

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

RESOLUTION NO. 04-51

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

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

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

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

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

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

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

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

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

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

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

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

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

WHEREAS, the Board of Directors approved of the selection of Hill Country Constructors as the team presenting the best value proposal to the CTRMA for the development of US 183-A and directed the Executive Director and staff to finalize a CDA for the development of US 183-A with Hill Country Constructors and to present the CDA to the full Board for approval; and

WHEREAS, staff has been engaged with Hill Country Constructors to finalize a CDA for the development of US 183-A; and

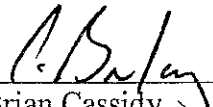
WHEREAS, staff now recommends approval of the CDA with Hill Country Constructors and issuance of Notice to Proceed No. 1 ("NTP1"), subject to first securing all necessary approvals of TxDOT and the FHWA;

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves the CDA with Hill Country Constructors for the development of US 183-A, subject to first securing all necessary approvals of TxDOT and the FHWA; and

BE IT FURTHER RESOLVED, that Executive Director and staff are directed to issue NTP1 upon execution of the CDA on behalf of the CTRMA.

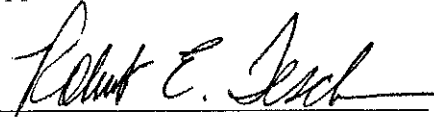
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 27th day of October 2004.

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 04-51
Date Passed 10/27/04