

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.

Conduct a public hearing to receive comments and questions on the following:

3. Financial and other information on the Manor Expressway (290 East Toll Project) and the approved contract with Central Texas Mobility Constructors to design and build the Manor Expressway, as required by Section 371.151 of the Texas Transportation Code.

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

4. Approve the minutes for the March 30, 2011 General Board Meeting.
5. Approve a supplement to Atkins' Work Authorization #1 concerning oversight by the general engineering consultant of the design/build comprehensive development agreement for the Manor Expressway.
6. Approve a change order to the 183A Phase II contract with Webber LLC to install two underground utility encasements.
7. Approve a contract amendment with Telvent USA Corporation to revise the scope of services and implementation schedule and authorize additional payment for work related to installation of toll collection and intelligent transportation system equipment on the Manor Expressway, and under the amended contract approve Work Authorization #6 for work related to the Manor Expressway.
8. Approve a contract amendment with Telvent USA Corporation to adjust fees and scope of services for maintenance of toll equipment.
9. Approve a supplement to Work Authorization #8 with URS Corporation for traffic and revenue engineering services.

10. Approve an amendment to the toll policies to adjust the base toll rate at the Park Street gantry on the 183A Expressway when the 183A Phase II extension opens in 2012 and to revise the initial effective date and scope of the inflation-based toll rate adjustment policy.
11. Accept the monthly financial report for March, 2011.

Briefing and discussion on the following; no action proposed:

12. Receive draft budget for Fiscal Year 2012 and discuss budget review process and timeline.
13. Presentation from representatives of Freight Shuttle Services and the Texas Transportation Institute concerning the request for proposals issued by the Texas Transportation Commission regarding possible proposal on freight transfer.
14. Procurement process for communication and marketing consultant services.
15. Sustainability design competitions for the Oak Hill Expressway (US290W/SH71W) and for the Manchaca Expressway (SH45SW) Corridors.
16. Quarterly briefing on the MoPac Improvement Project.
17. Quarterly briefing on the 183A Phase II Project.
18. Quarterly briefing on the Manor Expressway Direct Connectors at US 183 Project.
19. Executive Director's report.
 - a. Report on the legislative program for the 82nd Texas Legislature.
 - b. Cash payment enhancement for Pay By Mail toll customers

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 authorizing the 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:

20. 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; Closed Meeting).
21. Discuss 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; Closed Meeting).
22. Discuss legal issues relating to claims by or against the Authority, pending or contemplated litigation, and any related settlement offers, as authorized by §551.071 (Consultation With Attorney; Closed Meeting).
23. 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:

24. Consider and revise the CTRMA legislative program for the 82nd Legislature if that action is necessary or desirable.
25. 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:
 - A. Parcel 13AC of the Manor Expressway Toll Project, an access control only parcel owned by Raymond D. and Elda Raschke, located at 9470 US Hwy 290E in Travis County.
 - B. Parcel 21AC of the Manor Expressway Toll Project, an access control only parcel owned by Jimmy Nassour, Trustee and Salim Haddad, Trustee, located at Easterly adjacent to 9230 US Hwy 290E in Travis County.
 - C. 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.

- D. 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.
- E. Parcel 30AC of the Manor Expressway Toll Project, a control of access acquisition owned by 290 Jones Investments, Inc, located west of Johnny Morris Road on the north side of US Hwy 290E in Travis County.
- F. Parcel 33AC of the Manor Expressway Toll Project, a control of access acquisition owned by Joe T. Robertson, located at 9500 US Hwy 290E in Travis County.
- G. 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.
- H. 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.
- I. 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.
- J. 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.
- K. 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.
- L. Parcel 44D (AC) of the Manor Expressway Toll Project, a control of access acquisition owned by Applied Materials, Inc., located at 9700 US Hwy 290E in Travis County.
- M. 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.
- N. Parcel 49A of the Manor Expressway Toll Project, a 0.598 acre parcel of real estate owned by River City Roloffs, Inc., located at 9721 US Hwy 290E in Travis County.
- O. 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, respectively, owned by River City Roloffs, Inc., located at 9741 US Hwy 290E in Travis County
- P. Parcel 50 (Parts 1 & 2) and 50E 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.

- Q. 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.
- R. 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.
- S. 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.
- T. 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.
- U. 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.
- V. 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.
- W. 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.
- X. Parcel 111AC of the Manor Expressway Toll Project, a control of access acquisition owned by SCC Eastbourne Manor LP, located at the southeast corner of US Hwy 290E and SH 130 in Travis County.
- Y. Parcel 112AC of the Manor Expressway Toll Project, a control of access acquisition owned by Austin HB Residential, located at the northeast corner of US Hwy 290E and SH 130 in Travis County.
- Z. 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.

26. Adjourn Meeting.

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.

**APRIL 27, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM # 1

Welcome, Opening Remarks and Board Member Comments

Board Action: NO

**APRIL 27, 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

**APRIL 27, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM # 3

Conduct a public hearing to receive comments and questions on Financial and other information on the Manor Expressway (290 East Toll Project) and the approved contract with Central Texas Mobility Constructors to design and build the Manor Expressway, as required by Section 371.151 of the Texas Transportation Code.

Department: Law, Engineering, and Finance

Associated Costs: See attached information sheet.

Funding Source: Bond Sale Funds

Board Action Required: Conduct a public hearing;

Description of Matter:

Before CTRMA may enter into the contract with Central Texas Mobility Constructors to develop the Manor Expressway, state law requires CTRMA to publish specific information relating to the proposed toll project. Those requirements are in Section 371.151 of the Transportation Code, a copy of which is included in this backup for your convenience as Attachment 1. The text published in the Austin American-Statesman, the Daily Texan, and the Oak Hill Gazette is also attached for your reference, as Attachment 2.

CTRMA must conduct a public hearing on the published information, and the hearing must include a formal presentation and a mechanism for the agency to respond to comments and questions. Responses to questions and comments will be prepared and posted on CTRMA's website.

This item is the required public hearing. The published information (reformatted) will be provided as a handout to those who are present for the public hearing. A copy of that handout is attached as Attachment 3.

Attached documentation for reference:

- 1. Statutory Requirements for Disclosure and Public Hearing**
- 2. Notice of Public Hearing Published in Newspapers**
- 3. Information Concerning The Manor Expressway Project**

Contact for further information:

Andrew Martin, General Counsel

SEC. 371.151 – SEC. 371.154, TRANSPORTATION CODE

§ 371.151. DISCLOSURE OF FINANCIAL INFORMATION.

(a) Before a toll project entity enters into a contract for the construction of a toll project, the entity shall publish in the manner provided by Section 371.152 information regarding:

- (1) project financing, including:
 - (A) the total amount of debt that has been and will be assumed to acquire, design, construct, operate, and maintain the toll project;
 - (B) a description of how the debt will be repaid, including a projected timeline for repaying the debt; and
 - (C) the projected amount of interest that will be paid on the debt;
- (2) whether the toll project will continue to be tolled after the debt has been repaid;
- (3) a description of the method that will be used to set toll rates;
- (4) a description of any terms in the contract relating to competing facilities, including any penalties associated with the construction of a competing facility;
- (5) a description of any terms in the contract relating to a termination for convenience provision, including any information regarding how the value of the project will be calculated for the purposes of making termination payments;
- (6) the initial toll rates, the methodology for increasing toll rates, and the projected toll rates at the end of the term of the contract; and
- (7) the projected total amount of concession payments.

(b) A toll project entity may not enter into a contract for the construction of a toll project before the 30th day after the date the

information is first published under Section 371.152.

§ 371.152. DISCLOSURE BY PUBLICATION.

(a) Information under Section 371.151 must be published in a newspaper published in the county in which the toll project is to be constructed once a week for at least two weeks before the time set for entering into the contract and in two other newspapers that the toll project entity may designate.

(b) Instead of the notice required by Subsection (a), if the toll project entity estimates that the contract involves an amount less than \$300,000, the information may be published in two successive issues of a newspaper published in the county in which the project is to be constructed.

(c) If a newspaper is not published in the county in which the toll project is to be constructed, notice shall be published in a newspaper published in the county:

- (1) nearest the county seat of the county in which the improvement is to be made; and
- (2) in which a newspaper is published.

§ 371.153. HEARING.

(a) A toll project entity shall hold a public hearing on the information published under Section 371.152 not later than the 10th day after the date the information is first published and not less than 10 days before the entity enters into the contract.

(b) A hearing under this section must be held in the county seat of the county in which the toll project is located.

(c) A hearing under this section must include a formal presentation and a mechanism for responding to comments and questions.

Notice As Published

CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY NOTICE OF PUBLIC HEARING The Central Texas Regional Mobility Authority ("CTRMA") provides this NOTICE OF INTENT to enter into a contract with Central Texas Mobility Constructors for the design and construction of the 290 East Toll Project (the "Manor Expressway" or the "Project") in Travis County, Texas. The Manor Expressway is an approximately 6.2 mile toll project located along the existing U.S. 290 corridor, extending eastward from existing U.S. 290 at the U.S. 183 interchange to east of SH 130. CTRMA will own, operate, and maintain the Project after the construction is completed in accordance with the terms of the contract. CTRMA's contract with Central Texas Mobility Constructors to construct the Manor Expressway Project is a design/build comprehensive development agreement (the "Contract"), and no concession in the Project is granted to Central Texas Mobility Constructors. There are no concession payments made in connection with this Project. Because the contract is not a concession agreement, it contains no provision for a "termination for convenience." When the construction of the Project is completed and the Project is accepted by CTRMA, the contract with Central Texas Mobility Constructors will terminate, except for warranty obligations. CTRMA, a political subdivision of the State of Texas, will be the sole owner and operator of the Manor Expressway Project. The expected initial toll rates for the Project will be \$0.15-\$0.20 per lane mile traveled on the tolled main lanes of the Manor Expressway, and a toll of \$0.25-\$0.50 to use the new direct connectors between US 183 and tolled main lanes of the Manor Expressway, before adjusting these rates for inflation since 2007. Toll rates projected at the end of the contract with Central Texas Mobility Constructors will be the projected initial toll rates, as may be adjusted under the method described in the following paragraph. Projected toll rates for the Project have been established by a market valuation agreement procedure under state law conducted by CTRMA and the Texas Department of Transportation. Market valuation business terms were approved by the Capitol Area Metropolitan Planning Organization on December 1, 2008. Toll rates established by the market valuation agreement will be increased annually under a formula based on the percentage of increase in either the Texas State Gross Domestic Product per capita or the Consumer Price Index for the year preceding the adjustment. The total amount of debt that has been and will be assumed to acquire, design, construct, operate, and maintain the Project is approximately \$359 million in the form of senior and subordinate lien revenue bonds issued by CTRMA. The senior lien bonds will be structured as 30 year bonds, with amortization from 2021 through 2041. Subordinate lien bonds are structured with a 23 year term, with amortization from 2023 through 2034. Total projected interest for the senior lien bonds is \$497 million and \$110 million for subordinate lien bonds. All, or a substantial portion, of the accumulated debt for the Project will be repaid from the proceeds of revenue bonds to be issued by CTRMA. Repayment of those revenue bonds will be secured by tolls and associated fees paid by those who use the Manor Expressway and other revenues from the CTRMA system. To ensure a revenue source for providing replacement reserves and paying the continuing expenses of maintaining and operating the Project, CTRMA assumes at this time that it will collect tolls from users of the Project even after the debt has been repaid. CTRMA anticipates agreeing, in connection with its bond financing,

that it will not support the development of other projects that would have a material adverse impact on its ability to comply with its bond covenants, provided that it may support projects necessary for safety reasons or to preserve the condition of existing non-tolled facilities. No contracts or agreements entered into in connection with the Project establish a prohibition or restriction on the power of any other governmental entity to construct or expand a competing transportation facility. CTRMA's Board of Directors will hold a public hearing to receive comments and questions concerning the information disclosed in this notice at 9:30 a.m. on Wednesday, April 27, 2011. The hearing will be held at 301 Congress Avenue, Suite 360, Austin, Texas. CTRMA will respond to comments and questions received at the public hearing, both written and oral, by posting a written response at the CTRMA website, www.ctrma.org. For more information about the Manor Expressway or CTRMA, please visit www.ctrma.org or call Steve Pustelnyk at 512-996-9778.

Published in the Austin American-Statesman:

First Date Published: 19-Apr-11

**INFORMATION CONCERNING THE MANOR EXPRESSWAY PROJECT
AND THE CONTRACT BETWEEN
CTRMA AND CENTRAL TEXAS MOBILITY CONSTRUCTORS**

The Manor Expressway is an approximately 6.2 mile toll project located along the existing U.S. 290 corridor, extending eastward from existing U.S. 290 at the U.S. 183 interchange to east of SH 130. CTRMA will own, operate, and maintain the Project after the construction is completed in accordance with the terms of the contract.

CTRMA's contract with Central Texas Mobility Constructors to construct the Manor Expressway Project is a design/build comprehensive development agreement (the "Contract"), and no concession in the Project is granted to Central Texas Mobility Constructors.

There are no concession payments made in connection with this Project. Because the contract is not a concession agreement, it contains no provision for a "termination for convenience."

When the construction of the Project is completed and the Project is accepted by CTRMA, the contract with Central Texas Mobility Constructors will terminate, except for warranty obligations. CTRMA, a political subdivision of the State of Texas, will be the sole owner and operator of the Manor Expressway Project.

The expected initial toll rates for the Project will be \$0.15-\$0.20 per lane mile traveled on the tolled main lanes of the Manor Expressway, and a toll of \$0.25-\$0.50 to use the new direct connectors between US 183 and tolled main lanes of the Manor Expressway, before adjusting these rates for inflation since 2007. Toll rates projected at the end of the contract with Central Texas Mobility Constructors will be the projected initial toll rates, as may be adjusted under the method described in the following paragraph.

Projected toll rates for the Project have been established by a market valuation agreement procedure under state law conducted by CTRMA and the Texas Department of Transportation. Market valuation business terms were approved by the Capitol Area Metropolitan Planning Organization on December 1, 2008. Toll rates established by the market valuation agreement will be increased annually under a formula based on the percentage of increase in either the Texas State Gross Domestic Product per capita or the Consumer Price Index for the year preceding the adjustment.

The total amount of debt that has been and will be assumed to acquire, design, construct, operate, and maintain the Project is approximately \$359 million in the form of senior and subordinate lien revenue bonds issued by CTRMA. The senior lien bonds will be structured as 30 year bonds, with amortization from 2021 through 2041. Subordinate lien bonds are structured with a 23 year term, with amortization from 2023 through 2034. Total projected interest for the senior lien bonds is \$497 million and \$110 million for subordinate lien bonds.

All, or a substantial portion, of the accumulated debt for the Project will be repaid from the proceeds of revenue bonds to be issued by CTRMA. Repayment of those revenue bonds will be secured by tolls and associated fees paid by those who use the Manor Expressway and other revenues from the CTRMA system.

To ensure a revenue source for providing replacement reserves and paying the continuing expenses of maintaining and operating the Project, CTRMA assumes at this time that it will collect tolls from users of the Project even after the debt has been repaid.

CTRMA anticipates agreeing, in connection with its bond financing, that it will not support the development of other projects that would have a material adverse impact on its ability to comply with its bond covenants, provided that it may support projects necessary for safety reasons or to preserve the condition of existing non-tolled facilities. No contracts or agreements entered into in connection with the Project establish a prohibition or restriction on the power of any other governmental entity to construct or expand a competing transportation facility.

CTRMA will respond to comments and questions received at the public hearing, both written and oral, by posting a written response at the CTRMA website, www.ctrma.org.

**APRIL 27, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM # 4

Approve the minutes for the March 30, 2011 General Board Meeting.

Department: Law

Board Action: YES (by motion)

Description of Matter:

The minutes for the March 30, 2011 General Board Meeting require approval by the Board.

Attached Document: Draft Minutes March 30, 2011 General 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, March 30, 2011
9:30 A.M.**

The meeting was held at 201 North Brushy Street, Leander, Texas 78641, in the Pat Bryson Municipal Hall. Notice of the meeting was posted March 25, 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 9:42 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 February 23, 2011 General Board Meeting

Chairman Ray Wilkerson presented the minutes from the February 23, 2011 Board Meeting for review by the Board. Mr. Bob Bennett moved for approval of the minutes. Mr. Henry Gilmore seconded the motion. The motion carried unanimously 7-0, and the minutes for the February 23, 2011 General Board Meeting were approved as drafted.

4. Approve an interlocal agreement with the Texas Department of Transportation and the City of Leander to implement provisions of the 2008 Memorandum of Agreement concerning the J.C. Bryson Farmstead Historic Site.

Chairman Ray Wilkerson postponed consideration of this item until after the Board reconvenes from its Executive Session.

5. Discuss and Consider a resolution authorizing the Executive Director to execute an amendment reducing the current base transaction fee established by Appendix A of the December 13, 2007 interlocal agreement with the Texas Department of Transportation, Harris County, and the North Texas Tollway Authority governing interoperability.

Mr. Tim Reilly presented this item seeking Board approval of a resolution authorizing the Executive Director to execute an amendment reducing the current base transaction fee established by Appendix A of the December 13, 2007 interlocal agreement with TxDOT, Harris County, and NTTA.

On July 25, 2007, the Board approved Resolution 07-39 which authorized an Interoperability Agreement with TxDOT, NTTA and HCTRA to toll payments from customers using toll transponders from another Texas toll system. Under the Agreement, the agency holding the customer account (the Home Agency), in effect, bears the costs associated with collecting the tolls for the Agency where a toll transaction occurs (the Away Agency). A transaction fee was established to compensate the Home Agency for those costs. The fee negotiated by the parties to the Agreement was based on the actual agencies' costs, and was set at 8% of the posted toll. The Agreement requires that the Transaction Fee be reviewed every two years by the Statewide Interoperability Committee, which then makes recommendations to the Parties regarding amending the fee, if appropriate.

The Statewide Interoperability Committee is nearing completion of the required review. The Parties serving on the Interoperability Committee agree the fee can be reduced due to efficiencies gained over the past two years. While a consensus has not yet been achieved, it appears likely that the Statewide Interoperability Committee will recommend reducing the fee to 6%. A reduction of the Transaction fee will result in significant savings for CTRMA. Therefore, the Executive Director recommends Board approval to execute any documents needed to reduce the Transaction Fee, after the Statewide Interoperability Committee has made its recommendation.

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.

6. Award a contract for landscape maintenance services for 183A.

Mr. Wes Burford presented this item recommending Board authorization to award a Landscape Maintenance services contract on 183A for a period of one year. Mr. Burford stated that the Board authorized staff to solicit bids for landscape maintenance for an annual maintenance contract. This is an opportunity for smaller vendors to contract directly with the RMA. After sending out the notification, CTRMA received proposals from Nalle Landscape, LLC., Encino Landscape, Inc., and Weigelt Enterprises, LLC. CTRMA staff looked at each firm's experience, staff qualifications, references, DBE participation, response to scope of services, and the price proposal. The evaluation committee was comprised of: Chuck Murphy of CTRMA, Kris Keith, Mark Matthews, Brent Baker, and John Koval from HNTB. The committee evaluated the proposals independently, and then came together for a scoring meeting. The best value proposal based on the committee's analysis was Encino Landscape, Inc., and staff recommends awarding the contract to that firm.

Mr. Bob Bennett moved for approval, and Ms. Nikelle Meade seconded the motion. The motion carried unanimously 7-0, and the Board approved the award of the contract to Encino Landscape, Inc. for landscape maintenance services for 183A.

7. Approve a comprehensive development agreement with Central Texas Mobility Constructors to design and construct the Manor Expressway.

Mr. Wes Burford presented this item seeking the Board's approval of a Comprehensive Development Agreement with Central Texas Mobility Constructors to design and construct the Manor Expressway. On February 23, 2011, the Board authorized a Committee led by Mr. Burford to commence negotiations with the Best Value Proposer, Central Texas Mobility Constructors, regarding the Comprehensive Development Agreement for the design and construction of the Manor Expressway Project. Staff has completed negotiations with Mobility Constructors.

Their original value was approximately \$207 million, and a value-added component of about \$25,000 was added. This value-added component is for encasements for bridge structures needed for future bridge widening. The schedule was 487 calendar days after notice to proceed for completion of the project, and 955 days after notice to proceed for final completion of the overall project.

Mr. Burford explained that staff seeks the board approval on the CDA contingent upon the Attorney General's review and approval. Mr. Mike Heiligenstein asked Mr. Burford to confirm that because CTRMA will pay stipends to the other bidders, will CTRMA be able to use what is in their plans? Mr. Burford confirmed that was the case and stated that the stipends will be paid at financial closure.

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

8. Authorize a sustainability design competition for the Oak Hill Expressway (US290W / SH71W) and Manchaca Expressway (SH45SW) Corridors.

Mr. Wes Burford presented this item seeking the Board's approval to allow CTRMA staff to hold a Sustainability Design Competition for the Oak Hill Expressway (US290W / SH71W) and the Manchaca Expressway (SH45SW).

The goal of the competition is to develop innovative design concepts early in the process that can be incorporated into the environmental study. Two projects benefitting from the design competition are Oak Hill Expressway and Manchaca Expressway as TxDOT has begun procuring services for the environmental process.

Once the environmental process is finished, the concepts identified from the design competition would be turned over to a developer who would design the project. Mr.

Burford stated that the concept is to hold a competition for the creation of sustainable ideas. The goal of the competition is to solicit innovative and cost-effective sustainable features not previously considered. Staff will coordinate with TxDOT throughout the competition, ultimately blending selected sustainable elements into the NEPA process for consideration on both projects.

Mr. Henry Gilmore asked if we could separate the projects. Mr. Burford stated that we could because they are parallel projects.

Mr. Henry Gilmore moved to approve the sustainability design competition and to separate the projects for competition purposes. Ms. Nikelle Meade seconded the motion. The motion carried unanimously, 7-0. The Board approved separate sustainability design competitions for the Oak Hill Expressway Corridor (US290W / SH71W) and the Manchaca Expressway (SH45SW) Corridor.

9. Authorize a procurement process for communication and marketing consultant services.

Mr. Steve Pustelnyk presented this item seeking Board approval to advertise for a Communications and Marketing consultant. CTRMA had a contract for communication and marketing services originating in 2007 for an initial term of two years and included two one-year renewal options of which both were exercised. Mr. Pustelnyk explained that CTRMA staff requests their approval to begin the procurement process. Mr. Charles Heimsath asked if the Board could see the evaluation criteria before soliciting the proposers, and Mr. Pustelnyk replied that he could provide that information to the Board. Ms. Nikelle Meade indicated her interest in reviewing the criteria. Mr. Heiligenstein asked Mr. Pustelnyk to make a presentation on the evaluation criteria at the next Board Meeting.

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

10. Accept the monthly financial report for February, 2011.

Mr. Bill Chapman presented this item. Mr. Chapman discussed the pending bond issuance and mentioned upcoming activities, including visiting with bond agencies the first week of May, investor presentations mid-May to the end of May, and determining the best uses of the grant money provided by TxDOT. Mr. Chapman explained that March 2011 is looking to be the best month ever for transactions with close to two million transactions.

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

11. Executive Director's Report.

Mr. Mike Heiligenstein presented the Executive Director's report for March 2011. He explained that the 183A shared use path is progressing well. We are planning to get the path from the San Gabriel River to Brushy Creek.

Ms. Heather Reavey provided a quick 183A update explaining that it is 41% complete and construction of the bridge structures are underway. Night operations have started at New Hope and Crystal Falls, and Scottsdale Drive Crossover will be closed in May for four months to allow for excavation in order to begin bridge construction.

Mr. Heiligenstein provided information on the requested TIFIA funding for the MoPac project in the amount of approximately \$82 million. A letter requesting the support of our congressional delegation and other key officials was prepared for and signed by the Chairman and Vice Chairman.

Mr. Heiligenstein announced that Cindy Demers was hired as our new controller and her start date will be April 25.

Executive Session Pursuant to Government Code, Chapter 551

Chairman Wilkerson announced in open session at 10:48 a.m. that the Board would recess the open meeting and would reconvene in Executive Session to deliberate the following items:

Discussion of legal issues relating to Item 4, an interlocal agreement with the Texas Department of Transportation and the City of Leander to implement provisions of the 2008 Memorandum of Agreement concerning the J.C. Bryson Farmstead Historic Site, pursuant to §551.071 (Consultation With Attorney; Closed Meeting).

- 12. 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; Closed Meeting).**
- 13. Discussion of legal issues relating to pending or contemplated litigation and any related settlement offer, pursuant to §551.071 (Consultation With Attorney; Closed Meeting).**
- 14. Discussion of legal issues relating to personal financial disclosure, other laws under jurisdiction of the Texas Ethics Commission, and state open government laws, pursuant to §551.071 (Consultation With Attorney; Closed Meeting).**

The Board reconvened in open meeting at 11:36 a.m., and Chairman Wilkerson announced that there was no action taken in Executive Session.

- 4. Approve an interlocal agreement with the Texas Department of Transportation and the City of Leander to implement provisions of the 2008 Memorandum of Agreement concerning the J.C. Bryson Farmstead Historic Site.**

Mr. Andrew Martin, General Counsel, presented this item and explained that the agreement was developed by CTRMA and TxDOT, and has been forwarded to the City of Leander for its review and comment. If there are any fundamental issues with the current draft that staff presented to the Board, the revisions will be brought back to the Board for additional consideration.

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

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

Mr. Heiligenstein reported that three separate bills are under consideration at the Legislature that relate to the authority of CTRMA or a tolling agency to enter into a design-build comprehensive development agreement (CDA), a design/build/finance CDA, or a public private partnership (P3). No Board action was taken.

- 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.**

The Board took action only on the parcels identified below, with the action relating to each parcel following its identification.

- A. Parcel 55 of the Manor Expressway Toll Project, a 2.091 acre parcel of real estate owned by Odeen Hibbs, located west of Decker Lane along the south line of US Hwy 290E in Travis County.

Ms. Nikelle Meade moved to approve an amendment to the existing purchase contract to increase payment by \$51,365 for a resulting acquisition price of \$351,365.00. Mr. Charles Heimsath seconded the motion. The motion carried unanimously 7-0, and the resolution was approved as drafted.

- B. Parcel 3 of the Manor Expressway Toll Project, a 1.929 acre parcel of real estate owned by Kemco Properties, located at 8601 US Hwy 290E in Travis County.

Ms. Nikelle Meade moved to approve a purchase contract for \$1,380,000.00. Mr. Charles Heimsath seconded the motion. The motion carried unanimously 7-0, and the resolution was approved as drafted.

- C. Parcel 51 of the Manor Expressway Toll Project, a 0.342 acre parcel of real estate owned by Daniel Perez, located at 9745 US Hwy 290E in Travis County.

Ms. Nikelle Meade moved to approve a purchase contract for \$250,000.00. Mr. Charles Heimsath seconded the motion. The motion carried unanimously 7-0, and the resolution was approved as drafted.

- D. Parcel 15 of the Manor Expressway Toll Project, a 0.068 acre parcel of real estate owned by All Springdale Venture, located at 8305 Springdale Road in Travis County.

Ms. Nikelle Meade moved to approve a purchase contract for \$12,980.00. Mr. Charles Heimsath seconded the motion. The motion carried unanimously 7-0, and the resolution was approved as drafted.

- E. Parcel 36A of the Manor Expressway Toll Project, a 2.335 acre parcel of real estate owned by A&E Properties, located at 9519 US Hwy 290E in Travis County.

Ms. Nikelle Meade moved to approve a purchase contract for \$1,350,000.00. Mr. Charles Heimsath seconded the motion. The motion carried unanimously 7-0, and the resolution was approved as drafted.

- F. 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.

Ms. Nikelle Meade moved to authorize acquisition by the use of eminent domain, with authorization to negotiate and execute a possession and use agreement not to exceed 90% of the appraised value. Mr. Charles Heimsath seconded the motion. The motion carried unanimously 7-0, and the resolution was approved as drafted.

- 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.

Ms. Nikelle Meade moved to authorize acquisition by the use of eminent domain, with authorization to negotiate and execute a possession and use agreement not to exceed 90% of appraised value. Mr. Charles Heimsath seconded the motion. The motion carried unanimously 7-0, and the resolution was approved as drafted.

- H. Parcel 8 of the Manor Expressway Toll Project, a 2.175 acre parcel of real estate and a 0.186 acre Drainage Easement owned by Morse Family Trust, located at the east corner of US 183 and US Hwy 290E in Travis County.

Ms. Nikelle Meade moved to authorize acquisition by the use of eminent domain, with authorization to negotiate and execute a possession and use agreement not to exceed 90% of appraised value. Mr. Charles Heimsath seconded the motion. The motion carried unanimously 7-0, and the resolution was approved as drafted.

- I. Parcel 37 of the Manor Expressway Toll Project, a 2.03 acre parcel of real estate owned by Scott William Elder, located at 9577 US Hwy 290E in Travis County.

Ms. Nikelle Meade moved to authorize acquisition by the use of eminent domain, with authorization to negotiate and execute a possession and use agreement not to exceed 90% of appraised value. Mr. Charles Heimsath seconded the motion. The motion carried unanimously 7-0, and the resolution was approved as drafted.

- J. Parcel 29 of the Manor Expressway Toll Project, a 9.108 acre parcel of real estate owned by JMTCV, located at US Hwy 290E between Ferguson Cutoff and Johnny Morris Road in Travis County.

Ms. Nikelle Meade moved to authorize acquisition by the use of eminent domain, with authorization to negotiate and execute a possession and use agreement not to exceed 90% of appraised value. Mr. Charles Heimsath seconded the motion. The motion carried unanimously 7-0, and the resolution was approved as drafted.

- K. Parcel 56A of the Manor Expressway Toll Project, a 1.466 acre parcel of real estate owned by Shapiro Family Trust, located at the southwest corner of US Hwy 290E and FM 3177 in Travis County.

Ms. Nikelle Meade moved to authorize acquisition by the use of eminent domain, with authorization to negotiate and execute a possession and use agreement not to exceed 90% of appraised value. Mr. Charles Heimsath seconded the motion. The motion carried unanimously 7-0, and the resolution was approved as drafted.

- L. Parcel 56B of the Manor Expressway Toll Project, a 2.567 acre parcel of real estate owned by Shapiro Family Trust, located at the southeast corner of US Hwy 290E and FM 3177 in Travis County.

Ms. Nikelle Meade moved moved to authorize acquisition by the use of eminent domain, with authorization to negotiate and execute a possession and use agreement not to exceed 90% of appraised value. Mr. Charles Heimsath seconded the motion. The motion carried unanimously 7-0, and the resolution was approved as drafted.

17. Adjourn Meeting

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

**APRIL 27, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM # 5

Approve a supplement to Atkins' Work Authorization #1 concerning oversight by the general engineering consultant of the design/build comprehensive development agreement for the Manor Expressway.

Department: Engineering

Associated Costs: \$23,307,363.00

Funding Source: Bond Sale Funds

Board Action Required: Yes

Description of Matter:

By action of the Board at their Meeting on August 26th, 2009, Atkins (formerly PBS&J) was selected to provide General Engineering Consultant (GEC) services to the CTRMA. By action of the Board at their Meeting on January 27th, 2010, a Work Authorization No. 1 with Atkins was approved to allow for the provision of GEC Support Services related to the Manor Expressway.

This Supplemental Work Authorization No. 3 to Work Authorization No. 1 will allow for the continuation of GEC Support Services related to oversight of the activities progressed under the Design/Build Comprehensive Development Agreement for the Manor Expressway.

In summary, the services contained in this Supplemental Work Authorization #3 to Work Authorization No. 1 include project management, design oversight, construction oversight, material acceptance testing, environmental compliance, and public involvement.

The performance of these services will be as directed by the CTRMA.

Attached documentation for reference:

**Draft Resolution
Supplemental Work Authorization No. 3 (Attachment A to Draft Resolution)**

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 a Supplement to Atkins' Work Authorization #1 Concerning
Oversight by General Engineering Consultant of the Design/Build
Comprehensive Development Agreement for the Manor Expressway.**

WHEREAS, in Resolution No. 09-53, dated August 26, 2009, following the issuance of a Request for Qualifications and evaluation of responses thereto in accordance with CTRMA's procurement policies, the Board of Directors directed staff to enter into negotiations and finalize a General Engineering Consultant Services Agreement (the "GEC Agreement") with Post, Buckley, Schuh & Jernigan, Inc. (d/b/a PBS&J) ("PBS&J"); and

WHEREAS, effective December 31, 2009, CTRMA executed the GEC Agreement with PBS&J; and

WHEREAS, on April 1, 2011, following the merger of PBS&J and Atkins North America, Inc. ("Atkins"), PBS&J changed its name to Atkins and all rights and obligations of PBS&J under the GEC Agreement are now the rights and obligations of Atkins; and

WHEREAS, a proposed Supplemental Work Authorization No. 3 to Work Authorization No. 1 to the GEC Agreement ("Supplemental Agreement No. 3") is attached and incorporated into this Resolution as Attachment "A" and sets forth a Scope of Services for additional GEC services for project management services necessary to oversee the design and construction of the Manor Expressway (290 East) Phase II Project by Central Texas Mobility Constructors under a design/build comprehensive development agreement with CTRMA; and

WHEREAS, it is necessary that the Board of Directors approve Supplemental Agreement No. 3 and its execution by the Executive Director.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors hereby adopts and approves Supplemental Agreement No. 3 and the related Scope of Services in substantially the form attached hereto as Attachment "A"; and

BE IT FURTHER RESOLVED, that Supplemental Agreement No. 3 and the related Scope of Services may be finalized and executed by the Executive Director on behalf of the CTRMA and that Supplemental Agreement No. 3 may be amended from time to time by written amendment as deemed necessary the Board of Directors.

[Signatures appear on the following page]

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 27th day of April, 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: 4/27/11

ATTACHMENT "A" TO RESOLUTION 11-

Supplemental Work Authorization No. 3

To Work Authorization No. 1

[on the following 19 Pages]

EXHIBIT D
WORK AUTHORIZATION

**Supplemental Work Authorization No. 3 to
Work Authorization No. 1**

This Supplemental Work Authorization is made as of this 27th day of April, 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.** (GEC). This Work Authorization is made for the following purpose, consistent with the services defined in the Agreement:

*Manor Expressway [290E Turnpike Project] Phase II
Design-Build Comprehensive Development Agreement Oversight Services*

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 Supplemental 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 within thirty nine (39) months from the date this Supplemental Work Authorization becomes effective. This Supplemental 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 \$23,307,363, based on Attachment B -Fee Estimate. Compensation for Direct Expenses under this Work Authorization which are incurred as part of the work will be reimbursed on a Lump-Sum basis in the

amount of \$93,600.00 (with \$2,400.00 to be invoiced monthly based on an assumed thirty nine 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
SUPPLEMENTAL WORK AUTHORIZATION NO. 3 TO
WORK AUTHORIZATION NO. 1
Atkins

ATTACHMENT A
SERVICES TO BE PROVIDED BY GEC

GENERAL

The work to be performed by the General Engineering Consultant (GEC) will include project management services necessary to oversee the design and construction of the Manor Expressway (290 East) Phase II Project through the use of a Design/Build Comprehensive Development Agreement (D/B CDA). This will entail those professional services and associated deliverables required to complete the oversight activities associated with the management of the D/B CDA Developer (hereinafter referred to as the Developer).

The GEC will be the single point of contact between the CTRMA and Developer, acting as an extension of CTRMA staff by providing qualified technical and professional personnel to perform the duties and responsibilities assigned under the terms of this Agreement. The GEC shall not control the design and construction under the D/B CDA. Oversight reviews by the GEC will not relieve the Developer of sole responsibility for the means and methods of design and construction, or for health or safety precautions in connection with the work under the D/B CDA.

TASK 1 PROJECT MANAGEMENT (CODE 13730)

The GEC will provide staff to administer, manage, review and coordinate development of the Project. This staff will represent the CTRMA's interest as defined in the PDA. The GEC will develop and maintain a staffing plan for consistency and appropriate levels of Project staffing. Activities included in this task:

A. Project Management Plan (PMP)

This will include an update to the Project Management Plan to include the selected Developer's information. The component parts of the Project Management Plan (PMP) include:

- Project Administration
- Design quality management plan
- Construction quality management plan
- Maintenance management plan
- Comprehensive Environmental Protection Program
- Public information and communications
- Safety
- Communications management
- Right of Way Acquisition management
- Cost management

B. Project Administration

- Review and report on the Developer's submittals of records and reports including:
 - weekly payroll
 - statement of wage compliance
 - requests for payment of materials on hand
 - DBE compliance and/or other reports and records as required for the Project by TxDOT and or FHWA

- Report Project progress and issues in a timely manner
- Review, monitor, and report on Developer's Project schedule
- Review and submit a report on the Developer's as-built plans
- Maintain accurate records of the costs involved in potential change order work. These records will include labor and equipment times and materials installed (temporary or permanent) in the portion of the work in dispute.
- Assist in the surveillance of the Developer's compliance with contract requirements. The GEC is responsible for reviewing, monitoring, evaluating, and acting upon documentation required for Comprehensive Development Agreement (CDA) compliance and maintaining the appropriate files thereof. Typical areas of compliance responsibility include EEO Affirmative Action, DBE, OJT positions and number of hours, and payroll and subcontracts.
- Provide compliance oversight of third party agreements and development permits including:
 - Dewatering permits
 - NPDES permits
 - Demolition permits
 - Noise permits
 - Corps of Engineer permits

C. Project Coordination

- Work with CTRMA, TxDOT, Developer, third party consultants, utility companies, public agencies, contractors and the general public to coordinate Project development
- Coordinate the details of and participate in Project's partnering meeting to be held shortly after notice to proceed has been given to the Developer

D. Sub-Consultants

- Coordinate, contract, and provide oversight for any required sub-consultants

E. Program Reporting

- Prepare and issue monthly reports on the Project's status which will document any issues, delays encountered, and corrective actions as necessary
- Provide a monthly update to CTRMA on key milestones accomplished during the preceding month, meetings and key activities for the upcoming month, and identify outstanding issues requiring resolution
- Track, monitor, and report on contracts and budgets for the GEC and sub consultants
- Track, monitor, and prepare reports on DBE/HUB utilization for Developer's DBE/HUB program

F. Project Schedule

The GEC will provide staff to coordinate the Project scheduling efforts. Specific activities include:

- Evaluate, monitor, and verify, the Developer's Project schedule (baseline and updates)
- Report and verify the Developer's progress and upcoming milestones on a monthly basis to CTRMA
- Identify, catalog, and archive Baseline Schedule and schedule revisions. Evaluate time impacts and report recommendations to CTRMA

G. Change Order Processing & Management

- Provide review of potential change orders on the Project and process in accordance with the CDA and coordinate with external agencies as required
- Review change order cost estimates prepared by the Developer, evaluate Developer claims for extension of time, and provide comments to CTRMA
- Maintain log and retain all documents associated with potential change orders
- Prepare status reports and presentation for the Dispute Resolution Board

H. Dispute/Claims Support

- Assemble supporting documentation, review, analyze and provide recommendations to CTRMA on the Developer's submittal of a dispute
- Review, analyze and make recommendations to CTRMA on the Developer's claim package submittal
- Participate as needed in preparation and presentation to Dispute Resolution Board

I. Project Meetings & Documentation

The GEC will facilitate the following Project meetings to assess progress, schedule, and quality of services being provided as well as identify issues:

- Project Progress Meetings (Weekly)
- Issue Resolution Meetings (As Needed)

In addition, the GEC will participate in Developer's meetings:

Partnering

- Initial Partnering Workshop(Start-up)
- Additional Partnering Workshops(As needed)

Design Phase

- Roadway, Drainage, Utilities, Environmental Compliance(Weekly)
- Maintenance of Traffic(Weekly)
- Structures, Signals, ITS, Illumination, Geotechnical(Bi-weekly)
- Toll System Integrator Coordination(Monthly)
- Design Leads(Weekly)
- Quality Assurance(Monthly)
- Design Submittal Review Meetings(Prior to submittals)

Construction Phase

- Utilities(Weekly)
- Quality Assurance(Bi-weekly)
- Maintenance of Traffic(Weekly)
- Public Information(Weekly)
- Environmental Compliance(Weekly)

Oversight, Scheduling, and Coordination

- 4-Week Rolling Schedule Review(Weekly)
- Staffing Meeting(Monthly)

- Steering Committee(Bi-Weekly)
- Executive Management(Quarterly)

J. Documentation

The GEC will prepare agendas, meeting minutes, action items and follow-up action item status for each of the GEC Project meetings and distribute to attendees and appropriate personnel.

K. Document Controls

- Develop and implement a document control plan
- Maintain Project files for the duration of the Project
- Transfer program files to CTRMA upon completion of the work or as directed by the CTRMA
- Import documents into the CTRMA Electronic Document Management System (EDMS) as necessary

L. Tracking Database

- Maintain the tracking database for correspondence, transmittals, requests for information, meeting minutes, action items, submittals, Inspector daily reports, Project diary, Project schedule, change orders, pay estimates, lien waivers, shop drawings, working drawings, erection drawings, catalog cut sheets, mix designs, non-conformance reports, payment certifications, Insurance and Bonds, issues, material test data, schedules, audits, related technical data, and issues associated with the Project.

M. Data Backups

- Perform backup of Project database on a daily basis

N. Document Distribution

- Assign identification coding to incoming and outgoing Project related documentation and perform entry into the EDMS
- Prepare, manage, record, distribute and archive documentation of Project activities, progress, and related communications
- Log and track submittals and deliverables

O. Trust Indenture Obligations

- Prepare a Quarterly Report with an Executive Summary that provides a comprehensive summary of the monthly reports and the overall Project progress

P. Response to Open Records Requests

- Perform retrieval of documents as a result of open records requests.

Q. Mail Services

- Provide mail services for the Project (US, Priority, Courier, Internal and External).

TASK 2 – DESIGN OVERSIGHT (CODE 13730)

This will include the work required to oversee that the design of the Project is completed in accordance with the PDA and the CDA.

Design oversight efforts will focus on coordination with the Developer's design process to provide monitoring and oversight of reasonable compliance with contract obligations and sound engineering practices. The following activities are included:

A. Design criteria

The GEC will work with the Developer to establish the design criteria to be used by the design team in the production of the construction plans.

B. Schematic development

The GEC will oversee that the schematic plan development proceeds in accordance with the basic configuration provided in the CDA as a part of the 30% plan review. Variances from the basic configuration will be tracked and resolved through the partnering process. The GEC will identify opportunities for changes to the schematic to accommodate Project goals. These opportunities will be coordinated with the Developer, CTRMA, TxDOT, and FHWA.

C. Production schedule

The GEC will work with the Developer to provide GEC staffing levels accommodate the Developers proposed design production schedule. The Developer's production schedule will be coordinated with the CTRMA, TxDOT, and FHWA to keep Project stakeholders informed of key milestone dates and design reviews schedules.

D. Work group meetings

This task includes the attendance of the Developer's design work group meetings. In these meetings, the GEC will stay informed of design development issues and provide guidance to the Developer when required.

E. Design reviews

After a design submittal has been through the design quality control and the design quality assurance reviews, the GEC will perform a design quality oversight review. This review will:

- Audit records to verify compliance with the approved DQMP
- Check and review compliance with the CDA
- Audit design to confirm all previous review comments have been incorporated

The mandatory design reviews include:

- 30% plans
- 65% plans
- 100% plans

Other design reviews may include:

- Early release construction plans
- Over the shoulder reviews
- Request for information (RFI) submittals
- Shop and working drawing reviews

F. Design acceptance

Once the Developer has incorporated all comments from the Final (100%) Design Submittal and resolved all concerns, the Developer will submit the Final Design Package for acceptance. The GEC will review the acceptance package for the following components:

- Design plans
- Design calculations
- Design reports
- Specifications for construction
- Electronic files
- Government and utility owner approvals
- Design quality assurance firm certification of compliance with the DQMP and the CDA

TASK 3 – CONSTRUCTION OVERSIGHT (CODE 13730)

The GEC will provide professional services associated with construction oversight including the construction engineering and inspection in accordance with the PDA. The GEC will provide qualified technical and professional personnel to perform this task. The GEC shall not interfere with the Developer's work effort or productivity. Construction Oversight by the GEC will not relieve the Developer of sole responsibility for the means and methods of the construction of the Project.

The GEC will perform oversight and the CTRMA will pay for all costs of the GEC's construction oversight services. In performing this task, the GEC shall not direct, manage, or control the Developer's design and construction work activities.

Construction oversight efforts will focus on coordination with the Developer's construction process to provide monitoring and oversight of reasonable compliance with contract obligations, sound engineering practices and regulatory requirements. The GEC will develop the construction Quality Assurance Plan (QAP) which will be incorporated by reference into the Developer's Construction Quality Management Plan (CQMP). The following activities are included:

A. Construction Oversight Inspections

- Perform and report construction inspections
- Review and report final documentation of construction quantities in support of Developer draw requests
- Maintain diaries, logs, and records for a record of the Developer's progress
- Provide a digital photo log of the Project area during construction, with heavy emphasis on areas with potential claim items/issues and on areas of real/potential public controversy

B. Traffic Control

- Issue deficiency reports to the Developer on any non-compliance of traffic control devices or layouts
- Coordinate with the Developer, affected third parties, interested agencies, emergency responders and CTRMA for major traffic disruptions
- Track lane rental fees
- Attend meetings pertaining to the traffic control and maintenance of traffic that are held by the Developer, or interested parties

C. Requests for Information (RFI) and Non-Conformance Report Processing and Management

- Review and comment on Project RFIs
- Prepare and manage Non-Compliance Reports (NCRs) for non compliant work
- Maintain, log and retain all documents associated with RFIs and NCRs

D. Shop Drawing / Submittals Processing and Management

- Review shop drawings, erection drawings, working drawings, samples, material and product certifications, and catalog cuts and brochure submittals for general conformance with the design plans and specifications submitted by the Developer. Check that the Engineer of Record has provided required approvals.
- Maintain, log and retain all documents associated with shop drawings
- Coordinate with the Developer

E. Developer Draw Requests

- Review completeness of Developer's submittal, including:
 - Cover sheet
 - Monthly progress report
 - Certification by design quality assurance manager and construction quality control manager
 - Report of personnel hours
 - Progressed schedule of values
 - DBE utilization report
 - Cash flow and payment curves
 - Updated Project schedule
 - Waiver of liens from previous draw requests
 - Material on hand invoices
 - Lane rental fee report
- Evaluate that the request accurately reflects monies due for acceptable work completed
- Notify the CTRMA of amount approved for payment

F. Right-of-Way/Utility Oversight

The GEC will provide oversight, coordination, and assistance for right-of-way and utility related activities. Specific activities include:

- Provide information to the Developer concerning previous land acquisition negotiations with certain property owners along the Project corridor
- As requested, coordinate the preparation of Eminent Domain packages to be submitted by the Developer in relation to land acquisition
- Review utility plans for compliance with the TxDOT Utility Accommodation Policy, compatibility with the Project features, betterment inclusion and constructability
- Provide oversight review of location, materials, and backfilling of trenches associated with utility adjustments; not responsible for actual location of utilities
- Participate in meetings as necessary to effectively manage the utility coordination process
- Schedule periodic meetings with utility owner's representatives for coordination purposes
- Meet with the Developer as necessary to resolve matters relating to schedules, utility identification, design changes, conflict resolution, and negotiation with utility owners

- Assist Developer with negotiating the details of utility agreements with the utility companies. Details will include any necessary betterment percentages, indirect costs, plans, estimates and schedules for the utility companies' activities
- Review of utility adjustment agreements including plans, estimates, and property interest
- Review of claims of unidentified utilities submitted by the Developer
- Monitoring payments from Developer to utility owners for utility adjustments
- Provide utility construction monitoring and verification
- Monitor and report utility adjustment status

G. Survey Support

- Perform miscellaneous spot checks as needed during the duration of the Project

H. General Technical Support

The GEC will provide technical support and management assistance as required by the CTRMA toward the successful completion of the Project; including:

- Advise the CTRMA on matters of engineering related to interpretation of design details, construction techniques and procedures, specifications, standard construction details, and construction plans prepared by the Design Engineer(s)
- Seek clarifications from the Design Engineer(s) when necessary on the intent reflected in the design plans and specifications. The Engineer of Record will remain responsible for design related services

I. CTRMA Construction Coordination Support

The GEC will support CTRMA in coordination and any interlocal agency agreements including exhibit preparation and supporting document preparation and assembly with the following agencies:

- Texas Department of Transportation (TxDOT)
- Federal Highway Administration (FHWA)
- Capitol Area Metropolitan Planning Organization (CAMPO)
- City of Austin
- Travis County
- Local Municipalities and Municipal Utility Districts
- Other Agencies as identified and as directed by CTRMA

J. Notice of completion

When the Project is complete the GEC will:

- Coordinate with the Developer and TxDOT in the generation of a punch list
- Inspection of punch list completion
- Verify there are no outstanding claims related to the Developer's work
- Provide a Notification of Completion to the CTRMA.

TASK 4 – MATERIALS ACCEPTANCE TESTING (CODE 13730)

The GEC will provide Quality Acceptance testing of materials incorporated into the project, coordinate materials testing operations, and review Material Test Reports. Materials Testing procedures will include:

A. Quality Acceptance

- Provide a Qualification Program for materials utilized by the project for the construction of the Project in accordance with the Quality Acceptance Program (QAP)
- Approve Developer's procedures and requirements for handling, storage, shipping, and preservation of materials incorporated into the work; including Corrective Action procedures for test or inspection failures, malfunctions or deficiencies
- Submit construction Quality Acceptance Material Certification letter monthly to CTRMA
- All material test results will be reviewed by the Construction Manager

B. Verification

- Implement a testing plan in compliance with TxDOT's Guide Schedule of Sampling and Testing for the Project
- Perform the testing of construction materials utilized on the project
- Prepare and manage Non-Compliance Reports (NCRs) for failing tests as appropriate
- Prepare control charts for applicable test values
- Provide materials advice as deemed necessary
- Maintain a material testing data base
- Review mill and shop inspection and laboratory tests and field tests of construction materials performed by the testing engineer and the off-site materials testing agency

C. Independent Assurance Program

- Implement the Independent Assurance (IA) program which evaluates all sampling and testing procedures, personnel, and equipment used as part of an acceptance decision
- Maintain documentation of all qualified individuals who perform required tests for acceptance of materials
- Verify that laboratories are qualified to perform testing
- Compose an annual report that will be submitted to TxDOT summarizing the results of the systems approach IA program

TASK 5 – ENVIRONMENTAL COMPLIANCE (CODE 13730)

The GEC will provide staff to review and report on the Developer's environmental compliance efforts. Specific activities include:

- Oversight review and audits of the Developer's Comprehensive Environmental Protection Program (CEPP)
- Review of environmental site assessments (ESAs) submitted by the Developer for right of way (ROW) parcels for the Project, as required
- Review of Phase II ESA proposed scopes of work and Investigative Work Plans for ROW parcels with potential Recognized Environmental Conditions discovered during the ESA process, as required
- Review and approve Developer's HAZMAT Plan
- Review letters to Affected Property Owners and meet with concerned citizens to discuss environmental issues, as required
- Review Archeological and Historic Property Phase I and II survey reports, Test /Data Recovery Plans and reports, and SHPO-FRHP nomination packages, as required
- Review design plans and design changes for conformance with environmental commitments

- Develop and maintain database to track and verify environmental commitments documented in the Environmental Documents and for permit compliance
- Monitor the Developer's activities to determine if environmental encounters are being promptly reported and managed in accordance with the CEPP, and applicable laws and regulations

TASK 6 - PUBLIC INVOLVEMENT (CODE 13750)

The GEC will provide staff as needed to support the CTRMA with the administration, management, and coordination of the overall D/B CDA public involvement oversight efforts. The GEC has included an allowance in Exhibit B to cover some public involvement activities such as:

A. Public Information and Project Updates

Public outreach concerning Project information and construction updates, including:

- Work with the Developer to develop Public Information Plan (PIP) for the Project
- Respond to public inquiries regarding the Project, specifically with the use of an e-mail hotline address

B. Public Outreach Support

Coordinate various public outreach meetings and events, as requested by the CTRMA; including:

- Small meetings and one-on-ones with stakeholders
- Project tours for visitors and other delegations

C. Media Outreach Support

Assist the CTRMA, as requested, with the following public and media outreach tasks:

- Provide content for updates on the CTRMA'S Project web site
- Issuance of Developer's public notices of traffic phase changes and local road detours and closures through the TxDOT District office
- Respond to media inquiries
- Respond to open record requests

LIST OF ASSUMPTIONS

A. Project Scope

The services provided by the GEC as described in this Work Authorization are based upon the Project scope as defined in the CDA scope of work and technical provisions.

B. Project Schedule

The services provided by the GEC as described in this Work Authorization are based upon the Project schedule as provided by the Developer in its proposal. Factors that affect the budget of this Work Authorization include:

- Design complete 250 calendar days after NTP
- Construction start 59 calendar days after NTP (excludes utility adjustments)
- Substantial completion 955 calendar days after NTP

- Planned construction shifts 5 days a week (with certain expected exceptions)
- Majority of operations requiring lane closures or road closures will occur at night

C. Project Vehicles

Vehicles will not be invoiced separately as they are included in the billing rate multiplier. Staff assigned to temporary duty on the Project will be reimbursed for personnel or rental vehicle usage in accordance with Exhibit C.

D. Staff Labor and Overhead Rates

Hourly rates and overhead rates shown in Exhibit B are estimates or averages used for the purpose of establishing the not to exceed budget for this work authorization. The actual rates used will be in accordance with Section 4, Compensation in the Agreement.

[END OF ATTACHMENT]

**Attachment B - Fee Estimate
Manor Expressway - CDA Oversight Estimate
2011 - 2014**

**GEC Project Oversight - Manor Expressway
Summary Costs**

Task 1 - Project Management	\$	4,553,843
Task 2 - Design Oversight	\$	4,789,529
Task 3 - Construction Oversight	\$	11,060,679
Task 4 - Material Acceptance Testing	\$	2,136,082
Task 5 - Environmental Compliance	\$	303,878
Task 6 - Public Involvement	\$	369,752
Total Expenses	\$	93,600
	TOTAL	\$ 23,307,363

**GEC Project Oversight - Manor Expressway
Costs by Subconsultant**

Kfriese and Associates, Inc.	\$	1,407,647
Group Solutions RJW	\$	346,752
Bury Partners	\$	539,479
McGray & McGray	\$	25,920
Loomis Partners, Inc.	\$	72,071
Rodriguez Transportation Group	\$	741,980
Rodriguez Engineering Lab	\$	818,185
Terracon	\$	40,200
Pave Tex	\$	1,317,897
Kleinfelder	\$	20,000
HVJ Associates, Inc.	\$	117,680
	TOTAL	\$ 5,447,811

**GEC Project Oversight - Manor Expressway
Costs by DBE Firm**

Kfriese and Associates, Inc.	\$	1,407,647
Group Solutions RJW	\$	346,752
Pave Tex	\$	1,317,897
Rodriguez Transportation Group	\$	741,980
Rodriguez Engineering Lab	\$	818,185
McGray & McGray	\$	25,920
HVJ Associates, Inc.	\$	117,680
	TOTAL	\$ 4,776,061

**Attachment B - Fee Estimate
Manor Expressway - CDA Oversight Estimate
2011 - 2014**

Manor Expressway CDA Project - Project Oversight	Est. Jan-11	Est. Feb-11	Est. Mar-11	Est. Apr-11	Est. May-11	Est. Jun-11	Est. Jul-11	Est. Aug-11	Est. Sep-11	Est. Oct-11	Est. Nov-11	Est. Dec-11	2011 Hourly Rate	2011 Burden Rate	2011 Sum Hrs.	2011 Total Dollars
TASK 1 - PROJECT MANAGEMENT																
1 GEC Program Manager (PM)	0	0	0	0	32	32	32	32	32	32	32	32	\$90.00	\$261.90	256	\$67,046.40
64 CDA Senior Advisor (PM)	0	0	0	0	32	32	32	32	32	32	32	32	\$62.00	\$186.00	318	\$59,148.00
2 CDA Project Manager (PM) (FO)	0	0	0	0	168	176	160	184	168	168	160	160	\$90.00	\$241.92	1,344	\$325,140.48
38 Document Control Coordinator (FO)	0	0	0	0	168	176	160	184	168	168	160	160	\$34.16	\$91.81	1,344	\$123,390.81
66	0	0	0	0	0	0	0	0	0	0	0	0	\$34.16		0	\$0.00
37 CPM Scheduler	0	0	0	0	84	88	80	92	84	84	80	80	\$53.82	\$161.46	672	\$108,501.12
39 Claims Administrator	0	0	0	0	0	0	0	0	0	0	0	0	\$63.14	\$189.41	0	\$0.00
6 Administrative Assistant (FO)	0	0	0	0	176	160	184	168	168	160	160		\$20.70	\$55.64	1,176	\$65,434.52
4 Project Controls Manager (FO)	0	0	0	0	168	176	160	184	168	168	160	160	\$62.00	\$166.66	1,344	\$223,985.66
\$972,647.00																
TASK 2 - DESIGN OVERSIGHT																
7 CDA Design Manager - Sr. Engineer III (FO)	0	0	0	0	168	176	160	184	168	168	160	160	\$62.00	\$166.66	1,344	\$223,985.66
46 Sr. Engineer III - Roadway (FO)	0	0	0	0	168	176	160	184	168	168	160	160	\$56.93	\$153.01	1,344	\$205,651.35
52 Engineer III - Roadway	0	0	0	0	84	176	160	184	168	168	160	160	\$48.65	\$145.94	1,260	\$183,878.10
47 Sr. Engineer III - Structures (FO)	0	0	0	0	168	176	160	184	168	168	160	160	\$56.93	\$153.01	1,344	\$205,651.35
53 Engineer III - Structures	0	0	0	0	84	176	176	176	176	176	176	176	\$48.65	\$145.94	1,316	\$192,050.46
48 Sr. Engineer III - Drainage (FO)	0	0	0	0	168	176	160	184	168	168	160	160	\$56.93	\$153.01	1,344	\$205,651.35
54 Engineer III - Drainage	0	0	0	0	84	176	176	176	176	176	176	176	\$48.65	\$145.94	1,316	\$192,050.46
49 Sr. Engineer III - Traffic (FO)	0	0	0	0	20	20	20	20	168	168	160	160	\$56.93	\$153.01	656	\$100,377.45
22 QA Audit Manager (FO)	0	0	0	0	0	0	96	110	101	101	96	96	\$66.85	\$179.68	600	\$107,810.84
58 Sr. Engineer III - Geotechnical (FO)	0	0	0	0	8	8	8	8	8	8	8	8	\$56.93	\$153.01	64	\$9,792.92
59 Sr. Engineer III - Pavement (FO)	0	0	0	0	42	44	40	46	42	42	40	40	\$60.03	\$161.36	336	\$54,217.18
55 Engineer I - General Engineering Support (FO)	0	0	0	0	168	176	160	184	168	168	160	160	\$28.98	\$77.90	1,344	\$104,695.23
9 Sr. Project Manager	0	0	0	0	0	0	10	10	10	10	10	10	\$60.03	\$180.09	60	\$10,805.40
10 Sr. Engineer IV	0	0	0	0	0	0	20	20	20	20	20	20	\$62.10	\$186.30	120	\$22,356.00
12 Engineer II	0	0	0	0	0	0	80	80	80	80	80	80	\$33.12	\$93.36	480	\$47,692.80
13 Engineer I	0	0	0	0	0	0	80	80	80	80	80	80	\$27.95	\$83.84	480	\$40,248.80
11 Sr. Planner IV	0	0	0	0	0	0	80	80	80	80	80	80	\$65.21	\$195.62	480	\$93,895.20
\$2,000,802.58																
TASK 3 - CONSTRUCTION OVERSIGHT																
50 Utility Manager	0	0	0	0	84	88	80	92	84	84	80	80	\$53.82	\$161.46	672	\$108,501.12
51 ROW Sr. Project Manager (ROW Oversight)	0	0	0	0	0	0	0	40	40	40	40	40	\$57.96	\$173.88	160	\$27,820.80
57 Engineer I - Sustainability Coordinator (FO)	0	0	0	0	84	88	80	92	168	168	160	160	\$28.98	\$77.90	1,000	\$77,896.24
3 Construction Senior Advisor (PM)	0	0	0	0	20	20	20	20	168	168	160	160	\$95.22	\$285.66	160	\$45,702.56
14 Construction Manager (FO)	0	0	0	0	84	88	80	184	168	168	160	160	\$56.85	\$152.81	1,092	\$166,871.58
15 Design/Construction Coordinator (FO)	0	0	0	0	126	132	120	138	126	126	120	120	\$66.35	\$178.35	1,008	\$179,775.59
45 Sr. Contracts Administrator/Record Keeper (FO)	0	0	0	0	0	0	0	0	0	168	160	160	\$34.00	\$91.39	488	\$44,599.30
17 Lead Roadway Inspector (FO)	0	0	0	0	0	120	135	125	130	120	120	120	\$47.61	\$127.98	750	\$95,981.76
18 Lead Structures Inspector (FO)	0	0	0	0	0	120	135	125	130	120	120	120	\$39.00	\$104.83	750	\$78,624.00
16 Office Engineer	0	0	0	0	84	88	80	92	84	84	80	80	\$36.00	\$96.77	672	\$65,028.10
19 Survey Manager, RPLS	0	0	0	0	8	8	8	8	8	8	8	8	\$72.45	\$217.35	56	\$12,171.60
44 Independent Assurance Firm	0	0	0	0	0	0	0	0	0	0	0	0			0	\$5,000.00
23 Roadway Inspector (FO)	0	0	0	0	0	176	202	185	185	176	176	176	\$33.12	\$89.03	1,100	\$97,929.22
24 Structures Inspector (FO)	0	0	0	0	0	120	135	125	130	120	120	120	\$42.44	\$114.07	750	\$85,548.96
25 Traffic Control Inspector (FO)	0	0	0	0	0	120	135	125	130	120	120	120	\$36.00	\$96.77	750	\$72,576.00
26 Utility Inspector (FO)	0	0	0	0	88	160	184	168	168	160	160	160	\$41.40	\$111.28	1,088	\$121,076.12
27 SW3P Inspector (FO)	0	0	0	0	84	88	80	184	168	168	160	160	\$41.00	\$110.21	1,092	\$120,347.14
28 Electrical Inspector (FO)	0	0	0	0	0	0	0	0	0	0	0	0	\$40.37	\$109.50	0	\$0.00
29 Inspector (FO)	0	0	0	0	0	120	135	125	130	120	120	120	\$33.12	\$89.03	750	\$66,769.92
30 Inspector (FO)	0	0	0	0	0	0	0	125	130	120	120	120	\$30.00	\$80.64	495	\$39,916.80
31 Inspector (FO)	0	0	0	0	0	0	0	0	0	120	120	120	\$41.00	\$110.21	240	\$26,449.92
32 Inspector (FO)	0	0	0	0	0	0	0	0	0	0	0	120	\$25.00	\$67.20	120	\$8,064.00
33 Inspector (FO)	0	0	0	0	0	0	0	0	0	0	0	0	\$33.12	\$89.03	0	\$0.00
34 Inspector (FO)	0	0	0	0	0	0	0	0	0	0	0	0	\$33.12	\$89.03	0	\$0.00
35 Inspector (FO)	0	0	0	0	0	0	0	0	0	0	0	0	\$33.12	\$89.03	0	\$0.00
20 3-Man Survey Crew (FO)	0	0	0	0	0	0	0	4	4	4	4	4	\$60.00	\$180.00	0	\$0.00
21 3-Man Survey Crew (FO)	0	0	0	0	4	4	4	4	4	4	4	4	\$60.00	\$180.00	28	\$5,040.00
36 Tolls Equipment Inspector	0	0	0	0	0	0	0	0	0	0	0	0	\$42.44	\$114.07	0	\$0.00
\$1,551,695.75																
TASK 4 - MATERIALS ACCEPTANCE TESTING																
40 Materials Testing Manager (FO)	0	0	0	0	0	0	0	4	4	4	4	4	\$48.06	\$129.17	20	\$2,583.44
41 Materials/Records QA Rep (FO)	0	0	0	0	42	176	160	184	168	168	160	160	\$67.17	\$180.56	1,218	\$219,918.42
65 Soils & Concrete Testing Lab																\$100,000.00
43 Hot Mix Testing Lab																\$50,000.00
\$372,501.86																
TASK 5 - ENVIRONMENTAL COMPLIANCE																
56 Env. Sr. Planner III (Env Oversight)	0	0	0	0	44	40	46	42	42	40	40	40	\$57.96	\$173.88	294	\$51,120.72
60 Sr. Scientist I - HazMat	0	0	0	0	5	5	5	5	5	5	5	5	\$36.23	\$108.68	35	\$3,803.63
61 Sr. Scientist I - Wetlands	0	0	0	0	3	3	3	3	3	3	3	3	\$33.12	\$99.36	21	\$2,086.56
62 Sr. Engineer IV - Air Analysis	0	0	0	0	3	3	3	3	3	3	3	3	\$68.31	\$204.93	21	\$4,303.53
63 Sr. Project Manager - Threatened & Endangered Species	0	0	0	0	5	5	5	5	5	5	5	5	\$53.82	\$161.46	35	\$5,651.10
\$66,965.54																
TASK 6 - PUBLIC INVOLVEMENT																
8 Public Involvement Director (Robena Jackson)	0	0	0	0	8	9	8	9	8	8	8	8			67	\$10,752.00
64 Public Involvement Specialist (Jennifer LeBaron)	0	0	0	0	96	101	106	96	110	101	101	96			806	\$64,512.00
Public Involvement Expenses	0	0	0	0	2,000	500	500	500	500	500	500	500				\$5,500.00
\$80,764.00																
GEC EXPENSES																
Monthly Expenses	\$0	\$0	\$0	\$0	\$2,400	\$2,400	\$2,400	\$2,400	\$2,400	\$2,400	\$2,400	\$2,400				\$19,200.00

Task 1 - Project Management 2011 \$972,647.00
 Task 2 - Design Oversight 2011 \$2,000,802.58
 Task 3 - Construction Oversight 2011 \$1,551,695.75
 Task 4 - Materials Acceptance Testing 2011 \$372,501.86
 Task 5 - Environmental Compliance 2011 \$66,965.54
 Task 6 - Public Involvement 2011 \$80,764.00
 GEC Expenses 2011 \$19,200.00

Attachment B - Fee Estimate
Manor Expressway - CDA Oversight Estimate
2011 - 2014

Table with columns: Manors Expressway CDA Project - Project Oversight, Est. Jan-12, Est. Feb-12, Est. Mar-12, Est. Apr-12, Est. May-12, Est. Jun-12, Est. Jul-12, Est. Aug-12 I.C., Est. Sep-12, Est. Oct-12, Est. Nov-12, Est. Dec-12, 2012 Hourly Rate, 2012 Burden Rate, 2012 Sum Hrs., 2012 Total Dollars. Rows include Task 1 - Project Management, Task 2 - Design Oversight, Task 3 - Construction Oversight, Task 4 - Materials Acceptance Testing, Task 5 - Environmental Compliance, Task 6 - Public Involvement, and GEC Expenses.

Task 1 - Project Management 2012 \$1,524,895.24
Task 2 - Design Oversight 2012 \$1,880,948.88
Task 3 - Construction Oversight 2012 \$4,356,941.11
Task 4 - Material Acceptance Testing 2012 \$756,665.25
Task 5 - Environmental Compliance 2012 \$118,456.06
Task 6 - Public Involvement 2012 \$118,448.00
GEC Expenses 2012 \$28,800.00

**Attachment B - Fee Estimate
Manor Expressway - CDA Oversight Estimate
2011 - 2014**

Manor Expressway CDA Project - Project Oversight	Est.	Est.	Est.	Est.	Est.	Est.	Est.	Est.	Est.	Est.	Est.	Est.	Est.	2014	2014	2014	2014
	Jan-14	Feb-14	Mar-14	Apr-14	May-14 S.C.	Jun-14	Jul-14	Aug-14	Sep-14 F.A.	Oct-14	Nov-14	Dec-14	Hourly Rate	Burden Rate	Sum Hrs.	Total Dollars	
TASK 1 - PROJECT MANAGEMENT																	
1 GEC Program Manager (PM)	32	32	32	32	32	32	32	0	0	0	0	0	\$99.78	\$280.55	224	\$62,844.06	
64 CDA Senior Advisor (PM)	32	32	0	0	0	0	0	0	0	0	0	0	\$68.74	\$199.25	64	\$12,751.86	
2 CDA Project Manager (PM) (FO)	160	160	120	80	80	80	80	0	0	0	0	0	\$99.78	\$259.15	760	\$196,954.57	
38 Document Control Coordinator (FO)	160	160	184	160	160	176	0	0	0	0	0	0	\$37.87	\$98.35	1,000	\$98,347.71	
66 0	0	0	0	0	0	0	0	0	0	0	0	0	\$37.87	\$98.35	0	\$0.00	
37 CPM Scheduler	80	80	92	80	80	0	0	0	0	0	0	0	\$59.67	\$172.96	412	\$71,259.52	
39 Claims Administrator	10	10	10	10	10	0	0	0	0	0	0	0	\$70.00	\$202.90	50	\$10,144.77	
6 Administrative Assistant (FO)	160	160	0	0	0	0	0	0	0	0	0	0	\$22.95	\$59.60	320	\$19,073.50	
4 Project Controls Manager (FO)	80	80	92	80	80	80	80	0	0	0	0	0	\$68.74	\$178.53	572	\$102,116.91	
																\$573,492.89	
TASK 2 - DESIGN OVERSIGHT																	
7 CDA Design Manager - Sr. Engineer III (FO)	20	20	20	20	20	0	0	0	0	0	0	0	\$68.74	\$178.53	100	\$17,853.61	
46 Sr. Engineer III - Roadway (FO)	20	20	0	0	0	0	0	0	0	0	0	0	\$63.11	\$163.91	40	\$6,556.51	
52 Engineer III - Roadway	0	0	0	0	0	0	0	0	0	0	0	0	\$53.93	\$156.33	0	\$0.00	
47 Sr. Engineer III - Structures (FO)	0	0	0	0	0	0	0	0	0	0	0	0	\$63.11	\$163.91	0	\$0.00	
53 Engineer III - Structures	0	0	0	0	0	0	0	0	0	0	0	0	\$53.93	\$156.33	0	\$0.00	
48 Sr. Engineer III - Drainage (FO)	0	0	0	0	0	0	0	0	0	0	0	0	\$63.11	\$163.91	0	\$0.00	
54 Engineer III - Drainage	0	0	0	0	0	0	0	0	0	0	0	0	\$53.93	\$156.33	0	\$0.00	
49 Sr. Engineer III - Traffic (FO)	0	0	0	0	0	0	0	0	0	0	0	0	\$63.11	\$163.91	0	\$0.00	
22 QA Audit Manager (FO)	96	96	110	96	90	0	0	0	0	0	0	0	\$74.11	\$192.48	488	\$94,008.59	
58 Sr. Engineer III - Geotechnical (FO)	0	0	0	0	0	0	0	0	0	0	0	0	\$63.11	\$163.91	0	\$0.00	
59 Sr. Engineer III - Pavement (FO)	0	0	0	0	0	0	0	0	0	0	0	0	\$66.56	\$172.85	0	\$0.00	
55 Engineer I - General Engineering Support (FO)	0	0	0	0	0	0	0	0	0	0	0	0	\$32.13	\$83.45	0	\$0.00	
9 Sr. Project Manager	0	0	0	0	0	0	0	0	0	0	0	0	\$66.56	\$192.92	0	\$0.00	
10 Sr. Engineer IV	0	0	0	0	0	0	0	0	0	0	0	0	\$68.85	\$199.57	0	\$0.00	
12 Engineer II	0	0	0	0	0	0	0	0	0	0	0	0	\$36.72	\$106.44	0	\$0.00	
13 Engineer I	0	0	0	0	0	0	0	0	0	0	0	0	\$30.98	\$89.81	0	\$0.00	
11 Sr. Planner IV	0	0	0	0	0	0	0	0	0	0	0	0	\$72.29	\$209.55	0	\$0.00	
																\$118,417.71	
TASK 3 - CONSTRUCTION OVERSIGHT																	
50 Utility Manager	0	0	0	0	0	0	0	0	0	0	0	0	\$59.67	\$172.96	0	\$0.00	
51 ROW Sr. Project Manager (ROW Oversight)	0	0	0	0	0	0	0	0	0	0	0	0	\$64.26	\$186.26	0	\$0.00	
57 Engineer I - Sustainability Coordinator (FO)	0	0	0	0	0	0	0	0	0	0	0	0	\$32.13	\$83.45	0	\$0.00	
3 Construction Senior Advisor (PM)	20	20	20	20	20	0	0	0	0	0	0	0	\$96.57	\$300.61	100	\$30,600.61	
14 Construction Manager (FO)	160	160	92	80	84	0	0	0	0	0	0	0	\$63.03	\$163.70	496	\$81,193.66	
15 Design/Construction Coordinator (FO)	120	80	92	80	84	0	0	0	0	0	0	0	\$73.56	\$191.05	456	\$87,119.57	
45 Sr. Contracts Administrator/Record Keeper (FO)	160	160	184	0	0	0	0	0	0	0	0	0	\$37.70	\$97.90	504	\$49,342.30	
17 Lead Roadway Inspector (FO)	160	160	184	160	168	0	0	0	0	0	0	0	\$52.79	\$137.09	832	\$114,059.50	
18 Lead Structures Inspector (FO)	160	160	184	160	168	0	0	0	0	0	0	0	\$43.24	\$112.30	832	\$93,432.48	
16 Office Engineer	160	160	184	160	168	0	0	0	0	0	0	0	\$39.91	\$103.66	832	\$86,245.37	
19 Survey Manager, RPLS	8	8	8	8	8	0	0	0	0	0	0	0	\$80.33	\$232.83	40	\$9,313.23	
44 Independent Assurance Firm	0	0	0	0	0	0	0	0	0	0	0	0			0	\$5,000.00	
23 Roadway Inspector (FO)	0	0	0	0	0	0	0	0	0	0	0	0	\$36.72	\$95.37	0	\$0.00	
24 Structures Inspector (FO)	0	0	0	0	0	0	0	0	0	0	0	0	\$47.05	\$122.19	0	\$0.00	
25 Traffic Control Inspector (FO)	160	160	184	160	168	0	0	0	0	0	0	0	\$39.91	\$103.66	832	\$86,245.37	
26 Utility Inspector (FO)	0	0	0	0	0	0	0	0	0	0	0	0	\$45.90	\$119.21	0	\$0.00	
27 SWSP Inspector (FO)	160	160	184	160	168	0	0	0	0	0	0	0	\$45.46	\$118.06	832	\$98,223.89	
28 Electrical Inspector (FO)	160	160	184	160	168	0	0	0	0	0	0	0	\$44.75	\$116.23	832	\$96,702.62	
29 Inspector (FO)	250	240	270	240	250	0	0	0	0	0	0	0	\$35.48	\$92.14	1,250	\$115,178.11	
30 Inspector (FO)	250	240	270	120	125	0	0	0	0	0	0	0	\$35.48	\$92.14	1,005	\$92,603.20	
31 Inspector (FO)	250	240	270	0	0	0	0	0	0	0	0	0	\$35.48	\$92.14	760	\$70,028.29	
32 Inspector (FO)	0	0	0	0	0	0	0	0	0	0	0	0	\$35.48	\$92.14	0	\$0.00	
33 Inspector (FO)	0	0	0	0	0	0	0	0	0	0	0	0	\$35.48	\$92.14	0	\$0.00	
34 Inspector (FO)	0	0	0	0	0	0	0	0	0	0	0	0	\$35.48	\$92.14	0	\$0.00	
35 Inspector (FO)	0	0	0	0	0	0	0	0	0	0	0	0	\$35.48	\$92.14	0	\$0.00	
20 3-Man Survey Crew (FO)	8	8	8	8	8	0	0	0	0	0	0	0	\$60.00	\$180.00	40	\$7,200.00	
21 3-Man Survey Crew (FO)	4	4	4	4	4	0	0	0	0	0	0	0	\$60.00	\$180.00	20	\$3,600.00	
36 Tolls Equipment Inspector	160	0	0	0	0	0	0	0	0	0	0	0	\$47.05	\$122.19	160	\$19,550.33	
																\$1,145,638.56	
TASK 4 - MATERIALS ACCEPTANCE TESTING																	
40 Materials Testing Manager (FO)	4	4	4	4	4	0	0	0	0	0	0	0	\$53.28	\$138.37	20	\$2,767.44	
41 Materials/Records QA Rep (FO)	160	160	184	0	0	0	0	0	0	0	0	0	\$74.47	\$193.42	504	\$97,482.25	
65 Soils & Concrete Testing Lab																\$100,000.00	
43 Hot Mix Testing Lab																\$50,000.00	
																\$250,249.70	
TASK 5 - ENVIRONMENTAL COMPLIANCE																	
56 Env. Sr. Planner III (Env Oversight)	0	0	0	0	0	0	0	0	0	0	0	0	\$64.26	\$186.26	0	\$0.00	
60 Sr. Scientist I - HazMat	0	0	0	0	0	0	0	0	0	0	0	0	\$40.16	\$116.42	0	\$0.00	
61 Sr. Scientist I - Wetlands	0	0	0	0	0	0	0	0	0	0	0	0	\$36.72	\$106.44	0	\$0.00	
62 Sr. Engineer IV - Air Analysis	0	0	0	0	0	0	0	0	0	0	0	0	\$75.74	\$219.53	0	\$0.00	
63 Sr. Project Manager - Threatened & Endangered Species	0	0	0	0	0	0	0	0	0	0	0	0	\$59.67	\$172.96	0	\$0.00	
																\$0.00	
TASK 6 - PUBLIC INVOLVEMENT																	
8 Public Involvement Director (Robena Jackson)	8	8	9	8	8	0	0	0	0	0	0	0	\$0.00	\$160.00	42	\$6,656.00	
64 Public Involvement Specialist (Jennifer LeBaron)	96	96	110	96	101	0	0	0	0	0	0	0	\$0.00	\$80.00	499	\$39,936.00	
Public Involvement Expenses	500	500	500	500	500	0	0	0	0	0	0	0				\$2,500.00	
																\$49,092.00	
GEC EXPENSES																	
Monthly Expenses	\$2,400	\$2,400	\$2,400	\$2,400	\$2,400	\$2,400	\$2,400	\$0	\$0	\$0	\$0	\$0				\$16,800.00	

Project Totals

Task 1 - Project Management 2014	\$573,492.89	\$4,553,843.06
Task 2 - Design Oversight 2014	\$118,417.71	\$4,789,529.35
Task 3 - Construction Oversight 2014	\$1,145,638.56	\$11,060,679.04
Task 4 - Material Acceptance Testing 2014	\$250,249.70	\$2,136,082.05
Task 5 - Environmental Compliance 2014	\$0.00	\$303,877.66
Task 6 - Public Involvement 2014	\$49,092.00	\$369,752.00
GEC Expenses 2014	\$16,800.00	\$303,877.66
		\$93,600.00

\$23,307,363.15

**Attachment B - Fee Estimate
Manor Expressway - CDA Oversight Estimate
2011 - 2014**

CDA Oversight Expenses		
<u>Expense</u>	<u>Monthly Amount</u>	<u>Comments</u>
Mileage	\$ 1,000.00	5 people at 100 miles/week each (\$0.50/mile)
Parking	\$ 400.00	5 people at \$20/week each
Scanner	\$ 500.00	Assume \$500/month lease
Document Control Software	\$ -	Assume McLaren software will be used
Office Supplies	\$ 500.00	Assume \$500/month
Total Monthly Expenses	\$ 2,400.00	

**APRIL 27, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM # 6

Approve a change order to the 183A Phase II contract with Webber LLC to install two underground utility encasements.

Department: Engineering

Associated Costs: Not to Exceed \$270,791.08

Funding Source: Bond Sales

Board Action Required: Yes

Description of Matter: This Change Order includes the installation of utility encasements under Hero Way and the 183A mainlanes on the north side of RM 2243.

The CTRMA initiated this revision to provide continued support of development along the 183A Corridor and for the City of Leander. Construction of the utility encasements during the current construction activity is cost effective and will reduce future impacts to the facility.

Attached documentation for reference:

Draft Change Order No. 14

Contact for further information:

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



CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY
DRAFT CHANGE ORDER NUMBER: 14

1. CONTRACTOR: Webber LLC
2. Change Order Work Limits: Sta. N/A to Sta. N/A
3. Type of Change(on federal-aid non-exempt projects): N/A (Major/Minor)
4. Reasons: 3F (In order of importance - Primary first)
5. Describe the work being revised:

5a. Install encasement pipes for future utilities

Project Name	<u>183A Phase II</u>
Contract Name	<u>183A Phase II</u>
Contract Award Date	<u>December 21, 2009</u>
Contract Number:	<u>10183A24601C</u>

6. Work to be performed in accordance with Items: as noted in Table B attached, Special Provision
7. New or revised plan sheet(s) are attached and numbered: N/A
8. New general notes to the contract are attached: Yes No
9. New Special Provisions to Items 476 No. 001 and Special Specification Item N/A are attached.

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

<p><i>The contractor must sign the Change Order and, by doing so, agrees to waive any and all claims for additional compensation due to any and all other expenses; additional changes for time, overhead and profit; or loss of compensation as a result of this change.</i></p> <p>THE CONTRACTOR Date _____</p> <p>By _____</p> <p>Typed/Printed Name _____</p> <p>Typed/Printed Title _____</p>	<p align="center">The following information must be provided</p> <p>Time Ext. #: <u>N/A</u> Days added on this CO: <u>0</u></p> <p>Amount added by this change order: <u>\$270,791.08</u></p> <hr/> <p>For CTRMA use only:</p> <table> <tr> <td>Original Contract Amount</td> <td align="right"><u>\$75,792,413.92</u></td> </tr> <tr> <td>Previous Change Orders #01 - #13</td> <td align="right"><u>(\$259,297.39)</u></td> </tr> <tr> <td>Amount added by this change order:</td> <td align="right"><u>\$270,791.08</u></td> </tr> <tr> <td>Revised contract amount to- date:</td> <td align="right"><u>\$75,803,907.61</u></td> </tr> </table>	Original Contract Amount	<u>\$75,792,413.92</u>	Previous Change Orders #01 - #13	<u>(\$259,297.39)</u>	Amount added by this change order:	<u>\$270,791.08</u>	Revised contract amount to- date:	<u>\$75,803,907.61</u>
Original Contract Amount	<u>\$75,792,413.92</u>								
Previous Change Orders #01 - #13	<u>(\$259,297.39)</u>								
Amount added by this change order:	<u>\$270,791.08</u>								
Revised contract amount to- date:	<u>\$75,803,907.61</u>								

RECOMMENDED FOR EXECUTION:

HNTB GEC Project Manager Date

CTRMA, Director of Engineering Date
 APPROVED REQUEST APPROVAL

HNTB GEC Construction Manager Date

CTRMA, General Counsel Date
 APPROVED REQUEST APPROVAL

CTRMA, Executive Director Date
 APPROVED REQUEST APPROVAL

183A Phase II Project

CHANGE ORDER NUMBER: 14

TABLE A: Force Account Work and Materials Placed into Stock

Estimated Cost:

		EQUIPMENT	HOURLY RATE	HRS	MARKUP %		ITEM COST	OVERRUN / UNDERRUN
		3/4 TON TRUCK	\$25.20	\$5.00			\$126.00	\$126.00
		EQUIPMENT MARKUP			15%		\$18.90	\$18.90
		LABOR						
		SURVEYOR CREW	\$54.00	\$5.00			\$270.00	\$270.00
		LABOR COMPENSATION MARKUP			25%		\$67.50	\$67.50
		INSURANCE & TAXES MARKUP			55%		\$148.50	\$148.50
		BOND						
		Bond @1%					\$2,473.18	\$2,473.18
		SUBCONTRACTOR						
		Sub @ 5%					\$12,747.00	\$12,747.00
SUBTOTAL							\$15,851.08	\$15,851.08

TABLE B: Contract Items

CHANGE ITEM	REASON CODE	DESCRIPTION	UNIT	ORIGINAL + PREVIOUSLY REVISED			NEW			OVERRUN/ UNDERRUN	QUANTITY CHANGE
				QUANTITY	UNIT PRICE	ITEM COST	QUANTITY	UNIT PRICE	ITEM COST		
				0.00	\$ -	\$ -	0.00	\$ -	\$0.00	\$0.00	0.00
				0.00	\$ -	\$ -	0.00	\$ -	\$0.00	\$0.00	0.00
				0.00	\$ -	\$ -	0.00	\$ -	\$0.00	\$0.00	0.00
				0.00	\$ -	\$ -	0.00	\$ -	\$0.00	\$0.00	0.00
				0.00	\$ -	\$ -	0.00	\$ -	\$0.00	\$0.00	0.00
				0.00	\$ -	\$ -	0.00	\$ -	\$0.00	\$0.00	0.00
				0.00	\$ -	\$ -	0.00	\$ -	\$0.00	\$0.00	0.00
				0.00	\$ -	\$ -	0.00	\$ -	\$0.00	\$0.00	0.00
				0.00	\$ -	\$ -	0.00	\$ -	\$0.00	\$0.00	0.00
				0.00	\$ -	\$ -	0.00	\$ -	\$0.00	\$0.00	0.00
				0.00	\$ -	\$ -	0.00	\$ -	\$0.00	\$0.00	0.00
				0.00	\$ -	\$ -	0.00	\$ -	\$0.00	\$0.00	0.00
EXTRA WORK ITEM	REASON CODE	DESCRIPTION	UNIT	QUANTITY	UNIT PRICE	ITEM COST	QUANTITY	UNIT PRICE	ITEM COST	OVERRUN/ UNDERRUN	QUANTITY CHANGE
476-XXX1	3F	JACKING, BORING, OR TUNNELING PIPE - UTILITY ENCASEMENT #2	UNIT	0.00	\$ -	\$ -	1.00	\$ 91,490.00	\$91,490.00	\$91,490.00	1.00
476-XXX2	3F	JACKING, BORING, OR TUNNELING PIPE - UTILITY ENCASEMENT #3	UNIT	0.00	\$ -	\$ -	1.00	\$ 163,450.00	\$163,450.00	\$163,450.00	1.00
				0.00	\$ -	\$ -	0.00	\$ -	\$0.00	\$0.00	0.00
				0.00	\$ -	\$ -	0.00	\$ -	\$0.00	\$0.00	0.00
				0.00	\$ -	\$ -	0.00	\$ -	\$0.00	\$0.00	0.00
				0.00	\$ -	\$ -	0.00	\$ -	\$0.00	\$0.00	0.00
				0.00	\$ -	\$ -	0.00	\$ -	\$0.00	\$0.00	0.00
				0.00	\$ -	\$ -	0.00	\$ -	\$0.00	\$0.00	0.00
				0.00	\$ -	\$ -	0.00	\$ -	\$0.00	\$0.00	0.00
				0.00	\$ -	\$ -	0.00	\$ -	\$0.00	\$0.00	0.00
				0.00	\$ -	\$ -	0.00	\$ -	\$0.00	\$0.00	0.00
				0.00	\$ -	\$ -	0.00	\$ -	\$0.00	\$0.00	0.00
				0.00	\$ -	\$ -	0.00	\$ -	\$0.00	\$0.00	0.00
				0.00	\$ -	\$ -	0.00	\$ -	\$0.00	\$0.00	0.00
				0.00	\$ -	\$ -	0.00	\$ -	\$0.00	\$0.00	0.00
		SUBTOTAL ENCASEMENTS							\$254,940.00	\$254,940.00	
		TOTALS				\$ -			\$270,791.08	\$270,791.08	2.00

CHANGE ORDER REASON(S) CODE CHART

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

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

RESOLUTION NO. 11-037

**Approve a Change Order to the 183A Phase II Contract with Webber LLC
to Install Two Underground Utility Encasements.**

WHEREAS, by Resolution No. 09-81, dated December 17, 2009, the Board of Directors awarded a construction contract for 183A Phase II Project (the "Project") to W.W. Webber LLC ("Webber"), and authorized and directed the Executive Director to finalize and execute a contract with Webber for provision of those services; and

WHEREAS, Contract No. 10183A24601C for construction of the Project (the "Contract") was fully executed by CTRMA and Webber and became effective on February 1, 2010; and

WHEREAS, CTRMA staff and its general engineering consultant have requested that Webber prepare and submit a proposal to install two underground utility encasements under Hero Way and the 183A mainlanes on the north side of RM 2243 in connection with the construction of the Project; and

WHEREAS, because the additional cost of Change Order No. 14 exceeds \$150,000.00, the Board of Directors must approve this proposed change order.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves the proposed Change Order No. 14 in the form or substantially the same form attached as Attachment "A;" and

BE IT FURTHER RESOLVED, that Change Order No. 14 may be finalized and executed by the Executive Director on behalf of CTRMA if and when the Executive Director receives a binding commitment from one or more of the ultimate users of encasements to reimburse CTRMA for its costs to install the encasements.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 27th day of April, 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: 11-037
Date Passed: 4/27/11

ATTACHMENT "A" TO RESOLUTION 11-037

Draft Work Authorization #14

[Following 3 Pages]

**APRIL 27, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM # 7

Approve a contract amendment with Telvent USA Corporation to revise the scope of services and implementation schedule and authorize additional payment for work related to installation of toll collection and intelligent transportation system equipment on the Manor Expressway, and under the amended contract approve Work Authorization #6 for work related to the Manor Expressway.

Department: Operations

**Associated Costs: \$6,546,868 (Adjusted Based Contract Maximum)
 \$7,741,122.51 (Work Authorization No. 6)**

Funding Source: Bond Sale Funds

Board Action Required: Yes

Description of Matter:

Amendment to Base Contract

In April 2005, the CTRMA entered into a Contract for Toll System Implementation with Caseta Technologies, Inc. for the design, installation, and maintenance of a toll collection system for the CTRMA Turnpike System. The original agreement was for an initial five (5) year term, with the option to renew for an additional three (3) years upon mutual consent of the parties. The initial term expired on April 26, 2010, and renewal of the agreement for an additional three (3) year term, approved with Resolution 10-27 on March 31, 2010, extends the term to expire April 26, 2013.

Telvent USA Corporation (formally Caseta Technologies, Inc.) has been responsible for the design, procurement, installation, operation, and maintenance of the entire toll collection system for the 183A Turnpike Project. Telvent USA Corporation has provided the services required by the Contract very effectively, and the toll collection system has performed well. Separate Work Authorizations have been prepared providing for the expansion of the toll collection system to include the 183A Phase II Expansion Project and the US290 East (Manor Expressway) Project under the terms of the existing master agreement. The installation of the 183A- Phase II expansion has been previously approved by the Board.

Work Authorization No. 6

This current Work Authorization No. 6 provides for the design, procurement, installation, and testing of the complete and functioning toll collection system and traffic management

system for the Manor Expressway project from US 183 to just east of SH 130. The work also includes coordination with a) the roadway construction contractor on the Manor Expressway Direct Connectors at US 183 project and b) and the Comprehensive Development Agreement developer team responsible for the design and construction of the Manor Expressway from US 183 to east of SH 130. The work also includes interfacing with the communications systems linking the project system to the Mobility Authority's central control systems.

Based on the review of the proposed Work Authorization by Mobility Authority staff and the GEC, it was determined that the Scope of Services addresses the anticipated project requirements and the level of effort and the associated fee is appropriate. Therefore, Approval of Work Authorization #6 is recommended.

Since the anticipated completion of the Manor Expressway has been established for late 2014, and staff believes that it is imperative that the CTRMA experience a continuity of services from its Toll Systems Integrator to ensure the effective completion and testing of the toll collection system, it is additionally recommended that the Contract with Telvent be extended to expire 365 days after the Manor Expressway/290E Project attains Substantial Completion.

Attached documentation for reference:

Draft Amendment to Contract
Draft Work Authorization No. 6

Contact for further information:

Tim Reilly, Director of Operations

CONTRACT FOR TOLL SYSTEM IMPLEMENTATION
with
Telvent USA Corporation

Base Contract Maximum Fee Adjustment Worksheet

Base Contract Maximum Authorized Amount \$16,012,596.00

Work Authorizations Approved to Date:

W.A. No. 1 (183A-Ph I)	\$9,243,751.55
W.A. No. 2 (Project Coordination)	\$225,290.00
W.A. No. 3 (Test Facility)	\$406,674.68
W.A. No. 4 (CCRMA)	\$1,577,089.00
<u>W.A. No. 5 (183A-Ph II)</u>	<u>\$3,365,536.00</u>

Approved W.A. Sub-Total **(\$14,818,341.23)**

Remaining Available Base Contract Amount \$1,194,254.77

Requested W.A. No. 6 (Manor Expressway) (\$7,741,122.51)

Requested Base Contract Adjustment \$6,546,867.74

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

RESOLUTION NO. 11-__

Approve a Contract Amendment with Telvent USA Corporation to Revise the Scope of Services and Implementation Schedule and Authorize Additional Payment for Work Related to Installation of Toll Collection and Intelligent Transportation System Equipment on the Manor Expressway, and Under the Amended Contract Approve Work Authorization #6 for Work Related to the Manor Expressway.

WHEREAS, the Central Texas Regional Mobility Authority (the "Authority") entered into a contract with Caseta Technologies, Inc. dated April 27, 2005, for the design, procurement, and installation of a toll collection system on the Authority's turnpike system (the "Contract"); and

WHEREAS, Caseta Technologies, Inc., was subsequently acquired by Telvent USA Corporation, a Maryland corporation ("Telvent"), and all rights and obligations of Caseta Technologies, Inc. under the Contract are now the rights and obligations of Telvent; and

WHEREAS, the initial term of the Contract originally expired on April 26, 2010; and

WHEREAS, in Resolution 10-27, dated March 31, 2010, the Board of Directors approved the renewal of the Agreement for an additional three (3) year period to extend from April 26, 2010 until April 26, 2013; and

WHEREAS, the CTRMA is currently pursuing the development of the 290 East Toll Project (the Manor Expressway), and anticipates that the Manor Expressway will be completed in early 2016; and

WHEREAS, Telvent is providing toll system implementation services for the Manor Expressway under the Contract; and

WHEREAS, staff recommends that the Contract with Telvent remain in effect until all work on the Manor Expressway is complete in order to provide continuity of toll implementation services for the project and to ensure the effective completion and testing of the toll collection system; and

WHEREAS, staff also recommends making certain amendments to the existing scope of services under the Contract and increasing the total contract price to reflect the work required in connection with the Manor Expressway.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves the Amendment to the Contract with Telvent in the form or substantially the same form as Attachment "A"; and

BE IT FURTHER RESOLVED, that the Amendment, the Work Authorization #6 in the form or substantially the same form as shown on Attachment "B" to this Resolution, and further change orders or other documentation necessary to give effect to the Amendment may be finalized and executed by the Executive Director on behalf of the Authority.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 27th day of April, 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 4/27/11

ATTACHMENT "A" TO RESOLUTION 11-

**DRAFT AMENDMENT TO CONTRACT FOR TOLL SYSTEM IMPLEMENTATION
BETWEEN CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY
AND
TELVENT USA CORPORATION**

[Following 11 Pages]

ATTACHMENT "B" TO RESOLUTION 11-

Draft Work Authorization #6

[Following 19 Pages]

**AMENDMENT TO CONTRACT FOR TOLL SYSTEM IMPLEMENTATION
BETWEEN CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY
AND
TELVENT USA CORPORATION**

This Amendment to the Contract for Toll System Implementation between Central Texas Regional Mobility Authority (“CTRMA”) and Telvent USA Corporation (the “Contractor”) is made effective as of the ___ day of May, 2011, and is for the purpose of amending Section 13, Attachment B, and Schedule 1 of the Contract for Toll System Implementation between CTRMA and Contractor effective April 27, 2005 (the “Contract”).

Pursuant to action of the CTRMA Board of Directors, reflected in Resolution No. 11-___, dated April 27, 2011, Section 13, Attachment B, and Schedule 1 of the Contract are amended as described below.

Section 13 is amended to read as follows:

13. TERM OF CONTRACT. Unless otherwise terminated pursuant to Article 15 of Attachment A, the initial term of this Toll Systems Implementation Contract shall expire upon the later of April 26, 2013 or 365 days after substantial completion of the Manor Expressway/290E Project.

Sections B2.01, B2.07, B3.02, and B3.03 of Attachment B are amended to read as follows:

B2.01. 183-A Turnpike: San Gabriel to SH 45 North

The 183-A Turnpike Project is located in Williamson County, extending from RM 620/SH45, south of the City of Cedar Park, to the South San Gabriel River approximately three miles north of the City of Leander. The corridor is approximately 11.6 miles in length and includes connection to RM 620/ SH 45, local road networks, and the existing U.S. 183. The southern terminus for the Project coincides with improvements to upgrade U.S 183 and the RM 620/SH 45 interchange implemented by TxDOT and referred to as Section 9.

The 183-A Project is being developed in phases. The Interim Build Phase, which was constructed under a design/build Comprehensive Development Agreement (CDA), consists of a six-lane mainlane roadway (3 NB and 3 SB) and ramps from the southern terminus of the Project at RM 620/SH 45 to just north of FM 1431. From north of FM 1431 to the South San Gabriel River, only the frontage roads were constructed. A conventional mainlane toll plaza, consisting of six (6) toll lanes is located at Park Street, there are two 3-lanes ramps at the Lakeline locations and two, 2-lane ramp plazas are located on the ramps at Brushy Creek Road.

Phase II of the 183-A Turnpike Project extends the mainlanes from FM 1431 to north of RM 2243, a distance of approximately 5.1 miles. The Project, which is being constructed

under a traditional construction contract, is being constructed between the frontage roads and will consist of three lanes in each direction with access ramps connecting to the frontage roads.

The Final Build Phase, which will be constructed in the future under a separate agreement, will add mainlane roadways, ramps, and toll facilities from north of RM 2243 to South San Gabriel River. Construction of the full build-out of the Final Build Phase will be implemented as traffic conditions warrant and funding becomes available.

B2.07. US 290 E: US 183 to SH 130

The US 290 East Project consists of the construction of six main lanes and three lane frontage roads approximately 6.2 miles long, from US 183 to east of SH 130. The construction begins at US 183 and ends east of SH 130. The Project also includes four direct connectors at the US 183 interchange. All-ETC facilities are anticipated.

B3.02. 183-A Turnpike: San Gabriel to SH 45 North

The 183-A Turnpike Project initially was operated with a combination of manual, automated coin collection, and electronic (ETC) modes of toll collection. The Project was converted to all-ETC in December 2008. Violation enforcement equipment is installed in all lanes, and the CTRMA pursues violators in accordance with established CTRMA policies, as well as Chapter 370 of the Texas Transportation Code.

There are two main toll collection areas on the 183-A Turnpike. An all ETC system is installed on the mainline roadways in Section 9. A conventional mainline barrier toll plaza, together with a Field Operations Building, is located at Park Street. Offices for administrative, management, and supervisory personnel are located in a Field Operations Building adjacent to the mainline toll plaza at Park Street.

The mainline barrier toll plaza at Park Street initially was configured to transition from the typical section to ETC/AVI lanes and cash collection lanes. The ETC only lanes were located in the center of the plaza, and cash customers exited from the right lane when approaching the toll plaza to use conventional toll lanes equipped with both electronic and manually operated toll equipment. The 183-A Project was converted to all- ETC in December 2008. The all-ETC system consists of only a gantry over the mainline roadways.

The 183A Phase II Project and the Final Build Phase will utilize all-ETC facilities only.

B3.03. Toll Implementation Plan Segments

Toll collection for the various segments of the Toll Implementation Plan will be an all electronic toll collection (ETC) system similar in composition and functionality to those used on other toll roads in Texas, using automatic vehicle identification and classification technology, a Violation Enforcement System (VES) with an integrated camera and triggering system to capture digital images of license plates, and a Maintenance Online Management System (MOMS).

There will be no means to pay cash in the lanes. The mainlane and ramp toll collection facilities at the toll locations will be configured for normal highway/ramp-speed lanes, equipped with all-ETC equipment for cashless nonstop toll collection.

Schedule 1 is amended by:

- (1) adding the attached Schedule 1.1 (pages 1.1-1 through 1.1-5) between pages Schedule 1-14 and Schedule 1-15;
- (2) adding the attached page Schedule 1-15a after page Schedule 1-15;
- (3) deleting page Schedule 1-20 in its entirety and replacing it with attached page Schedule 1-20a; and
- (4) amending the TOTAL PROPOSED PRICE-All Segments and Common Items on page Schedule 1-21 to read, **\$22,559,465**.

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

By their signatures below, the parties of the Contract evidence their agreement to the amendment set forth above.

CENTRAL TEXAS REGIONAL
MOBILITY AUTHORITY

TELVENT USA CORPORATION

Mike Heiligenstein
Executive Director

**TOLL COLLECTION SYSTEMS IMPLEMENTATION
FEE SCHEDULES**

Payment Measurement

This schedule provides descriptions of the Method of Measurement and the Basis of Payment for the bid items necessary to complete the work under this Project. The Contractor is required to submit price proposals which are based on the Method of Measurement and Basis of Payment for each item described in this schedule.

Payment Items

101. Tolling Lanes & Shoulders

Method of Measurement

Tolling Lanes & Shoulders shall be measured per each for the various lane configurations. Each shall include furnishing all labor, materials, and support services to complete the procurement, factory testing, delivery, installation, and acceptance of the Tolling Lanes & Shoulders, complete with all internal components, enclosures, and mounting devices, all in conformance with the requirements of the Contract, and as accepted by the CTRMA.

Each individual assembly shall include the Lane Controller, Automatic Vehicle Classification (AVC) System, Automatic Vehicle Identification (AVI) System, and Violation Enforcement System (VES) Hardware, with an integrated camera and triggering system to capture referenced digital images of license plates. Each shall include furnishing all labor, materials, and support services to complete the design, fabrication, factory testing, packaging, delivery, field installation, and acceptance of the hardware, modifications to existing software to add the new locations to the System, and electrical work, complete with all internal components, enclosures, and mounting devices, all in conformance with the requirements of the Contract, and as accepted by the CTRMA.

Basis of Payment

Payment will be made at the unit bid price upon successful delivery and verification of the Tolling Lanes & Shoulders for the various lane configurations as described below. Payment for the Tolling Lanes & Shoulders installations does not relieve the Contractor from any responsibilities and terms specified in the Contract.

<u>Payment Items</u>	
Item #101a	Shoulder
Item #101b	One Lane
Item #101c	Two Lanes
Item #101d	Three Lanes
Item #101e	Four Lanes

102. Communication Equipment

Method of Measurement

Communication Equipment shall be measured on a unit price basis for each remote tolling location. Each unit item shall include furnishing all labor, equipment, materials, and support services necessary to complete the design, procurement, installation, field testing, and acceptance of the Communication Equipment in conformance with the requirements of the Contract, and as accepted by the CTRMA.

Basis of Payment

Payment for Communication Equipment at each remote tolling location will be made at the contract unit price bid per each upon installation and verification of the interface with the communication network from each remote tolling location, including appropriate communications links between the various remote tolling facilities and the CTRMA Administrative Offices, the existing Field Operations Building, and the TTA's Customer Service Center.

103. Video/DVR System Equipment

Method of Measurement

The Video/DVR System Equipment shall be measured on a unit basis per each individual remote tolling location. Each shall include furnishing all labor, equipment, materials, and support services to complete the installation and integration with the network.

Basis of Payment

Payment will be made at the unit bid price per each individual tolling location upon the successful completion and approval of the Video/DVR System Equipment by the CTRMA per the requirements of the Contract. The completed installation at each individual tolling location shall include the DVR system equipment procurement, installation, testing, integration and acceptance, complete with all internal components, enclosures, and mounting devices, all in conformance with the requirements of the Contract, and as accepted by the CTRMA. Payment for the Video/DVR System Equipment item does not relieve the Contractor from any responsibilities and terms specified in the Contract.

104. ILP Building Equipment

Method of Measurement

The ILP Building Equipment shall be measured per each ILP Building Equipment installed at each remote tolling location. Each shall include furnishing all labor, equipment, materials, and support services to complete the procurement, delivery, installation, testing, and acceptance of each facility, complete with all internal components, enclosures, and mounting devices, the UPS, and emergency generator set, all in conformance with the requirements of the Contract, and as accepted by the CTRMA.

Schedule 1.1

Basis of Payment

Payment for ILP Building Equipment will be made at the unit bid price upon successful delivery and installation at each remote tolling location. Each shall include furnishing all labor, materials, warranty, and support services to complete the design, procurement, delivery, installation, testing, training and acceptance of the ILP enclosure, complete with all internal components, enclosures, and mounting devices, all in conformance with the requirements of the Contract, and as accepted by the CTRMA. Each shall also include furnishing all labor, materials, warranty, and support services to complete the design, procurement, delivery, installation, testing, training and acceptance of a UPS and an Emergency Generator set, complete with all internal components, enclosures, and mounting devices, all in conformance with the requirements of the Contract, and as accepted by the CTRMA. Payment shall also include warranty-guarantee services, in accordance with the requirements of the Contract. Payment for the ILP Building Equipment item does not relieve the Contractor from any responsibilities and terms specified in the Contract.

105. Upgraded SAN Host

Method of Measurement

The Upgraded SAN Host shall be measured on a lump sum basis as specified in Chapter II of Attachment E, Technical Requirements and shall include the Operating System and the Database. The lump sum unit shall include furnishing all labor, materials, licenses, and support services to complete the design, purchase, development, factory testing, site installation, configuration, documentation, of the SAN Host Computer upgrade all in conformance with the requirements of the Contract, and as accepted by the CTRMA.

Basis of Payment

Payment will be made at the lump sum bid price upon successful delivery and verification of the complete and operating SAN Host Computer upgrade. Payment shall also include warranty-guarantee services and maintenance services, in accordance with the requirements of the Specifications. Payment for the SAN Host Computer upgrade does not relieve the Proposer from any responsibilities and terms specified in the Contract.

106. Replacement of DVTEL Equipment

Method of Measurement

Replacement of DVTEL Equipment shall be measured on a lump sum basis and shall include all support software integration. The lump sum unit shall include furnishing all labor, equipment, materials, licenses, and support services to complete the design, purchase, development, factory testing, site installation, configuration, documentation, testing and acceptance of the fully operational Security Access System, all in conformance with the requirements of the Contract, and as accepted by the CTRMA.

Schedule 1.1

Basis of Payment

Payment will be made at the lump sum bid price upon removal and satisfactory disposal of the existing DVTEL equipment and the successful delivery, installation, and integration of the complete and operable Security Access System. Payment shall also include warranty-guarantee services, and maintenance services, in accordance with the requirements of the Specifications. Payment for the Replacement of DVTEL Equipment does not relieve the Proposer from any responsibilities and terms specified in the Contract.

107. Fiber

Method of Measurement

The fiber optic system shall be measured on a unit basis per each individual remote tolling location. Each shall include furnishing all labor, equipment, materials, and support services to complete the network integration.

Basis of Payment

Payment will be made at the unit bid price per each individual tolling location upon the successful completion and approval of the system by the CTRMA per the requirements of the Contract. The completed fiber installation at each individual tolling location shall include outside fiber optic cable plant, inside cable plant and network components, i.e. fiber optic cable, terminations, switches, routers and associated network devices necessary for a complete and operating system. Each shall include furnishing all labor, materials, and support services to complete and integrate each individual location.

108. Lane/Shoulder Commissioning & Operational Testing

Method of Measurement

The Commissioning and Operational Testing shall be measured on a unit basis per each individual lane and/or shoulder. Each shall include furnishing all labor, materials, and support services to complete the commissioning and operational testing as detailed in Chapter IV of Attachment E, Technical Requirements.

Basis of Payment

Payment will be made at the unit bid price per each lane and/or shoulder upon the successful completion, approval of the Commissioning and Operational Tests by the CTRMA per the requirements of the Contract. Each shall include furnishing all labor, materials, and support services to complete the testing as detailed in Chapter IV of Attachment E, Technical Requirements. Payment for the Lane/Shoulder Commissioning & Operational Testing does not relieve the Contractor from any responsibilities and terms specified in the Contract.

109. Lane/Shoulder Installation/Electrical Design and Plans

Method of Measurement

Installation/Electrical Design Plan at each individual lane and/or shoulder shall be measured on the basis of a unit price per each. The unit price bid per each shall include all labor, materials and support services for the preparation of all installation documentation as detailed in Chapter III of Attachment E, Technical Requirements. This shall include but not be limited to installation documentation, lane testing, field assessment documentation, as-built plans, shop drawings, design drawings, schematic drawings and all other documentation developed as part of the Installation Program.

Basis of Payment

Payment will be made at the unit price bid per each upon approval of the documentation identified in Chapter III of Attachment E, Technical Requirements.

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ITEM #	QTY.	UNIT	DESCRIPTION	UNIT PRICE	EXT PRICE
1			Tolling Lanes & Shoulders (includes: Materials/Equipment, SW mods to add new location to system, field installation/labor & electrical work)		
1a	7	EA	Shoulder	\$ 79,947.41	\$ 559,631.87
1b	3	EA	One lane	\$ 110,157.95	\$ 330,473.84
1c	0	EA	Two lanes	\$ 204,815.89	\$ -
1d	2	EA	Three lanes	\$ 299,473.84	\$ 598,947.68
1e	0	EA	Four lanes	\$ 394,131.78	\$ -
2	5	EA	Communication Equipment (incl's: Equipment /materials, installation & integration)	\$ 11,516.68	\$ 57,583.42
3	5	EA	Video/DVR System Equipment (incl's: Equipment /materials, installation & integration)	\$ 28,642.27	\$ 143,211.33
4	5	EA	ILP Building Equipment (incl's: Equipment /materials, installation & integration)	\$ 112,521.31	\$ 562,606.56
5	1	EA	Upgraded SAN Host (incl's: Equipment /materials, installation & integration)	\$ 568,266.53	\$ 568,266.53
6	1	EA	Replacement of DVTEL Equipment (incl's: Equipment /materials, installation & integration)	\$ 201,749.51	\$ 201,749.51
7	5	EA	Fiber (incl's: Equipment /materials, installation & integration)	\$ 33,867.63	\$ 169,338.15
8	12	EA	Per Lane/Shoulder Commissioning & Operational Testing	\$ 3,245.00	\$ 38,940.00
9	12	EA	Per Lane/Shoulder Installation/Electrical Design and Plans	\$ 5,607.26	\$ 67,287.11
				TOTAL PRICE	\$ 3,298,036.00

CTRMA 290E -- TOLLING

ITEM #	QTY.	UNIT	DESCRIPTION	UNIT PRICE	EXT PRICE
1			Tolling Lanes & Shoulders (includes: Materials/Equipment, SW mods to add new location to system, field installation/labor & electrical work)		
1a	17	EA	Shoulder Configuration	\$ 79,947.41	\$ 1,359,105.98
1b	5	EA	One lane Configuration	\$ 110,157.95	\$ 550,789.73
1c	1	EA	Two lanes Configuration	\$ 204,815.89	\$ 204,815.89
1d	3	EA	Three lanes Configuration	\$ 299,473.84	\$ 898,421.51
1e	3	EA	Four lanes Configuration	\$ 394,131.78	\$ 1,182,395.35
2	12	EA	Communication Equipment (incl's: Equipment /materials, installation & integration)	\$ 11,516.68	\$ 138,200.22
3	12	EA	Video/DVR System Equipment (incl's: Equipment /materials, installation & integration)	\$ 23,892.27	\$ 286,707.19
4	12	EA	ILP Building Equipment (incl's: Equipment /materials, installation & integration) UPS & generators included	\$ 112,521.31	\$ 1,350,255.74
5	45	EA	Per Lane/Shoulder Commissioning & Operational Testing	\$ 1,947.00	\$ 87,615.00
6	45	EA	Per Lane/Shoulder Installation/Electrical Design and Plans	\$ 3,364.36	\$ 151,396.00
TOTAL PRICE TOLLING					\$ 6,209,702.60

CTRMA 290E -- ITS

ITEM #	QTY.	UNIT	DESCRIPTION	UNIT PRICE	EXT PRICE
1	5000	LF	Elec Condr (No. 2) Insulated	\$ 2.81	\$ 14,050.00
2	50000	LF	Elec Condr (No 4) Insulated	\$ 1.41	\$ 70,500.00
3	25000	LF	Elec Condr (No 6) Insulated	\$ 1.20	\$ 30,000.00
4	500	LF	Elec Condr (No 8) Insulated	\$ 0.95	\$ 475.00
5	35000	LF	Elec Condr (No 14) Insulated	\$ 0.70	\$ 24,500.00
6	1	LS	ITS System Support Equipment	\$ 15,000.00	\$ 15,000.00
7	2200	LF	Fiber Optic CBL (Single - Mode)(12 Fiber)	\$ 2.56	\$ 5,632.00
8	40000	LF	Fiber Optic CBL (Single - Mode)(48 Fiber)	\$ 2.97	\$ 118,800.00
9	40000	LF	Fiber Optic CBL (Single - Mode)(72 Fiber)	\$ 3.28	\$ 131,200.00
10	5000	LF	Fiber Optic Cable Pigtail (12 Fiber)	\$ 3.26	\$ 16,300.00
11	10	EA	Fiber Optic Splice Enclosure	\$ 854.00	\$ 8,540.00
12	15	EA	Fibr Patch Panel (12 Position)	\$ 437.00	\$ 6,555.00
13	3	EA	Fiber Patch Panel (72 Position)	\$ 2,960.00	\$ 8,880.00
14	9	EA	CCTV Field Equipment	\$ 7,500.00	\$ 67,500.00
15	2500	LF	Conduit (Prepare)	\$ 1.00	\$ 2,500.00
16	1	EA	Communication S HUB Building	\$ 40,000.00	\$ 40,000.00
17	25	EA	MVD Cabinet (Special)	\$ 1,000.00	\$ 25,000.00
18	9	EA	Camera Cabinet	\$ 1,200.00	\$ 10,800.00
19	50	EA	Microwave Vehicle Detection System	\$ 5,500.00	\$ 275,000.00
20	9	EA	Video Encoder	\$ 3,877.40	\$ 34,896.60
21	9	EA	Video Decoder	\$ 4,088.10	\$ 36,792.90
22	25	EA	Wireless Ethernet Radio	\$ 4,200.00	\$ 105,000.00
23	12	EA	Field Ethernet Switch	\$ 3,200.00	\$ 38,400.00
24	15	EA	Field Terminal Server	\$ 1,400.00	\$ 21,000.00
25	2000	LF	Ethernet Cable Cat 5	\$ 1.16	\$ 2,320.00
26	2	EA	LED DMS Field Equipment (18 in)	\$ 100,000.00	\$ 200,000.00
27	1	LS	System Integration	\$ 32,000.00	\$ 32,000.00
28	1	LS	System Design	\$ 189,778.41	\$ 189,778.41
TOTAL PRICE ITS					\$ 1,531,419.91
TOTAL PRICE (TOLLING + ITS)					\$ 7,741,122.51

CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY

WORK AUTHORIZATION

WORK AUTHORIZATION NO. 6

**TOLL COLLECTION SYSTEMS
AND TRAFFIC MANAGEMENT SYSTEM IMPLEMENTATION
290 East Toll Project (Manor Expressway)**

THIS WORK AUTHORIZATION is made this 27th day of April, 2011, pursuant to the terms and conditions of Article 1 of the GENERAL PROVISIONS, Attachment A to the original Contract for Toll System Implementation, dated April 27, 2005 (the Contract) entered into by and between the Central Texas Regional Mobility Authority (the "Authority" or "CTRMA"), and TELVENT- USA Corporation (the Contractor).

PART I. The Contractor will perform toll integration services generally described in the Scope of Work attached hereto as Exhibit A, including the Detailed Lane Configurations attached thereto. The Contractor's duties are further described in the Project Schedule and Milestones contained in Exhibit C hereto. The Contractor's duties and responsibilities to coordinate with the CTRMA's contracted segment designers and construction contractors and the CDA developer is detailed in the Responsibilities Matrix attached hereto as Exhibit B. Exhibits A, B and C are attached hereto and made a part of this Work Authorization.

PART II. The maximum amount payable under this Work Authorization No. 6 is \$7,741,122.51. This amount is based generally upon the estimated fees set forth in Schedule 1 of the Contract, as superceded by the fee schedule set forth in Exhibit D hereto which is incorporated herein and made a part of this Work Authorization.

PART III. Payment to the Contractor for the services established under this Work Authorization shall be made in accordance with Article 12 of the Contract, and Attachment A, Article 1 of the GENERAL PROVISIONS.

PART IV. This Work Authorization shall become effective on the date of execution by the parties hereto and shall terminate on December 31, 2014 unless extended by a supplemental Work Authorization as provided in Attachment A, Article 1 of the GENERAL PROVISIONS. The work shall be performed in accordance with the Project Schedule and Milestones as set forth in Exhibit C.

PART V. This Work Authorization No. 6 does not waive any of the parties' responsibilities and obligations provided under the Contract, and except as specifically modified by this Work Authorization, all such responsibilities and obligations remain in full force and effect.

IN WITNESS WHEREOF, this Work Authorization No. 6 is executed in duplicate counterparts and hereby accepted and acknowledged below.

THE CONTRACTOR:

Signature

Date

Typed/Printed Name and Title

CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY

Executed for and approved by the Central Texas Regional Mobility Authority for the purpose and effect of activating and/or carrying out the orders, established policies or work programs heretofore approved and authorized by the Texas Transportation Commission.

Signature

Date

Typed/Printed Name and Title

LIST OF EXHIBITS

Exhibit A	Scope of Work
Exhibit B	Responsibility Matrix
Exhibit C	Project Schedule Milestones
Exhibit D	Fee Schedule/Budget

EXHIBIT A

CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY
TOLL COLLECTION SYSTEMS
AND TRAFFIC MANAGEMENT SYSTEM IMPLEMENTATION
290 East Toll Project (Manor Expressway)

SCOPE OF WORK for SYSTEMS INTEGRATOR

A1.0 General

A1.01. Background

The Capital Area Metropolitan Planning Organization (CAMPO) approved the implementation of the proposed Toll Implementation Plan to construct additional capacity on various segments of highway network in the CAMPO Long-Range Plan as toll road facilities in conjunction with plans for development of the Central Texas Turnpike Project. Several of the toll road segments are in various stages of project development, design or construction by the Central Texas Regional Mobility Authority (CTRMA). It is intended that these proposed segments will be implemented by the CTRMA as parts of the CTRMA Toll Road System. The Toll Collection System (TCS) for the 290 East Toll Project (Manor Expressway) will be all Electronic Toll Collection (ETC). Phase 1 of the Project is currently expected to open to traffic and tolling in 2012. Phase 2 is currently being procured through a Design Build / Comprehensive Development Agreement (CDA), with an anticipated substantial completion scheduled in 2014.

Additionally, Manor Expressway will require the implementation of a Traffic Management System (TMS). While the roadway corridor will be designed and constructed in phases, the TMS will be designed as a whole, before installation of any individual field component or fiber segments. This necessitates the timely completion of a complete TMS Plan.

A1.02. Summary Scope of Work

The Scope of Work for Work Authorization No. 6 consists of two (2) components: (1) Toll Collection System Implementation; and (2) Traffic Management System Implementation. A description of the scope of work for each component is described below.

A1.02.A. Toll Collection System Implementation. Part A of the Scope of Work for Work Authorization No. 6 provides for the procurement, installation, testing, and implementation of a complete and fully operational TCS for the Project by the Systems Integrator (SI), including all of the required communications and systems interfaces including design, coordination, and project interface activities to facilitate the design and construction of the toll system infrastructure facilities by others on Segment 1 of the 290 East Toll Project (Manor Expressway). Note that the scope of work will also include procurement, installation, testing and implementation that will be necessary such that the interim milestone of Phase 2 is operational. A general description of the Manor Expressway phasing is provided in Section A2.01.

This Work Authorization also authorizes the SI to establish and maintain relationships with a wide variety of third parties and to coordinate the designs for the proposed TCS with the entire 290 East Toll Project to ensure that the construction of the toll system infrastructure facilities will be fully compatible and will meet the requirements for the CTRMA's TCS. In this role, the SI will work closely with CTRMA, TxDOT, and

EXHIBIT A

various designers and roadway contractors in developing the required complete TCS and network infrastructure.

A1.02.B. Traffic Management System. Part B of the Scope of Work for Work Authorization No. 6 provides for the design, purchase, and installation of a complete and fully operational TMS for the project by the Systems Integrator. Scope shall include coordination and project interface activities to facilitate the design and construction of the TMS infrastructure facilities by others.

This Work Authorization also authorizes the SI to establish and maintain relationships with a wide variety of third parties and to coordinate the designs for the proposed system with the entire 290 East Toll Project to ensure that the construction of the TMS infrastructure facilities will be fully compatible and will meet the requirements for the CTRMA's Traffic Management System. In this role, the SI will work closely with CTRMA, TxDOT, and various designers and roadway contractors in developing the required complete Traffic Management System and network infrastructure.

A2.0 General Description – Toll Road Infrastructure and Site

A2.01. Manor Expressway: US 183 to Parmer Lane (FM734)

The Manor Expressway Toll Project limits extend from just east of US 183 to east of SH 130, for a total length of approximately 6.2 miles. The existing roadway includes two 12-ft lanes in each direction with a depressed grassed median. Average right-of-way width is approximately 210 feet. There are several signalized at-grade intersections, approximately every mile, located at Tuscany Way, Springdale Road, Giles/Johnny Morris Road, FM 3177 (Decker Lane), Old Highway 20, and Boyce Road/Parmer Lane. Two signalized intersections at the frontage road of SH 130 and an EB to NB direct connector were constructed as part of the SH 130 project.

Proposed Facility: The proposed work for the entire toll road facility will consist of the reconstruction of approximately six miles of US 290 East from US 183 to east of SH 130, and will include three tolled mainlanes in each direction and three non-tolled frontage road lanes in each direction. Additionally, one direct connector ramp at the US 290 East / SH 130 system interchange will be included as part of the Project. Grade-separated interchanges will be located at Tuscany Way, Springdale Road, proposed Arterial 'A', Johnny Morris / Giles Road, Decker Lane, SH 130, and Boyce Road / Parmer Lane (FM 734).

The Manor Expressway Project will be implemented in two phases. Phase I (also known as Segment 1) includes construction of four direct connectors and associated ramps at the US 183 interchange that will provide direct access to and from the Manor Expressway mainlanes with US 183. Toll gantries will be installed to toll each of the direct connectors. Phase II includes completion of the remainder of the Manor Expressway Project from Phase I at the US 183 interchange to the eastern project limits located east of SH 130, and includes an interim milestone that will need to be completed in order for the previous phase (Phase 1) to open to traffic and tolling. The interim milestone will consist of tolling configurations that are temporary until the full corridor is complete.

The Toll Collection System (TCS) for the various designated segments of the 290 East Toll Project (Manor Expressway) will be all Electronic Toll Collection (ETC). The entire full build project will consist of twenty seven (27) gantry lanes at the locations listed in Table 1 below. Locations are approximate and may be subject to change as the CDA Developer progresses towards the completion of plans development. Also, please note that Phase 1 will require the construction of a temporary mainlane gantry tentatively located east

EXHIBIT A

of Springdale to capture vehicles traveling in the eastbound direction. The temporary gantry will consist of 2 gantry lanes.

Table 1: Full Build Gantry Locations and Lane Counts

Location	Direction of Travel	No. of Lanes	No. of Shoulders (8' or greater)	Comments
Sta. 65+80 Direct Connector Flyover West to North	Westbound	3	2	Only two (2) are operational in interim milestone
Sta. 65+80 Direct Connector Flyover South to East	Eastbound	4	1	Only two (2) are operational in interim milestone
Sta. 299+50 Ramp 3 Toll Gantry (East of Springdale)	Westbound	1	1	Two (2) are operational in interim milestone, therefore, one (1) will need to be removed upon completion of full build
Sta. 299+75 Ramp 4 Toll Gantry (East of Springdale)	Eastbound	1	1	
Sta. 349+50 Ramp 7 Toll Gantry (East of Arterial A)	Westbound	1	1	
Sta. 355+75 Ramp 8 Toll Gantry (East of Arterial A)	Eastbound	1	1	
Sta. 384+20 Mainlane Gantry West of Giles Rd	Westbound	4	2	
Sta. 384+20 Mainlane Gantry West of Giles Rd	Eastbound	4	2	
Sta. 432+80 Ramp 11 Toll Gantry West of Harris Branch	Westbound	1	1	
Sta. 430+50 Ramp 12 Toll Gantry West of Harris Branch	Eastbound	1	1	
Sta. 1526+90 Mainlane Gantry West of Parmer	Westbound	3	2	
Sta. 1526+90 Mainlane Gantry West of Parmer	Eastbound	3	2	
Total Gantry Lanes (Full Build)		27	17	

EXHIBIT A

A3.0 General Description - Toll Collection System & Traffic Management System Elements

A3.01. General Requirements—Toll Collection System

The TCS for the CTRMA Turnpike System, which is being designed and implemented through a series of separate work authorizations for the various segments of the proposed Toll Road System, generally will be fully compatible with the TCS which has been designed and implemented for the 183A Toll Road Project, using automatic vehicle identification and classification technology, a Violation Enforcement System (VES) with an integrated camera and triggering system to capture referenced digital images of license plates, and a Remote Online Management System (ROMS). It is required that the TCS be interoperable with the other Texas ETC systems.

The Customer Service Center (CSC) is located in a facility at 12719 Burnet Road, Austin, Texas, developed and administrated by the TTA Division of TxDOT. The CTRMA contracts with the members of the Texas Statewide Interoperability Task force for CSC services for its customers. Expansion of CTRMA's TCS to serve the 290 East Toll Project includes coordination and design of appropriate interfaces with the CSC. Appropriate communications links between the various toll facilities on the CTRMA Toll Road System and the CTRMA Administrative Offices, the Field Operations Building(s) and the Violation Processing Center (VPC) are part of the requirements of the design/implementation work.

The VPC is located in a separate facility, and is being administrated by the Municipal Services Bureau, Inc. under contract to the CTRMA. Development of CTRMA's TCS also will include coordination and design of appropriate interfaces with the VPC. Appropriate communications links between the various toll facilities on the CTRMA Toll Road System and the CTRMA Administrative Offices, the Field Operations Building(s) and the CSC are part of the requirements of the design/implementation work.

A detailed tabulation of the elements of the TCS, indicating locations and basic components is attached as "*Detailed Lane Configurations*". The general locations, layouts, and implementation schedule for the toll facilities for the 290 East Toll Project, as currently proposed, are indicated on the attached Exhibits. These Exhibits are based on the latest information currently available, and they are intended for informational purposes only. The locations are subject to change, and it should be anticipated that refinements and adjustment to the locations and layouts indicated will be required as designs for the TCS are developed further.

A3.02. General Requirements—Traffic Management System

The Intelligent Transportation System (ITS) for the Manor Expressway Toll Project includes a concrete encased duct bank consisting of twelve 2-inch conduits along the length of the project, closed-circuit television (CCTV) surveillance cameras, dynamic message signs (DMS), vehicle detectors, and communication hub enclosures. Communication with the TxDOT Austin District Traffic Management Center (TMC) will be accommodated in the duct bank design. The ITS and duct bank shall be in accordance with guidelines included in the *Austin District Guidelines for Developing Freeway Corridor Traffic Management System*.

EXHIBIT A

The project design shall include ITS components consistent with the overall location and quantity of ITS components in the “*ITS Schematic*.” The general locations, layouts, and implementation schedule for the TMS for the 290 East Toll Project, as currently proposed, are based on the latest information currently available, and they are intended for informational purposes only. The locations are subject to change, and it should be anticipated that refinements and adjustment to the locations and layouts indicated will be required as designs for the TMS are developed further.

The SI shall design and install a Traffic Management System that is compatible with the Austin Regional ITS Architecture for both control of devices and reception of images and data. The proposed system shall be an extension of field devices to the already existing TxDOT Austin District System. The database administrator at the TMC will add the new device addresses to the already functioning tables. Note also that the fiber trunk line for the Manor Expressway shall be tied into the TxDOT fiber system at the US 183 HUB facility.

A4.0 General Description – Equipment and Installation

A4.01. Gantries and Roadside Equipment for ETC Systems

For all TCS field installations on the various segments of the 290 East Toll Project, the SI will be required to provide and install the toll equipment systems and hardware for a complete, tested, and operating TCSs under this Work Authorization. The principle items of work and primary components of the TCS at each Remote Express Toll Location will include, but are not limited to:

- Furnish & Install Lane Controllers
- Furnish & Install Express ETC Lane components, including AVDS, AVC, VES, TSI and AVI systems and hardware.
- Furnish & Install all ETC Lane Equipment wiring & cable, hardware, brackets, and fasteners required to attach the ETC equipment to the gantries provided by the others.
- Furnish & Install ROMs monitoring for all ETC site equipment (i.e.: ETC Equipment, AVDS, AVC, AVI, VES, HVAC, generators, power, communications equipment, etc)
- Communication System Outside Fiber Optic Cable Plant, Inside Cable Plant, and Network Components (i.e.: Fiber Optic Cable, Terminations, Switches, routers and other network devices)
- Furnish & Install Master Ground System connected to the Master Ground Bus Bar provided by others
- Furnish & Install Lightning Surge Suppression System & Components for AVI, network, VES, UPS power, and service/feeder power.
- Furnish & Install Backup Electrical Power including Emergency Generators, Fuel Tanks, and Automatic Transfer Switches.
- Furnish & Install Uninterruptible Power Supply, including wiring & cable, hardware, and ROMs interface
- Furnish & Install In-Lane Processor (ILP) enclosure, with HVAC for appropriate environmental protection and climate controls for electronic equipment. Furnish & Install Site Surveillance Cameras & Security Systems to monitor each ILP and gantries.
- Provide complete testing, certification and acceptance of all systems for complete, fully operational TCS, furnished and installed.

EXHIBIT A

The procurement, fabrication and installation of gantries for the TCS to be located on the segments of the Project will be by others. It is the responsibility of the SI, nevertheless, to work closely with CTRMA and the various designers and roadway contractors to establish the precise locations for each of the gantry structures and to provide the Roadway Contractor(s) with detailed information of the installation for the TCS equipment at each location.

A4.02. ITS Systems Design

For all TMS field installations on the various segments of the 290 East Toll Project, the SI will be responsible for the final ITS systems design and the purchase and installation of the ITS equipment. The principle items of work and primary components of the TMS at each will include, but are not limited to:

- Duct Banks: Furnish and install the fiber optic cabling required for the ITS and tolling systems. The duct bank shall be constructed by others.
- CCTV Cameras: Furnish and install the cameras, communications, and equipment enclosures. Installation of foundations, conduits and conduit laterals, grounding, camera poles, and electrical services shall be provided by others.
- DMS: Furnish and install the DMS, communications, and equipment enclosures. Installation of foundations, conduits and conduit laterals, grounding, DMS support structures, and electrical services for DMS (at the location specified by the SI) shall be completed by others.
- Vehicle Detectors: Furnish and install vehicle detectors, communications, and equipment enclosures. Installation of foundations, conduits, grounding, vehicle detector support structures, and electrical services for vehicle detectors (at the locations specified by the SI) shall be completed by others.
- Communication HUB Enclosures: Design, furnish, and install the HUB enclosures. Design and construction of the HUB enclosure support slab shall be completed by others.

As indicated above, elements of the ITS infrastructure will be the responsibility of others. Nevertheless, it is the responsibility of the SI to work closely with CTRMA and the various designers and roadway contractors to establish the precise locations for the elements above and to provide the Roadway Contractor(s) with detailed information as needed

A5.0 Coordination and Project Interface

The work related to this Work Authorization No. 6 generally will include, but not be limited to:

- Design input and providing detailed information including TCS and TMS component details, dimensions and layout configurations, and specific technical requirements for elements of the proposed TCS and TMS;
- Preparation of construction/installation guidelines for various components of CTRMA's TCS and TMS;
- Review of construction documents prepared by others; and
- Attendance and participation at coordination meetings as determined by project schedule and/or as requested by the CTRMA.
- Submit Installation Plan and Installation Drawings to the CTRMA for review and approval

EXHIBIT A

The SI is to participate in the process for coordination which will enable the contractors and designers on the various segments of the 290 East Toll Project to obtain specific, detailed information regarding the proposed TCS and TMS components in order to complete the design/construction of the appropriate toll facilities infrastructure. The SI will be responsible for maintaining relationships with a wide variety of third parties, including designers, roadway contractors, and various suppliers. In this role, the SI will work closely with CTRMA and TxDOT in developing the required network.

All TCS infrastructure facilities at the remote Express Toll Locations on the various segments of the Project and TMS infrastructure will be provided by others as indicated in **Section A6.0 and Section A7.0** hereof. The SI shall fully coordinate the designs for the TCS and TMS with others and provide the required details and technical requirements to ensure that the construction of the toll system infrastructure facilities will be fully compatible and meet the requirements for the CTRMA's TCS and TMS.

The SI is responsible for coordinating with others and for providing all necessary details, system requirements, and reviews of construction documents to ensure that the gantries and TMS components are located and configured properly to accommodate the SI's own particular system components as required to meet the CTRMA TCS and TMS performance and accuracy requirements.

A6.0. Work by Others

A6.01. Civil/Roadway Construction—Toll Collections System

The CTRMA, through its roadway construction contracts and a CDA, will provide for a minimum of 60 linear feet of jointed concrete pavement in each of the areas designated for toll collection facilities. The pavement will be reinforced with Glass Fiber Reinforced Polymer (GFRP) bars. Transverse joints and longitudinal joints will be placed at positions equal to lane widths and as shown on the CTRMA details. Power and communication lines to support the Wide Area Network (WAN) will be provided by others and terminated at an ILP enclosure in an area within 500 feet of ILP. The SI is responsible for the communication links between the Host, the CSC, the VPC, and all Remote Express Toll Location facilities via a Communication Trunkline and WAN.

Except as may be expressly indicated elsewhere, all toll system infrastructure required for the TCSs at the designated remote Express Toll Locations will be provided and installed by others. The principle items of work and primary components of the TCS infrastructure at each remote Express Toll Location shall include, but are not limited to:

- GFRP Bar Reinforced Pavement Section;
- Retaining Walls and Coping Details;
- Drainage Features;
- Civil Site Work, including Grading, Access Driveways, and Fencing;
- All toll gantry procurement and installations, including foundations and gantry structures;
- ILP concrete foundation slab. The ILP's are to be provided with appropriate environmental protection and climate controls for housing the electronic equipment by the SI;
- Conduit and ground boxes providing connections between the ILP's and the ETC Lane equipment installations. NOTE: It is the responsibility of the SI to coordinate with the Roadway

EXHIBIT A

Contractor(s) for the placement and installation of these elements to ensure that the construction is acceptable for the TCS as designed;

- Gantry and ILP enclosure lightning protection air, terminal, Down Conductors, ILP Master Bus Bar, and Ground Electrodes. Equipment connection to the Ground Electrode for the ILP enclosure Master Ground Bus Bar will be provided by Others;
- Power and WAN communication services up to the location of the proposed ILP enclosures;
- Concrete foundations for Emergency Generators and associated fuel tanks; and
- All signing, pavement markings, traffic barriers and other roadway appurtenances required at each remote Express Toll Location.

A6.02. Civil/Roadway Construction—Traffic Management System

Except as may be expressly indicated elsewhere, all TMS infrastructure required will be provided and installed by others. The principle items of work and primary components of the TMS infrastructure shall include, but are not limited to:

- ITS layouts;
- Duct bank;
- Foundations;
- Conduits;
- Electrical Services;
- Grounding circuits;
- Support structures

A7.0 Work Authorization No. 6 Toll Facilities Responsibility Matrix

The SI is responsible for design and coordination of the various aspects of the TCS as identified in the *EXHIBIT B - Toll Facilities and ITS Responsibility Matrix*, and shall work with the CTRMA, TxDOT, roadway designers and contractors, and others as described herein.

A8.0 Project Schedule

The Project Schedule shall be developed to incorporate the Milestone Dates established for this Work Authorization No. 6 as presented in Exhibit C.

[END OF SECTION]

EXHIBIT B

Central Texas Regional Mobility Authority

Toll Systems & ITS Responsibility Matrix

LEGEND		Work Description		
Primary Responsibility	A	1	2	3
Support Responsibility	B	Design	Procure	Install and/or Construct
Coordination Responsibility Only	C			
No Responsibility	D			

Element/Task/Component/ Sub-system	D/B CDA Developer (D/B)			System Integrator (SI)			Comments Other Responsibility/Information
	1	2	3	1	2	3	
FACILITIES							
Toll Plaza Layout	A	A	A	B	D	D	SI to provide system design. D/B to incorporate into Project Design. Preliminary design provided in existing design plans
Metered power service to ILP	A	A	A	B	D	C	SI to provide power requirements and special requirement for construction of utilities near toll collection point.
Complete backup power systems: generators, automatic transfer switches, and fuel tanks	C	D	B	A	A	A	
Foundation and conduits for backup power systems	A	A	A	B	D	D	D/B to provide foundations and conduits between foundations
Uniform Uninterruptible Power Supplies	C	C	C	A	A	A	
Lightning Protection & Grounding	A	A	A	B	C	C	
Duct Bank	A	A	A	B	D	C	D/B to install conduit Duct Bank complete with pull strings
Fiber Optic cables in Duct Bank for Toll Systems and ITS components	C	D	B	A	A	A	
Data/Communication service to ILP	C	D	B	A	A	A	SI to provide system design plans indicating power and communication/data requirements, D/B to install up to the ILP at demark panel.
Data/Communication wire/fiber from ILP to equipment	C	C	C	A	A	A	SI to install from ILP to equipment.

EXHIBIT B

Central Texas Regional Mobility Authority

Toll Systems & ITS Responsibility Matrix

LEGEND		Work Description		
Primary Responsibility	A	1	2	3
Support Responsibility	B	Design	Procure	Install and/or Construct
Coordination Responsibility Only	C			
No Responsibility	D			

Element/Task/Component/ Sub-system	D/B CDA Developer (D/B)			System Integrator (SI)			Comments Other Responsibility/Information
	1	2	3	1	2	3	
Pavement, inclusive of special nonferrous zones and conduit stub outs for in pavement sensors	B	A	A	B	D	C	SI to provide any special requirements for pavement design
Pavement sensors	C	C	C	A	A	A	SI to saw cut and install pavement sensors
Gantries including special framing for equipment mounts	A	A	A	B	D	C	SI to provide requirements for specific equipment mounts, conduits, J boxes, power and data wiring. Developer to incorporate into Structural Design
Equipment mounts on Gantries	B	D	C	A	A	A	SI to install any required equipment mounts on gantries. SI to coordinate with D/B during the design phase to incorporate any required framing to support equipment mounts.
ILP and roadside cabinet slabs	A	A	A	B	D	C	SI to provide requirements for size of slab needed.
ILPs and roadside cabinets (including HVAC systems)	B	D	C	A	A	A	SI to install complete
Lane Controller Hardware	D	D	D	A	A	A	
Communication Equipment	D	D	D	A	A	A	
ELECTRONIC TOLL COLLECTION SUB-SYSTEMS (ETC)							
Installation/Electrical Design and Plans	C	D	C	A	A	A	
Automatic Vehicle Classification System and Image Capturing System (ICS) Hardware	C	C	C	A	A	A	D/B to provide junction boxes and conduits, SI to install all power and data cable and install equipment
In Lane Processing Building Equipment	D	D	D	A	A	A	

EXHIBIT B

Central Texas Regional Mobility Authority

Toll Systems & ITS Responsibility Matrix

LEGEND		Work Description		
Primary Responsibility	A	1	2	3
Support Responsibility	B	Design	Procure	Install and/or Construct
Coordination Responsibility Only	C			
No Responsibility	D			

Element/Task/Component/ Sub-system	D/B CDA Developer (D/B)			System Integrator (SI)			Comments Other Responsibility/Information
	1	2	3	1	2	3	
Computer rack system, routers, hubs, switches, firewalls, VPN, modems, patch/distribution panels,	D	D	D	A	A	A	
Toll Plaza Host Computer	D	D	D	A	A	A	
Back-up Host Computer	D	D	D	A	A	A	
Support equipment at CTRMA admin offices	D	D	D	A	A	A	
Workstations/Printers	D	D	D	A	A	A	
Commissioning and Operational Testing	D	D	C	A	A	A	
Lane controller software	D	D	D	A	A	A	
Plaza Computer Software	D	D	D	A	A	A	
Host Computer Software	D	D	D	A	A	A	
Toll Collection System Application Software	D	D	D	A	A	A	
Security Access System Software	D	D	D	A	A	A	
Maintenance Online Management System Software	D	D	D	A	A	A	
Factory Acceptance Test	D	D	D	A	A	A	
Project Acceptance Test	D	D	D	A	A	A	
Training	D	D	D	A	A	A	
Documentation	D	D	D	A	A	A	
FCC Licenses/Regulations as applies to toll systems	B	D	D	A	A	A	SI to procure process and initiate all required documentation, applications, permits and licenses as required permitting the CTRMA the right to use and or operate equipment and components.
Tolling location phone service	A	A	A	B	C	C	

EXHIBIT B

Central Texas Regional Mobility Authority

Toll Systems & ITS Responsibility Matrix

LEGEND		Work Description		
Primary Responsibility	A	1	2	3
Support Responsibility	B	Design	Procure	Install and/or Construct
Coordination Responsibility Only	C			
No Responsibility	D			

Element/Task/Component/ Sub-system	D/B CDA Developer (D/B)			System Integrator (SI)			Comments Other Responsibility/Information
	1	2	3	1	2	3	
DUCT BANKS & INTELLIGENT TRANSPORTATION SYSTEMS (ITS)							
Duct Bank & ITS design	A	-	-	B	-	-	The D/B CDA Developer shall be responsible for the design of all ITS layouts, foundations, conduits, electrical services, grounding circuits, and support structures
Duct Bank & ITS systems design	B	-	-	A	-	-	The D/B CDA Developer shall coordinate with the SI and accommodate the SI's ITS systems design in the Project Design
Duct Bank	A	A	A	B	D	C	
Fiber optic cables	C	D	B	A	A	A	
CCTV Camera foundations, conduits, grounding, camera poles, and electrical services	A	A	A	B	C	C	
CCTV Camera, communications, and equipment enclosures	B	D	B	A	A	A	
DMS foundations, conduits, grounding, DMS support structures, and electrical services	A	A	A	B	C	C	
DMS, communications, and equipment enclosures	B	D	B	A	A	A	
Vehicle detectors foundations, conduits, grounding, vehicle detector support structures, and electrical services	A	A	A	B	C	C	
Vehicle detectors, communications, and equipment enclosures	B	D	B	A	A	A	

EXHIBIT B

Central Texas Regional Mobility Authority

Toll Systems & ITS Responsibility Matrix

LEGEND		Work Description		
Primary Responsibility	A	1	2	3
Support Responsibility	B	Design	Procure	Install and/or Construct
Coordination Responsibility Only	C			
No Responsibility	D			

Element/Task/Component/ Sub-system	D/B CDA Developer (D/B)			System Integrator (SI)			Comments Other Responsibility/Information
	1	2	3	1	2	3	
Communication HUB enclosures support slab	A	A	A	B	C	C	
Communication HUB enclosures	B	D	B	A	A	A	

EXHIBIT C
290 EAST TOLL PROJECT (MANOR EXPRESSWAY)
PRELIMINARY SCHEDULE MILESTONES
(Dates and Durations Subject to Change)

Phase I	
Task	Duration and/or Milestone Date
Advertise For Construction—Segment 1	October 23,2009
Bid Opening – Segment 1	November 23, 2009
Contract Award – Segment 1	January 12, 2010
Issue Notice to Proceed – Segment 1	April 27, 2010
Roadway Contractor (Webber) to complete Tolls Infrastructure	438 days (Maximum)
Tolls Collection System Completed	120 days (From Completion of Tolls Infrastructure)
Final Acceptance	90 days
Phase II	
Task	Duration and/or Milestone Date
Advertise For CDA Developer—Segments 2 & 3	June 13, 2010
CTRMA Selects Best Value Proposer	February 23, 2011
Contract Award	May 2011
Issue Notice to Proceed	June 2011
Roadway Contractor (Webber) to complete Tolls Infrastructure	835 days (Maximum)
Tolls Collection System Completed	120 days (From Completion of Tolls Infrastructure)
Final Acceptance	120 days

EXHIBIT D: Fee Schedule

CTRMA 290E -- TOLLING					
ITEM #	QTY.	UNIT	DESCRIPTION	UNIT PRICE	EXT PRICE
1			Tolling Lanes & Shoulders (includes: Materials/Equipment, SW mods to add new location to system, field installation/labor & electrical work)		
1a	17	EA	Shoulder Configuration	\$ 79,947.41	\$ 1,359,105.98
1b	5	EA	One lane Configuration	\$ 110,157.95	\$ 550,789.73
1c	1	EA	Two lanes Configuration	\$ 204,815.89	\$ 204,815.89
1d	3	EA	Three lanes Configuration	\$ 299,473.84	\$ 898,421.51
1e	3	EA	Four lanes Configuration	\$ 394,131.78	\$ 1,182,395.35
2	12	EA	Communication Equipment (incl's: Equipment /materials, installation & integration)	\$ 11,516.68	\$ 138,200.22
3	12	EA	Video/DVR System Equipment (incl's: Equipment /materials, installation & integration)	\$ 23,892.27	\$ 286,707.19
4	12	EA	ILP Building Equipment (incl's: Equipment /materials, installation & integration) UPS & generators included	\$ 112,521.31	\$ 1,350,255.74
5	45	EA	Per Lane/Shoulder Commissioning & Operational Testing	\$ 1,947.00	\$ 87,615.00
6	45	EA	Per Lane/Shoulder Installation/Electrical Design and Plans	\$ 3,364.36	\$ 151,396.00
TOTAL PRICE TOLLING					\$ 6,209,702.60

EXHIBIT D: Fee Schedule

CTRMA 290E -- ITS					
ITEM #	QTY.	UNIT	DESCRIPTION	UNIT PRICE	EXT PRICE
1	5000	LF	Elec Condr (No. 2) Insulated	\$ 2.81	\$ 14,050.00
2	50000	LF	Elec Condr (No 4) Insulated	\$ 1.41	\$ 70,500.00
3	25000	LF	Elec Condr (No 6) Insulated	\$ 1.20	\$ 30,000.00
4	500	LF	Elec Condr (No 8) Insulated	\$ 0.95	\$ 475.00
5	35000	LF	Elec Condr (No 14) Insulated	\$ 0.70	\$ 24,500.00
6	1	LS	ITS System Support Equipment	\$ 15,000.00	\$ 15,000.00
7	2200	LF	Fiber Optic CBL (Single - Mode)(12 Fiber)	\$ 2.56	\$ 5,632.00
8	40000	LF	Fiber Optic CBL (Single - Mode)(48 Fiber)	\$ 2.97	\$ 118,800.00
9	40000	LF	Fiber Optic CBL (Single - Mode)(72 Fiber)	\$ 3.28	\$ 131,200.00
10	5000	LF	Fiber Optic Cable Pigtail (12 Fiber)	\$ 3.26	\$ 16,300.00
11	10	EA	Fiber Optic Splice Enclosure	\$ 854.00	\$ 8,540.00
12	15	EA	Fibr Patch Panel (12 Position)	\$ 437.00	\$ 6,555.00
13	3	EA	Fiber Patch Panel (72 Position)	\$ 2,960.00	\$ 8,880.00
14	9	EA	CCTV Field Equipment	\$ 7,500.00	\$ 67,500.00
15	2500	LF	Conduit (Prepare)	\$ 1.00	\$ 2,500.00
16	1	EA	Communication S HUB Building	\$ 40,000.00	\$ 40,000.00
17	25	EA	MVD Cabinet (Special)	\$ 1,000.00	\$ 25,000.00
18	9	EA	Camera Cabinet	\$ 1,200.00	\$ 10,800.00
19	50	EA	Microwave Vehicle Detection System	\$ 5,500.00	\$ 275,000.00
20	9	EA	Video Encoder	\$ 3,877.40	\$ 34,896.60
21	9	EA	Video Decoder	\$ 4,088.10	\$ 36,792.90
22	25	EA	Wireless Ethernet Radio	\$ 4,200.00	\$ 105,000.00
23	12	EA	Field Ethernet Switch	\$ 3,200.00	\$ 38,400.00
24	15	EA	Field Terminal Server	\$ 1,400.00	\$ 21,000.00
25	2000	LF	Ethernet Cable Cat 5	\$ 1.16	\$ 2,320.00
26	2	EA	LED DMS Field Equipment (18 in)	\$ 100,000.00	\$ 200,000.00
27	1	LS	System Integration	\$ 32,000.00	\$ 32,000.00
28	1	LS	System Design	\$ 189,778.41	\$ 189,778.41
TOTAL PRICE ITS					\$ 1,531,419.91
TOTAL PRICE (TOLLING + ITS)					\$ 7,741,122.51

Central Texas Regional Mobility Authority
CTRMA Turnpike System

Detailed Lane Configurations for 290 East Toll Project--FULL BUILD

Project	CTRMA Turnpike Seg	Toll Plaza or Express Toll Location	Lane Number	Lane Width (in Feet)	Lane Type				Electronic Control Cabinet	Lane Controller	ETC Toll Lane	Express ETC Lane	Violation Enforcement System (VES) Toll Lane	Violation Enforcement System (VES) Hardware, Express ETC Lane	Automatic Vehicle Classification System, Toll Lane	Automatic Vehicle Classification System, Express ETC Lane	AVI System Hardware, Toll Lane	AVI System Hardware, Express ETC Lane	Uninterruptible Power Supply	Emergency Generator & Automatic Transfer Switch	ILP Buildings		
					MAN/ETC	ACM/ETC	DED/ETC	Exp.ETC															
290E Toll Project - Full Build	7	DC 183 STA 65 80 WNDC	SH	10																			
			1	12			1		1		1		1		1		1		1		1		
			2	12			1		1		1		1		1		1		1		1		
			3	12			1		1		1		1		1		1		1		1		
			SH	8																			
			Subtotal				3		3		3		3		3		3		3		1		1
			1	12			1		1		1		1		1		1		1		1		1
			2	12			1		1		1		1		1		1		1		1		1
			3	12			1		1		1		1		1		1		1		1		1
			4	12			1		1		1		1		1		1		1		1		1
		SH	8																				
		Subtotal				4		4		4		4		4		4		4		1		1	
		(Remove 1 lane from prev phase)																					
		- STA 299 50 (WB) Ramp 3 Toll Gantry East of Springdale Rd			SH	8				1		1		1		1		1		1		1	
		Subtotal								1		1		1		1		1		1		1	
		-STA 299 75 (EB) Ramp 4 Toll Gantry East of Springdale Rd			SH	8				1		1		1		1		1		1		1	
		Subtotal								1		1		1		1		1		1		1	
		-STA 349 50 (WB) Ramp 7 Toll Gantry East of Arterial A			SH	8				1		1		1		1		1		1		1	
		Subtotal								1		1		1		1		1		1		1	
		-STA 355 75 (EB) Ramp 8 Toll Gantry East of Arterial A			SH	8				1		1		1		1		1		1		1	
		Subtotal								1		1		1		1		1		1		1	
		SH	10																				
		1	12							1		1		1		1		1		1		1	
		2	12							1		1		1		1		1		1		1	
		-	2							-		-		-		-		-		-		-	
		4	12							1		1		1		1		1		1		1	
		SH	10																				
		Subtotal								4		4		4		4		4		1		1	
		SH	10																				
		1	12							1		1		1		1		1		1		1	
		2	12							1		1		1		1		1		1		1	
		3	12							1		1		1		1		1		1		1	
		4	12							1		1		1		1		1		1		1	
		SH	10																				
		Subtotal								4		4		4		4		4		1		1	
		-STA 432 80 (WB) Ramp 11 Toll Gantry West of Harris Branch			SH	8				1		1		1		1		1		1		1	
		Subtotal								1		1		1		1		1		1		1	
		-STA 430 50 (EB) Ramp 12 Toll Gantry West of Harris Branch			SH	8				1		1		1		1		1		1		1	
		Subtotal								1		1		1		1		1		1		1	
		SH	10																				
		1	12							1		1		1		1		1		1		1	
		2	12							1		1		1		1		1		1		1	
		3	12							1		1		1		1		1		1		1	
		SH	10																				
		Subtotal								3		3		3		3		3		1		1	
		SH	10																				
		1	12							1		1		1		1		1		1		1	
		2	12							1		1		1		1		1		1		1	
		3	12							1		1		1		1		1		1		1	
		SH	10																				
		Subtotal								3		3		3		3		3					
		Contingency		N/A																1		1	
		Grand Totals								27		27		27		27		27		9		9	12

- Notes:**
- Any equipment required in shoulders are included in the unit pricing for toll lanes.
 - All "Common Items" as defined in Schedule 1-21 of the original contract (dated April 27, 2005) was previously compensated for, therefore, is not quantified on this table or Exhibit D.
 - All Express ETC lanes have two Lane Controllers.
 - VES (Violation Enforcement System) cameras are planned for all lanes. Express ETC will have both front and rear camera systems.
 - Conduits and wiring within the Tolling Location, Ramp or Express Lanes must be designed to support the ultimate build-out and not restricted to the lane configurations shown in this table.
 - Furnish & Install all that is necessary to include All Cabinets, Hardware, Cabinet Ventilation, Grounding, UPS Backup Electrical Power, Signal Cabling for Back Office Equipment
 - Furnish & Install All ETC Wiring and Cable necessary for power and data
 - Furnish & Install All AVC Wiring and Cable necessary for power and data
 - Furnish & Install All AVI Wiring and Cable necessary for power and data
 - Furnish & Install VES Wiring and Cable necessary for power and data
 - Furnish & Install Communication Network Wiring and Cable necessary for power and data, including revenue network fiber optic cable
 - Furnish & Install ILP Building Wiring and Cable necessary for power and data, including MOMS Network Interface devices for electrical power and building temperature monitoring
 - Furnish & Install Generator & Automatic Transfer Switch (ATS) Wiring and Cable necessary for power and data, including MOMS Network Interface Device for Generator & ATS Electric Power Monitoring
 - Lane 1 is the lane closest to the road Center Line

**APRIL 27, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM #8

Approve a contract amendment with Telvent USA Corporation to adjust fees and scope of service for maintenance of toll equipment.

Department: Operations

Associated Costs: \$68,400/month to maximum \$113,775/month

Funding Source: General Fund

Board Action Required: YES

Description of Matter:

In March, 2007, the CTRMA entered into a Contract for Maintenance Services for Toll Collection System with Caseta Technologies, Inc. for the preventive, predictive, corrective and emergency maintenance of the toll collection system for the CTRMA Toll Road System. The scope of services was based on an anticipated implementation schedule for the various segments of the System through the initial term of the Contract.

Subsequently, changes have been made to the toll collection system including the conversion to a cashless toll collection system in December, 2008. In addition, the process of transfer of the various toll road segments by the Texas Transportation Commission has delayed implementation of the various Projects. With the implementation of the US290 East Toll Project (the Manor Expressway) as the designated next toll road segment, an analysis was performed by CTRMA staff for the purpose of considering adjustments to the maintenance fee schedule to more accurately reflect the revised scope of services and implementation schedule.

Accordingly, staff is recommending amending the Contract with Telvent USA Corporation to revise the Price Schedule to more accurately reflect the revised scope of services and current implementation schedule.

Attached documentation for reference:

Draft Amendment to Maintenance Services Contract for Toll Collection System

Contact for further information:

Tim Reilly, Director of Operations

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

RESOLUTION NO. 11-___

**Approve a Contract Amendment with Telvent USA Corporation to Adjust
Fees and Scope of Services for Maintenance of Toll Equipment.**

WHEREAS, in Resolution No. 05-29, dated March 30, 2005, following the issuance of a request for proposals and review of the responses thereto in accordance with the CTRMA's procurement policies, the Board of Directors authorized and approved of the retention of Caseta Technologies, Inc. ("Caseta") to provide toll systems implementation and maintenance services to the CTMRA; and

WHEREAS, effective August 27, 2005, CTRMA executed a Contract for Toll System Implementation with Caseta; and

WHEREAS, in Resolution 08-09, dated January 30, 2008, the Board authorized a Maintenance Services Agreement with Caseta, which was executed and became effective on March 7, 2008 (the "Agreement"), and ; and

WHEREAS, Caseta Technologies, Inc., was subsequently acquired by Telvent USA Corporation, a Maryland corporation ("Telvent"), and all rights and obligations of Caseta Technologies, Inc. under the Agreement are now the rights and obligations of Telvent; and

WHEREAS, the 2008 schedule and timing for opening toll road segments anticipated in Attachment D to the Agreement is outdated; and

WHEREAS, staff recommends updating the maintenance price schedule in the Agreement to reflect current and projected needs for maintenance of the CTRMA toll system under the Agreement.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves the Amendment to the Agreement in the form or substantially the same form shown as Attachment "A"; and

BE IT FURTHER RESOLVED, that this approved Amendment may be finalized and executed by the Executive Director on behalf of CTRMA.

[Signatures appear on the following page]

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 27th day of April, 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: 4/27/11

ATTACHMENT "A" TO RESOLUTION 11-

**AMENDMENT TO MAINTENANCE SERVICES CONTRACT
FOR TOLL COLLECTION SYSTEM BETWEEN
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY
AND
TELVENT USA CORPORATION**

[Following 4 Pages]

**AMENDMENT TO MAINTENANCE SERVICES CONTRACT
FOR TOLL COLLECTION SYSTEM BETWEEN
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY
AND
TELVENT USA CORPORATION**

This Amendment to the Maintenance Services Contract for Toll Collection System between Central Texas Regional Mobility Authority (“CTRMA”) and Telvent USA Corporation (the “Contractor”) is made effective as of the ___ day of April, 2011, and is for the purpose of amending SCHEDULE 1 of the Maintenance Services Contract for Toll Collection System between CTRMA and Contractor, effective March 3, 2007.

SCHEDULE 1: PRICE SCHEDULE is amended by revising the monthly fee to reflect the current status of the 183A Turnpike Project and the anticipated schedule for the implementation of new Segment 1a (183A–Phase II) and Segment 7 (US290East: Manor Expressway) as follows:

SCHEDULE 1 is deleted in its entirety and replaced with a new SCHEDULE 1.1. (attached)

By their signatures below, the parties of the Contract evidence their agreement to the amendment set forth above.

CENTRAL TEXAS REGIONAL
MOBILITY AUTHORITY

TELVENT USA CORPORATION

Mike Heiligenstein
Executive Director

SCHEDULE 1.1

MAINTENANCE SERVICES CONTRACT FOR TOLL COLLECTION SYSTEM

PRICE SCHEDULE

This section provides descriptions of the Method of Measurement and the Basis of Payment for the bid items necessary to complete the work for maintenance services on the toll collection systems on the CTRMA's Toll Road System. Maintenance services will commence after Final Acceptance of the Tolls Integrator System for each of the individual Toll Road Facilities listed below.

Segment Payments

1. Monthly Maintenance Services

Monthly Fee for maintaining the 183A Turnpike Project and the 290-East Toll Project, including Plaza System, Host System, Communications Equipment, Security Access System, System Administration, and all ETC Toll Lanes shall be measured on a per month basis. Each per month unit shall include furnishing all labor, materials, and support services to perform Maintenance Services for that month in conformance with the requirements of the Specifications, and as accepted by the CTRMA.

Basis of Payment

Payment will be made at the monthly bid price for the Maintenance Services provided, upon approval of services by the CTRMA in accordance with the following table:

Maintenance Cost Elements					Project Lanes	Total Lanes
					16	16
Item No.	Description	Unit	Rate / Hr	Unit Price per Month	183-A Phase I	
					QTY.	Per Month
110	Base Monthly Fee	1		\$12,500.00	1	\$12,500
111	Software Engineer	173	\$116.00		0.5	\$10,034
112	System Engineer	173	\$127.00		0.5	\$10,986
113	Technician	173	\$89.00		2	\$30,794
114	Technician ODC's	1		\$2,039.00	2	\$4,078
Subtotal \$ /Mo.						\$68,400

Maintenance Cost Elements					Additional Project Lanes	Total Lanes
					9	25
Item No.	Description	Unit	Rate / Hr	Unit Price per Month	183-A Phase I & Phase II	
					QTY.	Per Month
110	Base Monthly Fee	1		\$12,500.00	1	\$12,500
111	Software Engineer	173	\$116.00		0.5	\$10,034
112	System Engineer	173	\$127.00		0.5	\$10,986
113	Technician	173	\$89.00		2	\$30,794
114	Technician ODC's	1		\$2,039.00	2	\$4,078
					Subtotal \$ /Mo.	\$68,400

Maintenance Cost Elements					Additional Project Lanes	Total Lanes
					8	33
Item No.	Description	Unit	Rate / Hr	Unit Price per Month	183A Phase I & Phase II and 290-E Phase I	
					QTY.	Per Month
110	Base Monthly Fee	1		\$12,500.00	1	\$12,500
111	Software Engineer	173	\$116.00		0.5	\$10,034
112	System Engineer	173	\$127.00		0.5	\$10,986
113	Technician	173	\$89.00		4	\$61,600
114	Technician ODC's	1		\$2,039.00	4	\$8,160
					Subtotal \$ /Mo.	\$103,250

Maintenance Cost Elements					Additional Project Lanes	Total Lanes
					18	51
Item No.	Description	Unit	Rate / Hr	Unit Price per Month	183A Phase I & Phase II, 290-E Phase I & Phase II	
					QTY.	Per Month
110	Base Monthly Fee	1		\$12,500.00	1	\$12,500
111	Software Engineer	173	\$116.00		0.75	\$10,034
112	System Engineer	173	\$127.00		0.75	\$10,986
113	Technician	173	\$89.00		4	\$61,588
114	Technician ODC's	1		\$2,039.00	4	\$8,156
					Subtotal \$ /Mo.	\$113,775

2. Out of Scope Services

Hourly rates for out of scope services pursuant to Section 11 of the Toll Collection System Maintenance Services Contract:

Software Engineer	\$116.00
System Engineer	\$127.00
Technician	\$89.00
Hardware Engineer	\$87.00
Database Administrator	\$165.00
Documentation Clerk	\$119.00
Testing Engineer	\$126.00
Project Manager	\$165.00
Network Administrator	\$115.00

**APRIL 27, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM # 9

Approve a supplement to Work Authorization #8 with URS Corporation for traffic and revenue engineering services.

Department: Finance

Associated Costs: \$67,404.00

Funding Source: Bond Funding

Board Action Required: Yes

Description of Matter:

This Supplement No. 4 to Work Authorization No. 8 to the URS Corporation traffic and revenue is needed to incorporate data from the recently-released 2010 census data into the 290 East Toll Development Project Investment Grade Traffic and Toll Revenue (T&R) Study.

The additional cost of this work is estimated not to exceed \$67,404.00, bringing the total funding for Work Authorization No. 8 to \$1,296,704.00.

Attached documentation for reference: URS Work Authorization #8

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-___

**Approve a Supplement to Work Authorization #8 with URS Corporation
for Traffic and Revenue Engineering Services.**

WHEREAS, in Resolution No. 05-73, dated September 28, 2005, the CTRMA Board of Directors approved entry into a Traffic and Revenue Engineering Services Agreement with URS Corporation (the "T&R Agreement") for the provision of traffic and revenue engineering services for CTRMA projects and potential projects; and

WHEREAS, by previous resolutions the Board of Directors has authorized the Executive Director to execute work authorizations and supplements to those work authorizations for the performance of traffic and revenue engineering studies related to the US 290 East Toll Project (the Manor Expressway, or the "Project"); and

WHEREAS, CTRMA and URS Corporation have determined that a Supplement No. 4 to Work Authorization No. 8 is necessary to authorize URS Corporation to continue work on the preparation of the Investment Grade Traffic and Revenue Study for the Project.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors authorizes the Executive Director to finalize and execute a Supplement No. 4 to Work Authorization No. 8 with URS Corporation in the form or substantially the same form set forth in Attachment "A" to this Resolution, provided that any work commenced under the Supplement No. 4 to Work Authorization No. 8 shall be subject to all terms and conditions of the T&R Agreement.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 27th day of April, 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: 4/27/11

ATTACHMENT "A" TO RESOLUTION 11-
Supplemental No. 4 to Work Authorization No. 8

[Following 7 Pages]

URS CORPORATION
SCOPE OF SERVICES
FOR
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY (CTRMA)
March 31, 2010

**SUPPLEMENTAL No. 4 to WORK AUTHORIZATION No. 8
MANOR EXPRESSWAY (US 290E) TOLL DEVELOPMENT PROJECT
INVESTMENT GRADE TRAFFIC AND TOLL REVENUE ENGINEERING SERVICES**

The Traffic and Toll Revenue Engineering Services described herein are to be provided by URS Corporation (URS) to the Central Texas Regional Mobility Authority (CTRMA) to update the Manor Expressway (US 290E) Investment Grade Traffic and Toll Revenue (T&R) Study. The main purpose of this study update is to accommodate the recently released 2010 census data. This study also baseline toll revenue forecasts and sensitivity analysis for the proposed Manor Expressway Toll Road. Additionally, URS staff will provide technical support to CTRMA in dealings with the Transportation Infrastructure Finance and Innovation Act (TIFIA) program, private sector financial organizations, and bond rating agencies to acquire financing for the proposed project.

SCOPE OF SERVICES

This Scope of Services is organized into three (3) principal tasks that encompass the investment grade study update and provide project financing support for the proposed Manor Expressway (US 290E) Toll Road. This analysis is for an update, compatible with the 2010 census data, to the existing analysis completed in January 2011. Included in this comprehensive work program are the following tasks:

- Task 1: Project Management/Quality Assurance (QA)
- Task 2: Traffic and Toll Revenue Study Update
- Task 3: Project Financing Support

The services presented in this scope will be completed on a time and materials (T&M) basis including reimbursement for other direct costs incurred (travel, lodging, meals, etc.). The project schedule and budget that supports this scope of services are also attached. The current total contract amount under Work Authorization No. 8 plus Supplemental No. 1 through 3 is \$1,229,300. This Supplemental No. 4 authorizes charges of services for up to an additional \$67,404. This will bring the total funding under this Work Authorization to \$1,296,704.

Task 1 Project Management/Quality Assurance (QA)

The URS project manager will coordinate and oversee all activities associated with this scope of work. Specific activities include participation at project coordination meetings with CTRMA, PBS&J, and other project team members. URS will coordinate individual work tasks, development of progress reports and invoices, and coordination and

implementation of URS QA procedures to include internal independent technical reviews. Additionally, the URS project manager will coordinate with subconsultants as needed throughout the project.

Task 2: Traffic and Toll Revenue Study Update

2010 census data was released in February 2010. The existing Manor Expressway T&R Study was based on the CAMPO Mobility Plan 2035 and the revised demographic data with estimated 2010 population. Therefore, a set of project data updates is needed in order to bring the T&R Study to date and be compatible with the Mobility Plan 2035, especially on the economic growth pattern and future transportation system development.

Task 2 will include three subtasks as described below.

Task 2.1 Demographic Data Update

The previous Manor Expressway T&R Study included a comprehensive demographic data review for the base line data from the Mobility Plan 2035. In this update study, the demographic data review will be updated and 2010 census data will be used.

For this task, URS has retained the services of Alliance Transportation Group (ATG) to assess the 2010 census data and amend previous revised demographic forecasts. ATG recently served as a consultant in this capacity for CTRMA on the 183A Phase II and Manor Expressway T& R Studies. The demographic forecasts data have been kept consistent between both studies. The socioeconomic review that occurred in the existing Investment Grade studies will be updated to reflect the 2010 census and the current understanding of the demographics in the area surrounding the proposed corridor. ATG's scope this update are also attached. ATG will update the technical memorandum describing the work performed in Task 2.1 which documents the results. ATG's scope and fee for this task is attached.

URS will review the socioeconomic data in the study area and the region to verify the reasonableness of the results provided by ATG. This verification process will include a comparison to the latest forecast and other data sets developed by CAMPO, the US Census, and the Texas State Data Center. The verification process will include the development of data comparison tables and thematic maps created using GIS software that will also allow for the identification of geographic areas where significant changes in growth have occurred for the last two-years.

The result of the demographic data update will be a population and employment forecast at the Traffic Analysis Zone (TAZ) level for entry into the regional travel demand model for the base years (2010) and several future years. The future years included in the forecast will be dependent upon the timing of transportation

improvements in the region that may impact the proposed facility, but at a minimum will include 2013, 2015, 2025, and 2035. Forecasts for intervening years will be interpolated from the model forecast periods.

Task 2.2 Traffic and Toll Revenue Estimation Update

URS will use the calibrated toll diversion model to estimate volumes for the Manor Expressway project for specific model years, incorporating the revised socioeconomic data reflecting information gained in Tasks 3.1. Traffic estimates will be developed by toll gantry location. Toll revenue estimates will be developed from the traffic estimates based on appropriate divisions of vehicle class (passenger car and truck) and by payment type (ETC and Video). Traffic and Toll Revenue Estimates will be provided in tabular form for the proposed project scenario as the base case.

Task 2.2 Traffic and Toll Revenue Estimation Update

URS will update the investment grade traffic and toll revenue report that includes the updated T&R study results, an analysis of findings, and supporting documentation. URS shall submit the draft report to CTRMA for review and comment.

A final investment grade traffic and toll revenue report will be developed based on comments received from CTRMA.

Task 3 Project Financing Support

In this task, URS will provide sufficient supports, in its T&R consultant capacity, to help CTRMA fund the Manor Expressway toll project. Task 3 will include four subtasks as described below.

Task 3.1 Joint Report Update

URS will coordinate with CTRMA and Stantec and update the joint report of the traffic and toll revenue forecasts to be included in the official statement (OS) of the bond sale. This joint report will be based on the latest T&R reports of Manor Expressway (US 290E) and 183A Phase II. Close coordination efforts will be employed.

Task 3.2 Additional Sensitivity Analyses

The sensitivity and risk analyses address inherent uncertainties in the travel demand model input variables. The output of these analyses is a broad range of toll revenue outcomes for the proposed project with assigned probability or confidence intervals that provides a general overview of the risk of the project. The rating agencies, TIFIA and other entities involved with the financing of the

proposed Manor Expressway toll road may request CTRMA to conduct additional sensitivity analyses to provide toll revenue estimates that are embedded in the range of results reflected in the risk analysis output. Examples of these analyses include lower economic growth, alternate toll escalation rates, and changes in the transportation network due to alternative improvement plans. URS will conduct up to three (3) additional runs of the travel demand model to respond to requests for additional sensitivity analyses.

URS shall submit a technical memorandum summarizing the additional sensitivity analyses to CTRMA.

Task 3.3 Support for Meetings with Financial Community

URS will provide support during CTRMA's acquisition of project financing by providing technical support at meetings with rating agencies, bond insurance companies, TIFIA, and other financing entities. This support will include presentations of the Investment Grade Study, preparation of presentation materials (presentation boards, power point slides, handouts, etc.)

Activities to be completed as part of subtask 3.3 include:

- Attendance at a total of three (3) meetings (anticipated in Austin, New York City, and/or Washington, DC) for up to four (4) URS staff. Should additional meetings/presentations be required URS will scope and budget these meetings in a supplemental work authorization;
- Certification of information in the disclosure documents related to the URS Traffic and Toll Revenue Investment Grade Study report, including the underlying assumptions;
- Review of financing documents; and
- Review of disclosure documents.

Task 3.4 Project Close Out

In the project close-out stage, URS will address any unsolved project-related issues and archive project documentation and data in proper places. This task will also include finalizing the project invoice and completing project feedback surveys. It is anticipated that the project will be closed out by December 31, 2011.



Alliance Transportation Group, Inc.

SUPPLEMENTAL WORK AUTHORIZATION

Scope of Work

**UPDATE SOCIOECONOMIC DATA FOR THE MANOR EXPRESSWAY AND US 183-A EXTENSION STUDY
AREAS WITH 2010 US CENSUS POPULATION COUNTS**

Task 1: GIS Allocation of 2010 U.S. Census data to TSZs – Using ArcGIS, ATG will allocate 2010 U.S. Census data, at the census block level (using centroids), to the CAMPO TSZs. This effort will be undertaken for the 2010 CAMPO TSZs and for the older CTPP CAMPO TSZs that were used for the US 183-A Extension study. All TSZs in the CAMPO study area will be updated to 2010 using the automated allocation method. It is anticipated that there will be some discrepancies between the U.S. Census geography and the TSZ boundaries. These discrepancies will be corrected in the Manor Expressway and the U.S. 183-A study areas. It is not anticipated that any remaining discrepancies will significantly affect the model's results.

Task 2: Update County Control Totals and TSZ Forecasts – The population county control totals for each county will be updated to reflect the 2010 U.S. Census counts. Adjustments may be made to the control totals of future forecast years, if judged necessary. At the zonal level, the previously forecasted growth rates will be applied to the new 2010 baseline population counts. A final review will be conducted at the subarea level to verify that no subregion within the CAMPO study area is receiving higher or lower than anticipated growth.

Task 3: Documentation – A short technical memorandum will be prepared that describes the methodology used for the adjustment and the final control total figures. The documentation provided for the Manor Expressway and US 183-A Extension studies will be updated with the new control totals and U.S. Census data.

Task 4: Project Management – ATG management will oversee project staff and perform appropriate QA/QC measures to insure the quality of the project's final deliverables.

Exhibit B



Manor Expressway T&R Study - 2010 Census Demographic Update

Fee Summary

Personnel	Hours	Base Rate	Direct Labor	
Michael Bomba, PhD.	40	\$ 48.39	\$ 1,936	
James Harvey	2	\$ 53.45	\$ 107	
Gayle L. Heath	4	\$ 26.00	\$ 104	
Jack Jones	0	\$ 37.12	-	
Daniel Rios	0	\$ 29.61	-	
Total Hours	46		\$ 2,147	
Direct Labor				\$ 2,147
Overhead	1.591			\$ 3,415
Fee	12.0%			\$ 667
Subtotal Burdened Labor				\$ 6,229
Direct Expenses				
Travel		\$ 450		
Car Rental		\$ -		
Per Diem		\$ 225		
Hotel		\$ 650		
Shipping		\$ -		
Reproduction		\$ -		
Temps		\$ -		
Subtotal (Direct)				\$ 1,325
Total				\$ 7,554

**APRIL 27, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM # 10

Approve an amendment to the toll policies to adjust the base toll rate at the Park Street gantry on the 183A Expressway when the 183A Phase II extension opens in 2012 and to revise the initial effective date and scope of the inflation-based toll rate adjustment policy.

Department: Finance

Associated Costs: None

Funding Source: None

Board Action Required: Yes

Description of Matter:

On November 19, 2009, by Resolution No. 09-76, the Board adopted revisions to the Toll Policies that accomplished three things.

First, the revised policy established new toll charges for the 183A Expressway effective January 1, 2010.

Second, new toll charges were established to be effective upon the opening of the Phase II 183A Extension in 2012. Charges at the Park Street gantry on 183A were lowered from the toll charges effective January 1, 2010.

Third, the policies established a toll modification formula to adjust tolls based on inflation, determined by the annual percentage change in the Consumer Price Index. The initial inflation-based adjustment using this formula will be implemented on January 1, 2014, and annually thereafter.

This new proposed revision to the Toll Policies would still decrease the toll charge effective at the Park Street gantry when the 183A Extension opens in 2012, but to a lesser degree.

This new proposed revision could also establish January 1, 2013, as the first date to implement an inflation-based adjustment for toll rates.

Attached documentation for reference:

Resolution No. 09-76 (for reference)

Proposed Amendment to the Toll Policies on 183A

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. 09-76

**Modification of Toll Rates and
Establishment of Future Modification Criteria for
the 183A Project**

WHEREAS, the Central Texas Regional Mobility Authority ("CTRMA") was created pursuant to the request of Travis and Williamson Counties and in accordance with provisions of the Transportation Code and the petition and approval process established in 43 Tex. Admin. Code § 26.01, *et. seq.* (the "RMA Rules"); and

WHEREAS, the CTRMA is charged with funding and developing transportation improvements throughout the region to help solve the current mobility crisis and to improve the quality of life for residents of Central Texas; and

WHEREAS, in Resolution 04-62, dated December 8, 2004, the CTRMA Board of Directors adopted formal toll policies for the CTRMA (the "Toll Policies") that were consistent with the financial requirements necessary to fulfill its obligations and reflected input received through public comment and a public hearing held by the CTRMA for such purpose; and

WHEREAS, the Board of Directors anticipated in Resolution 04-62 that the Toll Policies would be subject to revision and amendment from time to time to insure that the Toll Policies best implement the mission and goals of the CTRMA in its efforts to serve the public regarding mobility matters; and

WHEREAS, certain provisions of the Toll Policies have been previously modified in accordance with the requirements of the Master Trust Indenture dated February 1, 2005 by and between the CTRMA and JP Morgan Chase Bank, National Association, Trustee (now with Regions Bank as Successor Trustee) as well as the requirements of all applicable Supplemental Trust Indentures related to the CTRMA's financing of the 183A Toll Project (the "Project") and other projects being undertaken by the CTRMA (all such documents being referred to as the "Bond Documents"); and

WHEREAS, the Official Statement dated February 16, 2005 regarding the financing of the initial phase of the Project included a Traffic and Revenue Study that provided for a scheduled toll rate adjustment effective as of January 1, 2010 at the north and south tolled main lanes at the Park Street Plaza ("2010 Toll Modification"); and

WHEREAS, the CTRMA is currently undertaking the procurement, contracting and construction of Phase II of the Project and CTRMA staff recommends that effective upon completion and opening of Phase II to the travelling public in approximately 2012 ("Phase II Opening"), the

entire toll schedule for the Project (including Phase II) should be revised to provide equitable toll rates for all drivers utilizing the Project ("2012 Toll Modification"); and

WHEREAS, CTRMA staff recommends the adoption of certain modification criteria to be utilized in the future to provide for consistent modification of the toll schedule for the entire Project in order to ensure that toll rates are periodically adjusted to reflect the effects of inflation relative to the costs of operating and maintaining the Project as well as developing any other projects in the financial system with the Project, with such modification criteria going into effect approximately one year after the Phase II Opening and thereafter ("Toll Modification Criteria"); and

WHEREAS, CTRMA staff has undertaken development of various proposed amendments and revisions to the Toll Policies in order to address the 2010 Toll Modification, the 2012 Toll Modification and the Toll Modification Criteria and such proposed revisions to the Toll Policies are attached hereto as Attachment "A" ("Revisions to Toll Policies"); and

WHEREAS, CTRMA staff has undertaken with Stantec Consulting Services, Inc., the CTRMA's Traffic Consultant, the necessary review and analysis of the fiscal results of such revisions as required under the Bond Documents in order to fully consider the impact of the proposed Revisions to Toll Policies; and

WHEREAS, the initial review and analysis has been completed and the Board of Directors has determined that the Revisions to Toll Policies are acceptable and in the best interest of furthering CTRMA's efforts to serve the public regarding mobility matters and ensuring that all projects, including the Project, are and remain financially healthy and viable.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of the CTRMA hereby adopts the Revisions to the Toll Policies attached hereto as Attachment "A" and hereby amends the CTRMA Toll Policies accordingly, effective as of the respective dates set forth therein and subject to all necessary fiscal review and analysis being delivered to the CTRMA in final form acceptable to the CTRMA and other relevant parties under applicable bond covenants in the Bond Documents; and

BE IT FURTHER RESOLVED, that in all instances, the toll schedule for the Project as well as any other projects that are made part of a financial system with the Project, shall always be sufficient to meet or exceed all covenants and requirements set forth in the Bond Documents, and in the event of any conflict between the effects of the Revisions to Toll Policies and the Bond Documents, the covenants and requirements of the Bond Documents shall control.

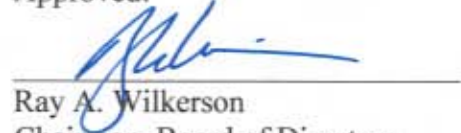
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 18th day of November, 2009.

Submitted and reviewed by:



Tom Nielson
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number 09-76
Date Passed 11/18/09

ATTACHMENT "A"
TO
RESOLUTION 09-76
REVISIONS TO TOLL POLICIES

2010 Toll Modification
2012 Toll Modification
and
Toll Modification Criteria

The CTRMA Board of Directors has, by passage of its Resolution 09-76 dated November 18, 2009, adopted certain revisions to the Toll Policies of the Authority.

These revisions to the Toll Policies amend the Policies and Procedures for Toll Collection Operations on the CTRMA Turnpike System ("Policies and Procedures Document") originally adopted December 8, 2004 and as previously modified.

Notwithstanding any conflicting provisions of these or prior revisions to the Toll Policies, the toll schedules set forth in the Policies and Procedures Document shall always be sufficient to meet or exceed all covenants and requirements set forth in all applicable bond documents, and in the event of any conflict between the effects of these or prior revisions to Toll Policies and the bond documents, the covenants and requirements of the bond documents shall control.

The following revisions to the Policies and Procedure Document are authorized and adopted as follows:

1. 2010 Toll Modification. As reflected in Table 6-2 of the Traffic and Revenue Study Final Report set forth as Appendix D in the 183A Project Official Statement dated February 16, 2005, the base toll rates for passenger car tolls (2 axles) to be collected on the north and south main lanes at the Park Street Plaza shall be revised as follows, effective January 1, 2010:

Electronic Toll Collection Rate (TxTag or interoperable tag)	\$1.55
Pay by Mail Toll Collection Rate	\$2.07

Base toll rates at all toll gantries and ramps other than at the Park Street Plaza toll gantries shall remain as set forth in the Policies and Procedure Document until the effective date of the 2012 Toll Modification set forth below.

2. 2012 Toll Modification. Effective upon the date Phase II of the 183A Project is completed and open to the travelling public, the following base toll rates for passenger car tolls (2 axes) shall be collected at the respective toll gantries set forth below:

Paypoint Location (Toll Gantry)	Toll Direction	Payment Type (ETC=Electronic Toll Collection)	Base Toll Rate
CR 272 Ramp CR 272 Ramp	To/from North To/from North	ETC Pay by Mail	\$0.36 \$0.48
New Hope ML New Hope ML	NB/SB NB/SB	ETC Pay by Mail	\$0.95 \$1.27
New Hope Ramp New Hope Ramp	From South From South	ETC Pay by Mail	\$0.54 \$0.72
Park Street ML Park Street ML	NB/SB NB/SB	ETC Pay by Mail	\$1.25 \$1.67
Brushy Creek Ramp Brushy Creek Ramp	To/from South To/from South	ETC Pay by Mail	\$0.54 \$0.72
Lakeline ML Lakeline ML	NB/SB NB/SB	ETC Pay by Mail	\$0.50 \$0.67
Full Length Trip On Main Lanes		ETC Pay by Mail	\$2.70 \$3.61

3. Toll Modification Criteria. The following provisions are fully adopted and made a part of the Policies and Procedure Document and may be incorporated in any Supplemental Trust Indenture to be issued in conjunction with the bond financing to be utilized for the financing of the construction and development of the 183A Turnpike Project (defined terms in these provisions shall be in accordance with the terms and definitions set forth in the Master Trust Indenture and any applicable Supplemental Trust Indenture):

Subject in all instances to the provisions, requirements and restrictions of the Master Indenture, as amended and supplemented from time to time, beginning on October 1, 2013 and on each October 1 thereafter (the "Toll Escalation Determination Date"), a percentage increase in the Toll rates for the 183A Turnpike Project will be determined in an amount equal to the Toll Rate Escalation Percentage. The Toll Rate Escalation Percentage, as calculated on each Toll Escalation Determination Date, shall be reported to the Board of

Directors each year at its October board meeting. The percentage increase in the Toll rates shall be effective on the January 1 of the next calendar year, unless at such board meeting the Board of Directors affirmatively votes to modify the Toll Rate Escalation Percentage. If the Board of Directors votes to modify the Toll Rate Escalation Percentage, the Toll rate increase to be effective on January 1 of the next calendar year shall be based on the modified Toll Rate Escalation Percentage.

For purposes of determining the Toll Rate Escalation Percentage, the following capitalized terms shall have the meanings given below:

“Toll Rate Escalation Percentage” = shall mean a percentage amount equal to $[(CPI^t - CPI^{t-12})/CPI^{t-12}]$. In the event the Toll Rate Escalation Percentage is calculated to equal less than 0%, then the Toll Rate Escalation Percentage shall be deemed to equal 0%.

“CPI^t” = the most recently published non-revised index of Consumer Prices for All Urban Consumers (CPI-U) before seasonal adjustment (“CPI”), as published by the Bureau of Labor Statistics of the U.S. Department of Labor (“BLS”) prior to the Toll Escalation Determination Date for which such calculation is being made. The CPI is published monthly and the CPI for a particular month is generally released and published during the following month. The CPI is a measure of the average change in consumer prices over time for a fixed market basket of goods and services, including food, clothing, shelter, fuels, transportation, charges for doctors’ and dentists’ services, and drugs. In calculating the index, price changes for the various items are averaged together with weights that represent their importance in the spending of urban households in the United States. The contents of the market basket of goods and services and the weights assigned to the various items are updated periodically by the BLS to take into account changes in consumer expenditure patterns. The CPI is expressed in relative terms in relation to a time base reference period for which the level is set at 100.0. The base reference period for the CPI is the 1982-1984 average.

“CPI^{t-12}” = the CPI published by the BLS in the month that is 12 months prior to the month used to established CPI^t.

If the CPI is discontinued or substantially altered, as determined in the sole discretion of the Authority, the Authority will determine an appropriate substitute index or, if no such substitute index is able to be determined, the Authority reserves the right to modify its obligations under this Policy.

The above revisions shall be deemed part of the Policies and Procedures Document as provided in Resolution No. 09-76, unless and until further revised by the CTRMA Board of Directors by appropriate resolution and in accordance with the provisions of the Bond Documents. Except as

specifically modified herein, all other provisions of the Policies and Procedures Document, as amended, are confirmed and acknowledged for all purposes.

Proposed Amendment to the Toll Policies on 183A

- The preliminary financial 183A Extension plan, as presented to the Board in November 2009, anticipated a 30 cent decrease in the toll rate at the Park Street toll location. Since that time, we, of course, finalized the financing structure for the 183A Extension, which is being constructed **seven years ahead** of schedule.
 - When the 183A Extension was financed, the **original plan** was to use TIFIA for subordinated debt. The interest rate would have been in the 4% range. Subsequent to the original financial plan as presented to the Board, the **TIFIA** program became unavailable; CTRMA had to use higher interest, subordinated debt (over 300 basis points higher) for the 183A extension. This added significant interest cost and reduced bonding capacity that otherwise would have been available to finance future projects (such as the MoPac Improvement Project). This proposed amendment, while still allowing a reduction at Park Street, results in less of a decrease to facilitate future network expansion, including managed lanes south of 183A. These managed lanes were highlighted by 183A focus groups as very important for future congestion relief.
- This proposed change to the toll rates would reduce or eliminate the need for using Capital Appreciation Bonds (CABs) or zero coupon bonds to finance the MoPac Improvement Project. These zero bonds are much more costly with higher interest rates and are non-callable securities, which means less flexibility to the project's debt structure. Reducing the use of these CABs increases the cash flow available for all system financing and also increases future refinancing options.
- The impact of this proposed change increases debt coverage ratios, which directly increases the potential investor pool and confidence in the system's sustainability. This improved debt coverage ratio is also critical to rating agencies that greatly influence the cost of capital for CTRMA's future bond issuances.
- At the time the toll policy change was adopted by the Board In November 2009, the full extent of the recession had not impacted Austin and estimates of economic activity had not been adjusted. Since then, the region has realized the recession's negative impact and the downward adjustment to the traffic and revenue forecast was greater than expected. It is important for CTRMA to properly reflect these known changes in our information provided to prospective bondholders.
- Some of the tools that originally were planned for use to finance the Manor Expressway are no longer available, such as TIFIA or the Build America Bonds (BABs) program. Their lack of availability results in higher financing costs.

**APRIL 27, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM # 11

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 March 2011

Attached documentation for reference: Financials

Contact for further information: Bill Chapman, Chief Financial Officer

**Central Texas Regional Mobility Authority
Income Statement
All Operating Departments**

Revenue	Budget	Actual Year	Percent	Actual Year
	FY 2011	To Date 3/31/2011	Of Budget	To Date 3/31/2010
Toll Revenue-TxTag-183A	17,000,000	11,753,630	69.14%	11,012,097
Toll Revenue-HCTRA-183A	540,000	471,270	87.27%	396,651
Toll Revenue-NTTA-183A	340,000	291,859	85.84%	255,203
Video Tolls	2,800,000	2,447,435	87.41%	2,037,556
Fee Revenue	1,350,000	1,005,427	74.48%	991,047
Total Operating Revenue	22,030,000	15,969,621	72.49%	14,692,553
Interest Income	60,000	185,989	309.98%	289,668
Grant Revenue	0	20,916,103		0
Misc Revenue	6,600	1,650	25.00%	550
Gain/Loss on Disposal of Asset	0	1,000		0.00
Total Revenue	22,096,600	37,074,363	167.78%	14,982,771

Expenditures	Budget	Actual Year	Percent	Actual Year
	FY 2011	To Date 3/31/2011	Of Budget	To Date 3/31/2010
Salary & Wage Expense				
Regular salaries	1,898,467	1,209,753	63.72%	1,162,298
Part Time salaries	14,000	6,146	43.90%	334
Overtime	4,000	0		0
Contractual Employees	105,000	29,550	28.14%	-13,098
TCDRS	286,111	173,387	60.60%	161,568
FICA	97,483	50,375	51.68%	45,508
Medicare	28,901	17,089	59.13%	16,429
Health Insurance	213,300	112,382	52.69%	106,337
Life Insurance	6,618	4,125	62.34%	3,936
Auto Allowance	9,000	7,098	78.86%	6,263
Other Benefits	167,144	39,677	23.74%	36,680
Deferred compensation	0	586		0
Unemployment Taxes	4,959	2,874	57.95%	697
Salary Reserve	78,719	0		0
Total Salaries & Wages	2,913,702	1,653,041	56.73%	1,526,952

Contractual Services

Professional Services

Accounting	9,800	5,703	58.19%	6,931
Auditing	54,000	42,650	78.98%	43,057
General Engineering Consultant	1,600,000	670,018	41.88%	496,714
General System Consultant	175,000	5,894	3.37%	44,249
Image Processing	610,000	497,614	81.58%	457,274
Facility maintenance	90,000	66,536	73.93%	66,564
HERO	0	581,267		0
Human Resources	12,000	14,869	123.91%	1,374
Legal	400,000	77,778	19.44%	99,233
Photography	15,000	13,545	90.30%	6,798
Total Professional Services	2,965,800	1,975,875	66.62%	1,229,480

Expenditures	Budget	Actual Year	Percent	Actual Year
	FY 2011	To Date 3/31/2011	Of Budget	To Date 3/31/2010
Other Contractual Services				
IT Services	65,000	28,299	43.54%	39,390
Graphic Design Services	13,500	1,858	13.76%	8,075
Website Maintenance	45,000	44,671	99.27%	16,040
Research Services	20,000	26,089	130.45%	5,000
Copy Machine	13,500	5,740	42.52%	7,686
Software licenses	23,000	7,387	32.12%	19,873
ETC system Maintenance	1,288,000	491,314	38.15%	817,450
ETC Development	125,000	19,903	15.92%	22,928
ETC Testing	30,000	0		28,718
Communications and Marketing	170,000	114,120	67.13%	95,999
Advertising	25,000	39,364	157.46%	6,258
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	134,792	55.02%	148,790
Special Assignments	5,000	0		0
Traffic Management	72,000	42,306	58.76%	17,790
Emergency Maintenance	10,000	0		0
Roadway Maintenance Contract	300,000	63,457	21.15%	345,111
Landscape Maintenance	200,000	81,544	40.77%	97,772
Signal & Illumination Maintenance	250,000	98,870	39.55%	161,952
Mowing and Litter Control	300,000	49,051	16.35%	16,050
Hazardous Material Cleanup	10,000	0		0
Striping	50,000	0		22,367
Graffiti Removal	10,000	1,900	19.00%	800
Cell Phones	7,500	6,540	87.20%	4,241
Local	16,500	7,169	43.45%	8,273
Long Distance	750	217	28.87%	213
Internet	6,600	2,386	36.15%	3,179
Fiber Optic System	63,000	34,492	54.75%	26,065
Other Communication Expense	1,500	1,325	88.34%	721
Subscriptions	1,600	52	3.24%	488
Memberships	22,500	23,000	102.22%	6,245
Continuing Education	3,000	3,100	103.33%	1,350
Professional Development	5,000	0		305
Seminars and Conferences	32,500	12,565	38.66%	13,645
Staff-Travel	81,500	26,523	32.54%	44,307
Other Contractual Svcs	0	153		0
Roadway maintenance contract	0	13,875		311
TxTag Collection Fees	1,767,200	1,062,695	60.13%	827,466
Contractual Contingencies	160,500	11,748	7.32%	114
Total Other Contractual Services	5,477,150	2,456,504	44.85%	2,816,827
Total Contractual Expenses	8,442,950	4,432,380	52.50%	4,046,307

Expenditures	Budget FY 2011	Actual Year To Date 3/31/2011	Percent Of Budget	Actual Year To Date 3/31/2010
Materials and Supplies				
Books & Publications	12,800	9,529	74.45%	6,847
Office Supplies Expense	12,000	4,576	38.13%	2,246
Computer Supplies Expense	7,500	10,167	135.56%	3,704
Copy Supplies Expense	2,000	649	32.44%	255
Annual Report Printing	10,000	5,354	53.54%	8,734
Other Printed Reports	20,000	640	3.20%	11,920
Direct Mail-printing Expense	5,000	0		0
Office Supplies-printed	1,000	1,693	169.33%	475
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	82	2.21%	2,536
Total Materials & Supplies Exp	120,500	35,939	29.82%	37,296

Expenditures	Budget FY 2011	Actual Year To Date 3/31/2011	Percent Of Budget	Actual Year To Date 3/31/2010
Operating Expenses				
Gasoline Expense	3,500	2,848	81.36%	2,335
Mileage Reimbursement	8,250	2,535	30.73%	2,973
Toll Tag Expense	4,375	2,167	49.54%	1,932
Parking	39,270	24,064	61.28%	19,171
Meeting Facilities	1,200	100	8.33%	0
Community Events	5,000	500	10.00%	500
Meeting Expense	5,400	3,202	59.30%	2,058
Public Notices	2,400	0		268
Postage	6,000	536	8.94%	-202
Overnight Delivery Services	3,750	89	2.38%	2,568
Local Delivery Services	3,650	706	19.34%	1,224
Insurance	125,000	34,062	27.25%	60,916
Repair and Maintenance	700	158	22.57%	333
Repair & Maintenance-Vehicles	2,900	854	29.45%	1,520
Repair and Maintenance Toll Equip	15,000	0		1,030
Rent	212,000	140,349	66.20%	142,716
Water	7,500	3,469	46.26%	3,495
Electricity	121,100	46,568	38.45%	54,119
Community Initiative Grants	65,000	50,750	78.08%	35,000
Other Licenses	250	235	94.00%	235
Non Cash Operating Expenses				
Amortization Expense	1,225,000	922,212	75.28%	916,382
Dep Exp- Furniture & Fixtures	19,000	12,106	63.71%	14,045
Dep Expense - Equipment	15,000	10,783	71.89%	10,783
Dep Expense - Autos & Trucks	4,000	2,950	73.75%	2,950
Dep Expense-Buildng & Toll Fac	177,000	132,419	74.81%	132,419
Dep Expense-Highways & Bridges	5,000,000	3,725,405	74.51%	3,724,997
Dep Expense-Communic Equip	197,000	145,964	74.09%	147,671
Dep Expense-Toll Equipment	465,000	346,336	74.48%	346,336
Dep Expense - Signs	135,000	99,951	74.04%	99,951
Dep Expense-Land Improvemts	52,000	38,688	74.40%	38,688
Depreciation Expense-Computers	410,000	7,814	1.91%	307,629
Total Operating Expense	8,331,245	5,757,821	69.11%	6,074,043
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	0		0
Bank Fees	7,500	5,004	66.72%	4,723
Interest Expense	11,750,000	8,893,715	75.69%	9,133,749
Contingency	15,000	0		0
Non Cash Financing Expenses				
Bond Issuance Expense	620,280	223,106	35.97%	537,357
Total Financing Expense	12,443,280	9,170,375	73.70%	9,723,330
Other Gains or Loss				
Total Expenses	32,251,677	21,049,556	65.27%	21,776,286
Net Income	-10,155,077	16,024,808		-6,793,514

Central Texas Regional Mobility Authority

Balance Sheet

As of

March 31, 2011

March 31, 2010

Assets

Current Assets

Cash in Regions Operating Account		87,019		206,324
Cash In TexSTAR	41,780		104,596	
Regions Payroll Account	4,751		13,769	
Restricted cash/cash equivalents				
Fidelity Government MMA	13,417,744		3,224,546	
Restricted Cash-TexStar	86,400,576		148,120,587	
Regions SIB account	12,997,083		30,517,030	
Overpayment accounts	16,844		7,969	
Total Cash and Cash Equivalents		112,878,778		182,194,821
Accounts Receivable	96,554		106,454	
Due From Employees	375		500	
Due From TTA	405,495		618,920	
Due From NTTA	30,378		31,712	
Due From HCTRA	92,911		55,860	
Due From TxDOT	105,656		0	
Due From Federal Government	677,228		373,347	
Interest Receivable	74,383		71,042	
Total Receivables		1,482,980		1,257,836
Short Term Investments	0			
Certificates of Deposit		3,100,000		3,100,000
Investment in Government Agencies		7,953,365.5		8,564,930
Other Current Assets				
Prepaid Insurance	47,530		56,949	
Total Current Assets		125,549,673		195,174,536

Construction Work In Process

144,098,885 **45,540,046**

Fixed Assets

Computers(net)		35,660		69,856
Computer Software(net)		1,575,305		2,747,512
Furniture and Fixtures(net)		19,747		36,534
Equipment(net)		49,180		46,907
Autos and Trucks(net)		983		4,917
Buildings and Toll Facilities(net)		6,388,271		6,564,829
Highways and Bridges(net)		178,961,324		183,928,531
Communication Equipment(net)		1,177,949		1,373,026
Toll Equipment(net)		2,746,584		3,284,393
Signs(net)		5,122,410		5,255,678
Land Improvements(net)		908,033		959,617
Right of Way		23,683,553		23,683,553
Leasehold Improvements		61,019		66,870
Total Fixed Assets		220,730,019		228,022,222

Long Term Investments

GIC (Restricted) 66,788,267 0

Other Assets

Security Deposits		9,483		9,483
Intangible Assets		650		650
Total Bond Issuance Costs		10,494,708		10,940,972

Total Assets

567,671,686

479,687,909

Liabilities

Current Liabilities

Accounts Payable	692,791		331,300
Overpayments	17,377		8,213
Interest Payable	5,080,762		3,611,236
Due to other Funds	0		76,027
Deferred Compensation Payable	3,290		0
TCDRS Payable	27,753		24,102
Other	1,458		0
Due to State of Texas	3,289		3,453
Total Current Liabilities	5,826,720		4,054,331

Long Term Liabilities

Accrued Vac & Sick Leave Paybl		205,137		205,137
Retainage Payable		(284,102)		143,333
Senior Lien Revenue Bonds 2005	172,698,781		171,799,426	
Senior Lien Revenue Bonds 2010	97,751,483		95,081,293	
Sn Lien Rev Bnd Prem/Disc 2005	4,802,224		4,966,123	
Sn Lien Rev Bnd Prem/Disc 2010	211,931		238,599	
Subordinated Lien Bond 2010		45,000,000		45,000,000
TIFIA note 2008		76,737,245		73,261,017
2009 Regions Build America Bnd	0		0	
2009 Region's BAB Discount	0		0	
2010 Regions BAB's Payable		60,000,000		0
2009 State Infrastructure loan		32,903,635		31,918,993
Total Long Term Liabilities		490,026,334		422,613,920
Total Liabilities		495,853,054		426,668,251

Net Assets Section

Contributed Capital		18,334,846		18,334,846
Net Assets beginning		37,458,979		41,478,327
Current Year Operations		16,024,808		(6,793,514)
Total Net Assets		53,483,787		34,684,813
Total Liabilities and Net Assets		567,671,686		479,687,909

CTRMA INVESTMENT REPORT

Month Ending 3/31/2011							Rate
Balance 2/28/2011	Additions	Discount Amortization	Accrued Interest	Withdrawals	Balance 3/31/2011		Mar 2011
Amount in Trustee TexStar							
183A/290E Project Acct	105,639.26		11.82	9,165.10	96,485.98		0.148%
2010 Senior Lien Construction Fund	5,498.29		0.19	5,497.29	1.19		0.148%
2010-1 Sub Lien Projects	4,165.58		0.50		4,166.08		0.148%
2010 Regions Project Acct	55,887,112.16		6,676.29	81,619.86	55,812,168.59		0.148%
General Fund	1,194,979.62	8,300,000.00	362.54	69,757.92	9,425,584.24		0.148%
Trustee Operating Fund	601,440.22	1,078,283.02	87.73	725,000.00	954,810.97		0.148%
Renewal & Replacement Fund	152,969.19		18.29		152,987.48		0.148%
TxDOT Grant Fund	5,209,813.20		623.02		5,210,436.22		0.148%
Revenue Fund	622.39		0.03	621.39	1.03		0.148%
2005 Debt Service Reserve Fund	4,824,399.56		576.93		4,824,976.49		0.148%
2010 Senior Lien DSF	2,068.69		0.25		2,068.94		0.148%
2010 Senior Lien Debt Service Reserve Fund	6,751,849.63		807.42		6,752,657.05		0.148%
2010-2Sub Lien Debt Service Reserve Fund	659,862.15		78.91		659,941.06		0.148%
2010-1Sub Lien Debt Service Reserve Fund	2,502,603.25		299.27		2,502,902.52		0.148%
2010 Senior Lien Capitalized Interest	841.76		0.10		841.86		0.148%
2010-1 Sub Lien Capitalized Interest	419.76		0.05		419.81		0.148%
2010-2 Sub Lien Capitalized Interest	126.68		0.02		126.70		0.148%
	77,904,411.39	9,378,283.02	0.00	9,543.36	86,400,576.21		
Amount in TexStar Operating Fund							
	46,771.49	725,000.00		8.04	730,000.00	41,779.53	0.148%

CTRMA INVESTMENT REPORT

	Month Ending 3/31/2011					Balance 3/31/2011	Rate Mar 2011
	Balance 2/28/2011	Additions	Discount Amortization	Accrued Interest	Withdrawals		
Fidelity Money Market Fund							
Operating Fund	0.00	1,078,280.97		2.05	1,078,283.02	0.00	0.001%
2010-2 183A/290E Project Acct	0.53	9,165.10		0.00	9,165.10	0.53	0.001%
2010-1 Sub Lien Project Acct	1,047,117.87			23.24		1,047,141.11	0.001%
2010 Senior Lien Construction Fund	0.00	4,894,618.54		0.26	4,894,618.80	0.00	0.001%
Other Obligations Fund	12,495.72			0.10		12,495.82	0.001%
Debt Service Fund 2005	1,392,572.77	619,958.33		8.14		2,012,539.24	0.001%
2010 Senior DSF	12.40					12.40	0.001%
Subordinate Lien TIFIA DS Fund	7,880.85			0.06		7,880.91	0.001%
2010-2 BABs Supplemental Security	262,844.43			6.05		262,850.48	0.001%
2010-2 Cap I Fund	2,816.98			0.06		2,817.04	0.001%
2010-1 Sub lien supplemental Security	712,050.79			16.39		712,067.18	0.001%
2010 Regions BABs Project Account	0.00	81,619.86		0.01	81,619.86	0.01	0.001%
2010 Regions BABs Debt Service Account	179,668.74			1.38	163,333.33	16,336.79	0.001%
TxDOT Grant Fund	31,076.74			31,886.74		62,963.48	0.001%
Renewal and Replacement	105,012.16	500,000.00		1,562.89		606,575.05	0.001%
Revenue Fund	865,194.10	1,908,893.99		6.01	1,806,269.76	967,824.34	0.001%
General Fund	2,478,180.04	6,239,132.19		21.82	8,695,720.69	21,613.36	0.001%
2010 Senior DS Reserve Fund	1,250,183.04			28.45		1,250,211.49	0.001%
2010-1 Debt Service Reserve Fund	207,715.07	21,544.38		4.58		229,264.03	0.001%
2010-2 Debt Service Reserve Fund	27,391.20	6,940.99		0.55		34,332.74	0.001%
Debt Service Reserve Fund 2005	6,170,540.81			277.48		6,170,818.29	0.001%
	14,752,754.24	15,360,154.35	0.00	33,846.26	16,729,010.56	13,417,744.29	
Amount in Region's MMA SIB Loan	13,175,232.39			2,213.95	180,362.91	12,997,083.43	0.003%

CTRMA INVESTMENT REPORT

Month Ending 3/31/2011							Rate Mar 2011
Balance 2/28/2011	Additions	Discount Amortization	Accrued Interest	Withdrawals	Balance 3/31/2011		
Amount in Bayerische Landesbank GIC							
Subordinate Lien Cap-I 2010-1	1,922,295.59			800.96		1,923,096.55	0.500%
Subordinate Lien Cap-I 2010-2	684,161.63			285.07		684,446.70	0.500%
Senior Lien Cap-I 2010	6,811,366.40			4,995.00		6,816,361.40	0.880%
Senior Lien Project Fund 2010	61,881,639.92			44,252.34	4,561,685.72	57,364,206.54	0.850%
	71,299,463.54	0.00	0.00	50,333.37	4,561,685.72	66,788,111.19	
Amount in Fed Agencies							
Amortized Principal	8,459,149.69		(4,535.01)		500,000.00	7,954,614.68	
Accrued Interest				10,404.75			
	8,459,149.69	0.00	(4,535.01)		500,000.00	7,954,614.68	
Certificates of Deposit							
Total in Pools	3,100,000.00	3,000,000.00			3,000,000.00	3,100,000.00	
Total in Money Market	77,951,182.88	10,103,283.02		9,551.40	1,621,661.56	86,442,355.74	
Total in Fed Agencies	27,927,986.63	15,360,154.35		36,060.21	16,909,373.47	26,414,827.72	
Bayerische Landesbank GIC	8,459,149.69	0.00	(4,535.01)		500,000.00	7,954,614.68	
	71,299,463.54	0.00		50,333.37	4,561,685.72	66,788,111.19	
Total Invested	188,737,782.74	28,463,437.37	(4,535.01)	95,944.98	26,592,720.75	190,699,909.33	

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

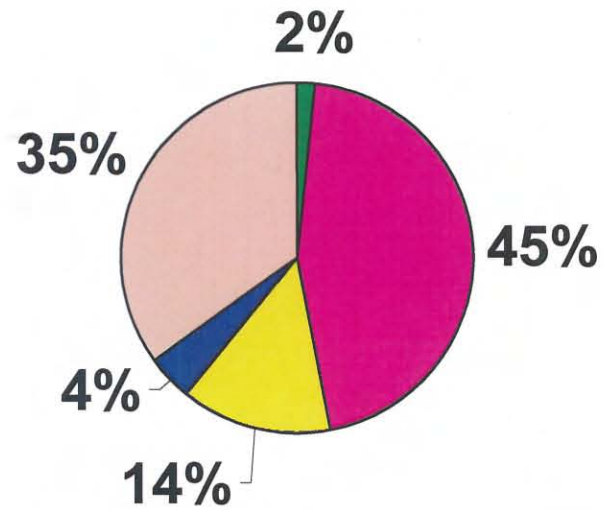
William Chapman, CFO

CTRMA INVESTMENT REPORT

Month Ending 3/31/2011					
Balance 2/28/2011	Additions	Discount Amortization	Accrued Interest	Withdrawals	Balance 3/31/2011

Rate
Mar 2011

Allocation of Funds



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

Amount of investments As of March 31, 2011

Agency	CUSIP #	COST	Book Value	Market Value	Yield to Maturity	Purchased	Matures	FUND
Federal Farm Credit	31331J2B8	1,997,836.00	1,998,340.93	1,989,700.00	1.000280%	11/22/2010	2/15/2013	TxDOT Grant Fund
Fannie Mae	31398AW32	1,002,500.00	1,001,944.44	1,000,660.00	1.38%	7/19/2010	7/19/2013	2010-1Subordinate DSRF
San Antonio Water Utilities	79642BLM3	200,000.00	200,000.00	199,206.00	1.109%	11/23/2010	5/15/2012	2010-2 DSRF
San Antonio Water Utilities	79642BLN1	190,000.00	190,000.00	187,953.70	1.457%	11/23/2010	5/15/2013	2010-2 DSRF
Fannie Mae	3136FPAD9	1,514,454.00	1,512,767.70	1,477,590.00	2.000%	11/15/2010	8/24/2015	2010 Sn Lien DSRF
Fannie Mae	3136FPFP7	Called	Called	Called	0.625%	9/17/2010	9/17/2013	Renewal and Replacement
Federal Home loan Bank	3137EABY4	3,064,452.00	3,051,561.60	3,050,880.00	0.40048%	12/23/2010	3/23/2012	TxDOT Grant Fund
		<u>7,969,242.00</u>	<u>7,954,614.67</u>	<u>7,905,989.70</u>				

Agency	CUSIP #	COST	Cummulative Amortization	3/31/2011 Book Value	Maturity Value	Interest Income March 2011		
						Accrued Interest	Amortizatuion	Interest Earned
Federal Farm Credit	31331J2B8	1,997,836.00	504.93	1,998,340.93	2,000,000.00	883.33	72.13	955.46
Fannie Mae	31398AW32	1,002,500.00	555.56	1,001,944.44	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	184.83		184.83
San Antonio Water Utilities	79642BLN1	190,000.00	0.00	190,000.00	190,000.00	230.69		230.69
Fannie Mae	3136FPAD9	1,514,454.00	1,686.30	1,512,767.70	1,500,000.00	2,500.00	(240.90)	2,259.10
Fannie Mae	3136FPFP7	Called	0.00	Called	500,000.00	147.57	0.00	147.57
Federal Home loan Bank	3137EABY4	3,064,452.00	12,890.40	3,051,561.60	3,000,000.00	5,312.50	(4,296.80)	1,015.70
		<u>7,969,242.00</u>	<u>15,637.19</u>	<u>7,954,614.67</u>	<u>8,390,000.00</u>	<u>10,404.75</u>	<u>(4,535.01)</u>	<u>5,869.74</u>

March 2011 Certificates of Deposit Outstanding

Bank	CUSIP #	COST	Yield to Maturity	Purchased	Matures	Mar 2011 Interest	FUND
Regions Bank	CDRB35523	100,000	0.15%	10/14/2009	9/10/2010	\$ 11.51	TxDOT Grant Fund
Regions Bank	CDRB37495	3,000,000				\$ 230.14	Debt Service Reserve Fund 05
		<u>3,100,000</u>				<u>\$ 241.65</u>	

INVESTMENTS by FUND

Balance
March 31, 2011

Renewal & Replacement Fund				TexSTAR	86,442,355.74
TexSTAR	152,987.48			CD's	3,100,000.00
Fidelity	606,575.05			Fidelity	13,417,744.29
Agencies		Called	759,562.53	SIB	12,997,083.43
TxDOT Grant Fund				Agencies	7,954,614.67
TexSTAR	5,210,436.22			Bayerische GIC	66,788,111.19
Fidelity	62,963.48				
CD's	100,000.00				
Agencies	5,049,902.53		10,423,302.23		\$ 190,699,909.32
Subordinate Lien DS Fund 05					
Fidelity	7,880.91		7,880.91		
Debt Service Reserve Fund 05					
TexSTAR	4,824,976.49				
Fidelity	6,170,818.29				
CD's	3,000,000.00				
Agencies			13,995,794.78		
Debt Service Fund 05					
Fidelity	2,012,539.24		2,012,539.24		
2010 Senior Lien DSF					
TexSTAR	2,068.94				
Fidelity	12.40				
Agencies			2,081.34		
Other Obligations Fund					
Fidelity	12,495.82		12,495.82		
Operating Fund					
TexSTAR	41,779.53				
TexSTAR-Trustee	954,810.97				
Fidelity	0.00				
Region's SIB Loan MMA	12,997,083.43		13,993,673.93		
Revenue Fund					
TexSTAR	1.03				
Fidelity	967,824.34		967,825.37		
General Fund					
TexSTAR	9,425,584.24				
Fidelity	21,613.36		9,447,197.60		
2010-1 Sub Lien Cost of Issuance					
TexSTAR	0.00		-		
2010 Senior Lien Capitalized Interest					
TexSTAR	841.86				
Bayerische GIC	6,816,361.40		6,817,203.26		
2010-1 Sub Lien Capitalized Interest					
TexSTAR	419.81				
Bayerische GIC	1,923,096.55		1,923,516.36		
2010-2 Sub Lien Capitalized Interest					
TexSTAR	126.70				
Fidelity	2,817.04				
Bayerische GIC	684,446.70		687,390.44		
2010-1 Sub BABs subsidy					
Fidelity	712,067.18		712,067.18		
2010-2 Sub BABs subsidy					
Fidelity	262,850.48		262,850.48		
2010 Senior Lien Debt Service Reserve Fund					
TexSTAR	6,752,657.05				
Fidelity	1,250,211.49				
Agencies	1,512,767.70		9,515,636.24		
2010-2Sub Lien Debt Service Reserve Fund					
TexSTAR	659,941.06				
Fidelity	34,332.74				
Agencies	390,000.00		1,084,273.80		
2010-1Sub Lien Debt Service Reserve Fund					
TexSTAR	2,502,902.52				
Fidelity	229,264.03				
Agencies	1,001,944.44		3,734,110.99		
2010 Regions BABs Project Account					
TexSTAR	55,812,168.59				
Fidelity	0.01		55,812,168.60		
2010 Regions BABs Debt Service Account					
Fidelity	16,336.79		16,336.79		
2010-1 Sub Lien Projects Fund					
TexSTAR	4,166.08				
Fidelity	1,047,141.11		1,051,307.19		
183A/290E Project Acct					
TexSTAR	96,485.98				
Fidelity	0.53		96,486.51		
2010 Senior Lien Construction Fund					
TexSTAR	1.19				
Fidelity	0.00				
Bayerische GIC	57,364,206.54		57,364,207.73		
			<u>\$ 190,699,909.32</u>		



Monthly Newsletter - March 2011

Performance

As of March 31, 2011

Current Invested Balance	\$5,949,037,975.79
Weighted Average Maturity (1)	52 Days
Weighted Average Maturity (2)	75 Days
Net Asset Value	1.000128
Total Number of Participants	730
Management Fee on Invested Balance	0.05%*
Interest Distributed	\$999,971.00
Management Fee Collected	\$262,007.90
% of Portfolio Invested Beyond 1 Year	2.64%
Standard & Poor's Current Rating	AAAm

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

March Averages

Average Invested Balance	\$6,170,145,884.75
Average Monthly Yield, on a simple basis	0.1408%
Average Weighted Average Maturity (1)*	50 Days
Average Weighted Average Maturity (2)*	73 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 March :

★ City of Wylie

News

Holiday Reminder: Please note that in observance of the Good Friday holiday, **TexSTAR will be closed on Friday, April 22, 2011**. All ACH transactions initiated on Thursday, April 21st will settle on Monday, April 25th. This is one of the unusual dates when banks are open but markets are closed. Please plan accordingly to meet your liquidity needs.

Mailed Transaction Confirmations:

TexSTAR now has the ability to turn off mailed transaction confirmations for all accounts. You would still receive mailed monthly statements. Please contact us at 1.800.839.7827 if you are interested in this option.

User ID Information

You may recall that TexSTAR recently reduced the number of passwords and ID's necessary to access your TexSTAR accounts. As a reminder, please note that you will no longer use your 4 digit PIN to identify yourself when calling TexSTAR Participant Services. When calling a service rep, you will need to provide the same USER ID that you use when accessing the internet transaction system. If you do not have your USER ID, please contact us so we can resend this to you.

Economic Commentary

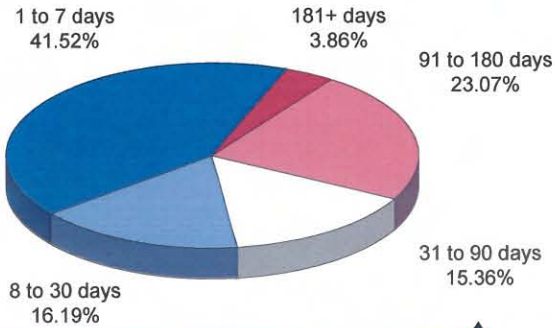
In the first quarter, U.S. equity markets saw their strongest first quarter since 1999, recovering from concerns in March about oil prices and the impact of the earthquake and tsunami in Japan. During the quarter, oil prices jumped above \$105 per barrel as investors worried that turmoil in the Middle East and North Africa could disrupt supplies, particularly as conflicts in Libya and Bahrain escalated. Increases in commodity and food prices generally have heightened inflation concerns in the market. While Japan's natural disasters will likely continue to have ripple effects on the global supply chain and investors will continue to monitor progress of the Japanese nuclear crisis, in general, it does not appear that these events will derail the global recovery. In its most recent statement, the FOMC communicated that they are "monitoring the evolution of inflation and inflation expectations" in response to higher commodity prices that they believe have only a "transitory" effect on inflation. It is expected that the U.S. economy is on a steady road to recovery. Monetary policy will continue to stay accommodative which should act as a partial buffer to the rise in gas and oil prices. However, given the headwinds facing the consumer, growth may not be especially strong in the near term unless labor incomes improve and real consumer spending gains momentum. It is still anticipated that the Fed will not raise rates until first quarter 2012 at the earliest.

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

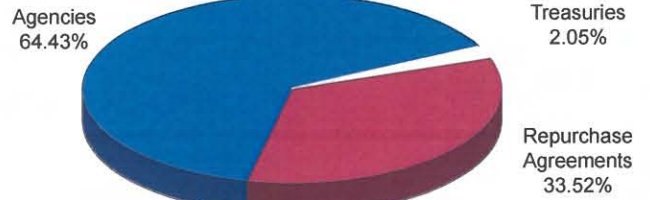
For more information about TexSTAR, please visit our web site at www.texstar.org.

Information at a Glance

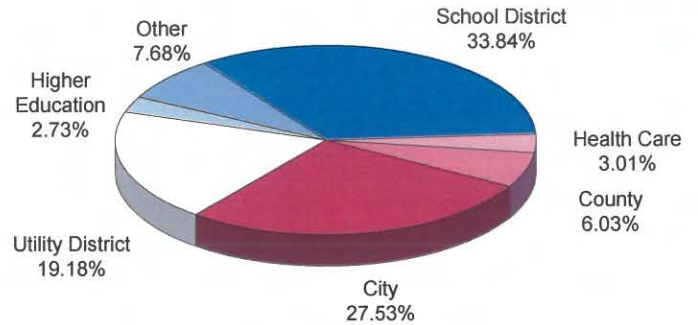
Portfolio by Type of Investment As of March 31, 2011



Distribution of Participants by Type As of March 31, 2011



Portfolio by Maturity As of March 31, 2011



Historical Program Information

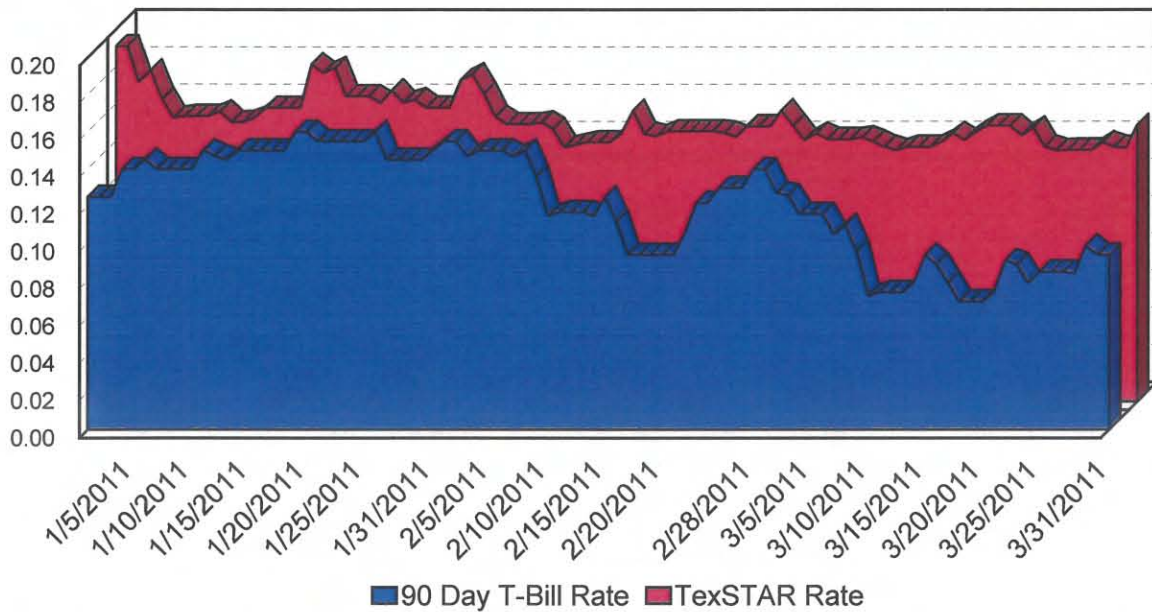
Month	Average Rate	Book Value	Market Value	Net Asset Value	WAM (1)*	WAM (2)*	Number of Participants
Mar 11	0.1408%	\$5,949,037,975.79	\$5,949,804,553.22	1.000128	50	73	730
Feb 11	0.1476%	6,548,224,886.40	6,548,880,605.37	1.000100	48	71	729
Jan 11	0.1637%	6,541,049,111.05	6,541,464,771.26	1.000063	39	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
May 10	0.1838%	5,182,297,968.35	5,182,789,855.09	1.000094	47	74	711
Apr 10	0.1721%	5,339,490,225.82	5,339,710,431.56	1.000035	51	80	710

Portfolio Asset Summary as of March 31, 2011

	Book Value	Market Value
Uninvested Balance	\$ 311.59	\$ 311.59
Accrual of Interest Income	703,800.59	703,800.59
Interest and Management Fees Payable	(1,098,266.63)	(1,098,266.63)
Payable for Investment Purchased	0.00	0.00
Repurchase Agreement	1,993,984,000.00	1,993,984,000.00
Government Securities	3,955,448,130.24	3,956,214,707.67
Total	\$ 5,949,037,975.79	\$ 5,949,804,553.22

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 March 2011

Date	Mny Mkt Fund Equiv. [SEC Std.]	Daily Allocation Factor	TexSTAR Invested Balance	Market Value Per Share	WAM Days (1)*	WAM Days (2)*
3/1/2011	0.1483%	0.000004062	\$6,380,570,946.19	1.000101	50	73
3/2/2011	0.1405%	0.000003849	\$6,418,017,402.23	1.000101	50	73
3/3/2011	0.1440%	0.000003945	\$6,400,202,044.70	1.000099	51	73
3/4/2011	0.1411%	0.000003867	\$6,403,379,057.91	1.000106	49	72
3/5/2011	0.1411%	0.000003867	\$6,403,379,057.91	1.000106	49	72
3/6/2011	0.1411%	0.000003867	\$6,403,379,057.91	1.000106	49	72
3/7/2011	0.1420%	0.000003890	\$6,359,225,389.08	1.000098	49	71
3/8/2011	0.1397%	0.000003828	\$6,364,227,220.13	1.000116	48	70
3/9/2011	0.1369%	0.000003752	\$6,287,953,023.71	1.000124	51	74
3/10/2011	0.1351%	0.000003702	\$6,260,189,582.45	1.000152	52	75
3/11/2011	0.1369%	0.000003750	\$6,224,453,990.12	1.000139	50	73
3/12/2011	0.1369%	0.000003750	\$6,224,453,990.12	1.000139	50	73
3/13/2011	0.1369%	0.000003750	\$6,224,453,990.12	1.000139	50	73
3/14/2011	0.1397%	0.000003827	\$6,189,531,107.20	1.000143	51	74
3/15/2011	0.1443%	0.000003954	\$6,168,219,276.84	1.000140	52	74
3/16/2011	0.1406%	0.000003852	\$6,163,997,219.55	1.000127	52	75
3/17/2011	0.1450%	0.000003973	\$6,146,856,532.54	1.000136	51	74
3/18/2011	0.1484%	0.000004065	\$6,106,388,075.02	1.000125	49	72
3/19/2011	0.1484%	0.000004065	\$6,106,388,075.02	1.000125	49	72
3/20/2011	0.1484%	0.000004065	\$6,106,388,075.02	1.000125	49	72
3/21/2011	0.1432%	0.000003924	\$6,093,112,759.74	1.000127	49	72
3/22/2011	0.1472%	0.000004034	\$6,077,620,286.11	1.000121	50	73
3/23/2011	0.1370%	0.000003753	\$6,077,097,203.51	1.000124	51	74
3/24/2011	0.1350%	0.000003698	\$6,059,870,354.48	1.000126	51	73
3/25/2011	0.1353%	0.000003707	\$5,971,025,713.62	1.000115	49	72
3/26/2011	0.1353%	0.000003707	\$5,971,025,713.62	1.000115	49	72
3/27/2011	0.1353%	0.000003707	\$5,971,025,713.62	1.000115	49	72
3/28/2011	0.1393%	0.000003816	\$5,934,486,918.02	1.000107	50	73
3/29/2011	0.1369%	0.000003750	\$5,923,593,256.58	1.000121	53	76
3/30/2011	0.1364%	0.000003737	\$5,904,973,418.39	1.000123	53	76
3/31/2011	0.1486%	0.000004072	\$5,949,037,975.79	1.000128	52	75
Average	0.1408%	0.000003858	\$6,170,145,884.75		50	73

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



TexSTAR Board Members

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<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>
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<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>



**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 March 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 March 2011, attached respectively as Attachment “A” to this resolution.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 27th day of April, 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 4/27/2011

Exhibit A

Financial Report for March 2011

**APRIL 27, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM # 12

Receive a draft budget for Fiscal Year 2012 and discuss budget review process and timeline.

Department: Finance

Associated Costs: None

Funding Source: None

Board Action Required: No

Attached documentation for reference: Hand-outs will be provided at the Board meeting.

Contact for further information: Bill Chapman, Chief Financial Officer

**APRIL 27, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM # 13

Presentation from representatives of Freight Shuttle Services and the Texas Transportation Institute concerning the request for proposals issued by the Texas Transportation Commission regarding possible proposal on freight transfer.

Department:

Associated Costs: None

Funding Source: None

Board Action Required: No

Attached documentation for reference: Presentation will be provided at the meeting.

Freight Shuttle System

Introduction

The Texas Transportation Institute (TTI) has developed a new freight transportation system: the Freight Shuttle System (FSS). The FSS was conceived to resolve freight transportation's most pressing deficiency: the lack of a system suitable for high volume traffic between two points located less than 600 miles apart. This situation occurs frequently at marine ports, border crossings (land ports), and congested freight corridors.

The Problem: The U.S. Lacks a Suitable Freight Transportation System

Currently, heavy-duty diesel trucks fill this gap. The most appealing attribute of these trucks is their flexibility. They use existing infrastructure (the highway system) to reach dispersed and scattered distribution locations. This flexibility comes at a high cost: infrastructure deterioration, congestion, traffic safety issues, and pollution. When flexibility is unnecessary—as in the case of moving a high volume of freight traffic between two points—other means of transportation with fewer adverse impacts should be used.

Railroads are a perfect choice for moving high volumes of freight traffic between two points. However, due to the length of time that locomotives and rail cars sit idle during loading and unloading, railroads tend to favor hauling freight over longer distances and refrain from carrying freight less than 600 miles.

The Solution: The Freight Shuttle System

The FSS is the ideal medium to connect two closely located points (within 600 miles) handling large volumes of freight traffic. By borrowing features from both heavy-duty diesel trucks and railroads, the FSS is economical for shorter distances and environmentally friendly. Much like trucks, the FSS's transporters are autonomous: each transporter has its own motor and travels independently of other transporters. Inspired by railroads, each FSS transporter can carry either a standard-size freight container or an over-the-road trailer. Moreover, the FSS runs on an elevated, dedicated right-of-way to avoid interfering with other transportation systems.

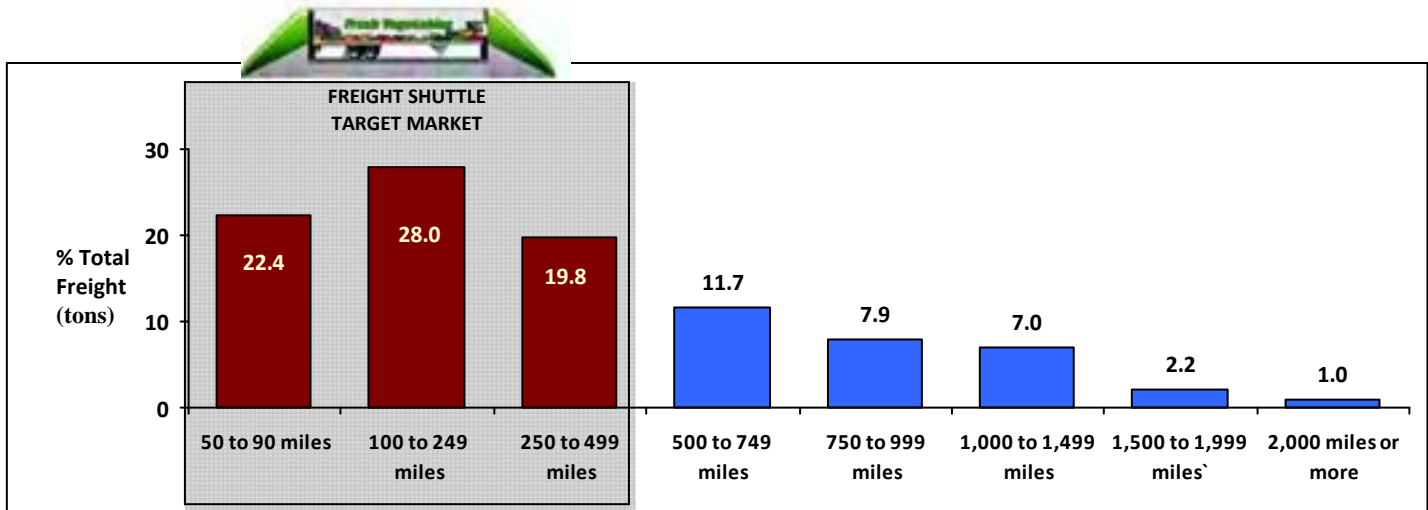
However, unlike railroads and heavy-duty diesel trucks, the FSS relies on efficient, linear induction motors. Because these motors are electrically powered, the FSS would not add to existing pollution and would advance the U.S.'s effort to achieve energy independence and allow more environmentally friendly energy choices.

Moreover, by taking unnecessary heavy-duty diesel truck traffic off the highway, the FSS indirectly reduces pollution and highway congestion, while improving traffic safety.



Business Model

The FSS is envisioned as a privately owned and operated system. With today's costs, its business model indicates profitability for traffic levels beyond a modest 2,000 daily trips for a typical 250-mile corridor. The FSS also fosters public-private partnerships, as it can operate on leased airspace from current highways or other public or private right of way. The revenue earned from leasing right of way can, for example, be reinvested to maintain or expand the current highway system.



FSS Technology

The FSS consists of automated transporters, an elevated guideway, high-efficiency terminals, and a communications, command, and control (C3) system that effectively manages shipments in facilities and while in transit. Three design guidelines have been followed throughout: simplicity, reliability, and the use of mature and proven technologies.

FSS transporters travel on a specially designed guideway, similar to the "people-movers" at major airports and cities. The propulsion system involves both the vehicle and the guideway as inherent components of the linear induction motor assembly and, as a result, has virtually no moving parts to wear out or fail. To support their load, transporters use flangeless steel wheels that run on a steel running surface, which reduces energy consumption. The FSS incorporates redundant safety measures and does not require an onboard driver.

The FSS at a Glance:

- Privately financed and operated as with the commercial nature of goods movement.
- Helps sustain the Highway Trust Fund.
- Reduces infrastructure deterioration by providing an alternative to over-the-road trucking.
- Reduces congestion on over-burdened roadways and improves safety.
- Enhances economic competitiveness by providing a more efficient goods movement system.
- Reduces dependence on foreign oil.
- Enhances community livability by creating far fewer emissions than other alternatives.
- Creates new industry and generates new jobs.

Contact

Stephen S. Roop, Ph.D.

Assistant Agency Director, TTI
Multimodal Freight Transportation
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<http://tti.tamu.edu>



**APRIL 27, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM # 14

Procurement process for communication and marketing consultant services.

Department: Communications

Associated Costs: None

Board Action Required: None

Description of Matter: At the March 2011 Board Meeting, the Board approved the issuance of an RFP for the selection of a Communication and Marketing Consultant and expressed an interest in reviewing the procurement process. In response, staff will present a summary of the procurement process that is planned for the acquisition of communication and marketing consultant services.

Contact for further information:

Steve Pustelnyk, Director of Communications

Overview of Services

- Qualified respondents will be able to provide the Authority with strategic advice and staffing support in the development and implementation of:

- Public information programs
- Community relations
- Public involvement
- Media relations
- Advertising
- Marketing
- Promotions
- Special events

- Presentations
- Reports
- Publications
- Newsletters
- Websites
- Research

Printed Materials

- Assist with the development of printed materials including but not limited to Annual Reports, Newsletters, Fliers, Maps and other publications through the provision of project management, graphic design, and copy development services. Identify qualified sub contractors and oversee the printing of such materials.

Research

- Support the Authority in the conduct of market research and customer satisfaction surveying to support and enhance ongoing toll operations and communications activities.

Audio-Visual Services

- Provide audio visual services as requested including, but not limited to script development, videography, video editing, audio recording and still photography.

Public Involvement

- Support the Authority with the implementation of public involvement programs associated with the planning, design, construction and operation of transportation projects.

Public Outreach

- Assist the Authority with public outreach activities with specific emphasis on identifying community organizations, scheduling presentations, and developing presentation materials using PowerPoint and other appropriate presentation tools.

Advertising

- Negotiate for and coordinate the purchase of print, television, radio and other appropriate advertising vehicles to reach target markets. Solicit free media time and space for public service announcements as appropriate, and support the creation of compelling content for such print, television and radio advertisements and public services announcements.

Media Relations

- Assist the Authority with media relations through the development and review of press releases and media alerts. Assist with the solicitation of media coverage and help coordinate press conferences. As required, provide video clips and news clips of stories involving the Authority and regional transportation issues.

Events and Meetings

- Provide planning, logistical, and staffing support for the conduct of special events, public meetings, community forums, and other public outreach and education activities.

Online Presence

- Provide Web site services to include: site hosting, technical support, page design and copy development. Develop innovative Web-based services such as social media to enhance communication with customers.

Firm Qualifications

- Provide a synopsis of the firm's experience in providing marketing, advertising and public relations, education and outreach services to corporations and governmental entities, with particular emphasis on experience with toll and other transportation-related authorities or agencies.

Staffing

- Provide a skeleton organizational chart identifying key project management and lead personnel for both the firm and any of its anticipated subconsultants.
- Provide the names and experience resumes of those key Central Texas based personnel named on the organizational chart who currently are full time employees of the firm and who definitely would be available to support current and potential Authority projects.

Experience

- Provide a listing of relevant projects accomplished within the past five years including the following:
 - Project name
 - Project location
 - A brief description of the project and the work performed
 - Name, address, and telephone number of client contact

HUB/DBE Participation

- Indicate whether your firm is a qualified “HUB” or “DBE” and, if so, provide supporting documentation including letters of certification
- Provide an organizational chart for your organization indicating the total number of employees and the percentage of minority employees by standard classification for race and gender.
- Identify all subconsultants that you propose to use on the project. If any of the subconsultant firms are certified as a HUB or DBE firm provide supporting documentation including letters of certification.

Selection Committee

- A selection committee is appointed by the Executive Director of the Authority.
- Committee will include representatives from the Authority, and may include representatives from various other organizations such as TxDOT, Williamson County, Travis County, the City of Austin, CAMPO and Capital Metro.

Evaluation Process

- The selection committee will score the proposals based on the pre-established criteria reflected in the RFP.
- The scores will be tallied and short-listed vendors will be invited to make oral presentations to the selection committee.
- Shortlisted vendors will be scored based on the quality of their oral presentation.

Scoring Criteria

Criteria	Points
Ability to successfully complete the tasks outlined in the Scope of Services	25
Successful management of similar contracts and projects	15
Experience of team members	10
Obvious understanding of the Authority and its needs	5
Strategic vision and innovative concepts for provision of contract services	10
Diverse workforce with emphasis on HUB/DBE involvement	5
Rates	20
Oral presentation (For shortlisted vendors)	10

Selection Process

- A final score will be tallied and the committee will make a recommendation to the Executive Director regarding the most qualified vendor.
- The Executive Director will then make a recommendation to the Authority Board of Directors regarding selection of a vendor.
- The ultimate selection of a firm or firms, if any, will be made by the Authority Board of Directors.

Process Timeline

- March 2011: Board approved Issuance of RFP
- April 2011: Board review of RFP process
- May 2011: Publish RFP and respond to questions
- June 2011: Proposals submitted and scored
- June/July 2011: Oral presentations
- July 2011: Recommendation to Board
- August 2011: Contract signed

**APRIL 27, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM #15

Briefing on the Sustainability Design Competition for the US 290 West / SH 71 West and SH 45 Southwest Projects

Department: Engineering

Associated Costs: Not applicable

Funding Source: Not applicable

Board Action Required: No

Description of Matter: The Mobility Authority Board approved a sustainability design competition for the US 290 West / SH 71 West and SH 45 Southwest corridors during their March 30th, 2011 meeting. Mobility Authority staff will brief the Board on the status of their efforts related to the initiation of the competition.

Attached documentation for reference: None

Contact for further information: Wesley M. Burford, P.E., Director of Engineering

SUSTAINABILITY DESIGN COMPETITIONS
OAK HILL EXPRESSWAY (US290W/SH71W) CORRIDOR
MANCHACA EXPRESSWAY (SH45SW) CORRIDOR
PROGRESS REPORT

NEW COMPETITION NAME: Green Mobility Challenge

DEVELOPMENT OF COMPETITION BRAND/LOGO:



UPDATED COMPETITION TIMELINE

A schedule is currently being defined by the competition core team. Approximate target dates for the various milestones related to the competition include:

June 2011	Release Competition Guide and Open Registration
June 2011	Informational Q&A Meeting for Interested Teams
August 2011	Close Registration
September 2011	Submittals Due
October 2011	Finals Event and Awards Ceremony
November 2011	Release of Suggested Ideas to TxDOT for Consideration in NEPA Process

CURRENT FOCUS

Soliciting Outside Support

- Non-Profit Environmental Group Partner
- Sponsors for Costs of Awards and Finals Event
- Technical and Celebrity Judges

Development of Technical Requirements

- Environmental Issues Specific to Each Project
- Evaluation Criteria for Submittals
- Items to be Included in Submissions
- Scope of Student Category

Advertising and Outreach

- Competition Website
- Preliminary E-Mail Blast Advertising Competition
- Student and Professional Team Outreach Plan

**APRIL 27, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM # 16

Quarterly briefing on the MoPac Improvement Project

Department: Engineering

Associated Costs: None

Funding Source: N/A

Board Action Required: No

Description of Matter: The report is an account of the activities on the MoPac Improvement Project for March, 2011.

Attached documentation for reference:

GEC Activities Report

Contact for further information:

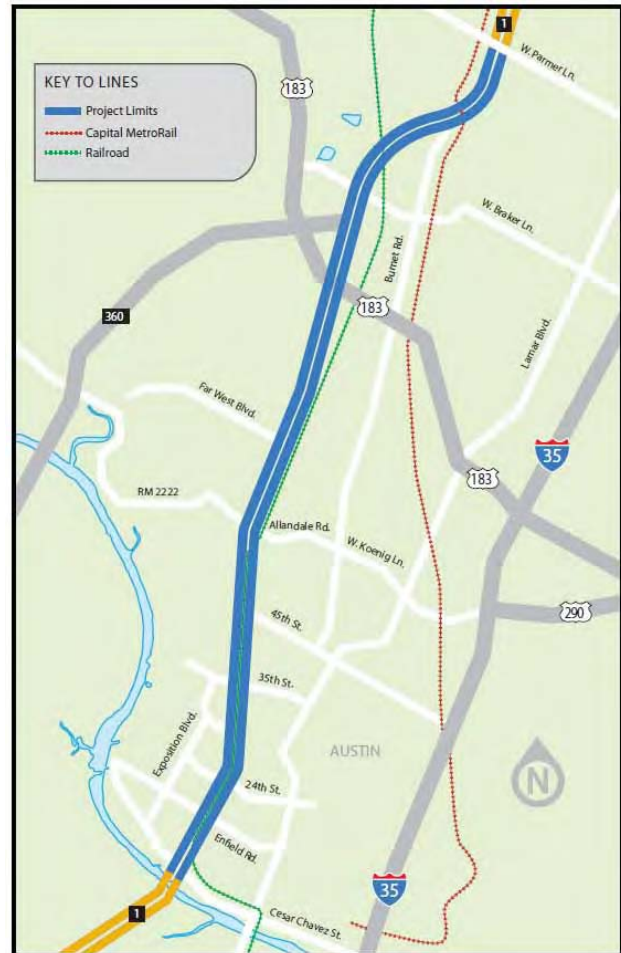
Wesley M. Burford, P.E., Director of Engineering

PROJECT DESCRIPTION

The 11-mile stretch of MoPac between Parmer Lane and Cesar Chavez Street is one of Austin's most important arteries, serving as a key route to downtown and points beyond. As a primary alternative to Interstate 35, MoPac moves more than 180,000 cars and trucks each day. This stretch of MoPac is currently seeing high levels of congestion and unreliable operations. At the urging of local and state leaders, the Central Texas Regional Mobility Authority (Mobility Authority), the Texas Department of Transportation (TxDOT), the City of Austin and Capital Metro (CapMetro) have teamed up to develop a reasonable solution to the mobility problem in this corridor that takes into account the needs of drivers, transit riders and the concerns of surrounding neighbors.

Any proposed improvements would require approval from the Federal Highway Administration (FHWA). TxDOT and the Mobility Authority are currently working together to complete preliminary schematic design and environmental studies following the requirements set by the National Environmental Policy Act of 1969 (also known as "NEPA"). The preliminary design and environmental phase is scheduled to be completed by the summer of 2012. If the approved Project has a toll component, the Mobility Authority will take responsibility for the financing, design, construction, operations, and maintenance of the facility.

This report describes the status of the MoPac Improvement Project and document the activities accomplished in the first quarter of 2011.



ACTIVITIES

The following activities have been accomplished by TxDOT, the Mobility Authority, and their consultants during the reporting period.

ENVIRONMENTAL ASSESSMENT (EA) AND SCHEMATIC DESIGN

- **Environmental Process Schedule:** The environmental process is on schedule. An environmental finding from FHWA is anticipated in the fall of 2012
- **EA Document Status:** TxDOT's consultant, AECOM, submitted a draft EA for Mobility Authority and TxDOT review on February 28. The Mobility Authority returned comments to TxDOT on March 21 and attended a comment resolution meeting on April 4. The TxDOT Environmental Division is also reviewing the EA and is expected to return comments by mid April. The various comments are being addressed by AECOM and a revised environmental document will be resubmitted to TxDOT in anticipation of submittal to FHWA.
- **Schematic Design:** The draft project schematic, preliminary drainage report, and traffic phasing plan were also submitted by AECOM to be reviewed by the Mobility Authority. Comments were submitted to TxDOT on March 30.
- **Design Exceptions:** In order to avoid significant acquisition of right of way on the southern portion of the Project, the design of the recommended preferred alternative requires several design exceptions for reduced lane and shoulder widths as well as vertical clearances at Duval Road, Braker Lane, Capital of Texas Highway, Hancock Drive, and Anderson Lane. These exceptions will need approval from FHWA. There is ongoing coordination between the Project Team and the federal agency in order to obtain this approval.
- **Sound Wall Workshops:** The planning of seven (7) sound wall workshops to be held in June, July, and August is underway. At these workshops, property owners that are adjacent to the proposed sound walls will be given the chance to vote on whether or not they want the wall as well as give comment on the proposed aesthetic design for the sound walls.

PUBLIC INVOLVEMENT AND COMMUNITY OUTREACH

Context Sensitive Design (CSD)

- **Project Aesthetics:** Utilizing the Aesthetics Advisory Committee recommendations from 2007, the Mobility Authority team members are developing context sensitive aesthetic components to create constructible, maintainable, and cost effective solutions within the MoPac corridor. These aesthetic components may be incorporated into the final design of the Project's sound walls, bridge structures, retaining walls, intersections, signage, lighting, and landscape areas. The Mobility Authority, TxDOT, and City of Austin held a workshop on March 9 to kick off the development of the context sensitive design package.
- **Context Sensitive Design Advisory Committee:** The Project Team have invited the original 2007 Aesthetics Advisory Committee members and recruited additional members to form a Context Sensitive Design Advisory Committee (CSDAC). These members include representatives from the Texas Historical Commission, MoNAC Neighborhood Association, Deep Eddy Neighborhood Association, Highland Park West Neighborhood Association, Old Enfield Neighborhood Association, Allendale Neighborhood Association, Northwest Austin

Civic Association, Old West Austin Neighborhood Association, Brykerwoods Neighborhood Association, Balcones West Neighborhood Association, Highland Park West Balconies Area Neighborhood Association, and Austin State School. Using the original Aesthetic Advisory Committee’s work as a guideline, the CSDAC will help review and discuss the context sensitive concepts that are being developed by the Mobility Authority. The CSDAC met on March 24 and April 25, and the group will continue to meet through the summer and fall as the concepts are refined.

- **Bike/Pedestrian Mobility:** The Project Team is also working with the bike/pedestrian mobility community, City of Austin, CAMPO, and FHWA on potential improvements to the bike and pedestrian facilities along and across the MoPac Corridor.

Messaging, Information, and Meetings

- **Stakeholder Meetings:** There is continued coordination with stakeholders. Various stakeholder meetings held in the first quarter of this year include:
 - Neighborhood Associations including: Old Enfield Neighborhood Association, MONAC, and OWANA
 - University of Texas
 - Camp Mabry
 - Bike/pedestrian mobility representatives from CAMPO, FHWA, and the City of Austin
- **Upcoming Open House:** Planning for a Public Open House on May 26 has been initiated. This open house will present the aesthetic design concepts that are under development, show results of bike and pedestrian mobility coordination, and provide an update on the EA status.
- **Project Updates:** The Mobility Authority sends Project Updates via e-mail on a bi-weekly basis to several key stakeholders. These Project Updates provide a short summary of the progress achieved on the Project over the previous weeks.
- **E-Newsletter:** An e-Newsletter has been drafted for distribution in May.
- **Informational Workshops:** Informational Workshops are anticipated for late this year with the purpose of providing general information to key stakeholders on managed lanes and dynamic pricing.
- **Texas Transportation Institute Participation:** The Mobility Authority has engaged the Texas Transportation Institute (TTI) to potentially conduct focus group studies on signage, marking, and operations for Express Lanes if the recommended preferred alternative is approved by FHWA. TTI will also provide technical support for the informational workshops.

PROJECT DEVELOPMENT/ DESIGN-BUILDER PROCUREMENT

- **Union Pacific Railroad Coordination:** In March, the Mobility Authority met with Union Pacific Railroad representatives at their headquarters in Omaha, Nebraska, to discuss the Project and the possible use of some UPRR right of way to allow for construction of refuge bays in the median for the recommended preferred alternative. UPRR representatives gained a better understanding of the Project, and both entities were able to improve upon already good working relationships
- **Comprehensive Development Agreement (CDA):** Previous lessons learned, success measures for this Project, and risk assessments have all been documented. Over the next

several months, draft documents will be prepared and supporting reference documents, designs, and agreements will be developed.

- **Utilities:** TxDOT and the Mobility Authority are starting discussions with major utilities along the corridor. The Team's goal is to reduce the number of relocations and start long lead time efforts to reduce impact to the construction schedule.
- **Cost Estimates:** The development of an estimate of probable construction cost is underway. This estimate will be used in determining the feasibility of the Project and financing plan.
- **Access Locations:** Currently, the identified access locations for the proposed design include: northbound travelers could enter at Lady Bird Lake, downtown at Cesar Chavez, or RM 2222; and exit at RM 2222, a ramp before Parmer Lane, and after Parmer Lane. Southbound travelers could enter before Parmer Lane or at RM 2222; and exit at RM 2222, downtown at Cesar Chavez, or at Lady Bird Lake. These locations are subject to change. Coordination with TxDOT, City of Austin, and University of Texas' Center for Transportation Research (CTR) continues for analysis and incorporation of the Connections to Downtown into the project.

FUNDING/ AGREEMENTS

- **TIFIA Program:** The Mobility Authority submitted a Letter of Interest to the TIFIA Program, requesting an \$82 million loan that would enhance the Project funding package and would leverage these funds for the future construction of the Project.
- **City of Austin Prop 1:** Discussions are ongoing with City of Austin on the Prop 1 Bond package of \$100k for MoPac Corridor with a matching \$200k federal grant.
- **City of Austin 2012 Bond Election:** The City of Austin may consider potential funding opportunities for the Project in the 2012 Bond Election.
- **T&R Studies:** A Level 2 Traffic and Revenue (T&R) Study has been completed and a draft report was submitted. Results are being reviewed by the Mobility Authority and TTI is conducting a Peer Review of the traffic model and assumptions. An Investment Grade (Level 3) Study will be initiated later this year.

SCHEDULE

The overall Project remains on schedule. An environmental finding from FHWA is anticipated by the fall of 2012. If the recommended preferred alternative is approved by FHWA, the bond sale would occur in early 2013 followed by an anticipated start of design and construction. It is anticipated that, following this schedule, a facility could potentially be open to traffic in 2015.

SCHEDULE RISK ASSESSMENT



Environmental Process / TxDOT & FHWA Coordination



Resolution on Design Exceptions by FHWA



Public and Political Opinion



Coordination with UPRR / City of Austin / CapMetro



Traffic and Revenue - Financing

UPCOMING MILESTONES

- Re-submittal of Draft EA to TxDOT
- Context Sensitive Design Advisory Committee Meetings in May/June
- Public Open House on May 26
- Sound Wall Workshops in June, July, and August
- Resolution of Design Exceptions by August

MILESTONES MATRIX

Milestone	Date	Status
Restart Environmental Study and Public Involvement	Summer 2010	Complete
Market Valuation / Exercise Primacy	Fall 2010	Complete
Develop and Refine Preliminary Alternatives	Fall 2010	Complete
Conduct Open House Meetings (Round 1 & 2)	Fall 2010	Complete
Reasonable Alternatives Refinement	Winter 2010/ 2011	Complete
Draft Environmental Assessment (EA) and Schematic Complete - Initiate Review Process	February 2011	Complete
TxDOT Austin District EA Review Begins	February 2011	Complete
Restart Aesthetics Committee	March 2011	Complete
Complete Level 2 Traffic and Revenue (T&R)	May 2011	On Schedule
Context Sensitive Design Advisory Committee Meetings	March-May 2011	On Schedule
TxDOT Environmental Division EA Review	Spring 2011	On Schedule
Conduct Open House Meeting (Round 3)	May 2011	On Schedule
Conduct Sound Wall Workshops	Summer 2011	On Schedule
FHWA Resolution on Design Exceptions	Summer 2011	
FHWA Begins EA Review	Summer 2011	
FHWA Begin Schematic Review	Summer 2011	
Conduct Open House Meetings (Round 4)	Summer 2011	
FHWA Approval of Schematic Design	Fall 2011	
EA is deemed "Satisfactory for Further Processing" by FHWA	Winter 2011/2012	
Start Design/Build Procurement	Winter 2011/2012	
Conduct Community Open Houses and Public Hearings on the Draft EA	Spring 2012	
Submittal of Final EA to TxDOT/FHWA	Spring 2012	
Environmental Finding from FHWA	Summer 2012	
Complete Investment Grade T&R	Fall 2012	
Complete Design/Build Procurement	Winter 2012/2013	
Bond Sale; Groundbreaking	Spring 2013	

**APRIL 27, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM # 17

183A Phase II Project Report General Briefing

Department: Engineering

Associated Costs: None

Funding Source: N/A

Board Action Required: No

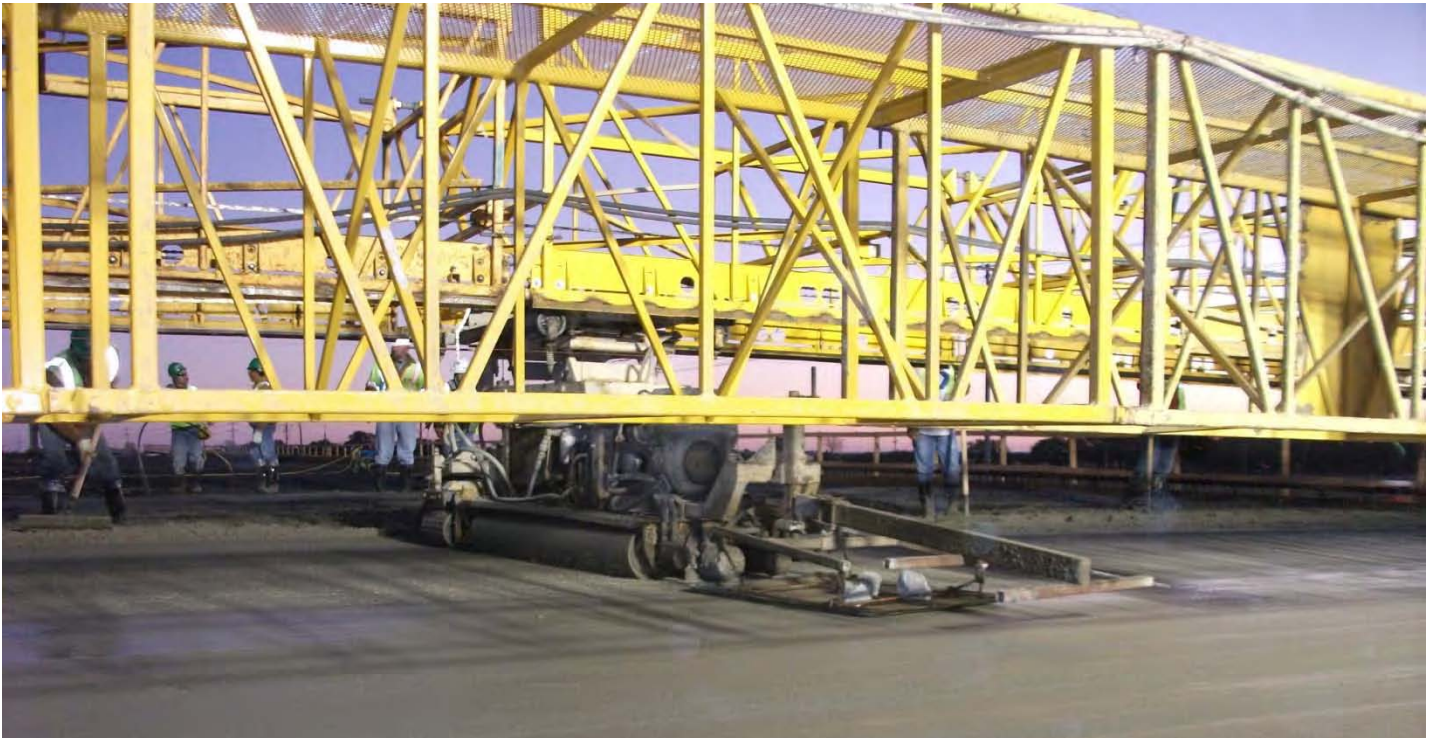
Description of Matter: The report is an account of the construction activities on the 183A Phase II Project construction from January through March, 2011.

Attached documentation for reference:

GEC Quarterly Activities Report and Board Presentation

Contact for further information:

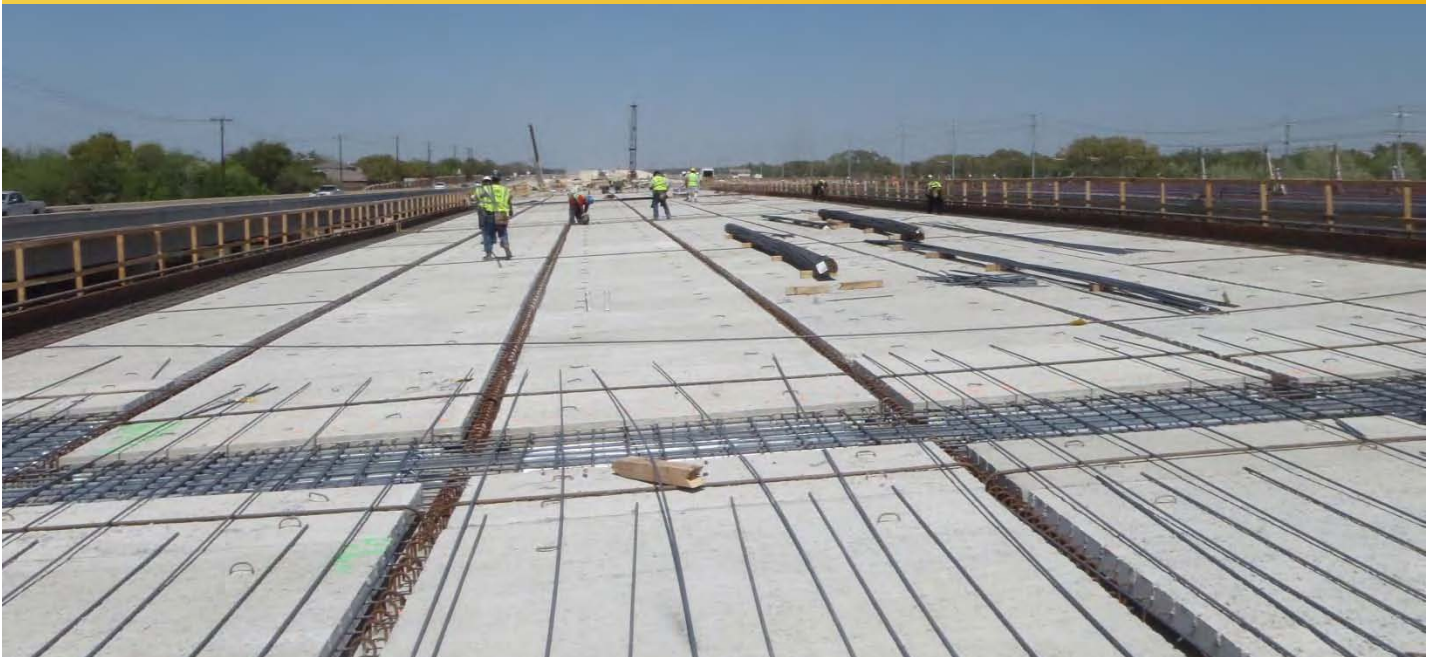
Wesley M. Burford, P.E., Director of Engineering



183A TURNPIKE - PHASE II
**QUARTERLY
CONSTRUCTION
PROGRESS REPORT**



No. 4 | April 2011





CENTRAL TEXAS
Regional Mobility Authority

Board of Directors

Ray A. Wilkerson, Chairman
James H. Mills, Vice-Chairman
Robert L. Bennett, Jr., Treasurer
Henry H. Gilmore
Nikelle S. Meade
David Singleton
Charles Heimsath

Executive Director

Mike Heiligenstein

General Engineering Consultant (GEC)

HNTB

Construction Contractor

webber

183A TURNPIKE - PHASE II
**Quarterly Construction
Progress Report**
No. 4



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183A TURNPIKE - PHASE II
**Quarterly Construction
Progress Report**
No. 4



INTRODUCTION

This report documents and describes the second phase of the 183A Turnpike Project construction from January 1, 2011 to March 31, 2011. This project is an extension of the existing 183A toll road facility and is being constructed by the Central Texas Regional Mobility Authority (Mobility Authority). The project is funded entirely from toll revenue bonds.

PROJECT DESCRIPTION

Phase II of the 183A Turnpike Project is located in southwestern Williamson County and extends approximately 5.1 miles, traversing through the cities of Cedar Park and Leander in the State of Texas. The Project extends the mainlanes of the existing 183A Turnpike from FM 1431 to north of RM 2243. This limited-access toll road will be constructed between the existing frontage roads – which were constructed as part of the initial phase of the Project – and the added capacity will consist of three lanes in each direction with access ramps connecting to the frontage roads. It is located east of, and parallel to, the existing US 183 facility. See Figure 1 for the Project Map.

The construction tasks principally include: preparation of right-of-way; excavation and embankment; flexible base / cement treated base; warm mix asphalt; concrete pavement; concrete curb and gutter; roadway bridges; retaining walls; drill shafts; rip rap; concrete box culverts and other drainage structures; water quality ponds; barricades, signs, and traffic handling; illumination; overhead sign supports; traffic / pedestrian signal head, pole, and detectors; a pedestrian bridge; toll facilities; and ITS ducts.

The Mobility Authority entered into a contract with Webber LLC Contractors (Webber) to construct the 183A Phase II Project. The agreement requires the project to be substantially complete by March 2012. The Contractor has developed an acceptable Baseline CPM (Critical Path Method) Schedule for the Project. The Mobility Authority issued Notices to Proceed (NTP) for NTP 1 and NTP 2 on March 24, 2010, in accordance with the terms of the contract. An Alternative Bid NTP was granted on May 7, 2010; and NTP 3 was issued on November 24, 2010.

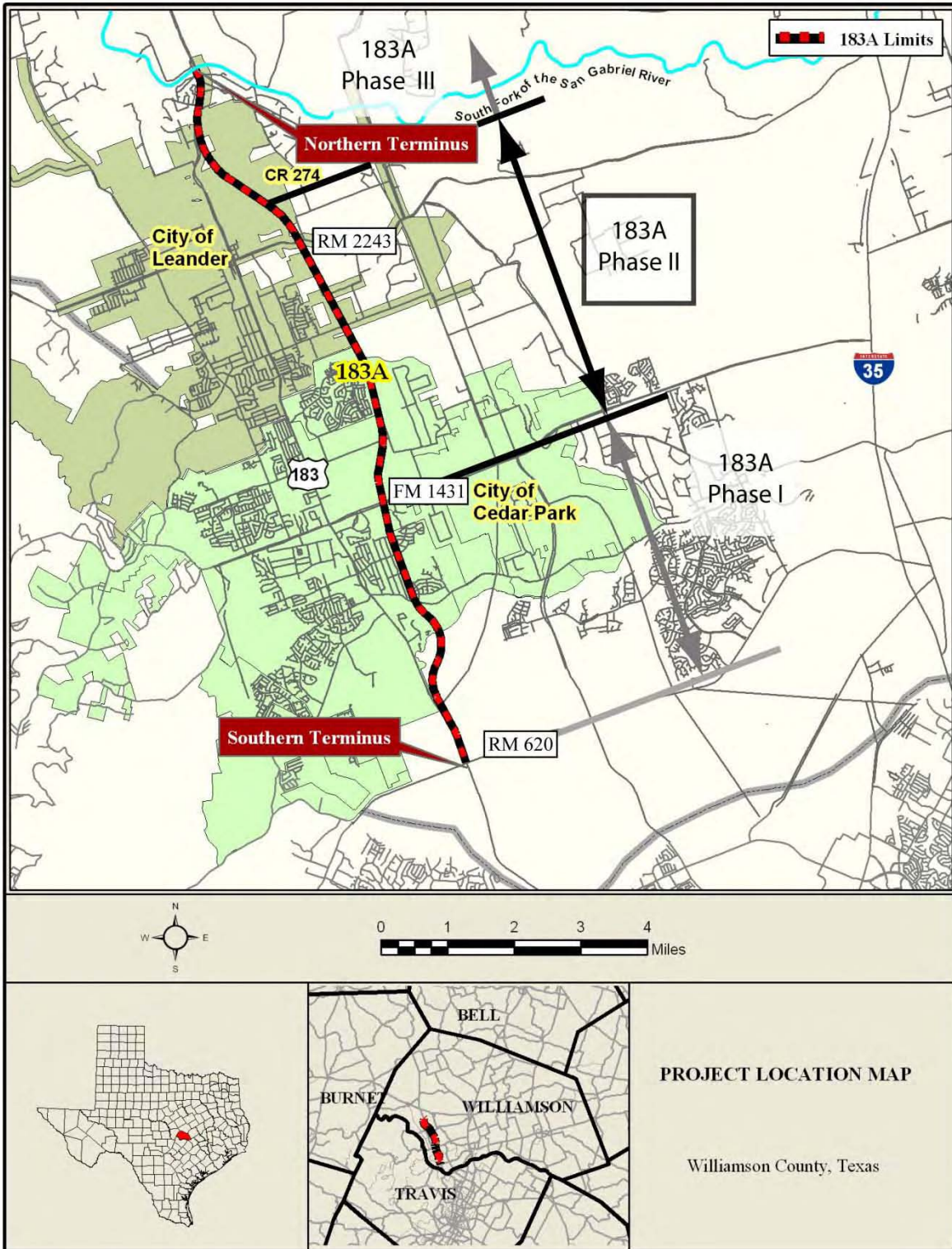


Figure 1:
Project Location

CONSTRUCTION ACTIVITIES

With over a fourth of the work finished, the construction of the 183A Phase II Project continues on its two-year timeline to complete approximately 5.1 miles of tolled mainlanes, 26 bridges, and the necessary toll collection systems.

Construction progress for this reporting period was marked by the installation of pre-cast bridge deck panels and the placing of concrete for the bridge decks at the 183A mainlane overpasses at New Hope Drive and Block House Creek. Precast bridge deck panels act as stay-in-place forms which are subsequently covered with cast-in-place concrete. This layer of the bridge exists below the final roadway which will be placed at these two locations at a later date. Concrete must be placed at night or early morning in order to take advantage of cooler temperatures and low winds. Heat and high winds evaporate water from the surface of concrete faster thus risking the quality of a finished surface. This process will be repeated at each of the multiple bridge locations along the project.

In late March, Webber informed the Mobility Authority that the temporary closure of the Scottsdale Drive crossover would begin on May 2, 2011. This closure will last for approximately four months to facilitate a focused construction effort in order to meet the project schedule. The 183A mainlanes will be constructed lower than the existing frontage roads and the Scottsdale crossover will be rebuilt as an at-grade bridge over the mainlanes during this time period. For many months, this area has been the focus of continuous excavation and rock grinding for the depressed section. Soil nail wall installation has continued in this area to support future retaining walls. Soil nailing is a stabilization method of reinforcing existing soil by installing steel bars into slopes or cuts.

Additionally, the team placed cement-treated base (CTB) material at locations throughout the project area in preparation for roadway construction. CTB is a compacted mixture of graded aggregate, cement, and water, and it is used as a base for the construction of highways. CTB usually utilizes a graded aggregate, instead of native soils, and is primarily used to provide a structurally sound base material.

The following tasks continue from the last reporting period: ongoing excavation of material and embankment building; construction of drainage facilities along the project; placement of columns and concrete caps at future bridge locations, especially Crystal Falls Parkway and RM 2243; MSE wall placement throughout the project area; ongoing traffic control activities; and erosion control.

The Mobility Authority's GEC continues to perform construction inspection and oversight of the Contractor, including all materials testing. Offsite material fabrication plant inspections continue to take place.

Placement of Bridge Deck Panels

Starting in January, deck panels were placed at the two southernmost bridges - the overpasses over New Hope Drive and Block House Creek. Afterwards, preparations were made for the cast-in-place concrete deck to be placed over the panels on both bridges.



Preparations for setting deck panels at New Hope Drive



Setting deck panels at New Hope Drive



Placed deck panels at the Block House Creek Bridges



Preparations for placing concrete on a bridge deck at New Hope Drive



Setting up a smoothing and leveling device for freshly placed concrete

Cast-in-Place Concrete Deck Placement at Bridges

In March, the team began placement of concrete over the deck panels on the bridges over New Hope Drive and Block House Creek. This activity at these locations will continue into April.

The construction equipment necessary to pump concrete (pictured right) must be large enough to reach the elevated distances over the bridge spans.

Pictured right:
Pumping concrete for the bridge deck at the southbound mainlanes over Block House Creek



A smoothing and leveling device in action on the freshly placed concrete



Finishing the concrete bridge deck surface with a broom

The Cut at Scottsdale Drive

Excavation has been ongoing at Scottsdale for many months. Starting in May, the full depressed section will be excavated and a bridge for Scottsdale Drive to span the 183A mainlanes will be constructed. During this time, the Scottsdale Drive crossover will be temporarily closed.



The cut at Scottsdale facing southeast (pictured left) and southwest (pictured right); Soil nail wall installation has been ongoing at this location to stabilize the retaining walls



The Scottsdale Drive Crossover will be closed to traffic for approximately four months starting in May

Moving North

Progress continues in the northern sections of the project, including the bridge beam placement at Crystal Falls Parkway, bridge structure work at RM 2243, and placement of sidewalk at Hero Way.



The bridge beams at Crystal Falls Parkway, facing north



Bridge columns at RM 2243, looking south



Placing concrete for the sidewalk at Hero Way

PROJECT PROGRESS

Based on the assessment of the Contractor's activities and progress, the summary of the construction progress achieved on work tasks through the end of March 2011 is as follows:

**Table 1:
183A Phase II Construction Progress for Period Ending March 2011**

Construction Tasks	% Complete
Earthwork / Excavation / Embankment	85%
Stormwater Protection	65%
Drainage Structures	80%
Bridge Substructures	80%
Bridge Superstructure	35%
Retaining Walls	60%
Pavement Base	30%
Roadway Concrete Paving	0%
Asphalt Paving	15%
Toll Structures	0%
Electrical/Lighting / Signing / Signals	30%
Landscaping	0%

The assessment of the Contractor’s progress against the acceptable Baseline CPM (Critical Path Method) schedule for the reporting period indicates that the Contractor is maintaining the schedule and forecasting an early project completion on March 2, 2012. There are no identified threats to the schedule at this time. **The Project is currently ahead of schedule.**

As of March 31, 2011, fifty-one (51%) of the 730 calendar days to substantial completion have expired and **construction is reported at 46% complete.**

**Table 2:
Schedule of Project Milestones**

Task	Date
Selection of Contractor	December 17, 2009
Early NTP	January 22, 2010
NTP 1 and NTP 2 Issued	March 24, 2010
Alternate Bid NTP Issued	May 7, 2010
NTP 3 Issued	November 24, 2010
Scheduled Substantial Completion (Open to Traffic)	March 23, 2012
Scheduled Final Completion	June 23, 2012

PROJECT FINANCIAL STATUS

The following summarizes the financial status of the Project through March 31, 2011.

Original Webber Contract Amount:	\$ 75,792,413.92
<i>Authorized Changes (Change Order and/or Amendments):</i>	
Change Order Nos. 01-07 (2010)	(\$407,090.74)
Change Order No. 08 (January 2011)	\$86,425.76
Change Order No. 09 (January 2011)	\$26,120.05
Change Order No. 10 (January 2011)	\$42,378.78
Change Order No. 11 (January 2011)	\$44,295.52
Change Order No. 12 (March 2011)	(\$58,601.95)
Change Order No. 13 (March 2011)	<u>\$7,175.19</u>
Current Authorized Contract Amount:	\$ 75,533,116.53

Webber Payments:	
Amount of Draw Nos. 01-08 (2010)	\$27,251,122.06
Amount of Draw No. 09 (January 2011)	\$2,061,497.34
Amount of Draw No. 10 (February 2011)	\$2,010,075.03
Amount of Draw No. 11 (March 2011)	<u>\$3,756,925.04</u>
Total Requested Amount To-Date through Draw No. 11:	\$ 35,079,619.47
Retainage withheld*:	<u>\$ 0.00</u>
Approved Amount for Work Completed through Draw No. 11:	\$ 35,079,619.47

Total Project Budget Expended Through March 2011: 46.4%

Amount remaining for work to be completed: \$40,453,497.06

*Retainage to be withheld only after 95% of the adjusted contract price has been paid.

Summary of Change Orders During Reporting Period

Change Order No. 8 incorporates costs for the construction of an additional travel lane on the southbound frontage road adjacent to the Cedar Park Center. The addition of this lane was requested by the City of Cedar Park. The change order, a total of \$86,425.76, was submitted to the GEC on December 20, 2010 and was fully executed on January 13, 2011.

Change Order No. 9 incorporates costs for work performed to install additional drainage at the intersection of RM 2243 and 183A; and to remove and replace reinforced concrete pipe due to a redesign based on unforeseen existing utility conflicts. It also includes work performed to supplement the existing 50 mph signs with "WORK ZONE" signs, in an effort to improve motorist response to the 50 mph advisory speed signs. The signs were placed as an additional measure of safety along the corridor. The change order, a total of \$26,120.05, was submitted to the GEC on December 20, 2010 and was fully executed on January 13, 2011.

Change Order No. 10 incorporates costs for work performed in accordance with modifications to the plans at Crystal Falls Parkway Bent No. 3 due to a utility conflict. The change order, a total of \$42,378.78, was submitted to the GEC on December 20, 2010 and was fully executed on January 13, 2011.

Change Order No. 11 incorporates costs for work performed in accordance with modifications to the plans at RM 2243 Bent No. 5 due to a utility conflict. The change order, a total of \$44,295.52, was submitted to the GEC on December 20, 2010 and was fully executed on January 13, 2011.

Change Order No. 12 incorporates costs for work performed involving barrier rail modifications at the Scottsdale Drive bridges, additional drainage for area under the Shared Use Path, and pavement widening at RM 2243 for ultimate striping configuration. The change order, a credit to the Mobility Authority of \$58,601.95, was submitted to the GEC on February 28, 2011, and was fully executed on March 14, 2011.

Change Order No. 13 incorporates costs for work performed in accordance with relocating an existing 2-inch water line discovered at the footing location of two MSE walls. The change order, a total of \$86,425.76, was submitted to the GEC on March 7, 2011, and was fully executed on March 14, 2011.

Project Baseline Cash Flow Curve

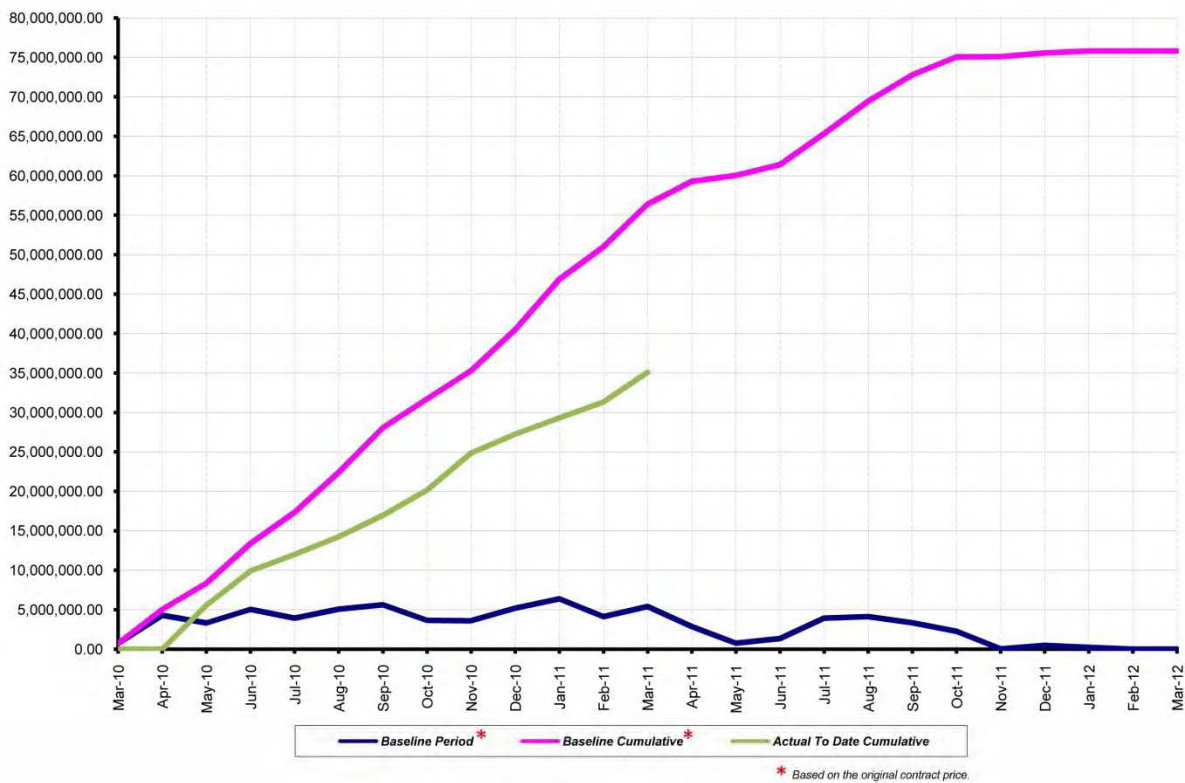


Figure 2:
Project Baseline Cash Flow Curve for Period Ending March 2011

DBE STATUS

Webber is required to meet the Disadvantaged Business Enterprise (DBE) goal of 11.62% for the project. The total DBE amount subcontracted to date is \$10,539,157 which is 13.95% of the authorized contract total. This represents executed DBE subcontracts with the following firms: Royal Vista, Indus, N-Line, Roadway Specialties, and TrevCon. To date, the DBE firms have been paid a total of \$4,230,957, which is 48.2% of the goal.

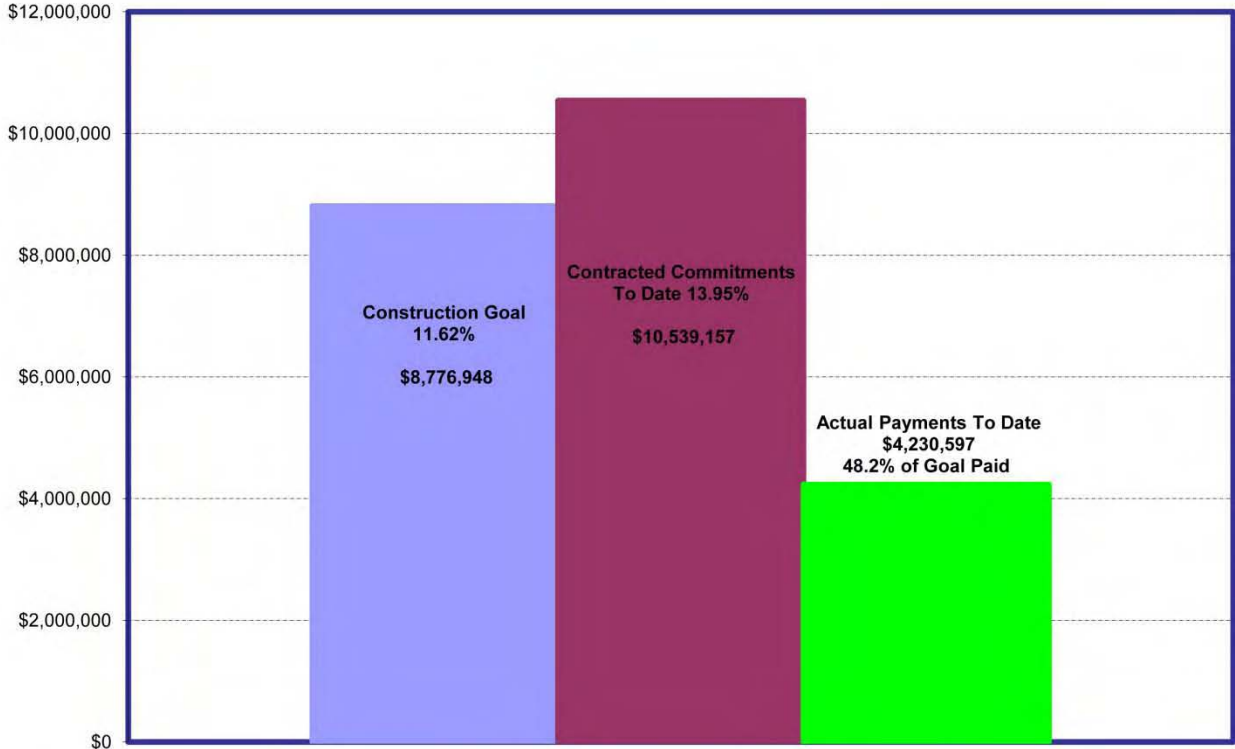


Figure 3:
DBE Construction Commitment vs. Payment
for Period Ending March 2011

EMPLOYMENT REPORTING STATUS

Construction of Phase II of the 183A Turnpike Project supported **336 jobs** during the reporting month of March 2011. This number of jobs supported by the construction includes: the construction personnel and their subcontractors; construction management staff, including inspectors and subconsultants; design support staff; and the general engineering consultant staff and their subconsultants. The total payroll associated with the jobs and work effort for March 2011 is **\$789,982.42**

ECONOMIC DEVELOPMENT IN THE 183A CORRIDOR

The 183A Project, as a whole, produces significant benefits to the regional economy in terms of jobs, increased tax base, and enhanced prospects of new and recycled property development. 183A encourages and accelerates existing and planned developments in the fast-growing cities of Cedar Park and Leander. These include: residential - Villages of Messina, Sarita Valley Ranch, Cedar Park Town Center; commercial - Pecan Grove, Leander Crossing, 1890 Ranch; and other opportunities, like the Cedar Park Center, the Regional Medical Center, and Schiltterbahn Cedar Park. Since construction began, there has been an increase in inquires for driveway and utility permitting along the Corridor in anticipation of development.

One of the many developments coming to the 183A Corridor is *Vision Leander*. Located in the southeast corner of 183A and Crystal Falls Parkway, the *Vision Leander* development will include more than 400 acres of retail, commercial, office, and residential opportunities, as well as a series of parks. In partnership with the developer, the Mobility Authority has shifted an exit ramp approximately 1,000 feet to improve access to this development and general roadway operations. The *Vision Leander* developer has paid half of the cost for the ramp relocation. NTP for this adjustment in the Phase II design was issued to Webber on May 7, 2010.



Figure 4:
An Artist's Rendering of the Proposed *Vision Leander* Development

In addition, the Mobility Authority has added a new northbound exit ramp in the Scottsdale Drive area to facilitate access to the future Pecan Grove development and the Cedar Park Center. This additional access supports development and increases the tax base for the City of Cedar Park.

Local and regional infrastructure is also keeping up with the Mobility Authority's 183A project and potential developments in the Corridor. New wastewater lines were constructed along 183A near Crystal Falls Parkway in order to facilitate the *Vision Leander* development. Also, a series of other roadway developments have occurred, including:

- Construction of a portion of San Gabriel Parkway (Part of the 183A Phase II construction)
- Ongoing construction for the FM 1431 roadway widening improvements east of 183A
- Completion of Crystal Falls Parkway roadway widening improvements east of 183A and construction west of 183A
- Construction of Hero Way intersection at 183A (Part of the 183A Phase II construction)
- Ongoing construction of Hero Way as a key arterial for Leander
- US 183 roadway improvements north of 183A

Part of the success of 183A Phase I was the economic opportunities that were created as the project was initially announced, and they have continued since that date. 183A Phase II has followed this same development pattern by allowing for new investments in economic expansion and hiring planned along the Corridor. With Austin's economy going strong despite the nationwide economic struggle, the expansion of 183A continues to bolster the region overall.

PUBLIC INVOLVEMENT

The Mobility Authority's Public Involvement Team manages the 183A hotline (512-684-3256) and the project website (183A.com). Lane closures and construction alerts are regularly posted on the project website as well as posted on the project Twitter account (@183AExtension). Additionally, stakeholders can sign up on the project website for lane closure information to be sent directly to their cell phone via SMS text.

A call was made to the Mobility Authority Public Involvement Team about visibility and safety concerns at the Scottsdale Drive crossover. The resident received personal calls and emails from the Team regarding how the issue was being addressed.

During the reporting period, the Team began neighborhood outreach planning as well as coordination with the Block House Creek Owners Association and the Leander Independent School District with regard to the upcoming temporary closure of the Scottsdale Drive crossover. Meetings with both of these key stakeholder groups are scheduled for April. Additional outreach efforts for the full community will be established in April.

**APRIL 27, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM #18

Manor Expressway Direct Connectors at US 183 Project Report General Briefing

Department: Engineering

Associated Costs: Not applicable

Funding Source: Not applicable

Board Action Required: No

Description of Matter: The report is a comprehensive account of the construction activities on the 290E Toll Project Direct Connectors at US 183 construction during the 1st quarter of 2011.

Attached documentation for reference: GEC Quarterly Progress Report

Contact for further information: Wesley M. Burford, P.E., Director of Engineering



CENTRAL TEXAS
Regional Mobility Authority

Manor Expressway Direct Connectors at US 183 QUARTERLY PROGRESS REPORT

No. 7 | April 2011

GENERAL

The construction of the Manor Expressway Direct Connectors at US 183 continues to progress. Since the last Quarterly Report in January 2011, prime contractor Webber, LLC and their subcontractors have continued to advance the direct connector substructure elements of drilled shafts, footings, columns, column capitals, and bent caps. Additionally, superstructure activities have commenced with the installation of concrete beams, steel girders, bridge deck, and bridge rail. Roadway construction elements also continue to be a focus as excavation, embankment, mechanically stabilized earth retaining walls, cast-in-place retaining walls, permanent drainage, illumination and intelligent transportation system conduit, pavement, traffic control and erosion control efforts have all advanced quickly over the past months.



Ongoing construction work at the west to north direct connector [taken April 13, 2011]

A summary of construction activities under progress by Webber and its subcontractors through March 2011 includes:

Webber

- Constructed 48 footings to date (of 58 total)
- Constructed 80 columns to date (of 115 total)
- Constructed 33 column capitals to date (of 51 total)
- Constructed 24 bent caps (of 88 total)
- Erected 13 spans of Concrete Beams (of 67 spans total)
- Erected one span of steel girders (of 19 spans total)
- Began bridge deck forming
- Progressed the MSE (mechanically stabilized earth) retaining wall construction at the South to East DC Approach and the East to South DC Approach to 90% complete
- Continued excavation and embankment for the eastbound mainlane, eastbound frontage road, and westbound frontage road pavements

McKinney Drilling Company

- Constructed 236 bridge drilled shafts to date (of 275 total)

Indus Construction

- Continued fabricating reinforcing steel cages for footings, columns, column capitals, and bent caps

EBC Construction

- Continued installation of the permanent drainage at mainlanes and frontage road pavements and at direct connector approaches

F&W Electric

- Continued installation of conduits for highway illumination and intelligent transportation systems

Highway Technologies

- Installed and maintained traffic control signage

JD Ramming

- Paved the top 4 inches of Hot Mix Asphalt (HMAC) on the Phase 2 westbound frontage road and on a portion of the Phase 2 Eastbound frontage road

Panther Creek Transportation, Inc.

- Hauled embankment (excavated subgrade on site)

Rice Environmental

- Installed and maintained erosion control measures/devices

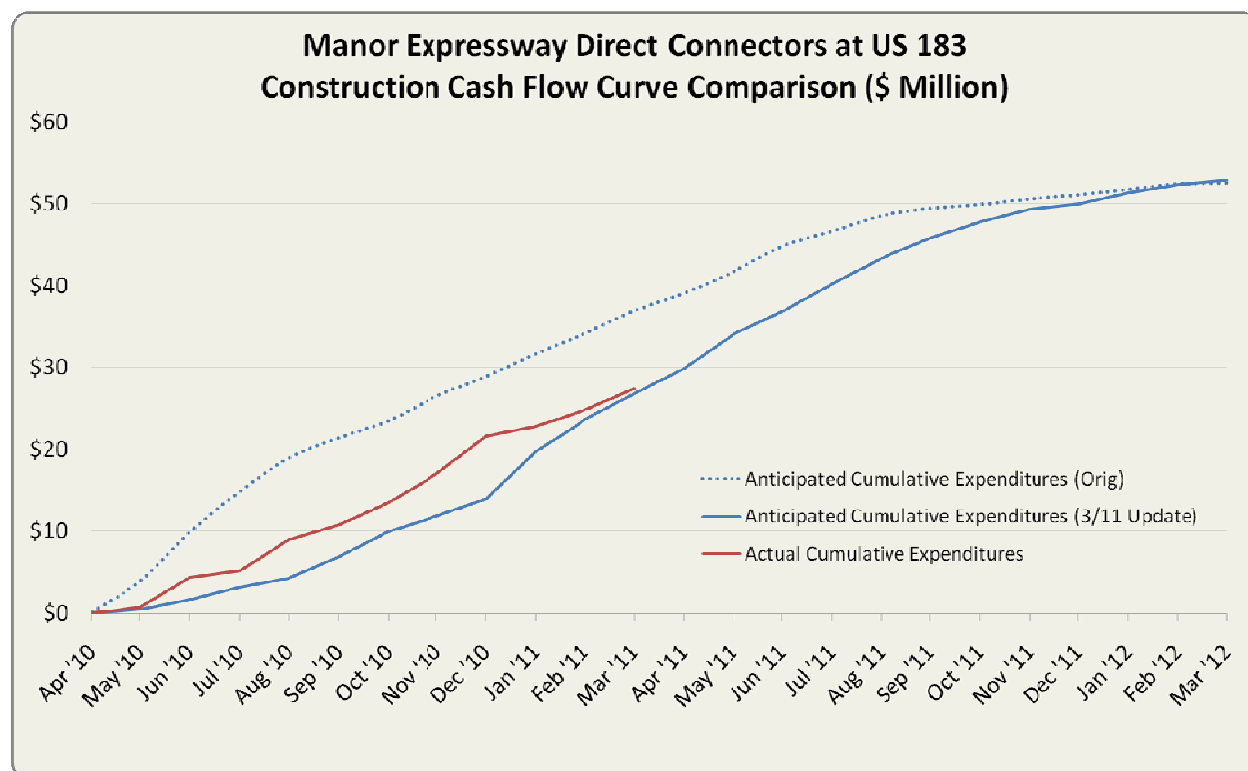
Pictures of recent construction activities are provided in Attachment A.

PROJECT SCHEDULE & FINANCIAL STATUS

Construction Progress

In regard to percent complete status, based on current information provided with Webber’s Draw Request #11 for efforts through March 25, 2011, the project is at 51.5% complete based on actual revenue/expenditures to date as derived from the cost loaded schedule; this figure is derived by simply dividing actual cumulative expenditures to date by the total contract value. This compares to an anticipated completion of 70.3% based on the baseline schedule originally approved for the project and 50.9% based on the update schedule provided by Webber as part of their Draw Request #11 submittal; both of these figures are derived by dividing anticipated cumulative expenditures to date (also based on cost-loaded schedules) by the total contract value.

The graph below tracks and compares the anticipated cumulative expenditures against the actual cumulative expenditures related to the construction of the project.



In regard to the actual schedule status, Webber and General Engineering Consultant Atkins met in early April 2011 to review the schedule included in Webber’s Draw Request #11. Based on this meeting, the group concurred that the project is approximately 5 days ahead of schedule.

Financial Status

Webber submitted their Draw Request #11 on March 31, 2011 which included expenditures through March 25th, 2011. This request was reviewed and approved by General Engineering Consultant Atkins on April 6, 2011; it has been forwarded to CTRMA for processing and issuance of payment.

The following summary provides the financial status of the project.

Original Webber Contract Amount ⁽¹⁾ :	\$ 52,575,545.77
<i>Authorized Changes (Change Order and/or Amendments):</i>	
Change Order No. 1 ⁽¹⁾	\$ 142,122.16
Change Order No. 3 ⁽¹⁾	\$ 10,000.00
Change Order No. 4	\$ 84,710.32
Change Order No. 6 ⁽¹⁾	\$ 96,000.00
Change Order No. 8 ⁽¹⁾	\$ 182,541.99
<i>Contractually Authorized Additional Quantity Payments:</i>	
Drilled Shafts ⁽¹⁾	<u>\$ 312,035.30</u>
Current Authorized Contract Amount:	\$ 53,402,955.54
Previous Total of Webber Payments: ⁽¹⁾	\$ 21,672,457.66
Amount of Webber Draw Request #9 for Jan. 2011 efforts	\$ 1,170,201.14
Amount of Webber Draw Request #10 for Feb. 2011 efforts	\$ 1,917,856.31
Amount of Webber Draw Request #11 for Mar. 2011 efforts	<u>\$ 2,698,205.17</u>
Total Amount Paid To-Date:	\$ 27,458,720.28
Retainage withheld: ⁽²⁾	<u>\$ 0.00</u>
Approved Amount for work completed (through Draw #11):	\$ 27,458,720.28
Amount remaining for work to be completed:	\$ 25,944,235.26
Total Project Budget Expended through March 2010:	51.50%

Footnotes

⁽¹⁾ Information/data presented in previous Quarterly Reports.

⁽²⁾ Retainage to be withheld only after 95% of the adjusted contract price has been paid.

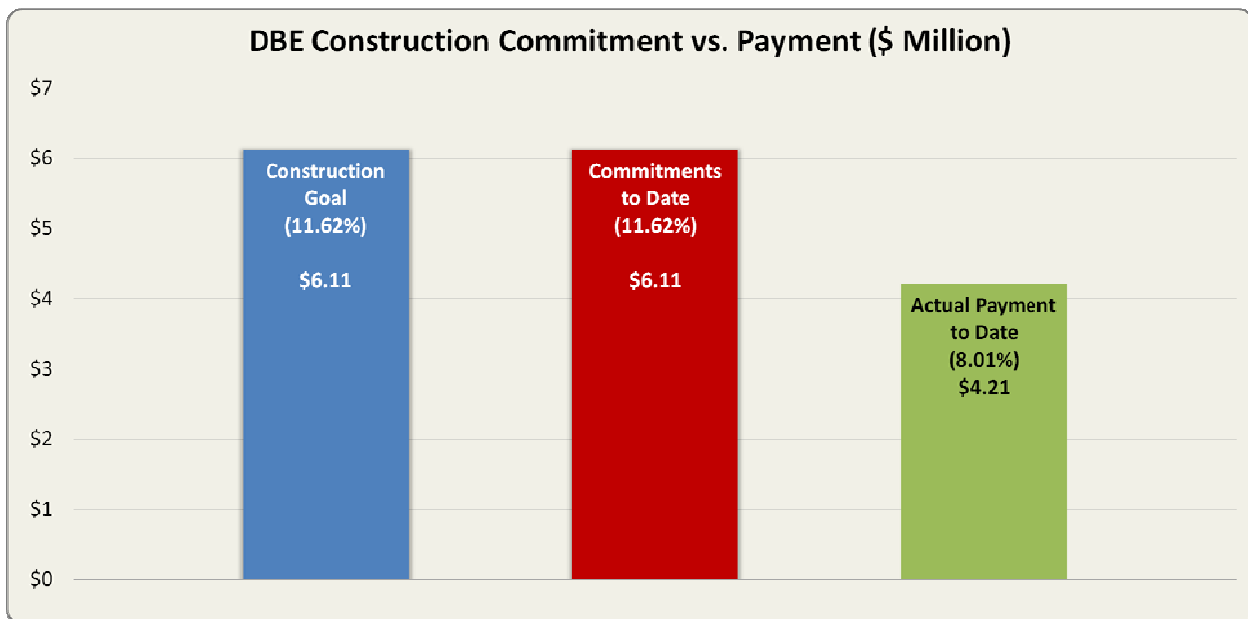
Summary of Changer Orders This Reporting Period

Change Order No. 4 was in the amount of \$84,710.32 and was fully executed on April 4th, 2011. This Change Order formally incorporated traffic control modifications/additions into the construction contract agreement including revised speed limit signage, added speed limit sign covers [for use during non-construction periods], revised temporary concrete traffic barrier type, added temporary concrete traffic barrier end treatments/crash attenuators, and added temporary concrete traffic barrier connecting hardware. The Change Order also included the provision and servicing of recycling bins in the construction field offices.

DBE STATUS

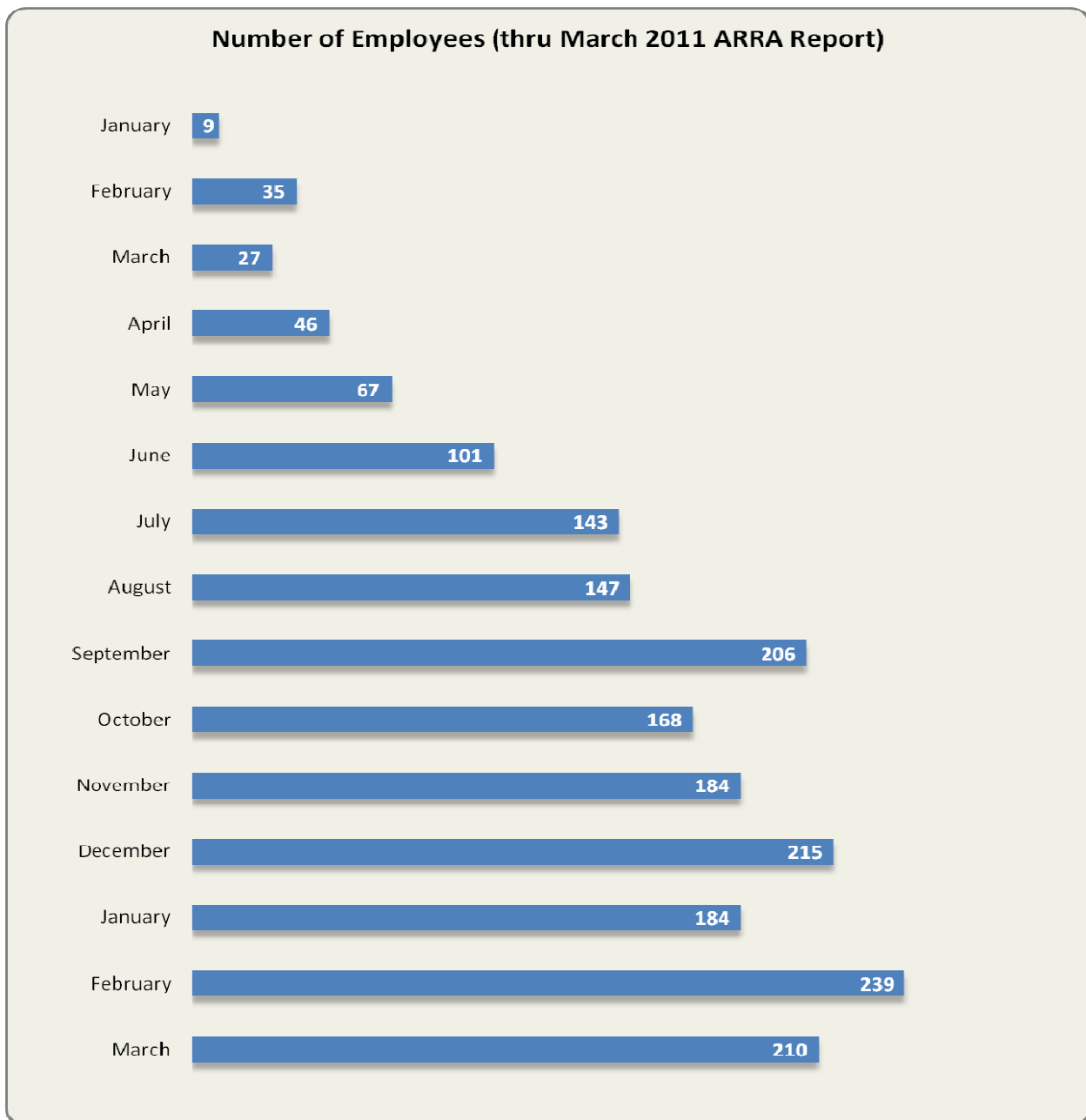
Webber is required and committed to meet the Disadvantaged Business Enterprise (DBE) goal of 11.62% for the project. The total DBE amount committed by Webber to date is \$6,109,278.42, which is 11.62% of the project total; this will include work completed by DBE subcontractors Cadit Company, Inc. [structural steel plate], Indus Construction [steel], Panther Creek Transportation, Inc. [trucking], and EBC Construction, LLC. [underground utilities and riprap].

As of March 25, 2011, Webber has submitted costs associated with DBE construction work in the amount of \$4,211,941.26 which equals approximately 8.0% to date of the contract value. It is also noted that the rate of DBE expenditure is ahead of the overall timeline of the construction (i.e., approximately 70% of the committed goal has been achieved within the first 50% of the contract time period).



EMPLOYMENT REPORTING STATUS

Given that this project utilizes funds from the *American Recovery and Reinvestment Act of 2009* (ARRA), the Mobility Authority must submit monthly reports documenting the expenditure of these funds as well as the associated job creation. **The project created 210 jobs during the reporting month of March 2011.** This number of jobs created includes the construction personnel and their subcontractors, construction management staff including inspectors and subconsultants, design support staff and the general engineering consultant staff. The total payroll associated with the jobs and work effort to date is \$3,790,458.68.



PUBLIC INVOLVEMENT

As the progress continues on the Manor Expressway project, ongoing outreach and response to the public continues to take place through various methods. The following lists the outreached activities this quarter:

✓ Hotline:

Eleven hotline calls have been received over the project's hotline (512.684.3252) this quarter. Callers' inquiries were focused on information about the project itself (impacts, schedule, etc). All calls are logged as they are received.

✓ Twitter:

Ten updates on the project have been posted to the Manor Expressway's Twitter account (@ManorExpressway) this quarter to inform followers of lane and ramp closures.

✓ Website:

All project updates have continued to be posted on the website in an effort to help keep the public informed on lane closures and construction activities.

✓ Text Messaging:

All updates regarding lane closures and detours are sent out via text message with a reference to visit the project website for further information.

✓ Emails:

Emails continue to be sent out to the businesses and organizations along 290 East who prefer to receive the updates via email. As updates have been posted on the website and Twitter, they have continued to also be emailed to 125 email addresses of stakeholders along the project area.

✓ Visits:

One-on-one visits with stakeholders continued as needed.

UPCOMING CONSTRUCTION ACTIVITIES

The following construction activities are anticipated over the next month:

- Column construction to continue
- Column capital and bent cap construction to continue
- Concrete beam and steel girder erection will begin
- Grading and paving to continue
- Drainage system installation to continue
- MSE retaining wall construction to continue

ATTACHMENT A

Manor Expressway Project Direct Connectors at US 183
Construction Activity Pictures
January thru April 2011



*Interchange construction looking west
(Taken 4/11/2011)*



*Interchange construction looking east
(Taken 4/11/2011)*



*Interchange construction looking south
(Taken 4/11/2011)*



*Interchange construction looking north
(Taken 4/11/2011)*



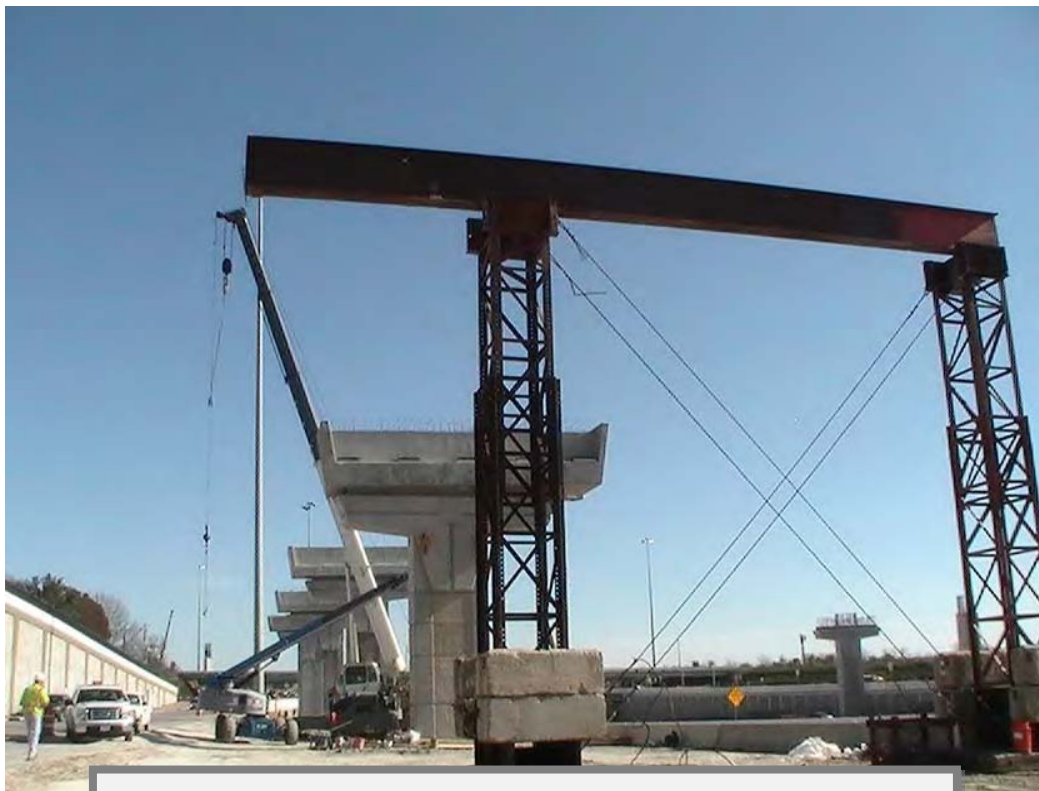
*Setting of steel beams at west to north direct connector
(Taken 1/27/2011)*



*Setting of steel beams at west to north direct connector
(Taken 1/27/2011)*



*Setting of steel beams at west to north direct connector
(Taken 1/27/2011)*



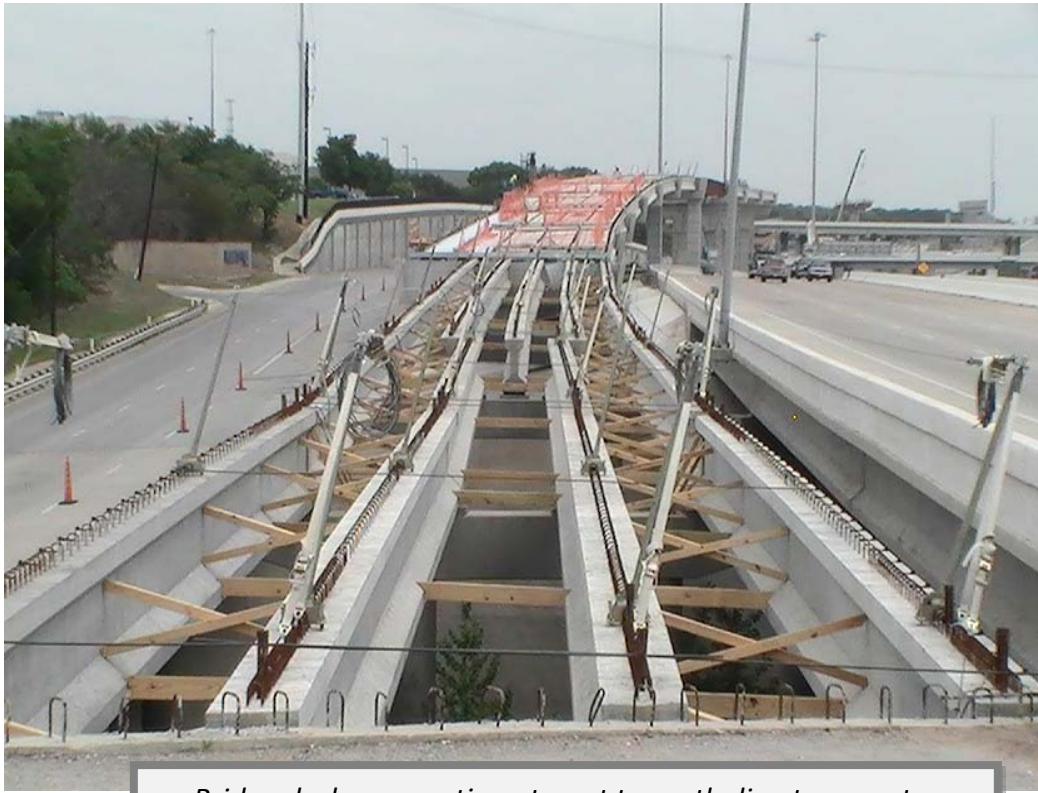
*Beam setting preparation
(Taken 4/14/2011)*



*Beams at west to north direct connector
(Taken 4/14/2011)*



*Beams at west to north direct connector
(Taken 4/14/2011)*

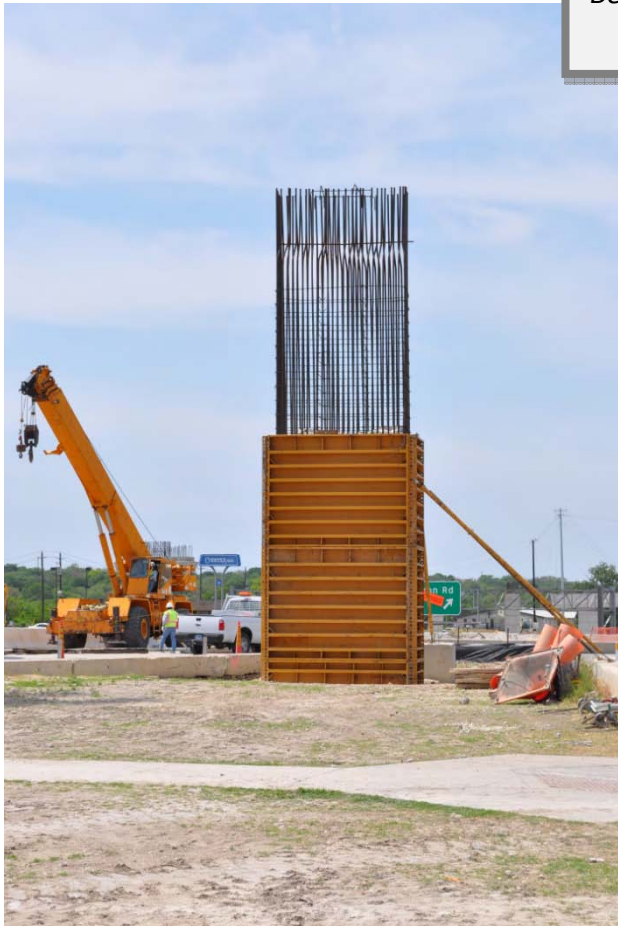


*Bridge deck preparation at west to north direct connector
(Taken 4/14/2011)*



*Bridge deck preparation at west to north direct connector
(Taken 4/14/2011)*

*Bent construction at west to north direct connector
(Taken 4/14/2011)*



*Bent construction at west to north direct connector
(Taken 4/14/2011)*



*Bent construction at west to north direct connector
(Taken 4/14/2011)*



*Bent construction at west to north direct connector
(Taken 4/14/2011)*



*Direct connector abutment construction
(Taken 4/14/2011)*



*Pavement base and curb & gutter construction
(Taken 4/14/2011)*



*Pavement base construction at eastbound frontage road
(Taken 4/14/2011)*



*Pavement construction along eastbound road bed
(Taken 4/14/2011)*



*Pavement construction operations
(Taken 4/14/2011)*



*Pavement construction operations
(Taken 4/14/2011)*



*Roadway appurtenance construction
(Taken 1/14/2011)*



*Earthwork near Tuscany Way intersection
(Taken 4/14/2011)*

**APRIL 27, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM # 19

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.

Contact for further information: Mike Heiligenstein



REPORT TO THE BOARD OF DIRECTORS APRIL 27, 2011

MIKE HEILIGENSTEIN - EXECUTIVE DIRECTOR

PRIORITY ISSUES



MoPac Improvement Project
environmental process



Regional Mobility Authority
Legislation

ADMINISTRATION

UPDATE ON THE 82ND LEGISLATIVE SESSION

The 82nd Session of the Texas Legislature has really heated up the last 3 weeks, and both chambers have discussed many bills that impact the entire state. While our legislative program and its related bills continue to move through the various committees and chambers, the process is extremely dynamic and changes from day to day. An up-to-date briefing will be provided at this month's Board meeting.

OPERATIONS

MUNICIPAL SERVICES BUREAU (MSB) OFFERS ENHANCED CASH CUSTOMER SERVICES

Beginning in June, customers who wish to pay their toll bills with cash will be able to visit one of 18 area ACE Cash Express locations in the Austin Area to make a payment. ACE Cash Express Inc. is a leading retailer of financial services, including payday loans, consumer loans, check cashing, bill payment and prepaid debit card services.

ACE Cash Express charges a small convenience fee for cash payments. In an effort to better serve customers, the fee will

be waived at the ACE location on Cameron Road in Austin.

PROJECT DEVELOPMENT

MANOR EXPRESSWAY PHASE 1 CONSTRUCTION

Webber has focused a majority of its efforts over the past month on setting beams and placing precast concrete panels necessary for bridge deck construction. Substructure work and roadway construction continues as traffic staging allows.

MANOR EXPRESSWAY PHASE 2 DESIGN/BUILD COMPREHENSIVE DEVELOPMENT AGREEMENT

The Mobility Authority is working to finalize the Comprehensive Development Agreement (CDA) with Central Texas Mobility Constructors (CTMC). The agreement has been submitted to the Attorney General of Texas for final approval, and a formal Concurrence of Award request to FHWA has been submitted to TxDOT. In the mean time, initial oversight meetings between the Mobility Authority and CTMC have begun.

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 Drive. Appraisals for all of the parcels for Phase 2 of the Manor Expressway from Chimney Hill Drive to Parmer Lane have been completed, and most offer letters have been mailed.

MO-PAC IMPROVEMENT PROJECT PROJECT DEVELOPMENT

The MoPac Improvement Project environmental study remains on schedule. Comments have been received on the environmental document, which will be revised before submitting to FHWA. Traffic studies and coordination with TxDOT and the City of Austin on the effects the MoPac Improvement Project could have on downtown continue, and an Open House meeting to discuss the aesthetic design concepts for the project is planned for May 26th.

183A EXTENSION CONSTRUCTION

Webber continues to make progress on the 183A Extension and has focused on placing bridge deck panels and concrete at the New Hope Drive overpasses. Work continues on

bridge structure construction, material excavation, drainage facility construction and retaining walls. Webber will be temporarily closing the Scottsdale Drive crossover to the Blockhouse Creek neighborhood on May 2nd in order to construct an overpass. Work to complete the Scottsdale Bridge is expected to take about four months, and we have notified the neighborhoods.

SHARED USE PATH

Construction of the 183A shared use path from South Brushy Creek to FM 1431 is 72% complete, and the path is on schedule to open this summer. An opening event is being planned, and details will follow soon.

LANDSCAPING ALONG 183A

The installed landscaping has taken quite a beating this spring with all the dry conditions. A new contractor will be on board soon, and some plant materials will be replaced or refreshed.

SCHEDULE OF OUTREACH ACTIVITIES FOR EXECUTIVE DIRECTOR

EXTERNAL RELATIONSHIP MEETINGS

- House and Senate Committee Hearings
- Texas Transportation Forum
- TeamTx
- IBTTA Board of Directors' Meeting and Legislative Conference
- Union Pacific Railroad
- Bond Buyer Conference
- Standard and Poor's
- Moody's
- U.S. 281 Groundbreaking

- U.S. 290 and U.S. 71 Intersection Improvements Press Conference
- Representative Eddie Rodriguez, Texas House of Representatives
- Commissioner Ron Davis, Travis County

PRESENTATIONS

- Real Estate Council of Austin
- Travis County Commissioners' Court
- Williamson County Commissioners' Court

**APRIL 27, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM #24

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: If needed.

Description of Matter:

This agenda item is to consider any revisions to the CTRMA legislative program that may be necessary or desirable based on bills that are proposed or pending during the 82nd Texas Legislature.

Staff has no recommendations concerning any needed or desirable revisions as of the time this Summary Sheet is being prepared

Attached documentation for reference:

Draft Resolution template, if needed

Contact for further information:

Andrew Martin, General Counsel

CTRMA Legislative Program 82nd Legislative Session

The following identifies CTRMA's legislative program and priorities for the 82nd Legislature:

1. **Primacy**: CTRMA (along with other RMAs) worked closely with Sen. Nichols last session to advance SB 17, which would have eliminated the "market valuation" process provided for in SB 792 and established an order of priority that would have given local toll project entities (LTPEs) the first option to develop toll projects within their regions. CTRMA supports advancing these concepts again. CTRMA believes it is critical to assure that local control will be maintained over toll projects and that toll revenues will remain within the areas where they are generated.

2. **Extension of CDA Authority**: Concession CDA authority for RMAs expired August 31, 2009 (except for certain exempted projects) and Design/Build CDA authority will expire August 31, 2011. Design/Build CDA authority has been an important tool for delivery of CTRMA projects. It is noteworthy that both the North Texas Turnpike Authority (NTTA) and county toll road authorities (including HCTRA, the Harris County Toll Road Authority) have CDA authority that is not subject to expiration, and there is no reason that RMAs should not have the same tools available as those other local toll project entities (LTPEs). At a minimum, Design/Build CDA authority should be extended for RMAs, along with the ability to secure financing as part of a Design/Build CDA.

3. **RMA Clean-up**: An RMA "clarification" bill was filed last session (HB 2990/SB 1669) to clarify language in several sections of Chapter 370 of the Transportation Code related to project financing, add parking structures and transportation reinvestment zone projects to the list of authorized RMA projects, and give RMAs the same collection and enforcement tools as TxDOT, NTTA and HCTRA. CTRMA supports these changes to Chapter 370, its governing statute.

4. **Transportation Reinvestment Zones**: Transportation Reinvestment Zones (TRZs) offer an important tool for generating local funding for projects. As TxDOT's financial resources continue to deteriorate and communities struggle to find means to generate local funding, the use of TRZs has become even more important. Currently TRZs are tied to the "pass-through" program, and have other statutory problems which require correction or improvement. CTRMA and other RMAs supported HB 1810/SB 2378 introduced last session to correct many of the TRZ deficiencies; CTRMA supports pursuing that legislation again.

5. **Environmental Review Process**: Increased attention has been given to the delays in project delivery and the associated costs resulting from prolonged review periods for environmental documents. CTRMA and other RMAs supported SB 502 during the previous session which would have allowed RMAs and other LTPEs to "fund" positions at various state and federal entities to help to expedite project reviews. CTRMA supports pursuing that legislation again, as well as other statutory changes to establish reasonable deadlines, formalize processes, and otherwise add efficiencies to the environmental review process.

Other issues which CTRMA would like to see addressed during the 82nd Session include:

- **Funding:** issue the remaining Prop 12 bond capacity; enhance the pass-through program, and pursue other options for additional funding.
- **Enforcement:** Improve and standardize throughout Texas authorized toll violation enforcement and collection procedures (and possible consolidation of statutes for different types of toll authorities).
- **Discounted or Free Tolls under HB 3139, 81st Legislative Session:** Appropriate sufficient funds from the state general revenue fund to defray the cost of providing free or discounted use of CTRMA toll projects, as the 81st Legislature provided by subsection (b) of Section 372.053 of the Transportation Code, enacted by HB 3139.

Adopted October 28, 2010 by Resolution 10-99

Amended December 8, 2010 by Resolution 10-107

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

RESOLUTION NO. 11-___

Amending the CTRMA Legislative Program for the 82nd Texas Legislature

WHEREAS, the Texas Legislature convened at noon, January 11, 2011, and will adjourn on Monday, May 30, 2011, in the 82nd Regular Legislative Session; and

WHEREAS, on October 27, 2010, the Board of Directors adopted and approved a Legislative Program for the 82nd Legislature by enacting Resolution No. 10-99; and

WHEREAS, an issue that affects the powers, duties, and ability of the Central Texas Regional Mobility Authority to fulfill its statutory mission as a regional mobility authority existing and operating under Chapter 370 of the Texas Transportation Code has come to the attention of the Board that justifies an amendment to the Legislative Program.

NOW THEREFORE, BE IT RESOLVED that the Board of Directors approves the amendment to the CTRMA Legislative Program set forth in Exhibit "A" to this Resolution.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 27th day of April, 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: 4/27/2011

Exhibit A

CTRMA Legislative Program Amendment

[Any change to the Legislative Program will be identified here.]