

AGENDA

1. Welcome, opening remarks, and comments concerning items of community interest by the Chairman and members of the Board of Directors.
2. Open Comment Period for Public Comment – See Notes at the end of this agenda.

Discuss, consider, and take appropriate action on the following:

3. Approve the minutes for the May 25, 2011 General Board Meeting and for the June 10, 2011, Special Board Meeting.
4. Approve an amendment to the GEC Master Contract with HNTB Corporation to authorize an appropriate negotiated profit rate for each separate work authorization.
5. Approve an amendment to the GEC Master Contract with Atkins North America, Inc., to authorize an appropriate negotiated profit rate for each separate work authorization.
6. Approve a work authorization for FY 2012 under the GEC Master Contract with Atkins North America, Inc., relating to trust indenture obligations, toll operations and maintenance, roadway operations and maintenance, technology systems support, financial planning support, and general program support.
7. Approve a work authorization for FY 2012 under the GEC Master Contract with HNTB Corporation relating to trust indenture obligations, toll operations and maintenance, roadway operations and maintenance, technology systems support, financial planning support, and general program support.
8. Approve a supplemental work authorization for FY 2012 to Work Authorization No. 6 under the GEC Master Contract with Atkins North America, Inc., for continued support relating to project feasibility, initial development of future projects and support for project activities not associated with any other work authorization.
9. Approve a supplemental work authorization for FY 2012 to Work Authorization No. 4 under the GEC Master Contract with HNTB Corporation for continued support relating to project feasibility, initial development of future projects and support for project activities not associated with any other work authorization.

10. Approve a work authorization under the GEC Master Contract with Atkins North America, Inc., for project specific services related to the development of the Oak Hill Expressway (at the US 290W / SH 71 interchange in Oak Hill).
11. Approve a work authorization under the GEC Master Contract with HNTB Corporation for project specific services related to the development of the Manchaca Expressway (approximately 4 miles of the SH 45 Southwest Corridor, from Loop 1 to FM 1626).
12. Approve the submission of project applications to the Capital Area Metropolitan Planning Organization (CAMPO) for its consideration in response to a CAMPO call for projects to be funded from 2011 – 2014 Metro Mobility and Rehabilitation dollars allocated to the region.
13. Authorize a procurement process for proposals to be a sponsor of the HERO program.
14. Authorize initiation of a process to (i) procure consultants to evaluate all project finance and development options available under state law for CTRMA transportation projects, including public-private partnerships, design/build, and design/build/finance options; and (ii) solicit industry input on project finance and development options for specific projects, including but not limited to the Loop 1/Mopac Improvement Project and the 183 South/Bergstrom Expressway.
15. Adopt the CTRMA Budget for Fiscal Year 2012.
16. Adopt a resolution expressing intent to finance expenditures to be incurred for project costs relating to development of the MoPac Improvement Project (approximately 11 miles of the Loop 1 Corridor, from Parmer Lane to César Chávez Street).
17. Adopt a resolution expressing intent to finance expenditures to be incurred for project costs relating to development of the Bergstrom Expressway Project (approximately 8 miles of the US 183 Corridor, from Springdale Road to Patton Avenue).
18. Adopt a resolution expressing intent to finance expenditures to be incurred for project costs relating to development of the Oak Hill Expressway Project (at the US 290W / SH 71 interchange in Oak Hill).
19. Adopt a resolution expressing intent to finance expenditures to be incurred for project costs relating to development of the Manchaca Expressway Project (approximately 4 miles of the SH 45 Southwest Corridor, from Loop 1 to FM 1626).
20. Accept the monthly financial report for May, 2011.

Briefing and discussion on the following; no action proposed:

21. Report on the CTRMA legislative program for the 82nd Legislature and final legislative action affecting CTRMA.
 22. Executive Director's report.
 - a. Attorney General's concurrence with the Comprehensive Development Agreement with Central Texas Mobility Constructors
 - b. Union Pacific Railroad and the MoPac Improvement Project
 - c. Customer Service Update (Oral Presentation).
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Executive Session

Under Chapter 551 of the Texas Government Code, the Board may recess into a closed meeting (an executive session) to deliberate any item on this agenda if the Chairman announces the item will be deliberated in executive session and identifies the section or sections of Chapter 551 that authorize meeting in executive session. A final action, decision, or vote on a matter deliberated in executive session will be made only after the Board reconvenes in an open meeting.

The Board may deliberate the following items in executive session if announced by the Chairman:

23. Discuss acquisition of one or more parcels or interests in real property needed for the Manor Expressway Project and related legal issues, as authorized by §551.072 (Deliberation Regarding Real Property; Closed Meeting) and by §551.071 (Consultation With Attorney).
24. Discuss legal issues relating to legislation enacted by the 82nd Texas Legislature that may affect the Mobility Authority, its operations, or jurisdiction, as authorized by §551.071 (Consultation With Attorney).
25. Discuss legal issues relating to procurement and financing of CTRMA transportation projects, as authorized by §551.071 (Consultation With Attorney).
26. Discuss legal issues related to claims by or against the Authority, pending or contemplated litigation, and any related settlement offers, or other matters as authorized by §551.071 (Consultation With Attorney).
27. Discuss personnel matters as authorized by §551.074 (Personnel Matters).

Reconvene in Open Session following Executive Session

Discuss, consider, and take appropriate action on the following:

28. Declare a public necessity to acquire one or more of the following described parcels of land or related property interest for the Manor Expressway Project, and with respect to those parcels authorize the negotiation and execution of a purchase contract, the negotiation and execution of a possession and use agreement, or the use of the power of eminent domain to acquire the parcel for the Manor Expressway Project, as applicable:
- A. Parcel 34 of the Manor Expressway Toll Project, a 0.539 acre parcel of real estate owned by Paul and Verena DeVooght, located at US Hwy 290E West of Giles Road in Travis County.
 - B. Parcel 40 of the Manor Expressway Toll Project, a 0.342 acre parcel of real estate owned by Lake Investment and Production Company, Ltd., located at the south corner of Old Manor Road and Johnny Morris Road in Travis County.
 - C. Parcel 36B of the Manor Expressway Toll Project, a 1.374 acre parcel of real estate owned by Delfino and Renya Perez, located at 9525 Hwy 290E in Travis County.
 - D. Parcel 57 of the Manor Expressway Toll Project, a 0.184 acre parcel of real estate owned by Applied Materials, Inc., located at the northeast corner of US Hwy 290E and Harris Branch Parkway in Travis County.
 - E. Parcel 44A of the Manor Expressway Toll Project, a 0.479 acre parcel of real estate owned by Applied Materials, Inc., located at 9700 US Hwy 290E in Travis County.
 - F. Parcel 44B of the Manor Expressway Toll Project, a 0.907 acre parcel of real estate owned by Applied Materials, Inc., located at 9700 US Hwy 290E in Travis County.
 - G. Parcel 54 of the Manor Expressway Toll Project, a 0.557 acre parcel of real estate owned by Agnes Marie Aldridge, located at 9751 US Hwy 290E in Travis County.
 - H. Parcel 31 of the Manor Expressway Toll Project, a 2.432 acre parcel of real estate owned by Robert W. and Janice W. Jenkins, located at 9475 US Hwy 290E in Travis County.
 - I. Parcel 35 of the Manor Expressway Toll Project, a 1.31 acre parcel of real estate owned by Arturo Diaz, located at US Hwy 290E West of Giles Road in Travis County.

- J. Parcel 44C of the Manor Expressway Toll Project, a 0.079 acre parcel of real estate owned by Applied Materials, Inc., located at 9700 US Hwy 290E in Travis County.
- K. Parcel 47A of the Manor Expressway Toll Project, a 0.602 acre parcel of real estate owned by Kerry S. Yom, located at the south line of Hwy 290E, east of Crofford Lane in Travis County.
- L. Parcel 47B of the Manor Expressway Toll Project, a 0.560 acre parcel of real estate owned by The Yom Family Trust, Kerry S. Yom and Sun Y. Yom, located at the south line of Hwy 290E, east of Crofford Lane in Travis County.
- M. Parcel 28 of the Manor Expressway Toll Project, a 2.610 acre parcel of real estate owned by TX Old Manor Housing, L.P., located at 9345 US Hwy 290E in Travis County.
- N. Parcel 32 of the Manor Expressway Toll Project, a 1.468 acre parcel of real estate owned by Bobby Joe and Deanne Barnett, located at 9493 Hwy 290E in Travis County.
- O. Parcel 46 of the Manor Expressway Toll Project, a 1.528 acre parcel of real estate owned by Duff RE Austin, LP, located at 9665 Hwy 290E in Travis County.
- P. Parcel 48 of the Manor Expressway Toll Project, a 0.747 acre parcel of real estate owned by Sovran Acquisition LP, located at 9717 Hwy 290E in Travis County.
- Q. Parcel 41 of the Manor Expressway Toll Project, a 0.505 acre parcel of real estate owned by Hardin Interests, Inc., located at the west line of Johnny Morris Road, South of US Hwy 290E in Travis County.
- R. Parcel 42 of the Manor Expressway Toll Project, a 4.709 acre parcel of real estate owned by H. Dalton Wallace, located southeast corner of Johnny Morris Road and US Hwy 290E in Travis County.
- S. Parcel 45 of the Manor Expressway Toll Project, 1.464 acre parcel of real estate owned by Day Life Corporation, located at 9808 Crofford Lane in Travis County.
- T. Parcel 49A of the Manor Expressway Toll Project, a 0.598 acre parcel of real estate owned by River City Rolloffs, Inc., located at 9721 US Hwy 290E in Travis County.
- U. Parcel 49B & 49B(E) of the Manor Expressway Toll Project, a 0.011 acre parcel of real estate and a 0.022 acre parcel of easement owned by River City Rolloffs, Inc., located at 9741 US Hwy 290E in Travis County.

- V. Parcel 50A and 50A (E) of the Manor Expressway Toll Project, a 1.837 acre parcel of real estate and a 0.037 acre drainage easement owned by Robert Hurst Rental Company, located at 9741 US Hwy 290E in Travis County.
- W. Parcel 50B of the Manor Expressway Toll Project, a 0.341 acre parcel of real estate owned by Robert Hurst and Janet Lockwood, located at 9741 US Hwy 290E in Travis County.
- X. Parcel 59 of the Manor Expressway Toll Project, a 0.043 acre parcel of real estate owned by Lone Star Gas Company, located at the south line of US Hwy 290E, between SH 130 and Parmer Lane (Boyce Lane) in Travis County.
- Y. Parcel 29 of the Manor Expressway Toll Project, a 9.108 acre parcel of real estate owned by JMTCV Ltd., located at US Hwy 290E between Ferguson Cutoff and Johnny Morris Road in Travis County.
- Z. Parcel 37 of the Manor Expressway Toll Project, a 2.030 acre parcel of real estate owned by Scott William Elder, located at 9577 US Hwy 290E in Travis County.
- AA. Parcel 8 of the Manor Expressway Toll Project, a 2.175 acre parcel of real estate and 0.186 acre Drainage Easement owned by Fred Morse and Scott Morse, Co-Independent Executors of the Estate of Frederic Clarke Morse, Sr. and JPMorgan Chase Bank, Trustee of the Frederic Clarke Morse, Jr. Exempt Family Trust, located at East Corner of US 183 and US Hwy 290E in Travis County.
- BB. Parcel 58 of the Manor Expressway Toll Project, a 1.112 acre parcel of real estate owned by the Butler Family Partnership, Ltd., located at the southeast corner of US Hwy 290E and Parmer Lane in Travis County.
- CC. Parcel 60 of the Manor Expressway Toll Project, a 0.345 acre parcel of real estate owned by the Butler Family Partnership, Ltd., located at the southeast corner of US Hwy 290E and Parmer Lane in Travis County.
- DD. Parcel 61 of the Manor Expressway Toll Project, a 14.084 acre parcel of real estate owned by the Butler Family Partnership, Ltd., located at the northeast corner of US Hwy 290E and Parmer Lane in Travis County.
- EE. Parcel 113 of the Manor Expressway Toll Project, a 0.027 acre parcel of real estate owned by the Butler Family Partnership, Ltd., located at the northwest corner of US Hwy 290E and Parmer Lane in Travis County.
- FF. Parcel 39 of the Manor Expressway Toll Project, a 0.999 acre parcel of real estate owned by the City of Austin, located at the SW corner of 290E and Johnny Morris Road in Travis County.

- GG. Parcel 22AC of the Manor Expressway Toll Project, a release and relinquishment of access rights to US Hwy 290E owned by Wayne Allen Barbee, located at US Hwy 290E, West of Chimney Hill Blvd in Travis County.
 - HH. Parcel 44D (AC) of the Manor Expressway Toll Project, a release and relinquishment of access rights to US Hwy 290E owned by Applied Materials, Inc., located at 9700 US Hwy 290E in Travis County.

 - II. Parcel 13AC of the Manor Expressway Toll Project, a release and relinquishment of access rights to US Hwy 290E owned by Raymond D. and Elda Raschke, located at 9470 US Hwy 290E in Travis County.

 - JJ. Parcel 21AC of the Manor Expressway Toll Project, a release and relinquishment of access rights to US Hwy 290E owned by Jimmy Nassour, Trustee and Salim Haddad, Trustee, located at 9230 US Hwy 290E in Travis County.

 - KK. Parcel 30AC of the Manor Expressway Toll Project, a release and relinquishment of access rights to US Hwy 290E owned by 290 Jones Investments, Inc, located west of Johnny Morris Road on the north side of US Hwy 290E in Travis County.

 - LL. Parcel 33AC of the Manor Expressway Toll Project, a release and relinquishment of access rights to US Hwy 290E owned by Joe T. Robertson, located at 9500 US Hwy 290E in Travis County.

 - MM. Parcel 111AC of the Manor Expressway Toll Project, a release and relinquishment of access rights to US Hwy 290E owned by SCC East Bourne Manor LP, located at the southeast corner of US Hwy 290E and SH130 in Travis County.

 - NN. Parcel 112AC of the Manor Expressway Toll Project, a release and relinquishment of access rights to US Hwy 290E owned by Austin HB Residential, located at the northeast corner of US Hwy 290E and SH130 in Travis County.
29. Adjourn Meeting.
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NOTES

Open Comment Period for Public Comment – At the beginning of the meeting, the Board provides a period of up to one hour for public comment on any matter subject to CTRMA's jurisdiction. Each speaker is allowed a maximum of three minutes. A person who wishes to address the Board should sign the speaker registration sheet before the beginning of the open

comment period. If the speaker's topic is not listed on this agenda, the Board may not deliberate the topic or question the speaker during the open comment period, but may direct staff to investigate the subject further or propose that an item be placed on a subsequent agenda for deliberation and possible action by the Board. The Board may not act on an item that is not listed on this agenda.

Public Comment on Agenda Items – A member of the public may offer comments on a specific agenda item in open session if he or she signs the speaker registration sheet for that item before the Board's consideration of the item. The Chairman may limit the amount of time allowed for each speaker. Public comment unrelated to a specific agenda item must be offered during the open comment period.

Meeting Procedures – The order and numbering of agenda items are for ease of reference only. After the meeting is convened, the Chairman may rearrange the order in which agenda items are considered. The Board may consider items listed on the agenda in any order and at any time during the meeting.

Persons with disabilities who plan to attend this meeting and who may need auxiliary aids or services, such as an interpreter for persons who are deaf or hearing impaired, and readers of large print or Braille, are requested to contact Jennifer Guernica at (512) 996-9778 at least two working days before the meeting so that appropriate arrangements can be made.

**JUNE 29, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM # 1

Welcome, Opening Remarks and Board Member Comments

Board Action: NO

**JUNE 29, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM # 2

Open Comment Period for Public Comment – At the beginning of the meeting, the Board provides a period of up to one hour for public comment on any matter subject to CTRMA’s jurisdiction. Each speaker is allowed a maximum of three minutes. A person who wishes to address the Board should sign the speaker registration sheet before the beginning of the open comment period. If the speaker’s topic is not listed on this agenda, the Board may not deliberate the topic or question the speaker during the open comment period, but may direct staff to investigate the subject further or propose that an item be placed on a subsequent agenda for deliberation and possible action by the Board. The Board may not act on an item that is not listed on this agenda.

Public Comment on Agenda Items – A member of the public may offer comments on a specific agenda item in open session if he or she signs the speaker registration sheet for that item before the Board’s consideration of the item. The Chairman may limit the amount of time allowed for each speaker. Public comment unrelated to a specific agenda item must be offered during the open comment period.

Board Action: NO

**JUNE 29, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM # 3

Approve the minutes for the May 25, 2011 General Board Meeting and June 10, 2011 Special Board Meeting.

Department: Law

Board Action: YES (by motion)

Description of Matter:

The minutes for the May 25, 2011 General Board Meeting and minutes for the June 10, 2011 Special Board Meeting require approval by the Board.

**Attached Document: Draft Minutes May 25, 2011 General Board Meeting
Draft Minutes June 10, 2011 Special Board Meeting**

Contact for further information:

Andrew Martin, General Counsel

**MINUTES FOR
General Meeting of the Board of Directors
of the
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY**

**Wednesday, May 25, 2011
9:30 A.M.**

The meeting was held at 301 Congress Avenue, Suite 360, Austin, Texas 78701. Notice of the meeting was posted May 20, 2011 at the County Courthouses of Williamson and Travis Counties, with the Secretary of State, on the CTRMA website, and on the bulletin board in the lobby of CTRMA's offices at Suite 650, 301 Congress Avenue, Austin, Texas.

1. Welcome and Opening Remarks by Chairman Ray A. Wilkerson

Chairman Wilkerson called the meeting to order at 9:30 a.m. and called the roll. Board Members present at the time the meeting was called to order were Chairman Ray Wilkerson, Vice-Chairman Jim Mills, Mr. Henry Gilmore, Ms. Nikelle Meade, Mr. David Singleton, Mr. Bob Bennett, and Mr. Charles Heimsath.

2. Open Comment Period

No public comments were offered.

3. Approval of Minutes of April 27, 2011 General Board Meeting

Chairman Ray Wilkerson presented the minutes from the April 27, 2011 Board Meeting for review by the Board. Mr. Jim Mills moved for approval of the minutes. Mr. Charles Heimsath seconded the motion. The motion carried unanimously 7-0, and the minutes for the April 27, 2011 General Board Meeting were approved as drafted.

4. Approve a Change Order #2 for additional pavement and signal work on the construction contract with Webber LLC for the Manor Expressway Direct Connectors at US 183 Project.

Mr. Eric Ploch of Atkins presented this item. Change Order #2 would allow for additional pavement and signal work on the Webber LLC construction contract for the Manor Expressway Direct Connectors at US 183 Project. An additional left turn is needed at Turscanny Way as well as re-striping and underdrains on the northbound side of the 183 frontage road. The Change Order #2 would add an additional \$265,000.00 to the total project costs and twenty additional working days.

Mr. Bob Bennett moved for approval of the resolution. Mr. Charles Heimsath seconded the motion. The motion carried unanimously 7-0, and the resolution was approved as drafted.

5. Approve a supplement to Atkins' Work Authorization #2 concerning general engineering consultant services for the Bergstrom Expressway Project (US183S).

Mr. Wes Burford presented this item seeking Board approval for a supplement to Atkin's Work Authorization #2 concerning general engineering consultant services for the Bergstrom Expressway Project (US 183S). The supplemental work authorization will provide services to complete the US 183S environmental document. Currently, proposed legislation would allow the Mobility Authority some additional financing options once the environmental process is cleared, however, the project must be ready for construction in order to use the additional financing options. The supplement to Work Authorization #2 would also allow more Mobility Authority involvement in completing the environmental process.

Mr. Charles Heimsath moved for approval of the resolution. Ms. Nikelle Meade seconded the motion. The motion carried unanimously 7-0, and the resolution was approved as drafted.

6. Approve an extension and revision to the scope of services for the contract with Stantec Consulting Services, Inc., for traffic and revenue engineering services.

Mr. Bill Chapman presented this item requesting Board approval of an extension and revision to the Stantec Consulting Services, Inc. contract. The contract ends in June, 2011 and will need to be extended in order to allow Stantec to continue their work on 183A and other T&R studies as needed.

Mr. Jim Mills moved for approval, and Mr. Bob Bennett seconded the motion. The motion carried unanimously 7-0, and the Board approved an extension and revision to the scope of services for the contract with Stantec Consulting Services, Inc.

7. Accept the monthly financial report for April, 2011.

Mr. Bill Chapman presented this item. The Moody's report was handed out to the Board, and Mr. Chapman provided a brief summary. A special called Board Meeting is set for June 10th for Board members to accept pricing from the bond underwriters.

Mr. Bob Bennett moved for approval of the monthly financial report for April, 2011. Mr. Henry Gilmore seconded the motion. The motion carried unanimously 7-0, and the resolution was approved as drafted.

Briefing and discussion on the following; no action proposed:

8. Briefing and update on the draft budget for Fiscal Year 2012.

Ms. Cindy Demers presented this item and briefly explained the draft budget for Fiscal Year 2012, including a summary of each department's budget for Fiscal year 2012. Ms. Demers stated that the budget will continue to be refined and a 3rd and final draft will be presented for approval at the June 29, 2011 General Board Meeting.

9. Executive Director's report.

Mr. Mike Heiligenstein presented this item. He explained that answers to comments and questions received at the Manor Expressway public hearing held at the April 27, 2011 Board Meeting have been posted on the CTRMA website, and were provided by email to the speakers who provided an email address.

TxDOT has issued an RFP for innovative uses of highway ROW and the Freight Shuttle Program is considering a response.

The 183 North Managed Lanes are in the long-term CAMPO plans. CTRMA staff would like to begin discussions with Travis and Williamson counties in order to establish a platform to begin work on the 183 North Managed Lanes.

The 183A Shared Use Path is on schedule, and is only lacking a railroad crossing which involves Capital Metro. A ribbon-cutting will be planned in the next 30-60 days.

Executive Session Pursuant to Government Code, Chapter 551

Chairman Wilkerson announced in open session at 10:37 a.m. that the Board would recess the open meeting and would reconvene in Executive Session to deliberate the following items:

- 10. Discussion of the acquisition of one or more parcels or interests in real property needed for the Manor Expressway Project and related legal issues, pursuant to §551.072 (Deliberation Regarding Real Property; Closed Meeting) and §551.071 (Consultation with Attorney).**
- 11. Discussion of legal issues relating to legislation proposed to the 82nd Texas Legislature that may affect the Mobility Authority, its operations, or jurisdiction, as authorized by §551.071 (Consultation with Attorney).**
- 12. Discussion of legal issues relating to procurement and financing of CTRMA transportation projects, as authorized by §551.071 (Consultation with Attorney).**

13. Discussion of legal issues related to claims by or against the Authority, pending or contemplated litigation, and any related settlement offers, or other matters as authorized by §551.071 (Consultation with Attorney).

14. Discussion of personnel matters as authorized by §551.071 (Consultation with Attorney).

The Board reconvened in open meeting at 11:28 a.m., and Chairman Wilkerson announced that there was no action taken in Executive Session.

15. Consider and revise the CTRMA legislative program for the 82nd Legislature if that action is necessary or desirable.

Mr. Brian Cassidy presented this item. The Primacy Bill has passed both the House and Senate, and will be sent to the Governor for signature. The extension of our CDA authority now includes a design-build and design-build-finance structure that will authorize the Mobility Authority to use those design-build and design-build-finance outside of the CDA context. These documents will no longer carry some of the extra procedural requirements that can lengthen the approval process. The RMA Clean-up Bill (House Bill 1112) will add parking structures, improved financing, and will allow the Mobility Authority the same toll enforcement tools as TxDOT, NTTA, and Harris County Toll Road Authority. HB 1112 has passed both the House and Senate, and is on its way to the Governor for signature. Transportation Reinvestment Zones help generate local funding for projects, and that bill will greatly expand the scope of projects for which it can be used. A corresponding constitutional amendment has passed both the House and Senate, and will be placed before the voters in November.

No action was taken on this item.

16. Declare a public necessity to acquire one or more of the following described parcels of land for the Manor Expressway Project, and with respect to those parcels, authorize the negotiation and execution of a purchase contract, the negotiation and execution of a possession and use agreement, or the use of the power of eminent domain to acquire the parcel for the Manor Expressway Project, as applicable.

Ms. Nikelle Meade made a motion, seconded by Mr. Charles Heimsath, to adopt the staff recommended resolution for each parcel listed below to authorize negotiation and execution of a purchase contract, the negotiation and execution of a possession and use agreement, or the use of the power of eminent domain to acquire each of the following identified parcels: 16(A), 16(B), 16(C), 16(D), 16(G), 16(H), 16(I), 16(J), 16(K), and 16(L). The motion carried unanimously, 7-0, and separate resolutions authorizing the action specified by the motion were approved for each parcel as drafted.

A. Parcel 56A of the Manor Expressway Toll Project, a 1.466 acre parcel of real estate owned by the Morris and Elaine Shapiro 1987 Family Trust, located at SWC of US Hwy 290E and FM 3177 west of Decker Lane in Travis County.

B. Parcel 56B of the Manor Expressway Toll Project, a 2.567 acre parcel of real estate owned by the Morris and Elaine Shapiro 1987 Family Trust, located at SEC of US Hwy 290E and FM 3177 west of Decker Lane in Travis County.

C. Parcel 47A of the Manor Expressway Toll Project, a 0.602 acre parcel of real estate owned by Kerry S. Yom, located at the south line of Hwy 290E, east of Crofford Lane in Travis County.

D. Parcel 47B of the Manor Expressway Toll Project, a 0.560 acre parcel of real estate owned by The Yom Family Trust, Kerry S. Yom and Sun Y. Yom, located at the south line of Hwy 290E, east of Crofford Lane in Travis County.

G. Parcel 36B of the Manor Expressway Toll Project, a 1.374 acre parcel of real estate owned by Delfino and Renya Perez, located at 9525 Hwy 290E in Travis County.

H. Parcel 31 of the Manor Expressway Toll Project, a 2.432 acre parcel of real estate owned by Robert W. and Janice W. Jenkins, located at 9475 US Hwy 290E in Travis County.

I. Parcel 28 of the Manor Expressway Toll Project, a 2.610 acre parcel of real estate owned by TX Old Manor Housing, L.P., located at 9345 US Hwy 290E in Travis County.

J. Parcel 32 of the Manor Expressway Toll Project, a 1.468 acre parcel of real estate owned by Bobby Joe and Deanne Barnett, located at 9493 Hwy 290E in Travis County.

K. Parcel 46 of the Manor Expressway Toll Project, a 1.528 acre parcel of real estate owned by Duff RE Austin, LP, located at 9665 Hwy 290E in Travis County.

L. Parcel 48 of the Manor Expressway Toll Project, a 0.747 acre parcel of real estate owned by Sovran Acquisition LP, located at 9717 Hwy 290E in Travis County.

17. Adjourn Meeting.

Chairman Wilkerson declared the meeting adjourned by unanimous consent at 11:46 a.m.

**MINUTES FOR
Special Meeting of the Board of Directors
of the
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY**

**Friday, June 10, 2011
9:00 A.M.**

The meeting was held at 301 Congress Avenue, Suite 650, Austin, Texas 78701. On May 7, 2011, notice of the meeting was posted at the Williamson County Courthouse, Travis County Courthouse, with the Secretary of State, on the CTRMA website, and on the bulletin board in the lobby of CTRMA's offices at Suite 650, 301 Congress Avenue, Austin, Texas.

1. Welcome and Opening Remarks by Chairman Ray A. Wilkerson

Chairman Ray Wilkerson called the meeting to order at 9:03 a.m. and called the roll. Board Members present at the meeting were Mr. Jim Mills, Mr. Henry Gilmore, and Mr. Bob Bennett.

Mr. Charles Heimsath joined the meeting at 9:06 a.m., and Ms. Nikelle Meade joined the meeting at 9:12 a.m.

2. Open Comment Period

There were no public comments.

Discuss, consider, and take appropriate action on the following:

- 3. Adopt a resolution authorizing the issuance, sale and delivery of Central Texas Regional Mobility Authority Senior Lien Revenue Bonds, Series 2011 (the "Series 2011 Senior Lien Bonds"), and Central Texas Regional Mobility Authority Subordinate Lien Revenue Bonds, Series 2011 (the "Series 2011 Subordinate Lien Bonds"), in one or more series; approving the form of, and authorizing the execution and delivery of, the Eighth Supplemental Trust Indenture and the Ninth Supplemental Trust Indenture; authorizing the execution and delivery of a purchase agreement for the Series 2011 Senior Lien Bonds and the Series 2011 Subordinate Lien Bonds; approving the preparation of an Official statement in connection with the offering and sale of such bonds; authorizing the execution and delivery of documents and instruments in connection with the foregoing; and enacting other provisions relating to the subject.**

Mr. Bill Chapman presented this item. He reviewed the pricing of the bonds from June 9, 2011. The senior lien total was \$305,929,944, and the sub lien total was \$70,000,000 with a total of \$375,929,944.

Mr. Henry Gilmore moved for approval of the resolution, and Mr. Charles Heimsath seconded the motion. The motion carried unanimously, 6-0, and the resolution was approved as drafted.

Briefing and discussion on the following:

4. Consider and revise the CTRMA legislative program for the 82nd Legislature if that action is necessary or desirable.

Mr. Brian Cassidy presented this item. The Sunset Bill, Primacy Bill, RMA Clarification Bill, Concession Bills, Transportation Reinvestment Zones Bill, and the Environmental Streamline bill all passed the legislature and are awaiting the Governor's signature.

No action was taken on this item.

5. Adjourn Meeting

Chairman Wilkerson declared the meeting adjourned by unanimous consent at 9:20 a.m.

**JUNE 29, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM # 4

Approve an amendment to the GEC Master Contract with HNTB Corporation to authorize an appropriate negotiated profit rate for each separate work authorization.

Department: Engineering

Associated Costs: Various

Funding Source: Various

Board Action Required: Yes

Description of Matter:

On December 23, 2009, the CTRMA entered into Agreements for General Consulting Civil Engineering Services with HNTB Corporation. The terms of the original agreement specified a profit margin of 1.12 (12% Profit) on all work authorizations. This Amendment No. 1 will provide a profit range of 1.08 (8% Profit) to 1.12 (12% Profit) predicated on the complexity of each specific assignment. The profit margin will be negotiated for each Work Authorization.

Attached documentation for reference:

Draft Resolution, including Amendment No. 1 to GEC Master Contract

Contact for further information:

Wesley M. Burford, P.E., Director of Engineering

**FIRST AMENDMENT TO
AGREEMENT FOR GENERAL CONSULTING CIVIL ENGINEERING SERVICES
BETWEEN
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY
AND
HNTB CORPORATION**

This First Amendment to the Agreement for General Consulting and Civil Engineering Services between Central Texas Regional Mobility Authority (“CTRMA”) and HNTB Corporation (the “GEC”) is made for the purpose of modifying Section 4 of the Agreement for General Consulting and Civil Engineering Services between CTRMA and GEC dated December 23, 2009.

Section 4a and 4b are deleted in their entirety and hereby replaced with the following:

4. COMPENSATION.

a. **BASIS FOR COMPENSATION.** Subject to the terms of a Work Authorization issued pursuant to Section 14 below, the Authority agrees to pay, and the GEC agrees to accept as full and sufficient compensation and reimbursement for the performance of all Services as set forth in this Agreement, hourly rates for the staff working on the assignment computed as follows:

$$\text{Direct Labor Cost} \times (1.0 + \text{OH Rate}) \times \text{Profit}$$

where Direct Labor Cost equals salary divided by 2080; OH Rate equals the GEC’s most recent auditable overhead rate under 48 C.F.R. Part 31, Federal Acquisition Regulations (FAR 31); and Profit ranges from 1.08 (8% Profit) to 1.12 (12% Profit). The Profit amount will be negotiated for each work authorization predicated on the complexity of each specific assignment. In general, it is anticipated an 8% Profit would be applied to assignments that are less complex and more administrative in nature, while a 12% Profit would be applied to those assignments that are complex, specialized, and carry increased levels of risk including project specific assignments for design and oversight. The range of Direct Labor Costs for the classifications of employees working for the Authority as of the Effective Date of

this Agreement is reflected in Appendix B. Revisions to Direct Labor Cost ranges for employee classifications and the auditable overhead rate may be proposed no more frequently than once per calendar year, subject to the approval of the Executive Director or his designee. No adjustment shall be made to the specified negotiated Profit for each work authorization. The first adjustment to the auditable overhead rate shall be considered no earlier than January, 2011. All adjustments shall be agreed to by the parties prior to implementation, and the Authority shall have the right to review and/or audit the GEC's Direct Labor Costs and auditable overhead rates upon written request. Once approved, the Direct Labor Costs and auditable overhead rate will be used going forward until the next annual adjustment is approved. Changes to the auditable overhead rate will not be applied retroactively to Direct Labor Costs incurred in the previous year. During the term of this Agreement the GEC shall provide to the Executive Director or his designee, prior to requesting any adjustment to its auditable overhead rate, a copy of the report establishing a new FAR rate for the GEC.

In the event that GEC employees or subconsultants work a substantial portion of time in facilities owned or leased by the Authority as provided in Section 12 herein, the auditable overhead rate will be adjusted downward to reflect the Authority's burden of overhead associated with such employees or subconsultants. Any such adjustments will be agreed upon by the Authority and the GEC, effective as of such time as the GEC employees or subconsultants begin working in facilities owned or leased by the Authority.

The payment of the hourly rates and allowed costs shall constitute full payment for all Services, liaisons, products, materials, and equipment required to deliver the Services.

b. **COMPUTATION AND ADJUSTMENT OF THE AUDITABLE OVERHEAD RATE.** The applicable compensation formula for this Agreement (identified in paragraph 4.a

above) will utilize the GEC's auditable overhead rate as allowed under the provisions of FAR 31, unless the Authority and GEC have negotiated a reduced overhead rate for co-located staff or CE&I services, as well as the negotiated Profit for each work authorization. The GEC represents that at all times, subject to the limitations on timing and approval in subsection 4.a., throughout the term of this Agreement that it shall not use an auditable overhead rate that exceeds the rate determined in accordance with FAR 31 (or successor regulations); that the Direct Labor Costs shall not exceed the ranges reflected in Appendix B and shall be based on actual salary amounts for the individuals performing the work; and that, except as previously described in writing, the auditable overhead rate and negotiated Profit for each work authorization used under this Agreement shall not exceed the auditable overhead rate and negotiated Profit for similar work authorizations utilized by the GEC in its agreement(s) with, or subcontracts for, GEC work for other Toll Road Authorities or any other Regional Mobility Authority in the State of Texas.

Effective Date of Amendments: These amendments shall be effective as of July 1st, 2011.

Except to the extent expressly modified herein, all terms and conditions of the Agreement shall continue in full force and effect.

By their signatures below, the parties of the Agreement evidence their agreement to these amendments set forth above.

Authority:

**CENTRAL TEXAS REGIONAL
MOBILITY AUTHORITY**

By: _____

Name: _____

Title: _____

Date: _____

GEC:

HNTB Corporation

By: _____

Name: _____

Title: _____

Date: _____

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

RESOLUTION NO. 11-___

**APPROVE AN AMENDMENT TO THE GEC MASTER CONTRACT WITH
HNTB CORPORATION TO AUTHORIZE AN APPROPRIATE NEGOTIATED
PROFIT RATE FOR EACH SEPARATE WORK AUTHORIZATION.**

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, HNTB and the Executive Director have discussed and agreed to a proposed amendment to the Agreement, a copy of which is attached and incorporated into this resolution as Attachment A, to reduce future compensation paid to HNTB by providing for a variable profit margin, within a defined range, to be negotiated and established for each future work authorization based on the complexity and risk of the service provided by HNTB under that work authorization; and

WHEREAS, the Executive Director recommends approval of the proposed amendment.

NOW THEREFORE, BE IT RESOLVED that the Board of Directors approves the proposed First Amendment to Agreement for General Consulting Civil Engineering Services between Central Texas Regional Mobility Authority and HNTB Corporation (the “First Amendment”) in the form or substantially the same form as Attachment A; and

BE IT FURTHER RESOLVED that the First Amendment, as approved, 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 29th day of June, 2011.

Submitted and reviewed by:

Approved:

Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 11-___
Date Passed: 6/29/11

ATTACHMENT "A" TO RESOLUTION 11-
FIRST AMENDMENT TO AGREEMENT FOR
GENERAL CONSULTING CIVIL ENGINEERING SERVICES
BETWEEN CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY
AND HNTB CORPORATION

[on the following 3 pages]

**JUNE 29, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM # 5

Approve an amendment to the GEC Master Contract with Atkins North America, Inc., to authorize an appropriate negotiated profit rate for each separate work authorization.

Department: Engineering

Associated Costs: Various

Funding Source: Various

Board Action Required: Yes

Description of Matter:

On January 4, 2010, the CTRMA entered into an Agreement for General Consulting Civil Engineering Services with Atkins North America, Inc. (Formerly Post, Buckley, Schuh & Jernigan, Inc.). The terms of the original agreement specified a profit margin of 1.12 (12% Profit) on all work authorizations. This Amendment No. 1 will provide a profit range of 1.08 (8% Profit) to 1.12 (12% Profit) predicated on the complexity of each specific assignment. The profit margin will be negotiated for each Work Authorization.

Attached documentation for reference:

Draft Resolution, including proposed Amendment No. 1 to GEC Master Contract

Contact for further information:

Wesley M. Burford, P.E., Director of Engineering

**FIRST AMENDMENT TO
AGREEMENT FOR GENERAL CONSULTING CIVIL ENGINEERING SERVICES
BETWEEN
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY
AND
ATKINS NORTH AMERICA, INC.**

This First Amendment to the Agreement for General Consulting Civil Engineering Services between the Central Texas Regional Mobility Authority (Authority) and Atkins North America, Inc. (formerly Post, Buckley, Schuh & Jernigan, Inc.) (GEC) is made for the purpose of modifying Section 4 of the Agreement for General Consulting Civil Engineering Services (Agreement) between CTRMA and GEC dated January 4, 2010.

Section 4a and 4b are deleted in their entirety and hereby replaced with the following:

4. COMPENSATION.

a. BASIS FOR COMPENSATION. Subject to the terms of a Work Authorization issued pursuant to Section 14 below, the Authority agrees to pay, and the GEC agrees to accept as full and sufficient compensation and reimbursement for the performance of all Services as set forth in this Agreement, hourly rates for the staff working on the assignment computed as follows:

$$\text{Direct Labor Cost} \times (1.0 + \text{OH Rate}) \times \text{Profit}$$

where Direct Labor Cost equals salary divided by 2080; OH Rate equals the GEC's most recent auditable overhead rate under 48 C.F.R. Part 31, Federal Acquisition Regulations (FAR 31); and Profit ranges from 1.08 (8% Profit) to 1.12 (12% Profit). The Profit amount will be negotiated for each work authorization predicated on the complexity of each specific assignment. In general, it is anticipated an 8% Profit would be applied to assignments that are less complex and more administrative in nature, while a 12% Profit would be applied to those assignments that are complex, specialized, and carry increased levels of risk including project specific assignments for design and oversight. The range of Direct Labor Costs for the classifications of employees working for the Authority as of the Effective Date of this Agreement is reflected in Appendix B. Revisions to Direct Labor Cost ranges for employee

classifications and the auditable overhead rate may be proposed no more frequently than once per calendar year, subject to the approval of the Executive Director or his designee. No adjustment shall be made to the specified negotiated Profit for each work authorization. The first adjustment to the auditable overhead rate shall be considered no earlier than January, 2011. All adjustments shall be agreed to by the parties prior to implementation, and the Authority shall have the right to review and/or audit the GEC's Direct Labor Costs and auditable overhead rates upon written request. Once approved, the Direct Labor Costs and auditable overhead rate will be used going forward until the next annual adjustment is approved. Changes to the auditable overhead rate will not be applied retroactively to Direct Labor Costs incurred in the previous year. During the term of this Agreement the GEC shall provide to the Executive Director or his designee, prior to requesting any adjustment to its auditable overhead rate, a copy of the report establishing a new FAR rate for the GEC.

In the event that GEC employees or subconsultants work a substantial portion of time in facilities owned or leased by the Authority as provided in Section 12 herein, the auditable overhead rate will be adjusted downward to reflect the Authority's burden of overhead associated with such employees or subconsultants. Any such adjustments will be agreed upon by the Authority and the GEC, effective as of such time as the GEC employees or subconsultants begin working in facilities owned or leased by the Authority.

The payment of the hourly rates and allowed costs shall constitute full payment for all Services, liaisons, products, materials, and equipment required to deliver the Services.

b. **COMPUTATION AND ADJUSTMENT OF THE AUDITABLE OVERHEAD RATE.** The applicable compensation formula for this Agreement (identified in paragraph 4.a above) will utilize the GEC's auditable overhead rate as allowed under the provisions

of FAR 31, unless the Authority and GEC have negotiated a reduced overhead rate for co-located staff or CE&I services, as well as the negotiated Profit for each work authorization. The GEC represents that at all times, subject to the limitations on timing and approval in subsection 4.a., throughout the term of this Agreement that it shall not use an auditable overhead rate that exceeds the rate determined in accordance with FAR 31 (or successor regulations); that the Direct Labor Costs shall not exceed the ranges reflected in Appendix B and shall be based on actual salary amounts for the individuals performing the work; and that, except as previously described in writing, the auditable overhead rate and negotiated Profit for each work authorization used under this Agreement shall not exceed the auditable overhead rate and negotiated Profit for similar work authorizations utilized by the GEC in its agreement(s) with, or subcontracts for, GEC work for other Toll Road Authorities or any other Regional Mobility Authority in the State of Texas.

Effective Date of Amendments: These amendments shall be effective as of July 1st, 2011.

Except to the extent expressly modified herein, all terms and conditions of the Agreement shall continue in full force and effect.

By their signatures below, the parties of the Agreement evidence their agreement to these amendments set forth above.

Authority:

**CENTRAL TEXAS REGIONAL
MOBILITY AUTHORITY**

By: _____
Name: _____
Title: _____
Date: _____

GEC:

ATKINS NORTH AMERICA, INC.

By: _____
Name: _____
Title: _____
Date: _____

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

RESOLUTION NO. 11-___

**APPROVE AN AMENDMENT TO THE GEC MASTER CONTRACT WITH
ATKINS NORTH AMERICA, INC. TO AUTHORIZE AN APPROPRIATE
NEGOTIATED PROFIT RATE FOR EACH SEPARATE WORK AUTHORIZATION.**

WHEREAS, Atkins North America, Inc. (“Atkins”), as successor entity to Post, Buckley, Schuh & Jernigan, Inc. (d/b/a PBS&J), 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, HNTB and the Executive Director have discussed and agreed to a proposed amendment to the Agreement, a copy of which is attached and incorporated into this resolution as Attachment A, to reduce future compensation paid to Atkins by providing for a variable profit margin, within a defined range, to be negotiated and established for each future work authorization based on the complexity and risk of the service provided by Atkins under that work authorization; and

WHEREAS, the Executive Director recommends approval of the proposed amendment.

NOW THEREFORE, BE IT RESOLVED that the Board of Directors approves the proposed First Amendment to Agreement for General Consulting Civil Engineering Services between Central Texas Regional Mobility Authority and Atkins Corporation (the “First Amendment”) in the form or substantially the same form as Attachment A; and

BE IT FURTHER RESOLVED that the First Amendment, as approved, 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 29th day of June, 2011.

Submitted and reviewed by:

Approved:

Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 11-___
Date Passed: 6/29/11

ATTACHMENT "A" TO RESOLUTION 11-
FIRST AMENDMENT TO AGREEMENT FOR
GENERAL CONSULTING CIVIL ENGINEERING SERVICES
BETWEEN CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY
AND ATKINS NORTH AMERICA, INC.

[on the following 3 pages]

**JUNE 29, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM # 6

Approve a work authorization for FY 2012 under the GEC Master Contract with Atkins North America, Inc., relating to trust indenture obligations, toll operations and maintenance, roadway operations and maintenance, technology systems support, financial planning support, and general program support.

Department: Engineering

Associated Costs: \$594,508

Funding Source: General Fund

Board Action Required: YES

Description of Matter:

The GEC will provide those General Engineering Consultant services related to the specific obligations of the Trust Indenture, as well as perform general engineering assistance, assistance in administration and management of operations and maintenance contracts, project engineering feasibility services, assistance with technology systems and communications network management, general program development, special activities/tasks, and additional activities as specifically requested by the Authority.

Attached documentation for reference:

Draft Resolution, including proposed Work Authorization No. 8

Contact for further information:

Wesley M. Burford, P.E., Director of Engineering

EXHIBIT D
WORK AUTHORIZATION

Work Authorization No. 8

This Work Authorization is made as of this 29th day of June, 2011, under the terms and conditions established in the AGREEMENT FOR GENERAL CONSULTING ENGINEERING SERVICES, dated as of January 4th, 2010 (the Agreement), between the **Central Texas Regional Mobility Authority** (Authority) and **Atkins North America, Inc.** (formerly Post, Buckley, Schuh & Jernigan, inc.) (GEC). This Work Authorization is made for the following purpose, consistent with the services defined in the Agreement:

General Engineering Consultant Operations [FY 2012]

Section A. - Scope of Services

A.1. GEC shall perform the following Services:

Please reference Attachment A – Services to be Provided by the GEC

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.

Not applicable.

A.3. In conjunction with the performance of the foregoing Services, GEC shall provide the following submittals/deliverables (Documents) to the Authority:

Please reference Attachment A – Services to be Provided by the GEC

Section B. - Schedule

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

Services defined herein are expected to be substantially complete by June 30, 2012. This Work Authorization will not expire until all tasks associated with the Scope of Services are complete.

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 \$594,508.00, based on Attachment B -Fee Estimate. Compensation for Direct Expenses under this Work Authorization which are incurred as part of normal business operations (i.e., internal document reproduction, internal plotting, travel and parking associated with local meetings, etc.) will be reimbursed on a Lump-Sum basis in the amount of \$6,480.00 (with \$540.00 to be invoiced monthly based on an assumed twelve month Work Authorization

duration). Compensation shall be in accordance with the Agreement.

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:

Please reference Attachment A – Services to be Provided by the GEC

Section E. - Other Provisions

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

Not applicable.

Except to the extent expressly modified herein, all terms and conditions of the Agreement shall continue in full force and effect.

Authority: Central Texas Regional Mobility Authority

GEC: Atkins North America, Inc.

By: Mike Heiligenstein

By: _____

Signature: _____

Signature: _____

Title: Executive Director

Title: _____

Date: _____

Date: _____

CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY

WORK AUTHORIZATION NO. 8

ATKINS

ATTACHMENT A

SERVICES TO BE PROVIDED BY GEC

GENERAL

This scope of services includes professional services and associated deliverables required by the Central Texas Regional Mobility Authority (the Authority) through June 30, 2012.

The services to be performed by Atkins as the Authority's General Engineering Consultant (the GEC) will include, but not be limited to, those services required to assist the Authority in financial planning support, toll operations and maintenance support, contract procurement and management support, technology support, general program support, trust indenture support, roadway operations and maintenance support, and any additional activities as requested.

The tasks in this scope of services will not be performed or the funds utilized until directed by the Authority.

1.0 TRUST INDENTURE SUPPORT

The GEC shall provide Trust Indenture Support, as specifically requested by the Authority. Tasks under this heading include, but are not limited to, the following:

- 1.1 Prepare quarterly progress reports in connection with the Authority's construction of a project, including current projections with respect to: date on which such Project will be opened for traffic, unless such Project shall have been opened for traffic prior to the date of such report; date on which the construction of such Project will be completed; cost of such Project; and amount of funds required each six (6) months during the remaining estimated period of construction to pay the costs of the Project exclusive of funds provided for construction contingencies, and accompanied by a progress schedule for such construction, and further including, as to construction, comparisons between the actual times elapsed and the actual costs, and the original estimates of such times and costs, all as more specifically described in the Trust Agreements. Schedules and projects of the cost to complete may be provided by others.
- 1.2 Provide bond support services to the Authority, as requested, generally including the following efforts:
 - 1.2.1 In connection with all items payable on account of all obligations incurred for construction or engineering work (other than that performed by the GEC) and for acquisition of materials, equipment or supplies (other than for administrative office purposes) and for labor hired by the Authority to do construction work, and with respect to all items of payment to be made in reimbursing utility, railroad companies or others for obligations incurred by them pursuant to agreement with the Authority, provide a statement signed by the GEC and attached to or made a part of such requisition, certifying that each such obligation has been properly incurred and is then due and unpaid, that such obligation is a proper charge against the "Construction Fund" or similar term, as defined in the Trust Agreements, and that, insofar as such obligation was incurred for work, materials, equipment or supplies, such work was actually performed, or such materials, equipment or supplies were actually installed, or delivered at the site of the work for that purpose, or delivered for storage or fabrication at a place or places approved by the GEC, all as more specifically described in the Trust Agreements.

- 1.2.2 Review and provide appropriate comments regarding the Authority's Annual Operating Budget prepared by the Authority, all as more specifically described in the Trust Agreements.
- 1.2.3 Review and provide appropriate comments regarding the Authority's Annual Maintenance Budget prepared by the Authority, all as more specifically described in the Trust Agreements.
- 1.2.4 In connection with any notices, reports, or other instruments provided to the GEC by the Authority, the Trustee or others pursuant to the Trust Agreement, review such notices and promptly provide the Authority with review comments.

2.0 FINANCIAL PLANNING SUPPORT

2.1 Operations, Maintenance, and Renewal & Replacement Estimate Updates

- 2.1.1 Develop and/or maintain operations estimates using either a Sketch Level approach (i.e., an assumed per transaction cost based on average operations costs of similar toll systems) or a Level 1 approach (i.e., estimate actual quantities for the various elements of the toll operations and applying anticipated unit prices to same to develop an opening year cost which can be escalated over time).
- 2.1.2 Develop and/or maintain annual/routine maintenance estimates using either a Sketch Level approach (i.e., an estimated per centerline mile cost based on the facility type which considers the number of lanes, pavement material, and location) or a Level 1 approach (i.e., estimate actual quantities for the various elements of the maintenance efforts and applying anticipated unit prices to same to develop an opening year cost which can be escalated over time).
- 2.1.3 Develop and/or maintain renewal & replacement budget estimates (also known as periodic/non-routine maintenance estimates) using either a Sketch Level approach (i.e., an estimated per lane-mile cost based on renewal & replacement budgets utilized on similar facilities) or a Level 1 approach (i.e., includes the identification of a long-term, periodic maintenance schedule, estimation of quantities for the associated elements, and inflated prices of same to assess the overall cost requirements of the system in the target years).

2.2 Project Cost Estimate Updates

As directed by the Authority, the GEC will provide total project cost estimate updates for the corridors. The GEC will prepare an estimate of probable construction costs which will include quantity/cost estimates for major components of work such as; roadway paving, roadway earthwork, roadway drainage, bridge structures, retaining walls, other structures, signing and marking, lighting, signalization and toll collection systems. The estimate of probable construction costs will be used to estimate total project costs that will also include preliminary engineering, final engineering, right-of-way (ROW) acquisition, environmental compliance/mitigation, construction, utility relocation, construction engineering and inspection (CEI), and appropriate contingencies.

2.3 Toll Feasibility Analysis Updates

The GEC will assist the Authority in updating toll feasibility analyses which includes the incorporation of traffic and revenue forecast updates (by others); operations, maintenance, and renewal & replacement estimates; and total project cost estimates to determine the financial feasibility of the corridors.

2.4 Financial Advisor Support/Financial Plan Development

The GEC will provide financial advisor support necessary for the Authority to conduct financial programming of their system. This will include the development of cash flow analyses which contemplate implementation costs and schedules. The GEC will also assist in the identification of priorities to support the determination of alternate program deliver scenarios. The tasks will include:

- 2.4.1 Develop/refine project costs based upon alternative project approaches.
- 2.4.2 Assess funding sources such as state funds, federal formula funds, federal discretionary funds, and tolls.
- 2.4.3 Assess financing techniques such as State Infrastructure Banks, the Transportation Infrastructure Finance and Innovation Act (TIFIA), Advanced Construction, Toll Revenue Bonds, State Cash Flow Bonds, other state bonds.
- 2.4.4 Develop and recommend revenue shortfall mitigation strategies to minimize impacts on scheduled project delivery and prepare a summary of significant cost increases or reductions that will affect the cost of the project.
- 2.4.5 Develop a Funding Contingency Plan should funding for the project as a whole not be available/provided and determine the impact of various design approaches on estimated project costs and project design life. The GEC will:
 - 2.4.5.1 Develop a list of “reasonable” design options for consideration such as lane reductions, interchange and ramp reductions, frontage road elimination and pavement structure modifications.
 - 2.4.5.2 Meet with the Authority to get concurrence regarding design options prior to additional analysis.
 - 2.4.5.3 Analyze and document the financial implications of the various design options considered and include such things as project cost, schedule impact, local economic impact, length of useful life, and impact on financing options.

3.0 TOLL OPERATIONS AND MAINTENANCE SUPPORT

The GEC shall provide Toll Operations and Maintenance Support, as specifically requested by the Authority, to ensure that the appropriate entities, contracts, and management processes are in-place to operate and maintain the Authority’s toll collection and management facilities consistent with their policies and associated requirements. Tasks under this heading include, but are not limited to, the following:

- 3.1 Working at the direction of the Authority's Director of Operations, the GEC will assist in the implementation, development, and management of activities related to a Toll Operations and Maintenance Plan for the Authority's System, including toll collection operations, toll system support, toll system maintenance, traffic control, traffic enforcement, and incident management. The basic tasks of the Toll Operations and Maintenance Support include, but are not limited to, the following:
 - 3.1.1 Assist the Authority in the procurement, administration and management of contract toll operations and maintenance service activities and agreements/contracts, as requested by the Authority; and
 - 3.1.2 Prepare updates to the Toll Operations and Maintenance Plan for the Authority's System as development and implementation of additional projects occur, as requested by the Authority.

- 3.2 Support the Authority in the identification and development of best business practices, Business Rules, Policies, Procedures and programmatic approaches, as requested by the Authority.

4.0 ROADWAY OPERATIONS AND MAINTENANCE SUPPORT

The GEC shall provide Roadway Operations and Maintenance Support, as specifically requested by the Authority, to ensure that the appropriate entities, contracts, and management processes are in-place to operate and maintain the Authority's roadway facilities consistent with their policies and associated requirements. Tasks under this heading include, but are not limited to, the following:

- 4.1 Working at the direction of the Authority's Director of Engineering, the GEC will assist in the development of a procurement, contracting, and oversight management plan related to the operation and maintenance of the roadway elements of the Manor Expressway Phases I and II [corridor from US 183 to east of SH 130].
- 4.2 Prepare updates to the procurement, contracting, and oversight management plan related to the operation and maintenance of the roadway elements of the Manor Expressway Phases I and II [corridor from US 183 to east of SH 130].

5.0 CONTRACT PROCUREMENT AND MANAGEMENT SUPPORT

The GEC shall provide support for the acquisition by the Authority of (1) professional services as defined in Section 2254.001 of the Texas Government Code, or any successor statute thereto, relative to the acquisition of architecture, professional engineering, and land surveying; (2) real estate appraisal, negotiation and other right-of-way services; (3) planning services; (4) other contractual services in support of the development of future projects; and (5) procurement of goods and other services from vendors. The basic tasks of the Contract Procurement and Management Support include, but are not limited to, the following:

- 5.1 Preparation of Scope of Services/Contract Documents and special contract provisions, including initial draft, revisions and finalized versions;
- 5.2 Assistance with Request for Qualifications/Proposal(s)/Scope packages and solicitation of proposals/bids, including advertising;
- 5.3 Preparation of estimated staffing requirements and estimates of costs for proposed services;
- 5.4 Preparation of milestone schedules of overall time relationships authorized for the performance of services and coordination between various entities that are to be involved in a project;
- 5.5 Assistance in proposal/bid review, interviewing, evaluations, recommendation/selection, and negotiations, as requested;
- 5.6 Assistance to the Authority in fee negotiations with selected consultants/vendors, including evaluating fee proposals;
- 5.7 Preparation of contractual documents; obtaining TxDOT and FHWA approvals, as appropriate, including contract administration;
- 5.8 Preparation of purchase order documents and administration;
- 5.9 Preparation of Notice-to-Proceed materials;
- 5.10 Reviewing and determining the validity of consultant/vendor claims for extra work, extension of time for performance of services and other claims;

- 5.11 Preparation, issuance and processing of Requests for Qualifications/Proposal(s) for Supplemental Services/Supplemental Agreements/Change Orders to obtain the Authority's internal approvals;
- 5.12 Reviewing, evaluating and approving consultants'/vendors' request for payment;
- 5.13 Monitoring consultant/vendor performance of services to establish adequacy relative to contract intent; and
- 5.14 Preparation of consultant termination agreements or certificates of completion and obtaining release and waiver of liens and claims.

6.0 TECHNOLOGY SUPPORT

The GEC will assist the Authority, as specifically requested, with general technology support and assistance. Technology Support basic tasks include, but are not limited to, the following:

- 6.1 Support the development, implementation, maintenance, and utilization of the Authority's Electronic Document Management System (EDMS).
- 6.2 Support the development, implementation, maintenance, and utilization of the Authority's Web-based Program Summary Reporting Tool (or "Dashboard").
- 6.3 Support other Authority technology initiatives, as requested.

7.0 GENERAL PROGRAM SUPPORT

The GEC shall provide General Program Support, as specifically requested by the Authority. Tasks included under this heading include, but are not limited to, the following:

- 7.1 Attendance at Authority Meetings
 - 7.1.1 GEC's Project Manager or designated alternate will attend all Board of Directors' Meetings and will present agenda items related to the GEC's activities as directed by the Authority. The Project Manager or designated alternate will be available to respond to questions that may be asked by the Board.
 - 7.1.2 Attendance at regularly scheduled and special staff meetings, as requested by the Authority.
 - 7.1.3 Attendance at regularly scheduled project status review meetings, including preparation of action items, budget status updates, and reporting documentation as may be requested by the Authority.
- 7.2 Represent the Authority at regional task teams meetings; Authority technical, staff, and legal counsel meetings; meetings with underwriters and rating agencies; agency coordination meetings; Technical Work Group meetings with TxDOT and/or other parties; and Capitol Area Metropolitan Planning Organization (CAMPO) meetings; and other meetings of governmental or quasi-governmental bodies, as specifically requested by the Authority.
- 7.3 Provide Authority personnel with design, drafting, and technology resources and support, as requested.
- 7.4 Review and comment, as requested, on Studies, Reports, Construction Documents, Permit Applications, and Environmental Documents for projects which may, as determined by Authority, affect the Authority's System.
- 7.5 Provide general support, on the Authority's behalf, related to the preparation and coordination of studies and reports, as requested.

- 7.6 Provide general support related to the Authority's coordination efforts with other Agencies that are associated with the Authority's projects, efforts and operations, as requested.
- 7.7 Provide general support related to the Authority's public information and communications efforts, as requested.
- 7.8 Provide general support related to the Authority's identification, development, and implementation of new Authority initiatives and policies, as requested.
 - 7.8.1 Review and provide appropriate comments regarding the Authority's Annual Maintenance Budget prepared by the Authority, all as more specifically described in the Trust Agreements.
 - 7.8.2 In connection with any notices, reports, or other instruments provided to the GEC by the Authority, the Trustee or others pursuant to the Trust Agreement, review such notices and promptly provide the Authority with review comments.

DRAFT

Attachment B - Fee Estimate Summary

CTRMA General Engineering Consultant
Atkins - Man-hour Breakdown & Fee Estimate
General Engineering Consultant Operations [FY 2012]

ATKINS WORK AUTHORIZATION #8

GENERAL ENGINEERING CONSULTANT OPERATIONS [FY 2012]

<u>TASK</u>	<u>SUBTOTAL</u>	<u>SUBTOTAL</u>	<u>TOTAL</u>
	Labor +		
	Overhead +	Direct	
	Profit	Expenses	
1.0 - Trust Indenture Support	\$ 31,327	\$ 200	\$ 31,527
2.0 - Financial Planning Support	\$ 87,621	\$ 400	\$ 88,021
3.0 - Toll Operations & Maintenance Support	\$ 27,794	\$ 200	\$ 27,994
4.0 - Roadway Operations & Maintenance Support	\$ 27,558	\$ 200	\$ 27,758
5.0 - Contract Procurement & Management Support	\$ 65,598	\$ 680	\$ 66,278
6.0 - Technology Support	\$ 133,081	\$ 1,300	\$ 134,381
7.0 - General Program Support	\$ 215,049	\$ 3,500	\$ 218,549
	TOTALS	\$ 6,480	\$ 594,508

Attachment B - Fee Estimate

CTRMA General Engineering Consultant
 Atkins - Man-hour Breakdown & Fee Estimate
 General Engineering Consultant Operations [FY 2012]

ATKINS WORK AUTHORIZATION #8 GENERAL ENGINEERING CONSULTANT OPERATIONS [FY 2012]

1.0 - Trust Indenture Support

TASK / WORK DESCRIPTION	(Estimated Average Labor Rates)						TOTAL HRS
	A \$ 70.00	B \$ 60.00	C \$ 50.00	D \$ 40.00	E \$ 30.00	F \$ 20.00	
1.1 Quarterly Progress Reports	48	60			24		132
1.2 Bond Support Services							0
1.2.1 GEC Certifications	8				8		16
1.2.2 Authority's Annual Operating Budget Review & Comment	4						4
1.2.3 Authority's Annual Maintenance Budget Review & Comment	4						4
1.2.4 Authority Notices/Reports/Other Instruments Review & Comment	16	8					24

TOTAL DIRECT LABOR		80	68	0	0	32	0	180
% Total by Classification		44.44%	37.78%	0.00%	0.00%	17.78%	0.00%	
Labor Costs		\$ 5,600	\$ 4,080	\$ -	\$ -	\$ 960	\$ -	\$ 10,640
Overhead Costs	167.66%	\$ 9,389	\$ 6,841	\$ -	\$ -	\$ 1,610	\$ -	\$ 17,839
Profit	10.00%	\$ 1,499	\$ 1,092	\$ -	\$ -	\$ 257	\$ -	\$ 2,848
Total Loaded Labor		\$ 16,488	\$ 12,013	\$ -	\$ -	\$ 2,826	\$ -	\$31,327

Direct Expenses	
Plotting and Reproduction	\$ 200
Mail and Deliveries	\$ -
Misc Expenses	\$ -
Travel and Field Expenses	\$ -
Total Direct Expenses	\$ 200

Total \$ 31,527

Attachment B - Fee Estimate

CTRMA General Engineering Consultant
 Atkins - Man-hour Breakdown & Fee Estimate
 General Engineering Consultant Operations [FY 2012]

ATKINS WORK AUTHORIZATION #8 GENERAL ENGINEERING CONSULTANT OPERATIONS [FY 2012]

2.0 - Financial Planning Support

TASK / WORK DESCRIPTION	(Estimated Average Labor Rates)						TOTAL HRS
	A \$ 70.00	B \$ 60.00	C \$ 50.00	D \$ 40.00	E \$ 30.00	F \$ 20.00	
2.1 Operations, Maintenance, and Renewal & Replacement Estimate Updates							0
2.1.1 Operations Estimates	8	24		40			72
2.1.2 Maintenance [annual / routine] Estimates	8	24		40			72
2.1.3 Renewal & Replacement Budget Estimates	8	24		40			72
2.2 Project Cost Estimate Updates	8	24	40	80			152
2.3 Toll Feasibility Analysis Updates	8	40					48
2.4 Financial Advisor Support / Financial Plan Development							0
2.4.1 Alternate Project Approach Cost Estimates	8		40				48
2.4.2 Assessment of Funding Sources	16						16
2.4.3 Assessment of Financing Techniques	16						16
2.4.4 Recommend Revenue Shortfall Mitigation Strategies	8	24					32
2.4.5 Develop Funding Contingency Plan	8	24					32

TOTAL DIRECT LABOR	96	184	80	200	0	0	560
% Total by Classification	17.14%	32.86%	14.29%	35.71%	0.00%	0.00%	
Labor Costs	\$ 6,720	\$ 11,040	\$ 4,000	\$ 8,000	\$ -	\$ -	\$ 29,760
Overhead Costs	167.66% \$ 11,267	\$ 18,510	\$ 6,706	\$ 13,413	\$ -	\$ -	\$ 49,896
Profit	10.00% \$ 1,799	\$ 2,955	\$ 1,071	\$ 2,141	\$ -	\$ -	\$ 7,966
Total Loaded Labor	\$ 19,785	\$ 32,505	\$ 11,777	\$ 23,554	\$ -	\$ -	\$87,621

Direct Expenses	
Plotting and Reproduction	\$ 200
Mail and Deliveries	\$ -
Misc Expenses	\$ -
Travel and Field Expenses	\$ 200
Total Direct Expenses	\$ 400

Total \$ 88,021

Attachment B - Fee Estimate

CTRMA General Engineering Consultant
 Atkins - Man-hour Breakdown & Fee Estimate
 General Engineering Consultant Operations [FY 2012]

ATKINS WORK AUTHORIZATION #8 GENERAL ENGINEERING CONSULTANT OPERATIONS [FY 2012]

3.0 - Toll Operations & Maintenance Support

TASK / WORK DESCRIPTION	(Estimated Average Labor Rates)						TOTAL HRS
	A	B	C	D	E	F	
	\$ 70.00	\$ 60.00	\$ 50.00	\$ 40.00	\$ 30.00	\$ 20.00	
3.1 Operations Plan Support							0
3.1.1 Procurement & Contract Management Support		40	40		40		120
3.1.2 Plan Update Support		40					40
3.2 Best Business Practices / Policies Support		24					24

TOTAL DIRECT LABOR	0	104	40	0	40	0	184
% Total by Classification	0.00%	56.52%	21.74%	0.00%	21.74%	0.00%	
Labor Costs	\$ -	\$ 6,240	\$ 2,000	\$ -	\$ 1,200	\$ -	\$ 9,440
Overhead Costs	167.66% \$ -	\$ 10,462	\$ 3,353	\$ -	\$ 2,012	\$ -	\$ 15,827
Profit	10.00% \$ -	\$ 1,670	\$ 535	\$ -	\$ 321	\$ -	\$ 2,527
Total Loaded Labor	\$ -	\$ 18,372	\$ 5,889	\$ -	\$ 3,533	\$ -	\$27,794

Direct Expenses	
Plotting and Reproduction	\$ -
Mail and Deliveries	\$ -
Misc Expenses	\$ -
Travel and Field Expenses	\$ 200
Total Direct Expenses	\$ 200

Total \$ 27,994

Attachment B - Fee Estimate

CTRMA General Engineering Consultant
 Atkins - Man-hour Breakdown & Fee Estimate
 General Engineering Consultant Operations [FY 2012]

ATKINS WORK AUTHORIZATION #8 GENERAL ENGINEERING CONSULTANT OPERATIONS [FY 2012]

4.0 - Roadway Operations & Maintenance Support

TASK / WORK DESCRIPTION	(Estimated Average Labor Rates)						TOTAL HRS
	A	B	C	D	E	F	
	\$ 70.00	\$ 60.00	\$ 50.00	\$ 40.00	\$ 30.00	\$ 20.00	
4.1 Roadway O&M Mgmt Plan for Manor Expwy - Development	40	40		40			120
4.2 Roadway O&M Mgmt Plan for Manor Expwy - Updates		16		40			56

TOTAL DIRECT LABOR		40	56	0	80	0	0	176
% Total by Classification		22.73%	31.82%	0.00%	45.45%	0.00%	0.00%	
Labor Costs		\$ 2,800	\$ 3,360	\$ -	\$ 3,200	\$ -	\$ -	\$ 9,360
Overhead Costs	167.66%	\$ 4,694	\$ 5,633	\$ -	\$ 5,365	\$ -	\$ -	\$ 15,693
Profit	10.00%	\$ 749	\$ 899	\$ -	\$ 857	\$ -	\$ -	\$ 2,505
Total Loaded Labor		\$ 8,244	\$ 9,893	\$ -	\$ 9,422	\$ -	\$ -	\$27,558

Direct Expenses	
Plotting and Reproduction	\$ -
Mail and Deliveries	\$ -
Misc Expenses	\$ -
Travel and Field Expenses	\$ 200
Total Direct Expenses	\$ 200

Total \$ 27,758

Attachment B - Fee Estimate

CTRMA General Engineering Consultant
 Atkins - Man-hour Breakdown & Fee Estimate
 General Engineering Consultant Operations [FY 2012]

ATKINS WORK AUTHORIZATION #8 GENERAL ENGINEERING CONSULTANT OPERATIONS [FY 2012]

5.0 - Contract Procurement & Management Support

TASK / WORK DESCRIPTION	(Estimated Average Labor Rates)							TOTAL HRS
	A \$ 70.00	B \$ 60.00	C \$ 50.00	D \$ 40.00	E \$ 30.00	F \$ 20.00		
5.1 Preparation of Scope of Services / Contract Documents		16	40		24			80
5.2 Assistance with Requests for Qualifications / Proposals		16	40					56
5.3 Preparation of Staffing Requirements and Estimates			16					16
5.4 Preparation of Milestone Schedules			16					16
5.5 Assistance with Proposal / Bid Reviews		24	40					64
5.6 Assistance with Fee Negotiations		24	40					64
5.7 Preparation of Contract Documents / Contract Administration			16		24			40
5.8 Preparation of Purchase Order Documents			16					16
5.9 Preparation of Notice to Proceed Materials			8					8
5.10 Review Claims for Extra Work / Time Extensions		16						16
5.11 Preparation of Scope / Contract Documents for Supplemental Services			16		12			28
5.12 Review Consultants' / Vendors' Requests for Payment		16						16
5.13 Monitoring Consultant / Vendor Performance		16						16
5.14 Preparation of Contract Closeout Documentation			8					8

TOTAL DIRECT LABOR		0	128	256	0	60	0	444
% Total by Classification		0.00%	28.83%	57.66%	0.00%	13.51%	0.00%	
Labor Costs		\$ -	\$ 7,680	\$ 12,800	\$ -	\$ 1,800	\$ -	\$ 22,280
Overhead Costs	167.66%	\$ -	\$ 12,876	\$ 21,460	\$ -	\$ 3,018	\$ -	\$ 37,355
Profit	10.00%	\$ -	\$ 2,056	\$ 3,426	\$ -	\$ 482	\$ -	\$ 5,963
Total Loaded Labor		\$ -	\$ 22,612	\$ 37,687	\$ -	\$ 5,300	\$ -	\$65,598

Direct Expenses	
Plotting and Reproduction	\$ 300
Mail and Deliveries	\$ 80
Misc Expenses	\$ -
Travel and Field Expenses	\$ 300
Total Direct Expenses	\$ 680

Total \$ 66,278

Attachment B - Fee Estimate

CTRMA General Engineering Consultant
 Atkins - Man-hour Breakdown & Fee Estimate
 General Engineering Consultant Operations [FY 2012]

ATKINS WORK AUTHORIZATION #8 GENERAL ENGINEERING CONSULTANT OPERATIONS [FY 2012]

6.0 - Technology Support

TASK / WORK DESCRIPTION	(Estimated Average Labor Rates)						TOTAL HRS
	A \$ 70.00	B \$ 60.00	C \$ 50.00	D \$ 40.00	E \$ 30.00	F \$ 20.00	
6.1 Electronic Document Management System (EDMS) Support		80			240	240	560
6.2 Web-based Program Support Reporting Toll / "Dashboard" Support		80	40	80	80	120	400
6.3 Other Technology Initiatives Support		40	40	80	120	120	400

TOTAL DIRECT LABOR	0	200	80	160	440	480	1360
<i>% Total by Classification</i>	<i>0.00%</i>	<i>14.71%</i>	<i>5.88%</i>	<i>11.76%</i>	<i>32.35%</i>	<i>35.29%</i>	
Labor Costs	\$ -	\$ 12,000	\$ 4,000	\$ 6,400	\$ 13,200	\$ 9,600	\$ 45,200
Overhead Costs	167.66% \$ -	\$ 20,119	\$ 6,706	\$ 10,730	\$ 22,131	\$ 16,095	\$ 75,782
Profit	10.00% \$ -	\$ 3,212	\$ 1,071	\$ 1,713	\$ 3,533	\$ 2,570	\$ 12,098
Total Loaded Labor	\$ -	\$ 35,331	\$ 11,777	\$ 18,843	\$ 38,864	\$ 28,265	\$133,081

Direct Expenses	
Plotting and Reproduction	\$ 200
Mail and Deliveries	\$ 100
Misc Expenses	\$ -
Travel and Field Expenses	\$ 1,000
Total Direct Expenses	\$ 1,300

Total \$ 134,381

Attachment B - Fee Estimate

CTRMA General Engineering Consultant
 Atkins - Man-hour Breakdown & Fee Estimate
 General Engineering Consultant Operations [FY 2012]

ATKINS WORK AUTHORIZATION #8 GENERAL ENGINEERING CONSULTANT OPERATIONS [FY 2012]

7.0 - General Program Support

TASK / WORK DESCRIPTION	(Estimated Average Labor Rates)						TOTAL HRS
	A \$ 70.00	B \$ 60.00	C \$ 50.00	D \$ 40.00	E \$ 30.00	F \$ 20.00	
7.1 Attendance at Authority Meetings	120	120					240
7.2 Represent the Authority at Meetings, as requested	120	120					240
7.3 Provide Design / Drafting / Technology Resources, as requested		80	80	80	80		320
7.4 Review of Studies and Reports		80	80				160
7.5 Prepare/Coordinate Studies							0
7.6 Agency Coordination	96						96
7.7 Public Information & Communications Support	40		120				160
7.8 New Initiative / Policy Development Support	24	24					48

TOTAL DIRECT LABOR	400	424	280	80	80	0	1264
% Total by Classification	31.65%	33.54%	22.15%	6.33%	6.33%	0.00%	
Labor Costs	\$ 28,000	\$ 25,440	\$ 14,000	\$ 3,200	\$ 2,400	\$ -	\$ 73,040
Overhead Costs	167.66% \$ 46,945	\$ 42,653	\$ 23,472	\$ 5,365	\$ 4,024	\$ -	\$ 122,459
Profit	10.00% \$ 7,494	\$ 6,809	\$ 3,747	\$ 857	\$ 642	\$ -	\$ 19,550
Total Loaded Labor	\$ 82,439	\$ 74,902	\$ 41,220	\$ 9,422	\$ 7,066	\$ -	\$215,049

Direct Expenses

Plotting and Reproduction	\$ 500	
Mail and Deliveries	\$ 500	
Misc Expenses	\$ 2,000	Includes DSL service for GEC staff on-site at CTRMA offices.
Travel and Field Expenses	\$ 500	
Total Direct Expenses	\$ 3,500	

Total \$ 218,549

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

RESOLUTION NO. 11-___

**APPROVE A WORK AUTHORIZATION FOR FY 2012 UNDER THE GEC MASTER
CONTRACT WITH ATKINS NORTH AMERICA, INC., RELATING TO TRUST
INDENTURE OBLIGATIONS, TOLL OPERATIONS AND MAINTENANCE,
ROADWAY OPERATIONS AND MAINTENANCE, TECHNOLOGY SYSTEMS
SUPPORT, FINANCIAL PLANNING SUPPORT, AND GENERAL PROGRAM
SUPPORT.**

WHEREAS, Atkins North America, Inc. (“Atkins”), as successor entity to Post, Buckley, Schuh & Jernigan, Inc. (d/b/a PBS&J), 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, Atkins is authorized to provide general support services for CTRMA operations pursuant to the Agreement; and

WHEREAS, Atkins and the Executive Director have discussed and agreed to a proposed work authorization under the Agreement, a copy of which is attached and incorporated into this resolution as Attachment A, that sets forth a scope of services for the continuation of support services related to CTRMA operations through June 30, 2012; and

WHEREAS, the Executive Director recommends approval of the proposed work authorization.

NOW THEREFORE, BE IT RESOLVED that the Board of Directors approves the proposed work authorization in the form or substantially the same form as Attachment A; and

BE IT FURTHER RESOLVED that the work authorization, as approved, 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 29th day of June, 2011.

Submitted and reviewed by:

Approved:

Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 11-___
Date Passed: 6/29/11

ATTACHMENT “A” TO RESOLUTION 11-
PROPOSED WORK AUTHORIZATION NO. 8
WITH ATKINS NORTH AMERICA, INC.

[on the following 16 pages]

**JUNE 29, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM # 7

Approve a work authorization for FY 2012 under the GEC Master Contract with HNTB Corporation relating to trust indenture obligations, toll operations and maintenance, roadway operations and maintenance, technology systems support, financial planning support, and general program support.

Department: Engineering

Associated Costs: \$1,302,500

Funding Source: General Fund

Board Action Required: YES

Description of Matter:

The GEC will provide those General Engineering Consultant services related to the specific obligations of the Trust Indenture, as well as perform general engineering assistance, assistance in administration and management of operations and maintenance contracts, project engineering feasibility services, assistance with technology systems and communications network management, general program development, special activities/tasks, and additional activities as specifically requested by the Authority.

Attached documentation for reference:

Draft Resolution, including proposed Work Authorization No. 9

Contact for further information:

Wesley M. Burford, P.E., Director of Engineering

CENTRAL TEXAS RMA
ATTACHMENT A – SCOPE OF SERVICES
WORK AUTHORIZATION NO. 9

SERVICES TO BE PROVIDED BY THE GENERAL ENGINEERING CONSULTANT
(GEC)

General

This scope of services includes professional services and associated deliverables required by the Authority from July 1, 2011 through June 30, 2012.

The services to be performed by the GEC will include, but not be limited to, those services required to assist the Central Texas Regional Mobility Authority (the Authority) in meeting the Trust Indenture Obligations; general engineering assistance; assistance in managing operations and maintenance activities; project engineering feasibility services; support in contract development, review and administration; assistance with technology systems and communications networks management; general project development services; supporting public information and community development; special activities/tasks; and any additional activities as requested.

The tasks in this scope of services will not be performed or the funds utilized until directed by the Authority.

1) TRUST INDENTURE OBLIGATIONS

The GEC shall serve as the Authority's "General Engineering Consultant" as defined and set forth in current and future Authority Trust Agreements, performing the responsibilities of the General Engineering Consultant as assigned by the Trust Indenture, the related Bond Resolutions and amending and supplemental resolutions thereto. These responsibilities include, but are not limited to, the following:

- a) In connection with the issuance of any "Additional Bonds" under future Authority bond issues, issue such certificates as are required to be delivered by the Authority's GEC, including a certificate setting forth the GEC's opinions as to the following for each of the fiscal years specified in the Trust Agreement ensuing the Estimated Date of Completion, or in the case of refunding bonds, next ensuing date of said certificate, all as more specifically described in the Trust Agreements:
 - 1) The aggregate estimated amount of the cost of the acquisition or construction of the project for which the bonds are to be issued;
 - 2) The estimated date on which said project will be placed in operation (the "Estimated Date of Completion");
 - 3) The estimated amount of "Operating Expenses", as defined in the existing Trust Agreement.

- b) In connection with the Authority's acquisition of toll collection equipment, evaluate, and if appropriate, issue a written opinion regarding the Authority's entering into lease-purchase or lease-rental agreements for the acquisition of such equipment, all as more specifically described in the Trust Agreements.
- c) In connection with the Authority's acquisition by condemnation, or by a means other than condemnation, of any real property or other property, provide a signed statement certifying that in the GEC's opinion the acquisition of such property is necessary or advisable in connection with the construction, operation or maintenance of the applicable project, all as more specifically described in the Trust Agreements.
- d) In connection with all items payable on account of all obligations incurred for construction or engineering work (other than that performed by the GEC) and for acquisition of materials, equipment or supplies (other than for administrative office purposes) and for labor hired by the Authority to do construction work, and with respect to all items of payment to be made in reimbursing utility, railroad companies or others for obligations incurred by them pursuant to agreement with the Authority, provide a statement signed by the GEC and attached to or made a part of such requisition, certifying that each such obligation has been properly incurred and is then due and unpaid, that such obligation is a proper charge against the "Construction Fund" or similar term, as defined in the Trust Agreements, and that, insofar as such obligation was incurred for work, materials, equipment or supplies, such work was actually performed, or such materials, equipment or supplies were actually installed, or delivered at the site of the work for that purpose, or delivered for storage or fabrication at a place or places approved by the GEC, all as more specifically described in the Trust Agreements.
- e) Renewal and Replacement Fund: In conjunction with disbursement of monies held for the credit of the Renewal and Replacement Fund, review and approve payment of the cost of repairs or replacements resulting from an emergency caused by some extraordinary occurrence so characterized by a certificate stating that the monies in the Reserve Fund and insurance proceeds, if any, available therefore are insufficient to meet such emergency.
- f) In connection with the Authority's construction of any project, prepare quarterly progress reports in connection with the construction of that project, and in connection with such construction including current projections with respect to:
 - 1) the date on which such Project will be opened for traffic, unless such Project shall have been opened for traffic prior to the date of such report;
 - 2) the date on which the construction of such Project will be completed;
 - 3) the Cost of such Project; and
 - 4) the amount of funds required each six (6) months during the remaining estimated period of construction to pay the costs of the Project exclusive of funds provided for construction contingencies, and accompanied by a progress schedule for such construction, and further including, as to construction, comparisons between the actual times elapsed and the actual costs, and the original estimates of such times and costs, all as more specifically described in the Trust Agreements. Schedules and projects of the cost to complete may be provided by others.

- g) In connection with the completion of a project and the disposition of the balance in the Construction Fund:
 - 1) Review and approve the certification stating the date of such completion and signed by the Authority; and
 - 2) Issue a certificate stating the amount, if any, required in the GEC's opinion for the payment of any remaining part of the cost of the project, all as specifically described in the Trust Agreements.
- h) In connection with the issuance by the Authority's Traffic Engineers of a certificate regarding a proposed toll collecting plan and/or schedule of rates, issue a certificate stating the opinion of the GEC as to the amount of "Operating Expenses" or similar term, as defined in the Trust Agreements, during any pertinent fiscal year or period, assuming that the proposed plan for toll collecting facilities or schedule of rates of tolls had been in effect during such pertinent fiscal year or period, all as more specifically described in the Trust Agreements.
- i) Reconstruction, Application of Insurance Proceeds; If any material portion of the System shall be damaged or destroyed, the Authority shall, unless the Authority determines that it would not be beneficial to the System, as expeditiously as possible, cause the reconstruction or replacement thereof to be prosecuted continuously and diligently in accordance with plans and specifications approved by the GEC and the Authority if such plans and specifications are deemed necessary by such GEC and the Authority.
- j) Review and provide appropriate comments regarding the Authority's Annual Operating Budget prepared by the Authority, all as more specifically described in the Trust Agreements.
- k) Review and provide appropriate comments regarding the Authority's Annual Maintenance Budget prepared by the Authority, all as more specifically described in the Trust Agreements.
- l) Provide comments regarding the amounts to be established for the Authority's Annual Capital Budget for the ensuing Fiscal Year. The Annual Capital Budget prepared by the Authority will detail the Authority's planned capital expenditures during the ensuing Fiscal Year and the portion of capital expenditures expected to be funded from the Renewal and Replacement Fund. The Annual Capital Budget for each Fiscal Year shall include the expected beginning balance in the Renewal and Replacement Fund, the amounts to be transferred by the Trustee to the Renewal and Replacement Fund from the Revenue Fund, the amount of proceeds of Obligations expected to become available during the Fiscal Year, and the desired year-end balance in the Renewal and Replacement Fund, and shall be in the amount recommended.
- m) In connection with any notices, reports, or other instruments provided to the GEC by the Authority, the Trustee or others pursuant to the Trust Agreement, review such notices and promptly provide the Authority with review comments.
- n) In connection with the drafting of any offering document or document used in connection with the Authority's continuing disclosure obligation under the Securities and Exchange Commission Rule 15c(2)(12), the GEC will review the sections pertaining to:
 - 1) The description of the GEC;
 - 2) The status of toll projects; and
 - 3) The status of operation and maintenance of toll projects.

Following review of the applicable sections, GEC shall certify as to the correctness of the statements regarding (1) through (3) above.

The GEC will consent to the Authority's inclusion, transmittal or other use of any and all reports submitted to the Authority regarding the construction, operation, or maintenance of toll projects.

- o) To the extent requested, the GEC will attend and participate in meetings with credit rating agencies and prospective purchasers, underwriters or insurers of the Authority's bonds.
- p) Make a visual inspection of the physical condition of all elements of the System following the Substantial Completion of the initial Project funded with the Obligations. Bridge inspections for the National Bridge Inspection Program (NBI), in accordance with applicable Federal law, will be conducted by TxDOT, and it is anticipated that copies of all reports will be provided to CTRMA for their files.
 - 1) Obtain and review existing information pertaining to the conditions of the facilities and prepare a detailed inspection report identifying the conditions encountered.
 - 2) Refine, as appropriate, inspection procedures which shall be subject to review and approval by the Authority.
 - 3) Establish a detailed schedule for inspection of the facilities subject to the review and approval of the Authority.
- q) Based on the inspection of the Authority's System at least once each Fiscal Year and, on or before the 90th day prior to the end of the Fiscal Year, submit to the Authority a report setting forth:
 - 1) its findings as to whether the System has been maintained in good repair, working order and condition;
 - 2) its advice and opinions as to the proper maintenance, repair and operation of the System during the ensuing Fiscal Year;
 - 3) an estimate of the amount of money necessary for such purposes, including its opinions as to the total amounts and classifications of items and amounts that should be provided for in the Annual Operating Budget, the Annual Maintenance Budget and Annual Capital Budget for the next ensuing Fiscal Year; and

Copies of such reports shall be provided to the Trustee by the Authority.

2) OPERATIONS & MAINTENANCE SUPPORT

- a) Working at the direction of the Authority's Director of Engineering, assist in the management and continued development of the roadway and facility maintenance for the Authority's System. The basic tasks of the Maintenance Plan include the following:
 - 1) Continue to provide support to the Authority in the oversight, monitoring and administration of the Interlocal Agreements with TxDOT and local agencies;
 - 2) Review and update estimates of the quantities of the Authority's System's basic features and components as development of the System continues; and
 - 3) Assist the Authority in the procurement, administration and management of maintenance and operations agreements/contracts as appropriate and as requested by the Authority.

- b) Working at the direction of the Authority's Director of Operations, assist in the management, implementation, and continued development of operations activities and Operations Plan for the Authority's System, including toll collection operations, toll system support, traffic control, traffic enforcement, and incident management. The basic tasks of the Operations Plan consists of the following:
 - 1) Assist the Authority in the procurement, administration and management of contract operations service activities and agreements/contracts, as requested; and
 - 2) Prepare updates to the Operations Plan for the Authority's System as development and implementation of additional projects occur.
- c) Support the Authority in the identification and development of best business practices, Business Rules, Policies, Procedures and programmatic approaches, as requested.

3) DRIVEWAY AND UTILITY PERMITS

- a) Assist the Authority in Utility and Driveway Permits application review and administration activities, including:
 - 1) Review and revise the Permitting Process, including update of application forms, revisions to the process flow charts, and establishment of Permitting Fee Schedules.
 - 2) Communications to applicants, including transmittal of forms and permitting requirements.
 - 3) Provide review of permit applications and documentation, including preparation of requests of additional information and documentation.
 - 4) Prepare opinion for appropriate response to permit application.
 - 5) Follow-up on approved permits, including review of designs, monitoring construction, and documenting conformance with any and all criteria and standards and any specific permit requirements.

4) CONTRACT SUPPORT

The GEC shall provide support for the acquisition by the Authority of (1) professional services as defined in Section 2254.001 of the Texas Government Code, or any successor statute thereto, relative to the acquisition of architecture, professional engineering, and land surveying; (2) real estate appraisal, negotiation and other right-of-way services; (3) planning services; (4) other contractual services in support of the development of future projects; and (5) procurement of goods and other services from vendors. Contract Support basic tasks include, but are not limited to, the following:

- a) Preparation of Scope of Services/Contract Documents and special contract provisions; including initial draft, revisions and finalized versions;
- b) Assistance with Request for Qualifications/Proposal(s)/Scope packages and solicitation of proposals/bids; including advertising;
- c) Preparation of estimated staffing requirements and estimates of costs for proposed services;
- d) Preparation of milestone schedules of overall time relationships authorized for the performance of services and coordination between various entities that are to be involved in a project;

- e) Assistance in proposal/bid review, interviewing, evaluations, recommendation/selection, and negotiations, as requested;
- f) Assistance to the Authority in fee negotiations with selected consultants/vendors, including evaluating fee proposals;
- g) Preparation of contractual documents; obtaining TxDOT and FHWA approvals, as appropriate; and contract administration;
- h) Preparation of purchase order documents and administration;
- i) Preparation of Notice-to-Proceed materials;
- j) Reviewing and determining the validity of consultant/vendor claims for extra work, extension of time for performance of services and other claims;
- k) Preparation, issuance and processing of Requests for Qualifications/Proposal(s) for Supplemental Services/Supplemental Agreements/Change Orders to obtain the Authority's internal approvals;
- l) Reviewing, evaluating and approving consultants'/vendors' request for payment;
- m) Monitoring consultant/vendor performance of services to establish adequacy relative to contract intent; and
- n) Preparation of consultant termination agreements or certificates of completion and obtaining release and waiver of liens and claims.

5) TECHNOLOGY AND OPERATIONS OVERSIGHT AND CONSULTING SERVICES

The GEC will assist the Authority, as specifically requested, with general and administrative oversight, systems monitoring, project management, electronic data management, and general technology assistance. This includes creating and reviewing various documents, scheduling and attending all necessary meetings and technical reviews, providing cost control, project coordination, and providing direct support for reporting. In this regard, the GEC will provide technology consulting services and assistance in three specific areas, including General Technology Assistance, GIS, and ITS/Communications.

General Technology Assistance tasks include the following:

- a) Review, comment and resolve technical issues; attend technical reviews; attend coordination meetings; provide software development oversight; provide technical expertise to review products and progress specific to overall systems development, as requested by the Authority.
- b) Provide general technology assistance, as requested by the Authority.
- c) Support the continuing development of EDMS, as requested by the Authority.
- d) Continue to support the development and implementation of the Authority's System's Asset Management Program for the assets located at the 183A Field Operations Building and the Congress office, as requested by the Authority.

GIS Assistance tasks include the following:

- a) GIS Application Maintenance and Support

GEC will work with CTRMA staff to identify and document potential enhancements, and to quantify the development effort required to implement each enhancement. GEC will develop only those enhancements approved by CTRMA within the allocation of development hours provided within this work authorization or any supplemental agreements to this work authorization.

In addition to developing, testing and deploying new functionality, GEC will maintain and support the deployed GIS Intranet-based asset inventory map viewer application. Typical tasks associated with this effort include production environment support, quality assurance associated with releases of enhancements, installment of software patches, application performance tuning and minor application modifications such as changing an asset's symbol or color within the Intranet application.

ITS/Communications Assistance tasks include the following:

- a) The GEC will support the Authority in developing and expanding the toll collection facility communication network between various toll segments, the Authority's Administrative Offices, the Field Operations Building(s), the Customer Service Center (CSC) and the Violation Processing Center (VPC) as the Toll Road system is developed.

6) PUBLIC INFORMATION AND COMMUNICATIONS SUPPORT

The GEC will provide public information and communications support as requested by the Authority. The GEC will assist with preparation of informational materials, arrangements for the public meetings, presentations, and outreach related activities, as requested.

Public Outreach Activities

The GEC will assist with stakeholder meetings and formal presentations at these meetings at the request of the Authority. The GEC will meet with stakeholders as directed by the Authority. The stakeholders will include neighborhood associations, business groups, civic organizations, and area public officials. The specific tasks may include, but not limited to:

- a) Preparation of exhibits and audio/visual pieces for community meetings; including handouts, flyers, maps, posters, and PowerPoint. Preparation of videos and 3D animation will be completed under a Supplemental Work Authorization.
- b) Preparations for community meetings; including facility locations, issue identification, research, and coordination with the Authority.
- c) Attendance at and conducting community and neighborhood meetings; including set up, on-site assistance and follow-up.
- d) Preparation of meeting minutes and meeting summaries of stakeholder meetings.

Contractor Outreach Activities

- a) Supporting local contractor outreach activities as requested by the Authority; including developing meeting and bid notices, and assisting with meeting coordination and facilitation.
- b) Conducting outreach activities as requested by the Authority; including phone calls, follow-ups, informational research, and interaction with construction industry organizations and associations.

7) GENERAL PROGRAM SUPPORT

The GEC shall provide General Program Support, as specifically requested by the Authority. Tasks included under this heading include, but are not limited to, the following:

- a) Attendance at Authority Meetings
 - 1) GEC's Project Manager or designated alternate will attend all Board of Directors' Meetings, and a monthly status report of GEC activities will be provided. The Project Manager or designated alternate will be available to respond to questions that may be asked by the Board.
 - 2) Attendance at regularly scheduled and special staff meetings, as requested by the Authority.
 - 3) Attendance at regularly scheduled project status review meetings, including preparation of action items, budget status updates, and reporting documentation as may be requested by the Authority.
- b) Project Administration: Provide oversight, administration and support to include, but not limited to, progress reporting; invoicing; percentage complete graphics; DBE utilization summaries; and development of Work Authorizations and Supplemental Agreements including scope of services and fees.
- c) Consult, advise, and render views on general engineering issues which may arise.
- d) Represent the Authority at regional task teams meetings; Authority technical, staff, and legal counsel meetings; meetings with underwriters and rating agencies; agency coordination meetings; Technical Work Group meetings with TxDOT and/or other parties; and Capitol Area Metropolitan Planning Organization (CAMPO) meetings; and other meetings of governmental or quasi-governmental bodies, as specifically requested by the Authority.
- e) Assist the Authority in the development of its Strategic Plan.
- f) Support the Authority in the identification and development of best business practices and programmatic approaches, as requested by the Authority.
- g) Provide Authority personnel with design, drafting, and technology skills for assistance, as requested.
- h) Review and comment, as requested, on Studies, Reports, Construction Documents, Permit Applications, and Environmental Documents for projects which may, as determined by Authority, affect the Authority's System.
- i) Apprise the Authority's staff, consultants and/or Board of Directors of recent or innovative developments, trends or significant issues regarding turnpike design, mobility solutions, financing or operations that may be applicable to the Authority.

8) PROJECT ENGINEERING FEASIBILITY SERVICES

Concept Reports

- a) Concept reports identifying needed improvements and/or repairs will be prepared in a timely manner. These reports are excellent management tools to assist with the programming, budgeting and implementation of required improvement or repair projects. These reports will serve not only to provide upper management with the information required to make appropriate decisions regarding the proposed improvements or developing conditions, but they are a very effective tool to precisely define the necessary scope of the project, thus providing controls for design and construction costs and controlling the overall budgeting process. It is assumed that no more than three (3) projects will be identified. Upon request from the Authority, or upon approval of a Concept Report, the GEC may be directed to proceed with the preparation of the Preliminary Design and/or Final Design of the project.
- b) Preparation of Concept Reports will include but will not be limited to the following tasks:
 - 1) Prepare Concept Reports identifying proposed improvements or deficient conditions, and proposing appropriate improvements, repairs or rehabilitation as requested by the Authority. The reports shall be presented in the following general manner:
 - Description of general problems and existing conditions.
 - Outline of the investigations and studies.
 - Recommendation required to solve the problem including alternatives considered.
 - Analysis of economic and/or other factors of the alternatives considered.
 - Description of the recommended facilities, including basic data and a general layout drawing showing the relationship of the proposed improvements to the existing facilities. Recommendations regarding operating and maintenance procedures.
 - Estimates of capital, operating, and maintenance costs of the recommended facilities. Schedule for the recommended improvements with staged construction or installation. Conclusions and recommendations.
 - Establish additional criteria and standards if necessary for design.
- c) The GEC will meet with the Director of Engineering or the Director of Operations and/or a representative to review the findings and recommendations of the GEC as set forth in the Concept Report. The Final Report will be presented to the Authority's Executive Director.

DELIVERABLES

Deliverables may include, but not be limited to, the following:

- Miscellaneous Correspondence
- Annual Inspection Report of Conditions
- GEC Annual Report
- Quarterly Reports for Construction Program
- Certification of invoices and progress reports
- Reports, exhibits, presentations, and whitepapers as requested
- Documents associated with the Authority's Board meetings
- Monthly invoices
- Monthly progress reports
- Concept Reports (3 Projects)

- Preliminary and Final drafts of proposals, reports, plans and applications
- Driveway and Utility Permit reviews
- Meeting Minutes and Summaries of Stakeholder Meetings
- Public Involvement Information Materials

[END OF SECTION]

TASK DESCRIPTION	CLASSIFICATION																				TOTAL HOURS BY TASK				
	Group Director / Program Manager	Department Manager	Sr. Advisor / Project Director	Project Manager II	Project/Sr. Engineer	Engineer III	Engineer II	Engineer I	Resident Engineer	Sr. Inspector	Inspector II	Sr. UDLA	UPD II	Public Involvement Mgr	Sr. Public Involvement Rep.	Public Involvement Rep.	Sr. ITS Design Engineer	ITS Design Engineer	GIS Team Leader	GIS Analyst II		GIS Analyst I	Project Analyst	Admin. Assistant	
1.0 TRUST INDENTURE OBLIGATIONS																									
a. Bond Certifications	2	4																						6	
b. Evaluation of Toll Collection Equipment Acquisitions	2	4	8																					14	
c. Evaluation of Property Acquisitions	2	4		4		4																		14	
d. Invoice/Requisition Certifications	8			8																				16	
e. Renewal & Replacement Fund Disbursements	2	12																						14	
f. Preparation of Quarterly Reports	4	4				60																20		88	
g. Certification of Disposition of Construction Fund	1	7							8															16	
h. Certification of Operating Expenses for Toll Rate Schedule	1	4		4																				9	
i. Reconstruction/Application of Insurance Proceeds	1	4		8																				13	
j. Review of Annual Operating Budget	4	4					8																	16	
k. Review of Annual Maintenance Budget	4	4					8																	16	
l. Review of Annual Capital Budget/Renewal & Replacement Deposit	1	4		8																				13	
m. Review notices & reports	4	4		8																			16	32	
n. Review and Support of Bond Issuance	4	4		8																				16	
o. Participation in Rating Agency / Insurers Presentations	4				4																			8	
p. Perform Detailed Annual Inspection		16		8		32																	8	64	
q. Prepare GEC Annual Report	2	24					8																16	50	
SUBTOTAL	46	103	8	56	4	36	84	0	8	0	0	0	0	0	0	0	0	0	0	0	0	0	60	405	
2.0 OPERATIONS & MAINTENANCE SUPPORT																									
Assist in the Management of a Maintenance Plan																									
a. 1. ILA Oversight & Monitoring	80	60		80		40							40	40	40									380	
a. 2. Review & Update Estimates and Contract Status	80	80		80		40							40	40	40								40	440	
a. 3. Contract Administration	80	80		80		40																96	40	416	
Assist in the Management of an Operations Plan																									
b. 1. Assist in Admin & Mgmt	80	60		48		40																	40	268	
b. 2. Operations Plan Updates	80	80	16			40																	40	256	
c. Best Business Practices/Policies Support	80	80	16			40																32	40	288	
SUBTOTAL	480	440	32	288	0	240	0	0	0	0	80	80	80	0	0	0	0	0	0	0	0	128	200	2048	
3.0 DRIVEWAY AND UTILITY PERMITS																									
a. 1. Revise Permitting Process	8	24		12																				44	
a. 2. Applications Processing				12																				12	24
a. 3. Review of Permit Applications				12	16	40																			68
a. 4. Prepare Permit Application Comments	4			12	16	40																			72
a. 5. Permit Monitoring and Administration	4			12	8				16	120															160
SUBTOTAL	16	24	0	60	40	80	0	0	16	120	0	0	0	0	0	0	0	0	0	0	0	0	12	368	
4.0 CONTRACT SUPPORT																									
a. Preparation of Scope of Services / Contract Documents	24	32		32		16																			104
b. Assistance with Requests of Qualifications/Proposals	24	32		32		16																	8		112
c. Preparation of Staffing Requirements and Estimates	24	32		32		16																	8		112
d. Preparation of Milestone Schedules	24	32		32		8	8																		104
e. Assistance with Proposals/Bids Reviews	24	32		32		16	16																		120
f. Assistance with Fee Negotiations	24	32		32																					88
g. Preparation of Contract Documents / Contract Administration	24	32		32		16																			104
h. Preparation of Purchase Order Documents	24	32		32		8																	4		100
i. Preparation of Notice-to-Proceed materials	24	32		32		16																			104
j. Review claims for Extra Work / Time Extensions	24	32		32																			8		96
k. Preparation of Requests for Qualifications / Proposals	24	32		32		16												8					8		120
l. Review consultants/vendors' requests for payment	24	32		32		32												8							128
m. Monitoring consultant/vendor performance	24	32		32		24			24	24	32							8							200
n. Preparation of Contract Closeout Documentation	24	32		32																			16		104
SUBTOTAL	336	448	0	448	0	184	24	0	24	24	32	0	0	0	0	24	0	0	0	0	0	0	52	1596	
5.0 TECHNOLOGY AND OPERATIONS OVERSIGHT																									
General Technology Assistance																									
a. Review / resolution of technical issues/products/developments		8		8														40	48						104
b. Provide General Technology Assistance, as requested		8		8														40	48						104
c. Support Development / Implementation of EDMS		8		8														40	20						76
d. Support Development / Implementation of Asset Mgmt Program		8		16														40	16						80
GIS Assistance																									
a. GIS Application Maintenance and Support			4																	24	200	24	4		256
ITS/Communications Assistance																									
a. Support Development of Communication Network																		96	48						144
SUBTOTAL	0	32	4	40	0	0	0	0	0	0	0	0	0	0	0	0	256	180	24	200	24	0	4	764	
6.0 PUBLIC INFORMATION AND COMMUNICATIONS SUPPORT																									
Public Outreach Activities																									
a. Preparation of Exhibits and PI Materials											40	120	8	8	40										216
b. Preparations for Community Meetings													8	8	40										56
c. Attendance and assistance at Meetings													8	8	40										56
d. Preparation of Meeting Minutes and Summaries															16										16
Contractor Outreach Activities																									
a. Assistance and Facilitating Meetings													8	8	24										40
b. Conducting Outreach Activities	8	16		24										8	8	48									112
SUBTOTAL	8	16	0	24	0	0	0	0	0	0	0	40	120	40	40	208	0	0	0	0	0	0	0	0	496

TASK DESCRIPTION	CLASSIFICATION																						TOTAL HOURS BY TASK	
	Group Director / Program Manager	Department Manager	Sr. Advisor / Project Director	Project Manager II	Project/Sr. Engineer	Engineer III	Engineer II	Engineer I	Resident Engineer	Sr. Inspector	Inspector II	Sr. UDLA	UPD II	Public Involvement Mgr	Sr. Public Involvement Rep.	Public Involvement Rep.	Sr. ITS Design Engineer	ITS Design Engineer	GIS Team Leader	GIS Analyst II	GIS Analyst I	Project Analyst		Admin. Assistant
7.0 GENERAL PROGRAM SUPPORT																								
a. Attendance at Authority Meetings	32	32	32	32								16											144	
b. Project Administration Oversight and Support	32	32		32								16									64	48	224	
c. Render Views on General Engineering Issues	24	24		40	16	16	16					16											152	
d. Represent the Authority at Meetings, as requested	16	16		16								32											80	
e. Assist in the development of the CTRMA's Strategic Plan	16		24																				40	
f. Support Development of Best Business Practices and Program	16	32	16	8	16																80		168	
g. Provide Drafting / Technology Resources, as requested								40					64							48			152	
h. Review of Studies and Reports	16	24	24	24																			88	
i. Recent Innovations in Design/Finance/Transportation	24	24	24	8																			80	
SUBTOTAL	176	184	120	160	32	16	16	40	0	0	0	80	64	0	0	0	0	0	0	48	0	144	48	1128
8.0 PROJECT ENGINEERING FEASIBILITY SERVICES																								
a. Prepare Concept Reports (3 Projects)																							0	
Existing Conditions & Program Requirements	40			48			96	24															208	
Identification of Alternatives				48			48																96	
Alternatives Evaluation	40			84			192	16															332	
Recommended Alternative	40			48			40																128	
Concept Estimate				24			40																64	
Criteria and Standards	24			24			40	24															112	
b. Project Meetings	40			12																			52	
SUBTOTAL	184	0	0	288	0	0	456	64	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	992
TOTAL HOURS	1,246	1,247	164	1,364	76	556	580	104	48	144	112	200	264	40	40	232	256	180	24	248	24	272	376	7,797
BASE RATE	\$ 97.79	\$ 75.46	\$ 109.95	\$ 53.30	\$ 46.67	\$ 42.64	\$ 33.80	\$ 31.50	\$ 51.24	\$ 34.50	\$ 24.90	\$ 51.35	\$ 26.50	\$ 42.30	\$ 33.40	\$ 23.65	\$ 55.75	\$ 45.90	\$ 48.80	\$ 26.15	\$ 21.40	\$ 32.00	\$ 24.35	
TOTAL LABOR	\$ 121,846	\$ 94,104	\$ 18,031	\$ 72,703	\$ 3,547	\$ 23,706	\$ 19,604	\$ 3,276	\$ 2,460	\$ 4,968	\$ 2,789	\$ 10,270	\$ 6,996	\$ 1,692	\$ 1,336	\$ 5,487	\$ 14,272	\$ 8,262	\$ 1,171	\$ 6,485	\$ 514	\$ 8,704	\$ 9,156	\$ 441,378
LABOR BURDEN	\$ 226,829	\$ 175,184	\$ 33,566	\$ 135,343	\$ 6,603	\$ 44,130	\$ 36,495	\$ 6,099	\$ 4,579	\$ 9,249	\$ 5,191	\$ 19,119	\$ 13,024	\$ 3,150	\$ 2,487	\$ 10,214	\$ 26,569	\$ 15,381	\$ 2,180	\$ 12,073	\$ 956	\$ 16,203	\$ 17,044	\$ 821,670
TOTAL	\$ 348,675	\$ 269,289	\$ 51,597	\$ 208,046	\$ 10,150	\$ 67,836	\$ 56,099	\$ 9,375	\$ 7,038	\$ 14,217	\$ 7,980	\$ 29,390	\$ 20,020	\$ 4,842	\$ 3,823	\$ 15,701	\$ 40,841	\$ 23,643	\$ 3,352	\$ 18,558	\$ 1,470	\$ 24,907	\$ 26,200	\$ 1,263,048

EXPENSES	ITEM
MISCELLANEOUS EXPENSES	\$ 39,452
MISCELLANEOUS SUBCONSULTANTS	TBD - Fee Included in tasks above
SUBTOTAL	\$ 39,452

Estimated Subconsultant Fee = \$150,000

SUBTOTALS BY TASK	TOTAL HOURS	HNTB RAW LABOR	TOTAL LOADED FEE
1.0 TRUST INDENTURE OBLIGATIONS	405	\$ 22,567	\$ 64,579
2.0 OPERATIONS & MAINTENANCE SUPPORT	2,048	\$ 126,431	\$ 361,795
3.0 DRIVEWAY AND UTILITY PERMITS	368	\$ 17,104	\$ 48,944
4.0 CONTRACT SUPPORT	1,596	\$ 103,889	\$ 297,289
5.0 TECHNOLOGY AND OPERATIONS OVERSIGHT	764	\$ 34,533	\$ 98,819
6.0 PUBLIC INFORMATION AND COMMUNICATIONS SUPPORT	496	\$ 16,450	\$ 47,074
7.0 GENERAL PROGRAM SUPPORT	1,128	\$ 69,631	\$ 199,255
8.0 PROJECT ENGINEERING FEASIBILITY SERVICES	992	\$ 50,773	\$ 145,292
EXPENSES			\$ 39,452
JOB TOTALS	7,797	\$ 441,378	\$ 1,302,500

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

RESOLUTION NO. 11-__

**APPROVE A WORK AUTHORIZATION FOR FY 2012 UNDER THE GEC MASTER
CONTRACT WITH HNTB CORPORATION RELATING TO TRUST INDENTURE
OBLIGATIONS, TOLL OPERATIONS AND MAINTENANCE, ROADWAY
OPERATIONS AND MAINTENANCE, TECHNOLOGY SYSTEMS SUPPORT,
FINANCIAL PLANNING SUPPORT, AND GENERAL PROGRAM SUPPORT.**

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, HNTB Is is authorized to provide general support services for CTRMA operations pursuant to the Agreement; and

WHEREAS, HNTB and the Executive Director have discussed and agreed to a proposed work authorization under the Agreement, a copy of which is attached and incorporated into this resolution as Attachment A, that sets forth a scope of services for the continuation of support services related to CTRMA operations through June 30, 2012; and

WHEREAS, the Executive Director recommends approval of the proposed work authorization.

NOW THEREFORE, BE IT RESOLVED that the Board of Directors approves the proposed work authorization in the form or substantially the same form as Attachment A; and

BE IT FURTHER RESOLVED that the work authorization, as approved, 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 29th day of June, 2011.

Submitted and reviewed by:

Approved:

Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 11-__
Date Passed: 6/29/11

ATTACHMENT “A” TO RESOLUTION 11-
PROPOSED WORK AUTHORIZATION NO. 9
WITH HNTB CORPORATION

[on the following 12 pages]

**JUNE 29, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM # 8

Approve a supplemental work authorization for FY 2012 to Work Authorization No. 6 under the GEC Master Contract with Atkins North America, Inc., for continued support relating to project feasibility, initial development of future projects and support for project activities not associated with any other work authorization.

Department: Engineering

Associated Costs: \$500,000

Funding Source: General Fund

Board Action Required: YES

Description of Matter:

The Board approved Atkin's Work Authorization No. 6 to provide professional services and deliverables related to General Project Activities required to assist the Central Texas Regional Mobility Authority (the Authority) in the study and initial development of Future Projects at their June 30, 2010 meeting. It is intended that the level of activities under this Work Authorization will be reviewed and assessed on a yearly basis. This Supplement provides for continuation of support activities which include, but are not limited to concept reports, feasibility studies, preliminary engineering, agency coordination, funding applications and communications support. In addition, this Supplement will provide for support of any new General Project Activities for FY2012.

Attached documentation for reference:

Draft Supplement Work Authorization No.1 to Work Authorization No. 6

Contact for further information:

Wesley M. Burford, P.E., Director of Engineering

EXHIBIT D
WORK AUTHORIZATION

**Supplemental Work Authorization No. 1 to
Work Authorization No. 6**

This Supplement No. 1 to Work Authorization No. 6 dated June 30th, 2010, is made as of this 29th day of June, 2011, under the terms and conditions established in the AGREEMENT FOR GENERAL CONSULTING ENGINEERING SERVICES, dated as of January 4th, 2010 (the "Agreement"), between the **Central Texas Regional Mobility Authority** ("Authority") and **Atkins North America, Inc.** (formerly Post, Buckley, Schuh & Jernigan, Inc.) ("GEC"). This Supplement is made for the following purpose, consistent with the services defined in the Agreement:

Activities associated with the Development of Future Projects

The following terms and conditions of Work Authorization No. 6 are hereby amended, as follows:

Section B. - Schedule

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

Services shall be provided as requested by Authority, from the effective date of this Supplement through the estimated end date of June 30, 2012.

Section C. - Compensation

C.1. In return for the performance of the foregoing obligations, the Authority authorizes to the GEC an additional \$500,000, based on the Attachment B – Fee Estimate to Work Authorization 6. This will increase the not to exceed amount for Work Authorization No. 6 from \$199,427.00 to \$699,427.00. Compensation shall be in accordance with the Agreement.

The parties agree that GEC shall discontinue Services upon June 30, 2012 or upon reaching the new not to exceed amount (\$699,427.00) specified herein, whichever occurs first. If the new not to exceed amount is reached before June 30, 2012, a second supplement to Work Authorization No. 6 will be required in order for services to continue.

Except to the extent expressly modified herein, all terms and conditions of the Agreement shall continue in full force and effect.

Authority:

**CENTRAL TEXAS REGIONAL
MOBILITY AUTHORITY**

By: _____
Name: _____
Title: _____
Date: _____

GEC:

ATKINS NORTH AMERICA, INC.

By: _____
Name: _____
Title: _____
Date: _____

**Attachment B - Fee Estimate
Summary**

CTRMA General Engineering Consultant
 Atkins - Man-hour Breakdown & Fee Estimate
 General Project Activities Related to the Development of Future Projects [FY 2012]

ATKINS SUPPLEMENTAL WORK AUTHORIZATION #1 TO WORK AUTHORIZATION #6

ACTIVITIES ASSOCIATED WITH THE DEVELOPMENT OF FUTURE PROJECTS [FY 2012]

<u>TASK</u>	<u>SUBTOTAL</u>	<u>SUBTOTAL</u>	<u>TOTAL</u>
	Labor +		
	Overhead +	Direct	
	Profit	Expenses	
1.0 - General Project Development Support	\$ 498,800	\$ 1,200	\$ 500,000
TOTALS	\$ 498,800	\$ 1,200	\$ 500,000

Attachment B - Fee Estimate

CTRMA General Engineering Consultant
 Atkins - Man-hour Breakdown & Fee Estimate
 General Project Activities Related to the Development of Future Projects [FY 2012]

ATKINS SUPPLEMENTAL WORK AUTHORIZATION #1 TO WORK AUTHORIZATION #6 ACTIVITIES ASSOCIATED WITH THE DEVELOPMENT OF FUTURE PROJECTS [FY 2012]

1.0 - General Project Development Support

TASK / WORK DESCRIPTION	(Estimated Average Labor Rates)						TOTAL HRS
	A \$ 70.00	B \$ 60.00	C \$ 50.00	D \$ 40.00	E \$ 30.00	F \$ 20.00	
1.1 Project Feasibility Investigation, Analysis & Evaluation	40	80	80	200			400
1.2 NEPA Document Preparations	40	40	80	200			360
1.3 Engineering Design / Technical Support		40	200				240
1.4 Toll Systems Design / Procurement / Implementation Support			80				80
1.5 Utility Coordination			80				80
1.6 Right-of-Way Coordination			80				80
1.7 Cost Estimating & Schedule Development		40	120				160
1.8 Agency Coordination	40	40					80
1.9 Concept Report Development	40	80	200	200			520
1.10 Funding Application Preparation & Administration	40	80		200			320
1.11 Public Information / Communications Support	40				160		200
1.12 Attendance at Meetings, as directed	40	40					80
1.13 Miscellaneous Assignments	40	80	80				200
1.14 Traffic Count Surveys, as directed					78		78
1.15 Report Preparations	35		240				355
1.16 Field Visits / Evaluations		40	40				80

TOTAL DIRECT LABOR	355	640	1280	800	238	0	3313
<i>% Total by Classification</i>	<i>10.72%</i>	<i>19.32%</i>	<i>38.64%</i>	<i>24.15%</i>	<i>7.18%</i>	<i>0.00%</i>	
Labor Costs	\$ 24,850	\$ 38,400	\$ 64,000	\$ 32,000	\$ 7,139	\$ -	\$ 166,389
Overhead Costs	167.66% \$ 41,664	\$ 64,381	\$ 107,302	\$ 53,651	\$ 11,969	\$ -	\$ 278,968
Profit	12.00% \$ 7,982	\$ 12,334	\$ 20,556	\$ 10,278	\$ 2,293	\$ -	\$ 53,443
Total Loaded Labor	\$ 74,495	\$ 115,115	\$ 191,859	\$ 95,929	\$ 21,402	\$ -	\$498,800

Direct Expenses	
Plotting and Reproduction	\$ 400
Mail and Deliveries	\$ 400
Misc Expenses	\$ -
Travel and Field Expenses	\$ 400
Total Direct Expenses	\$ 1,200

Total \$ 500,000

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

RESOLUTION NO. 11-___

**APPROVE A SUPPLEMENTAL WORK AUTHORIZATION FOR FY 2012 TO
WORK AUTHORIZATION NO. 6 UNDER THE GEC MASTER CONTRACT
WITH ATKINS NORTH AMERICA, INC., FOR CONTINUED SUPPORT
RELATING TO PROJECT FEASIBILITY, INITIAL DEVELOPMENT OF
FUTURE PROJECTS AND SUPPORT FOR PROJECT ACTIVITIES NOT
ASSOCIATED WITH ANY OTHER WORK AUTHORIZATION.**

WHEREAS, Atkins North America, Inc. (“Atkins”), as successor entity to Post, Buckley, Schuh & Jernigan, Inc. (d/b/a PBS&J), 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. 10-60, dated June 30, 2010, the Board of Directors approved Work Authorization No. 6 under the Agreement for general project activities related to the development of future CTRMA projects through June 30, 2011; and

WHEREAS, Atkins and the Executive Director have discussed and agreed to a proposed supplemental work authorization, a copy of which is attached and incorporated into this resolution as Attachment A, to continue certain support activities provided by Atkins as a general engineering consultant; and

WHEREAS, the Executive Director recommends approval of the proposed amendment.

NOW THEREFORE, BE IT RESOLVED that the Board of Directors approves the proposed supplemental work authorization to Work Authorization No. 6, in the form or substantially the same form as Attachment A; and

BE IT FURTHER RESOLVED that the proposed supplemental work authorization, as approved, 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 29th day of June, 2011.

Submitted and reviewed by:

Approved:

Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 11-___
Date Passed: 6/29/11

ATTACHMENT "A" TO RESOLUTION 11-
PROPOSED SUPPLEMENTAL WORK AUTHORIZATION NO. 1
TO WORK AUTHORIZATION NO. 6

[on the following 3 pages]

**JUNE 29, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM # 9

Approve a supplemental work authorization for FY 2012 to Work Authorization No. 4 under the GEC Master Contract with HNTB Corporation for continued support relating to project feasibility, initial development of future projects and support for project activities not associated with any other work authorization.

Department: Engineering

Associated Costs: \$500,000

Funding Source: General Fund

Board Action Required: YES

Description of Matter:

The Board approved HNTB Corporation Work Authorization No. 4 to provide professional services and deliverables related to General Project Activities required to assist the Central Texas Regional Mobility Authority (the Authority) in the study and initial development of Future Projects at their December 17, 2009 meeting. It is intended that the level of activities under this Work Authorization will be reviewed and assessed on a yearly basis. This Supplement provides for continuation of support of current on-going activities which include construction document control, landscape design services, HERO Program oversight, and additional work necessary to address the closeout/warranty items on the original 183A Project. In addition, this Supplement will provide for support of any new Future Project Activities for FY2012.

Attached documentation for reference:

Draft Resolution, including proposed Supplement No. 2 to Work Authorization No. 4

Contact for further information:

Wesley M. Burford, P.E., Director of Engineering

APPENDIX D

WORK AUTHORIZATION SUPPLEMENT

WORK AUTHORIZATION NO. 4.0

SUPPLEMENT NO. 2

This Supplement No. 2 to Work Authorization No. 4.0 dated December 23, 2009, is made as of this ____ day of _____, 2011, under the terms and conditions established in the AGREEMENT FOR GENERAL CONSULTING ENGINEERING SERVICES, dated as of December 23, 2009 (the "Agreement"), between the Central Texas Regional Mobility Authority ("Authority") and **HNTB Corporation** ("GEC"). This Supplement is made for the following purpose, consistent with the services defined in the Agreement:

General Project Activities

The following terms and conditions of Work Authorization No. 4.0 are hereby amended, as follows:

Section B. - Schedule

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

Services shall be provided as requested by Authority, from the effective date of this Supplement through the estimated end date of June 30, 2012.

Section C. - Compensation

C.1. In return for the performance of the foregoing obligations, the Authority authorizes to the GEC an additional \$500,000, based on the Attachment B – Fee Estimate to Work Authorization 4.0. This will increase the not to exceed amount for Work Authorization No. 4.0 from \$688,205 to \$1,188,205. Compensation shall be in accordance with the Agreement.

The parties agree that GEC shall discontinue Services upon June 30, 2012 or upon reaching the new not to exceed amount (\$1,188,205) specified herein, whichever occurs first. If the new not to exceed amount is reached before June 30, 2012, a third supplement to Work Authorization No. 4.0 will be required in order for services to continue.

Except to the extent expressly modified herein, all terms and conditions of the Agreement shall continue in full force and effect.

Authority:

GEC:

**CENTRAL TEXAS REGIONAL
MOBILITY AUTHORITY**

HNTB Corporation

By: _____

By: _____

Name: _____

Name: _____

Title: _____

Title: _____

Date: _____

Date: _____

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

RESOLUTION NO. 11-__

**APPROVE A SUPPLEMENTAL WORK AUTHORIZATION FOR FY 2012 TO
WORK AUTHORIZATION NO. 4 UNDER THE GEC MASTER CONTRACT
WITH HNTB CORPORATION FOR CONTINUED SUPPORT RELATING TO
PROJECT FEASIBILITY, INITIAL DEVELOPMENT OF FUTURE PROJECTS
AND SUPPORT FOR PROJECT ACTIVITIES NOT ASSOCIATED WITH ANY
OTHER WORK AUTHORIZATION.**

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. 09-87, dated December 17, 2009, the Board of Directors approved Work Authorization No. 4 under the Agreement for general project activities related to the development of future CTRMA projects through June 30, 2011; and

WHEREAS, HNTB and the Executive Director have discussed and agreed to a proposed supplemental work authorization, a copy of which is attached and incorporated into this resolution as Attachment A, to continue certain support activities provided by HNTB as a general engineering consultant; and

WHEREAS, the Executive Director recommends approval of the proposed amendment.

NOW THEREFORE, BE IT RESOLVED that the Board of Directors approves the proposed supplemental work authorization to Work Authorization No. 4, in the form or substantially the same form as Attachment A; and

BE IT FURTHER RESOLVED that the proposed supplemental work authorization, as approved, 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 29th day of June, 2011.

Submitted and reviewed by:

Approved:

Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 11-__
Date Passed: 6/29/11

ATTACHMENT "A" TO RESOLUTION 11-
PROPOSED SUPPLEMENTAL WORK AUTHORIZATION NO. 2
TO WORK AUTHORIZATION NO. 4

[on the following 1 page]

**JUNE 29, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM # 10

Approve a work authorization under the GEC Master Contract with Atkins North America, Inc., for project specific services related to the development of the Oak Hill Expressway (at the US 290W / SH 71 interchange in Oak Hill).

Department: Engineering

Associated Costs: \$750,692

Funding Source: General Fund; Reimbursed with TxDOT Toll Equity Grant

Board Action Required: YES

Description of Matter:

The GEC will perform project management, administrative tasks and program oversight including: coordination with TxDOT Austin District, Consultants, Resource Agencies, TxDOT's Environmental Affairs Division, and the FHWA as required for permitting, environmental approval; Schematic Design Review; Context Sensitive Design to include assistance with the Sustainability Design Competition; Toll Systems/Facilities Design; public involvement support; and pre-CDA procurement management services support.

Attached documentation for reference:

Draft Resolution, including proposed Work Authorization No. 7

Contact for further information:

Wesley M. Burford, P.E., Director of Engineering

EXHIBIT D
WORK AUTHORIZATION

Work Authorization No. 7

This Work Authorization is made as of this 29th day of June, 2011, under the terms and conditions established in the AGREEMENT FOR GENERAL CONSULTING ENGINEERING SERVICES, dated as of January 4th, 2010 (the Agreement), between the **Central Texas Regional Mobility Authority** (Authority) and **Atkins North America, Inc.** (formerly Post, Buckley, Schuh & Jernigan, Inc.) (GEC). This Work Authorization is made for the following purpose, consistent with the services defined in the Agreement:

General Engineering Consultant Services Oak Hill Expressway

Section A. - Scope of Services

A.1. GEC shall perform the following Services:

Please reference Attachment A – Services to be Provided by the GEC

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.

Not applicable.

A.3. In conjunction with the performance of the foregoing Services, GEC shall provide the following submittals/deliverables (Documents) to the Authority:

Please reference Attachment A – Services to be Provided by the GEC

Section B. - Schedule

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

Services defined herein are expected to be substantially complete by June 30, 2013. This Work Authorization will not expire until all tasks associated with the Scope of Services are complete.

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 \$750,692.00, based on Attachment B -Fee Estimate. Compensation shall be in accordance with the Agreement.

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:

Please reference Attachment A – Services to be Provided by the GEC

Section E. - Other Provisions

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

Not applicable.

Except to the extent expressly modified herein, all terms and conditions of the Agreement shall continue in full force and effect.

Authority: Central Texas Regional Mobility Authority

GEC: Atkins North America, Inc.

By: Mike Heiligenstein

By: _____

Signature: _____

Signature: _____

Title: Executive Director

Title: _____

Date: _____

Date: _____

CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY

WORK AUTHORIZATION NO. 7

ATKINS

ATTACHMENT A

SERVICES TO BE PROVIDED BY GEC

GENERAL

This scope of services includes professional services and associated deliverables required by the Central Texas Regional Mobility Authority (the Authority) related to the study and development of the US 290 West / SH 71 West Project (the Project). The limits of the Project are from Circle Drive to East of Joe Tanner for US 290 West and from US 290W through Silvermine Drive for SH 71 West.

The scope of services to be performed by Atkins as the Authority's General Engineering Consultant (the GEC) will include, but not be limited to, those professional services required to assist the Authority in the project management and administration, project development, and environmental service efforts related to the Authority's development of the Project.

The tasks in this scope of services will not be performed or the funds utilized until directed by the Authority.

1.0 PROJECT MANAGEMENT & ADMINISTRATION

The GEC will perform project management, administrative and coordination duties, including contract administration, project management, reporting, meeting minutes of required meetings and telephone conversations, and other related administrative tasks (e.g.; direct costs) associated with the Project, including:

1.1 Coordinate, Procure, and Administer Work Authorizations

Prepare contracts as required between the GEC and the Authority and GEC and subconsultants. The GEC will also assist in the preparation of and/or review of contracts between the Authority and subconsultants. Monitor and supervise GEC subconsultant activities, review all work products prepared by subconsultant, review and approve subconsultant progress reports and invoices.

1.2 Progress Reports and Invoices

Prepare monthly invoices and progress reports for the work tasks, together with evidence of services accomplished during the time period since the previous report. Prepare a detailed schedule (provide in the Authority approved format) of anticipated monthly invoice billing linking to the project work authorization tasks. A monthly progress report will be submitted and will include: activities completed, initiated or ongoing, during the reporting period; challenges encountered and actions to remedy them; overall status, including a tabulation of percentage complete by task; updated project schedule; and DBE utilization status.

1.3 Record Keeping and File Management

Maintain records and files related to the Project throughout the duration of the Services. Uploading of project files to the Authority's Electronic Document Management System will be coordinated with the Authority.

1.4 Correspondence

Prepare written materials, memoranda, letters, survey forms, etc. used to solicit information or collect data for the project and submit them to the Authority for review and approval prior to its use or distribution. Copies of relevant outgoing correspondence and incoming correspondence will be provided to the Authority on a continuing basis.

1.5 Work Authorization Schedule

Prepare a detailed, graphic schedule linking work authorization tasks, subtasks, critical dates, milestones, deliverables, and the Authority/Texas Department of Transportation (TxDOT)/Federal Highway Administration (FHWA) scheduled review requirements. The project schedule will be in a format that depicts the order and interdependence of the various tasks, subtasks, milestones and deliverables for each of the tasks identified therein. Progress will be reviewed periodically, and should these reviews indicate a substantial change in progress, a schedule recovery strategy will be developed and implemented and the schedule will be revised accordingly.

1.6 Dashboard Update

Prepare and submit updated project information, including schedule and budget, for the Authority's dashboard on a monthly basis; provide QC review of revised information on website.

2.0 PROJECT DEVELOPMENT

This scope of services includes professional services and deliverables in support of the Authority's development of the Project.

2.1 Project Development Support

The GEC will provide support to the Authority as required during the Project Development process. Specific efforts will include

- 2.1.1 Loan and/or Grant Applications: Assist the Authority in the development of loan and/or grant applications for the project as required. This will include preparation of various elements of the loan and/or grant form & associated documentation for the Authority's review and approval; it will also include participation in the coordination efforts with State and/or Federal agencies as requested by the Authority.
- 2.1.2 Engineering and Technical Support: Provide various engineering and technical tasks as requested by the Authority including but not limited to: general engineering assistance, general technology assistance, general environmental coordination, reports, research, presentations, preparation of 3D video animation and meetings.
- 2.1.3 Traffic Modeling: Conduct a peer review of the CORSIM and/or VISSIM Traffic Models and provide summary of suggested revisions. Assist with coordination between consultants.
- 2.1.4 TxDOT Coordination: Provide appropriate staff as part of coordination efforts between the Authority and TxDOT. GEC will provide coordination efforts on the Authority's behalf at the direction of the Authority.
- 2.1.5 Traffic and Revenue (T&R) Consultant Coordination: Provide coordination and support to the Authority's T&R Consultant, as directed by the Authority.
- 2.1.6 Market Valuation: Assist in the development of the market valuation by providing industry knowledge and research for market valuation options.
- 2.1.7 Project Development Agreement (PDA): Assist in the development of the PDA, generation of PDA exhibits, review of PDA drafts, and TxDOT coordination support, as directed by the Authority.

- 2.1.8 CAMPO Coordination: Provide appropriate staff as part of coordination efforts between the Authority and CAMPO. GEC will provide coordination efforts on the Authority's behalf at the direction of the Authority.
- 2.1.9 Provide DBE Outreach and Public Involvement support as requested by the Authority.
- 2.2 Financial Planning Support
 - 2.2.1 Operation, Maintenance, and Renewal & Replacement Estimate Updates
 - 2.2.1.1 Develop and/or update GEC's opinion of probable operations cost estimates using either a Sketch Level approach (i.e., an assumed per transaction cost based on average operations costs of similar toll systems) or a Level 1 approach (i.e., estimate actual quantities for the various elements of the toll operations, enforcement and incident management and applying anticipated unit prices to same to develop an opening year cost estimate which can be escalated over time).
 - 2.2.1.2 Develop and/or update GEC's opinion of probable annual/routine maintenance cost estimates using either a Sketch Level approach (i.e., an estimated per centerline mile cost based on the facility type which considers the number of lanes, pavement material, and location) or a Level 1 approach (i.e., estimate actual quantities for the various elements of the maintenance efforts and applying anticipated unit prices to same to develop an opening year cost that can be escalated over time).
 - 2.2.1.3 Develop and/or update GEC's opinion of probable renewal & replacement budget cost estimates (non-routine maintenance estimates) using either a Sketch Level approach (i.e., an estimated per mile cost based on renewal & replacement budgets utilized on similar facilities) or a Level 1 approach (i.e., includes the identification of a long-term, periodic maintenance / replacement schedule, estimation of quantities for the associated elements, and inflated prices of same to assess the overall cost requirements of the system in the target years).
 - 2.2.2 Project Cost Estimate Updates

As directed by the Authority, GEC will provide opinion of probable project cost estimate updates for the project. GEC will prepare an estimate of probable construction costs which will include quantity/cost estimates for major components of work such as roadway paving, roadway earthwork, roadway drainage, bridge structures, retaining walls, other structures, signing and marking, lighting, and signalization. The estimate of probable construction costs will be used to estimate total project costs that will also include program management and oversight, preliminary engineering, final engineering, right-of-way (ROW) acquisition, environmental compliance/mitigation, construction, toll collection systems, utility relocation and construction engineering and inspection (CEI), and financing costs.

Provide updates to preliminary costs estimate, schedule, and financial feasibility analysis necessitated by the on-going project scoping/sizing process. GEC will develop and certify the Engineers Report for the Official Statement (OS) and, as requested, review and comment on the OS.

2.2.3 Toll Feasibility Analysis Updates

GEC will assist the Authority in updating toll feasibility analyses which includes the incorporation of traffic and revenue forecast updates (by others); operations, maintenance, and renewal & replacement estimates; and total project cost estimates to determine the financial feasibility of the project.

2.2.4 Financial Advisor Support/Financial Plan Development

GEC will provide financial advisor support necessary for the Authority to conduct financial programming of their system. This will include the development of cash flow analyses which contemplate implementation costs and schedules. GEC will also assist in the identification of priorities to support the determination of alternate project delivery scenarios. The tasks will include:

2.2.4.1 Develop GEC's opinion of probable project costs based upon alternative project delivery approaches.

2.2.4.2 Assess funding sources such as state funds, federal formula funds, federal discretionary funds, and toll revenues.

2.2.4.3 Assist with the assessment of financing techniques such as State Infrastructure Banks, the Transportation Infrastructure Finance and Innovation Act (TIFIA), Advanced Construction, Toll Revenue Bonds, TxDOT Toll Equity Grants, and other state bonds.

2.2.4.4 Develop and provide summary of revenue shortfall mitigation strategies to minimize impacts on scheduled project delivery and prepare a summary of cost increases or reductions that could affect the cost of the project.

2.2.4.5 Develop a Funding Contingency Plan should funding for the project as a whole not be provided and determine the impact of various design approaches on estimated project costs and project design life. GEC will:

- Develop a list of "reasonable" design options for consideration such as project length reductions, ramp reductions, and pavement structure modifications.
- Meet with the Authority to get concurrence regarding design options prior to additional analysis.
- Analyze and document the financial implications of the various design options considered and include such things as project cost, schedule impact, local economic impact, length of useful life, and impact on financing options.

2.3 Preliminary Design Services -- Toll Systems / Facilities Design

2.3.1 Preliminary Toll Schematic Development

The GEC will provide preliminary design services to develop a schematic for the toll collection system for the Project. It is anticipated the toll system will utilize an Electronic Toll Collection (ETC) System (cashless). The GEC will prepare a toll facilities preliminary design utilizing the roadway schematic prepared by others as a basis. Sufficient coordination efforts with the Authority, the Authority's System Integrator, and TxDOT will be included so that proper input is received regarding the schematic development. The toll schematic will be submitted to the Authority and TxDOT for approval. Toll Systems/Facilities Schematic Design will include:

- 2.3.1.1 Plan view depicting locations of toll systems/facilities.
- 2.3.1.2 Layouts for toll gantries
- 2.3.1.3 Outline Specifications
- 2.3.1.4 Opinion of Probable Construction Cost
- 2.3.1.5 Analysis of:
 - Toll Operations
 - Mechanical and Electrical Operations
 - Provisions for local utilities services
 - Facilities for surveillance, communication and control
 - Conceptual ITS interface and infrastructure

- 2.3.2 Context Sensitive Design
Support the Authority in activities associated with the Sustainability Design Competition.

3.0 ENVIRONMENTAL SERVICES

3.1 Agency Coordination

Support the Authority in coordination activities with TxDOT Austin District, Consultants, Resource Agencies, TxDOT's Environmental Affairs Division, and the FHWA, as required; including meeting preparation, meeting participation, public outreach support and attendance at public meetings, hearings, and noise workshops.

3.2 Environmental Program Management Schedule

Monitor the schedule and provide updates to the Authority on a monthly basis.

3.3 Document Review

3.3.1 Review draft and final Environmental Documents and provide written comments and recommendations on such documents.

3.3.2 Review draft and final schematic and provide written comments and recommendations on schematic.

3.3.3 Reviews shall be for conformance to the applicable requirements of TxDOT and FHWA. Sources of materials will include data received from TxDOT and other federal, state and local governmental and other agencies and field investigations.

**Attachment B - Fee Estimate
Summary**

CTRMA General Engineering Consultant
Atkins - Man-hour Breakdown & Fee Estimate
General Engineering Consultant Services Oak Hill Expressway

ATKINS WORK AUTHORIZATION #7

GENERAL ENGINEERING CONSULTANT SERVICES OAK HILL EXPRESSWAY

<u>TASK</u>	<u>SUBTOTAL</u>	<u>SUBTOTAL</u>	<u>TOTAL</u>
	Labor +		
	Overhead +	Direct	
	Profit	Expenses	
1.0 - Project Management & Administration	\$ 179,028	\$ 1,000	\$ 180,028
2.0 - Project Development	\$ 410,578	\$ 4,100	\$ 414,678
3.0 - Environmental Services	\$ 154,386	\$ 1,600	\$ 155,986
TOTALS	\$ 743,992	\$ 6,700	\$ 750,692

Attachment B - Fee Estimate

CTRMA General Engineering Consultant
 Atkins - Man-hour Breakdown & Fee Estimate
 General Engineering Consultant Services Oak Hill Expressway

ATKINS WORK AUTHORIZATION #7 GENERAL ENGINEERING CONSULTANT SERVICES OAK HILL EXPRESSWAY

1.0 - Project Management & Administration

TASK / WORK DESCRIPTION	(Estimated Average Labor Rates)						TOTAL HRS
	A	B	C	D	E	F	
	\$ 70.00	\$ 60.00	\$ 50.00	\$ 40.00	\$ 30.00	\$ 20.00	
1.1 Coordinate, Procure and Administer Contracts/Work Authorizations	80	100	60				240
1.2 Progress Reporting	80	100				400	580
1.3 Record Keeping & File Managment						200	200
1.4 Correspondence	40	60					100
1.5 Scheduling	24	24	120				168
1.6 Dash Board Updates		100					100

TOTAL DIRECT LABOR		224	384	180	0	0	600	1388
<i>% Total by Classification</i>		16.14%	27.67%	12.97%	0.00%	0.00%	43.23%	
Labor Costs		\$ 15,680	\$ 23,040	\$ 9,000	\$ -	\$ -	\$ 12,000	\$ 59,720
Overhead Costs	167.66%	\$ 26,289	\$ 38,629	\$ 15,089	\$ -	\$ -	\$ 20,119	\$ 100,127
Profit	12.00%	\$ 5,036	\$ 7,400	\$ 2,891	\$ -	\$ -	\$ 3,854	\$ 19,182
Total Loaded Labor		\$ 47,005	\$ 69,069	\$ 26,980	\$ -	\$ -	\$ 35,974	\$179,028

Direct Expenses	
Plotting and Reproduction	\$ 1,000
Mail and Deliveries	\$ -
Misc Expenses	\$ -
Travel and Field Expenses	\$ -
Total Direct Expenses	\$ 1,000

Total \$ 180,028

Attachment B - Fee Estimate

CTRMA General Engineering Consultant
 Atkins - Man-hour Breakdown & Fee Estimate
 General Engineering Consultant Services Oak Hill Expressway

ATKINS WORK AUTHORIZATION #7 GENERAL ENGINEERING CONSULTANT SERVICES OAK HILL EXPRESSWAY

2.0 - Project Development

TASK / WORK DESCRIPTION	(Estimated Average Labor Rates)							TOTAL HRS
	A \$ 70.00	B \$ 60.00	C \$ 50.00	D \$ 40.00	E \$ 30.00	F \$ 20.00		
2.1 Project Development Support								
2.1.1 Loan / Grant Applications	20	40	40				20	120
2.1.2 Engineering & Technical Support	20	40	200					260
2.1.3 Traffic Modeling	20	120	60	20	20			240
2.1.4 TxDOT Coordination	40	40						80
2.1.5 Traffic & Revenue Consultant Coordination	8	16						24
2.1.6 Market Valuation	40	160	40	40	20	10		310
2.1.7 Project Development Agreement		40						40
2.1.8 CAMPO Coordination	20	40						60
2.1.9 DBE Outreach & Public Involvement Support	40							40
2.2 Financial Planning Support								0
2.2.1 Operations & Maintenance Cost Estimates	40	80	200	40		10		370
2.2.2 Project Cost Estimates & Updates	20	80	200	20		10		330
2.2.3 Toll Feasibility Analysis	10	40	120	10		10		190
2.2.4 Financial Advisor Support	10	20	40			20		90
2.3 Preliminary Design Services - Toll Facilities								0
2.3.1 Prelim Toll Schematic Development	8	80	100	40		10		238
2.3.2 Context Sensitive Design	16	40	100			8		164

TOTAL DIRECT LABOR		312	836	1100	170	40	98	2556
<i>% Total by Classification</i>		12.21%	32.71%	43.04%	6.65%	1.56%	3.83%	
Labor Costs	\$	21,840	\$ 50,160	\$ 55,000	\$ 6,800	\$ 1,200	\$ 1,960	\$ 136,960
Overhead Costs	167.66% \$	36,617	\$ 84,098	\$ 92,213	\$ 11,401	\$ 2,012	\$ 3,286	\$ 229,627
Profit	12.00% \$	7,015	\$ 16,111	\$ 17,666	\$ 2,184	\$ 385	\$ 630	\$ 43,990
Total Loaded Labor	\$	65,472	\$ 150,369	\$ 164,879	\$ 20,385	\$ 3,597	\$ 5,876	\$410,578

Direct Expenses	
Plotting and Reproduction	\$ 1,000
Mail and Deliveries	\$ -
Misc Expenses	\$ 2,500
Travel and Field Expenses	\$ 600
Total Direct Expenses	\$ 4,100

Total \$ 414,678

Attachment B - Fee Estimate

CTRMA General Engineering Consultant
 Atkins - Man-hour Breakdown & Fee Estimate
 General Engineering Consultant Services Oak Hill Expressway

ATKINS WORK AUTHORIZATION #7

GENERAL ENGINEERING CONSULTANT SERVICES OAK HILL EXPRESSWAY

3.0 - Environmental Services

TASK / WORK DESCRIPTION	(Estimated Average Labor Rates)							TOTAL HRS
	A	B	C	D	E	F		
	\$ 70.00	\$ 60.00	\$ 50.00	\$ 40.00	\$ 30.00	\$ 20.00		
3.1 Agency Coordination	30	30	60				120	
3.2 Environmental Program Management Schedule	40	80	80				200	
3.3 Document Review								
3.3.1 Review Environmental Documents	40	40	160				240	
3.3.2 Review Schematics	40	40	160				240	
3.3.3 Misc Conformance Reviews - Governments and Agencies	20	20	80				120	

TOTAL DIRECT LABOR	170	210	540	0	0	0	920
<i>% Total by Classification</i>	<i>18.48%</i>	<i>22.83%</i>	<i>58.70%</i>	<i>0.00%</i>	<i>0.00%</i>	<i>0.00%</i>	
Labor Costs	\$ 11,900	\$ 12,600	\$ 27,000	\$ -	\$ -	\$ -	\$ 51,500
Overhead Costs	167.66% \$ 19,952	\$ 21,125	\$ 45,268	\$ -	\$ -	\$ -	\$ 86,345
Profit	12.00% \$ 3,822	\$ 4,047	\$ 8,672	\$ -	\$ -	\$ -	\$ 16,541
Total Loaded Labor	\$ 35,674	\$ 37,772	\$ 80,940	\$ -	\$ -	\$ -	\$154,386

Direct Expenses	
Plotting and Reproduction	\$ 1,000
Mail and Deliveries	\$ -
Misc Expenses	\$ -
Travel and Field Expenses	\$ 600
Total Direct Expenses	\$ 1,600

Total \$ 155,986

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

RESOLUTION NO. 11-___

**APPROVE A WORK AUTHORIZATION UNDER THE GEC
MASTER CONTRACT WITH ATKINS NORTH AMERICA, INC., FOR
PROJECT SPECIFIC SERVICES RELATED TO THE DEVELOPMENT
OF THE OAK HILL EXPRESSWAY (AT THE US 290W / SH 71
INTERCHANGE IN OAK HILL).**

WHEREAS, Atkins North America, Inc. (“Atkins”), as successor entity to Post, Buckley, Schuh & Jernigan, Inc. (d/b/a PBS&J), 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, Atkins and the Executive Director have discussed and agreed to a proposed work authorization, a copy of which is attached and incorporated into this resolution as Attachment A, for Atkins to perform certain project management, administrative tasks and program oversight duties related to CTRMA’s development of the Oak Hill Expressway; and

WHEREAS, the Executive Director recommends approval of the proposed amendment.

NOW THEREFORE, BE IT RESOLVED that the Board of Directors approves the proposed Work Authorization No. 7, in the form or substantially the same form as Attachment A; and

BE IT FURTHER RESOLVED that the proposed supplemental work authorization, as approved, 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 29th day of June, 2011.

Submitted and reviewed by:

Approved:

Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 11-___
Date Passed: 6/29/11

ATTACHMENT “A” TO RESOLUTION 11-
PROPOSED WORK AUTHORIZATION NO. 7

[on the following 11 pages]

**JUNE 29, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM # 11

Approve a work authorization under the GEC Master Contract with HNTB Corporation for project specific services related to the development of the Manchaca Expressway (approximately 4 miles of the SH 45 Southwest Corridor, from Loop 1 to FM 1626).

Department: Engineering

Associated Costs: \$1,996,351

Funding Source: General Fund; Reimbursed with TxDOT Toll Equity Grant

Board Action Required: YES

Description of Matter:

The GEC will perform project management, administrative tasks and program oversight including: coordination with TxDOT Austin District, Consultants, Resource Agencies, TxDOT's Environmental Affairs Division, and the FHWA as required for permitting, environmental approval; Schematic Design Review; Context Sensitive Design to include assistance with the Sustainability Design Competition; Toll Systems/Facilities Design; public involvement support; and pre-CDA procurement management services support.

Attached documentation for reference:

Draft Resolution, including proposed Work Authorization No. 8

Contact for further information:

Wesley M. Burford, P.E., Director of Engineering

CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY**ATTACHMENT A – SCOPE OF SERVICES****WORK AUTHORIZATION NO. 8****SERVICES TO BE PROVIDED BY the GENERAL ENGINEERING CONSULTANT
(GEC)****General**

The services to be performed by GEC will include, but not be limited to, professional services and deliverables for various tasks related to the study and development of the Manchaca Expressway Project, “the Project”. The limits of the services are from Loop 1 (MoPac) South to FM 1626. Because GEC has no control over the cost of labor, materials, or equipment furnished by others, or over the resources provided by others to meet project schedules, the GEC's opinion of probable costs shall be made on the basis of experience and qualifications as a practitioner of its profession. GEC does not guarantee that proposals, bids, or actual project costs will not vary from GEC's construction cost estimates and/or GEC's projected schedules. No review, coordination or monitoring services by GEC under this Agreement relieve other project participant's of their contractual obligations to the Authority or any other party.

1.0 PROJECT MANAGEMENT & ADMINISTRATION

The GEC will perform project management, administrative and coordination duties, including contract administration, project management, reporting, meeting minutes of required meetings and telephone conversations, and other related administrative tasks (e.g., direct costs) associated with the Project, including:

1.1. Coordinate, Procure, and Administer Work Authorizations

Prepare contracts, as required, between the GEC and the Authority, GEC and subconsultants, and Authority and its Subconsultants. The GEC will also assist in the preparation of and/or review of contracts between the Authority and subconsultants. Monitor and coordinate subconsultant activities, review all work products prepared by subconsultant, review and approve subconsultant progress reports and invoices.

1.2. Progress Reports and Invoices

Prepare and issue monthly reports on the Project's status which will document any issues, delays encountered, and corrective actions as necessary. The GEC will also provide a monthly update to the Authority on key milestones accomplished during the preceding month, meetings, and key activities for the upcoming month, and identify outstanding issues requiring resolution.

Prepare monthly invoices and progress reports for the work tasks, together with evidence of services accomplished during the time period since the previous report. Prepare a detailed schedule (provide in the Authority approved format) of anticipated monthly invoice billing linking to the project work authorization tasks. A monthly progress report will be submitted and will include: activities completed, initiated or ongoing, during the reporting period; challenges encountered and actions to remedy them; overall status, including a tabulation of percentage complete by task; updated project schedule; and DBE utilization status. This includes reporting and invoicing to TxDOT for reimbursement of funding, quarterly reports and presentations, and preparation and support for monthly Project updates for distribution to stakeholders.

1.3. Record Keeping and File Management

Maintain, and, upload records and files, related to the Project, throughout the duration of GEC Services.

1.4. Correspondence

Prepare written materials, letters, survey forms, etc. used to solicit information or collect data for the project and submit them to the Authority for review and approval prior to its use or distribution. Copies of relevant outgoing correspondence and incoming correspondence will be provided to the Authority on a continuing basis.

1.5. Work Authorization Schedule

Prepare a detailed, graphic schedule linking work authorization tasks, subtasks, critical dates, milestones, deliverables, and the Authority/Texas Department of Transportation (TxDOT)/ Federal Highway Administration (FHWA) scheduled review requirements. The project schedule will be in a format that depicts the order and inter-dependence of the various tasks, subtasks, milestones and deliverables for each of the tasks identified therein. Progress will be reviewed periodically, and should these reviews indicate a substantial change in progress, a schedule recovery strategy will be developed collectively with the comprehensive Project team and the schedule will be revised accordingly. Implementation of the recovery schedule is subject to TxDOT's team.

1.6. Dashboard Update

Prepare and submit updated project information, including schedule and budget, for the Authority's dashboard on a monthly basis; provide QC review of revised information on website.

2.0 PROJECT DEVELOPMENT

This scope of services includes professional services and deliverables in support of the Authority's development of the Project from Loop 1 (MoPac) South to FM 1626.

2.1. Project Development Support

The GEC will provide support to the Authority as required during the Project Development process. Specific efforts will include

- 2.1.1. Loan and/or Grant Applications: Assist the Authority in the development of loan and/or grant applications for the project as required. This will include preparation of various elements of the loan and/or grant form and associated documentation for the Authority's review and approval; it will also include participation in the coordination efforts with State and/or Federal agencies as requested by the Authority.
- 2.1.2. Engineering and Technical Support: Provide various engineering and technical tasks as requested by the Authority including but not limited to: general engineering assistance, general technology assistance, general environmental coordination, reports, research, presentations, and meetings.
- 2.1.3. Traffic Modeling: Conduct a peer review of the CORSIM and/or VISSIM Traffic Models and provide summary of suggested revisions. Assist with coordination between consultants.
- 2.1.4. TxDOT and FHWA Coordination: Provide appropriate staff as part of coordination efforts between the Authority and TxDOT and FHWA. GEC will provide coordination efforts on the Authority's behalf at the direction of the Authority.
- 2.1.5. Traffic and Revenue (T&R) Consultant Coordination: Provide coordination and support to the Authority's T&R Consultant, as directed by the Authority.
- 2.1.6. Project Development Agreement (PDA): Assist in the development of the PDA, generation of PDA exhibits, review of PDA drafts, and TxDOT coordination support, as directed by the Authority.
- 2.1.7. CAMPO Coordination: Provide appropriate staff as part of coordination efforts between the Authority and CAMPO. GEC will provide coordination efforts on the Authority's behalf at the direction of the Authority.
- 2.1.8. Provide DBE Outreach as requested by the Authority.
- 2.1.9. Litigation Support: Provide litigation support which includes answering questions, reviewing documents and clarifying information as requested by the Authority. In the event HNTB is requested to attend a deposition or provide fact witness testimony, such time and expenses is an additional cost under this agreement and will be billed to CTRMA at HNTB's hourly rate for such individual.
- 2.1.10. Utility and Right-of-Way Support: Support the Authority in its efforts to coordinate future utility relocations and right-of-way acquisitions if needed.

2.2. Financial Planning Support

2.2.1. Operation, Maintenance, and Renewal & Replacement Estimate Updates

- 2.2.1.1. Develop and/or update GEC's opinion of probable operations cost estimates using either a Sketch Level approach (i.e., an assumed per transaction cost based on average operations costs of similar toll systems) or a Level 1 approach (i.e., estimate actual quantities for the various elements of the toll operations, enforcement and incident management and

applying anticipated unit prices to same to develop an opening year cost estimate which can be escalated over time).

- 2.2.1.2. Develop and/or update GEC's opinion of probable annual/routine maintenance cost estimates using either a Sketch Level approach (i.e., an estimated per centerline mile cost based on the facility type which considers the number of lanes, pavement material, and location) or a Level 1 approach (i.e., estimate actual quantities for the various elements of the maintenance efforts and applying anticipated unit prices to same to develop an opening year cost that can be escalated over time).
- 2.2.1.3. Develop and/or update GEC's opinion of probable renewal & replacement budget cost estimates (non-routine maintenance estimates) using either a Sketch Level approach (i.e., an estimated per mile cost based on renewal & replacement budgets utilized on similar facilities) or a Level 1 approach (i.e., includes the identification of a long-term, periodic maintenance/replacement schedule, estimation of quantities for the associated elements, and inflated prices of same to assess the overall cost requirements of the system in the target years).

2.2.2. Project Cost Estimate Updates

GEC will provide opinion of probable project cost estimate updates for the project. GEC will prepare an estimate of probable construction costs which will include quantity/cost estimates for major components of work such as; roadway paving, roadway earthwork, roadway drainage, bridge structures, retaining walls, other structures, signing and marking, lighting, and signalization. The estimate of probable construction costs will be used to estimate total project costs that will also include program management and oversight, preliminary engineering, final engineering, right-of-way (ROW) acquisition, environmental compliance/mitigation, construction, toll collection systems utility relocation and construction engineering and inspection (CEI), and financing costs.

Provide updates to preliminary costs estimate, schedule, financial feasibility analysis necessitated by the on-going project scoping/sizing process.

Incorporate the use of risk-based cost estimating as appropriate.

2.2.3. Toll Feasibility Analysis Updates

GEC will assist the Authority in updating toll feasibility analyses which includes the incorporation of traffic and revenue forecast updates (by others); operations, maintenance, and renewal & replacement estimates; and total project cost estimates to determine the financial feasibility of the project.

2.2.4. Financial Advisor Support/Financial Plan Development

GEC will provide financial advisor support necessary for the Authority to conduct financial programming of their system. This will include the development of cash flow analyses which contemplate implementation costs and schedules. GEC will also assist in the identification of priorities to support the determination of alternate project delivery scenarios. The tasks will include:

- Develop GEC's opinion of probable project costs based upon alternative project delivery approaches. Assess third party related costs for utility adjustments/relocations
- Coordinate the system financing plan which may include the 183A Phase I and II, the Mopac Improvement Project, and 290E Phase I and II projects, and may require the update and revision of the respective operations and maintenance costs, traffic and revenue studies, and renewal and replacement cost estimates.
- Assess funding sources such as state funds, federal formula funds, federal discretionary funds, and toll revenues.
- Assist with the assessment of financing techniques such as State Infrastructure Banks, the Transportation Infrastructure Finance and Innovation Act (TIFIA), Advanced Construction, Toll Revenue Bonds, TxDOT Toll Equity Grants, and other state bonds.
- Develop and provide summary of revenue shortfall mitigation strategies to minimize impacts on scheduled project delivery and prepare a summary of cost increases or reductions that could affect the cost of the project.
- Develop a Funding Contingency Plan should funding for the project as a whole not be provided and determine the impact of various design approaches on estimated project costs and project design life. GEC will:
 - Develop a list of “reasonable” design options for consideration such as project length reductions, ramp reductions, and pavement structure modifications
 - Meet with the Authority to get concurrence regarding design options prior to additional analysis.
 - Analyze and document the financial implications of the various design options considered and include such things as project cost, schedule impact, local economic impact, length of useful life, and impact on financing options.

2.3. Design Services – Toll Systems / Facilities Design

2.3.1. Toll Schematic Design Plans

The GEC will provide design services to develop schematic design plans for the toll collection system for the Project. It is anticipated the toll system will have four (4) toll locations along the Corridor and will utilize an Electronic Toll Collection (ETC) System (cashless). The GEC will prepare toll facilities preliminary design utilizing the roadway schematic prepared by others as a basis for the design. Sufficient input from the Authority and TxDOT will be included so that proper input is received regarding the design concept(s). The toll schematic design plans will be submitted to the Authority and TxDOT for approval prior to development of PS&E documents. Toll Systems/Facilities Schematic Design will include:

- Locate toll systems / facilities on Schematic Design plans.
- Include in the Schematic Design (in reference to toll systems):

- Plan view (Structural, Equipment Enclosures, Large Signs, Striping)
- Elevations
- General Sections
- Analysis of:
 - Toll Operations
 - Mechanical and Electrical Operations
 - Provisions for local utilities services
 - Facilities for surveillance, communication and control
 - Conceptual ITS interface and infrastructure
- Layouts for toll gantries
- Outline Specifications
- Opinion of Probable Construction Cost

2.3.2. Toll System/ Facilities PS&E Design 95%

- Based on the approved Schematic Design drawings and documents, the GEC will prepare the PS&E Documents. These documents will set forth in detail the requirements for construction of the toll collection systems portion of the Project. The PS&E Documents shall establish in detail the quality level of materials and systems for the toll collection systems / facilities and will include:
 - Plans
 - Elevations
 - Sections
 - Details
 - General Conditions
 - Technical Specifications
 - Updated Opinion of Probable Construction Cost
- 95% Review Documents and Plans will be submitted to the Authority and TxDOT for review. Any comments will be addressed and the updated 95% plans will be utilized for the CDA procurement. Any revisions that may be required for construction will be part of a future work authorization.

Surveillance, Communication and Control

- Development of Surveillance, Communication and Control (SC&C) plans, details and estimates is not included in this scope of services. However, conduits for SC&C facilities provided by others will be included as directed by the Authority.

Electrical Design

- The GEC will provide electrical design efforts related for the toll collection systems aspects of the Project.
- The GEC will provide required electrical standards.
- The GEC will provide necessary drawings and specifications to adequately describe the Electrical Design for the toll collection systems portion of the Project.

Utility Design

- The GEC will provide a preliminary report on utility requirements at the toll gantry locations.
- The GEC will determine availability of utilities locally and regionally at the gantries.
- The GEC will develop utility plan for regional and onsite service.
- Utility relocation plans are not included in this scope of services. Any utility relocation plans in the project area are assume to be the responsibility of the CDA Developer.

Miscellaneous

- The GEC will prepare general notes for the construction documents.
- The GEC will prepare list of governing specifications, special specifications and special provisions.
- The GEC will provide Quality Control/Quality Assurance for toll facilities design and plan production activities.

2.4. Design Services – Context Sensitive Design

Support the Authority in its efforts to provide context sensitive design solutions to the Project. The GEC will develop 95% Construction Plans and Specifications that will provide guidance and assistance to a developer for the final design of context sensitive solutions, to include hardscape and landscape planting enhancements, seeding and sodding and an irrigation system(s) along the Project. Landscape and Aesthetics Guidelines, will be developed as part of the Context Sensitive Design for the project and will establish hardscape and landscape planting enhancements for interchanges, underpasses, overpasses, medians, terraced planting, screening, and other unique locations of high visibility. These guidelines will provide the basis for the development of the 95% Landscape and Aesthetics related Construction Plans, Specifications, and Estimates.

2.4.1 Sustainability Design Competition:

As requested by the Authority, coordinate and participate in a Sustainability Design Competition to solicit innovative, “green” concepts and ideas, as well as to promote sustainability within the roadway design process. Incorporate ideas, where appropriate, into the Environmental Impact Statement and/or schematic.

2.5. Conceptual Operations Plan

Prepare a preliminary draft Conceptual Operations Plan for the Project which is intended to establish the basic framework for operations of the facility; including a basic definition of systems architecture for ITS and toll collection, incident management, safety and enforcement, and maintenance. The plan will include the roles and responsibilities of the various agencies. The basic approach for the development of the Conceptual Operations Plan will utilize the “183A CONCEPT OF OPERATIONS” and “MANOR EXPRESSWAY CONCEPT OF OPERATIONS” prepared for the Authority to the extent possible as a starting point for the Conceptual Operations Plan. This living document will identify program goals and specific project operational requirements, infrastructure, personnel, operations and maintenance support efforts, and resource requirements. In addition, the Conceptual Operations Plan will provide a preliminary program schedule and timeline of various activities to meet the Authority’s goals within the desired timeframe.

This task involves assisting the Authority with professional consulting services that include conceptual operations plan development and coordination with TxDOT, the City of Austin, Travis County, Hays County, TTI, and the Authority's Toll Systems Integrator. The work associated with the development of the Conceptual Operations Plan will include the following specific tasks.

2.5.1. Operations Plan Development

Based, in part, on the findings of industry research and the development of "Best Practices" for the operation of toll projects, prepare a draft preliminary Conceptual Operations Plan which presents the concept for operation of the proposed Project to include:

- Definition of the Operations Concept
- Description of the toll facility
- Description of the Systems Architecture, including
 - Toll Collection System components
 - Communications Infrastructure
 - ITS System and Interface
- Incident Management
- Enforcement
- Facility Maintenance
- Review of CTRMA policies to ensure they are applicable to the Project

2.5.2. Interagency Coordination

Assist the Authority in conducting a series of agency work sessions in order to develop a basic framework for establishment of the roles and responsibilities for the various respective agencies.

Based on discussions and conclusions identified during the interagency work sessions, prepare a basic organizational structure describing the roles and responsibilities of the agencies to be involved in the operation of the Project.

2.6. **Pre-CDA Procurement Management Services Support**

Support the Authority in its initial efforts to prepare deliverables required to complete the procurement of a development team (the Developer) to enter into a comprehensive development agreement (CDA) with the Authority to develop and construct the Project.

3.0 **ENVIRONMENTAL SERVICES**

3.1. **Agency Coordination**

Support the Authority in coordination activities with TxDOT Austin District, Consultants, Resource Agencies, TxDOT's Environmental Affairs Division, and the FHWA, as required; including meeting preparation and meeting participation. This includes but is not limited to TxDOT coordination meetings, FHWA coordination meetings, and EIS Technical Working Group meetings. Support the Authority in its efforts to adhere with the mandated Consent

Decree and Partial Final Judgment from Jan 23, 1990, in which deviation from the proposed Project design would require coordination with the Barton Springs/Edwards Aquifer Conservation District and, quite possibly, the Federal Court.

3.2. Document Review

- Review draft and final Environmental Documents and provide written comments and recommendations on such documents.
- Review draft and final schematic and provide written comments and recommendations on schematic.
- Reviews shall be for conformance to the applicable requirements of TxDOT and FHWA. Sources of materials will include data received from TxDOT and other federal, state and local governmental and quasi-governmental agencies and field investigations.

3.3 Schematic Design Review

GEC will provide design services to review the schematic design plans being prepared for the Project by TxDOT and its consultant(s). The fee allows for a draft and final review of schematics, including providing written comments and recommendations and a constructability review.

Bicycle and Pedestrian Accommodations: Support the Authority in its efforts to incorporate safe and feasible walking and bicycling connectivity into the Project per FHWA and TxDOT guidance.

4.0 Public Involvement Support

GEC will provide public involvement outreach support on behalf of the Authority for the environmental process, noise workshops, context sensitive design, and other stakeholders as identified.

Provide public involvement, neighborhood outreach, agency and elected official outreach services as requested by the Authority.

Provide a computer simulation of the Project for use in Open House meetings and outreach events as requested by the Authority.

[END OF SECTION]

TASK DESCRIPTION	CLASSIFICATION																						TOTAL HOURS
	Group Director / Program Manager	Department Manager	Sr. Advisor / Project Director	Sr. Project Manager	Project Manager II	Project/Sr. Engineer	Engineer III	Sr. Technician	Sr. CPM Claims Analyst	Sr. Planner	Planner V	Sr. UDLA	UPD II	Public Involvement Mgr	Sr. Public Involvement Rep.	Sr. ITS Design Engineer	GIS Team Leader	Sr. Graphic Designer	Scientist II	Office Business Manager	Project Analyst	Admin. Assistant	
1.0 PROJECT MANAGEMENT AND ADMINISTRATION																							
1.1 Coordinate, Procure, and Administer Work Authorizations	80	40			120										70						100	40	40
1.2 Progress Reports and Invoices	80				100				10						40					36	160	40	80
1.3 Record Keeping and File Management	40				24																300	80	220
1.4 Correspondence	40				40																20	20	60
1.5 Work Authorization Schedule	32	16	16	16	60		40		200														
1.6 Dashboard Update	40				60		60		40														
SUBTOTAL	312	56	16	16	404	0	100	0	250	0	0	0	0	0	110	0	0	0	0	36	580	140	400
2.0 PROJECT DEVELOPMENT																							
2.1 Project Development Support	210	120	80	200	360	240	240	240	40						360	240	120						200
2.2 Financial Planning Support	120	16	40	180	40	80	0		0														100
2.3 Design Services – Toll Systems / Facilities Design	40	16	40	40	80	240	240	240															24
2.4 Design Services - Context Sensitive Design	40	160	20		80	40	40			400	800												24
2.5 Conceptual Operations Plan	40	20	20	160	40	20	20																100
SUBTOTAL	450	332	200	580	600	620	540	480	40	400	800	0	0	0	360	320	120	0	0	0	0	0	448
3.0 ENVIRONMENTAL SERVICES																							
3.1 Agency Coordination	40	180	40	40	120	40						80	40										40
3.2 Document Review	40	360	40	80	160	240																	
3.3 Schematic Design Review	40	24	40	20	200	240	120	120								40							24
SUBTOTAL	120	564	120	140	480	520	120	120	0	0	0	80	40	0	0	40	0	0	240	0	0	0	64
4.0 PUBLIC INVOLVEMENT SUPPORT																							
4.0 Public Involvement Support	40	80	20		40	40	20					40	80	40	400								
SUBTOTAL	40	80	20	0	40	40	20	0	0	0	0	40	80	40	400	0	0	0	0	0	0	0	0
TOTAL HOURS	922	1,032	356	736	1,524	1,180	780	600	290	400	800	120	120	40	870	360	120	0	240	36	580	140	912
BASE RATE	\$ 101.05	\$ 78.49	\$ 109.95	\$ 84.39	\$ 60.25	\$ 50.40	\$ 38.15	\$ 45.51	\$ 45.69	\$ 55.61	\$ 48.71	\$ 56.59	\$ 27.52	\$ 43.93	\$ 34.69	\$ 57.90	\$ 41.29	\$ 41.16	\$ 34.01	\$ 46.17	\$ 26.59	\$ 20.23	\$ 24.71
TOTAL LABOR	\$ 93,168	\$ 80,997	\$ 39,140	\$ 62,110	\$ 91,824	\$ 59,467	\$ 29,755	\$ 27,306	\$ 13,251	\$ 22,244	\$ 38,966	\$ 6,791	\$ 3,302	\$ 1,757	\$ 30,176	\$ 20,842	\$ 4,955	\$ -	\$ 8,162	\$ 1,662	\$ 15,421	\$ 2,832	\$ 22,536
LABOR BURDEN	\$ 173,442	\$ 150,784	\$ 72,864	\$ 115,624	\$ 170,940	\$ 110,704	\$ 55,393	\$ 50,833	\$ 24,669	\$ 41,409	\$ 72,540	\$ 12,642	\$ 6,148	\$ 3,271	\$ 56,176	\$ 38,800	\$ 9,225	\$ -	\$ 15,195	\$ 3,094	\$ 28,708	\$ 5,272	\$ 41,952
TOTAL	\$ 266,610	\$ 231,781	\$ 112,004	\$ 177,734	\$ 262,764	\$ 170,172	\$ 85,148	\$ 78,139	\$ 37,920	\$ 63,653	\$ 111,506	\$ 19,433	\$ 9,450	\$ 5,028	\$ 86,351	\$ 59,642	\$ 14,180	\$ -	\$ 23,358	\$ 4,757	\$ 44,129	\$ 8,105	\$ 64,488

EXPENSES	ITEM
MISCELLANEOUS EXPENSES	\$ 60,000
MISCELLANEOUS SUBCONSULTANTS	TBD - Fee Included in tasks above
\$	60,000

Estimated Subconsultant Fee = \$250,000

SUBTOTALS BY TASK	TOTAL HOURS	TOTAL LABOR	TOTAL BURDENED LABOR
1.0 PROJECT MANAGEMENT AND ADMINISTRATION	2,420	\$ 112,227	\$ 321,149
2.0 PROJECT DEVELOPMENT	6,290	\$ 362,382	\$ 1,036,992
3.0 ENVIRONMENTAL SERVICES	2,648	\$ 164,253	\$ 470,027
4.0 PUBLIC INVOLVEMENT SUPPORT	800	\$ 37,805	\$ 108,183
EXPENSES			\$ 60,000
JOB TOTALS	12,158	\$ 676,667	\$ 1,996,351

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

RESOLUTION NO. 11-__

**APPROVE A WORK AUTHORIZATION UNDER THE GEC MASTER
CONTRACT WITH HNTB CORPORATION FOR PROJECT SPECIFIC
SERVICES RELATED TO THE DEVELOPMENT OF
THE MANCHACA EXPRESSWAY (APPROXIMATELY 4 MILES OF THE SH
45 SOUTHWEST CORRIDOR, FROM LOOP 1 TO FM 1626).**

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, HNTB and the Executive Director have discussed and agreed to a proposed work authorization, a copy of which is attached and incorporated into this resolution as Attachment A, for HNTB to perform certain project management, administrative tasks and program oversight duties related to CTRMA’s development of the Manchaca Expressway; and

WHEREAS, the Executive Director recommends approval of the proposed amendment.

NOW THEREFORE, BE IT RESOLVED that the Board of Directors approves the proposed Work Authorization No. 9, in the form or substantially the same form as Attachment A; and

BE IT FURTHER RESOLVED that the proposed supplemental work authorization, as approved, 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 29th day of June, 2011.

Submitted and reviewed by:

Approved:

Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 11-__
Date Passed: 6/29/11

ATTACHMENT “A” TO RESOLUTION 11-
PROPOSED WORK AUTHORIZATION NO. 8

[on the following 10 pages]

**JUNE 29, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM # 12

Approve the submission of project applications to the Capital Area Metropolitan Planning Organization (CAMPO) for its consideration in response to a CAMPO call for projects to be funded from 2011 – 2014 Metro Mobility and Rehabilitation dollars allocated to the region.

Department: Engineering & Finance

Associated Costs: N/A

Board Action Required: YES

Description of Matter:

The current Call for Project Applications is for \$78.5 million of transportation funds and is based on the *CAMPO 2035 Regional Transportation Plan's* goals and objectives. Capital Area Metropolitan Planning Organization (CAMPO) is charged with selecting projects to receive the funding in the region under Federal Highway Administration Surface Transportation Program Metropolitan Mobility (STP MM). CAMPO is conducting a Call for Projects for projects to award this funding competitively to projects in the region.

	FY 2012	FY 2013	FY 2014	Total
STP MM	\$14,000,000	\$30,000,000	\$30,083,519	\$74,083,519
TxDOT Category 12	\$4,500,000			\$4,500,000
Total	\$18,500,000	\$30,000,000	\$30,083,519	\$78,583,519

All projects applying for funds (other than planning studies) must be identified, either individually or as part of a categorical grouping, on the Regionally Funded Projects List of the *CAMPO 2035 Regional Transportation Plan*.

The CTRMA currently anticipates submitting applications to CAMPO for the following Projects, which are listed on the CAMPO 2035 Plan, pending Board approval:

- **183A Shared Use Path Extension** – from Hero Way north to San Gabriel River including connection to proposed Capital Metro Park & Ride; includes design and construction.

- **HERO Patrol Service Program Extension** – extended limits from SH130 in Georgetown to Yarrington Road in Kyle and 24hr service Monday-Friday.
- **Loop 1 South Project** – from Lady Bird Lake south to Slaughter Lane; includes planning study, environmental clearance, schematic development, Level 1 T&R, and bonding capacity analysis.
- **US 183 Express Lanes Project** – from just north of RM620 south to Loop 1; includes planning study, environmental clearance, schematic development, Level 1 T&R, and bonding capacity analysis.

Successful applicants will enter into a funding agreement with TxDOT. The funding agreement will provide for additional requirements related to project administration and reporting, and may specify additional deadlines for expenditure of the funds in order to ensure that timely progress is made. The project sponsor must have sufficient funds to carry out the project; payments are issued as a reimbursement for eligible expenses and project deliverables. This Program requires local match funding. The applicant will be required to identify non-Federal match funding of at least 20%. There is no fee required for submittal of the Applications.

Attached documentation for reference:

Draft Resolution, including Project List as identified above

Contact for further information:

Wesley M. Burford, P.E., Director of Engineering

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

RESOLUTION NO. 11-___

**APPROVE THE SUBMISSION OF PROJECT APPLICATIONS TO THE
CAPITAL AREA METROPOLITAN PLANNING ORGANIZATION (CAMPO)
FOR ITS CONSIDERATION IN RESPONSE TO A CAMPO CALL FOR
PROJECTS TO BE FUNDED FROM 2011 – 2014 METRO MOBILITY AND
REHABILITATION DOLLARS ALLOCATED TO THE REGION.**

WHEREAS, the Capital Area Metropolitan Planning Organization (CAMPO) is charged with selecting projects to receive the funding in the region under Federal Highway Administration Surface Transportation Program Metropolitan Mobility (STP MM); and

WHEREAS, CAMPO is conducting a Call for Projects to award \$78.5 million in transportation funds based on the goals and objectives established by the *CAMPO 2035 Regional Transportation Plan*; and

WHEREAS, an applications for funds other than planning studies must be for a project identified, either individually or as part of a categorical grouping, on the Regionally Funded Projects List of the *CAMPO 2035 Regional Transportation Plan*; and

WHEREAS, the Executive Director recommends submitting applications to CAMPO to fund projects listed in the *CAMPO 2035 Regional Transportation Plan* that are identified on the project list attached and incorporated into this resolution as Attachment A.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves the proposed Change Order No. 2 in the form or substantially the same form as Attachment A; and

BE IT FURTHER RESOLVED, that Change Order No. 2 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 29th day of June, 2011.

Submitted and reviewed by:

Approved:

Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 11-___
Date Passed: 6/29/11

ATTACHMENT “A” TO RESOLUTION 11-

PROJECT LIST

1. **183A Shared Use Path Extension** – from Hero Way north to San Gabriel River including connection to proposed Capital Metro Park & Ride; includes design and construction.
2. **HERO Patrol Service Program Extension** – extended limits from SH130 in Georgetown to Yarrington Road in Kyle and 24hr service Monday-Friday.
3. **Loop 1 South Project** – from Lady Bird Lake south to Slaughter Lane; includes planning study, environmental clearance, schematic development, Level 1 T&R, and bonding capacity analysis.
4. **US 183 Express Lanes Project** – from just north of RM620 south to Loop 1; includes planning study, environmental clearance, schematic development, Level 1 T&R, and bonding capacity analysis.

**JUNE 29, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM # 13

Authorize a procurement process for proposals to be a sponsor of the HERO program.

Department: Toll Operations

Associated Costs: N/A

Funding Source: N/A

Board Action Required: Yes

Description of Matter:

The Mobility Authority has been administering the Highway Emergency Responders Operators (HERO) program since it was re-initiated in September 2010. With assistance to over 3,600 motorists in this time period, the program has been successful in its goal of keeping traffic flowing on IH 35 which otherwise would have been slowed or impeded due to single vehicle incidents, such as vehicles with flat tires and/or engine/mobility issues.

As the Mobility Authority works to continue (and possibly expand) the program beyond its initial two-year funding cycle provided by the American Recovery and Reinvestment Act, other sources of funding are being pursued. The requested Board action would allow the Mobility Authority to solicit private and public financial sponsorships for the HERO program. Any funding would begin in September 2012 – at the end of the initial two-year program. A procurement process would open opportunities for any entity interested in participating with the Mobility Authority in the program.

Attached documentation for reference:

Draft Resolution

Contact for further information:

Mario Espinoza or Tim Reilly

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

RESOLUTION NO. 11-___

**AUTHORIZE A PROCUREMENT PROCESS FOR PROPOSALS
TO BE A SPONSOR OF THE HERO PROGRAM.**

WHEREAS, CTRMA administers the Highway Emergency Responders Operators (HERO) program that has assisted over 3,600 motorists and is successful in its goal of providing assistance to motorists and keeping traffic flowing on IH 35; and

WHEREAS, as CTRMA works to continue, and possibly expand, the HERO program after September, 2012, when funding provided under the American Recovery and Reinvestment Act will terminate, other sources of funding are being pursued, including the solicitation of private and public financial sponsorships for the HERO program; and

WHEREAS, the Executive Director recommends initiating a procurement process to formally solicit proposals for financial sponsorship of the HERO program beginning on or before September, 2012.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors authorizes and directs the Executive Director to prepare and issue a request for proposals for financial sponsorship of the HERO program; and

BE IT FURTHER RESOLVED, that the Executive Director shall establish a process to review responses to the request for sponsorship proposals and shall make a recommendation to the Board of Directors concerning proposals received based on "best value" to the Authority as established by criteria set forth in the request for proposals.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of June, 2011.

Submitted and reviewed by:

Approved:

Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 11-___
Date Passed: 6/29/11

**JUNE 29, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM # 14

Authorize initiation of a process to (i) procure consultants to evaluate all project finance and development options available under state law for CTRMA transportation projects, including public-private partnerships, design/build, and design/build/finance options; and (ii) solicit industry input on project and development options for specific projects, including but not limited to the Loop 1/MoPac Improvement Project and 183 South/Bergstrom Expressway.

Department: Executive Director

Board Action: YES

Description of Matter:

Changes to state law effective in September, 2011, authorize CTRMA to use public-private partnerships in the form of a concession comprehensive development agreement (“CDA”), a design-build agreement, or a design-build-finance agreement to develop its transportation projects. New legislation provides the specific authority to use public-private partnerships to develop the MoPac Improvement Project and the Bergstrom Expressway.

This resolution authorizes the Executive Director to procure appropriate consulting and advisory services to assist CTRMA in analyzing the use and feasibility of public-private partnerships for CTRMA projects, subject to Board approval of contracts, and to solicit input from industry stakeholders on options for development of CTRMA projects using public-private partnerships.

Attached Document:

Draft Resolution

Contact for further information:

Mike Heiligenstein, Executive Director

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

RESOLUTION NO. 11-___

**AUTHORIZE PROCUREMENT OF PROJECT FINANCE AND
DEVELOPMENT ADVISORY SERVICES AND SOLICITATION OF
INDUSTRY INPUT ON PROJECT FINANCE AND DEVELOPMENT OPTIONS
FOR SPECIFIC PROJECTS**

WHEREAS, SB 1420, enacted by the 82nd Legislature, authorizes the Central Texas Regional Mobility Authority (CTRMA) to develop both the Loop 1 project from Farm-to-Market Road 734 to César Chávez Street (the “Mopac Improvement Project”) and the U.S. 183 South project from Springdale Road to Patton Avenue (the “Bergstrom Expressway”) through a concession comprehensive development agreement (“CDA”), pursuant to which a private entity may design, develop, finance, construct, maintain, repair, operate, extend, or expand a project on behalf of CTRMA; and

WHEREAS, SB 1420 also authorizes CTRMA to enter into a design-build or a design-build-finance agreement with a private entity, pursuant to which the private entity may design, construct, finance, expand, extend, rehabilitate, alter, or repair a transportation project on behalf of CTRMA; and

WHEREAS, use of public-private partnerships in the form of a concession CDA, a design-build agreement, or a design-build-finance agreement as authorized by SB 1420 could accelerate the delivery of needed transportation improvements in the Central Texas; and

WHEREAS, CTRMA desires to explore the use and feasibility of these innovative project delivery methods by establishing an advisory team to consult with CTRMA on the available project finance and delivery options and assist CTRMA in its efforts to advance its transportation projects by soliciting appropriate input from the industry concerning potential project finance and delivery options; and

WHEREAS, the Executive Director recommends that CTRMA procure the services of consultants and advisors qualified to provide the needed advisory services; and

WHEREAS, the Executive Director further recommends that CTRMA solicit industry input on project finance and development options for specific projects, including but not limited to the Mopac Improvement Project and the Bergstrom Expressway.

NOW THEREFORE, BE IT RESOLVED that the Board of Directors authorizes the Executive Director to initiate a process to procure appropriate project finance and development advisory services, including services related to public-private partnerships, design-build, and design-build-

finance options, provided that any contract for such advisory service shall be subject to approval by the Board of Directors; and

BE IT FURTHER RESOLVED, the Executive Director is authorized to initiate a process to solicit industry input on project finance and development options for specific projects, including but not limited to the Mopac Improvement Project and the Bergstrom Expressway.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of June, 2011.

Submitted and reviewed by:

Approved:

Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number 11-_____
Date Passed 6/29/11

**JUNE 29, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM # 15

Discussion and Action regarding the Fiscal Year 2012 Proposed Operating Budget

Department: Financial Services

Associated Costs: N/A

Funding Source: N/A

Board Action Required: Yes

Description of Matter:

Attached is the proposed Central Texas Regional Mobility Authority Operating Budget for FY 2012 outlining the Authority's operating spending plan for the ensuing fiscal year. The total operating budget is

Attached documentation for reference:

FY 2012 Proposed Operating Budget

Contact for further information:

**Bill Chapman, CFO
Cindy Demers, Controller**

**JUNE 29, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM # 16

Adopt a resolution expressing intent to finance expenditures to be incurred for project costs relating to development of the MoPac Improvement Project (approximately 11 miles of the Loop 1 Corridor, from Parmer Lane to Cesar Chavez Street).

Department: Finance

Associated Costs: N/A

Funding Source: N/A

Board Action Required: YES

Description of Matter: The attached resolution will allow CTRMA to reimburse expenditures made from future bond proceeds.

Attached documentation for reference: N/A

Contact for further information: Bill Chapman, Chief Financial Officer

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

RESOLUTION NO. 11-___

**Expressing Intent to Finance Expenditures To Be Incurred
for the MoPac Improvement Project.**

WHEREAS, the Central Texas Regional Mobility Authority (the “Issuer”) is a political subdivision of the State of Texas authorized to finance its activities by issuing obligations; and

WHEREAS, the Issuer will make, or has made not more than 60 days prior to the date hereof, payments with respect to the design, acquisition, construction, reconstruction, or renovation of the project listed on Attachment A to this resolution (the “Financed Property”); and

WHEREAS, the Issuer has concluded that it does not currently desire to issue obligations to finance the costs associated with the Financed Property; and

WHEREAS, the Issuer desires to reimburse itself for the costs associated with the Financed Property from the proceeds of obligations to be issued subsequent to the date hereof; and

WHEREAS, the Issuer reasonably expects to issue obligations to reimburse itself for the costs associated with the Financed Property.

NOW THEREFORE, BE IT RESOLVED, that the Issuer reasonably expects to reimburse itself for costs that have been or will be paid subsequent to the date that is 60 days prior to the date hereof and that are to be paid in connection with the analysis, design, acquisition, construction, reconstruction, or renovation of the Financed Property from the proceeds of obligations to be issued subsequent to the date hereof; and

BE IT FURTHER RESOLVED that the Issuer reasonably expects that the maximum principal amount of obligations issued to reimburse the Issuer for the costs associated with the Financed Property will be \$250,000,000.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of June, 2011.

Submitted and reviewed by:

Approved:

Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 11-___
Date Passed: 6/29/11

ATTACHMENT "A" TO RESOLUTION 11-

DESCRIPTION OF PROJECT

<u>Purpose/Project</u>	<u>Amount</u>
The MoPac Improvement Project, which may include, without limitation, (i) approximately 11 miles of tolled managed lanes within the Loop 1 corridor from FM 734 (Parmer Lane) south to César Chávez Street, with one or more tolled managed lanes in each direction, and (ii) toll collection equipment and other facilities and equipment necessary or incidental to the project.	\$250,000,000

**JUNE 29, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM # 17

Adopt a resolution expressing intent to finance expenditures to be incurred for project costs relating to development of the Bergstrom Expressway Project (approximately 8 miles of the US 183 Corridor, from Springdale Road to Patton Avenue).

Department: Finance

Associated Costs: N/A

Funding Source: N/A

Board Action Required: YES

Description of Matter: The attached resolution will allow CTRMA to reimburse expenditures made from future bond proceeds.

Attached documentation for reference: N/A

Contact for further information: Bill Chapman, Chief Financial Officer

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

RESOLUTION NO. 11-___

**Expressing Intent to Finance Expenditures To Be Incurred
for the Bergstrom Expressway Project.**

WHEREAS, the Central Texas Regional Mobility Authority (the "Issuer") is a political subdivision of the State of Texas authorized to finance its activities by issuing obligations; and

WHEREAS, the Issuer will make, or has made not more than 60 days prior to the date hereof, payments with respect to the design, acquisition, construction, reconstruction, or renovation of the project listed on Attachment A to this resolution (the "Financed Property"); and

WHEREAS, the Issuer has concluded that it does not currently desire to issue obligations to finance the costs associated with the Financed Property; and

WHEREAS, the Issuer desires to reimburse itself for the costs associated with the Financed Property from the proceeds of obligations to be issued subsequent to the date hereof; and

WHEREAS, the Issuer reasonably expects to issue obligations to reimburse itself for the costs associated with the Financed Property.

NOW THEREFORE, BE IT RESOLVED, that the Issuer reasonably expects to reimburse itself for costs that have been or will be paid subsequent to the date that is 60 days prior to the date hereof and that are to be paid in connection with the analysis, design, acquisition, construction, reconstruction, or renovation of the Financed Property from the proceeds of obligations to be issued subsequent to the date hereof; and

BE IT FURTHER RESOLVED that the Issuer reasonably expects that the maximum principal amount of obligations issued to reimburse the Issuer for the costs associated with the Financed Property will be \$675,000,000.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of June, 2011.

Submitted and reviewed by:

Approved:

Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 11-___
Date Passed: 6/29/11

ATTACHMENT "A" TO RESOLUTION 11-

DESCRIPTION OF PROJECT

<u>Purpose/Project</u>	<u>Amount</u>
The Bergstrom Expressway Project, which will include, without limitation, (i) approximately 8 miles of tolled main lanes and non-tolled continuous frontage road lanes within the US 183 corridor from Springdale Road south to Patton Avenue, (ii) associated grade-separated intersections, and (iii) toll collection equipment and other facilities and equipment necessary or incidental to the project.	\$675,000,000

**JUNE 29, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM # 18

Adopt a resolution expressing intent to finance expenditures to be incurred for project costs relating to development of the Oak Hill Expressway Project (at the US290W / SH 71 interchange in Oak Hill).

Department: Finance

Associated Costs: N/A

Funding Source: N/A

Board Action Required: YES

Description of Matter: The attached resolution will allow CTRMA to reimburse expenditures made from future bond proceeds.

Attached documentation for reference: N/A

Contact for further information: Bill Chapman, Chief Financial Officer

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

RESOLUTION NO. 11-___

**Expressing Intent to Finance Expenditures To Be Incurred
for the Oak Hill Expressway Project.**

WHEREAS, the Central Texas Regional Mobility Authority (the "Issuer") is a political subdivision of the State of Texas authorized to finance its activities by issuing obligations; and

WHEREAS, the Issuer will make, or has made not more than 60 days prior to the date hereof, payments with respect to the design, acquisition, construction, reconstruction, or renovation of the project listed on Attachment A to this resolution (the "Financed Property"); and

WHEREAS, the Issuer has concluded that it does not currently desire to issue obligations to finance the costs associated with the Financed Property; and

WHEREAS, the Issuer desires to reimburse itself for the costs associated with the Financed Property from the proceeds of obligations to be issued subsequent to the date hereof; and

WHEREAS, the Issuer reasonably expects to issue obligations to reimburse itself for the costs associated with the Financed Property.

NOW THEREFORE, BE IT RESOLVED, that the Issuer reasonably expects to reimburse itself for costs that have been or will be paid subsequent to the date that is 60 days prior to the date hereof and that are to be paid in connection with the analysis, design, acquisition, construction, reconstruction, or renovation of the Financed Property from the proceeds of obligations to be issued subsequent to the date hereof; and

BE IT FURTHER RESOLVED that the Issuer reasonably expects that the maximum principal amount of obligations issued to reimburse the Issuer for the costs associated with the Financed Property will be \$650,000,000.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of June, 2011.

Submitted and reviewed by:

Approved:

Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 11-___
Date Passed: 6/29/11

ATTACHMENT "A" TO RESOLUTION 11-

DESCRIPTION OF PROJECT

<u>Purpose/Project</u>	<u>Amount</u>
The Oak Hill Expressway Project, which will include, without limitation, (i) a grade separated interchange within the US 290W/SH 71 intersection in Oak Hill, including tolled main lanes and non-tolled continuous frontage roads, and (ii) toll collection equipment and other facilities and equipment necessary or incidental to the project.	\$650,000,000

**JUNE 29, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM # 19

Adopt a resolution expressing intent to finance expenditures to be incurred for project costs relating to development of the Manchaca Expressway Project (approximately 4 miles of the SH 45 Southwest Corridor, from Loop 1 to FM 1626).

Department: Finance

Associated Costs: N/A

Funding Source: N/A

Board Action Required: YES

Description of Matter: The attached resolution will allow CTRMA to reimburse expenditures made from future bond proceeds.

Attached documentation for reference: N/A

Contact for further information: Bill Chapman, Chief Financial Officer

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

RESOLUTION NO. 11-___

**Expressing Intent to Finance Expenditures To Be Incurred
for the Manchaca Expressway Project.**

WHEREAS, the Central Texas Regional Mobility Authority (the "Issuer") is a political subdivision of the State of Texas authorized to finance its activities by issuing obligations; and

WHEREAS, the Issuer will make, or has made not more than 60 days prior to the date hereof, payments with respect to the design, acquisition, construction, reconstruction, or renovation of the project listed on Attachment A to this resolution (the "Financed Property"); and

WHEREAS, the Issuer has concluded that it does not currently desire to issue obligations to finance the costs associated with the Financed Property; and

WHEREAS, the Issuer desires to reimburse itself for the costs associated with the Financed Property from the proceeds of obligations to be issued subsequent to the date hereof; and

WHEREAS, the Issuer reasonably expects to issue obligations to reimburse itself for the costs associated with the Financed Property.

NOW THEREFORE, BE IT RESOLVED, that the Issuer reasonably expects to reimburse itself for costs that have been or will be paid subsequent to the date that is 60 days prior to the date hereof and that are to be paid in connection with the analysis, design, acquisition, construction, reconstruction, or renovation of the Financed Property from the proceeds of obligations to be issued subsequent to the date hereof; and

BE IT FURTHER RESOLVED that the Issuer reasonably expects that the maximum principal amount of obligations issued to reimburse the Issuer for the costs associated with the Financed Property will be \$90,000,000.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of June, 2011.

Submitted and reviewed by:

Approved:

Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 11-___
Date Passed: 6/29/11

ATTACHMENT "A" TO RESOLUTION 11-

DESCRIPTION OF PROJECT

<u>Purpose/Project</u>	<u>Amount</u>
The Manchaca Expressway Project, which will include, without limitation, (i) approximately 4 miles of tolled main lanes within the State Highway 45 Southwest corridor from Loop 1 to FM 1626, (ii) associated grade-separated intersections, and (iii) toll collection equipment and other facilities and equipment necessary or incidental to the project.	\$90,000,000

**April 29, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM # 20

Presentation and Action on Acceptance of Monthly Financial Reports

Department: Finance

Associated Costs: None

Board Action Required: Yes

Description of Matter:

Presentation and acceptance of monthly financial report for May 2011

Attached documentation for reference: Financials

Contact for further information: Bill Chapman, Chief Financial Officer

**Central Texas Regional Mobility Authority
Balance Sheet**

As of

May 31, 2011

May 31, 2010

Assets

Current Assets

Cash in Regions Operating Account	136,514		64,804
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Cash In TexSTAR	241,788		94,638
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Regions Payroll Account	3,265		1,712
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Restricted cash/cash equivalents

Fidelity Government MMA	11,493,647		7,047,124
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Restricted Cash-TexStar	87,492,046		45,570,623
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Regions SIB account	7,492,533		30,017,954
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Overpayment accounts	18,594		9,156
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Total Cash and Cash Equivalents	106,741,873		82,806,011
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Accounts Receivable	137,454		97,016
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Due From Employees	375		375
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Due From Other Funds	0		108,340
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Due From TTA	375,997		517,002
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Due From NTTA	36,243		34,246
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Due From HCTRA	108,764		54,552
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Due From TxDOT	3,756,573		0
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Due From Federal Government	965,380		1,120,042
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Interest Receivable	88,234		88,199
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Total Receivables	5,469,020		2,019,772
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Short Term Investments

Certificates of Deposit	3,100,000		3,100,000
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Investment in Government Agencies	7,944,295.5		8,561,361
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Other Current Assets

Prepaid Insurance	31,687		39,300
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Total Current Assets	123,423,389		96,526,444
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Construction Work In Process

	168,488,045		49,783,652
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Fixed Assets

Computers(net)	32,942		38,277
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Computer Software(net)	1,371,344		2,578,354
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Furniture and Fixtures(net)	20,645		33,413
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Equipment(net)	46,784		44,511
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Autos and Trucks(net)	328		4,261
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Buildings and Toll Facilities(net)	6,358,844		6,535,402
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Highways and Bridges(net)	178,133,456		183,100,663
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Communication Equipment(net)	1,158,189		1,340,284
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Toll Equipment(net)	2,669,621		3,207,429
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Signs(net)	5,100,198		5,233,467
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Land Improvements(net)	1,183,838		951,020
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Right of Way	23,683,553		23,683,553
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Leasehold Improvements	60,044		65,895
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Total Fixed Assets	219,819,786		226,816,530
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Long Term Investments

GIC (Restricted)	58,345,174		100,148,419
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Other Assets

Security Deposits	9,483		9,483
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Intangible Assets	650		650
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Total Bond Issuance Costs	10,420,538		10,837,592
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Total Assets

	580,507,065		
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		484,122,771	
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Liabilities

Current Liabilities

Accounts Payable	3,703,939		6,310
Overpayments	19,176		9,443
Interest Payable	7,872,693		8,057,359
Due to other Funds	0		184,367
Deferred Compensation Payable	3,290		0
TCDRS Payable	28,780		25,494
Due to State of Texas	2,202		822
Total Current Liabilities	11,630,079		8,283,796

Long Term Liabilities

Accrued Vac & Sick Leave Paybl		205,137		205,137
Retainage Payable		0		143,333
Senior Lien Revenue Bonds 2005	172,698,781		171,799,426	
Senior Lien Revenue Bonds 2010	98,221,803		95,484,459	
Sn Lien Rev Bnd Prem/Disc 2005	4,774,266		4,939,440	
Sn Lien Rev Bnd Prem/Disc 2010	206,371		237,196	
Subordinated Lien Bond 2010		45,000,000		45,000,000
TIFIA note 2008		77,330,123		73,827,037
2010 Regions BAB's Payable		60,000,000		0
2009 State Infrastructure loan		33,100,531		32,075,160
Total Long Term Liabilities		491,537,012		423,711,187
Total Liabilities		503,167,091		431,994,983

Net Assets Section

Contributed Capital		18,334,846		18,443,186
Net Assets beginning		37,460,114		41,478,327
Current Year Operations		21,545,015		(7,793,725)
Total Net Assets		59,005,129		33,684,603
Total Liabilities and Net Assets		580,507,065		484,122,771

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Revenue	Budget	Actual Year	Percent	Actual Year
	FY 2011	To Date 5/31/2011	Of Budget	To Date 5/31/2010
Toll Revenue-TxTag-183A	17,000,000	14,406,809	84.75%	13,754,653
Toll Revenue-HCTRA-183A	540,000	580,031	107.41%	501,289
Toll Revenue-NTTA-183A	340,000	371,691	109.32%	322,237
Video Tolls	2,800,000	2,930,303	104.65%	2,573,838
Fee Revenue	1,350,000	1,220,522	90.41%	1,211,523
Total Operating Revenue	22,030,000	19,509,355	88.56%	18,363,540
Interest Income	60,000	221,853	369.76%	367,443
Grant Revenue	0	27,539,262		0
Misc Revenue	6,600	2,200	33.33%	917
Gain/Loss on Disposal of Asset	0	1,000		0.00
Total Revenue	22,096,600	47,273,671	213.94%	18,731,900

Expenditures	Budget	Actual Year	Percent	Actual Year
	FY 2011	To Date 5/31/2011	Of Budget	To Date 5/31/2010
Salary & Wage Expense				
Regular salaries	1,898,467	1,472,175	77.55%	1,405,243
Part Time salaries	14,000	6,354	45.38%	5,348
Overtime	4,000	0		0
Contractual Employees	105,000	29,550	28.14%	1,125
TCDRS	286,111	211,149	73.80%	196,176
FICA	97,483	66,503	68.22%	59,999
Medicare	28,901	20,861	72.18%	19,818
Health Insurance	213,300	145,473	68.20%	134,193
Life Insurance	6,618	4,837	73.08%	4,807
Auto Allowance	9,000	8,798	97.75%	7,763
Other Benefits	167,144	51,619	30.88%	44,209
Unemployment Taxes	4,959	2,978	60.05%	915
Salary Reserve	78,719	0		0
Total Salaries & Wages	2,913,702	2,020,297	69.34%	1,879,594
Contractual Services				
Professional Services				
Accounting	9,800	5,798	59.17%	9,478
Auditing	54,000	42,650	78.98%	43,057
General Engineering Consultant	1,600,000	850,701	53.17%	730,305
General System Consultant	175,000	5,894	3.37%	46,004
Image Processing	610,000	626,361	102.68%	587,534
Facility maintenance	90,000	92,549	102.83%	86,110
HERO	0	728,500		0
Human Resources	12,000	15,485	129.04%	1,558
Legal	400,000	85,911	21.48%	99,233
Photography	15,000	13,545	90.30%	8,290
Total Professional Services	2,965,800	2,467,394	83.19%	1,618,858

Expenditures	Budget	Actual Year	Percent	Actual Year
	FY 2011	To Date 5/31/2011	Of Budget	To Date 5/31/2010
Other Contractual Services				
IT Services	65,000	34,012	52.33%	55,998
Graphic Design Services	13,500	3,509	25.99%	9,995
Website Maintenance	45,000	45,905	102.01%	16,618
Research Services	20,000	26,089	130.45%	5,000
Copy Machine	13,500	6,396	47.38%	9,614
Software licenses	23,000	8,300	36.09%	22,664
ETC system Maintenance	1,288,000	534,141	41.47%	1,013,937
ETC Development	125,000	19,903	15.92%	55,316
ETC Testing	30,000	0		28,718
Communications and Marketing	170,000	130,645	76.85%	107,489
Advertising	25,000	40,439	161.76%	13,596
Direct Mail	5,000	0		0
Video Production	5,000	0		1,884
Television	5,000	0		0
Radio	20,000	0		-30
Other Public Relations	2,500	0		0
Law Enforcement	245,000	214,576	87.58%	185,462
Special Assignments	5,000	0		0
Traffic Management	72,000	53,542	74.36%	58,608
Emergency Maintenance	10,000	0		0
Roadway Maintenance Contract	300,000	68,484	22.83%	224,670
Landscape Maintenance	200,000	81,544	40.77%	156,161
Signal & Illumination Maintenance	250,000	121,933	48.77%	219,787
Mowing and Litter Control	300,000	54,067	18.02%	172,850
Hazardous Material Cleanup	10,000	0		0
Striping	50,000	0		22,367
Graffiti Removal	10,000	2,125	21.25%	800
Cell Phones	7,500	8,145	108.60%	5,509
Local	16,500	9,098	55.14%	10,337
Long Distance	750	273	36.34%	252
Internet	6,600	3,002	45.48%	4,020
Fiber Optic System	63,000	43,954	69.77%	33,028
Other Communication Expense	1,500	1,763	117.52%	839
Subscriptions	1,600	899	56.17%	488
Memberships	22,500	26,132	116.14%	8,628
Continuing Education	3,000	3,100	103.33%	1,350
Professional Development	5,000	0		305
Seminars and Conferences	32,500	15,930	49.02%	14,785
Staff-Travel	81,500	33,237	40.78%	49,218
Other Contractual Svcs	0	267		0
Roadway maintenance contract	0	13,875		0
TxTag Collection Fees	1,767,200	1,301,226	73.63%	1,060,944
Contractual Contingencies	160,500	27,382	17.06%	382
Total Other Contractual Services	5,477,150	2,933,895	53.57%	3,571,591
Total Contractual Expenses	8,442,950	5,401,289	63.97%	5,190,448

Expenditures	Budget FY 2011	Actual Year To Date 5/31/2011	Percent Of Budget	Actual Year To Date 5/31/2010
Materials and Supplies				
Books & Publications	12,800	11,577	90.44%	9,351
Office Supplies Expense	12,000	5,680	47.33%	3,426
Computer Supplies Expense	7,500	12,215	162.87%	7,142
Copy Supplies Expense	2,000	916	45.82%	387
Annual Report Printing	10,000	5,354	53.54%	8,734
Other Printed Reports	20,000	2,451	12.25%	11,920
Direct Mail-printing Expense	5,000	0		0
Office Supplies-printed	1,000	2,099	209.91%	840
Maintenance Supplies Expense	0	210		0
Promotional Items expense	10,000	3,235	32.35%	208
Displays	5,000	0		0
Tools & Equipment Expense	1,500	14	0.93%	374
Misc Materials & Supplies	3,700	93	2.51%	2,726
Total Materials & Supplies Exp	120,500	43,843	36.38%	47,125

Expenditures	Budget	Actual Year	Percent	Actual Year
	FY 2011	To Date 5/31/2011	Of Budget	To Date 5/31/2010
Operating Expenses				
Gasoline Expense	3,500	3,987	113.92%	2,983
Mileage Reimbursement	8,250	3,221	39.04%	4,094
Toll Tag Expense	4,375	2,667	60.96%	2,522
Parking	39,270	31,435	80.05%	29,239
Meeting Facilities	1,200	100	8.33%	0
Community Events	5,000	500	10.00%	500
Meeting Expense	5,400	5,419	100.34%	2,918
Public Notices	2,400	0		268
Postage	6,000	803	13.38%	1,007
Overnight Delivery Services	3,750	100	2.68%	2,603
Local Delivery Services	3,650	1,477	40.46%	1,393
Insurance	125,000	49,906	39.92%	75,122
Repair and Maintenance	700	158	22.57%	333
Repair & Maintenance-Vehicles	2,900	3,263	112.50%	2,778
Repair and Maintenance Toll Equip	15,000	0		1,030
Rent	212,000	168,770	79.61%	169,693
Water	7,500	4,271	56.94%	4,389
Electricity	121,100	61,593	50.86%	70,996
Community Initiative Grants	65,000	60,250	92.69%	35,000
Other Licenses	250	235	94.00%	235
Non Cash Operating Expenses				
Amortization Expense	1,225,000	1,127,148	92.01%	1,120,195
Dep Exp- Furniture & Fixtures	19,000	13,788	72.57%	17,166
Dep Expense - Equipment	15,000	13,180	87.86%	13,180
Dep Expense - Autos & Trucks	4,000	3,606	90.14%	3,605
Dep Expense-Buildng & Toll Fac	177,000	161,845	91.44%	161,845
Dep Expense-Highways & Bridges	5,000,000	4,553,273	91.07%	4,552,865
Dep Expense-Communic Equip	197,000	177,791	90.25%	180,412
Dep Expense-Toll Equipment	465,000	423,300	91.03%	423,300
Dep Expense - Signs	135,000	122,162	90.49%	122,162
Dep Expense-Land Improvemts	52,000	47,285	90.93%	47,285
Depreciation Expense-Computers	410,000	10,532	2.57%	339,207
Total Operating Expense	8,331,245	7,052,062	84.65%	7,388,327
Financing Expenses				
Arbitrage Rebate Expense	6,000	5,750	95.83%	6,000
Loan Fees	12,500	11,500	92.00%	11,500
Bond Issuance Cost	30,000	31,300	104.33%	30,000
Trustee Fees	2,000	2,000	100.00%	0
Bank Fees	7,500	5,992	79.90%	5,865
Interest Expense	11,750,000	10,881,383	92.61%	10,957,671
Contingency	15,000	0		0
Non Cash Financing Expenses				
Bond Issuance Expense	620,280	273,240	44.05%	640,737
Total Financing Expense	12,443,280	11,211,166	90.10%	11,651,772
Other Gains or Loss				
Total Expenses	32,251,677	25,728,656	79.77%	26,525,624
Net Income	-10,155,077	21,545,015		-7,793,725

CTRMA INVESTMENT REPORT

	Month Ending 5/31/11					Rate
	Balance 4/30/2011	Additions	Discount Amortization	Accrued Interest	Withdrawals	
Amount in Trustee TexStar						
183A/290E Project Acct	88,449.03			1.64	75,163.88	13,286.79
2010 Senior Lien Construction Fund	1.19			0.31		1.19
2010-1 Sub Lien Projects	4,166.46			3,923.73	1,547,567.04	4,166.77
2010 Regions Project Acct	54,226,631.49			503.88	499,541.35	52,682,988.18
General Fund	7,080,860.25	302,522.26		75.77	850,000.00	6,884,345.04
Trustee Operating Fund	354,865.62	2,399,827.55		33.86		1,904,768.94
Renewal & Replacement Fund	153,001.41	606,582.99		361.51	1,000,000.00	759,618.26
TxDOT Grant Fund	5,210,910.60	62,977.08		0.00		4,274,249.19
Revenue Fund	1.03			583.86		1.03
2005 Debt Service Reserve Fund	4,825,415.78	6,171,422.80		0.15		10,997,422.44
2010 Senior Lien DSF	2,069.13			494.70		2,069.28
2010 Senior Lien Debt Service Reserve Fund	6,753,271.85			50.24		6,753,766.55
2010-2Sub Lien Debt Service Reserve Fund	660,001.14	50,608.57		183.36		710,659.95
2010-1Sub Lien Debt Service Reserve Fund	2,503,130.40			0.04		2,503,313.76
2010 Senior Lien Capitalized Interest	841.96			0.03		842.00
2010-1 Sub Lien Capitalized Interest	419.85			0.01		419.88
2010-2 Sub Lien Capitalized Interest	126.71					126.72
	81,864,163.90	9,593,941.25	0.00	6,213.09	3,972,272.27	87,492,045.97
	41,783.33	850,000.00		4.63	650,000.00	241,787.96
Amount in TexStar Operating Fund						0.102%

Amount in Trustee TexStar
 183A/290E Project Acct
 2010 Senior Lien Construction Fund
 2010-1 Sub Lien Projects
 2010 Regions Project Acct
 General Fund
 Trustee Operating Fund
 Renewal & Replacement Fund
 TxDOT Grant Fund
 Revenue Fund
 2005 Debt Service Reserve Fund
 2010 Senior Lien DSF
 2010 Senior Lien Debt Service Reserve Fund
 2010-2Sub Lien Debt Service Reserve Fund
 2010-1Sub Lien Debt Service Reserve Fund
 2010 Senior Lien Capitalized Interest
 2010-1 Sub Lien Capitalized Interest
 2010-2 Sub Lien Capitalized Interest

Amount in TexStar Operating Fund

CTRMA INVESTMENT REPORT

	Month Ending 5/31/11					Rate May 11
	Balance 4/30/2011	Additions	Discount Amortization	Accrued Interest	Withdrawals	
Fidelity Money Market Fund						
Operating Fund	699,912.24	699,912.24		3.07	1,399,827.55	0.00
2010-2 183A/290E Project Acct	0.53	75,163.88		8.61	75,163.88	0.53
2010-1 Sub Lien Project Acct	1,047,157.75			0.01		1,047,166.36
2010 Senior Lien Construction Fund	4,520.26	8,175,298.53		0.10	4,492,545.62	3,687,273.18
Other Obligations Fund	12,495.93			19.26		12,496.03
Debt Service Fund 2005	2,632,512.29	619,958.33				3,252,489.88
2010 Senior DSF	12.40					12.40
Subordinate Lien TIFIA DS Fund	7,880.98			0.06		7,881.04
2010-2 BABs Supplemental Security	262,854.65			2.16		262,856.81
2010-2 Cap I Fund	2,817.08			0.02		2,817.10
2010-1 Sub lien supplemental Security	712,085.32			12.88		712,098.20
2010 Regions BABs Project Account	0.00	1,547,567.04		0.03	1,547,567.04	0.03
2010 Regions BABs Debt Service Account	16,336.93	236,250.00		0.13	175,000.00	77,587.06
TxDOT Grant Fund	62,976.56			12.84	62,977.08	12.32
Renewal and Replacement	606,578.00			4.99	606,582.99	0.00
Revenue Fund	905,067.11	1,674,945.95		5.69	1,666,685.87	913,332.88
General Fund	349,462.26	3,159,944.27		1.51	3,509,408.04	0.00
2010 Senior DS Reserve Fund	1,250,231.24			10.28		1,250,241.52
2010-1 Debt Service Reserve Fund	248,287.04	19,092.42		1.97		267,381.43
2010-2 Debt Service Reserve Fund	41,270.07	6,955.85		2,382.65	50,608.57	0.00
Debt Service Reserve Fund 2005	6,171,125.50			297.30	6,171,422.80	0.00
	15,033,584.14	16,215,088.51	0.00	2,763.56	19,757,789.44	11,493,646.77
Amount in Region's MMA SIB Loan	12,236,238.91			1,545.05	4,745,251.10	7,492,532.86
						0.003%

Fidelity Money Market Fund
 Operating Fund
 2010-2 183A/290E Project Acct
 2010-1 Sub Lien Project Acct
 2010 Senior Lien Construction Fund
 Other Obligations Fund
 Debt Service Fund 2005
 2010 Senior DSF
 Subordinate Lien TIFIA DS Fund
 2010-2 BABs Supplemental Security
 2010-2 Cap I Fund
 2010-1 Sub lien supplemental Security
 2010 Regions BABs Project Account
 2010 Regions BABs Debt Service Account
 TxDOT Grant Fund
 Renewal and Replacement
 Revenue Fund
 General Fund
 2010 Senior DS Reserve Fund
 2010-1 Debt Service Reserve Fund
 2010-2 Debt Service Reserve Fund
 Debt Service Reserve Fund 2005

Amount in Region's MMA SIB Loan

CTRMA INVESTMENT REPORT

	Month Ending 5/31/11					Rate May 11
	Balance 4/30/2011	Additions	Discount Amortization	Accrued Interest	Withdrawals	
Amount in Bayerische Landesbank GIC						
Subordinate Lien Cap-I 2010-1	1,923,896.84			801.62		1,924,698.46
Subordinate Lien Cap-I 2010-2	684,731.89			285.30		685,017.19
Senior Lien Cap-I 2010	6,821,360.05			5,002.33		6,826,362.38
Senior Lien Project Fund 2010	57,043,678.36			40,560.10	8,175,298.53	48,908,939.93
	66,473,667.14	0.00	0.00	46,649.35	8,175,298.53	58,345,017.96
Amount in Fed Agencies						
Amortized Principal	7,950,079.67		(4,535.01)			7,945,544.66
Accrued Interest	7,950,079.67	0.00	(4,535.01)	10,146.37	0.00	7,945,544.66
Certificates of Deposit						
Total in Pools	3,100,000.00	3,000,000.00		6,217.72	3,000,000.00	3,100,000.00
Total in Money Market	81,905,947.23	10,443,941.25		4,308.61	4,622,272.27	87,733,833.93
Total in Fed Agencies	27,269,823.05	16,215,088.51			24,503,040.54	18,986,179.63
Bayerische Landesbank GIC	7,950,079.67	0.00	(4,535.01)	46,649.35	0.00	7,945,544.66
	66,473,667.14	0.00			8,175,298.53	58,345,017.96
Total Invested	186,699,517.09	29,659,029.76	(4,535.01)	57,175.68	40,300,611.34	176,110,576.18

William Chapman, CFO

All Investments in the portfolio are in compliance with the CTRMA's Investment policy.

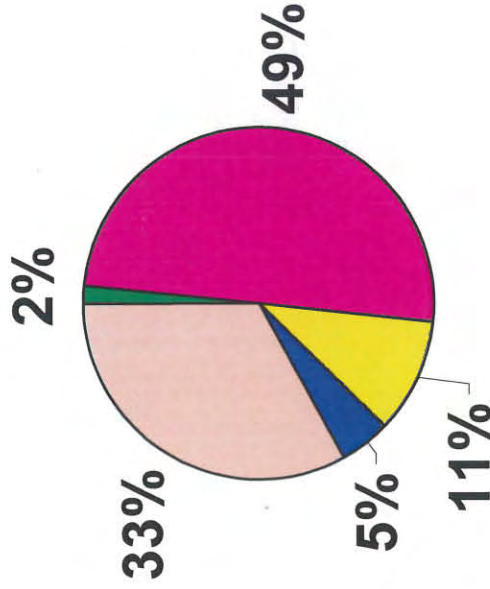
CTRMA INVESTMENT REPORT

Month Ending 5/31/11

Rate
May 11

Balance 4/30/2011	Additions	Discount Amortization	Accrued Interest	Withdrawals	Balance 5/31/2011
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Allocation of Funds



- Certificates of Deposit
- Total in Fed Agencies
- Bayerische Landesbank GIC
- Total in Money Market
- Total in Pools

Amount of investments As of May 31, 2011

Agency	CUSIP #	COST	Book Value	Market Value	Yield to Maturity	Purchased	Matures	FUND
Federal Farm Credit	31331J2B8	1,997,836.00	1,998,485.20	2,000,100.00	1.000280%	11/22/2010	2/15/2013	TxDOT Grant Fund
Fannie Mae	31398AW32	1,002,500.00	1,001,805.56	1,001,290.00	1.38%	7/19/2010	7/19/2013	2010-1Subordinate DSRF
San Antonio Water Utilities	79642BLM3	200,000.00	200,000.00	199,828.00	1.109%	11/23/2010	5/15/2012	2010-2 DSRF
San Antonio Water Utilities	79642BLN1	190,000.00	190,000.00	189,697.90	1.457%	11/23/2010	5/15/2013	2010-2 DSRF
Fannie Mae	3136FPAD9	1,514,454.00	1,512,285.90	1,506,045.00	2.000%	11/15/2010	8/24/2015	2010 Sn Lien DSRF
Federal Home loan Bank	3137EABY4	3,064,452.00	3,042,968.00	3,045,120.00	0.40048%	12/23/2010	3/23/2012	TxDOT Grant Fund
		<u>7,969,242.00</u>	<u>7,945,544.66</u>	<u>7,942,080.90</u>				

Agency	CUSIP #	COST	Cumulative Amortization	5/31/2011 Book Value	Maturity Value	Interest Income May 2011		
						Accrued Interest	Amortization	
Federal Farm Credit	31331J2B8	1,997,836.00	649.20	1,998,485.20	2,000,000.00	883.33	72.13	955.46
Fannie Mae	31398AW32	1,002,500.00	694.44	1,001,805.56	1,000,000.00	1,145.83	(69.44)	1,076.39
San Antonio Water Utilities	79642BLM3	200,000.00	0.00	200,000.00	200,000.00	135.54		135.54
San Antonio Water Utilities	79642BLN1	190,000.00	0.00	190,000.00	190,000.00	169.17		169.17
Fannie Mae	3136FPAD9	1,514,454.00	2,168.10	1,512,285.90	1,500,000.00	2,500.00	(240.90)	2,259.10
Federal Home loan Bank	3137EABY4	3,064,452.00	21,484.00	3,042,968.00	3,000,000.00	5,312.50	(4,296.80)	1,015.70
		<u>7,969,242.00</u>	<u>24,995.74</u>	<u>7,945,544.66</u>	<u>7,890,000.00</u>	<u>10,146.37</u>	<u>(4,535.01)</u>	<u>5,611.36</u>

May 2011 Certificates of Deposit Outstanding

Bank	CUSIP #	COST	Yield to		Matures	May 2011		FUND
			Maturity	Purchased		Interest	Interest	
Regions Bank	CDRB35523	100,000	0.15%	10/14/2009	9/10/2010	\$	12.32	TxDOT Grant Fund
Regions Bank	CDRB37495	3,000,000				\$	246.57	Debt Service Reserve Fund 05
		<u>3,100,000</u>				\$	<u>258.89</u>	

INVESTMENTS by FUND

		Balance May 31, 2011			
Renewal & Replacement Fund				TexSTAR	87,733,833.93
	TexSTAR	759,618.26		CD's	3,100,000.00
	Fidelity	0.00		Fidelity	11,493,646.77
	Agencies		759,618.26	SIB	7,492,532.86
TxDOT Grant Fund				Agencies	7,945,544.66
	TexSTAR	4,274,249.19		Bayerische GIC	58,345,017.96
	Fidelity	12.32			
	CD's	100,000.00			
	Agencies	5,041,453.20	9,415,714.71		
Subordinate Lien DS Fund 05					
	Fidelity	7,881.04	7,881.04		
Debt Service Reserve Fund 05					
	TexSTAR	10,997,422.44			
	Fidelity	0.00			
	CD's	3,000,000.00			
	Agencies		13,997,422.44		
Debt Service Fund 05					
	Fidelity	3,252,489.88	3,252,489.88		
2010 Senior Lien DSF					
	TexSTAR	2,069.28			
	Fidelity	12.40			
	Agencies		2,081.68		
Other Obligations Fund					
	Fidelity	12,496.03	12,496.03		
Operating Fund					
	TexSTAR	241,787.96			
	TexSTAR-Trustee	1,904,768.94			
	Fidelity	0.00			
	Region's SIB Loan MMA	7,492,532.86	9,639,089.76		
Revenue Fund					
	TexSTAR	1.03			
	Fidelity	913,332.88	913,333.91		
General Fund					
	TexSTAR	6,884,345.04			
	Fidelity	0.00	6,884,345.04		
2010-1 Sub Lien Cost of Issuance					
	TexSTAR	0.00	-		
2010 Senior Lien Capitalized Interest					
	TexSTAR	842.00			
	Bayerische GIC	6,826,362.38	6,827,204.38		
2010-1 Sub Lien Capitalized Interest					
	TexSTAR	419.88			
	Bayerische GIC	1,924,698.46	1,925,118.34		
2010-2 Sub Lien Capitalized Interest					
	TexSTAR	126.72			
	Fidelity	2,817.10			
	Bayerische GIC	685,017.19	687,961.01		
2010-1 Sub BABs subsidy					
	Fidelity	712,098.20	712,098.20		
2010-2 Sub BABs subsidy					
	Fidelity	262,856.81	262,856.81		
2010 Senior Lien Debt Service Reserve Fund					
	TexSTAR	6,753,766.55			
	Fidelity	1,250,241.52			
	Agencies	1,512,285.90	9,516,293.97		
2010-2Sub Lien Debt Service Reserve Fund					
	TexSTAR	710,659.95			
	Fidelity	0.00			
	Agencies	390,000.00	1,100,659.95		
2010-1Sub Lien Debt Service Reserve Fund					
	TexSTAR	2,503,313.76			
	Fidelity	267,381.43			
	Agencies	1,001,805.56	3,772,500.75		
2010 Regions BABs Project Account					
	TexSTAR	52,682,988.18			
	Fidelity	0.03	52,682,988.21		
2010 Regions BABs Debt Service Account					
	Fidelity	77,587.06	77,587.06		
2010-1 Sub Lien Projects Fund					
	TexSTAR	4,166.77			
	Fidelity	1,047,166.36	1,051,333.13		
183A/290E Project Acct					
	TexSTAR	13,286.79			
	Fidelity	0.53	13,287.32		
2010 Senior Lien Construction Fund					
	TexSTAR	1.19			
	Fidelity	3,687,273.18			
	Bayerische GIC	48,908,939.93	52,596,214.30		
			<u>\$ 176,110,576.18</u>		



Monthly Newsletter - May 2011

Performance

As of May 31, 2011

Current Invested Balance	\$5,566,580,016.75
Weighted Average Maturity (1)	43 Days
Weighted Average Maturity (2)	62 Days
Net Asset Value	1.000161
Total Number of Participants	732
Management Fee on Invested Balance	0.05%*
Interest Distributed	\$645,769.88
Management Fee Collected	\$237,046.62
% of Portfolio Invested Beyond 1 Year	2.42%
Standard & Poor's Current Rating	AAAm

Rates reflect historical information and are not an indication of future performance.

May Averages

Average Invested Balance	\$5,582,322,636.31
Average Monthly Yield, on a simple basis	0.0863%
Average Weighted Average Maturity (1)*	46 Days
Average Weighted Average Maturity (2)*	66 Days

Definition of Weighted Average Maturity (1) & (2)

- (1) This weighted average maturity calculation uses the SEC Rule 2a-7 definition for stated maturity for any floating rate instrument held in the portfolio to determine the weighted average maturity for the pool. This Rule specifies that a variable rate instrument to be paid in 397 calendar days or less shall be deemed to have a maturity equal to the period remaining until the next readjustment of the interest rate.
- (2) This weighted average maturity calculation uses the final maturity of any floating rate instruments held in the portfolio to calculate the weighted average maturity for the pool.

* The maximum management fee authorized for the TexSTAR Cash Reserve Fund is 12 basis points. This fee may be waived in full or in part in the discretion of the TexSTAR co-administrators at any time as provided for in the TexSTAR Information Statement.

New Participants

We would like to welcome the following entities who joined the TexSTAR program in May:

★ West ISD

News

Holiday Reminder - In observance of *Independence Day*, **TexSTAR will be closed on Monday, July 4, 2011**. All ACH transactions initiated on Friday, July 1st will settle on Tuesday, July 5th. Notification of any early transaction deadlines on the business day preceding this holiday will be sent by email to the primary contact on file for all TexSTAR participants. Please plan accordingly for your liquidity needs.

Audit Confirmations - With the fiscal year end nearing for many participants, your auditors may wish to begin submitting confirmations for your TexSTAR pool balances. Please note that audit confirmation requests should be sent to the following address:

TexSTAR Participant Services
325 North St. Paul Street, Suite 800
Dallas, Texas 75201

Economic Commentary

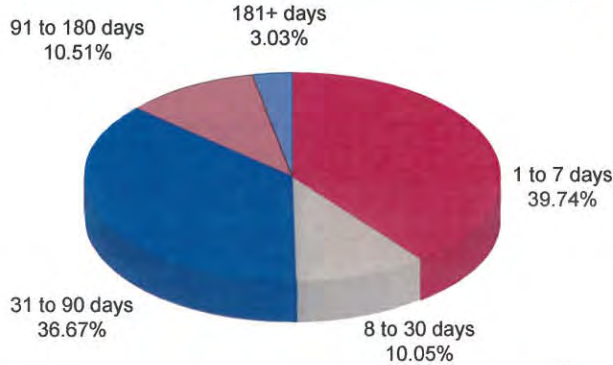
Even with the approaching end of QE2 and a looming U.S. debt ceiling with the rift between parties on the budget deficit still wide, the Treasury market had more than enough support in May. Global economic data continued to soften, as consumer spending, income, housing and manufacturing surveys came in below expectations. A downshift in growth expectations, uncertainty in Europe over the disbursement of more funds to Greece, Italy's outlook downgraded to negative by S&P and fears of additional undisclosed debt in Spanish municipalities, caused markets to react defensively and longer Treasuries to rally during the month. However, Treasury bills remained unchanged to slightly weaker as investors were not enticed by the low yields. Despite Chairman Bernanke's statement that inflation is "transitory" in nature, the FOMC meeting minutes show that members are becoming more concerned about the pace of inflation." While the effectiveness of the Federal Reserve's second asset purchase program, known widely as "QE2," will be debated well into the coming years, one would be hard pressed to ignore that core inflation is now double its level in October 2010. In the coming months, the market will focus more on the looming debt ceiling debate between Republicans and Democrats in Washington. The risk of a U.S. default is minimal. Nevertheless, the longer it takes policymakers to come to an agreement over the eventual increase of the debt ceiling, the more likely market volatility will increase and potentially impact sentiment and the recovery. It is anticipated that the Fed will keep rates on hold well into 2012, implementing a slow reduction in its balance sheet by ceasing to reinvest principal and interest before it begins to raise rates.

This information is an excerpt from an economic report dated May 2011 provided to TexSTAR by JP Morgan Asset Management, Inc., the investment manager of the TexSTAR pool.

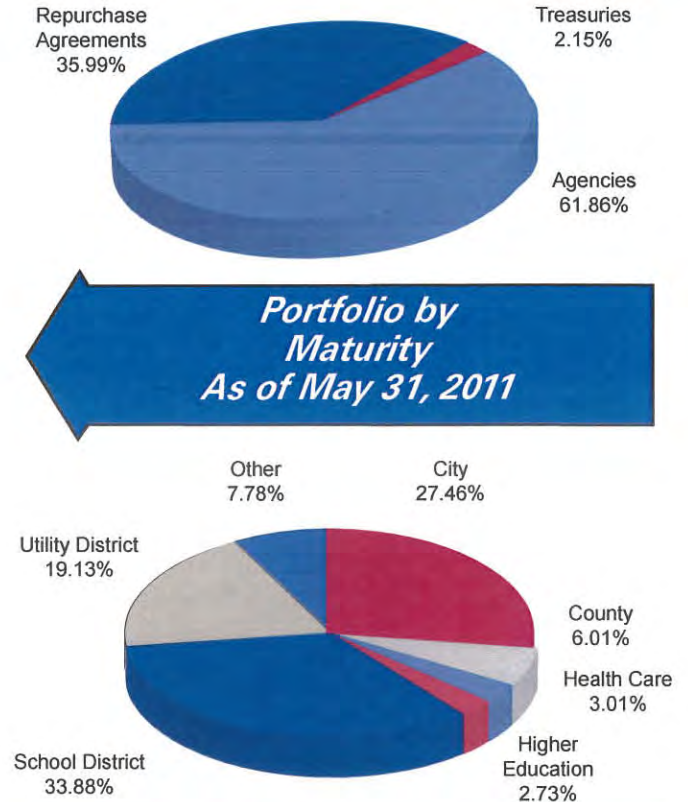
For more information about TexSTAR, please visit our web site at www.texstar.org.

Information at a Glance

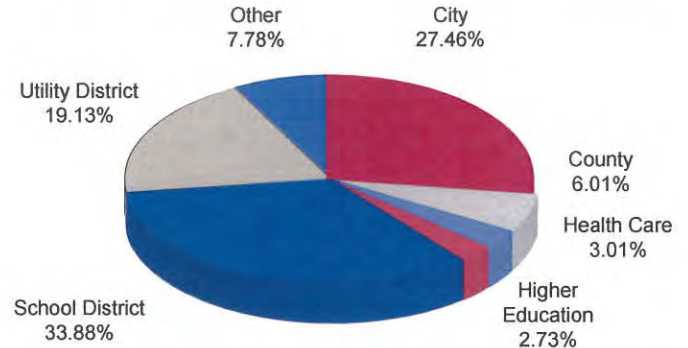
Portfolio by Type of Investment As of May 31, 2011



Distribution of Participants by Type As of May 31, 2011



Portfolio by Maturity As of May 31, 2011



Historical Program Information

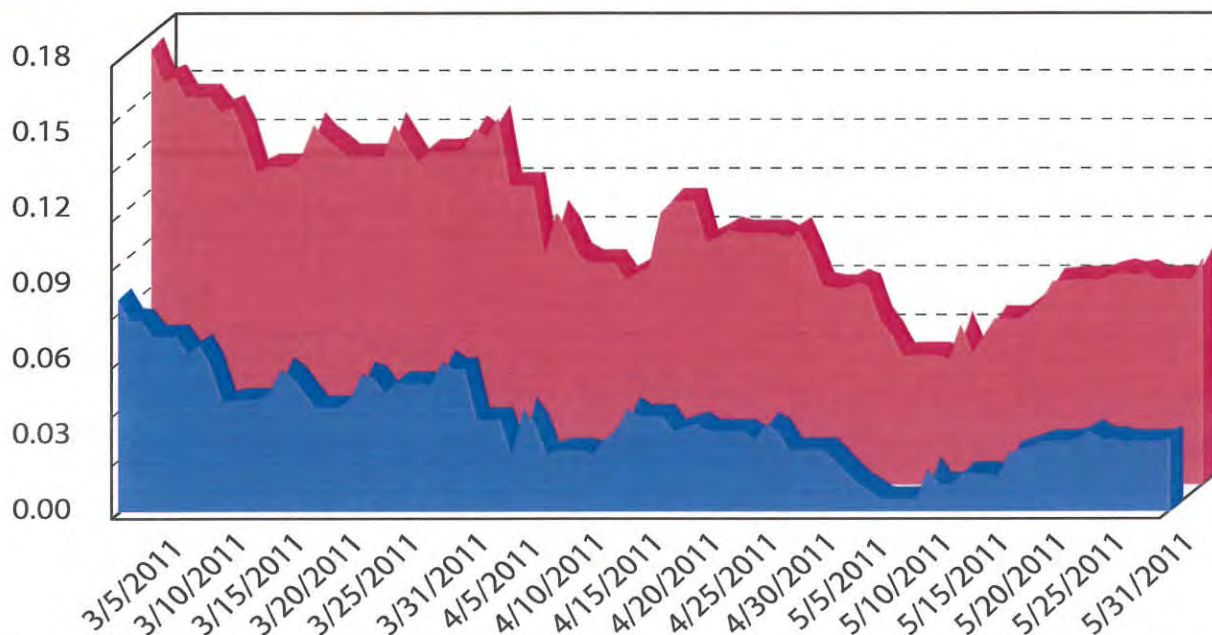
Month	Average Rate	Book Value	Market Value	Net Asset Value	WAM (1)*	WAM (2)*	Number of Participants
May 11	0.0863%	\$5,566,580,016.75	\$5,567,478,247.07	1.000161	46	66	732
Apr 11	0.1108%	5,661,130,480.00	5,662,108,871.87	1.000172	50	72	731
Mar 11	0.1408%	5,949,037,975.79	5,949,804,553.22	1.000128	50	73	730
Feb 11	0.1476%	6,548,224,886.40	6,548,880,605.37	1.000100	48	71	729
Jan 11	0.1637%	6,541,049,111.05	6,541,464,771.26	1.000063	39	66	726
Dec 10	0.1713%	5,593,134,506.98	5,593,670,681.79	1.000091	47	79	723
Nov 10	0.1883%	5,143,274,228.56	5,143,635,927.81	1.000070	52	81	721
Oct 10	0.2002%	5,024,200,466.22	5,024,647,553.30	1.000088	49	74	719
Sep 10	0.2113%	4,970,973,494.85	4,971,467,034.53	1.000099	47	74	718
Aug 10	0.2153%	4,898,435,591.73	4,899,135,875.31	1.000142	49	81	715
Jul 10	0.1992%	4,973,684,902.13	4,974,288,088.24	1.000117	43	71	712
Jun 10	0.1860%	5,156,538,488.97	5,157,298,475.17	1.000147	44	72	712

Portfolio Asset Summary as of May 31, 2011

	Book Value	Market Value
Uninvested Balance	\$ 607.28	\$ 607.28
Accrual of Interest Income	611,166.42	611,166.42
Interest and Management Fees Payable	(683,089.63)	(683,089.63)
Payable for Investment Purchased	(92,987,793.75)	(92,987,793.75)
Repurchase Agreement	2,037,138,000.00	2,037,138,000.00
Government Securities	3,622,501,126.43	3,623,399,356.75
Total	\$ 5,566,580,016.75	\$ 5,567,478,247.07

Market value of collateral supporting the Repurchase Agreements is at least 102% of the Book Value. The portfolio is managed by J.P. Morgan Chase & Co. and the assets are safekept in a separate custodial account at the Federal Reserve Bank in the name of TexSTAR. The only source of payment to the Participants are the assets of TexSTAR. There is no secondary source of payment for the pool such as insurance or guarantee. Should you require a copy of the portfolio, please contact TexSTAR Participant Services.

TexSTAR versus 90-Day Treasury Bill



This material is for information purposes only. This information does not represent an offer to buy or sell a security. The above rate information is obtained from sources that are believed to be reliable; however, its accuracy or completeness may be subject to change. The TexSTAR management fee may be waived in full or in part at the discretion of the TexSTAR co-administrators and the TexSTAR rate for the period shown reflects waiver of fees. This table represents investment performance/return to the customer, net of fees, and is not an indication of future performance. An investment in the security is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. Although the issuer seeks to preserve the value of an investment at \$1.00 per share, it is possible to lose money by investing in the security. Information about these and other program details are in the fund's Information Statement which should be read carefully before investing. The yield on the 90-Day Treasury Bill ("T-Bill Yield") is shown for comparative purposes only. When comparing the investment returns of the TexSTAR pool to the T-Bill Yield, you should know that the TexSTAR pool consist of allocations of specific diversified securities as detailed in the respective Information Statements. The T-Bill Yield is taken from Bloomberg Finance L.P. and represents the daily closing yield on the then current 90-day T-Bill.

Daily Summary for May 2011

Date	Mny Mkt Fund Equiv. [SEC Std.]	Daily Allocation Factor	TexSTAR Invested Balance	Market Value Per Share	WAM Days (1)*	WAM Days (2)*
5/1/2011	0.0929%	0.000002545	\$5,661,130,480.00	1.000170	47	68
5/2/2011	0.0979%	0.000002682	\$5,673,051,223.19	1.000178	46	67
5/3/2011	0.0842%	0.000002306	\$5,680,986,383.47	1.000184	47	68
5/4/2011	0.0812%	0.000002226	\$5,710,928,461.88	1.000188	50	71
5/5/2011	0.0723%	0.000001980	\$5,703,922,042.63	1.000196	50	71
5/6/2011	0.0777%	0.000002128	\$5,584,451,439.78	1.000198	49	70
5/7/2011	0.0777%	0.000002128	\$5,584,451,439.78	1.000198	49	70
5/8/2011	0.0777%	0.000002128	\$5,584,451,439.78	1.000198	49	70
5/9/2011	0.0752%	0.000002059	\$5,626,593,589.27	1.000189	48	69
5/10/2011	0.0777%	0.000002128	\$5,625,398,590.50	1.000184	48	69
5/11/2011	0.0700%	0.000001918	\$5,636,514,127.68	1.000183	49	69
5/12/2011	0.0802%	0.000002197	\$5,622,301,676.49	1.000181	49	69
5/13/2011	0.0848%	0.000002324	\$5,665,880,948.04	1.000173	46	66
5/14/2011	0.0848%	0.000002324	\$5,665,880,948.04	1.000173	46	66
5/15/2011	0.0848%	0.000002324	\$5,665,880,948.04	1.000173	46	66
5/16/2011	0.0922%	0.000002526	\$5,559,667,696.07	1.000173	47	67
5/17/2011	0.0840%	0.000002300	\$5,500,812,517.72	1.000173	47	67
5/18/2011	0.0934%	0.000002559	\$5,495,314,275.67	1.000185	47	67
5/19/2011	0.0921%	0.000002523	\$5,538,784,396.57	1.000179	46	66
5/20/2011	0.0899%	0.000002463	\$5,493,927,470.52	1.000172	44	64
5/21/2011	0.0899%	0.000002463	\$5,493,927,470.52	1.000172	44	64
5/22/2011	0.0899%	0.000002463	\$5,493,927,470.52	1.000172	44	64
5/23/2011	0.0908%	0.000002489	\$5,577,275,498.45	1.000169	42	62
5/24/2011	0.0875%	0.000002398	\$5,537,169,866.02	1.000169	43	62
5/25/2011	0.0908%	0.000002489	\$5,531,783,832.27	1.000170	45	64
5/26/2011	0.0921%	0.000002523	\$5,522,473,205.83	1.000178	46	65
5/27/2011	0.0901%	0.000002468	\$5,512,133,567.50	1.000164	44	63
5/28/2011	0.0901%	0.000002468	\$5,512,133,567.50	1.000164	44	63
5/29/2011	0.0901%	0.000002468	\$5,512,133,567.50	1.000164	44	63
5/30/2011	0.0901%	0.000002468	\$5,512,133,567.50	1.000164	44	63
5/31/2011	0.1018%	0.000002789	\$5,566,580,016.75	1.000161	43	62
Average	0.0863%	0.000002363	\$5,582,322,636.31		46	66

TexSTAR Participant Services
First Southwest Asset Management, Inc.
325 North St. Paul Street, Suite 800
Dallas, Texas 75201



TexSTAR Board Members

<i>William Chapman</i>	<i>Central Texas Regional Mobility Authority</i>	<i>Governing Board President</i>
<i>Nell Lange</i>	<i>City of Frisco</i>	<i>Governing Board Vice President</i>
<i>Melinda Garrett</i>	<i>Houston ISD</i>	<i>Governing Board Treasurer</i>
<i>Michael Bartolotta</i>	<i>First Southwest Company</i>	<i>Governing Board Secretary</i>
<i>Will Williams</i>	<i>JP Morgan Chase</i>	<i>Governing Board Asst. Sec./Treas.</i>
<i>Hardy Browder</i>	<i>City of Cedar Hill</i>	<i>Advisory Board</i>
<i>Oscar Cardenas</i>	<i>Northside ISD</i>	<i>Advisory Board</i>
<i>Stephen Fortenberry</i>	<i>McKinney ISD</i>	<i>Advisory Board</i>
<i>Monte Mercer</i>	<i>North Central TX Council of Government</i>	<i>Advisory Board</i>
<i>Becky Brooks</i>	<i>Government Resource Associates, LLC</i>	<i>Advisory Board</i>
<i>Len Santow</i>	<i>Griggs & Santow</i>	<i>Advisory Board</i>

For more information contact TexSTAR Participant Services ★ 1-800-TEX-STAR ★ www.texstar.org



J.P.Morgan
Asset Management

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

RESOLUTION NO. 11-___

Accept Monthly Financial Reports

WHEREAS, the Central Texas Regional Mobility Authority (“CTRMA”) is empowered to procure such goods and services as it deems necessary to assist with its operations and to study and develop potential transportation projects, and is responsible to insure accurate financial records are maintained using sound and acceptable financial practices; and

WHEREAS, close scrutiny of CTRMA expenditures for goods and services, including those related to project development, as well as close scrutiny of CTRMA’s financial condition and records is the responsibility of the Board of Directors and its designees through procedures the Board may implement from time to time; and

WHEREAS, the Board of Directors has adopted policies and procedures intended to provide strong fiscal oversight and which authorize the Executive Director, working with the CTRMA’s Chief Financial Officer, to review invoices, approve disbursements, and prepare and maintain accurate financial records and reports; and

WHEREAS, the Executive Director, working with the Chief Financial Officer, has reviewed and authorized the disbursements necessary for the month of May 2011, and has caused Financial Reports to be prepared for each month which are attached to this resolution as Attachment “A.”

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors accepts the Financial Report for May 2011, attached respectively as Attachment “A” to this resolution.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of June, 2011.

Submitted and reviewed by:

Approved:

Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number 11-___
Date Passed 6/29/2011

Exhibit A

Financial Report for May 2011

**JUNE 29, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM #21

Consider and take appropriate action to revise the CTRMA legislative program for the 82nd Legislature.

Department: Law

Associated Costs: None

Funding Source: None

Board Action Required: No

Description of Matter:

Review of legislative action affecting CTRMA from the 82nd Legislature.

Attached documentation for reference:

Report will be distributed at meeting.

Contact for further information:

Brian Cassidy, Locke Lord Bissell & Liddell

**JUNE 29, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM # 22

Executive Director's Update – Presentation of the Executive Director's Report

Department: Administrative

Associated Costs: None

Board Action Required: No

Description of Matter:

The Executive Director's Report is attached for review and reference and includes the following:

- a. Attorney General's concurrence with the Comprehensive Development Agreement with Central Texas Mobility Constructors**
- b. Union Pacific Railroad and the MoPac Improvement Project**
- c. Customer Service Update (Oral Presentation).**

Contact for further information: Mike Heiligenstein



REPORT TO THE BOARD OF DIRECTORS JUNE 29, 2011

MIKE HEILIGENSTEIN - EXECUTIVE DIRECTOR

PRIORITY ISSUES



MoPac Improvement Project
environmental process



Manor Expressway Phase 2
Financing

ADMINISTRATION

CAMPO

In our continued effort to keep the CAMPO Policy Board updated on our activities, Mobility Authority staff made presentations on the Green Mobility Challenge and HERO program at their June 13th meeting. Since launching in September, the HERO motorist assistance program has helped more than 3,600 drivers.

OPERATIONS

UPDATED VIOLATION ENFORCEMENT PROCESS

Starting in July, the Mobility Authority will be expanding our effort of encouraging payment of tolls by reducing the number of violations needed before entering the court process. The goal is to resolve these cases more quickly and at less expense to the customer by bringing these violators in to the court process earlier. MSB, our video bill processor, will also be reaching out more frequently prior to filing with additional letters and phone calls. In addition the courts have been issuing arrest warrants for anyone ignoring their court summons. Additional enforcement methods for violators are still being researched.

CAMERON COUNTY REGIONAL MOBILITY AUTHORITY

Staff continues to support the Cameron County Regional Mobility Authority with their first toll project, SH 550, which opened to traffic March 10th. Through the efforts of our toll system integrator, Telvent, our toll bill processor MSB and our communication and marketing consultant, Hahn, Texas, we have facilitated the implementation of their toll system and Pay By Mail program. Cameron County RMA began collecting tolls on May 10th. The Mobility Authority is being reimbursed for all out of pocket expenses.

PROJECT DEVELOPMENT

MANOR EXPRESSWAY PHASE 1

CONSTRUCTION

Webber has set more than 40% of the beams and constructed 91% of the footings necessary to complete the interchange at US 183. Construction teams also maintain focus on paving the eastbound express lanes.

MANOR EXPRESSWAY PHASE 2

DESIGN/BUILD COMPREHENSIVE DEVELOPMENT AGREEMENT

The Mobility Authority reached major milestones necessary to start construction of Phase 2 of the Manor Expressway. The Comprehensive Development Agreement with Central Texas Mobility Constructors has been deemed sufficient by the Attorney General of

Texas, and a formal Concurrence of Award has been received from FHWA.

RIGHT-OF-WAY

Right-of-way acquisition and negotiations with affected property owners continues for the Manor Expressway between US 183 and Parmer Lane. All parcels have been acquired for Phase 1 of the Manor Expressway from US 183 to Chimney Hill Boulevard. Negotiations are ongoing for the remaining parcels for Phase 2 of the Manor Expressway from Chimney Hill Boulevard to Parmer Lane. Property management efforts have been successful and will be wrapping up with the removal of the last underground storage tank.

MO-PAC IMPROVEMENT PROJECT

PROJECT DEVELOPMENT

The MoPac Improvement Project environmental study remains on schedule. The Context Sensitive Design Advisory Committee met again on June 6th to discuss feedback from the May 26th Open House meeting. Sound wall workshops began June 23rd and will occur throughout the summer. Workshop attendees will be able to view graphic displays and ask questions about proposed wall locations, heights and design.

In addition, we have been notified by Union Pacific Railroad (UPRR) that they denied our request for right-of-way easements to construct refuge bays along the corridor. Our project staff continues to look at other possible options, and we continue to work with UPRR on other MIP issues.

HB 2327 UPDATE

HB 2327, which would have allowed buses to drive on shoulders, was vetoed by the Governor.

The pilot program would have only been available to certain counties, including Travis. The Mobility Authority in partnership with Capital Metro, would have liked to have implemented such a pilot program as part of the MoPac Improvement Project. The Governor cited safety concerns as the reason for the veto.

183A EXTENSION

CONSTRUCTION

Webber continues to make progress on the 183A Extension and has placed bridge beams at Crystal Falls Parkway and FM 2243. Crews have spent the majority of last month focused on placing bridge deck panels and concrete at the Block House Creek and Crystal Falls Parkway overpasses. Webber has also erected a temporary concrete batch plant for future concrete paving. Construction is reported at 56% complete.

SHARED USE PATH

Construction of the 183A shared use path from South Brushy Creek to FM 1431 is 95% complete, and the path is on schedule to open this summer. An opening event is being planned, and details will follow soon.

COMMUNICATIONS

COMMUNICATIONS AND MARKETING

REQUEST FOR PROPOSALS

The Mobility Authority released the Communications and Marketing Services Request for Proposals on May 6th, and participation was positive. Staff has convened a committee made up of public and private professionals from Williamson and Travis Counties to review the proposals. Staff anticipates bringing its recommendation to the Board at our July meeting.



ATTORNEY GENERAL OF TEXAS
GREG ABBOTT

RECEIVED
JUN 14 2011
CTRMA
AUSTIN, TEXAS

June 13, 2011

Mr. Mike Heiligenstein
Executive Director
Central Texas Regional Mobility Authority
301 Congress Avenue, Suite 650
Austin, TX 78701

Re: 290 East Toll Project Design/Build Comprehensive Development Agreement, Dated as of _____, 2011, by and among Central Texas Regional Mobility Authority, a regional mobility operating pursuant to Texas Transportation Code Chapter 370 and Central Texas Mobility Constructors, LLC ("D/B CDA Developer")(hereinafter referred to as the CDA)

Dear Mr. Heiligenstein:

Pursuant to section 371.051 of the Texas Transportation Code, the Office of the Attorney General conducted a **legal sufficiency review of the proposed CDA.**

The independent legal sufficiency review conducted by this office was a limited review to determine whether the CDA substantially satisfies the applicable procedural, statutory, and regulatory requirements such that a court would have some basis on which to sustain the authority of the Central Texas Regional Mobility Authority to enter into the CDA. The legal sufficiency review conducted by this office did not address, and we express no opinion and make no determination with respect to, any matters related to the viability or advisability of the CDA or the underlying project. As such, the investigation, evaluation, and assessment of matters including, but not limited to, (i) the technical adequacy or advisability of specific terms, (ii) business points and risks, (iii) policy determinations, (iv) counter-party risks, (v) technical specifications, and (vi) financial viability and risks were outside of the scope of the legal sufficiency review.

This determination of legal sufficiency is not an opinion of the Attorney General under chapter 402 of the Texas Government Code or other law, and no party is entitled to rely upon it as such. Further, the determination of legal sufficiency and any interactions between this office and the Central Texas Regional Mobility Authority, Texas Transportation Commission, and the Texas Department of Transportation during the course of our legal sufficiency review are not to be considered and may not be relied upon as legal advice to the Central Texas Regional Mobility Authority, Texas Transportation Commission, the Texas Department of Transportation, or any other party. In addition, the determination of legal sufficiency does not exempt the Central Texas Regional Mobility Authority or any other party from obtaining the approval of the Office of the Attorney General in the connection with the issuance of public securities or other obligations as required by law.

Mr. Mike Heiligenstein

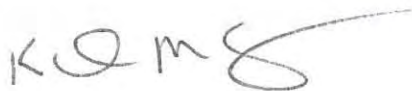
June 13, 2011

Page 2

In conducting our legal sufficiency review, we have examined applicable law and a transcript of certified proceedings containing copies of certain proceedings of the Central Texas Regional Mobility Authority, customary certificates of officers, agents, and representatives of the Central Texas Regional Mobility Authority, and other certified showings related to the CDA. We have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies, and the authenticity of the originals of such copies. We have relied upon the representations and warranties of the Central Texas Regional Mobility Authority and other parties to the CDA as contained in the transcript of proceedings as well as other certifications of officers, agents, and representatives of the Central Texas Regional Mobility Authority and other parties furnished to this office without undertaking to verify the same by independent investigation. We have assumed that all applicable conditions concurrent with the execution of the closing documents will be properly satisfied and all applicable conditions subsequent and approvals will be obtained and properly satisfied in a timely manner. We have also assumed that there will be no material change in the circumstances, facts, or documentation underlying the transcript of proceedings provided to this office between the date of this determination and the final execution of the CDA.

Based upon our review, and subject to the assumptions, conditions, and qualifications stated herein, this office has determined pursuant to section 371.051 of the Texas Transportation Code that the CDA is legally sufficient.

Sincerely,



Katherine Minter Cary
General Counsel
General Counsel Division
Office of the Attorney General
katherine.cary@oag.state.tx.us

cc: Mr. Brian Cassidy
Locke Lord Bissell & Liddell LLP
100 Congress Ave. Ste 300
Austin, TX. 78701