

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

**RESOLUTION NO. 08-09**

WHEREAS, the Central Texas Regional Mobility Authority ("CTRMA") was created pursuant to the request of Travis and Williamson Counties and in accordance with provisions of the Transportation Code and the petition and approval process established in 43 Tex. Admin. Code § 26.01, *et. seq.* (the "RMA Rules"); and

WHEREAS, Chapter 370 of the Texas Transportation Code authorizes regional mobility authorities to develop projects through the use of comprehensive development agreements ("CDAs"); and

WHEREAS, in accordance with its Policies Regarding the Procurement of Goods and Services the CTRMA solicited proposals for the development of 183-A through a CDA; and

WHEREAS, in Resolution No. 04-43, dated September 8, 2004, the Board of Directors approved the selection of Hill Country Constructors ("HCC") as the Developer for 183-A, and;

WHEREAS, the CTRMA and HCC entered into a CDA effective November 29, 2004 for the development of the 183-A Turnpike Project; and

WHEREAS, in Resolution No. 05-36, dated April 27, 2005, the Board of Directors approved entering into a Toll Systems Implementation and Maintenance Agreement ("Toll Systems Agreement") with Caseta Technologies ("Caseta");

WHEREAS, in Resolution No. 05-37, dated April 27, 2005, the Board of Directors approved an amendment to the CDA to reflect the assumption by Caseta of certain obligations regarding the design and construction of the toll collection system that were initially included in the CDA; and

WHEREAS, the Toll Systems Agreement includes provisions for a Maintenance Services Contract (the "Maintenance Agreement") to be entered into by and between Caseta and the CTRMA once the toll system for a CTRMA toll project was complete and the toll project was opened for operation; and

WHEREAS, the proposed Maintenance Agreement provided for the payment by the CTRMA of a monthly fee to Caseta for the continuing maintenance efforts related to the maintenance of the toll system (the "Monthly Maintenance Fee"); and

WHEREAS, the CTRMA opened its 183-A Turnpike Project ("183-A") on March 3, 2007 and the toll system designed and installed by Caseta pursuant to the Toll Systems Agreement for 183-A was put into operation; and

WHEREAS, the toll system was fully functional for purposes of operating 183-A, but some issues existed as to whether the Maintenance Agreement should be executed at the time of the opening of 183-A based on the provisions of the Toll Systems Agreement; and

WHEREAS, from March 3, 2007 through October 31, 2007, Caseta maintained the toll system and provided the various services described in the scope of services for the proposed Maintenance Contract and incurred \$552,400.00 in relation to such efforts; and

WHEREAS, as of November 1, 2007, all outstanding issues regarding the effective date of the Maintenance Contract were resolved and Caseta and the CTRMA desire to execute the Maintenance Contract with an effective date of March 3, 2007.


NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves the execution by the Executive Director of the Maintenance Agreement, substantially in the form described in the Toll Systems Agreement; and


BE IT FURTHER RESOLVED, that the effective date of the Maintenance Agreement be March 3, 2007, with the further provision that the payment of \$552,400.00 thereunder is full and final payment for all in-scope maintenance services provided by Caseta in relation to 183-A from March 3, 2007 through October 31, 2007, with the Monthly Maintenance Fee being due and payable for services provided on or after November 1, 2007.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 30th day of January, 2008.

Submitted and reviewed by:

Approved:

  
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Tom Nielson  
General Counsel for the Central  
Texas Regional Mobility Authority

  
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Robert E. Tesch  
Chairman, Board of Directors  
Resolution Number 08-09  
Date Passed 01/30/08