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

RESOLUTION NO. 05-37

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, pursuant to its policies and procedures, the CTRMA has conducted a procurement process for the development of 183-A through a CDA; and

WHEREAS, in Resolution No. 04-51, dated October 27, 2004, the Board of Directors approved entering into a CDA with Hill Country Constructors for the development of 183-A; and

WHEREAS, the CDA contemplated the use of United Toll Systems (UTS) as the systems integrator based on previously expressed requirements of TxDOT; and

WHEREAS, TxDOT subsequently rescinded the requirement for the use of UTS and suggested that the CTRMA conduct its own procurement for systems integration services; and
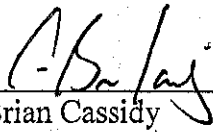
WHEREAS, following a procurement process conducted by the CTRMA and a recommendation of staff, the Board of Directors, in Resolution No. 05-29, approved the retention of Caseta Technologies to provide toll collection systems implementation and maintenance services to the CTRMA; and

WHEREAS, the Board of Directors now desires to amend the CDA with Hill Country Constructors to reflect the selection of Caseta Technologies to provide such services.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves the amendment to the CDA with Hill Country Constructors, in the form, or substantially same form, as attached hereto as Attachment "A."
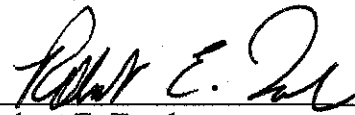
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 27th day of April 2005.

Submitted and reviewed by:

Approved:

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

Robert E. Tesch
Chairman, Board of Directors
Resolution Number <u>05-37</u>
Date Passed <u>04/27/05</u>

AMENDMENT NO. 1 TO
COMPREHENSIVE DEVELOPMENT AGREEMENT

This Amendment No. 1 to Comprehensive Development Agreement is entered into as of April ____, 2005 by and between the Central Texas Regional Mobility Authority ("CTRMA") and Granite Construction Company and J.D. Abrams, L.P. joint venture (dba Hill Country Constructors) (the "Developer").

RECITALS:

A.   The CTRMA and the Developer have entered into a Comprehensive Development Agreement (the "CDA") dated as of November 29, 2004 with respect to the development and construction of the 183-A Turnpike extending from existing U.S. 183 at RM 620 (SH 45) North to existing U.S. 183 approximately 3 miles north of the City of Leander in Williamson County, Texas.

B.   The CDA currently requires the Developer to hire as subcontrators all necessary persons to develop and construct the Turnpike Intelligent Management/Operation Systems or any other elements relating to tolling of the 183-A Turnpike including a Systems Integrator.

C.   Section 2.5 of the Scope of Work attached to the CDA as Exhibit B requires that the Developer utilize the same Systems Integrator procured for TxDOT's Central Texas Turnpike projects to insure interoperability.

D.   By letter dated September 13, 2004 TxDOT redirected the CTRMA to choose its own Systems Integrator for the 183-A Turnpike and any other projects to be built and/or operated by CTRMA.

E.   In response to TxDOT's direction, the CTRMA issued a Request for Proposals for Toll Collection Systems Implementation and Maintenance dated December 20, 2004. Pursuant to such RFP, the CTRMA will enter into contracts directly with a Systems Integrator to provide toll systems implementation and maintenance on the 183-A Turnpike and other CTRMA projects. Accordingly, the Systems Integrator will no longer be a direct subcontractor to the Developer under the CDA.

F.   The CTRMA and the Developer desire to amend the CDA to reflect removal of the Systems Integrator as a direct subcontractor of Developer and the related elements of the Scope of Work and costs related to such Systems Integrator.

AGREEMENT:

The parties hereto agree as follows:

1.   Section 27.4 of the CDA is hereby deleted and replaced with the following Section:

"27.4 Coordination with Toll Related Project Participants; Systems Integrator; Delays.

27.4.1 Developer shall be responsible for coordinating with the CTRMA's contracted Systems Integrator to develop and construct the Turnpike Intelligent Management/Operation Systems or any other elements relating to tolling of the Turnpike in accordance with Technical Provisions 18 and 21. Developer and the Systems Integrator shall maintain ongoing communication regarding requirements applicable and progress with respect to the intelligent system infrastructure included in the Project as it relates to the tolling system with the CTRMA, representatives of the Texas Department of Public Safety, and the Texas Department of Transportation. The Developer shall not be directly responsible for payment and performance by the Systems Integrator; provided, however, it shall be the responsibility of the Developer to integrate the equipment and services provided by the Systems Integrator into Developer's Project Schedule and to notify the CTRMA immediately if Developer determines that any action or inaction on the part of the Systems Integrator will prevent the Developer from meeting either the Completion Deadline or the Acceptance Deadline.

27.4.2 Subject to the requirements which are generally applicable to Change Orders in Section 14, Developer shall not be entitled to an extension of the Completion Deadline and Acceptance Deadline for delays to the Critical Path resulting from Developer's inability to complete activities caused by the Systems Integrator's failure or inability to provide responses to proposed plans, design documents and other submittals and matters for which response is required or any other action or inaction of the Systems Integrator unless Developer contemporaneously with Developer's discovery of a possible delay caused by the Systems Integrator communicates in writing to the CTRMA a written description of the circumstances that it claims will result in such delay."

2.   The definition of "Systems Integrator" in Exhibit A to the CDA is hereby amended to read in full as follows:

"Systems Integrator shall mean the CTRMA's contractor that shall design, supply, install, test and commission the Toll Collection System for the Project, including scanners, readers, loops, enforcement mechanisms and manual and automated cash collection systems."

3.   Section 2.5 of the Scope of Work attached to the CDA as Exhibit B is hereby amended to read as follows:

"2.5.1 Toll Systems General Requirements. The Developer will coordinate with the CTRMA's Systems Integrator to design, procure, install, construct, and implement the intelligent systems, subsystems, and components of the U.S. 183-A Toll System in accordance with Exhibit

C – Technical Provision 21. The Developer shall utilize the Toll Plaza Design Directives and Manuals and Drawings, including in Exhibit D – 11 Reference Documents, as guidelines for the design of the toll facilities."

4.   Sections 21.4, 21.5, 21.6, 21.7 and 21.8 of the Technical Provisions attached to the CDA as Exhibit C are hereby deleted and the following section is hereby added to Exhibit C, Section 21:

    "**21.4 Toll Collection Systems.**   The Developer shall coordinate its design and construction of facilities improvements needed to accommodate the final installation of the toll collection and enforcement operating system components with the CTRMA's Systems Integrator's design, procurement, and implementation of various intelligent systems, subsystems, and tolling components required for project toll collection operations. The responsibilities of the Developer in this regard and the relation of such responsibilities to the responsibilities of CTRMA's System Integrator are detailed in the Toll Collection Systems Implementation and Maintenance Responsibility Matrix, which is attached to Amendment No. 1 to the CDA as Exhibit A and incorporated herein by reference."

5.   The first paragraph of Section 13.1 of the CDA is hereby amended to read as follows:

    "Subject to Sections 13.2 and 13.5, as full compensation for the Development Work and all other obligations to be performed by Developer under the Contract Documents, the CTRMA shall pay to Developer a lump sum of $165,690,913. Such sum, as it may be adjusted from time to time to account for Change Orders, is referred to herein as the "**Development Price.**"

6.   Terms capitalized in this Amendment No. 1 and not otherwise defined shall have the meaning given to such terms in the CDA.

7.   Except as modified by or in conflict with this Amendment No. 1, all terms and conditions of the CDA remain in full force and effect.

8.   The parties hereto have executed this Amendment No. 1 to be effective as of the date first written above.

DEVELOPER:

GRANITE CONSTRUCTION COMPANY and
J.D. ABRAMS, L.P., JOINT VENTURE,
(dba HILL COUNTRY CONSTRUCTORS)

By: GRANITE CONSTRUCTION
        COMPANY, a California corporation

By:_____
        Name: _____
        Title: _____

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CTRMA:

CENTRAL TEXAS REGIONAL MOBILITY
AUTHORITY

By:_____
    Name: Mike Heiligenstein
    Title: Executive Director

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TOLL COLLECTION SYSTEMS IMPLEMENTATION AND MAINTENANCE
Segment 1 - 183-A Turnpike Project

LEGEND	
Primary Responsibility	A
Support Responsibility	B
Coordination Responsibility Only	C
No Responsibility	D

Work Description	1	2	3
	Design	Procure	Install and/or Construct

Element/Task/Component Sub-system	Developer (CDA)			System Integrator (SI)			Comments Other Responsibility Information
TOLL COLLECTION FACILITIES	1	2	3	1	2	3	
TOLL PLAZA, RAMPS & BUILDINGS							
Schedule	A	A	A	B	C	B	
Request for Early Opening	A	A	A	B	B	B	SI must be able to match schedule
Plaza, Ramp Lane and Building Layouts	A	A	A	B	C	C	SI to provide requirements for specific lane and building layouts. Developer to incorporate into Physical Layout Design Packages.
Plaza & Building Physical Layout	A	A	A	B	C	C	Concept Drawings provided by Developer
Grading	A	A	A	C	D	C	
Drainage	A	A	A	C	D	C	
Aesthetic Committee Review/Approval	A	A	A	B	D	D	Concept Drawings provided by Developer. SI to review for tolling equipment placement requirements.
Utilities	A	A	A	B	C	C	SI to provide specific requirements for power and HVAC for Toll Collection System. Developer to incorporate into FOB design and install, including provisions for UPS and emergency generators.
HVAC	A	A	A	B	C	C	SI to provide any special air conditioning requirements related to Toll Collection System.
Signing	A	A	A	B	D	D	Logo as per Scope

Toll Collection Systems Implementation and Maintenance
Work Authorization No. 1
AUSTIN: 053071.00006: 316876v1

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EXHIBIT A
04/20/05

TOLL COLLECTION SYSTEMS IMPLEMENTATION AND MAINTENANCE
Segment 1 - 183-A Turnpike Project

LEGEND	
Primary Responsibility	A
Support Responsibility	B
Coordination Responsibility Only	C
No Responsibility	D

Work Description	1	2	3
	Design	Procure	Install and/or Construct

Element/Task/Component/ Subsystem	Developer (CDA)			System Integrator (SI)			Comments Other Responsibility Information
Striping	A	A	A	B	D	D	SI to provide requirements for Toll Collection System specific striping. Developer to incorporate into Striping Plan. Concept Drawings provided by Developer.
Pylons/Gantries/Canopies/Roadside Cabinets & Shelters with Air Conditioning	A	A	A	B	C	D	SI to provide requirements for specific equipment mounts, conduits, J boxes, power and data wiring for Toll Collection System. Developer to incorporate into structural design and provide and install.
Furniture	A	A	A	B	D	D	SI to provide network and power outlet configurations and locations to support the Toll Collection System workstations, printers, and related equipment.
Systems Servers & Workstations	B	C	C	A	A	A	
Telephone/Intercom System	A	A	A	B	C	B	
Landscaping	A	A	A	C	D	D	Concept Drawings provided by Developer.
Fencing/Guardrail/Bollards	A	A	A	B	C	C	SI to provide requirements for specific equipment clearances for Toll Collection System. Developer to incorporate into Roadway Design.
• **Access Control**							
Communications System and Facility Security Design	A	A	A	B	C	C	SI to provide communications design requirements at plaza specifically for Toll

Toll Collection Systems Implementation and Maintenance   EXHIBIT A
Work Authorization No. 1   2 of 10   04/20/05
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TOLL COLLECTION SYSTEMS IMPLEMENTATION AND MAINTENANCE
Segment 1 - 183-A Turnpike Project

LEGEND	
Primary Responsibility	A
Support Responsibility	B
Coordination Responsibility Only	C
No Responsibility	D

Work Description	1 Design		2 Procure		3 Install and/or Construct	

Element/Task/Component/ Sub-system	Developer (CDA)		System Integrator (SI)		Comments Other Responsibility/Information	
					Collection System. Developer to incorporate into the plaza designs.	
Access Control Door Hardware (Proximity Badge Readers, Electric Door Locks, Power supplies, Request-to-Exit, Proximity infrared Sensors, Magnetic Door Sensors, conduit, J-boxes and wiring	B	A A	A C	B	Developer to provide and install all security systems equipment. SI to provide software design and specific requirements for conduit, j-boxes, power and wiring. Developer to incorporate into the plaza/building designs.	
Access Control Server	B	C B	A A	A	SI to provide requirements for Access Control Server mounting, conduits, j-boxes, power (hardwire) and data wiring. Developer to incorporate into the plaza designs and install conduits, j-boxes, power (hardwire) and data wiring.	
Camera mounts and enclosures	B	A A	A B	B	SI to provide requirements for camera locations and mounts. Developer to provide and install conduits, j-boxes, mounting brackets, power and data wiring (pig-tailed at end of conduit runs). SI to terminate the wiring in camera enclosure. SI to verify data and power requirements prior to camera installation.	
• **Canopy/Gantry**						
Lighting	A	A A	B C	C	CTTP lighting plans will be used as an example to incorporate consistency.	

Toll Collection Systems Implementation and Maintenance
Work Authorization No. 1
AUSTIN: 053071.00006: 316876v1

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EXHIBIT A
04/20/05

TOLL COLLECTION SYSTEMS IMPLEMENTATION AND MAINTENANCE
Segment 1 - 183-A Turnpike Project

LEGEND	
Primary Responsibility	A
Support Responsibility	B
Coordination Responsibility Only	C
No Responsibility	D

Work Description	1	2	3
	Design	Procure	Install and/or Construct

Element/Task/Component/ Sub-system	Developer (CDA)			System Integrator (SI)			Comments Other Responsibility Information
• Change Make-up Room							
Coin Counting Equipment	A	A	A	D	D	D	
Currency Counting Equipment	A	A	A	D	D	D	
Cash Tray & Storage Cabinet	A	A	A	B	C	C	
Built-in Vault Room, Drop Vault, Change Vault and drop/deposit head/chute	A	A	A	B	D	D	
• Utility & Personnel Accessway (UPA)							
Accessway	A	A	A	C	C	C	
Coin Tube System	B	A	A	A	C	C	SI to provide requirements for ACM coin delivery specific equipment mounts, conduits, j-boxes, power and data wiring requirements for plaza locations. Developer to incorporate accommodations for ACM coin handling into plaza designs.
• Construction Office / Storage Trailer							
Site Grading	A	A	A	C	D	C	
Trailer Hook-ups	A	A	A	C	D	C	
• VES Cameras							
Cameras mounts and enclosures	B	B	A	A	A	B	SI to provide requirements for VES camera locations and mounts. Developer to install conduits, J boxes, power and data wiring. SI to terminate the wiring in camera enclosure. SI shall verify data and power wiring prior to camera installation.

Toll Collection Systems Implementation and Maintenance
Work Authorization No. 1
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EXHIBIT A
04/20/05

TOLL COLLECTION SYSTEMS IMPLEMENTATION AND MAINTENANCE
Segment 1 - 183-A Turnpike Project

LEGEND	
Primary Responsibility	A
Support Responsibility	B
Coordination Responsibility Only	C
No Responsibility	D

Work Description	1	2	3
	Design	Procure	Install and/or Construct

Element/Task/Component Sub-system	Developer (CDA)			System Integrator (SI)			Comments Other Responsibility Information
VES Illumination mounts and enclosures	B	B	A	A	A	B	SI to provide requirements for VES illumination components locations and mounts. Developer to install conduits, J boxes, power and data wiring. SI to terminate the wiring at each location. SI shall verify data and power wiring prior to installation.
Overhead Lane Mode Signals & LED's	B	B	A	A	A	B	SI to provide Lane Control Signals and LED's. Developer to install equipment, and SI to install control wiring and switching.
• **Toll Booths**							
Toll Booth sub frame	A	A	A	B	B	D	Toll Booth sub frame to be acquired by Developer. This is required on site prior to Toll Booth.
Toll Booth	A	A	A	B	B	C	Toll Booths to be designed and procured by Developer. Cash trays, cash drawers & cabinets, HVAC & strip heater, and door locks supplied with booth. MLT and Receipt Printers will be installed by the SI, including any attachment to the cabinet.
HVAC & Strip Heaters	A	A	A	B	C	C	Roof top unit supplied with toll booth. SI to coordinate drain routing with Toll Collection equipment mounted to toll booth.

TOLL COLLECTION SYSTEMS IMPLEMENTATION AND MAINTENANCE
Segment 1 - 183-A Turnpike Project

LEGEND	
Primary Responsibility	A
Support Responsibility	B
Coordination Responsibility Only	C
No Responsibility	D

Work Description	1 Design	2 Procure	3 Install and/or Construct

Element/Task/Component/ Sub-system	Developer (CDA)			System Integrator (SI)			Comments Other Responsibility/Information
Electrical Supply	A	A	A	B	C	C	SI to provide specific power requirements for Toll Collection System equipment (conditioned, unconditioned, generator backup)
Canopy Over-ride Switch	B	A	A	A	B	B	SI to provide design, size and wiring details for canopy over-ride switch.
CO Sensors	A	A	A	D	D	D	To be provided with Toll Booths and in tunnel by Developer.
• **Lanes/Islands**							
Vehicle Detection/Classification Sensors	B	B	A	A	A	A	SI to provide the sensor design requirements and installation procedures. SI to provide install loops and provide oversight during cutting and sealing by Developer.
Island Traffic Signal Head Conduit, J Box, Wiring	B	A	A	A	C	C	SI to provide requirements for the Island Traffic Signal specific equipment mounts, conduits, J boxes and wiring. Developer to incorporate into Island design and install.
Gate Conduit, J-Boxes, Wiring	D	D	D	D	D	D	Gates will not be required.
Flashing Warning Lights Conduit/Boxes/Wiring	A	A	A	D	D	D	Not part of the ETC system. Developer to provide if part of overall MTP lighting plan
PROJECT OPERATING SUB-SYSTEM							
Design	A	**	**	B	**	**	
Ducts & Conduits	A	A	A	C	C	C	
Utility Vaults & Junction/Pull Boxes	A	A	A	C	C	C	

TOLL COLLECTION SYSTEMS IMPLEMENTATION AND MAINTENANCE
Segment 1 - 183-A Turnpike Project

LEGEND	
Primary Responsibility	A
Support Responsibility	B
Coordination Responsibility Only	C
No Responsibility	D

Work Description	1			2			3		
	Design			Procure			Install and/or Construct		

Element/Task/Component/ Sub-system	Developer (CDA)			System Integrator (SI)			Comments Other Responsibility/Information
Communication Conductors & Fiber	A	A	A	C	C	C	
Power Conductors & Wiring	A	A	A	C	C	C	
PROJECT POWER DISTRIBUTION SUB-SYSTEM							
Design	A	**	**	C	**	**	
Conduits/Ducts & Junction/Pull Boxes/ Outlets	A	A	A	C	C	C	Developer to provide necessary conductors, ducts & junction/pull boxes and install.
Generators (MTP & RTP)	A	A	A	B	C	C	SI to provide Toll Collection System loads.
Uninterruptible Power Supplies	A	A	A	B	C	C	SI to provide Toll Collection System (UPS power) loads.
Lightning Protection & Grounding	A	A	A	C	C	C	
INTELLIGENT TRANSPORTATION SYSTEMS (ITS)							
Design	A	A	A	D	D	D	
Conduits/Ducts & Junction/Pull Boxes	A	A	A	B	C	C	SI to provide size, number, terminus points for Toll Collection System elements.
COMMUNICATIONS SUB-SYSTEMS							
Design	B	A	A	A	B	C	SI to provide Plaza specific communications design requirements. Developer to incorporate into the ITS design.
Conduits/Ducts & Junction/Pull Boxes/Outlets	A	A	A	B	C	C	SI to provide specific Communications design requirements for Toll Collection System. Developer to incorporate into the design and install.

TOLL COLLECTION SYSTEMS IMPLEMENTATION AND MAINTENANCE
Segment 1 - 183-A Turnpike Project

LEGEND	
Primary Responsibility	A
Support Responsibility	B
Coordination Responsibility Only	C
No Responsibility	D

Work Description	1 Design			2 Procure			3 Install and/or Construct

Element/Task/Component/ Sub-system	Developer (CDA)			System Integrator (SI)			Comments Other Responsibility/Information
Fibers (including future)	A	A	A	B	C	C	SI to provide requirements for the number and type of fibers to support the Toll Collection System specific network. SI to terminate.
Computer Rack System	B	C	C	A	A	A	
Routers	B	C	C	A	A	A	
Hubs	B	C	C	A	A	A	
Switches	B	C	C	A	A	A	
Firewalls	B	C	C	A	A	A	
Virtual Private Network (VPN)	B	C	C	A	A	A	
Modems	B	C	C	A	A	A	
Patch/Distribution Panels	B	B	B	A	A	A	
Telephone/Intercom Sub-system	A	A	A	B	C	C	
Plazas Phone Service	A	A	A	B	C	C	
TOLL COLLECTION SYSTEMS							
Toll Plaza Host Computer	B	B	B	A	A	A	SI to provide Developer with details of the required equipment racks. Developer to provide conduit, data and power wiring and structure to mount equipment.
Back-up Host Computer	B	B	B	A	A	A	SI to provide Developer with details of the required equipment racks. Developer to provide conduit, data and power wiring and structure to mount equipment.
Support Equipment at CTRMA	B	B	B	A	A	A	SI to provide and install. SI to provide

TOLL COLLECTION SYSTEMS IMPLEMENTATION AND MAINTENANCE
Segment 1 - 183-A Turnpike Project

LEGEND	
Primary Responsibility	A
Support Responsibility	B
Coordination Responsibility Only	C
No Responsibility	D

Work Description	1			2			3	
	Design			Procure			Install and/or Construct	

Element/Task/Component/ Sub-system	Developer (CDA)			System Integrator (SI)			Comments Other Responsibility Information
Administrative Offices							Developer with the wiring diagrams and equipment rack specifications. Developer to provide conduit, data and power wiring and structure to mount equipment.
Toll Plaza Workstations/Printers	B	B	B	A	A	A	SI to provide toll plaza workstations/printers and install them at the required locations. Developer to provide conduit, data and power wiring and structure to mount equipment.
Toll Plaza In-Lane Processors	B	B	B	A	A	A	SI to provide Developer with environmental requirements and locations. Developer to provide conduit, data and power wiring and structure to mount equipment.
MOMS (Maintenance Online Management System)	B	B	B	A	A	A	SI to provide MOMS server and required workstation at FOB. At least one workstation will be provided at the CTRMA Administrative Offices.
VES Computer	B	B	B	A	A	A	SI to provide Developer with location and environmental requirements. Developer to provide conduit, data and power wiring and structure to mount equipment.
FCC Licenses/Regulations as applies to AVI	C	C	C	A	B	B	SI to provide required documentation to permit the CTRMA to obtain the required licenses to use and or operate AVI

TOLL COLLECTION SYSTEMS IMPLEMENTATION AND MAINTENANCE
Segment 1 - 183-A Turnpike Project

LEGEND	
Primary Responsibility	A
Support Responsibility	B
Coordination Responsibility Only	C
No Responsibility	D

Work Description	1 Design	2 Procure	3 Install and/or Construct

Element/Task/Component/ Sub-system	Developer (CDA)			System Integrator (SI)			Comments / Other Responsibility/Information
							equipment and components.
Attendant/AVI Lanes	B	B	A	A	A	B	Developer to provide conduit, data and power wiring and structure to mount equipment.
Un-Staffed ACM/AVI lanes	B	B	A	A	A	B	SI to provide Automatic Coin Machine and associated hardware. Developer to provide conduit, data and power wiring and structure to mount equipment.
Express AVI lanes	B	B	A	A	A	B	Developer to provide conduit, data and power wiring and structure to mount equipment.
Lane Toll Collection Enforcement (Cameras and Lights)	B	B	A	A	A	B	Developer to provide conduit, data and power wiring and structure to mount equipment.
Toll Lane Gates	D	D	D	D	D	D	Toll Lane Gates will not be required.
Coded ACM Coin Vaults	B	B	A	A	A	B	Developer to provide conduit, data and power wiring and structure to mount equipment to. SI to install equipment and terminate power and data wiring.

Toll Collection Systems Implementation and Maintenance
Work Authorization No. 1   10 of 10   EXHIBIT A
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