

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

RESOLUTION NO. 06-45

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 a process for the consideration and development of potential change orders for aspects or portions of the work performed under the Toll Systems Agreement which might warrant adjustment to the Contract Price or Contract Time as defined thereunder; and

WHEREAS, the change order process includes consideration of potential changes or revisions caused by several sources or events, including certain requests for changes by the CTRMA, certain otherwise undiscovered matters affecting the 183-A Project, and other items more fully set forth in the Toll Systems Agreement; and

WHEREAS, the Toll Systems Agreement provides that all change orders be formally agreed to by the CTRMA and Caseta and, pursuant to Resolution No. 05-46, change orders in excess of \$50,000 must be approved by the Board; and

WHEREAS, the CTRMA, the General Engineering Consultant, and Caseta have determined that an increase in the number of the Automatic Change Machines ("ACMs") originally planned for the 183-A Project, as well as an increase in the number of removable vaults for each of the ACMs, is necessary and appropriate, and therefore require the issuance of Caseta Change Order No. 2 in substantially the same form as is set forth in Attachment "A".


NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves the execution and issuance of Caseta Change Order No. 2 in the form, or substantially the same form, as set forth in Attachment "A"; and

BE IT FURTHER RESOLVED, that Caseta Change Order No. 2 shall be made an amendment to the Toll Systems Agreement, as of the date that Caseta Change Order No. 2 is fully executed by the CTRMA and Caseta.

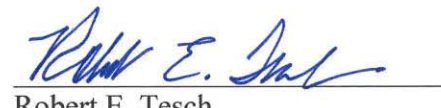
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 30th day of August, 2006.

Submitted and reviewed by:

Approved:



Tom Nielson
General Counsel for the Central
Texas Regional Mobility Authority



Robert E. Tesch
Chairman, Board of Directors
Resolution Number 06-45
Date Passed 08/30/06

Attachment "A"

Copy of Caseta Change Order No. 2 Memorandum and Summary
And
Change Order Form



Central Texas Regional
Mobility Authority

MEMORANDUM

To: Mike Heiligenstein
Ron Fagan
Bill Chapman

Date: August 22, 2006

From: Richard Ridings *Richard Ridings*

Subject: Caseta Change Order No. 002 to Work Authorization 1 – Additional Automatic Coin Machines (ACMs)

Copies: Tom Nielson, Everett Owen

In response to a May 18, 2006 letter entitled RFP for Lane Related Change Orders to Work Authorization No. 1, and specifically to Item #4 in the letter - Add Automatic Coin Machines (ACM's) and vaults, we have reviewed the Caseta's proposal and the issues related to this item and offer the following for your consideration.

The purpose of this proposed Change Order is to provide flexibility in processing traffic at the Brushy Creek ramps. By adding an ACM to the existing electronic only lanes at Brushy Creek northbound and southbound, those lanes can be configured to handle customers that choose to pay with exact change. In addition, should the adjacent manual/ACM lane become inoperable, the remaining lane could be configured to process both electronic and cash customers.

This change order also provides for the required number of vaults to operate the lanes.

Cost

Caseta's bid is based on a quote directly from the manufacturer and their estimated time to install, configure and test the machines. The markup, 15% on equipment and 5% on subcontractor labor, are per TxDOT Maroon Book standards, and the quote is in line with what was bid for the original ACMs.

301 Congress Avenue, Suite 650 Austin, TX 78701

Telephone: (512) 996-9778 / Fax: (512) 996-9784 / www.mobilityauthority.com

Robert E. Tesch, *Chairman* • Lowell H. Lebermann, Jr., *Vice-Chairman* • Robert L. Bennett, Jr., *Treasurer*
Henry H. Gilmore • James H. Mills • David Sinaleton • Johanna Zmud Ph.D. • Mike Heiligenstein, *Executive Director*

The total cost impact of this proposed change order is calculated as follows:

\$ 7,980,093.06	Original Work Authorization No. 1 Bid Price
\$ 406,674.00	Additional Work Authorizations
\$ 279,668.60	Previously Approved Change Order #1
<u>\$ 279,034.40</u>	This Change Order - # 002
\$ 8,945,470.06	Total Adjusted Contract Price
\$12,622,000.00	Total Available for Toll System Integration
\$ 3,676,529.94	Remaining Contingency for Toll System Integration

The GEC has reviewed the subject Change Order and recommends approval.



Central Texas Regional
Mobility Authority

Central Texas Regional Mobility Authority

CHANGE ORDER NUMBER: 2

- 1. CONTRACTOR: Caseta Technologies, Inc.
- 2. Change Order Work Limits: Sta. _____ to Sta. _____
- 3. Type of Change (on federal-aid non-exempt projects): _____
- 4. Reasons: 2C, 3B (3 Max. - In order of importance - Primary first)

5. Describe the work being revised:

Add an additional ACM in each direction at Brushy Creek. The machines will not be operational at opening, but must be capable of being put into operation within 48 hours. The lanes will initially operate in ETC mode. If Caseta is directed to put the ACM into operation, an additional ACM/ETC mode will be required. If possible defer the purchase of licenses until the ACMs are put into production. This change affects the following lanes:

- Brushy Creek - Lanes 1 NB and 1 SB

Increase the total number of vaults provided to 40.

CCSJ:	_____
Project:	<u>183A Turnpike</u>
Highway:	<u>183A Turnpike</u>
County:	<u>Travis, Williamson</u>
District:	<u>Austin</u>
Contract Number:	_____
Fed. Aid Exempt:	<input type="checkbox"/>
Fed. Aid Non Exempt:	<input type="checkbox"/>

6. New or revised plan sheet(s) & sketch(es) are attached and numbered:

Each signatory hereby warrants that each has the authority to execute this Change Order (CO).

<p><i>The contractor must sign the Change Order and, by doing so, agrees to waive any and all claims for additional compensation due to any and all other expenses; additional changes for time, overhead and profit; or loss of compensation as a result of this change.</i></p> <p>THE CONTRACTOR _____ Date <u>8/24/06</u></p> <p>By <u>[Signature]</u></p> <p>Typed/Printed Name <u>J. Darby Swank</u></p> <p>Typed/Printed Title <u>Project Manager</u></p>	<p>The following information must be provided</p> <p>Time Ext. #: <u>N/A</u> Days added on this CO: <u>0</u></p> <p>Amount added by this change order: <u>\$279,034.40</u></p> <p>For CTRMA use only:</p> <p>Original Contract Amount: <u>\$7,980,093.06</u></p> <p>Revised contract amount to-date: <u>\$8,259,761.66</u> (Includes CO# 1)</p> <p>CO portion financed by 3rd party funding: <u>\$0.00</u></p>
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RECOMMENDED FOR EXECUTION BY:

[Signature] 8/29/06
 Signature Date

Richard L. Ridings
GEC, Project Manager

APPROVAL:

 CTRMA, Director of Operations Date
 APPROVED REQUEST APPROVAL

 CTRMA, Director of Engineering Date
 APPROVED REQUEST APPROVAL

 CTRMA, General Counsel Date
 APPROVED REQUEST APPROVAL

 CTRMA, Executive Director Date
 APPROVED

Central Texas Regional Mobility Authority

CHANGE ORDER NUMBER: 2

CCSJ: _____

TABLE A: Force Account Work and Materials Placed

Estimated Cost: \$279,034.40

Paid by Invoice? Y N

Item	Equipment	UNIT	UNIT PRICE	QUANTITY
1	ACM Full-Size surface w/ side access	2	59,337	\$118,674.00
2	ACM Full-Size Chassis w/wiring harness	2	10,965	\$21,930.00
3	ACM Coin Vaults	38	700	\$26,600.00
4	Spare Parts Kit	0.6	56,745	\$34,047.00
5				\$0.00
6				\$0.00
7				\$0.00
8				\$0.00
9				\$0.00

Total Material **\$201,251.00**

Item	LABOR	Number Of Personnel	Number Of Hours	Hourly Rate	Total
1	Installation, Integration and Design	3	60.00	\$88.00	\$15,840.00
2					\$0.00
3					\$0.00
4					\$0.00
5					\$0.00
6					\$0.00
7					\$0.00
8					\$0.00
9					\$0.00

Total Labor **\$15,840.00**

Item	Material	Number Of Hours	Rental Rate	Operating Cost	Total
1					\$0.00
2					\$0.00
3					\$0.00
4					\$0.00
5					\$0.00
6					\$0.00
7					\$0.00
8					\$0.00
9					\$0.00

Total Equipment **\$0.00**

Item	Subcontractor	Quantity	Unit Price	Total
1	ACS Design (NRE)	.6	\$7,500	\$4,500.00
2	Drawings/Documentation	.6	\$13,000	\$7,800.00
3				\$0.00
4				\$0.00
5				\$0.00
6				\$0.00
7				\$0.00
8				\$0.00
9				\$0.00

Total Subcontractor \$12,300.00

Item	Pass Through Items (Cost +5%)	Quantity	Unit Price	Total
1	Packaging and Delivery to Designated location	2.5	\$2,350	\$5,875.00
2				\$0.00
3				\$0.00
4				\$0.00
5				\$0.00
6				\$0.00
7				\$0.00
8				\$0.00
9				\$0.00

Total Pass Through Items \$5,875.00

Item	Description	Item Total	Burden (25%)	Insurance (55%)	Material Mark Up (25%)	Equipment Mark Up (15%)	Subcontractor Mark Up (5%)	Total
Labor		\$15,840.00	3,960.00	8,712.00				\$28,512.00
Material		\$0.00			0.00			\$0.00
Equipment		\$201,251.00				30,187.65		\$231,438.65
Subcontractor		\$12,300.00					615.00	\$12,915.00
Pass Through		\$5,875.00					293.75	\$6,168.75
Force Account Total								\$279,034.40

TABLE B: Contract Items

ITEM	DESCRIPTION	UNIT	UNIT PRICE	ORIGINAL + PREVIOUSLY REVISED		NEW		OVERRUN/ UNDERRUN	
				QUANTITY	ITEM COST	QUANTITY	ITEM COST		
TOTALS						\$0.00		\$0.00	\$0.00

Central Texas Regional Mobility Authority

CHANGE ORDER NUMBER: 2

CCSJ: _____

TABLE B: Contract Items (Continued)

ITEM	DESCRIPTION	UNIT	UNIT PRICE	ORIGINAL + PREVIOUSLY REVISED		NEW		OVERRUN/ UNDERRUN
				QUANTITY	ITEM COST	QUANTITY	ITEM COST	
The "Totals" from Table B of the previous work sheet:								
TOTALS					\$0.00	\$0.00	\$0.00	\$0.00

CHANGE ORDER REASON(S) CODE CHART

1. Design Error or Omission	1A. Incorrect PS&E (CTRMA design) 1B. Incorrect PS&E (consultant design) 1C. Other
2. Differing Site Conditions (unforeseeable)	2A. Dispute resolution (expense caused by conditions and/or resulting delay) 2B. Unavailable material 2C. New development (conditions changing after PS&E completed) 2D. Environmental remediation 2E. Miscellaneous difference in site conditions (unforeseeable)(Item 9) 2F. Site conditions altered by an act of nature 2G. Unadjusted utility (unforeseeable) 2H. Unacquired Right-of-Way (unforeseeable) 2I. Additional safety needs (unforeseeable) 2J. Other
3. CTRMA Convenience	3A. Dispute resolution (not resulting from error in plans or differing site conditions) 3B. Public relations improvement 3C. Implementation of a Value Engineering finding 3D. Achievement of an early project completion 3E. Reduction of future maintenance 3F. Additional work desired by CTRMA 3G. Compliance requirements of new laws and/or policies 3H. Cost savings opportunity discovered during construction 3I. Implementation of improved technology or better process 3J. Price adjustment on finished work (price reduced in exchange for acceptance) 3K. Addition of stock account or material supplied by state provision 3L. Revising safety work/measures desired by CTRMA 3M. Other
4. Third Party Accommodation	4A. Failure of a third party to meet commitment 4B. Third party requested work 4C. Compliance requirements of new laws and/or policies (impacting third party) 4D. Other
5. Contractor Convenience	5A. Contractor exercises option to change the traffic control plan 5B. Contractor requested change in the sequence and/or method of work 5C. Payment for Partnering workshop 5D. Additional safety work/measures desired by the contractor 5E. Other
6. Untimely ROW/Utilities	6A. Right-of-Way not clear (third party responsibility for ROW) 6B. Right-of-Way not clear (CTRMA responsibility for ROW) 6C. Utilities not clear 6D. Other



ACS, Inc.
3100 Medlock Bridge Road
Suite 370
Norcross, GA 30071
Tel: (770) 368-2003
Fax: (770) 368-2093
jay.dyess@acs-inc.com

Date: 24 August 2006
TO: Mr. Dusty Deitiker, Caseta
FROM: Jay Dyess, ACS, Inc.
SUBJECT: Quote for Automatic Coin Machines (CT-RMA)

Dear Mr. Deitiker:

In accordance with our discussions, ACS is pleased to offer the following quote in connection with automatic coin machines (ACMs) for application on your project with CTRMA. This quote is non-binding, and is presented based on previous pricing at your requested quantities. It does not affect pricing for any orders already in place.

Description	Unit Price	Qty	Ext.
ACM Full-size surface w/side access	\$59,337.00	2	\$118,674.00
ACM Full-size Chassis w/wiring harness	\$10,965.00	2	\$21,930.00
ACM Coin Vaults	\$700.00	38	\$26,600.00
Spare Parts Kit	\$56,745.00	0.6	\$34,047.00
ACS Design (NRE)	\$7,500.00	0.6	\$4,500.00
Drawings/Documentation	\$13,000.00	0.6	\$7,800.00
Packaging and Delivery to designated location (per shipment via ground/truck)	\$2,350	2.5	\$5,875.00
Total			\$219,426.00

Terms: 30% due on order, remaining 70% due upon delivery.

Delivery Time: Please allow for an approximate delivery time of T0 + 7 months, where T0 = receipt of order. Typically, the first eight weeks immediately following an order are dedicated to design and documentation of design; fabrication occurs following approval of design. We will make every effort to satisfy your unique timelines, and a more precise delivery schedule will be provided upon order.

Warranty: One year manufacturer's warranty on labor, parts, freight pre-paid for all mechanical and electrical/electronic components of the supplied equipment. Warranty will be for 12 months starting at delivery. Please note: costs incurred for shipment of defective parts (if any) to Ascom are the responsibility of the customer. Ascom is responsible for shipment of the repaired or replaced part back to the customer. Labor on site for replacement of the part is not covered by this warranty.

In closing, we thank you for this opportunity to help Caseta better serve the revenue control requirements of the Central Texas RMA.