

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

RESOLUTION NO. 03-66

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

WHEREAS, in Board Resolution No. 03-43 the Board of Directors found that bond counsel services were important to the financing of transportation projects by the CTRMA; and

WHEREAS, the Board of Directors directed its staff to issue a Request for Qualifications (RFQ) for firms interested in providing bond counsel services to the CTRMA; and

WHEREAS, the staff caused an RFQ to be issued on September 26, 2003; and

WHEREAS, on December 8, 2003, the Executive Committee interviewed four of the firms responding to the RFQ; and

WHEREAS, based on the written responses and the interviews of the firms, the Executive Committee has recommended to the Board that Vinson & Elkins L.L.P. be retained to provide bond counsel services to the CTRMA; and

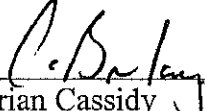
WHEREAS, the full Board concurs with the recommendation of the Executive Committee and desires to retain Vinson & Elkins L.L.P. as bond counsel for the CTRMA.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves of the selection of Vinson & Elkins L.L.P. as the firm to provide bond counseling services to the CTRMA; and

BE IT FURTHER RESOLVED, that the staff and legal counsel are directed to negotiate an agreement with Vinson & Elkins L.L.P. for the provision of bond counsel services and that such contract may be entered into upon the approval of the Executive Committee.

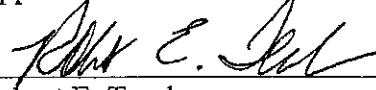
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 17th day of December, 2003.

Submitted and reviewed by:



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

Approved:



Robert E. Tesch
Chairman, Board of Directors
Resolution Number 03-66
Date Passed 12/17/03