

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

RESOLUTION NO. 11-104

**APPROVE A NEW WORK AUTHORIZATION WITH HNTB CORPORATION
RELATING TO GENERAL ADMINISTRATIVE SUPPORT ASSISTANT FOR CTRMA
OPERATIONS.**

WHEREAS, HNTB Corporation (“HNTB”) serves as a general engineering consultant to the Central Texas Regional Mobility Authority (“CTRMA”) under the Agreement for General Consulting Civil Engineering Services effective January 1, 2010 (the “Agreement”); and

WHEREAS, by Resolution No. 11-075, dated June 29, 2011, the Board of Directors approved the First Amendment to the Agreement to provide for a variable profit margin to be negotiated and established for each future work authorization based on the complexity and risk of the services to be provided by HNTB under that work authorization; and

WHEREAS, HNTB and the Executive Director have discussed and agreed to a proposed new Work Authorization No. 11 that sets forth a scope of services for administrative support and assistance for CTRMA operations through June 30, 2012, a copy of which is attached and incorporated into this resolution as Attachment A,; and

WHEREAS, the Executive Director recommends approval of the proposed Work Authorization No. 11.

NOW THEREFORE, BE IT RESOLVED that the proposed Work Authorization No. 11 is approved; and

BE IT FURTHER RESOLVED that the proposed Work Authorization No. 11 in the form or substantially the same form as Attachment A may be finalized and executed by the Executive Director on behalf of CTRMA.

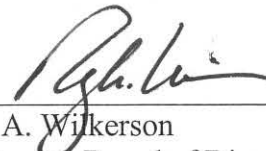
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 28th day of July, 2011.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 11-104
Date Passed: 7/28/11

ATTACHMENT "A" TO RESOLUTION 11-104

PROPOSED WORK AUTHORIZATION NO. 11

[on the following 2 pages]

APPENDIX D

WORK AUTHORIZATION

WORK AUTHORIZATION NO. 11.0

This Work Authorization is made as of this 1st day of August, 2011, under the terms and conditions established in the AGREEMENT FOR GENERAL CONSULTING ENGINEERING SERVICES, dated as of December 23rd, 2009 (the "Agreement"), between the Central Texas Regional Mobility Authority ("Authority") and **HNTB Corporation** ("GEC"). This Work Authorization is made for the following purpose, consistent with the services defined in the Agreement:

FY 2012 General Support Activities

Section A. - Scope of Services

A.1. GEC shall perform the following Services:

The services to be performed under this Work Authorization are those activities that are less technical, administrative, and less complex in nature such as: administrative support, record keeping, note taking, report writing, meeting attendance, progress reporting, and document control associated with Work Authorization No. 4 (General Project Activities) and Work Authorization No. 9 (Operations and Trust Indenture Obligations).

A.2. The following Services are not included in this Work Authorization, but shall be provided as Additional Services if authorized or confirmed in writing by the Authority.

Technical and Complex tasks such as engineering or other tasks that require specialized training or skills.

Section B. - Schedule

GEC shall perform the Services and deliver the related Documents (if any) according to the following schedule:

WA No. 11 Services defined herein shall expire June 30, 2012.

Section C. - Compensation

C.1. In return for the performance of the foregoing obligations, the Authority shall pay to the GEC the amount not to exceed \$454,000 based on a Cost Plus fee with an 8% Profit. Compensation shall be in accordance with the Agreement.

The Authority and the GEC agree that the budget amount for requested services are estimates and that these individual figures may be redistributed and/or adjusted as necessary over the duration of this Work Authorization. The GEC may alter the compensation distribution between tasks or work assignments to be consistent with the Services actually rendered

within the total Work Authorization amount. Upon written approval by the Authority, GEC may alter the compensation distribution between Work Authorizations. The GEC shall not exceed the maximum amount payable without prior written permission by the Authority.

C.2. Compensation for Additional Services (if any) shall be paid by the Authority to the GEC according to the terms of a future Work Authorization.

Section D. - Authority's Responsibilities

The Authority shall perform and/or provide the following in a timely manner so as not to delay the Services of the GEC. Unless otherwise provided in this Work Authorization, the Authority shall bear all costs incident to compliance with the following:

N/A

Section E. - Other Provisions

The parties agree to the following provisions with respect to this specific Work Authorization:

N/A

Authority:

**CENTRAL TEXAS REGIONAL
MOBILITY AUTHORITY**

By: _____

Name: Mike Heiligenstein

Title: Executive Director

Date: _____

GEC:

HNTB Corporation

By: _____

Name: _____

Title: _____

Date: _____