

**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE NORTH EAST TEXAS
REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 13-05

WHEREAS, the North East Texas Regional Mobility Authority (“NET RMA”) was created pursuant to the request of Gregg and Smith Counties and in accordance with provisions of the Transportation Code and the petition and approval process established in 43 Tex. Admin. Code § 26.1, *et seq.* (the “RMA Rules”); and

WHEREAS, the Board of Directors of the NET RMA has been constituted in accordance with the Transportation Code and the RMA Rules; and

WHEREAS, subsequent to the initial formation of the NET RMA the Counties of Cherokee, Rusk, Harrison, Upshur, Bowie, Panola, Wood, Cass, Van Zandt, and Titus joined the Authority and are represented on the Board of Directors; and

WHEREAS, the NET RMA is currently developing Segment 3B of the Toll 49 project (the “Toll 49 Segment 3B Project”) through a design/build comprehensive development agreement (“CDA”); and

WHEREAS, additional segments of Toll 49 have been or are being developed by the Texas Department of Transportation (“TxDOT”), and Segments 1, 2, 3A, 3B, and 5 are collectively known as “Toll 49”; and

WHEREAS, in Resolution No. 11-14, dated March 4, 2011, the Board of Directors approved entry into a Project Development Agreement with TxDOT specifying the extent and timing of review of project design submittals, clarifying the ownership and use of right-of-way, and addressing other project-related issues regarding Toll 49; and

WHEREAS, the Project Development Agreement provides that TxDOT will transfer Segments 1, 2, 3A, and 5 of Toll 49 (the “Transferred Segments”) and those parcels owned by TxDOT located within the Toll 49 Segment 3B Project limits to the NET RMA upon Substantial Completion, as defined in the Project Development Agreement, of the Toll 49 Segment 3B Project; and

WHEREAS, following the transfer of the Transferred Segments, the NET RMA will be responsible for the maintenance and operation of Toll 49); and

WHEREAS, on February 7, 2006, the NET RMA Board of Directors approved the selection of PBS&J, now known as Atkins North America, Inc., to serve as the general engineering consultant (“GEC”) to the NET RMA and authorized the Chairman to execute an agreement with PBS&J for the provision of general consulting civil engineering services; and

WHEREAS, the GEC has developed a proposed scope of services for additional GEC support services required in connection with toll operations and maintenance oversight of Toll 49; and

WHEREAS, a copy of that proposed scope of services is contained in the work authorization attached hereto as Attachment "A" ("Work Authorization No. 21.0"); and

WHEREAS, the NET RMA Board of Directors must approve Work Authorization No. 21 before the GEC may proceed to work thereunder; and

WHEREAS, the GEC has represented to the Board of Directors that the work reflected in Work Authorization No. 21.0 is necessary and appropriate.

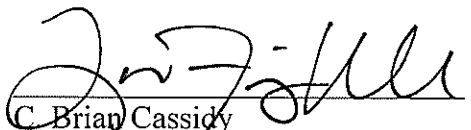
NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves Work Authorization No. 21.0 in the form attached hereto as Attachment "A"; and

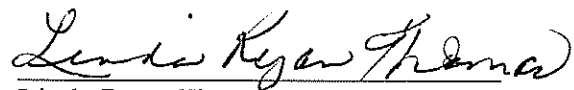
BE IT FURTHER RESOLVED, that all work performed under Work Authorization No. 21.0 shall be subject to the Agreement for General Consulting Civil Engineering Services between the NET RMA and the GEC and that no additional work may be undertaken without the specific approval of the Board of Directors.

Adopted by the Board of Directors of the North East Texas Regional Mobility Authority on the 22nd day of January, 2013.

Submitted and reviewed by:

Approved:


C. Brian Cassidy
General Counsel for the North East
Texas Regional Mobility Authority


Linda Ryan Thomas
Chair, Board of Directors
Resolution Number 13-05
Date Passed: 01/22/13