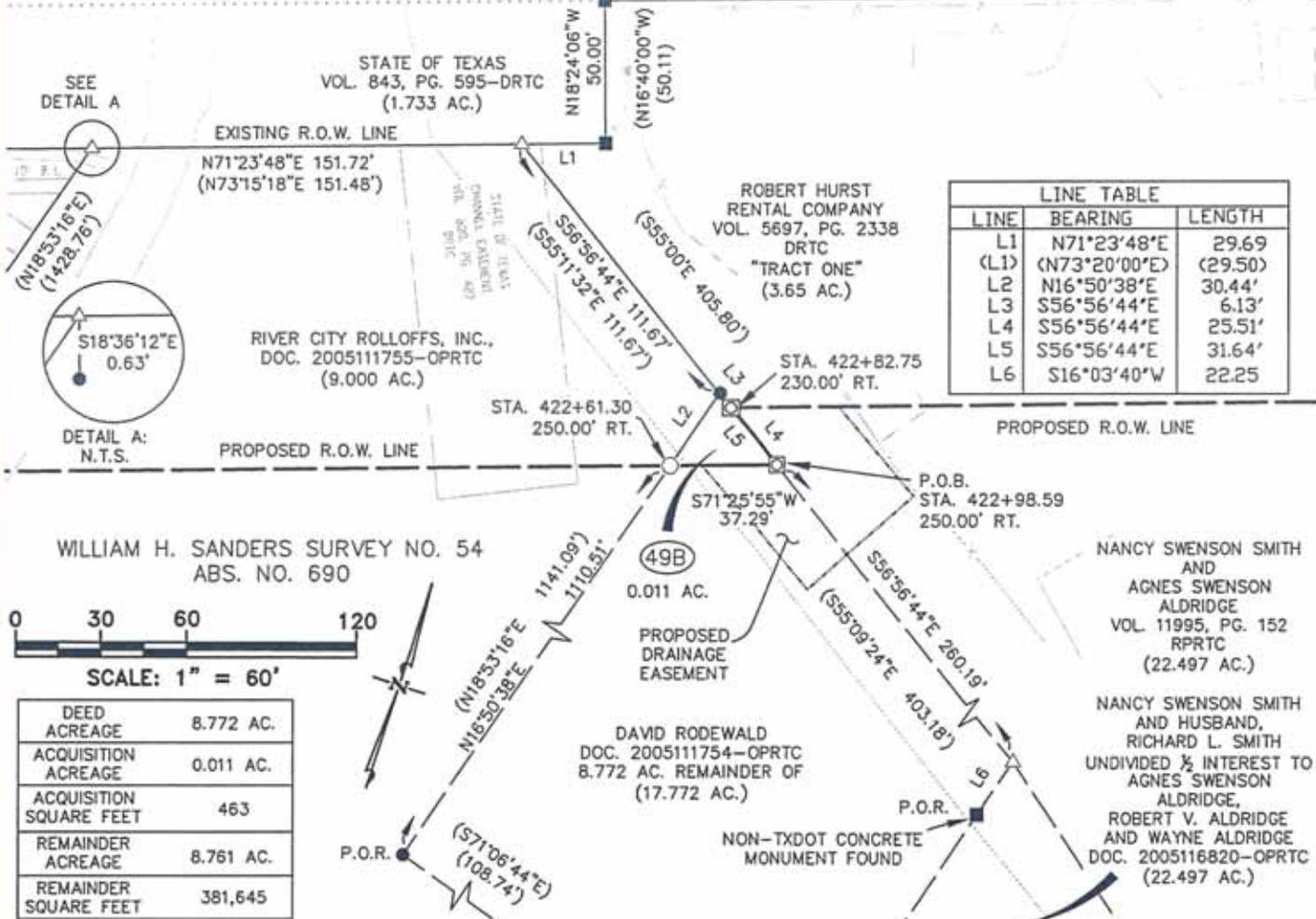


"EXHIBIT _____"

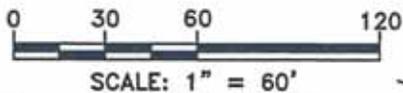
STATE OF TEXAS
VOL. 663, PG. 27-DRTC
(8.421 AC.)

U.S. HIGHWAY 290
(R.O.W. VARIES)

EXISTING R.O.W. LINE



| LINE TABLE | | |
|------------|---------------|---------|
| LINE | BEARING | LENGTH |
| L1 | N71°23'48"E | 29.69 |
| (L1) | (N73°20'00"E) | (29.50) |
| L2 | N16°50'38"E | 30.44' |
| L3 | S56°56'44"E | 6.13' |
| L4 | S56°56'44"E | 25.51' |
| L5 | S56°56'44"E | 31.64' |
| L6 | S16°03'40"W | 22.25' |



| | |
|-------------------------|-----------|
| DEED ACREAGE | 8.772 AC. |
| ACQUISITION ACREAGE | 0.011 AC. |
| ACQUISITION SQUARE FEET | 463 |
| REMAINDER ACREAGE | 8.761 AC. |
| REMAINDER SQUARE FEET | 381,645 |

- NOTES:
- 1) BEARINGS AND COORDINATES ARE BASED ON THE TEXAS STATE PLANE COORDINATE SYSTEM, CENTRAL ZONE, NAD83(93) HARN. ALL DISTANCES AND COORDINATES WERE ADJUSTED TO SURFACE USING A COMBINED SCALE FACTOR OF 1.00011.
 - 2) SEE PAGES 1, AND 2 OF 3 FOR A DESCRIPTION OF THIS PARCEL.
 - 3) IMPROVEMENTS SHOWN ARE TAKEN FROM TXDOT AERIAL SURVEY DIGITAL FILES.
 - 4) THIS SURVEY WAS DONE WITHOUT A TITLE REPORT OR EASEMENT SEARCH.
 - 5) ENGINEER'S BASELINE IS NOT THE SAME AS THE ORIGINAL SURVEY "CENTERLINE".
 - 6) ACCESS MAY BE PERMITTED TO AND FROM THE TRANSPORTATION FACILITY ACROSS THE PROPOSED RIGHT-OF-WAY LINE AS SHOWN HEREON, BEING THE COMMON BOUNDARY LINE BETWEEN THE PROPOSED U.S. 290 HIGHWAY FACILITY AND THE REMAINDER OF THE ADJUTING PROPERTY.

SURVEYED BY: MCGRAY & MCGRAY LAND SURVEYORS, INC.
3301 HANCOCK DR., STE 6, AUSTIN, TX 78731 512/451-8591

Chris Conrad

02/03/11

CHRIS CONRAD, REG. PROF. LAND SURVEYOR NO. 5623 DATE
SURVEYED ON GROUND UNDER MY DIRECT SUPERVISION

- LEGEND
- TXDOT TYPE I CONCRETE MONUMENT FOUND
 - ⊗ TXDOT TYPE II CONCRETE MONUMENT FOUND
 - ⊗ 1/2" IRON ROD SET WITH TXDOT ALUM. CAP TO BE REPLACED WITH A TXDOT TYPE II CONCRETE MONUMENT AFTER ACQUISITION
 - 1/2" IRON ROD SET WITH TXDOT ALUM. CAP
 - ⊙ IRON PIPE FOUND (SIZE NOTED)
 - 1/2" IRON ROD FOUND (UNLESS NOTED)
 - ▲ 60D NAIL FOUND
 - △ CALCULATED POINT
 - FENCE POST
 - N.T.S. NOT TO SCALE
 - (XXX) RECORD INFORMATION
 - P.O.B. POINT OF BEGINNING
 - P.O.R. POINT OF REFERENCE
 - ▬ ACCESS DENIAL LINE
 - PRTC PLAT RECORDS OF TRAVIS COUNTY
 - DRTC DEED RECORDS OF TRAVIS COUNTY
 - RPRTC REAL PROPERTY RECORDS OF TRAVIS COUNTY
 - OPRTC OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY



McGRAY & McGRAY
LAND SURVEYORS, INC.
3301 HANCOCK DRIVE #6
AUSTIN, TEXAS 78731
(512) 451-8591

PLAT OF 0.011 AC. OF LAND OUT OF THE WILLIAM H. SANDERS SURVEY NO. 54, ABSTRACT NO. 690, SAME BEING A PORTION OF THAT CERTAIN TRACT DESCRIBED AS 17.772 AC. IN A DEED TO DAVID RODEWALD, OF RECORD IN DOCUMENT 2005111754, OFFICIAL PUBLIC RECORDS, TRAVIS COUNTY, TEXAS.

TRAVIS COUNTY
U.S. 290
CSJ 0114-02-085
PARCEL 49B
PAGE 3 OF 3

FINAL CLOSURE PARCEL 49B US HIGHWAY 290

PARCEL 49B - SKETCH MAPCHECK

North: 10095918.1202 East: 3155042.7410
Course: S 71-25-55 W Distance: 37.29000
North: 10095906.2459 East: 3155007.3921
Course: N 16-50-38 E Distance: 30.44000
North: 10095935.3799 East: 3155016.2126
Course: S 56-56-44 E Distance: 31.64000
North: 10095918.1224 East: 3155042.7317

Perimeter: 99.37000

Area: 462.50895 0.01062 acres
Mathematical Closure - (Uses Survey Units)
Error of Closure: 0.009565 Course: S 76-47-43 E
Precision 1: 10388.45

PARCEL 49B - STRIPMAP MAPCHECK

North: 10093797.9211 East: 3155731.6416
Course: S 71-25-55 W Distance: 37.29000
North: 10093786.0469 East: 3155696.2927
Course: N 16-50-38 E Distance: 30.44000
North: 10093815.1809 East: 3155705.1132
Course: S 56-56-44 E Distance: 31.64000
North: 10093797.9233 East: 3155731.6323

Perimeter: 99.37000

Area: 462.50895 0.01062 acres
Mathematical Closure - (Uses Survey Units)
Error of Closure: 0.009565 Course: S 76-47-43 E
Precision 1: 10388.45

PARCEL 49B - DESCRIPTION MAPCHECK

North: 10093246.4985 East: 3159170.6601
Course: S 71-25-55 W Distance: 37.29000
North: 10093234.6242 East: 3159135.3112
Course: N 16-50-38 E Distance: 30.44000
North: 10093263.7582 East: 3159144.1316
Course: S 56-56-44 E Distance: 31.64000
North: 10093246.5006 East: 3159170.6508

Perimeter: 99.37000

Area: 462.50895 0.01062 acres
Mathematical Closure - (Uses Survey Units)
Error of Closure: 0.009565 Course: S 76-47-43 E
Precision 1: 10388.45

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

RESOLUTION NO. 11-053

**RESOLUTION AUTHORIZING ACQUISITION OF PROPERTY RIGHTS BY
AGREEMENT OR CONDEMNATION OF CERTAIN PROPERTY IN TRAVIS
COUNTY FOR THE US 290 EAST TOLL PROJECT
(Parcel 50)**

WHEREAS, pursuant to and under the authority of Subchapter E, Chapter 370, Texas Transportation Code and other applicable law, the Central Texas Regional Mobility Authority (“CTRMA”) has found and determined that to promote the public safety, to facilitate the safety and movement of traffic, and to preserve the financial investment of the public in its roadways and the roadways of the State of Texas, public convenience and necessity requires acquisition of fee simple title to that certain 1.837 acre parcel of real estate and a 0.037 acre drainage easement described by metes and bounds in Exhibit “A” to this Resolution (the “Subject Property”), owned by Robert Hurst Rental Company, (the “Owner”), located at 9721 US Hwy 290E in Travis County, for the construction, reconstruction, maintaining, widening, straightening, lengthening, and operating of the US 290 East Toll Project (the “Project”), as a part of the improvements to the Project, but excluding all the oil, gas, and sulphur which can be removed from beneath the Subject Property, without any right whatever remaining to the owner of such oil, gas, and sulphur of ingress to or egress from the surface of the Subject Property for the purpose of exploring, developing, or mining of the same, and that such constructing, reconstructing, maintaining, widening, straightening, lengthening, and operating of the Project shall extend across and upon, and will cross, run through, and be upon the Subject Property; and

WHEREAS, an independent, professional appraisal report of the Subject Property has been submitted to the CTRMA, and an amount has been established to be just compensation for the property rights to be acquired; and

WHEREAS, the Executive Director of the CTRMA, through agents employed or contracted with the CTRMA, has transmitted an official written offer to the Owner, based on the amount determined to be just compensation, and has entered into good faith negotiations with the Owner of the Subject Property to acquire the Subject Property; and

WHEREAS, as of the date of this Resolution, the Executive Director and the Owner have failed to agree on the amount determined to be just compensation and damages, if any, due to said Owner for the Subject Property; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the CTRMA that the Executive Director is specifically authorized and directed to acquire the Subject Property and all leasehold interests in the Subject Property for the Project by agreement,

subject to approval of the purchase contract by the Board of Directors of the CTRMA;
and

BE IT FURTHER RESOLVED that the Executive Director is specifically authorized to negotiate and execute, if possible, a possession and use agreement in such form as is acceptable to the Executive Director and for consideration in an amount not to exceed ninety percent (90%) of the purchase price set forth in the official written offer to purchase the Subject Property previously transmitted to the Owner; and

BE IT FURTHER RESOLVED that the Executive Director is specifically authorized to negotiate and execute, if possible, a purchase contract for consideration in an amount not to exceed the purchase price set forth in the official written offer to purchase the Subject Property previously transmitted to the Owner; and

BE IT FURTHER RESOLVED that at such time as the Executive Director concludes that further negotiations with Owner to acquire the Subject Property by agreement would be futile, the Executive Director or his designee is hereby authorized and directed to file or cause to be filed a suit in eminent domain to acquire the property interests for the aforesaid purposes against the Owner and the owners of any interest in, and the holders of any lien secured by, the Subject Property, the Subject Property described in the attached Exhibit "A" to this Resolution; and

BE IT FURTHER RESOLVED that the Executive Director or his designee is hereby authorized and directed to incur such expenses and to employ such experts as he shall deem necessary to assist in the prosecution of such suit in eminent domain, including, but not limited to, appraisers, engineers, and land use planners.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 27th day of April, 2011.

Submitted and reviewed by:



Andrew Martin, General Counsel
Central Texas Regional Mobility Authority

Approved:



James H. Mills
Vice Chairman,
Board of Directors
Resolution Number 11-053
Date Passed: 04/27/11

Exhibit "A" to Resolution 11-053

Description of Parcel 50

EXHIBIT ____

County: Travis
Parcel No.: 50
Highway: U.S. Highway 290
Project Limits: From: E of US 183
To: E of SH 130
Right of Way CSJ: 0114-02-085

PROPERTY DESCRIPTION FOR PARCEL 50

DESCRIPTION OF 1.837 ACRES (80,008 SQUARE FEET) OF LAND OUT OF THE WILLIAM H. SANDERS SURVEY NO. 54, ABSTRACT NO. 690, IN AUSTIN, TRAVIS COUNTY, TEXAS, SAME BEING A PORTION OF THAT CERTAIN TRACT OF LAND DESCRIBED AS 3.65 ACRES (TRACT ONE) AND 2.50 ACRES (TRACT TWO) IN A DEED TO ROBERT HURST RENTAL COMPANY, OF RECORD IN VOLUME 5697, PAGE 2338, DEED RECORDS, TRAVIS COUNTY, TEXAS; SAID 1.837 ACRES OF LAND BEING MORE PARTICULARLY DESCRIBED IN TWO (2) PARTS, BY METES AND BOUNDS AS FOLLOWS:

PART 1- 1.496 ACRES (65,144 square feet)

BEGINNING at a 1/2" iron rod set with a TEXAS DEPARTMENT OF TRANSPORTATION (TxDOT) aluminum cap, in the proposed south right-of-way (ROW) line of U.S. Highway 290, being the beginning of this Access Denial Line, 230.00 feet right of Engineer's Baseline Station 426+91.32, at the southeast corner of the herein described tract, same being in the east line of said Hurst Tract One, and the west line of that certain tract of land described as 0.501 of one acre in a deed to Daniel Perez, of record in Document 2002081840, Official Public Records, Travis County, Texas, from which point a 3/4" iron rod found at the south corner of said Hurst tract, and the southwest corner of that certain tract of land described as 2.50 acres (Tract Two) in said Hurst deed, same being at an angle point in the north line of that certain tract of land described as 22.497 acres in a deed to Nancy Swenson Smith and Agnes Swenson Aldridge, of record in Volume 11995, Page 152, Real Property Records, Travis County, Texas bears S10°54'43"E 489.96 feet;

EXHIBIT ____

- 1) THENCE, with said Access Denial Line, with the south line of this tract and the proposed south ROW line of U.S. Highway 290, crossing said Hurst Tract One, **S71°25'55"W 137.09 feet** to a 1/2" iron rod set with a TxDOT aluminum cap stamped "ADL", at the end of said Access Denial Line, 230.00 feet right of Engineer's Baseline Station 425+54.22;
- 2) THENCE, **S71°25'55"W 271.48 feet** to a 1/2" iron rod set with a TxDOT aluminum cap to be replaced with a TxDOT Type II concrete monument after acquisition, 230.00 feet right of Engineer's Baseline Station 422+82.75, at the southwest corner of this tract, same being in the southwest line of said Hurst Tract One, and the northeast line of that certain tract of land described as 17.772 acres in a deed to David Rodewald, of record in Document No. 2005111754, Official Public Records, Travis County, Texas, from which point a non TxDOT concrete monument found in the southeast line of said Rodewald tract, and the northwest line of said Smith tract, bears S56°56'44"E 285.70 feet and S16°03'40"W 22.25 feet;
- 3) THENCE, with the southwest line of this tract and said Hurst Tract One, and the northeast line of said Rodewald tract, continuing with the northeast line of that tract described as 9.00 acres in a deed to River City Rolloffs, Inc., of record in Document No. 2005111755, Official Public Records, Travis County, Texas, **N56°56'44"W 117.80 feet** to a calculated point at the west corner of this tract and said Hurst Tract One, and the northeast corner of said River City Rolloffs tract, same being in the existing south ROW line of U.S. Highway 290, and the south line of that certain tract of land described as 1.733 acres in a deed to the State of Texas, of record in Volume 843, Page 595, Deed Records, Travis County, Texas;
- 4) THENCE, with the north line of this tract and said Hurst Tract One, the existing south ROW line of U.S Highway 290, and the south line of said 1.733 acre State of Texas tract, **N71°23'48"E 29.69 feet** to a TxDOT Type I concrete monument found at an angle point in the north line of this tract and said Hurst Tract One, and at an angle point in the existing south ROW line of U.S. Highway 290, same being the southeast corner of said 1.733 acre State of Texas tract;

EXHIBIT ____

- 5) THENCE, continuing with the north line of this tract and said Hurst Tract One, the existing south ROW line of U.S. Highway 290, and the east line of said 1.733 acre State of Texas tract, **N18°24'06"W 50.00 feet** to a TxDOT Type I concrete monument found at the northwest corner of this tract and said Hurst Tract One, and the northeast corner of said 1.733 acre State of Texas tract, and being an angle point in the existing south ROW line of U.S. Highway 290, same being in the south line of that certain tract of land described as 8.421 acres in a deed to the State of Texas, of record in Volume 663, Page 27, Deed Records, Travis County, Texas;
- 6) THENCE, continuing with the north line of this tract and said Hurst Tract One, the existing south ROW line of U.S. Highway 290, and the south line of said 8.421 acre State of Texas tract, **N71°23'48"E 471.05 feet** to a calculated point at the northeast corner of this tract and said Hurst Tract One, same being the northwest corner of said Perez tract;
- 7) THENCE, with the east line of this tract and said Hurst Tract One, and the west line of said Perez tract, **S10°54'43"E**, at 0.39 feet passing a 1" iron pipe found, in all a total distance of **143.94 feet** to the POINT OF BEGINNING and containing 1.496 acres within these metes and bounds, more or less.

PART 2- 0.341 OF ONE ACRE (14,864 square feet)

BEGINNING at a 1/2" iron rod set with a TEXAS DEPARTMENT OF TRANSPORTATION (TxDOT) aluminum cap in the proposed south right-of-way (ROW) line of U.S. Highway 290, being the beginning of this Access Denial Line, 230.00 feet right of Engineer's Baseline Station 428+99.94, at the southeast corner of the herein described tract, same being in the east line of said Hurst Tract Two, and the west line of that certain tract of land described as 22.497 acres in a deed to Nancy Swenson Smith and Agnes Swenson Aldridge, of record in Volume 11995, Page 152, Real Property Records, Travis County, Texas, from which point a 1/2" iron rod found at the southeast corner of said Hurst Tract Two, and at an interior ell corner of said Smith tract bears S10°52'58"E 488.41 feet, and from which point of beginning a 3/4" iron rod found at the southwest corner of said Hurst Tract Two tract, being at an angle point in a north line of said Smith tract bears S10°52'58"E 488.41 feet and S70°59'59"W 208.59 feet;

EXHIBIT _____

- 8) THENCE, along said Access Denial Line, with the south line of this tract and the proposed south ROW line of U.S. Highway 290, crossing said Hurst Tract Two, **S71°25'55"W 103.98 feet** to a 1/2" iron rod set with a TxDOT aluminum cap, at the end of said Access Denial Line, 230.00 feet right of Engineer's Baseline Station 427+95.96, at the southwest corner of this tract, same being in the west line of said Hurst Tract Two, and the east line of that certain tract of land described as 0.501 of one acre of land in a deed to Daniel Perez, of record in Document 2002081840, Official Public Records, Travis County, Texas;
- 9) THENCE, with the west line of this tract, and said Hurst Tract Two, and the east line of said Perez tract, **N10°59'35"W**, at 143.82 passing a 1/2" iron rod found, in all a total distance of **143.98 feet** to a calculated point at the northwest corner of this tract, and said Hurst Tract Two, and the northeast corner of said Perez tract, same being in the existing south ROW line of U.S. Highway 290, and the south line of that certain tract of land described as 8.421 acres in a deed to the State of Texas, of record in Volume 663, Page 27, Deed Records, Travis County, Texas;
- 10) THENCE, with the north line of this tract, and said Hurst Tract Two, the existing south ROW line of U.S Highway 290, and the south line of said 8.421 acre State of Texas tract, **N71°23'48"E 104.27 feet** to a calculated point at the northeast corner of this tract, and said Hurst Tract Two, and the northwest corner of said Smith tract, from which point a 1" iron pipe found bears **N10°52'58"W 0.26 feet**;
- 11) THENCE, with the east line of this tract, and said Hurst Tract Two, and the west line of said Smith tract **S10°52'58"E**, passing at 141.42 feet a 1/2" iron rod set with a TxDOT aluminum cap, 227.36 feet right of Engineer's Baseline Station 429+00.30, in all a total distance of **144.08 feet** to the POINT OF BEGINNING and containing 0.341 of one acre within these metes and bounds, more or less.

EXHIBIT ____

All bearings are based on the Texas State Plane Coordinate System, Central Zone, NAD83(93) HARN. All distances and coordinates were adjusted to surface using a combined scale factor of 1.00011.

ACCESS WILL BE DENIED TO AND FROM THE TRANSPORTATION FACILITY ACROSS THE EXISTING RIGHT-OF-WAY LINE WITHIN THE LIMITS OF THE PROPOSED "ACCESS DENIAL LINE" AS DESCRIBED HEREIN, BEING A PORTION OF THE COMMON BOUNDARY LINE BETWEEN THE PROPOSED U.S. 290 HIGHWAY FACILITY AND THE ABUTTING PROPERTY.

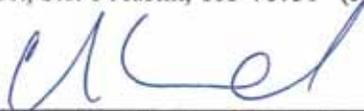
STATE OF TEXAS §
 § KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF TRAVIS §

That I, Chris Conrad, a Registered Professional Land Surveyor, do hereby certify that the above description is true and correct to the best of my knowledge and belief and that the property described herein was determined by a survey made on the ground under my direction and supervision.

WITNESS MY HAND AND SEAL at Austin, Travis County, Texas, this the 3rd day of December, 2010 A.D.

SURVEYED BY:

McGRAY & McGRAY LAND SURVEYORS, INC.
3301 Hancock Dr., Ste. 6 Austin, TX 78731 (512) 451-8591



Chris Conrad, Reg. Professional Land Surveyor No. 5623

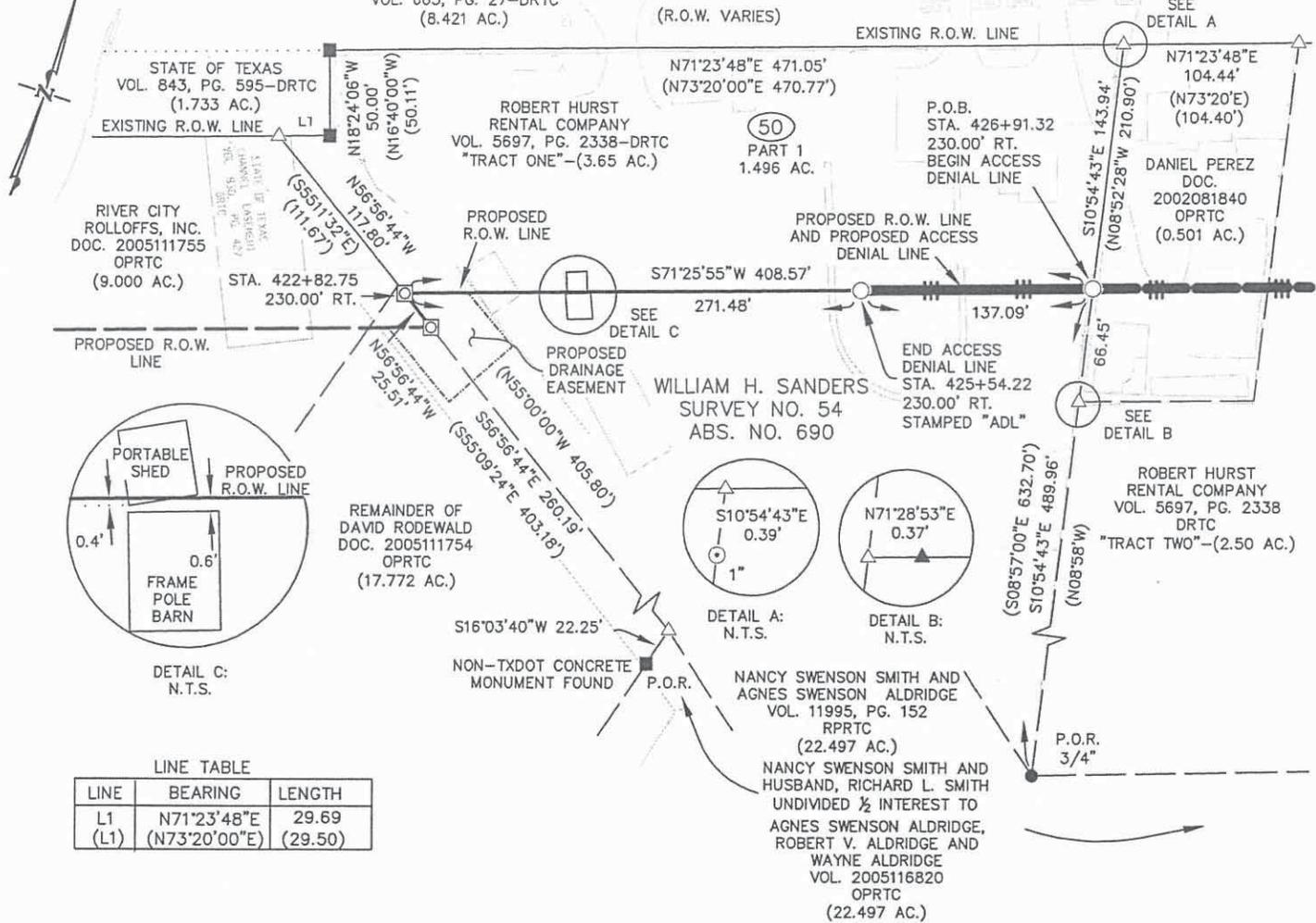
Note: There is a plat to accompany this description. US 290 P50 R6
Issued 02/02/07, Rev 03/20/07, 04/01/09, 09/17/10, 12/3/10





SCALE: 1" = 100'

STATE OF TEXAS VOL. 663, PG. 27-DRTC (8.421 AC.) U.S. HIGHWAY 290 (R.O.W. VARIES)



LINE TABLE

| LINE | BEARING | LENGTH |
|------|---------------|---------|
| L1 | N71°23'48"E | 29.69 |
| (L1) | (N73°20'00"E) | (29.50) |

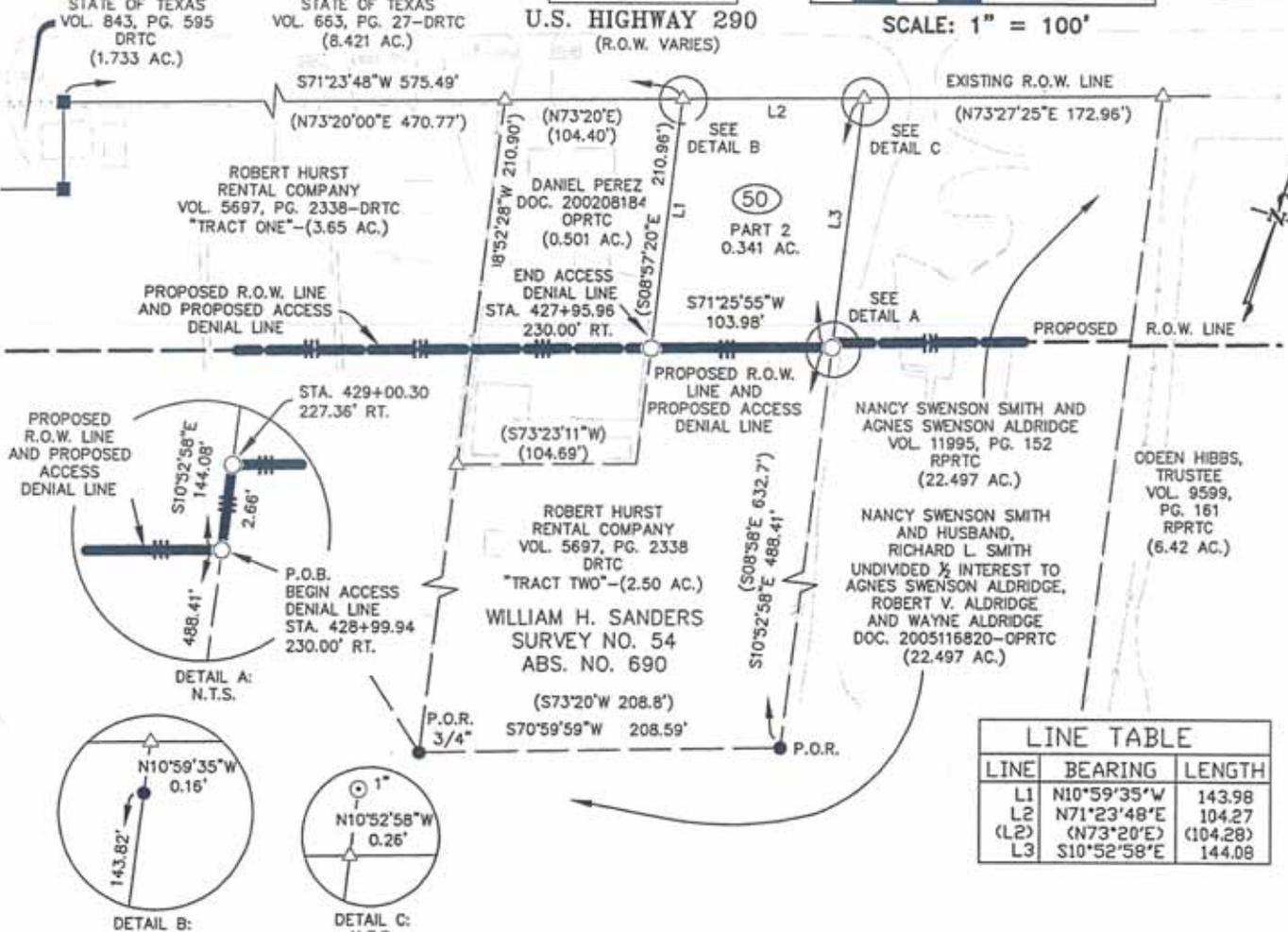
| | |
|--------------------------------|-----------|
| DEED ACREAGE | 6.15 AC. |
| ACQUISITION ACREAGE PART 1 | 1.496 AC. |
| ACQUISITION SQUARE FEET PART 1 | 65,144 |
| ACQUISITION ACREAGE PART 2 | 0.341 AC. |
| ACQUISITION SQUARE FEET PART 2 | 14,864 |
| TOTAL ACQUISITION ACREAGE | 1.837 AC. |
| TOTAL ACQUISITION SQUARE FEET | 80,008 |
| REMAINDER ACREAGE | 4.313 AC. |
| REMAINDER SQUARE FEET | 187,886 |

- LEGEND**
- TXDOT TYPE I CONCRETE MONUMENT FOUND
 - TXDOT TYPE II CONCRETE MONUMENT FOUND
 - ⊠ 1/2" IRON ROD SET WITH TXDOT ALUM. CAP TO BE REPLACED WITH A TXDOT TYPE II CONCRETE MONUMENT AFTER ACQUISITION
 - 1/2" IRON ROD SET WITH TXDOT ALUM. CAP
 - ⊙ IRON PIPE FOUND (SIZE NOTED)
 - 1/2" IRON ROD FOUND (UNLESS NOTED)
 - ▲ 60D NAIL FOUND
 - △ CALCULATED POINT
 - FENCE POST
 - N.T.S. NOT TO SCALE
 - (XXX) RECORD INFORMATION
 - P.O.B. POINT OF BEGINNING
 - P.O.R. POINT OF REFERENCE
 - ▬ ACCESS DENIAL LINE
 - PRTC PLAT RECORDS OF TRAVIS COUNTY
 - DRTC DEED RECORDS OF TRAVIS COUNTY
 - RPRTC REAL PROPERTY RECORDS OF TRAVIS COUNTY
 - OPRTC OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY

McGRAY & McGRAY
LAND SURVEYORS, INC.
3301 HANCOCK DRIVE #6
AUSTIN, TEXAS 78731
(512) 451-8591

PLAT OF 1.496 AC. OF LAND OUT OF THE WILLIAM H. SANDERS SURVEY NO. 54, ABSTRACT NO. 690, BEING A PORTION OF THAT CERTAIN TRACT OF LAND DESCRIBED AS 3.65 AC. (TRACT ONE) IN A DEED TO ROBERT HURST RENTAL COMPANY, OF RECORD IN VOLUME 5697, PAGE 2338, DEED RECORDS, TRAVIS COUNTY, TEXAS.

TRAVIS COUNTY
U.S. 290
CSJ 0114-02-085
PARCEL 50
PART 1
PAGE 6 OF 7



| LINE TABLE | | |
|------------|-------------|----------|
| LINE | BEARING | LENGTH |
| L1 | N10°59'35"W | 143.98 |
| L2 | N71°23'48"E | 104.27 |
| (L2) | (N73°20'E) | (104.28) |
| L3 | S10°52'58"E | 144.08 |

- NOTES:
- 1) BEARINGS AND COORDINATES ARE BASED ON THE TEXAS STATE PLANE COORDINATE SYSTEM, CENTRAL ZONE, NAD83(93) HARN. ALL DISTANCES AND COORDINATES WERE ADJUSTED TO SURFACE USING A COMBINED SCALE FACTOR OF 1.00011.
 - 2) SEE PAGES 1, 2, 3, 4 AND 5 OF 7 FOR A DESCRIPTION OF THIS PARCEL.
 - 3) IMPROVEMENTS SHOWN ARE TAKEN FROM TXDOT AERIAL SURVEY DIGITAL FILES.
 - 4) THIS SURVEY WAS DONE WITHOUT A TITLE REPORT OR EASEMENT SEARCH.
 - 5) ENGINEER'S BASELINE IS NOT THE SAME AS THE ORIGINAL SURVEY "CENTERLINE".
 - 6) ACCESS WILL BE DENIED TO AND FROM THE TRANSPORTATION FACILITY ACROSS THE PROPOSED RIGHT-OF-WAY LINE AND THE PROPOSED "ACCESS DENIAL LINE" AS SHOWN HEREON, BEING THE ENTIRE COMMON BOUNDARY LINE BETWEEN THE PROPOSED U.S. 290 HIGHWAY FACILITY AND THE REMAINDER OF THE ABUTTING PROPERTY.

LEGEND

- TXDOT TYPE I CONCRETE MONUMENT FOUND
- ⊙ TXDOT TYPE II CONCRETE MONUMENT FOUND
- ⊠ 1/2" IRON ROD SET WITH TXDOT ALUM. CAP TO BE REPLACED WITH A TXDOT TYPE II CONCRETE MONUMENT AFTER ACQUISITION
- 1/2" IRON ROD SET WITH TXDOT ALUM. CAP IRON PIPE FOUND (SIZE NOTED)
- 1/2" IRON ROD FOUND (UNLESS NOTED)
- ▲ 60D NAIL FOUND
- △ CALCULATED POINT
- FENCE POST
- N.T.S. NOT TO SCALE
- (XXX) RECORD INFORMATION
- P.O.B POINT OF BEGINNING
- P.O.R. POINT OF REFERENCE
- ACCESS DENIAL LINE
- PRTC PLAT RECORDS OF TRAVIS COUNTY
- DRTC DEED RECORDS OF TRAVIS COUNTY
- RPRTC REAL PROPERTY RECORDS OF TRAVIS COUNTY
- OPRTC OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY



SURVEYED BY: MCGRAY & MCGRAY LAND SURVEYORS, INC.
3301 HANCOCK DR., STE 6, AUSTIN, TX 78731 512/451-8591

12/03/10

CHRIS CONRAD, REG. PROF. LAND SURVEYOR NO. 5623 DATE
SURVEYED ON GROUND UNDER MY DIRECT SUPERVISION

McGRAY & McGRAY
LAND SURVEYORS, INC.
3301 HANCOCK DRIVE #6
AUSTIN, TEXAS 78731
(512) 451-8591

PLAT OF 0.341 AC. OF LAND OUT OF THE WILLIAM H. SANDERS SURVEY NO. 54, ABSTRACT NO. 690, SAME BEING A PORTION OF THAT CERTAIN TRACT OF LAND DESCRIBED AS 2.50 AC. (TRACT TWO) IN A DEED TO ROBERT HURST RENTAL COMPANY, OF RECORD IN VOLUME 5697, PAGE 2338, DEED RECORDS, TRAVIS COUNTY, TEXAS

TRAVIS COUNTY
U.S. 290
CSJ 0114-02-085
PARCEL 50
PART 2
PAGE 7 OF 7

FINAL CLOSURE PARCEL 50 PART 1 US HIGHWAY 290

PARCEL 50 PART 1 – SKETCH MAPCHECK

North: 10096941.6014 East: 3154221.3431
Course: S 71-25-55 W Distance: 408.57000
North: 10096811.5001 East: 3153834.0408
Course: N 56-56-44 W Distance: 117.80000
North: 10096875.7524 East: 3153735.3064
Course: N 71-23-48 E Distance: 29.69000
North: 10096885.2240 East: 3153763.4451
Course: N 18-24-06 W Distance: 50.00000
North: 10096932.6673 East: 3153747.6613
Course: N 71-23-48 E Distance: 471.05000
North: 10097082.9391 East: 3154194.0988
Course: S 10-54-43 E Distance: 143.94000
North: 10096941.6016 East: 3154221.3467

Perimeter: 1221.05000

Area: 65144.11448 1.49550 acres
Mathematical Closure - (Uses Survey Units)
Error of Closure: 0.003580 Course: S 86-34-23 W
Precision 1: 341037.07

PARCEL 50 PART 1 – STRIPMAP MAPCHECK

North: 10098544.5787 East: 3152188.5725
Course: S 71-25-55 W Distance: 408.57000
North: 10098414.4774 East: 3151801.2702
Course: N 56-56-44 W Distance: 117.80000
North: 10098478.7297 East: 3151702.5358
Course: N 71-23-48 E Distance: 29.69000
North: 10098488.2012 East: 3151730.6745
Course: N 18-24-06 W Distance: 50.00000
North: 10098535.6446 East: 3151714.8907
Course: N 71-23-48 E Distance: 471.05000
North: 10098685.9163 East: 3152161.3282
Course: S 10-54-43 E Distance: 143.94000
North: 10098544.5789 East: 3152188.5761

Perimeter: 1221.05000

Area: 65144.11448 1.49550 acres
Mathematical Closure - (Uses Survey Units)
Error of Closure: 0.003580 Course: S 86-34-23 W
Precision 1: 341037.07

PARCEL 50 – DESCRIPTION MAPCHECK

North: 10098475.3480 East: 3154760.0166
Course: S 71-25-55 W Distance: 408.57000
North: 10098345.2467 East: 3154372.7143

FINAL CLOSURE PARCEL 50 PART 1 US HIGHWAY 290

PARCEL 50 – DESCRIPTION MAPCHECK (cont.)

Course: N 56-56-44 W Distance: 117.80000
North: 10098409.4990 East: 3154273.9799
Course: N 71-23-48 E Distance: 29.69000
North: 10098418.9706 East: 3154302.1186
Course: N 18-24-06 W Distance: 50.00000
North: 10098466.4139 East: 3154286.3348
Course: N 71-23-48 E Distance: 471.05000
North: 10098616.6857 East: 3154732.7724
Course: S 10-54-43 E Distance: 143.94000
North: 10098475.3482 East: 3154760.0202

Perimeter: 1221.05000

Area: 65144.11448 1.49550 acres
Mathematical Closure - (Uses Survey Units)
Error of Closure: 0.003580 Course: S 86-34-23 W
Precision 1: 341037.07

FINAL CLOSURE PARCEL 50 PART 2 US HIGHWAY 290

PARCEL 50 PART 2 – SKETCH MAPCHECK

North: 10097072.5098 East: 3154753.2236
Course: S 71-25-55 W Distance: 103.98000
North: 10097039.3994 East: 3154654.6561
Course: N 10-59-35 W Distance: 143.98000
North: 10097180.7374 East: 3154627.2006
Course: N 71-23-48 E Distance: 104.27000
North: 10097214.0011 East: 3154726.0225
Course: S 10-52-58 E Distance: 144.08000
North: 10097072.5123 East: 3154753.2248

Perimeter: 496.31000

Area: 14863.93277 0.34123 acres
Mathematical Closure - (Uses Survey Units)
Error of Closure: 0.002712 Course: S 27-08-02 W
Precision 1: 183007.58

PARCEL 50 PART 2 – STRIPMAP MAPCHECK

North: 10097586.7160 East: 3153525.2221
Course: S 71-25-55 W Distance: 103.98000
North: 10097553.6055 East: 3153426.6547
Course: N 10-59-35 W Distance: 143.98000
North: 10097694.9436 East: 3153399.1991
Course: N 71-23-48 E Distance: 104.27000
North: 10097728.2072 East: 3153498.0210
Course: S 10-52-58 E Distance: 144.08000
North: 10097586.7184 East: 3153525.2234

Perimeter: 496.31000

Area: 14863.93277 0.34123 acres
Mathematical Closure - (Uses Survey Units)
Error of Closure: 0.002712 Course: S 27-08-02 W
Precision 1: 183007.58

PARCEL 50 PART 2 – DESCRIPTION MAPCHECK

North: 10097077.2812 East: 3154110.4165
Course: S 71-25-55 W Distance: 103.98000
North: 10097044.1708 East: 3154011.8490
Course: N 10-59-35 W Distance: 143.98000
North: 10097185.5088 East: 3153984.3935
Course: N 71-23-48 E Distance: 104.27000
North: 10097218.7724 East: 3154083.2153
Course: S 10-52-58 E Distance: 144.08000
North: 10097077.2836 East: 3154110.4177

FINAL CLOSURE PARCEL 50 PART 2 US HIGHWAY 290

PARCEL 50 PART 2 – DESCRIPTION MAPCHECK (cont.)

Perimeter: 496.31000

Area: 14863.93277 0.34123 acres

Mathematical Closure - (Uses Survey Units)

Error of Closure: 0.002712 Course: S 27-08-02 W

Precision 1: 183007.58

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

RESOLUTION NO. 11-054

**RESOLUTION AUTHORIZING ACQUISITION OF PROPERTY RIGHTS BY
AGREEMENT OR CONDEMNATION OF CERTAIN PROPERTY IN TRAVIS
COUNTY FOR THE US 290 EAST TOLL PROJECT
(Parcel 57)**

WHEREAS, pursuant to and under the authority of Subchapter E, Chapter 370, Texas Transportation Code and other applicable law, the Central Texas Regional Mobility Authority (“CTRMA”) has found and determined that to promote the public safety, to facilitate the safety and movement of traffic, and to preserve the financial investment of the public in its roadways and the roadways of the State of Texas, public convenience and necessity requires acquisition of fee simple title to that certain 0.184 acres described by metes and bounds in Exhibit “A” to this Resolution (the “Subject Property”), owned by Applied Materials, Inc., (the “Owner”), located at the northeast corner of US Hwy 290E and Harris Branch Parkway in Travis County, for the construction, reconstruction, maintaining, widening, straightening, lengthening, and operating of the US 290 East Toll Project (the “Project”), as a part of the improvements to the Project, but excluding all the oil, gas, and sulphur which can be removed from beneath the Subject Property, without any right whatever remaining to the owner of such oil, gas, and sulphur of ingress to or egress from the surface of the Subject Property for the purpose of exploring, developing, or mining of the same, and that such constructing, reconstructing, maintaining, widening, straightening, lengthening, and operating of the Project shall extend across and upon, and will cross, run through, and be upon the Subject Property; and

WHEREAS, an independent, professional appraisal report of the Subject Property has been submitted to the CTRMA, and an amount has been established to be just compensation for the property rights to be acquired; and

WHEREAS, the Executive Director of the CTRMA, through agents employed or contracted with the CTRMA, has transmitted an official written offer to the Owner, based on the amount determined to be just compensation, and has entered into good faith negotiations with the Owner of the Subject Property to acquire the Subject Property; and

WHEREAS, as of the date of this Resolution, the Executive Director and the Owner have failed to agree on the amount determined to be just compensation and damages, if any, due to said Owner for the Subject Property; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the CTRMA that the Executive Director is specifically authorized and directed to acquire the Subject Property and all leasehold interests in the Subject Property for the Project by agreement, subject to approval of the purchase contract by the Board of Directors of the CTRMA; and

BE IT FURTHER RESOLVED that the Executive Director is specifically authorized to negotiate and execute, if possible, a possession and use agreement in such form as is acceptable to the Executive Director and for consideration in an amount not to exceed ninety percent (90%) of the purchase price set forth in the official written offer to purchase the Subject Property previously transmitted to the Owner; and

BE IT FURTHER RESOLVED that the Executive Director is specifically authorized to negotiate and execute, if possible, a purchase contract for consideration in an amount not to exceed the purchase price set forth in the official written offer to purchase the Subject Property previously transmitted to the Owner; and

BE IT FURTHER RESOLVED that at such time as the Executive Director concludes that further negotiations with Owner to acquire the Subject Property by agreement would be futile, the Executive Director or his designee is hereby authorized and directed to file or cause to be filed a suit in eminent domain to acquire the property interests for the aforesaid purposes against the Owner and the owners of any interest in, and the holders of any lien secured by, the Subject Property, the Subject Property described in the attached Exhibit "A" to this Resolution; and

BE IT FURTHER RESOLVED that the Executive Director or his designee is hereby authorized and directed to incur such expenses and to employ such experts as he shall deem necessary to assist in the prosecution of such suit in eminent domain, including, but not limited to, appraisers, engineers, and land use planners.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 27th day of April, 2011.

Submitted and reviewed by:



Andrew Martin, General Counsel
Central Texas Regional Mobility Authority

Approved:



James H. Mills
Vice Chairman,
Board of Directors
Resolution Number 11-054
Date Passed: 04/27/11

Exhibit "A" to Resolution 11-054

Description of Parcel 57

EXHIBIT ___

County: Travis
Parcel No.: 57
Highway: U.S. Highway 290
Project Limits: From: E of US 183
To: E of SH 130
Right of Way CSJ: 0114-02-085

PROPERTY DESCRIPTION FOR PARCEL 57

DESCRIPTION OF 0.184 OF ONE ACRE (8,004 SQ. FT.) OF LAND OUT OF THE WILLIAM H. SANDERS SURVEY NO. 54, ABSTRACT NO. 690, IN AUSTIN, TRAVIS COUNTY, TEXAS, SAME BEING A PORTION OF THAT CERTAIN TRACT OF LAND DESCRIBED AS 62.710 ACRES (TRACT 1) IN A DEED TO APPLIED MATERIALS, INC., OF RECORD IN VOLUME 12632, PAGE 2007, REAL PROPERTY RECORDS, TRAVIS COUNTY, TEXAS, SAID 0.184 OF ONE ACRE OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a 1/2" iron rod set with a TEXAS DEPARTMENT OF TRANSPORTATION (TxDOT) aluminum cap to be replaced with a TxDOT Type II concrete monument after acquisition, in the proposed north right-of-way (ROW) line of U.S. Highway 290, 320.30 feet left of Engineer's Baseline Station 443+95.54, at the north corner of the herein described tract, same being in the west line of said Applied Materials tract, and the existing east ROW line of Harris Branch Parkway, as described in a street deed to the City of Austin, of record in Volume 9992, Page 357, Real Property Records, Travis County, Texas, from which point a 1/2" iron rod found in the west line of said Applied Materials tract, and the existing east ROW line of Harris Branch Parkway bears N18°34'28"W 520.47 feet, and from which point of beginning a 1/2" iron rod found in the west line of said Applied Materials tract, and the existing east ROW line of Harris Branch Parkway, bears N18°34'28"W 520.47 feet, and along a curve whose intersection angle is 90°39'03", radius is 25.00 feet, the chord which bears N27°02'24"E 35.56 feet;

THENCE, with the north line of this tract, the proposed north ROW line of U.S. Highway 290 and crossing said Applied Materials tract, the following three (3) courses, numbered 1 through 3;

EXHIBIT ____

- 1) **S54°23'39"E 119.09 feet** to a 1/2" iron rod set with a TxDOT aluminum cap to be replaced with a TxDOT Type II concrete monument after acquisition, 223.74 feet left of Engineer's Baseline Station 444+65.24;
- 2) **N71°23'48"E 297.56 feet** to a 1/2" iron rod set with a TxDOT aluminum cap to be replaced with a TxDOT Type II concrete monument after acquisition, 223.93 feet left of Engineer's Baseline Station 447+62.80; and
- 3) **N74°21'40"E 193.36 feet** to a 1/2" iron rod set with a TxDOT aluminum cap to be replaced with a TxDOT Type II concrete monument after acquisition, 214.05 feet left of Engineer's Baseline Station 449+55.91, at the east corner of this tract, same being in the south line of said Applied Materials tract, and the existing north ROW line of U.S. Highway 290, and the east corner of that certain tract of land described as 0.22 of one acre in a deed to the City of Austin, of record in Volume 10769, Page 328, Real Property Records, Travis County, Texas;
- 4) THENCE, with the south line of this tract, and said Applied Materials tract, same being the existing north ROW line of U.S. Highway 290, and the north line of said 0.22 of one acre City of Austin tract, **S71°23'48"W 560.36 feet** to a calculated point at the southwest corner of this tract, and said Applied Materials tract, same being the northwest corner of said 0.22 of one acre City of Austin tract, also being in the existing east ROW line of Harris Branch Parkway;

EXHIBIT ____

5) THENCE, with the west line of this tract, and said Applied Materials tract, same being the existing east ROW line of Harris Branch Parkway, **N18°34'28"W**, at 0.53 feet passing a 1/2" iron rod found, in all a total distance of **106.60 feet** to the POINT OF BEGINNING and containing 0.184 of one acre within these metes and bounds, more or less.

All bearings are based on the Texas State Plane Coordinate System, Central Zone, NAD83(93) HARN. All distances and coordinates were adjusted to surface using a combined scale factor of 1.00011.

ACCESS MAY BE PERMITTED TO AND FROM THE TRANSPORTATION FACILITY ACROSS THE PROPOSED RIGHT-OF-WAY LINE AS DESCRIBED HEREIN, BEING THE COMMON BOUNDARY LINE BETWEEN THE PROPOSED U.S. 290 HIGHWAY FACILITY AND THE REMAINDER OF THE ABUTTING PROPERTY.

STATE OF TEXAS §
 § KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF TRAVIS §

That I, Chris Conrad, a Registered Professional Land Surveyor, do hereby certify that the above description is true and correct to the best of my knowledge and belief and that the property described herein was determined by a survey made on the ground under my direction and supervision.

WITNESS MY HAND AND SEAL at Austin, Travis County, Texas, this the 3rd day of December, 2010 A.D.

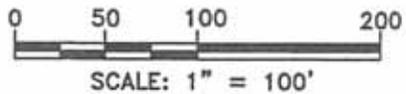
SURVEYED BY:

McGRAY & McGRAY LAND SURVEYORS, INC.
3301 Hancock Dr., Ste. 6 Austin, TX 78731 (512) 451-8591



Chris Conrad, Reg. Professional Land Surveyor No. 5623

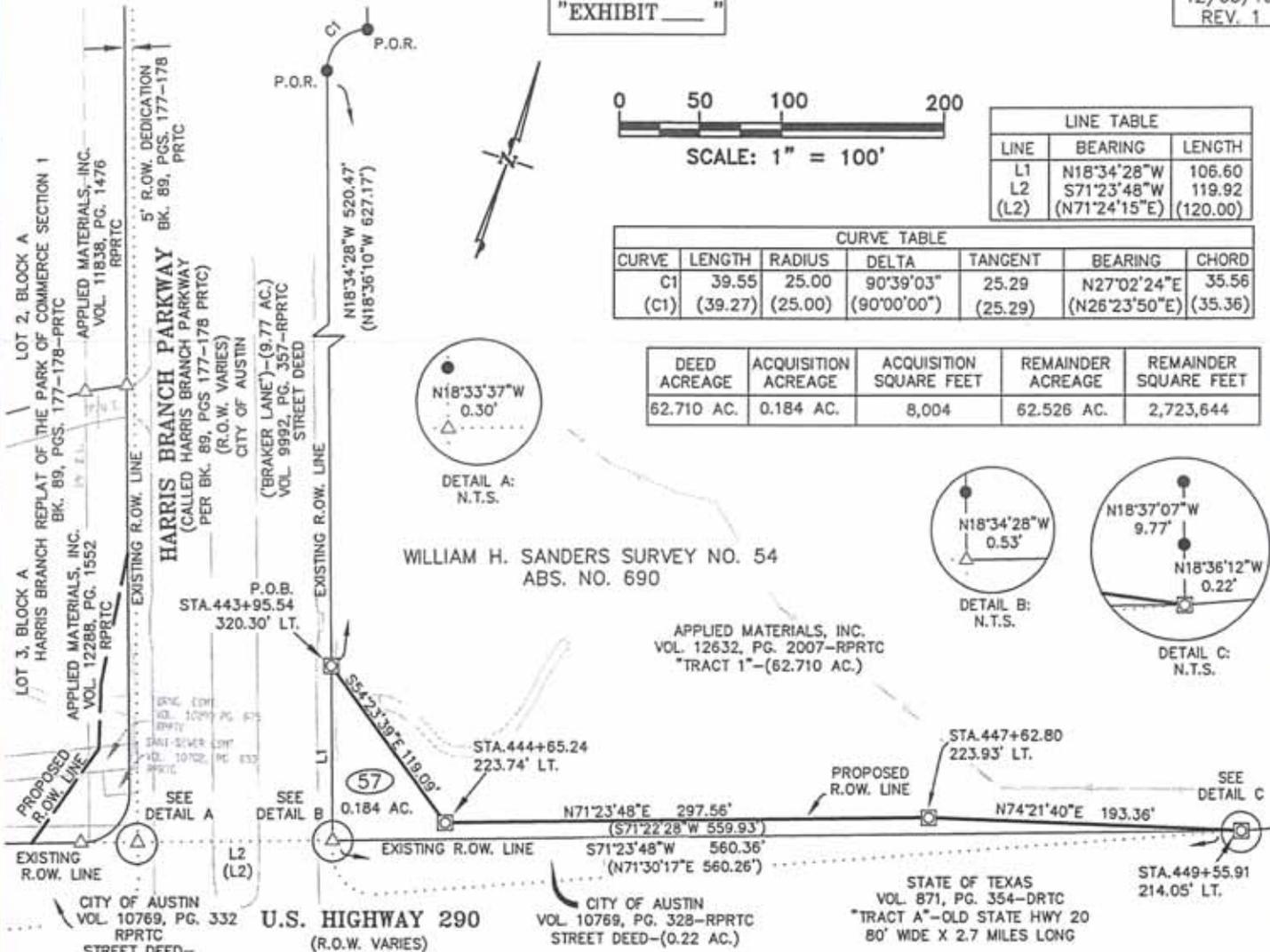
Note: There is a plat to accompany this description. US 290 P57 R5
Issued 12/01/06, Rev 03/20/07, 04/01/09, 10/20/10, 12/3/10



| LINE TABLE | | |
|------------|---------------|----------|
| LINE | BEARING | LENGTH |
| L1 | N18°34'28"W | 106.60 |
| L2 | S71°23'48"W | 119.92 |
| (L2) | (N71°24'15"E) | (120.00) |

| CURVE TABLE | | | | | | |
|-------------|---------|---------|-------------|---------|---------------|---------|
| CURVE | LENGTH | RADIUS | DELTA | TANGENT | BEARING | CHORD |
| C1 | 39.55 | 25.00 | 90°39'03" | 25.29 | N27°02'24"E | 35.56 |
| (C1) | (39.27) | (25.00) | (90°00'00") | (25.29) | (N26°23'50"E) | (35.36) |

| DEED ACREAGE | ACQUISITION ACREAGE | ACQUISITION SQUARE FEET | REMAINDER ACREAGE | REMAINDER SQUARE FEET |
|--------------|---------------------|-------------------------|-------------------|-----------------------|
| 62.710 AC. | 0.184 AC. | 8,004 | 62.526 AC. | 2,723,644 |



- NOTES:
- 1) BEARINGS AND COORDINATES ARE BASED ON THE TEXAS STATE PLANE COORDINATE SYSTEM, CENTRAL ZONE, NAD83(93) HARN. ALL DISTANCES AND COORDINATES WERE ADJUSTED TO SURFACE USING A COMBINED SCALE FACTOR OF 1.00011.
 - 2) SEE PAGES 1, 2, AND 3 OF 4 FOR A DESCRIPTION OF THIS PARCEL.
 - 3) IMPROVEMENTS SHOWN ARE TAKEN FROM TXDOT AERIAL SURVEY DIGITAL FILES.
 - 4) THIS SURVEY WAS DONE WITHOUT A TITLE REPORT OR EASEMENT SEARCH.
 - 5) ENGINEER'S BASELINE IS NOT THE SAME AS THE ORIGINAL SURVEY "CENTERLINE".
 - 6) ACCESS MAY BE PERMITTED TO AND FROM THE TRANSPORTATION FACILITY ACROSS THE PROPOSED RIGHT-OF-WAY LINE AS SHOWN HEREON, BEING THE COMMON BOUNDARY LINE BETWEEN THE PROPOSED U.S. 290 HIGHWAY FACILITY AND THE REMAINDER OF THE ADJUTING PROPERTY.

SURVEYED BY: MCGRAY & MCGRAY LAND SURVEYORS, INC.
3301 HANCOCK DR., STE 5, AUSTIN, TX 78731 512/451-8591

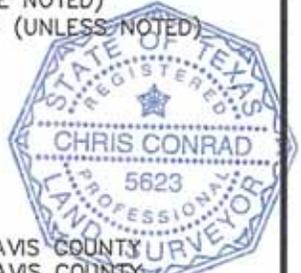
Chris Conrad

12/03/10

CHRIS CONRAD, REG. PROF. LAND SURVEYOR NO. 5623 DATE
SURVEYED ON GROUND UNDER MY DIRECT SUPERVISION

LEGEND

- TXDOT TYPE I CONCRETE MONUMENT FOUND
- TXDOT TYPE II CONCRETE MONUMENT FOUND
- ⊠ 1/2" IRON ROD SET WITH TXDOT ALUM. CAP TO BE REPLACED WITH A TXDOT TYPE II CONCRETE MONUMENT AFTER ACQUISITION
- 1/2" IRON ROD SET WITH TXDOT ALUM. CAP
- ⊙ IRON PIPE FOUND (SIZE NOTED)
- 1/2" IRON ROD FOUND (UNLESS NOTED)
- ▲ 60D NAIL FOUND
- △ CALCULATED POINT
- FENCE POST
- N.T.S. NOT TO SCALE
- (XXX) RECORD INFORMATION
- P.O.B. POINT OF BEGINNING
- P.O.R. POINT OF REFERENCE
- ACCESS DENIAL LINE
- PRTC PLAT RECORDS OF TRAVIS COUNTY
- DRTC DEED RECORDS OF TRAVIS COUNTY
- RPRTC REAL PROPERTY RECORDS OF TRAVIS COUNTY
- OPRTC OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY



MCGRAY & MCGRAY
LAND SURVEYORS, INC.
3301 HANCOCK DRIVE #6
AUSTIN, TEXAS 78731
(512) 451-8591

PLAT OF 0.184 AC. OF LAND OUT OF THE WILLIAM H. SANDERS SURVEY NO. 54, ABSTRACT NO. 690, SAME BEING A PORTION OF THAT CERTAIN TRACT DESCRIBED AS 62.710 AC. (TRACT 1) IN A DEED TO APPLIED MATERIALS, INC., OF RECORD IN VOLUME 12632, PAGE 2007, REAL PROPERTY RECORDS, TRAVIS COUNTY, TEXAS

TRAVIS COUNTY
U.S. 290
CSJ 0114-02-085
PARCEL 57
PAGE 4 OF 4

FINAL CLOSURE PARCEL 57 US HIGHWAY 290

PARCEL 57 - SKETCH MAPCHECK

North: 10092830.9055 East: 3156047.3329
Course: S 54-23-39 E Distance: 119.09000
North: 10092761.5707 East: 3156144.1580
Course: N 71-23-48 E Distance: 297.56000
North: 10092856.4966 East: 3156426.1704
Course: N 74-21-40 E Distance: 193.36000
North: 10092908.6213 East: 3156612.3722
Course: S 71-23-48 W Distance: 560.36000
North: 10092729.8584 East: 3156081.2911
Course: N 18-34-28 W Distance: 106.60000
North: 10092830.9057 East: 3156047.3351

Perimeter: 1276.97000

Area: 8004.12722 0.18375 acres
Mathematical Closure - (Uses Survey Units)
Error of Closure: 0.002235 Course: S 86-56-27 W
Precision 1: 571332.14

PARCEL 57 - STRIPMAP MAPCHECK

North: 10093229.1312 East: 3165985.9623
Course: S 54-23-39 E Distance: 119.09000
North: 10093159.7963 East: 3166082.7874
Course: N 71-23-48 E Distance: 297.56000
North: 10093254.7223 East: 3166364.7998
Course: N 74-21-40 E Distance: 193.36000
North: 10093306.8470 East: 3166551.0016
Course: S 71-23-48 W Distance: 560.36000
North: 10093128.0841 East: 3166019.9205
Course: N 18-34-28 W Distance: 106.60000
North: 10093229.1314 East: 3165985.9645

Perimeter: 1276.97000

Area: 8004.12722 0.18375 acres
Mathematical Closure - (Uses Survey Units)
Error of Closure: 0.002235 Course: S 86-56-27 W
Precision 1: 571332.14

PARCEL 57 - DESCRIPTION MAPCHECK

North: 10091625.8804 East: 3156379.9813
Course: S 54-23-39 E Distance: 119.09000
North: 10091556.5455 East: 3156476.8064
Course: N 71-23-48 E Distance: 297.56000
North: 10091651.4714 East: 3156758.8189
Course: N 74-21-40 E Distance: 193.36000
North: 10091703.5962 East: 3156945.0207
Course: S 71-23-48 W Distance: 560.36000

FINAL CLOSURE PARCEL 57 US HIGHWAY 290

PARCEL 57 - DESCRIPTION MAPCHECK (cont.)

North: 10091524.8332 East: 3156413.9396
Course: N 18-34-28 W Distance: 106.60000
North: 10091625.8805 East: 3156379.9836

Perimeter: 1276.97000

Area: 8004.12722 0.18375 acres
Mathematical Closure - (Uses Survey Units)
Error of Closure: 0.002235 Course: S 86-56-27 W
Precision 1: 571332.14

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

RESOLUTION NO. 11-055

**RESOLUTION AUTHORIZING ACQUISITION OF PROPERTY RIGHTS BY
AGREEMENT OR CONDEMNATION OF CERTAIN PROPERTY IN TRAVIS
COUNTY FOR THE US 290 EAST TOLL PROJECT
(Parcel 58)**

WHEREAS, pursuant to and under the authority of Subchapter E, Chapter 370, Texas Transportation Code and other applicable law, the Central Texas Regional Mobility Authority ("CTRMA") has found and determined that to promote the public safety, to facilitate the safety and movement of traffic, and to preserve the financial investment of the public in its roadways and the roadways of the State of Texas, public convenience and necessity requires acquisition of fee simple title to that certain 1.112 acres described by metes and bounds in Exhibit "A" to this Resolution (the "Subject Property"), owned by the Butler Family Partnership, Ltd., (the "Owner"), located at the southeast corner of US Hwy 290E and Parmer Lane in Travis County, for the construction, reconstruction, maintaining, widening, straightening, lengthening, and operating of the US 290 East Toll Project (the "Project"), as a part of the improvements to the Project, but excluding all the oil, gas, and sulphur which can be removed from beneath the Subject Property, without any right whatever remaining to the owner of such oil, gas, and sulphur of ingress to or egress from the surface of the Subject Property for the purpose of exploring, developing, or mining of the same, and that such constructing, reconstructing, maintaining, widening, straightening, lengthening, and operating of the Project shall extend across and upon, and will cross, run through, and be upon the Subject Property; and

WHEREAS, an independent, professional appraisal report of the Subject Property has been submitted to the CTRMA, and an amount has been established to be just compensation for the property rights to be acquired; and

WHEREAS, the Executive Director of the CTRMA, through agents employed or contracted with the CTRMA, has transmitted an official written offer to the Owner, based on the amount determined to be just compensation, and has entered into good faith negotiations with the Owner of the Subject Property to acquire the Subject Property; and

WHEREAS, as of the date of this Resolution, the Executive Director and the Owner have failed to agree on the amount determined to be just compensation and damages, if any, due to said Owner for the Subject Property; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the CTRMA that the Executive Director is specifically authorized and directed to acquire the Subject Property and all leasehold interests in the Subject Property for the Project by agreement, subject to approval of the purchase contract by the Board of Directors of the CTRMA; and

BE IT FURTHER RESOLVED that the Executive Director is specifically authorized to negotiate and execute, if possible, a possession and use agreement in such form as is acceptable to the Executive Director and for consideration in an amount not to exceed ninety percent (90%) of the purchase price set forth in the official written offer to purchase the Subject Property previously transmitted to the Owner; and

BE IT FURTHER RESOLVED that the Executive Director is specifically authorized to negotiate and execute, if possible, a purchase contract for consideration in an amount not to exceed the purchase price set forth in the official written offer to purchase the Subject Property previously transmitted to the Owner; and

BE IT FURTHER RESOLVED that at such time as the Executive Director concludes that further negotiations with Owner to acquire the Subject Property by agreement would be futile, the Executive Director or his designee is hereby authorized and directed to file or cause to be filed a suit in eminent domain to acquire the property interests for the aforesaid purposes against the Owner and the owners of any interest in, and the holders of any lien secured by, the Subject Property, the Subject Property described in the attached Exhibit "A" to this Resolution; and

BE IT FURTHER RESOLVED that the Executive Director or his designee is hereby authorized and directed to incur such expenses and to employ such experts as he shall deem necessary to assist in the prosecution of such suit in eminent domain, including, but not limited to, appraisers, engineers, and land use planners.

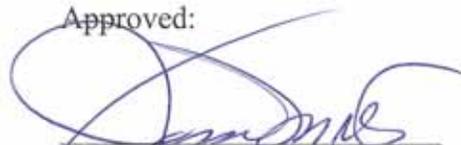
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 27th day of April, 2011.

Submitted and reviewed by:



Andrew Martin, General Counsel
Central Texas Regional Mobility Authority

Approved:



James H. Mills
Vice Chairman,
Board of Directors
Resolution Number 11-055
Date Passed: 04/27/11

Exhibit "A" to Resolution 11-055

Description of Parcel 58

EXHIBIT ____

County: Travis
Parcel No.: 58
Highway: U.S. Highway 290
Project Limits: From: E of US 183
To: E of SH 130
Right of Way CSJ: 0114-02-085

PROPERTY DESCRIPTION FOR PARCEL 58

DESCRIPTION OF 1.112 OF ONE ACRES (48,426 SQ. FT.) OF LAND OUT OF THE JAMES MANOR SURVEY NO. 40, ABSTRACT NO. 546, IN AUSTIN, TRAVIS COUNTY, TEXAS, SAME BEING A PORTION OF THAT CERTAIN TRACT OF LAND DESCRIBED AS 11.07 ACRES (THIRD TRACT), IN A DEED TO ROY A. BUTLER OF RECORD IN VOLUME 4282, PAGE 1082, DEED RECORDS, TRAVIS COUNTY, TEXAS, SAID 11.07 ACRE TRACT BEING PART OF THAT CERTAIN TRACT OF LAND DESCRIBED AS 275.66 ACRES (TRACT 3) IN A DEED TO THE BUTLER FAMILY PARTNERSHIP, LTD., OF RECORD IN VOLUME 12271, PAGE 872, REAL PROPERTY RECORDS, TRAVIS COUNTY, TEXAS, SAID 1.112 OF ONE ACRES OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a 1/2" iron rod set with a TEXAS DEPARTMENT OF TRANSPORTATION (TxDOT) aluminum cap to be replaced by a TxDOT Type II concrete monument after acquisition, 465.30 feet right of Engineer's Baseline Station 1535+85.03, in the proposed south right-of-way (ROW) line of U.S. Highway 290, at the southeast corner of the herein described tract, same being in the east line the remainder portion of said 11.07 acre Butler Family tract, and in the existing west ROW line of Parmer Lane, and in the west line of that tract of land described as 14,541 square feet in a deed to Travis County, of record in Document No. 2008039133, Official Public Records, Travis County, Texas, from which point a 1/2" iron rod found in the east line of said 11.07 acre Butler Family tract, and the existing west ROW line of Boyce Lane bears S25°22'00"E 10.89 feet and S24°33'55"W 170.95 feet, and from which point of beginning a 1/2" iron rod found at the southeast corner of said 11.07 acre Butler Family tract, and the existing west ROW line of Boyce Lane, a public ROW for which no record information was found, and the existing north ROW line of Old Highway 20, for which no record conveyance was found, as shown on TxDOT ROW map CSJ#0114-02-012,

EXHIBIT _____

bears S25°22'00"E 10.89 feet and S24°33'55"W 170.95 feet, and S27°23'37"W 251.53 feet;

THENCE, with the proposed south ROW line of U.S. Highway 290 crossing said 11.07 acre Butler Family tract, the following four (4) courses numbered 1 through 4;

- 1) **N70°22'00"W 8.42 feet** to a 1/2" iron rod set with a TxDOT aluminum cap to be replaced with a TxDOT Type II concrete monument after acquisition, 460.11 feet right of Engineer's Baseline station 1535+77.82;
- 2) **N27°36'18"W 102.93 feet** to a 1/2" iron rod set with a TxDOT aluminum cap to be replaced with a TxDOT Type II concrete monument after acquisition, 358.47 feet right of Engineer's Baseline station 1535+60.30;
- 3) **N70°57'17"W 36.36 feet** to a 1/2" iron rod set with a TxDOT aluminum cap to be replaced with a TxDOT Type II concrete monument after acquisition, 336.19 feet right of Engineer's Baseline station 1535+29.72; and
- 4) **S65°41'44"W 315.96 feet** to a 1/2" iron rod set with a TxDOT aluminum cap to be replaced with a TxDOT Type II concrete monument after acquisition, 356.68 feet right of Engineer's Baseline station 1531+94.08 and being at the southwest corner of this tract, same being an interior ell of the remainder portion of said 11.07 acre Butler Family tract, same being the southeast corner of that certain tract of land described as 3.718 acres in a deed to the State of Texas, of record in Document No. 2005111508, Official Public Records, Travis County, Texas;
- 5) THENCE, with the west line of this tract, and the east line of said 3.718 acre State of Texas tract, crossing said 11.07 acre Butler Family tract, **N01°02'51"E 193.92 feet** to a calculated point at the northwest corner of this tract, the northeast corner of said 3.718 acre State of Texas tract, and the northwest corner of that certain tract of land described as 2,500 square feet, in a deed to Lone Star Gas Company, of record in Volume 3144, Page 990, Deed Records, Travis County, Texas, same being in the north line of said 11.07 acre Butler tract, and the existing south ROW line of U.S. Highway 290, and the south line of that certain tract of land described as 3.720 acres in a deed to the State of Texas, of record in Volume 663, Page 25, Deed Records,

EXHIBIT ____

Travis County, Texas, from which point a 1/2" iron rod found bears N16°34'48"W 0.50 feet;

- 6) THENCE, with the north line of this tract, and of said 11.07 acre Butler Family tract, same being the west line of said Lone Star tract, **S16°34'48"E 37.77 feet** to a calculated point;
- 7) THENCE, continuing with the north line of this tract, and of said 11.07 acre Butler Family tract, same being the south line of said Lone Star tract, **N74°26'50"E 49.55 feet** to a calculated point;
- 8) THENCE, continuing with the north line of this tract, and of said 11.07 acre Butler Family tract, same being the east line of said Lone Star tract **N15°38'06"W 38.10 feet** to a calculated point at the northeast corner of said Lone Star tract, same being in the existing south ROW line of U.S. Highway 290, and the south line of said 3.720 acre State of Texas tract, from which point a 1/2" iron rod found bears N15°38'06"W 0.47 feet;
- 9) THENCE, continuing with the north line of this tract, and of said 11.07 acre Butler Family tract, same being the existing south ROW line U.S. Highway 290, and the south line of said 3.720 acre State of Texas tract, **N74°03'41"E 219.05 feet** to a calculated point at the northeast corner of this tract, and the remainder portion of said 11.07 acre Butler Family tract, same being in the existing west ROW line of Parmer Lane and at the northwest corner of said 14.541 square foot Travis County tract;
- 10) THENCE, with the east line of this tract, and the remainder portion of said 11.07 acre Butler Family tract, same being the existing west ROW line of Parmer Lane and the west line of said 14.541 square foot Travis County tract, **S25°22'00"E 269.69 feet** to the POINT OF BEGINNING and containing 1.112 of one acres within these metes and bounds, more or less.

EXHIBIT ____

All bearings are based on the Texas State Plane Coordinate System, Central Zone, NAD83(93) HARN. All distances and coordinates were adjusted to surface using a combined scale factor of 1.00011.

ACCESS MAY BE PERMITTED TO AND FROM THE TRANSPORTATION FACILITY ACROSS THE PROPOSED RIGHT-OF-WAY LINE AS DESCRIBED HEREIN, BEING THE COMMON BOUNDARY LINE BETWEEN THE PROPOSED U.S. 290 HIGHWAY FACILITY AND THE REMAINDER OF THE ABUTTING PROPERTY.

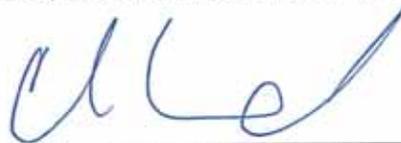
STATE OF TEXAS §
 § KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF TRAVIS §

That I, Chris Conrad, a Registered Professional Land Surveyor, do hereby certify that the above description is true and correct to the best of my knowledge and belief and that the property described herein was determined by a survey made on the ground under my direction and supervision.

WITNESS MY HAND AND SEAL at Austin, Travis County, Texas, this the 3rd day of December, 2010 A.D.

SURVEYED BY:

McGRAY & McGRAY LAND SURVEYORS, INC.
3301 Hancock Dr., Ste. 6 Austin, TX 78731 (512) 451-8591



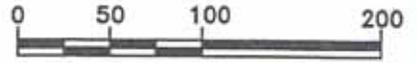
Chris Conrad, Reg. Professional Land Surveyor No. 5623
Note: There is a plat to accompany this description. US 290 P58 R3
Issued 12/01/06, Rev 03/20/07, 10/20/10, 12/3/10

LONE STAR GAS COMPANY
VOL. 3144, PG. 890-DRTC
(2500 S.F.)

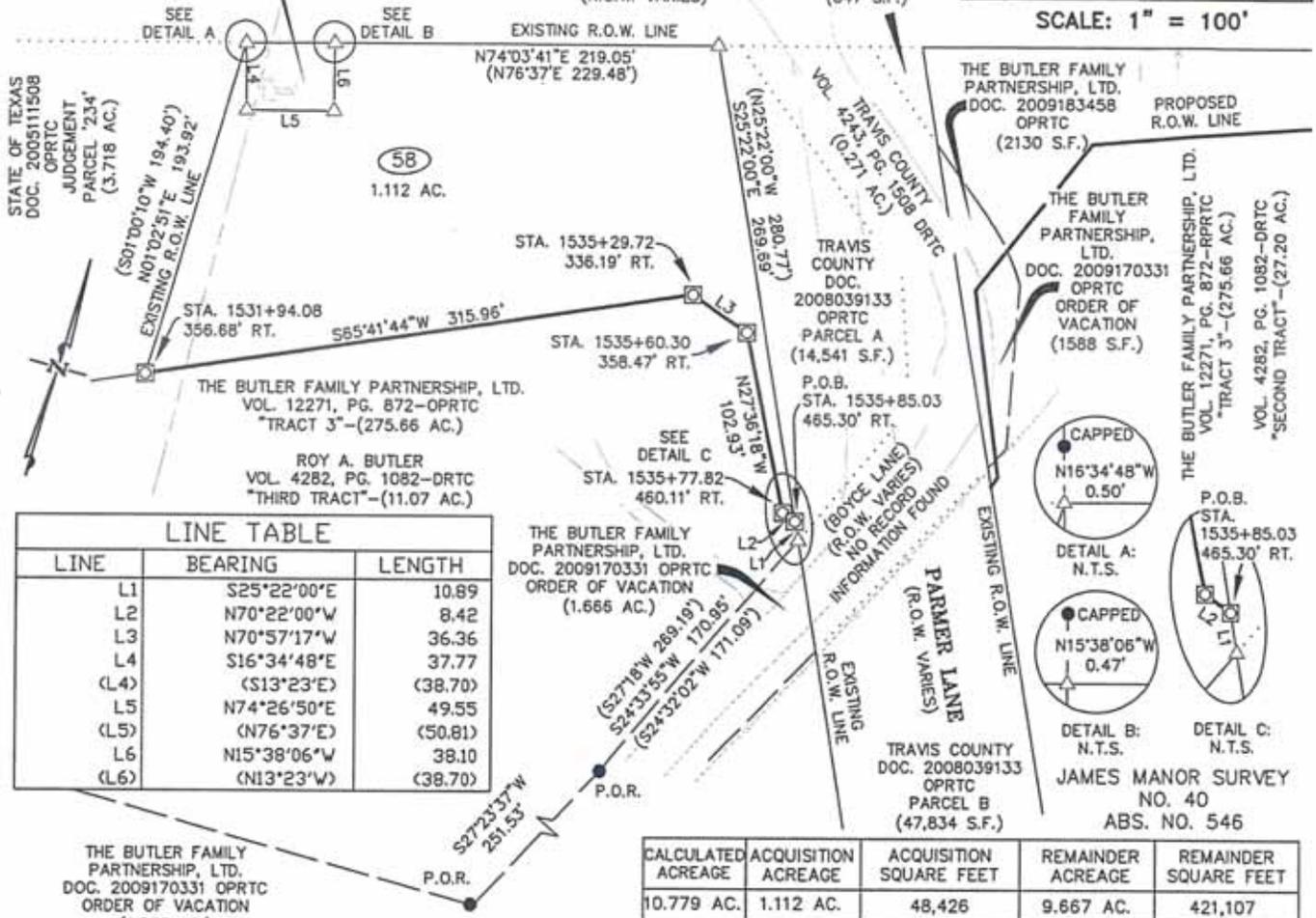
STATE OF TEXAS
VOL. 663, PG. 25-DRTC
(3,720 AC.)

U.S. HIGHWAY 290
(R.O.W. VARIES)

TRAVIS COUNTY
DOC. 2008039133
OPRTC
PARCEL C
(847 S.F.)



SCALE: 1" = 100'



| LINE TABLE | | |
|------------|-------------|---------|
| LINE | BEARING | LENGTH |
| L1 | S25°22'00"E | 10.89 |
| L2 | N70°22'00"W | 8.42 |
| L3 | N70°57'17"W | 36.36 |
| L4 | S16°34'48"E | 37.77 |
| (L4) | (S13°23"E) | (38.70) |
| L5 | N74°26'50"E | 49.55 |
| (L5) | (N76°37"E) | (50.81) |
| L6 | N15°38'06"W | 38.10 |
| (L6) | (N13°23"W) | (38.70) |

| CALCULATED ACREAGE | ACQUISITION ACREAGE | ACQUISITION SQUARE FEET | REMAINDER ACREAGE | REMAINDER SQUARE FEET |
|--------------------|---------------------|-------------------------|-------------------|-----------------------|
| 10.779 AC. | 1.112 AC. | 48,426 | 9.667 AC. | 421,107 |

NOTES:

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- 2) SEE PAGES 1, 2, 3, AND 4 OF 5 FOR A DESCRIPTION OF THIS PARCEL.
- 3) IMPROVEMENTS SHOWN ARE TAKEN FROM TXDOT AERIAL SURVEY DIGITAL FILES.
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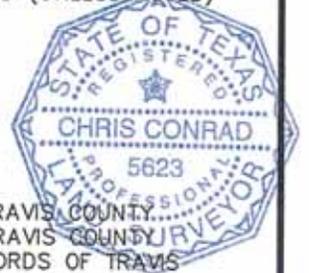
SURVEYED BY: MCGRAY & MCGRAY LAND SURVEYORS, INC.
3301 HANCOCK DR., STE 6, AUSTIN, TX 78731 512/451-8591

12/03/10

CHRIS CONRAD, REG. PROF. LAND SURVEYOR NO. 5623
DATE SURVEYED ON GROUND UNDER MY DIRECT SUPERVISION

LEGEND

- TXDOT TYPE I CONCRETE MONUMENT FOUND
- ⊗ TXDOT TYPE II CONCRETE MONUMENT FOUND
- ⊠ 1/2" IRON ROD SET WITH TXDOT ALUM. CAP TO BE REPLACED WITH A TXDOT TYPE II CONCRETE MONUMENT AFTER ACQUISITION
- 1/2" IRON ROD SET WITH TXDOT ALUM. CAP
- ⊙ IRON PIPE FOUND (SIZE NOTED)
- 1/2" IRON ROD FOUND (UNLESS NOTED)
- ▲ 60D NAIL FOUND
- △ CALCULATED POINT
- FENCE POST
- N.T.S. NOT TO SCALE
- (XXX) RECORD INFORMATION
- P.O.B POINT OF BEGINNING
- P.O.R. POINT OF REFERENCE
- ACCESS DENIAL LINE
- PRTC PLAT RECORDS OF TRAVIS COUNTY
- DRTC DEED RECORDS OF TRAVIS COUNTY
- RPRTC REAL PROPERTY RECORDS OF TRAVIS COUNTY
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McGRAY & McGRAY
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3301 HANCOCK DRIVE #6
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PLAT OF 1.112 AC. OF LAND OUT OF THE JAMES MANOR SURVEY NO. 40, ABSTRACT NO. 546, SAME BEING A PORTION OF THAT CERTAIN TRACT OF LAND DESCRIBED AS 275.66 AC. (TRACT 3), IN A DEED TO THE BUTLER FAMILY PARTNERSHIP, LTD., OF RECORD IN VOLUME 12271, PAGE 872, REAL PROPERTY RECORDS, TRAVIS COUNTY, TEXAS

TRAVIS COUNTY
U.S. 290
CSJ 0114-02-085
PARCEL 58
PAGE 5 OF 5

FINAL CLOSURE PARCEL 58 US HIGHWAY 290

PARCEL 58 - SKETCH MAPCHECK

North: 10097148.3363 East: 3168951.1750
Course: N 70-22-00 W Distance: 8.42000
North: 10097151.1654 East: 3168943.2445
Course: N 27-36-18 W Distance: 102.93000
North: 10097242.3782 East: 3168895.5495
Course: N 70-57-17 W Distance: 36.36000
North: 10097254.2430 East: 3168861.1798
Course: S 65-41-44 W Distance: 315.96000
North: 10097124.1986 East: 3168573.2229
Course: N 01-02-51 E Distance: 193.92000
North: 10097318.0862 East: 3168576.7680
Course: S 16-34-48 E Distance: 37.77000
North: 10097281.8865 East: 3168587.5458
Course: N 74-26-50 E Distance: 49.55000
North: 10097295.1722 East: 3168635.2815
Course: N 15-38-06 W Distance: 38.10000
North: 10097331.8624 East: 3168625.0132
Course: N 74-03-41 E Distance: 219.05000
North: 10097392.0151 East: 3168835.6422
Course: S 25-22-00 E Distance: 269.69000
North: 10097148.3274 East: 3168951.1799

Perimeter: 1271.75000

Area: 48425.65519 1.11170 acres

Mathematical Closure - (Uses Survey Units)

Error of Closure: 0.010176 Course: N 29-11-28 W

Precision 1: 124980.78

PARCEL 58 - STRIPMAP MAPCHECK

North: 10095349.0066 East: 3166741.8917
Course: N 70-22-00 W Distance: 8.42000
North: 10095351.8358 East: 3166733.9613
Course: N 27-36-18 W Distance: 102.93000
North: 10095443.0485 East: 3166686.2662
Course: N 70-57-17 W Distance: 36.36000
North: 10095454.9134 East: 3166651.8965
Course: S 65-41-44 W Distance: 315.96000
North: 10095324.8689 East: 3166363.9396
Course: N 01-02-51 E Distance: 193.92000
North: 10095518.7565 East: 3166367.4848
Course: S 16-34-48 E Distance: 37.77000
North: 10095482.5569 East: 3166378.2626
Course: N 74-26-50 E Distance: 49.55000
North: 10095495.8426 East: 3166425.9982
Course: N 15-38-06 W Distance: 38.10000
North: 10095532.5328 East: 3166415.7300
Course: N 74-03-41 E Distance: 219.05000
North: 10095592.6855 East: 3166626.3589
Course: S 25-22-00 E Distance: 269.69000
North: 10095348.9978 East: 3166741.8967

FINAL CLOSURE PARCEL 58 US HIGHWAY 290

PARCEL 58 - STRIPMAP MAPCHECK (cont.)

Perimeter: 1271.75000

Area: 48425.65519 1.11170 acres
Mathematical Closure - (Uses Survey Units)
Error of Closure: 0.010176 Course: N 29-11-28 W
Precision 1: 124980.78

PARCEL 58 - DESCRIPTION MAPCHECK

North: 10096992.5237 East: 3166877.0271
 Course: N 70-22-00 W Distance: 8.42000
North: 10096995.3528 East: 3166869.0966
 Course: N 27-36-18 W Distance: 102.93000
North: 10097086.5655 East: 3166821.4016
 Course: N 70-57-17 W Distance: 36.36000
North: 10097098.4304 East: 3166787.0319
 Course: S 65-41-44 W Distance: 315.96000
North: 10096968.3860 East: 3166499.0750
 Course: N 01-02-51 E Distance: 193.92000
North: 10097162.2735 East: 3166502.6202
 Course: S 16-34-48 E Distance: 37.77000
North: 10097126.0739 East: 3166513.3980
 Course: N 74-26-50 E Distance: 49.55000
North: 10097139.3596 East: 3166561.1336
 Course: N 15-38-06 W Distance: 38.10000
North: 10097176.0498 East: 3166550.8654
 Course: N 74-03-41 E Distance: 219.05000
North: 10097236.2025 East: 3166761.4943
Press any key for more...
 Course: S 25-22-00 E Distance: 269.69000
North: 10096992.5148 East: 3166877.0321

Perimeter: 1271.75000

Area: 48425.65519 1.11170 acres
Mathematical Closure - (Uses Survey Units)
Error of Closure: 0.010176 Course: N 29-11-28 W
Precision 1: 124980.78

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

RESOLUTION NO. 11-056

**RESOLUTION AUTHORIZING ACQUISITION OF PROPERTY RIGHTS BY
AGREEMENT OR CONDEMNATION OF CERTAIN PROPERTY IN TRAVIS
COUNTY FOR THE US 290 EAST TOLL PROJECT
(Parcel 59)**

WHEREAS, pursuant to and under the authority of Subchapter E, Chapter 370, Texas Transportation Code and other applicable law, the Central Texas Regional Mobility Authority (“CTRMA”) has found and determined that to promote the public safety, to facilitate the safety and movement of traffic, and to preserve the financial investment of the public in its roadways and the roadways of the State of Texas, public convenience and necessity requires acquisition of fee simple title to that certain 0.043 acres described by metes and bounds in Exhibit “A” to this Resolution (the “Subject Property”), owned by Lone Star Gas Company, (the “Owner”), located at the south line of US Hwy 290E, between SH 130 and Parmer Lane in Travis County, for the construction, reconstruction, maintaining, widening, straightening, lengthening, and operating of the US 290 East Toll Project (the “Project”), as a part of the improvements to the Project, but excluding all the oil, gas, and sulphur which can be removed from beneath the Subject Property, without any right whatever remaining to the owner of such oil, gas, and sulphur of ingress to or egress from the surface of the Subject Property for the purpose of exploring, developing, or mining of the same, and that such constructing, reconstructing, maintaining, widening, straightening, lengthening, and operating of the Project shall extend across and upon, and will cross, run through, and be upon the Subject Property; and

WHEREAS, an independent, professional appraisal report of the Subject Property has been submitted to the CTRMA, and an amount has been established to be just compensation for the property rights to be acquired; and

WHEREAS, the Executive Director of the CTRMA, through agents employed or contracted with the CTRMA, has transmitted an official written offer to the Owner, based on the amount determined to be just compensation, and has entered into good faith negotiations with the Owner of the Subject Property to acquire the Subject Property; and

WHEREAS, as of the date of this Resolution, the Executive Director and the Owner have failed to agree on the amount determined to be just compensation and damages, if any, due to said Owner for the Subject Property; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the CTRMA that the Executive Director is specifically authorized and directed to acquire the Subject Property and all leasehold interests in the Subject Property for the Project by agreement, subject to approval of the purchase contract by the Board of Directors of the CTRMA; and

BE IT FURTHER RESOLVED that the Executive Director is specifically authorized to negotiate and execute, if possible, a possession and use agreement in such form as is acceptable to the Executive Director and for consideration in an amount not to exceed ninety percent (90%) of the purchase price set forth in the official written offer to purchase the Subject Property previously transmitted to the Owner; and

BE IT FURTHER RESOLVED that the Executive Director is specifically authorized to negotiate and execute, if possible, a purchase contract for consideration in an amount not to exceed the purchase price set forth in the official written offer to purchase the Subject Property previously transmitted to the Owner; and

BE IT FURTHER RESOLVED that at such time as the Executive Director concludes that further negotiations with Owner to acquire the Subject Property by agreement would be futile, the Executive Director or his designee is hereby authorized and directed to file or cause to be filed a suit in eminent domain to acquire the property interests for the aforesaid purposes against the Owner and the owners of any interest in, and the holders of any lien secured by, the Subject Property, the Subject Property described in the attached Exhibit "A" to this Resolution; and

BE IT FURTHER RESOLVED that the Executive Director or his designee is hereby authorized and directed to incur such expenses and to employ such experts as he shall deem necessary to assist in the prosecution of such suit in eminent domain, including, but not limited to, appraisers, engineers, and land use planners.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 27th day of April, 2011.

Submitted and reviewed by:


Andrew Martin, General Counsel
Central Texas Regional Mobility Authority

Approved:


James H. Mills
Vice Chairman,
Board of Directors
Resolution Number 11-056
Date Passed: 04/27/11

Exhibit "A" to Resolution 11-056

Description of Parcel 59

EXHIBIT _____

County: Travis
Parcel No.: 59
Highway: U.S. Highway 290
Project Limits: From: E of US 183
 To: E of SH 130
Right of Way CSJ: 0114-02-085

PROPERTY DESCRIPTION FOR PARCEL 59

DESCRIPTION OF 0.043 OF ONE ACRE (1,891 SQ. FT.) OF LAND OUT OF THE JAMES MANOR SURVEY NO. 40, ABSTRACT NO. 546, IN AUSTIN, TRAVIS COUNTY, TEXAS, SAME BEING ALL OF THAT CERTAIN TRACT OF LAND DESCRIBED AS 2500 SQUARE FEET IN A DEED TO LONE STAR GAS COMPANY, OF RECORD IN VOLUME 3144, PAGE 990, DEED RECORDS, TRAVIS COUNTY, TEXAS, SAID 0.043 OF ONE ACRE OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a calculated point at the northwest corner of this tract, and said Lone Star tract 178.06 feet right of Engineer's Baseline Station 1532+73.29, same being the northeast corner of that certain tract of land described as 3.718 acres in a deed to the State of Texas, of record in Document 2005111508, Official Public Records, Travis County, Texas, also being in the north line of that certain tract of land described as 11.07 acres (Third Tract), of record in Volume 4282, Page 1082, Deed Records, Travis County, Texas, said 11.07 acre tract being part of that certain tract of land described as 275.66 acres (Tract 3) in a deed to The Butler Family Partnership, LTD., of record in Volume 12271, Page 872, Real Property Records, Travis County, Texas, and in the existing south right-of-way (ROW) line of U.S. Highway 290, and the south line of that certain tract of land described as 3.720 acres in a deed to the State of Texas, of record in Volume 663, Page 25, Deed Records, Travis County, Texas, from which point a 1/2" iron rod found bears N16°34'48"W 0.50 feet;

- 1) THENCE, with the north line of this tract, and said Lone Star tract, same being the existing south ROW line of U.S. Highway 290, and the south line of said 3.720 acre State of Texas tract, N74°03'41"E 50.17 feet to a calculated point at the northeast corner of this tract and said Lone Star tract 183.68 feet right of

EXHIBIT ____

Engineer's Baseline Station 1533+24.88, same being at an angle point in the north line of said 11.07 acre Butler Family tract, from which point a 1/2" iron rod found bears N15°38'06"W 0.47 feet, and from which point a 1/2" iron rod found in the southeast line of said 11.07 acre Butler Family tract, and the existing northwest ROW line of Boyce Lane, a public ROW for which no record information was found, bears N74°03'41"E 219.34 feet, S25°22'00"W 280.29 feet, and S24°33'55"W 171.33 feet

- 2) THENCE, with the east line of this tract and said Lone Star tract, same being the north line of said 11.07 acre Butler Family, tract **S15°38'06"E 38.10 feet** to a calculated point at the southeast corner of this tract and said Lone Star tract, same being at an interior ell corner in said 11.07 acre Butler Family tract;
- 3) THENCE, with the south line of this tract and said Lone Star tract, same being the north line of said 11.07 acre Butler Family tract, **S74°26'50"W 49.55 feet** to a calculated point at the southwest corner of this tract and said Lone Star tract, same being at an interior ell corner of said 11.07 acre Butler tract;

EXHIBIT ____

- 4) THENCE, with the west line of this tract and said Lone Star tract, same being the north line of said 11.07 acre Butler Family tract, **N16°34'48"W 37.77 feet** to the POINT OF BEGINNING and containing 0.043 of one acre within these metes and bounds, more or less.

All bearings are based on the Texas State Plane Coordinate System, Central Zone, NAD83(93) HARN. All distances and coordinates were adjusted to surface using a combined scale factor of 1.00011.

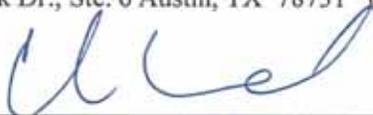
STATE OF TEXAS §
 § **KNOW ALL MEN BY THESE PRESENTS:**
COUNTY OF TRAVIS §

That I, Chris Conrad, a Registered Professional Land Surveyor, do hereby certify that the above description is true and correct to the best of my knowledge and belief and that the property described herein was determined by a survey made on the ground under my direction and supervision.

WITNESS MY HAND AND SEAL at Austin, Travis County, Texas, this the 17th day of September, 2010 A.D.

SURVEYED BY:

McGRAY & McGRAY LAND SURVEYORS, INC.
3301 Hancock Dr., Ste. 6 Austin, TX 78731 (512) 451-8591



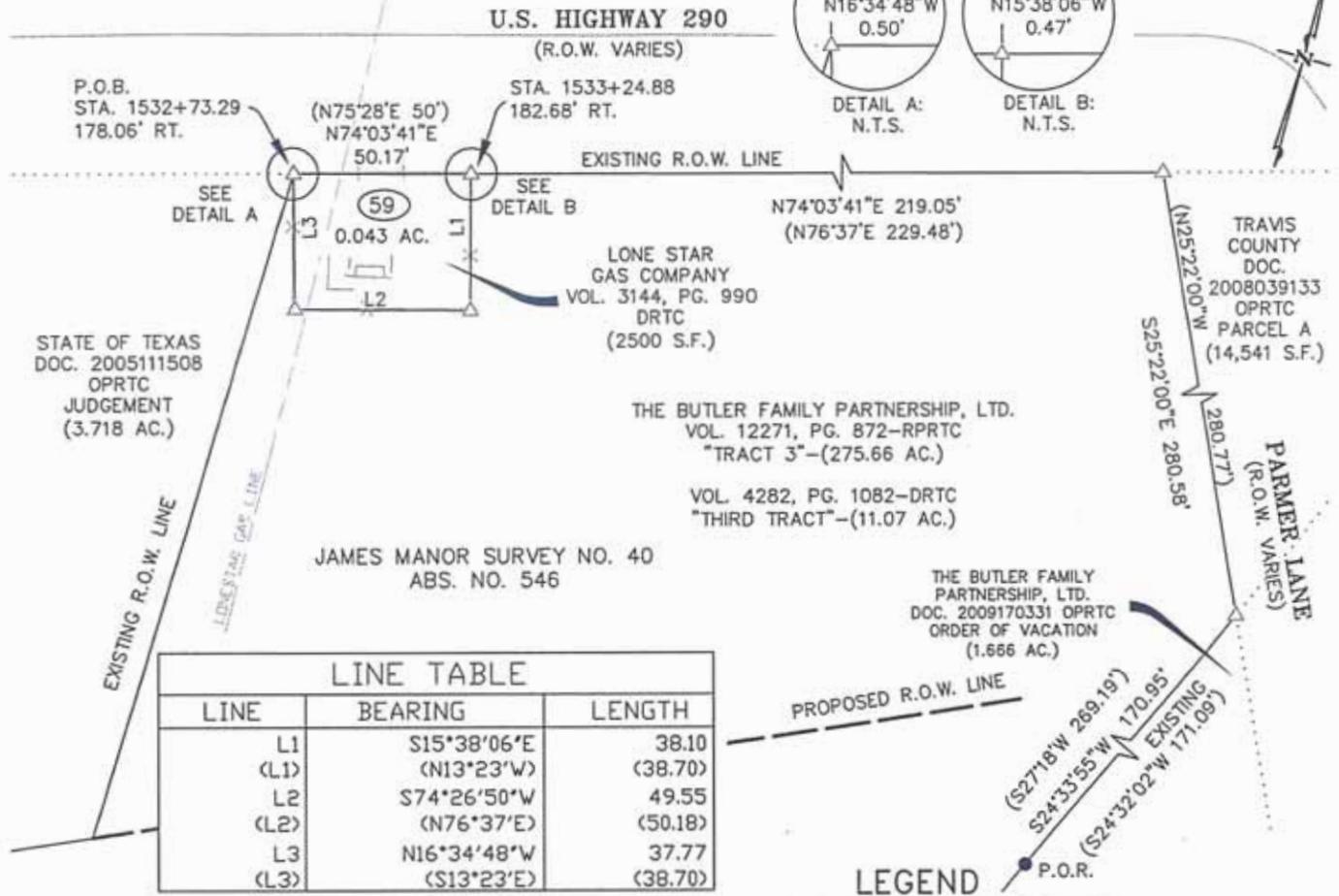
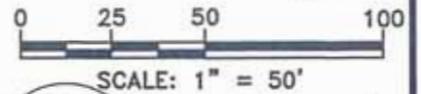
Chris Conrad, Reg. Professional Land Surveyor No. 5623

Note: There is a plat to accompany this description. US 290 P59REV2
Issued 12/01/06, Rev 03/20/07, 09/17/2010



| SURVEYED ACREAGE | ACQUISITION ACREAGE | ACQUISITION SQUARE FEET | REMAINDER ACREAGE | REMAINDER SQUARE FEET |
|------------------|---------------------|-------------------------|-------------------|-----------------------|
| 0.043 AC. | 0.043 AC. | 1,891 | 0 AC. | 0 |

STATE OF TEXAS
VOL. 663, PG. 25-DRTC
(3,720 AC.)



| LINE | BEARING | LENGTH |
|------|-------------|---------|
| L1 | S15°38'06"E | 38.10 |
| (L1) | (N13°23'W) | (38.70) |
| L2 | S74°26'50"W | 49.55 |
| (L2) | (N76°37'E) | (50.18) |
| L3 | N16°34'48"W | 37.77 |
| (L3) | (S13°23'E) | (38.70) |

NOTES:

- 1) BEARINGS AND COORDINATES ARE BASED ON THE TEXAS STATE PLANE COORDINATE SYSTEM, CENTRAL ZONE, NAD83(93) HARN. ALL DISTANCES AND COORDINATES WERE ADJUSTED TO SURFACE USING A COMBINED SCALE FACTOR OF 1.00011.
- 2) SEE PAGES 1, 2, AND 3 OF 4 FOR A DESCRIPTION OF THIS PARCEL.
- 3) IMPROVEMENTS SHOWN ARE TAKEN FROM TXDOT AERIAL SURVEY DIGITAL FILES.
- 4) THIS SURVEY WAS DONE WITHOUT A TITLE REPORT OR EASEMENT SEARCH.
- 5) ENGINEER'S BASELINE IS NOT THE SAME AS THE ORIGINAL SURVEY "CENTERLINE".

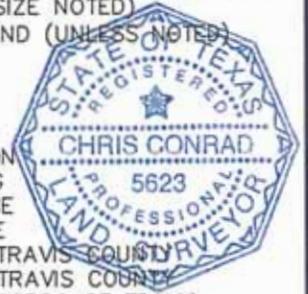
SURVEYED BY: MCGRAY & MCGRAY LAND SURVEYORS, INC.
3301 HANCOCK DR., STE 6, AUSTIN, TX 78731 512/451-8591

09/17/10

CHRIS CONRAD, REG. PROF. LAND SURVEYOR NO. 5623 DATE
SURVEYED ON GROUND UNDER MY DIRECT SUPERVISION

LEGEND

- TXDOT TYPE I CONCRETE MONUMENT FOUND
- ⊠ TXDOT TYPE II CONCRETE MONUMENT FOUND
- ⊠ 1/2" IRON ROD SET WITH TXDOT ALUM. CAP TO BE REPLACED WITH A TXDOT TYPE II CONCRETE MONUMENT AFTER ACQUISITION
- 1/2" IRON ROD SET WITH TXDOT ALUM. CAP
- ⊙ IRON PIPE FOUND (SIZE NOTED)
- 1/2" IRON ROD FOUND (UNLESS NOTED)
- ▲ 60D NAIL FOUND
- △ CALCULATED POINT
- FENCE POST
- N.T.S. NOT TO SCALE
- (XXX) RECORD INFORMATION
- P.O.B POINT OF BEGINNING
- P.O.R. POINT OF REFERENCE
- ACCESS DENIAL LINE
- PRTC PLAT RECORDS OF TRAVIS COUNTY
- DRTC DEED RECORDS OF TRAVIS COUNTY
- RPRTC REAL PROPERTY RECORDS OF TRAVIS COUNTY
- OPRTC OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY



McGRAY & McGRAY
LAND SURVEYORS, INC.
3301 HANCOCK DRIVE #6
AUSTIN, TEXAS 78731
(512) 451-8591

PLAT OF 0.043 AC. OF LAND OUT OF THE JAMES MANOR SURVEY NO. 40, ABSTRACT NO. 546, SAME BEING ALL OF THAT CERTAIN PARCEL OF LAND DESCRIBED AS 2500 SQUARE FEET OF LAND IN A DEED TO LONE STAR GAS COMPANY, OF RECORD IN VOLUME 3144, PAGE 990, DEED RECORDS, TRAVIS COUNTY, TEXAS

TRAVIS COUNTY
U.S. 290
CSJ 0114-02-085
PARCEL 59
PAGE 4 OF 4

FINAL CLOSURE PARCEL 59 US HIGHWAY 290

PARCEL 59 - SKETCH MAPCHECK

North: 10100371.7312 East: 3164684.4148
Course: N 74-03-41 E Distance: 50.17000
North: 10100385.5083 East: 3164732.6561
Course: S 15-38-06 E Distance: 38.10000
North: 10100348.8180 East: 3164742.9244
Course: S 74-26-50 W Distance: 49.55000
North: 10100335.5324 East: 3164695.1887
Course: N 16-34-48 W Distance: 37.77000
North: 10100371.7320 East: 3164684.4109

Perimeter: 175.59000

Area: 1891.34851 0.04342 acres

Mathematical Closure - (Uses Survey Units)

Error of Closure: 0.004015 Course: S 78-41-13 E

Precision 1: 43729.44

PARCEL 59 - STRIPMAP MAPCHECK

North: 10099415.6755 East: 3165236.4293
Course: N 74-03-41 E Distance: 50.17000
North: 10099429.4525 East: 3165284.6706
Course: S 15-38-06 E Distance: 38.10000
North: 10099392.7623 East: 3165294.9388
Course: S 74-26-50 W Distance: 49.55000
North: 10099379.4766 East: 3165247.2032
Course: N 16-34-48 W Distance: 37.77000
North: 10099415.6762 East: 3165236.4253

Perimeter: 175.59000

Area: 1891.34851 0.04342 acres

Mathematical Closure - (Uses Survey Units)

Error of Closure: 0.004015 Course: S 78-41-13 E

Precision 1: 43729.44

PARCEL 59 - DESCRIPTION MAPCHECK

North: 10099050.3717 East: 3165376.6385
Course: N 74-03-41 E Distance: 50.17000
North: 10099064.1488 East: 3165424.8798
Course: S 15-38-06 E Distance: 38.10000
North: 10099027.4585 East: 3165435.1481
Course: S 74-26-50 W Distance: 49.55000
North: 10099014.1729 East: 3165387.4124
Course: N 16-34-48 W Distance: 37.77000
North: 10099050.3725 East: 3165376.6346

Perimeter: 175.59000

**FINAL CLOSURE PARCEL 59
US HIGHWAY 290**

PARCEL 59 - DESCRIPTION MAPCHECK (cont.)

Area: 1891.34851 0.04342 acres
Mathematical Closure - (Uses Survey Units)
Error of Closure: 0.004015 Course: S 78-41-13 E
Precision 1: 43729.44

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

RESOLUTION NO. 11-057

**RESOLUTION AUTHORIZING ACQUISITION OF PROPERTY RIGHTS BY
AGREEMENT OR CONDEMNATION OF CERTAIN PROPERTY IN TRAVIS
COUNTY FOR THE US 290 EAST TOLL PROJECT
(Parcel 60)**

WHEREAS, pursuant to and under the authority of Subchapter E, Chapter 370, Texas Transportation Code and other applicable law, the Central Texas Regional Mobility Authority ("CTRMA") has found and determined that to promote the public safety, to facilitate the safety and movement of traffic, and to preserve the financial investment of the public in its roadways and the roadways of the State of Texas, public convenience and necessity requires acquisition of fee simple title to that certain 1.090 acres described by metes and bounds in Exhibit "A" to this Resolution (the "Subject Property"), owned by the Butler Family Partnership, Ltd., (the "Owner"), located at the southeast corner of US Hwy 290E and Parmer Lane in Travis County, for the construction, reconstruction, maintaining, widening, straightening, lengthening, and operating of the US 290 East Toll Project (the "Project"), as a part of the improvements to the Project, but excluding all the oil, gas, and sulphur which can be removed from beneath the Subject Property, without any right whatever remaining to the owner of such oil, gas, and sulphur of ingress to or egress from the surface of the Subject Property for the purpose of exploring, developing, or mining of the same, and that such constructing, reconstructing, maintaining, widening, straightening, lengthening, and operating of the Project shall extend across and upon, and will cross, run through, and be upon the Subject Property; and

WHEREAS, an independent, professional appraisal report of the Subject Property has been submitted to the CTRMA, and an amount has been established to be just compensation for the property rights to be acquired; and

WHEREAS, the Executive Director of the CTRMA, through agents employed or contracted with the CTRMA, has transmitted an official written offer to the Owner, based on the amount determined to be just compensation, and has entered into good faith negotiations with the Owner of the Subject Property to acquire the Subject Property; and

WHEREAS, as of the date of this Resolution, the Executive Director and the Owner have failed to agree on the amount determined to be just compensation and damages, if any, due to said Owner for the Subject Property; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the CTRMA that the Executive Director is specifically authorized and directed to acquire the Subject Property and all leasehold interests in the Subject Property for the Project by agreement, subject to approval of the purchase contract by the Board of Directors of the CTRMA; and

BE IT FURTHER RESOLVED that the Executive Director is specifically authorized to negotiate and execute, if possible, a possession and use agreement in such form as is acceptable to the Executive Director and for consideration in an amount not to exceed ninety percent (90%) of the purchase price set forth in the official written offer to purchase the Subject Property previously transmitted to the Owner; and

BE IT FURTHER RESOLVED that the Executive Director is specifically authorized to negotiate and execute, if possible, a purchase contract for consideration in an amount not to exceed the purchase price set forth in the official written offer to purchase the Subject Property previously transmitted to the Owner; and

BE IT FURTHER RESOLVED that at such time as the Executive Director concludes that further negotiations with Owner to acquire the Subject Property by agreement would be futile, the Executive Director or his designee is hereby authorized and directed to file or cause to be filed a suit in eminent domain to acquire the property interests for the aforesaid purposes against the Owner and the owners of any interest in, and the holders of any lien secured by, the Subject Property, the Subject Property described in the attached Exhibit "A" to this Resolution; and

BE IT FURTHER RESOLVED that the Executive Director or his designee is hereby authorized and directed to incur such expenses and to employ such experts as he shall deem necessary to assist in the prosecution of such suit in eminent domain, including, but not limited to, appraisers, engineers, and land use planners.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 27th day of April, 2011.

Submitted and reviewed by:



Andrew Martin, General Counsel
Central Texas Regional Mobility Authority

Approved:



James H. Mills
Vice Chairman,
Board of Directors
Resolution Number 11-057
Date Passed: 04/27/11

Exhibit "A" to Resolution 11-057

Description of Parcel 60

EXHIBIT _____

County: Travis
Parcel No.: 60
Highway: U.S. Highway 290
Project Limits: From: E of US 183
 To: E of SH 130
Right of Way CSJ: 0114-02-085

PROPERTY DESCRIPTION FOR PARCEL 60

DESCRIPTION OF 1.090 ACRES (47,471 SQ. FT.) OF LAND OUT OF THE JAMES MANOR SURVEY NO. 40, ABSTRACT NO. 546, IN AUSTIN, TRAVIS COUNTY, TEXAS, SAME BEING A PORTION OF THAT CERTAIN TRACT OF LAND DESCRIBED AS 27.20 ACRES (SECOND TRACT), OF RECORD IN VOLUME 4282, PAGE 1082, DEED RECORDS, TRAVIS COUNTY, TEXAS, SAID 27.20 ACRE TRACT BEING PART OF THAT CERTAIN TRACT OF LAND DESCRIBED AS 275.66 ACRES (TRACT 3) IN A DEED TO THE BUTLER FAMILY PARTNERSHIP, LTD., OF RECORD IN VOLUME 12271, PAGE 872, REAL PROPERTY RECORDS, TRAVIS COUNTY, TEXAS, AND BEING OUT OF THAT TRACT OF LAND DESCRIBED AS 2130 SQUARE FEET IN A DEED TO THE BUTLER FAMILY PARTNERSHIP, LTD., OF RECORD IN DOCUMENT NO. 2009183458, OFFICIAL PUBLIC RECORDS, TRAVIS COUNTY, TEXAS, AND BEING OUT THAT TRACT OF LAND DESCRIBED AS 1588 SQUARE FEET IN A ORDER OF VACATION TO THE BUTLER FAMILY PARTNERSHIP, LTD., OF RECORD IN DOCUMENT NO. 2009170331, OFFICIAL PUBLIC RECORDS, TRAVIS COUNTY, TEXAS; SAID 1.090 ACRES OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a 1/2" iron rod set with a TEXAS DEPARTMENT OF TRANSPORTATION (TxDOT) aluminum cap to be replaced with a TxDOT Type II concrete monument after acquisition, in the proposed south ROW line of U.S. Highway 290, and the existing south ROW line of U.S. Highway 290, 204.23 feet right of Engineer's Baseline Station 1548+00.00, at the northeast corner of the herein described tract, same being in the north line of said 27.20 acre Butler Family tract, and the south line of that certain tract of land described as 5.738 acres in a deed to the State of Texas, of record in Volume 678, Page 401, Deed Records, Travis County, Texas, from which point a 1/2" iron rod found at the southeast corner of said 27.20 acre Butler Family tract and the southwest corner of that certain tract of land described as 12.03 acres in a deed to Manor Independent School District, of record in Volume 2895, Page 310, Deed Records, Travis County, Texas, being in the existing north ROW line of Old Highway 20, for which no record conveyance was found, as shown on TxDOT ROW map CSJ#0114-02-012, bears N74°03'41"E 664.63 feet and S27°28'34"W 1223.66 feet;

EXHIBIT ____

THENCE, with the proposed south ROW line of U.S. Highway 290 and the south line of this tract, crossing said 27.20 acre, 2130 square foot, and 1588 square foot Butler Family tracts, the following six (6) courses numbered 1 through 6;

- 1) **S54°21'29"W 106.21 feet** to a 1/2" iron rod set with a TxDOT aluminum cap to be replaced with a TxDOT Type II concrete monument after acquisition, 240.01 feet right of Engineer's Baseline Station 1547+00.00;
- 2) **S73°59'49"W 530.11 feet** to a 1/2" iron rod set with a TxDOT aluminum cap to be replaced with a TxDOT Type II concrete monument after acquisition, 240.45 feet right of Engineer's Baseline Station 1541+69.89;
- 3) with a curve to the left, whose intersection angle is **05°02'36"**, radius is **4517.66 feet**, passing at an arc distance of 345.27 feet to a 1/2" iron rod set with a TxDOT aluminum cap to be replaced with a TxDOT Type II concrete monument after acquisition, 253.92 feet right of Engineer's Baseline Station 1583+24.97 and continuing an arc distance of 52.39 for a total arc distance of **397.67 feet**, the chord of which bears **S71°28'31"W 397.54 feet** to a 1/2" iron rod set with a TxDOT aluminum cap to be replaced with a TxDOT Type II concrete monument after acquisition, 558.02 feet right of Engineer's Baseline Station 1537+70.29;
- 4) **S22°40'28"W 104.57 feet** to a 1/2" iron rod set with a TxDOT aluminum cap to be replaced with a TxDOT Type II concrete monument after acquisition, 338.67 feet right of Engineer's Baseline Station 1537+00.08;
- 5) **S23°07'42"E 105.51 feet** to a 1/2" iron rod set with a TxDOT aluminum cap to be replaced with a TxDOT Type II concrete monument after acquisition, 443.61 feet right of Engineer's Baseline Station 1537+11.88; and
- 6) **S19°38'00"W 6.55 feet** to a 1/2" iron rod set with a TxDOT aluminum cap to be replaced with a TxDOT Type II concrete monument after acquisition, 448.86 feet right of Engineer's Baseline Station 1537+07.63, for the southwest corner of this tract, same being in the west line of said 27.20 acre Butler Family tract and the existing east ROW line of Parmer Lane and the east line of that tract of land described as 47,834 square feet, Parcel B, in a deed to Travis County, of record in Document No. 2008039133, Official Public Records, Travis County, Texas

EXHIBIT ____

- 7) THENCE, with the west line of this tract and said 27.20 acre, 2130 square foot, and 1588 square foot Butler Family tracts and with the existing east ROW line of Parmer Lane and the east line of said 47,834 square foot Travis County tract, continuing with the east line of the remainder portion of Boyce Lane, continuing with the east line of the remainder portion of that tract described as 0.271 of one acre in a deed to Travis County, of record in Volume 4243, Page 1508, Deed Records, Travis County, Texas, and continuing with the east line of that tract described as 847 square feet, Parcel C, in said deed to Travis County in Document No. 2008039133, **N25°22'00"W 249.43 feet** to a calculated point at the northwest corner of this tract and said 27.20 acre Butler Family tract, same being in the existing south ROW line of U.S. Highway 290, and the south line of that tract described as 3.720 acres in a deed to the State of Texas, of record in Volume 663, Page 25, Deed Records, Travis County, Texas from which a 1/2" iron rod found near the west corner of said 847 square foot Travis County tract bears **S74°03'41"W 30.20 feet** and **N15°56'19"W 0.53 feet**;

- 8) THENCE, with the north line of this tract, and of said 27.20 acre Butler Family tract, same being the existing south ROW line of U.S. Highway 290, and the south line of said 3.720 acre State of Texas tract, and continuing with the south line of said 5.738 acre State of Texas tract, **N74°03'41"E 1123.95 feet** to the POINT OF BEGINNING and containing 1.090 acres within these metes and bounds, more or less.

EXHIBIT _____

All bearings are based on the Texas State Plane Coordinate System, Central Zone, NAD83(93) HARN. All distances and coordinates were adjusted to surface using a combined scale factor of 1.00011.

ACCESS MAY BE PERMITTED TO AND FROM THE TRANSPORTATION FACILITY ACROSS THE PROPOSED RIGHT-OF-WAY LINE AS DESCRIBED HEREIN, BEING THE COMMON BOUNDARY LINE BETWEEN THE PROPOSED U.S. 290 HIGHWAY FACILITY AND THE REMAINDER OF THE ABUTTING PROPERTY.

STATE OF TEXAS §
 § KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF TRAVIS §

That I, Chris Conrad, a Registered Professional Land Surveyor, do hereby certify that the above description is true and correct to the best of my knowledge and belief and that the property described herein was determined by a survey made on the ground under my direction and supervision.

WITNESS MY HAND AND SEAL at Austin, Travis County, Texas, this the 17th day of September, 2010 A.D.

SURVEYED BY:

McGRAY & McGRAY LAND SURVEYORS, INC.
3301 Hancock Dr., Ste 6 Austin, TX 78731 (512) 451-8591

Chris Conrad, Reg. Professional Land Surveyor No. 5623

Note: There is a plat to accompany this description. US 290 P60REV2
Issued 12/01/06, Rev 03/20/07, 09/17/10



STATE OF TEXAS
VOL. 663, PG. 25
DRTC
(3.720 AC.)

STATE OF TEXAS
VOL. 678, PG. 401 DRTC
(5.738 AC.)

U.S. HIGHWAY 290
(R.O.W. VARIES)

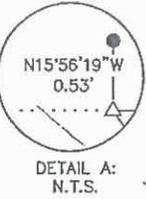
TRAVIS COUNTY
DOC. 2008039133
OPRTC
PARCEL C (847 S.F.)

(N76°37'E 1820.20')
(N74°03'41"E 1123.95')

EXISTING R.O.W. LINE

THE BUTLER FAMILY
PARTNERSHIP, LTD.
VOL. 12271,
PAGE 872
RPRTC
"TRACT 3"
(275.66 AC.)

VOL. 4282,
PG. 1082-DRTC
"THIRD TRACT"
(11.07 AC.)



DETAIL A:
N.T.S.

TRAVIS COUNTY
DOC. 2008039133
OPRTC
PARCEL A
(14,541 S.F.)

TRAVIS COUNTY
DOC. 2009170331
OPRTC
ORDER OF VACATION
(1.666 AC.)

TRAVIS COUNTY
DOC. 2008039133
OPRTC
PARCEL B
(47,834 S.F.)

STA. 1537+70.29
558.02' RT.

(60)
1.090 AC.

STA. 1538+24.97
253.92' RT.

STA. 1541+69.89
240.45' RT.

THE BUTLER FAMILY
PARTNERSHIP, LTD.
DOC. 2009183458 OPRTC
(2130 S.F.)

THE BUTLER FAMILY PARTNERSHIP, LTD.
VOL. 12271, PAGE 872-RPRTC
"TRACT 3"-(275.66 AC.)
VOL. 4282, PG. 1082-DRTC
"SECOND TRACT"-(27.20 AC.)

JAMES MANOR SURVEY NO. 40
ABS. NO. 546

| LINE TABLE | | |
|------------|-------------|--------|
| LINE | BEARING | LENGTH |
| L1 | S23°07'42"E | 105.51 |
| L2 | S19°38'00"W | 6.55 |
| L3 | S74°03'41"W | 30.20 |

| CURVE TABLE | | | | | | |
|-------------|--------|---------|-----------|---------|-------------|--------|
| CURVE | LENGTH | RADIUS | DELTA | TANGENT | BEARING | CHORD |
| C1 | 397.67 | 4517.66 | 05°02'36" | 198.96 | S71°28'31"W | 397.54 |
| C1A | 345.27 | 4517.66 | 04°22'44" | 172.72 | S71°48'27"W | 345.19 |
| C1B | 52.39 | 4517.66 | 00°39'52" | 26.20 | S69°17'09"W | 52.39 |

LEGEND

- TXDOT TYPE I CONCRETE MONUMENT FOUND
- TXDOT TYPE II CONCRETE MONUMENT FOUND
- ⊠ 1/2" IRON ROD SET WITH TXDOT ALUM. CAP TO BE REPLACED WITH A TXDOT TYPE II CONCRETE MONUMENT AFTER ACQUISITION
- 1/2" IRON ROD SET WITH TXDOT ALUM. CAP
- ⊙ IRON PIPE FOUND (SIZE NOTED)
- 1/2" IRON ROD FOUND (UNLESS NOTED)
- ▲ 60D NAIL FOUND
- △ CALCULATED POINT
- FENCE POST
- N.T.S. NOT TO SCALE
- (XXX) RECORD INFORMATION
- P.O.B POINT OF BEGINNING
- P.O.R. POINT OF REFERENCE
- ||| ACCESS DENIAL LINE
- PRTC PLAT RECORDS OF TRAVIS COUNTY
- DRTC DEED RECORDS OF TRAVIS COUNTY
- RPRTC REAL PROPERTY RECORDS OF TRAVIS COUNTY
- OPRTC OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY



SCALE: 1" = 100'



| | |
|-------------------------|------------|
| CALCULATED ACREAGE | 25.012 AC. |
| ACQUISITION ACREAGE | 1.090 AC. |
| ACQUISITION SQUARE FEET | 47,471 |
| REMAINDER ACREAGE | 23.922 AC. |
| REMAINDER SQUARE FEET | 1,042,052 |

McGRAY & McGRAY
LAND SURVEYORS, INC.
3301 HANCOCK DRIVE #6
AUSTIN, TEXAS 78731
(512) 451-8591

PLAT OF 1.090 AC. OF LAND OUT OF THE JAMES MANOR SURVEY NO. 40, ABSTRACT NO. 546, SAME BEING A PORTION OF THAT CERTAIN TRACT OF LAND CALLED 275.66 AC. (TRACT 3), IN A DEED TO THE BUTLER FAMILY PARTNERSHIP, LTD., OF RECORD IN VOLUME 12271, PAGE 872, REAL PROPERTY RECORDS, TRAVIS COUNTY, TEXAS

TRAVIS COUNTY
U.S. 290
CSJ 0114-02-085
PARCEL 60
PAGE 5 OF 6

MATCH PAGE 6 OF 6

U.S. HIGHWAY 290
(R.O.W. VARIES)

STATE OF TEXAS
VOL. 678, PG. 401 DRTC
(5.738 AC.)

P.O.B.
STA. 1548+00.00
204.23' RT.

(N76°37'E 1820.20')
N74°03'41"E 1123.95'

60
1.090 AC.

S73°59'49"W 530.11'

STA. 1547+00.00
240.01' RT.

S54°21'29"W
106.21'

S74°03'41"W
664.63'

THE BUTLER FAMILY PARTNERSHIP, LTD.
VOL. 12271, PAGE 872-RPRTC
"TRACT 3"-(275.66 AC.)

VOL. 4282, PG. 1082-DRTC
"SECOND TRACT"-(27.20 AC.)

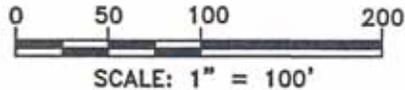
JAMES MANOR SURVEY NO. 40
ABS. NO. 546

MANOR INDEPENDENT
SCHOOL DISTRICT
VOL. 2895, PG. 310
DRTC
(12.03 AC.)

(28°58'W 1225.50')
S27°28'34"W 1223.66'

P.O.R.
OLD STATE HIGHWAY 20
(R.O.W. VARIES)
NO RECORD CONVEYANCE FOUND
DRAWN AS SHOWN ON
CSJ # 0114-02-012

MATCH PAGE 5 OF 6



NOTES:

- 1) BEARINGS AND COORDINATES ARE BASED ON THE TEXAS STATE PLANE COORDINATE SYSTEM, CENTRAL ZONE, NAD83(93) HARN. ALL DISTANCES AND COORDINATES WERE ADJUSTED TO SURFACE USING A COMBINED SCALE FACTOR OF 1.00011.
- 2) SEE PAGES 1, 2, 3 AND 4 OF 6 FOR A DESCRIPTION OF THIS PARCEL.
- 3) IMPROVEMENTS SHOWN ARE TAKEN FROM TXDOT AERIAL SURVEY DIGITAL FILES.
- 4) THIS SURVEY WAS DONE WITHOUT A TITLE REPORT OR EASEMENT SEARCH.
- 5) ENGINEER'S BASELINE IS NOT THE SAME AS THE ORIGINAL SURVEY "CENTERLINE".
- 6) ACCESS MAY BE PERMITTED TO AND FROM THE TRANSPORTATION FACILITY ACROSS THE PROPOSED RIGHT-OF-WAY LINE AS SHOWN HEREON, BEING THE COMMON BOUNDARY LINE BETWEEN THE PROPOSED U.S. 290 HIGHWAY FACILITY AND THE REMAINDER OF THE ABUTTING PROPERTY.

SURVEYED BY: MCGRAY & MCGRAY LAND SURVEYORS, INC.
3301 HANCOCK DR., STE 6, AUSTIN, TX 78731 512/451-8591

09/17/10

CHRIS CONRAD, REG. PROF. LAND SURVEYOR NO. 5623 DATE
SURVEYED ON GROUND UNDER MY DIRECT SUPERVISION

LEGEND

- TXDOT TYPE I CONCRETE MONUMENT FOUND
- ⊗ TXDOT TYPE II CONCRETE MONUMENT FOUND
- ⊠ 1/2" IRON ROD SET WITH TXDOT ALUM. CAP TO BE REPLACED WITH A TXDOT TYPE II CONCRETE MONUMENT AFTER ACQUISITION
- 1/2" IRON ROD SET WITH TXDOT ALUM. CAP
- ⊙ IRON PIPE FOUND (SIZE NOTED)
- 1/2" IRON ROD FOUND (UNLESS NOTED)
- ▲ 60D NAIL FOUND
- △ CALCULATED POINT
- FENCE POST
- N.T.S. NOT TO SCALE
- (XXX) RECORD INFORMATION
- P.O.B POINT OF BEGINNING
- P.O.R. POINT OF REFERENCE
- ▬ ACCESS DENIAL LINE
- PRTC PLAT RECORDS OF TRAVIS COUNTY
- DRTC DEED RECORDS OF TRAVIS COUNTY
- RPRTC REAL PROPERTY RECORDS OF TRAVIS COUNTY
- OPRTC OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY



McGRAY & McGRAY
LAND SURVEYORS, INC.
3301 HANCOCK DRIVE #6
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PLAT OF 1.090 AC. OF LAND OUT OF THE JAMES MANOR SURVEY NO. 40, ABSTRACT NO. 546, SAME BEING A PORTION OF THAT CERTAIN TRACT OF LAND CALLED 275.66 AC. (TRACT 3), IN A DEED TO THE BUTLER FAMILY PARTNERSHIP, LTD., OF RECORD IN VOLUME 12271, PAGE 872, REAL PROPERTY RECORDS, TRAVIS COUNTY, TEXAS

TRAVIS COUNTY
U.S. 290
CSJ 0114-02-085
PARCEL 60
PAGE 6 OF 6

FINAL CLOSURE PARCEL 60 US HIGHWAY 290

PARCEL 60 - SKETCH MAPCHECK

North: 10096256.2025 East: 3171843.8969
Course: S 54-21-29 W Distance: 106.21000
North: 10096194.3120 East: 3171757.5827
Course: S 73-59-49 W Distance: 530.11000
North: 10096048.1667 East: 3171248.0161
Arc Length: 397.66838 Radius: 4517.66000 Delta: -5-02-37
Tangent: 198.96268 Chord: 397.54000 Ch Course: S 71-28-31 W
Course In: S 16-00-11 E Out: N 21-02-47 W
Ctr North: 10091705.5780 East: 3172493.4780
End North: 10095921.8628 East: 3170871.0739
Course: S 22-40-28 W Distance: 104.57000
North: 10095825.3750 East: 3170830.7628
Course: S 23-07-42 E Distance: 105.51000
North: 10095728.3451 East: 3170872.2063
Course: S 19-38-00 W Distance: 6.55000
North: 10095722.1759 East: 3170870.0055
Course: N 25-22-00 W Distance: 249.43000
North: 10095947.5570 East: 3170763.1473
Course: N 74-03-41 E Distance: 1123.95000
North: 10096256.2018 East: 3171843.8887

Perimeter: 2623.99838

Area: 47471.38491 1.08979 acres
Mathematical Closure - (Uses Survey Units)
Error of Closure: 0.008212 Course: N 85-30-30 E
Precision 1: 319515.55

PARCEL 60 - STRIPMAP MAPCHECK

North: 10097190.2711 East: 3170161.2517
Course: S 54-21-29 W Distance: 106.21000
North: 10097128.3806 East: 3170074.9376
Course: S 73-59-49 W Distance: 530.11000
North: 10096982.2353 East: 3169565.3709
Arc Length: 397.66838 Radius: 4517.66000 Delta: -5-02-37
Tangent: 198.96268 Chord: 397.54000 Ch Course: S 71-28-31 W
Course In: S 16-00-11 E Out: N 21-02-47 W
Ctr North: 10092639.6466 East: 3170810.8329
End North: 10096855.9313 East: 3169188.4288
Course: S 22-40-28 W Distance: 104.57000
North: 10096759.4435 East: 3169148.1177
Course: S 23-07-42 E Distance: 105.51000
North: 10096662.4137 East: 3169189.5611
Course: S 19-38-00 W Distance: 6.55000
North: 10096656.2445 East: 3169187.3603
Course: N 25-22-00 W Distance: 249.43000
North: 10096881.6256 East: 3169080.5021
Course: N 74-03-41 E Distance: 1123.95000
North: 10097190.2704 East: 3170161.2435

Perimeter: 2623.99838

FINAL CLOSURE PARCEL 60 US HIGHWAY 290

PARCEL 60 - STRIPMAP MAPCHECK (cont.)

Area: 47471.38491 1.08979 acres
Mathematical Closure - (Uses Survey Units)
Error of Closure: 0.008212 Course: N 85-30-30 E
Precision 1: 319515.55

PARCEL 60 - DESCRIPTION MAPCHECK

North: 10095290.0964 East: 3174052.9781
 Course: S 54-21-29 W Distance: 106.21000
North: 10095228.2059 East: 3173966.6639
 Course: S 73-59-49 W Distance: 530.11000
North: 10095082.0606 East: 3173457.0973
 Arc Length: 397.66838 Radius: 4517.66000 Delta: -5-02-37
 Tangent: 198.96268 Chord: 397.54000 Ch Course: S 71-28-31 W
 Course In: S 16-00-11 E Out: N 21-02-47 W
Ctr North: 10090739.4720 East: 3174702.5592
End North: 10094955.7567 East: 3173080.1552
 Course: S 22-40-28 W Distance: 104.57000
North: 10094859.2689 East: 3173039.8440
 Course: S 23-07-42 E Distance: 105.51000
North: 10094762.2390 East: 3173081.2875
 Course: S 19-38-00 W Distance: 6.55000
North: 10094756.0698 East: 3173079.0867
 Course: N 25-22-00 W Distance: 249.43000
North: 10094981.4509 East: 3172972.2285
 Course: N 74-03-41 E Distance: 1123.95000
Press any key for more...
North: 10095290.0958 East: 3174052.9699

Perimeter: 2623.99838

Area: 47471.38491 1.08979 acres
Mathematical Closure - (Uses Survey Units)
Error of Closure: 0.008212 Course: N 85-30-30 E
Precision 1: 319515.55

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

RESOLUTION NO. 11-058

**RESOLUTION AUTHORIZING ACQUISITION OF PROPERTY RIGHTS BY
AGREEMENT OR CONDEMNATION OF CERTAIN PROPERTY IN TRAVIS
COUNTY FOR THE US 290 EAST TOLL PROJECT
(Parcel 61)**

WHEREAS, pursuant to and under the authority of Subchapter E, Chapter 370, Texas Transportation Code and other applicable law, the Central Texas Regional Mobility Authority (“CTRMA”) has found and determined that to promote the public safety, to facilitate the safety and movement of traffic, and to preserve the financial investment of the public in its roadways and the roadways of the State of Texas, public convenience and necessity requires acquisition of fee simple title to that certain 14.084 acres described by metes and bounds in Exhibit “A” to this Resolution (the “Subject Property”), owned by the Butler Family Partnership, Ltd., (the “Owner”), located at the northwest corner of US Hwy 290E and Parmer Lane in Travis County, for the construction, reconstruction, maintaining, widening, straightening, lengthening, and operating of the US 290 East Toll Project (the “Project”), as a part of the improvements to the Project, but excluding all the oil, gas, and sulphur which can be removed from beneath the Subject Property, without any right whatever remaining to the owner of such oil, gas, and sulphur of ingress to or egress from the surface of the Subject Property for the purpose of exploring, developing, or mining of the same, and that such constructing, reconstructing, maintaining, widening, straightening, lengthening, and operating of the Project shall extend across and upon, and will cross, run through, and be upon the Subject Property; and

WHEREAS, an independent, professional appraisal report of the Subject Property has been submitted to the CTRMA, and an amount has been established to be just compensation for the property rights to be acquired; and

WHEREAS, the Executive Director of the CTRMA, through agents employed or contracted with the CTRMA, has transmitted an official written offer to the Owner, based on the amount determined to be just compensation, and has entered into good faith negotiations with the Owner of the Subject Property to acquire the Subject Property; and

WHEREAS, as of the date of this Resolution, the Executive Director and the Owner have failed to agree on the amount determined to be just compensation and damages, if any, due to said Owner for the Subject Property; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the CTRMA that the Executive Director is specifically authorized and directed to acquire the Subject Property and all leasehold interests in the Subject Property for the Project by agreement, subject to approval of the purchase contract by the Board of Directors of the CTRMA; and

BE IT FURTHER RESOLVED that the Executive Director is specifically authorized to negotiate and execute, if possible, a possession and use agreement in such form as is acceptable to the Executive Director and for consideration in an amount not to exceed ninety percent (90%) of the purchase price set forth in the official written offer to purchase the Subject Property previously transmitted to the Owner; and

BE IT FURTHER RESOLVED that the Executive Director is specifically authorized to negotiate and execute, if possible, a purchase contract for consideration in an amount not to exceed the purchase price set forth in the official written offer to purchase the Subject Property previously transmitted to the Owner; and

BE IT FURTHER RESOLVED that at such time as the Executive Director concludes that further negotiations with Owner to acquire the Subject Property by agreement would be futile, the Executive Director or his designee is hereby authorized and directed to file or cause to be filed a suit in eminent domain to acquire the property interests for the aforesaid purposes against the Owner and the owners of any interest in, and the holders of any lien secured by, the Subject Property, the Subject Property described in the attached Exhibit "A" to this Resolution; and

BE IT FURTHER RESOLVED that the Executive Director or his designee is hereby authorized and directed to incur such expenses and to employ such experts as he shall deem necessary to assist in the prosecution of such suit in eminent domain, including, but not limited to, appraisers, engineers, and land use planners.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 27th day of April, 2011.

Submitted and reviewed by:


Andrew Martin, General Counsel
Central Texas Regional Mobility Authority

Approved:


James H. Mills
Vice Chairman,
Board of Directors
Resolution Number 11-058
Date Passed: 04/27/11

Exhibit "A" to Resolution 11-058

Description of Parcel 61

EXHIBIT ____

County: Travis
Parcel No.: 61
Highway: U.S. Highway 290
Project Limits: From: E of US 183
To: E of SH 130
Right of Way CSJ: 0114-02-085

PROPERTY DESCRIPTION FOR PARCEL 61

DESCRIPTION OF 14.084 ACRES (613,481 SQ. FT.) OF LAND OUT OF THE JAMES MANOR SURVEY NO. 40, ABSTRACT NO. 546, IN AUSTIN, TRAVIS COUNTY, TEXAS, SAME BEING A PORTION OF THAT CERTAIN TRACT OF LAND DESCRIBED AS 232.03 ACRES (FIRST TRACT) IN A DEED TO ROY A. BUTLER, OF RECORD IN VOLUME 4282, PAGE 1082, DEED RECORDS, TRAVIS COUNTY, TEXAS, SAID 232.03 ACRES BEING A PART OF THAT CERTAIN TRACT OF LAND DESCRIBED AS 275.66 ACRES (TRACT 3) IN A DEED TO THE BUTLER FAMILY PARTNERSHIP, LTD., OF RECORD IN VOLUME 12271, PAGE 872, REAL PROPERTY RECORDS, TRAVIS COUNTY, TEXAS, SAID 14.084 ACRES OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a 1/2" iron rod set with a TEXAS DEPARTMENT OF TRANSPORTATION (TxDOT) aluminum cap to be replaced by a TxDOT Type II concrete monument after acquisition, 319.01 feet left of Engineer's Baseline Station 1535+75.96, in the proposed north right-of-way (ROW) line of U.S. Highway 290, at the northwest corner of the herein described tract, same being in the existing east ROW line of FM 734 (Parmer Lane), and the east line of that certain tract of land described as 1.035 acres in a deed to the State of Texas, of record in Volume 13218, Page 2065, Real Property Records, Travis County, Texas, from which point a TxDOT Type II concrete monument found in the existing east ROW line of FM 734 (Parmer Lane), and the east line of said 1.035 acre State of Texas tract, bears N38°40'13"W 225.67 feet;

THENCE, with the proposed north ROW line of U.S. Highway 290 and the north line of this tract, crossing said 232.03 acre Butler Family tract, the following six (6) courses numbered 1 through 6;

- 1) **S72°48'17"E 136.09 feet** to a 1/2" iron rod set with a TxDOT aluminum cap to be replaced with a TxDOT Type II concrete monument after acquisition, 240.73 feet left of Engineer's Baseline Station 1536+82.11;

EXHIBIT ____

- 2) **N74°02'39"E 143.39 feet** to a 1/2" iron rod set with a TxDOT aluminum cap to be replaced with a TxDOT Type II concrete monument after acquisition, 238.88 feet left of Engineer's Baseline Station 1538+19.73;
- 3) **N76°11'14"E**, passing at 5.46 feet a 1/2" iron rod set with a TxDOT aluminum cap to be replaced with a TxDOT Type II concrete monument after acquisition, 238.67 feet left of Engineer's Baseline Station 1538+24.97 and continuing 114.91 feet for a total distance of **120.37 feet** to a 1/2" iron rod set with a TxDOT aluminum cap to be replaced with a TxDOT Type II concrete monument after acquisition, 234.37 feet left of Engineer's Baseline Station 1539+39.80, said point being the point of beginning of a curve;
- 4) with said curve to the right whose intersection angle is **05°09'25"**, radius is **11,481.16 feet**, at a sub arc distance of 860.38 feet passing a 1/2" iron rod set with a TxDOT aluminum cap to be replaced with a TxDOT Type II concrete monument after acquisition, 233.41 feet left of Engineer's Baseline Station 1547+99.98, continuing a total arc distance of **1,033.38 feet**, the chord of which bears **N74°32'23"E 1,033.03 feet** to a 1/2" iron rod set with a TxDOT aluminum cap to be replaced with a TxDOT Type II concrete monument after acquisition, 225.43 feet left of Engineer's Baseline Station 1549+72.79, at the point of tangency of said curve;
- 5) **N77°07'06"E 194.59 feet** to a 1/2" iron rod set with a TxDOT aluminum cap to be replaced with a TxDOT Type II concrete monument after acquisition, 215.00 feet left of Engineer's Baseline Station 1551+67.10; and
- 6) **N74°02'39"E**, at 632.89 feet passing a 1/2" iron rod set with a TxDOT aluminum cap to be replaced with a TxDOT Type II concrete monument after acquisition, 215.00 feet left of Engineer's Baseline Station 1557+99.98, continuing 627.32 feet, in all a total distance of **1260.21 feet** to a 1/2" iron rod set with a TxDOT aluminum cap, 215.00 feet left of Engineer's Baseline Station 1564+27.30, at the northeast corner of this tract, same being in the east line of said 232.03 acre Butler Family tract, and the west line of that certain tract of land described as 124.65 acres in a deed to Las Entradas Development Corporation, of record in Document 2007002485, Official Public Records, Travis County, Texas, from which point a 3/4" iron pipe found at the northeast corner of said 232.03 acre Butler Family tract, and the north corner of said Las Entradas Development tract, being in the existing southwest ROW line of Hill Lane, a public ROW for which no record information was found, bears **N27°26'52"E 2764.46 feet**;

EXHIBIT ____

- 7) THENCE, with the east line of this tract and said 232.03 acre Butler Family tract, same being the west line of said Las Entradas Development tract, **S27°26'52"W 272.07 feet** to a calculated point at the west corner of said Las Entradas Development tract and at the northwest corner of that certain tract of land described as 3.609 acres (Part 1) in a deed to the State of Texas, of record in Volume 3329, Page 629, Deed Records, Travis County, Texas, from which point a TxDOT Type I concrete monument found bears N10°56'33"W 0.89 feet;
- 8) THENCE, continuing with the east line of this tract and said 232.03 acre Butler Family tract, same being the west line of said 3.609 acre State of Texas tract, **S27°26'52"W 24.77 feet** to a calculated point at the southeast corner of this tract and said 232.03 acre Butler Family tract, same being the northeast corner of that certain tract of land described as 0.040 of one acre (Part II) in a deed to the State of Texas, of record in Volume 3269, Page 1500, Deed Records, Travis County, Texas, also being in the existing north ROW line of U.S. Highway 290, from which point a TxDOT Type I concrete monument found bears N49°40'49"E 4.08 feet;
- 9) THENCE, with the south line of this tract and said 232.03 acre Butler Family tract, same being the existing north ROW line of U.S. Highway 290, the north line of said 0.040 acre State of Texas tract, the north line of that certain tract of land described as 1.332 acres in a deed to the State of Texas, of record in Volume 3269, Page 1492, Deed Records, Travis County, Texas, the north line of that certain tract of land described as 1.328 acres (Part I), in a deed to the State of Texas, of record in Volume 3269, Page 1500, Deed Records, Travis County, Texas, and the north line of that certain tract of land described as 1.321 acres in a deed to the State of Texas, of record in Volume 3269, Page 1496, Deed Records, Travis County, Texas, **S74°03'41"W**, at 864.64 feet passing a TxDOT Type I concrete monument found, continuing 1220.91 feet, in all a total distance of **2085.55 feet** to a calculated point at the northwest corner of said 1.321 acre State of Texas tract, from which point a TxDOT Type I concrete monument found bears N65°36'30"E 1.11 feet, and from which point a TxDOT Type I concrete monument found bears N89°32'30"E 2.36 feet;
- 10) THENCE, continuing with the south line of this tract and said 232.03 acre Butler Family tract, same being the existing north ROW line of U.S. Highway 290, and the west line of said 1.321 acre State of Texas tract, **S28°00'35"W 5.56 feet** to a calculated point at the northeast corner of that certain tract of land described as 0.714, of one acre of land (Part II), in a deed to the State of Texas, of record in Volume 3151, Page 273, Deed Records, Travis County, Texas;

EXHIBIT ____

- 11) THENCE, continuing with the south line of this tract and said 232.03 acre Butler Family tract, same being the existing north ROW line U.S. Highway 290, and with the north line of said 0.714 of one acre State of Texas tract, **S74°03'41"W 438.96 feet** to a calculated point at the southwest corner of this tract, the southeast corner of said 1.035 acre State of Texas tract, same being in the existing east ROW line of FM 734 (Parmer Lane);
- 12) THENCE, with the west line of this tract, crossing said 232.03 acre Butler Family Tract, and with the existing east ROW line of FM 734 (Parmer Lane), and the east line of said 1.035 acre State of Texas tract, **N38°40'13"W 343.86 feet** to the POINT OF BEGINNING and containing 14.084 acres within these metes and bounds, more or less.

All bearings are based on the Texas State Plane Coordinate System, Central Zone, NAD83(93) HARN. All distances and coordinates were adjusted to surface using a combined scale factor of 1.00011.

ACCESS MAY BE PERMITTED TO AND FROM THE TRANSPORTATION FACILITY ACROSS THE PROPOSED RIGHT-OF-WAY LINE AS DESCRIBED HEREIN, BEING THE COMMON BOUNDARY LINE BETWEEN THE PROPOSED U.S. 290 HIGHWAY FACILITY AND THE REMAINDER OF THE ABUTTING PROPERTY.

STATE OF TEXAS §
 § KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF TRAVIS §

That I, Chris Conrad, a Registered Professional Land Surveyor, do hereby certify that the above description is true and correct to the best of my knowledge and belief and that the property described herein was determined by a survey made on the ground under my direction and supervision.

WITNESS MY HAND AND SEAL at Austin, Travis County, Texas, this the 3rd day of December, 2010 A.D.

SURVEYED BY:

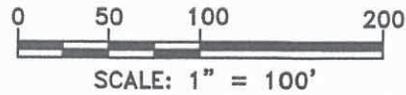
McGRAY & McGRAY LAND SURVEYORS, INC.
3301 Hancock Dr., Ste. 6 Austin, TX 78731 (512) 451-8591

Chris Conrad, Reg. Professional Land Surveyor No. 5623

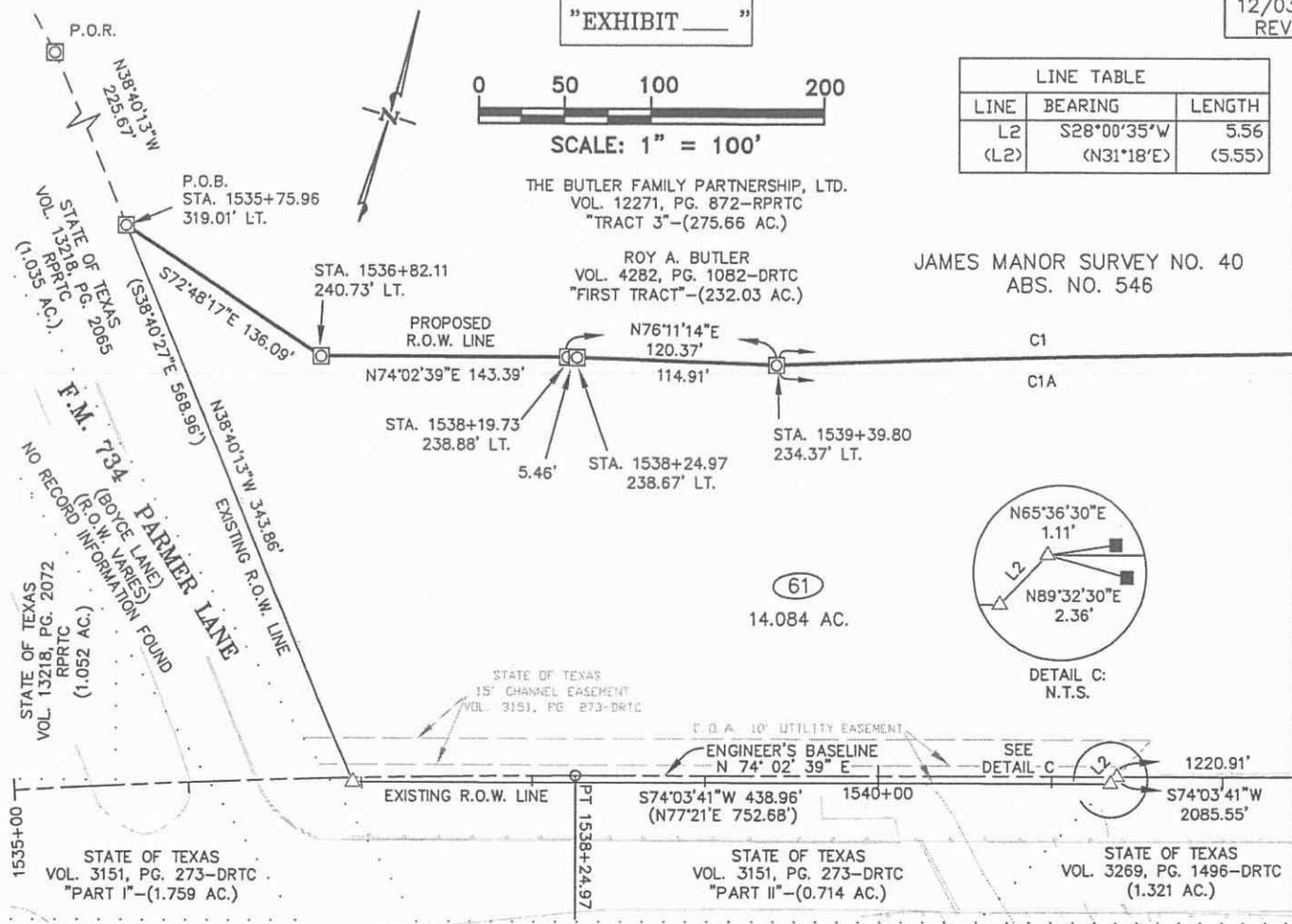
Note: There is a plat to accompany this description. US 290 P61 R5
Issued 12/01/06, Rev 03/20/07, 04/01/09, 09/17/10, 12/3/10



"EXHIBIT ____"



| LINE TABLE | | |
|------------|-------------|--------|
| LINE | BEARING | LENGTH |
| L2 | S28°00'35"W | 5.56 |
| (L2) | (N31°18'E) | (5.55) |



MATCH PAGE 6 OF 8

| CURVE TABLE | | | | | | |
|-------------|---------|----------|-----------|---------|-------------|---------|
| CURVE | LENGTH | RADIUS | DELTA | TANGENT | BEARING | CHORD |
| C1 | 1033.38 | 11481.16 | 05°09'25" | 517.04 | N74°32'23"E | 1033.03 |
| C1A | 860.38 | 11481.16 | 04°17'37" | 430.39 | N74°06'29"E | 860.18 |
| C1B | 172.99 | 11481.16 | 00°51'48" | 86.50 | N76°41'12"E | 172.99 |

U.S. HIGHWAY 290
(R.O.W. VARIES)

LEGEND

- TXDOT TYPE I CONCRETE MONUMENT FOUND
- TXDOT TYPE II CONCRETE MONUMENT FOUND
- ⊠ 1/2" IRON ROD SET WITH TXDOT ALUM. CAP TO BE REPLACED WITH A TXDOT TYPE II CONCRETE MONUMENT AFTER ACQUISITION
- 1/2" IRON ROD SET WITH TXDOT ALUM. CAP
- ⊙ IRON PIPE FOUND (SIZE NOTED)
- 1/2" IRON ROD FOUND (UNLESS NOTED)
- ▲ 60D NAIL FOUND
- △ CALCULATED POINT
- FENCE POST
- N.T.S. NOT TO SCALE
- (XXX) RECORD INFORMATION
- P.O.B POINT OF BEGINNING
- P.O.R. POINT OF REFERENCE
- ||| ACCESS DENIAL LINE
- PRTC PLAT RECORDS OF TRAVIS COUNTY
- DRTC DEED RECORDS OF TRAVIS COUNTY
- RPRTC REAL PROPERTY RECORDS OF TRAVIS COUNTY
- OPRTC OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY

| | |
|-------------------------|-------------|
| DEED ACREAGE | 230.995 AC. |
| ACQUISITION ACREAGE | 14.084 AC. |
| ACQUISITION SQUARE FEET | 613,481 |
| REMAINDER ACREAGE | 216.911 AC. |
| REMAINDER SQUARE FEET | 9,448,661 |

McGRAY & McGRAY
LAND SURVEYORS, INC.
3301 HANCOCK DRIVE #6
AUSTIN, TEXAS 78731
(512) 451-8591

PLAT OF 14.084 AC. OF LAND OUT OF THE JAMES MANOR SURVEY NO. 40, ABSTRACT NO. 546, SAME BEING A PORTION OF THAT CERTAIN TRACT OF LAND DESCRIBED AS 275.66 AC. (TRACT 3) IN A DEED TO THE BUTLER FAMILY PARTNERSHIP, LTD., OF RECORD IN VOLUME 12271, PAGE 872, REAL PROPERTY RECORDS, TRAVIS COUNTY, TEXAS

TRAVIS COUNTY
U.S. 290
CSJ 0114-02-085
PARCEL 61
PAGE 5 OF 8

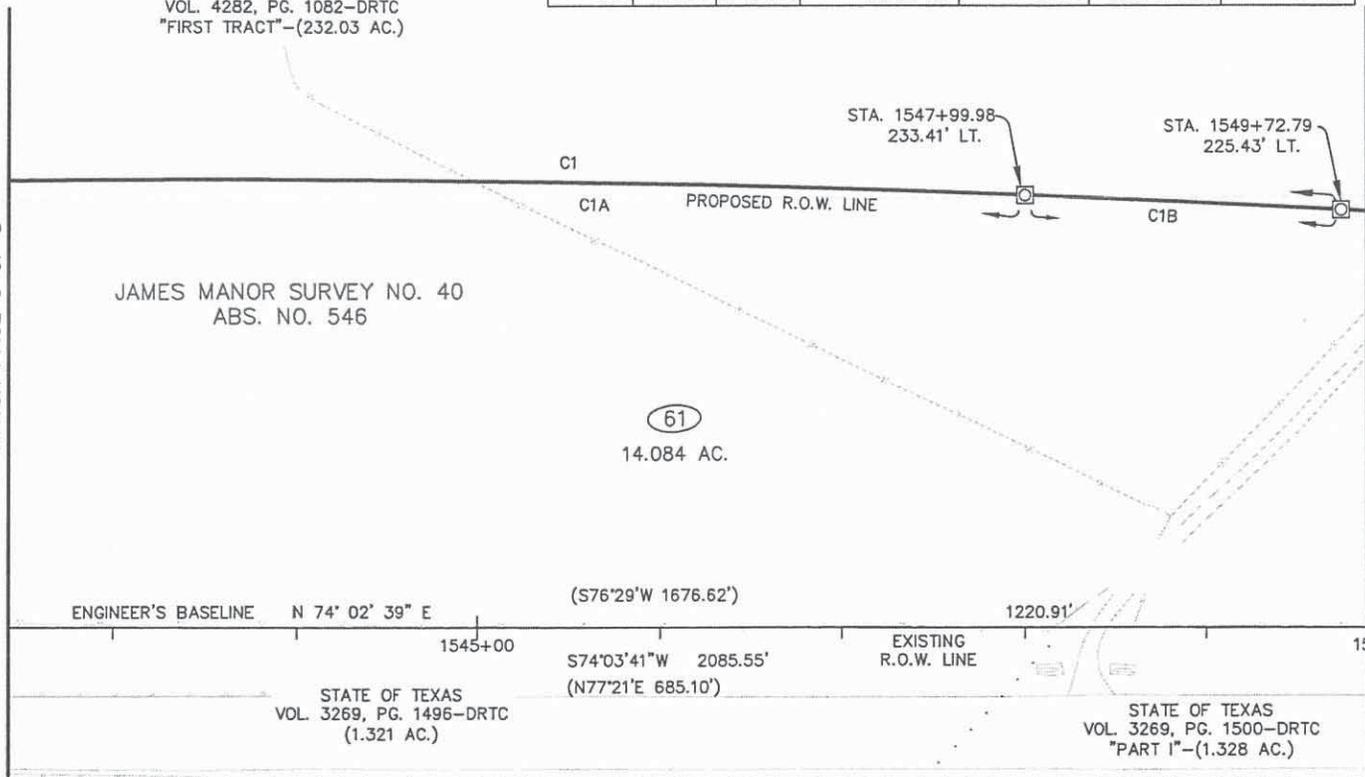
THE BUTLER FAMILY PARTNERSHIP, LTD.
VOL. 12271, PG. 872-RPRTC
"TRACT 3"-(275.66 AC.)

ROY A. BUTLER
VOL. 4282, PG. 1082-DRTC
"FIRST TRACT"-(232.03 AC.)

| CURVE TABLE | | | | | | |
|-------------|---------|----------|-----------|---------|-------------|---------|
| CURVE | LENGTH | RADIUS | DELTA | TANGENT | BEARING | CHORD |
| C1 | 1033.38 | 11481.16 | 05°09'25" | 517.04 | N74°32'23"E | 1033.03 |
| C1A | 860.38 | 11481.16 | 04°17'37" | 430.39 | N74°06'29"E | 860.18 |
| C1B | 172.99 | 11481.16 | 00°51'48" | 86.50 | N76°41'12"E | 172.99 |

MATCH PAGE 5 OF 8

MATCH PAGE 7 OF 8

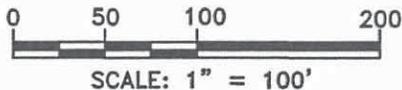


JAMES MANOR SURVEY NO. 40
ABS. NO. 546

61
14.084 AC.

ENGINEER'S BASELINE N 74° 02' 39" E (S76°29'W 1676.62') 1545+00 1220.91'
S74°03'41"W 2085.55' EXISTING R.O.W. LINE
STATE OF TEXAS VOL. 3269, PG. 1496-DRTC (1.321 AC.) STATE OF TEXAS VOL. 3269, PG. 1500-DRTC "PART 1"-(1.328 AC.)

U.S. HIGHWAY 290
(R.O.W. VARIES)



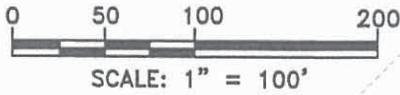
LEGEND

- TXDOT TYPE I CONCRETE MONUMENT FOUND
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PLAT OF 14.084 AC. OF LAND OUT OF THE JAMES MANOR SURVEY NO. 40, ABSTRACT NO. 546, SAME BEING A PORTION OF THAT CERTAIN TRACT OF LAND DESCRIBED AS 275.66 AC. (TRACT 3) IN A DEED TO THE BUTLER FAMILY PARTNERSHIP, LTD., OF RECORD IN VOLUME 12271, PAGE 872, REAL PROPERTY RECORDS, TRAVIS COUNTY, TEXAS

TRAVIS COUNTY
U.S. 290
CSJ 0114-02-085
PARCEL 61
PAGE 6 OF 8



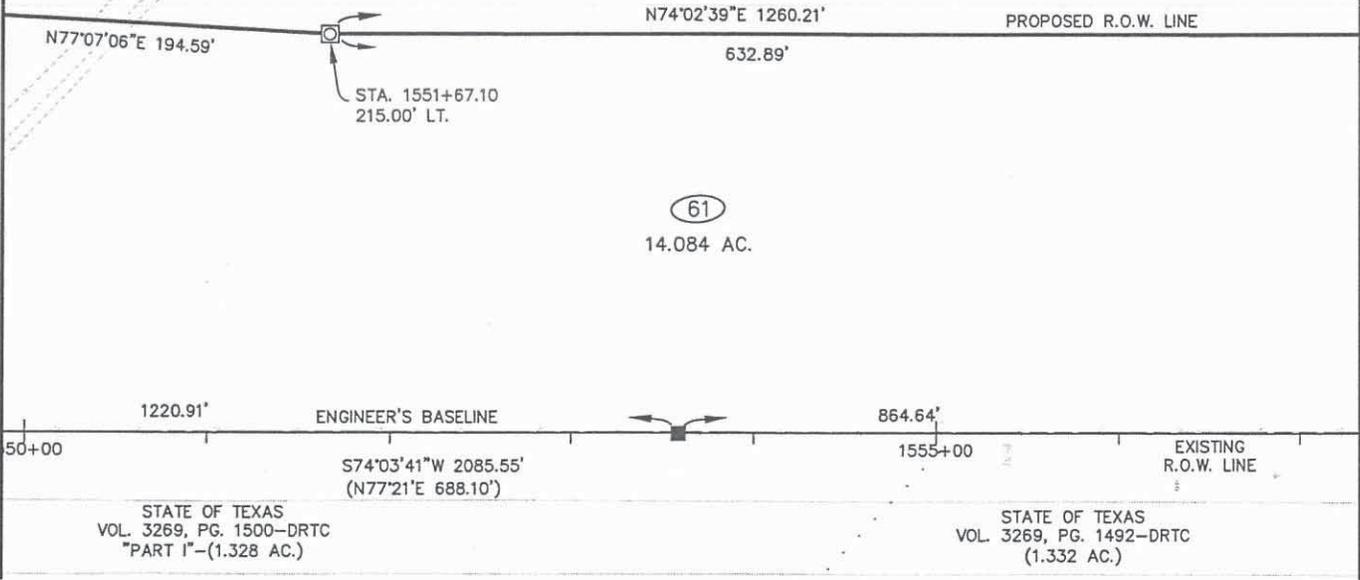
THE BUTLER FAMILY PARTNERSHIP, LTD.
VOL. 12271, PG. 872-RPRTC
"TRACT 3"-(275.66 AC.)

ROY A. BUTLER
VOL. 4282, PG. 1082-DRTC
"FIRST TRACT"-(232.03 AC.)

JAMES MANOR SURVEY NO. 40
ABS. NO. 546

MATCH PAGE 6 OF 8

MATCH PAGE 8 OF 8



U.S. HIGHWAY 290
(R.O.W. VARIES)

LEGEND

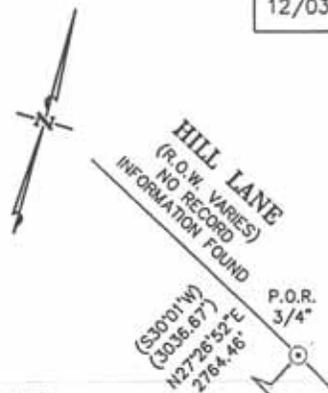
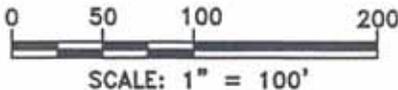
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3301 HANCOCK DRIVE #6
AUSTIN, TEXAS 78731
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PLAT OF 14.084 AC. OF LAND OUT OF THE JAMES MANOR SURVEY NO. 40, ABSTRACT NO. 546, SAME BEING A PORTION OF THAT CERTAIN TRACT OF LAND DESCRIBED AS 275.66 AC. (TRACT 3) IN A DEED TO THE BUTLER FAMILY PARTNERSHIP, LTD., OF RECORD IN VOLUME 12271, PAGE 872, REAL PROPERTY RECORDS, TRAVIS COUNTY, TEXAS

TRAVIS COUNTY
U.S. 290
CSJ 0114-02-085
PARCEL 61
PAGE 7 OF 8

| LINE TABLE | | |
|------------|-------------|---------|
| LINE | BEARING | LENGTH |
| L1 | S27°26'52"W | 24.77 |
| (L1) | (S25°24'W) | (25.30) |

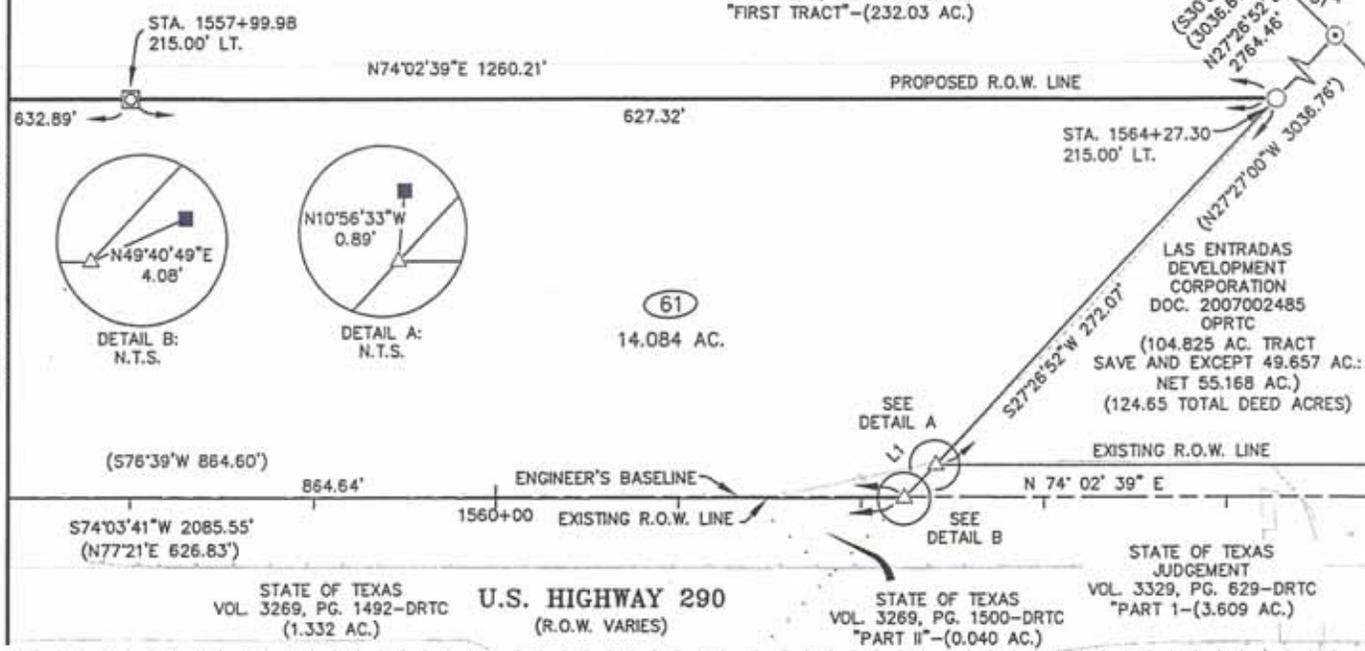


JAMES MANOR SURVEY NO. 40
ABS. NO. 546

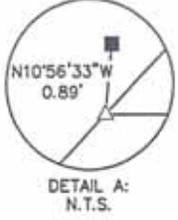
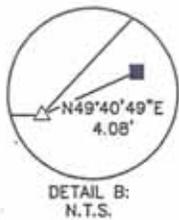
THE BUTLER FAMILY PARTNERSHIP, LTD.
VOL. 12271, PG. 872-RPRTC
TRACT 3--(275.66 AC.)

ROY A. BUTLER
VOL. 4282, PG. 1082-DRTC
FIRST TRACT--(232.03 AC.)

HILL LANE
(R.O.W. VARIES)
NO RECORD
INFORMATION FOUND



MATCH PAGE 7 OF 8



- NOTES:
- 1) BEARINGS AND COORDINATES ARE BASED ON THE TEXAS STATE PLANE COORDINATE SYSTEM, CENTRAL ZONE, NAD83(93) HARN. ALL DISTANCES AND COORDINATES WERE ADJUSTED TO SURFACE USING A COMBINED SCALE FACTOR OF 1.00011.
 - 2) SEE PAGES 1, 2, 3, AND 4 OF 8 FOR A DESCRIPTION OF THIS PARCEL.
 - 3) IMPROVEMENTS SHOWN ARE TAKEN FROM TXDOT AERIAL SURVEY DIGITAL FILES.
 - 4) THIS SURVEY WAS DONE WITHOUT A TITLE REPORT OR EASEMENT SEARCH.
 - 5) ENGINEER'S BASELINE IS NOT THE SAME AS THE ORIGINAL SURVEY "CENTERLINE".
 - 6) ACCESS MAY BE PERMITTED TO AND FROM THE TRANSPORTATION FACILITY ACROSS THE PROPOSED RIGHT-OF-WAY LINE AS SHOWN HEREON, BEING THE COMMON BOUNDARY LINE BETWEEN THE PROPOSED U.S. 290 HIGHWAY FACILITY AND THE REMAINDER OF THE ABUTTING PROPERTY.
 - 7) 0.159 OF ONE ACRE OF SAID 14.084 ACRES IS AN EXISTING 15' STATE OF TEXAS CHANNEL EASEMENT OF RECORD IN VOLUME 3151, PAGE 273, DEED RECORDS, TRAVIS COUNTY, TEXAS.

SURVEYED BY: MCGRAY & MCGRAY LAND SURVEYORS, INC.
3301 HANCOCK DR., STE 6, AUSTIN, TX 78731 512/451-8591

12/03/10

CHRIS CONRAD, REG. PROF. LAND SURVEYOR NO. 5623
SURVEYED ON GROUND UNDER MY DIRECT SUPERVISION

LEGEND

- TXDOT TYPE I CONCRETE MONUMENT FOUND
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PLAT OF 14.084 AC. OF LAND OUT OF THE JAMES MANOR SURVEY NO. 40, ABSTRACT NO. 546, SAME BEING A PORTION OF THAT CERTAIN TRACT OF LAND DESCRIBED AS 275.66 AC. (TRACT 3) IN A DEED TO THE BUTLER FAMILY PARTNERSHIP, LTD., OF RECORD IN VOLUME 12271, PAGE 872, REAL PROPERTY RECORDS, TRAVIS COUNTY, TEXAS

TRAVIS COUNTY
U.S. 290
CSJ 0114-02-085
PARCEL 61
PAGE 8 OF 8

FINAL CLOSURES PARCEL 61 US HWY 290

PARCEL 61 - STRIPMAP MAPCHECK

North: 10090999.9359 East: 3173693.1227
Course: S 72-48-17 E Distance: 136.09000
North: 10090959.7037 East: 3173823.1299
Course: N 74-02-39 E Distance: 143.39000
North: 10090999.1211 East: 3173960.9956
Course: N 76-11-14 E Distance: 120.37000
North: 10091027.8594 East: 3174077.8846
Arc Length: 1033.37878 Radius: 11481.16000 Delta: 5-09-25
Tangent: 517.03849 Chord: 1033.03000 Ch Course: N 74-32-23 E
Course In: S 18-02-20 E Out: N 12-52-54 W
Ctr North: 10080111.0308 East: 3177633.1467
End North: 10091303.2345 East: 3175073.5350
Course: N 77-07-06 E Distance: 194.59000
North: 10091346.6160 East: 3175263.2276
Course: N 74-02-39 E Distance: 1260.21000
North: 10091693.0430 East: 3176474.8866
Course: S 27-26-52 W Distance: 272.07000
North: 10091451.5996 East: 3176349.4787
Course: S 27-26-52 W Distance: 24.77000
North: 10091429.6179 East: 3176338.0612
Course: S 74-03-41 W Distance: 2085.55000
North: 10090856.9107 East: 3174332.6871
Course: S 28-00-35 W Distance: 5.56000
North: 10090852.0020 East: 3174330.0760
Course: S 74-03-41 W Distance: 438.96000
North: 10090731.4604 East: 3173907.9912
Course: N 38-40-13 W Distance: 343.86000
North: 10090999.9307 East: 3173693.1345

Perimeter: 6058.79878

Area: 613480.70644 14.08358 acres

Mathematical Closure - (Uses Survey Units)

Error of Closure: 0.012863 Course: N 66-14-12 W

Precision 1: 471033.75

PARCEL 61 - SKETCH MAPCHECK

North: 10095714.5899 East: 3166523.0924
Course: S 72-48-17 E Distance: 136.09000
North: 10095674.3577 East: 3166653.0995
Course: N 74-02-39 E Distance: 143.39000
North: 10095713.7751 East: 3166790.9653
Course: N 76-11-14 E Distance: 120.37000
North: 10095742.5134 East: 3166907.8543
Arc Length: 1033.37878 Radius: 11481.16000 Delta: 5-09-25
Tangent: 517.03849 Chord: 1033.03000 Ch Course: N 74-32-23 E
Course In: S 18-02-20 E Out: N 12-52-54 W
Ctr North: 10084825.6848 East: 3170463.1163
End North: 10096017.8885 East: 3167903.5046

FINAL CLOSURES PARCEL 61 US HWY 290

PARCEL 61 - SKETCH MAPCHECK (cont.)

Course: N 77-07-06 E Distance: 194.59000
North: 10096061.2701 East: 3168093.1973
Course: N 74-02-39 E Distance: 1260.21000
North: 10096407.6971 East: 3169304.8563
Course: S 27-26-52 W Distance: 272.07000
North: 10096166.2537 East: 3169179.4483
Course: S 27-26-52 W Distance: 24.77000
North: 10096144.2720 East: 3169168.0309
Course: S 74-03-41 W Distance: 2085.55000
North: 10095571.5648 East: 3167162.6568
Course: S 28-00-35 W Distance: 5.56000
North: 10095566.6561 East: 3167160.0457
Course: S 74-03-41 W Distance: 438.96000
North: 10095446.1144 East: 3166737.9608
Course: N 38-40-13 W Distance: 343.86000
North: 10095714.5847 East: 3166523.1041

Perimeter: 6058.79878

Area: 613480.70644 14.08358 acres
Mathematical Closure - (Uses Survey Units)
Error of Closure: 0.012863 Course: N 66-14-12 W
Precision 1: 471033.75

PARCEL 61 - DESCRIPTION MAPCHECK

North: 10088997.0330 East: 3162783.7569
Course: S 72-48-17 E Distance: 136.09000
North: 10088956.8008 East: 3162913.7640
Course: N 74-02-39 E Distance: 143.39000
North: 10088996.2181 East: 3163051.6298
Course: N 76-11-14 E Distance: 120.37000
North: 10089024.9565 East: 3163168.5188
Arc Length: 1033.37878 Radius: 11481.16000 Delta: 5-09-25
Tangent: 517.03849 Chord: 1033.03000 Ch Course: N 74-32-23 E
Course In: S 18-02-20 E Out: N 12-52-54 W
Ctr North: 10078108.1279 East: 3166723.7808
End North: 10089300.3315 East: 3164164.1691
Course: N 77-07-06 E Distance: 194.59000
North: 10089343.7131 East: 3164353.8618
Course: N 74-02-39 E Distance: 1260.21000
North: 10089690.1401 East: 3165565.5208
Course: S 27-26-52 W Distance: 272.07000
North: 10089448.6967 East: 3165440.1128
Course: S 27-26-52 W Distance: 24.77000
Press any key for more...
North: 10089426.7150 East: 3165428.6954
Course: S 74-03-41 W Distance: 2085.55000
North: 10088854.0078 East: 3163423.3213
Course: S 28-00-35 W Distance: 5.56000

**FINAL CLOSURES PARCEL 61
US HWY 290**

PARCEL 61 - DESCRIPTION MAPCHECK (cont.)

North: 10088849.0991 East: 3163420.7102

Course: S 74-03-41 W Distance: 438.96000
North: 10088728.5575 East: 3162998.6253
Course: N 38-40-13 W Distance: 343.86000
North: 10088997.0278 East: 3162783.7686

Perimeter: 6058.79878

Area: 613480.70644 14.08358 acres
Mathematical Closure - (Uses Survey Units)
Error of Closure: 0.012863 Course: N 66-14-12 W
Precision 1: 471033.75

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

RESOLUTION NO. 11-059

**RESOLUTION AUTHORIZING ACQUISITION OF PROPERTY RIGHTS BY
AGREEMENT OR CONDEMNATION OF CERTAIN PROPERTY IN TRAVIS
COUNTY FOR THE US 290 EAST TOLL PROJECT
(Parcel 113)**

WHEREAS, pursuant to and under the authority of Subchapter E, Chapter 370, Texas Transportation Code and other applicable law, the Central Texas Regional Mobility Authority ("CTRMA") has found and determined that to promote the public safety, to facilitate the safety and movement of traffic, and to preserve the financial investment of the public in its roadways and the roadways of the State of Texas, public convenience and necessity requires acquisition of fee simple title to that certain 0.027 acres described by metes and bounds in Exhibit "A" to this Resolution (the "Subject Property"), owned by the Butler Family Partnership, Ltd., (the "Owner"), located at the northwest corner of US Hwy 290E and Parmer Lane in Travis County, for the construction, reconstruction, maintaining, widening, straightening, lengthening, and operating of the US 290 East Toll Project (the "Project"), as a part of the improvements to the Project, but excluding all the oil, gas, and sulphur which can be removed from beneath the Subject Property, without any right whatever remaining to the owner of such oil, gas, and sulphur of ingress to or egress from the surface of the Subject Property for the purpose of exploring, developing, or mining of the same, and that such constructing, reconstructing, maintaining, widening, straightening, lengthening, and operating of the Project shall extend across and upon, and will cross, run through, and be upon the Subject Property; and

WHEREAS, an independent, professional appraisal report of the Subject Property has been submitted to the CTRMA, and an amount has been established to be just compensation for the property rights to be acquired; and

WHEREAS, the Executive Director of the CTRMA, through agents employed or contracted with the CTRMA, has transmitted an official written offer to the Owner, based on the amount determined to be just compensation, and has entered into good faith negotiations with the Owner of the Subject Property to acquire the Subject Property; and

WHEREAS, as of the date of this Resolution, the Executive Director and the Owner have failed to agree on the amount determined to be just compensation and damages, if any, due to said Owner for the Subject Property; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the CTRMA that the Executive Director is specifically authorized and directed to acquire the Subject Property and all leasehold interests in the Subject Property for the Project by agreement, subject to approval of the purchase contract by the Board of Directors of the CTRMA; and

BE IT FURTHER RESOLVED that the Executive Director is specifically authorized to negotiate and execute, if possible, a possession and use agreement in such form as is acceptable to the Executive Director and for consideration in an amount not to exceed ninety percent (90%) of the purchase price set forth in the official written offer to purchase the Subject Property previously transmitted to the Owner; and

BE IT FURTHER RESOLVED that the Executive Director is specifically authorized to negotiate and execute, if possible, a purchase contract for consideration in an amount not to exceed the purchase price set forth in the official written offer to purchase the Subject Property previously transmitted to the Owner; and

BE IT FURTHER RESOLVED that at such time as the Executive Director concludes that further negotiations with Owner to acquire the Subject Property by agreement would be futile, the Executive Director or his designee is hereby authorized and directed to file or cause to be filed a suit in eminent domain to acquire the property interests for the aforesaid purposes against the Owner and the owners of any interest in, and the holders of any lien secured by, the Subject Property, the Subject Property described in the attached Exhibit "A" to this Resolution; and

BE IT FURTHER RESOLVED that the Executive Director or his designee is hereby authorized and directed to incur such expenses and to employ such experts as he shall deem necessary to assist in the prosecution of such suit in eminent domain, including, but not limited to, appraisers, engineers, and land use planners.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 27th day of April, 2011.

Submitted and reviewed by:



Andrew Martin, General Counsel
Central Texas Regional Mobility Authority

Approved:



James H. Mills
Vice Chairman,
Board of Directors
Resolution Number 11-059
Date Passed: 04/27/11

Exhibit "A" to Resolution 11-059

Description of Parcel 113

EXHIBIT _____

County: Travis
Parcel No.: 113
Highway: U.S. Highway 290
Project Limits: From: E of US 183
To: E of SH 130
Right of Way CSJ: 0114-02-085

PROPERTY DESCRIPTION FOR PARCEL 113

DESCRIPTION OF 0.027 OF ONE ACRE (1,189 SQ. FT.) OF LAND OUT OF THE JAMES MANOR SURVEY NO. 40, ABSTRACT NO. 546, IN AUSTIN, TRAVIS COUNTY, TEXAS, SAME BEING A PORTION OF THAT CERTAIN TRACT OF LAND DESCRIBED AS 4.42 ACRES (FIFTH TRACT), OF RECORD IN VOLUME 4282, PAGE 1082, DEED RECORDS, TRAVIS COUNTY, TEXAS, SAID 4.42 ACRES BEING A PART OF THAT CERTAIN TRACT OF LAND DESCRIBED AS 275.66 ACRES (TRACT 3) IN A DEED TO THE BUTLER FAMILY PARTNERSHIP, LTD., OF RECORD IN VOLUME 12271, PAGE 872, REAL PROPERTY RECORDS, TRAVIS COUNTY, TEXAS, SAID 0.027 OF ONE ACRE OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a 1/2" iron rod set with a TEXAS DEPARTMENT OF TRANSPORTATION (TxDOT) aluminum cap to be replaced by a TxDOT Type II concrete monument after acquisition, 325.48 feet left of Engineer's Baseline Station 1533+11.83, in the proposed west right-of-way (ROW) line of U.S. Highway 290, at the west corner of the herein described tract, same being in the existing north ROW line of U.S. Highway 290, and the north line of that tract described as 2.897 acre, Parcel 1215, in a deed to the State of Texas, of record in Document No. 2007015033, Official Public Records, Travis County, Texas, from TxDOT Type III monument found at the southeast corner of that tract described as 9.109 acres in a deed to E/290 Parmer, LTD., of record in Document No. 2008195889, Official Public Records, Travis County, Texas, bears along a curve to the left, whose intersection angle is $01^{\circ}49'46''$, radius is 6,153.61 feet, an arc distance of 196.49 feet, the chord of which bears $S67^{\circ}51'08''W$ 196.48 feet;

- 1) THENCE, with the northwest line of this tract and the proposed northwest ROW line of U.S. Highway 290. crossing said 4.42 acre Butler tract, $N15^{\circ}09'44''E$ 59.01 feet to a 1/2" iron rod set with a TxDOT aluminum cap to be replaced with a TxDOT Type II concrete monument after acquisition, 373.17 feet left of Engineers Baseline Station 1533+44.59, same being in the west line of F.M. 734 (Parmer Lane) and the west line of that tract described as 1.052 acres in a deed to the State of Texas, of record in Volume 13218, Page 2072, Real Property Records, Travis County, Texas, from which a TxDOT Type III monument found at the north corner of said 4.42 acre Butler tract and the east corner of said E/290 tract bears $N38^{\circ}40'29''W$ 123.42 feet;

EXHIBIT ____

- 2) THENCE, with the east line of this tract and said 4.42 acre Butler tract and the existing west ROW line of F.M. 734 (Parmer Lane) and the west line of said 1.052 acre State of Texas tract, **S38°40'29"E 50.00 feet** to a TxDOT Type III monument found at the east corner of this tract and said 4.42 acre Butler tract, same being in the existing north ROW line of U.S. Highway 290 and at the northeast corner of said 2.897 acre State of Texas tract;
- 3) THENCE, with the south line of this tract and said 4.42 acre Butler tract and the existing north ROW line of U.S. Highway 290 and the north line of said 2.897 acre State of Texas tract, with a curve to the left, whose intersection angle is **00°27'56"**, radius is **6,153.61 feet**, an arc distance of **50.00 feet**, the chord of which bears **S68°59'59"W 50.00 feet** to the POINT OF BEGINNING and containing 0.027 of one acre, more or less, within these metes and bounds.

All bearings are based on the Texas State Plane Coordinate System, Central Zone, NAD83(93) HARN. All distances and coordinates were adjusted to surface using a combined scale factor of 1.00011.

ACCESS MAY BE PERMITTED TO AND FROM THE TRANSPORTATION FACILITY ACROSS THE PROPOSED RIGHT-OF-WAY LINE AS DESCRIBED HEREIN, BEING THE COMMON BOUNDARY LINE BETWEEN THE PROPOSED U.S. 290 HIGHWAY FACILITY AND THE REMAINDER OF THE ABUTTING PROPERTY.

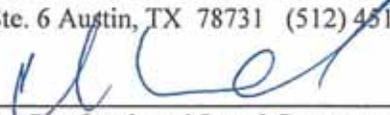
STATE OF TEXAS §
 § KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF TRAVIS §

That I, Chris Conrad, a Registered Professional Land Surveyor, do hereby certify that the above description is true and correct to the best of my knowledge and belief and that the property described herein was determined by a survey made on the ground under my direction and supervision.

WITNESS MY HAND AND SEAL at Austin, Travis County, Texas, this the 3rd day of December, 2010 A.D.

SURVEYED BY:

McGRAY & McGRAY LAND SURVEYORS, INC.
3301 Hancock Dr., Ste. 6 Austin, TX 78731 (512) 451-8591



Chris Conrad, Reg. Professional Land Surveyor No. 5623

Note: There is a plat to accompany this description. US 290 P113 R1; Issued 09/17/2010; Revised 12/3/10

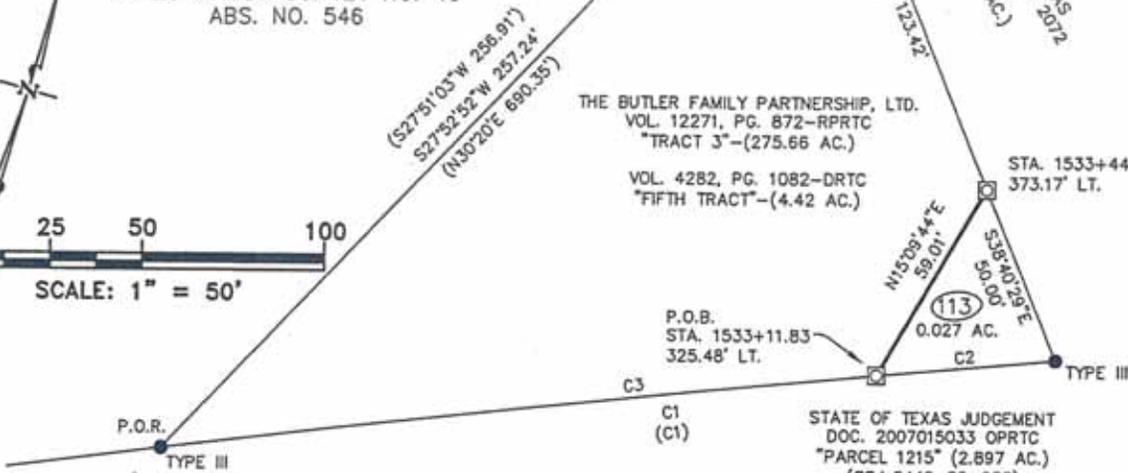
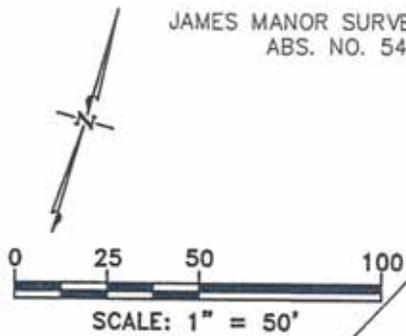


| CURVE TABLE | | | | | | |
|-------------|----------|-----------|-------------|---------|---------------|----------|
| CURVE | LENGTH | RADIUS | DELTA | TANGENT | BEARING | CHORD |
| C1 | 246.49 | 6153.61 | 2°17'42" | 123.26 | S68°05'06"W | 246.47 |
| (C1) | (246.33) | (6153.61) | (02°17'37") | | (N68°05'15"E) | (246.31) |
| C2 | 50.00 | 6153.61 | 0°27'56" | 25.00 | S68°59'59"W | 50.00 |
| C3 | 196.49 | 6153.61 | 1°49'46" | 98.25 | S67°51'08"W | 196.48 |

| SURVEYED ACREAGE | ACQUISITION ACREAGE | ACQUISITION SQUARE FEET | REMAINDER ACREAGE | REMAINDER SQUARE FEET |
|------------------|---------------------|-------------------------|-------------------|-----------------------|
| 0.465 AC. | 0.027 AC. | 1,189 S.F. | 0.438 AC. | 19,066 S.F. |

E/290 PARMER, LTD.
DOC. 2008195889
OPRTC
(9.109 AC.)

JAMES MANOR SURVEY NO. 40
ABS. NO. 546



- NOTES:
- 1) BEARINGS AND COORDINATES ARE BASED ON THE TEXAS STATE PLANE COORDINATE SYSTEM, CENTRAL ZONE, NAD83(93) HARN. ALL DISTANCES AND COORDINATES WERE ADJUSTED TO SURFACE USING A COMBINED SCALE FACTOR OF 1.00011.
 - 2) SEE PAGES 1 AND 2 OF 3 FOR A DESCRIPTION OF THIS PARCEL.
 - 3) IMPROVEMENTS SHOWN ARE TAKEN FROM TXDOT AERIAL SURVEY DIGITAL FILES.
 - 4) THIS SURVEY WAS DONE WITHOUT A TITLE REPORT OR EASEMENT SEARCH.
 - 5) ENGINEER'S BASELINE IS NOT THE SAME AS THE ORIGINAL SURVEY "CENTERLINE".
 - 6) ACCESS MAY BE PERMITTED TO AND FROM THE TRANSPORTATION FACILITY ACROSS THE PROPOSED RIGHT-OF-WAY LINE AS SHOWN HEREON, BEING THE COMMON BOUNDARY LINE BETWEEN THE PROPOSED U.S. 290 HIGHWAY FACILITY AND THE REMAINDER OF THE ABUTTING PROPERTY.
 - 7) 0.159 OF ONE ACRE OF SAID 14.084 ACRES IS AN EXISTING 15' STATE OF TEXAS CHANNEL EASEMENT OF RECORD IN VOLUME 3151, PAGE 273, DEED RECORDS, TRAVIS COUNTY, TEXAS.

SURVEYED BY: MCGRAY & MCGRAY LAND SURVEYORS, INC.
3301 HANCOCK DR., STE 6, AUSTIN, TX 78731 512/451-8591

Chris Conrad
12/03/10

CHRIS CONRAD, REG. PROF. LAND SURVEYOR NO. 5623 DATE
SURVEYED ON GROUND UNDER MY DIRECT SUPERVISION

U.S. HIGHWAY 290
(R.O.W. VARIES)

LEGEND

- TXDOT TYPE I CONCRETE MONUMENT FOUND
- TXDOT TYPE II CONCRETE MONUMENT FOUND
- ⊠ 1/2" IRON ROD SET WITH TXDOT ALUM. CAP TO BE REPLACED WITH A TXDOT TYPE II CONCRETE MONUMENT AFTER ACQUISITION
- 1/2" IRON ROD SET WITH TXDOT ALUM. CAP
- ⊙ IRON PIPE FOUND (SIZE NOTED)
- 1/2" IRON ROD FOUND (UNLESS NOTED)
- ▲ 60D NAIL FOUND
- △ CALCULATED POINT
- FENCE POST
- N.T.S. NOT TO SCALE
- (XXX) RECORD INFORMATION
- P.O.B. POINT OF BEGINNING
- P.O.R. POINT OF REFERENCE
- ACCESS DENIAL LINE
- PRTC PLAT RECORDS OF TRAVIS COUNTY
- DRTC DEED RECORDS OF TRAVIS COUNTY
- RPRTC REAL PROPERTY RECORDS OF TRAVIS COUNTY
- OPRTC OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY



McGRAY & McGRAY
LAND SURVEYORS, INC.
3301 HANCOCK DRIVE #6
AUSTIN, TEXAS 78731
(512) 451-8591

PLAT OF 0.027 AC. OF LAND OUT OF THE JAMES MANOR SURVEY NO. 40, ABSTRACT NO. 546, SAME BEING A PORTION OF THAT CERTAIN TRACT OF LAND DESCRIBED AS 275.66 AC. (TRACT 3) IN A DEED TO THE BUTLER FAMILY PARTNERSHIP, LTD., OF RECORD IN VOLUME 12271, PAGE 872, REAL PROPERTY RECORDS, TRAVIS COUNTY, TEXAS

TRAVIS COUNTY
U.S. 290
CSJ 0114-02-085
PARCEL 113
PAGE 3 OF 3

FINAL CLOSURE PARCEL 113 US HIGHWAY 290

PARCEL 113 - SKETCH MAPCHECK

North: 10094125.9826 East: 3162501.7113
Course: N 15-09-44 E Distance: 59.01000
North: 10094182.9385 East: 3162517.1455
Course: S 38-40-29 E Distance: 50.00000
North: 10094143.9031 East: 3162548.3904
Arc Length: 50.00014 Radius: 6153.61000 Delta: -0-27-56
Tangent: 25.00021 Chord: 50.00000 Ch Course: S 68-59-59 W
Course In: S 20-46-03 E Out: N 21-13-59 W
Ctr North: 10088390.1121 East: 3164730.3172
End North: 10094125.9845 East: 3162501.7115

Perimeter: 159.01014

Area: 1189.29502 0.02730 acres

Mathematical Closure - (Uses Survey Units)

Error of Closure: 0.001892 Course: S 06-27-50 W

Precision 1: 84058.54

PARCEL 113 - STRIPMAP MAPCHECK

North: 10102718.6952 East: 3164075.8864
Course: N 15-09-44 E Distance: 59.01000
North: 10102775.6510 East: 3164091.3206
Course: S 38-40-29 E Distance: 50.00000
North: 10102736.6157 East: 3164122.5656
Arc Length: 50.00014 Radius: 6153.61000 Delta: -0-27-56
Tangent: 25.00021 Chord: 50.00000 Ch Course: S 68-59-59 W
Course In: S 20-46-03 E Out: N 21-13-59 W
Ctr North: 10096982.8246 East: 3166304.4923
End North: 10102718.6971 East: 3164075.8866

Perimeter: 159.01014

Area: 1189.29502 0.02730 acres

Mathematical Closure - (Uses Survey Units)

Error of Closure: 0.001892 Course: S 06-27-50 W

Precision 1: 84058.54

PARCEL 113 - DESCRIPTION MAPCHECK

North: 10094138.4095 East: 3163093.0409
Course: N 15-09-44 E Distance: 59.01000
North: 10094195.3653 East: 3163108.4751
Course: S 38-40-29 E Distance: 50.00000
North: 10094156.3300 East: 3163139.7201
Arc Length: 50.00014 Radius: 6153.61000 Delta: -0-27-56
Tangent: 25.00021 Chord: 50.00000 Ch Course: S 68-59-59 W
Course In: S 20-46-03 E Out: N 21-13-59 W
Ctr North: 10088402.5389 East: 3165321.6468
End North: 10094138.4114 East: 3163093.0411

FINAL CLOSURE PARCEL 113 US HIGHWAY 290

PARCEL 113 - DESCRIPTION MAPCHECK (cont.)

Perimeter: 159.01014

Area: 1189.29502 0.02730 acres
Mathematical Closure - (Uses Survey Units)
Error of Closure: 0.001892 Course: S 06-27-50 W
Precision 1: 84058.54