

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

RESOLUTION NO. 12-32

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, in Resolution No. 09-20, dated August 17, 2009, the NET RMA Board of Directors authorized procuring the delivery of Segment 3B of Toll 49 (the “Toll 49 Segment 3B Project”) through a design/build comprehensive development agreement (“CDA”); and

WHEREAS, in Resolution No. 10-06, dated June 23, 2010, following the design/build CDA procurement process, the NET RMA Board of Directors approved the selection of CH2M HILL Constructors, Inc. (“CH2M HILL”) as the team presenting the best value proposal and directed the Project Director and consulting team to negotiate a design/build CDA for the development of the Toll 49 Segment 3B Project with CH2M HILL; and

WHEREAS, in Resolution No. 10-12, dated October 20, 2010, the Board of Directors approved entry into the design/build CDA for the development of the Toll 49 Segment 3B Project with CH2M HILL, and the design/build CDA was subsequently executed on March 31, 2011; and

WHEREAS, the design/build CDA may be amended from time to time through change orders agreed upon by the NET RMA and CH2M HILL; and

WHEREAS, in connection with the development, design and construction of the Toll 49 Segment 3B Project, the parties discovered in the Project right-of-way certain previously unknown archeological and cultural resources, which required CH2M HILL to work around the affected locations pending investigation and handling of such resources to the satisfaction of the Texas Historical Commission; and

WHEREAS, pursuant to the terms of the design/build CDA, the discovery of previously unknown archeological and cultural resources constituted a Force Majeure Event that could entitle CH2M HILL to a change order for additional time and costs under certain circumstances, including the risk sharing provisions enumerated in Section 14.10.1 of the design/build CDA;

WHEREAS, pursuant to the terms of the design/build CDA, the parties have negotiated Change Order No. 9 to the design/build CDA, attached hereto as Attachment "A," to address the additional time and costs resulting from the discovery of the archeological and cultural resources; and

WHEREAS, the negotiation of Change Order No. 9 resulted in an agreement by the parties to modify the terms of certain provisions of the design-build CDA, as reflected in Addendum No. 1 to the design/build CDA, attached hereto as Attachment B; and

WHEREAS, the NET RMA Project Director has recommended the approval of Change Order No. 9 to the design/build CDA for an amount not to exceed \$480,000.00, and Addendum No. 1 to the design/build CDA.

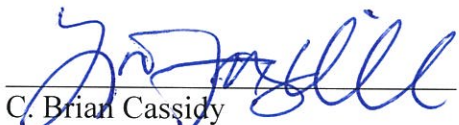
NOW THEREFORE, BE IT RESOLVED, that the NET RMA Board of Directors hereby approves Change Order No. 9 and Addendum No. 1 to the design/build CDA with CH2M HILL; and

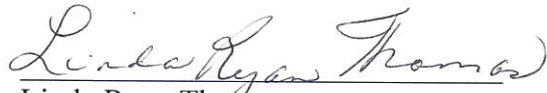
BE IT FURTHER RESOLVED, that Change Order No. 9 and Addendum No. 1 may be finalized and executed by the Project Director.

Adopted by the Board of Directors of the North East Texas Regional Mobility Authority on the 6th day of November, 2012.

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 12-32
Date Passed: 11/06/12