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

Thursday, September 13, 2012 11:30 A.M.

The meeting was held by telephone conference call audible to all members of the public present in the Large Conference Room in Suite 650, 301 Congress Avenue, Austin, Texas 78701. Notice of the meeting was timley posted on September 10, 2012, at the County Courthouses of Williamson and Travis County, with the Secretary of State, on the Mobility Authority website, and on the bulletin board in the lobby of the Mobility Authority's offices at 301 Congress Avenue, Suite 650, Austin, Texas 78701.

1. Welcome and Opening Remarks by Chairman Ray Wilkerson.

Chairman Ray Wilkerson called the meeting to order at 11:30 a.m. and called the roll. Directors present on the telephone conference call when the meeting was called to order were Chairman Wilkerson, Vice Chairman Jim Mills, Mr. David Singleton, Mr. David Armbrust, and Mr. Charles Heimsath. Chairman Wilkerson confirmed that each director on the telephone conference call could hear every other director and those present in the Large Conference Room, and that each director's voice was audible and identified to the public in the Large Conference Room. Ms. Nikelle Meade and Mr. Bob Bennett were not present for the meeting.

2. Open Comment Period.

No public comments were offered.

Approve the financial assistance agreement with the Texas Department of Transportation for funding to develop and build the Mopac Improvement Project.

Mr. Brian Cassidy presented this item. On August 30, 2012, the Texas Transportation Commission gave final approval for a toll equity grant to the Mobility Authority, to provide \$197.6 million in financial assistance to the MoPac Improvement Project. Negotiations on the final terms and conditions of the Financial Assistance Agreement between TxDOT and the Mobility Authority (the "FAA") were completed on September 7, 2012. The Executive Director recommends Board approval of the proposed FAA.

This resolution approves the proposed Financial Assistance Agreement and authorizes the Executive Director to execute it on behalf of and for the Mobility Authority.

Mr. Jim Mills moved for approval, and Mr. Charles Heimsath seconded the motion. The motion carried unanimously 5-0, and the resolution was approved as drafted.

4. Adjourn meeting.

Chairman Ray Wilkerson declared the meeting adjourned at 11:34 a.m. with unanimous consent.

Approved 10/31/2012