

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

**RESOLUTION NO. 04-34**

WHEREAS, the Central Texas Regional Mobility Authority ("CTRMA") was created pursuant to the request of Travis and Williamson Counties and in accordance with provisions of the Transportation Code and the petition and approval process established in 46 Tex. Admin. Code § 26.01, *et. seq.* (the "RMA Rules"); and

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

WHEREAS, in Board Resolution No. 04-18 the Board of Directors found that the services of a trustee for the administration of trust indenture requirements to be important to the operations of the CTRMA and a requirement of eventual purchasers of CTRMA-issued revenue bonds; and

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

WHEREAS, CTRMA staff caused an RFP to be issued on May 19, 2004; and

WHEREAS, 4 firms submitted responses to the RFP; and

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

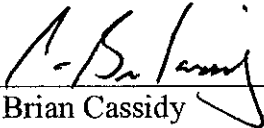
WHEREAS; based on their evaluation, CTRMA staff and financial consultants recommend that JP Morgan be retained as trustee to administer the trust indenture requirements for bonds issued in connection with US 183-A;

NOW THEREFORE, BE IT RESOLVED, that the CTRMA Board of Directors approves of the selection of JP Morgan to provide trustee services under the bond trust indenture for the US 183-A project; and

BE IT FURTHER RESOLVED, that the Executive Director is directed to negotiate an agreement with JP Morgan for the provision of trustee services and that such agreement may be executed upon the approval of the Executive Committee.

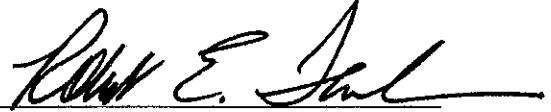
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 28th day of July, 2004.

Submitted and reviewed by:



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

Approved:



Robert E. Tesch  
Chairman, Board of Directors  
Resolution Number 04-34  
Date Passed 07/28/04