

These are the minutes of the regular meeting of the Texas Transportation Commission held on July 26, 2012, in Corpus Christi, Texas. The meeting was called to order by Chairman Houghton at 9:00 a.m. with the following commissioners present:

Texas Transportation Commission:

Ted Houghton	Chairman
Fred Underwood	Commissioner
Bill Meadows	Commissioner
Jeff Austin III	Commissioner
Jeff Moseley	Commissioner

Administrative Staff:

Phil Wilson, Executive Director
 Jeff Graham, General Counsel
 Rose Walker, Chief Clerk
 Kristen Webb, Chief Minute Order Clerk

Registration sheets listing others in attendance are on file with the Texas Department of Transportation Chief Minute Order Clerk.

A public notice of this meeting containing all items on the proposed agenda was filed in the Office of the Secretary of State at 4:33 p.m. on July 18, 2012, as required by Chapter 551, of the Government Code, referred to as "The Open Meetings Act."

ITEM 1. Safety Briefing

This item was presented by Deputy Executive Director John Barton.

Deputy Executive Director John Barton also announced a moment of silence in memory of Howard Wayne Wagon, an employee of the Lubbock District, who died while performing his duties with the Texas Department of Transportation.

The commission received comments from Texas Senator Juan "Chuy" Hinojosa, Texas Representative Todd Hunter, Representative Connie Scott, San Patricio County Judge Terry Simpson and Corpus Christi Mayor Joe Adame.

The commission received comments from TxDOT District Engineer Lonnie Gregorcyk, TxDOT District Administrator Melissa Montemayor and TxDOT District Engineer Mario Jorge.

ITEM 2. Approval of Minutes of the June 28, 2012, meeting of the Texas Transportation Commission

Commissioner Meadows requested that minutes be amended to reflect his attendance at the June 28, 2012 meeting of the Texas Transportation Commission.

Commissioner Underwood made a motion to approve the June 28, 2012 minutes as amended, which was seconded, and the commission approved the following minute order by a vote of 5 – 0.

ITEM 3. Discussion Item

a. Legislative Appropriations Request

Receive the Texas Department of Transportation's Proposed Fiscal Year 2014-2015 Legislative Appropriations Request

This item was presented by Chief Financial Officer James Bass.

b. Federal Surface Transportation Authorization Report

Discussion of "Moving Ahead for Progress in the 21st Century Act" (MAP-21), the recently enacted public law authorizing surface transportation programs

This item was presented by Federal Affairs Director Coby Chase.

ITEM 4. Highway Designations

a. Various Counties - Designate a segment of the state highway system as Interstate 69, concurrent with US 59 from north of the Liberty County line to I-610 N in Houston (MO)

Commissioner Underwood made a motion, which was seconded, and the commission approved the following minute order by a vote of 5 – 0. This item was presented by Chief Planning and Project Officer Russell Zapalac. The commission also received comments from Gary Bushell with Alliance for I-69 Texas.

113186
TPP

In HARRIS, LIBERTY and MONTGOMERY COUNTIES, officials have requested the designation of INTERSTATE HIGHWAY 69 (I-69) concurrent with US HIGHWAY 59 (US 59) from approximately 0.2 mile north of the Liberty County line to I-610 N in Houston, a distance of approximately 35 miles, as shown in Exhibit A.

Minute Order 113100, dated April 26, 2012, authorized the submission of applications to the American Association of State Highway Officials (AASHTO) requesting segments of routes in Texas be added to the Interstate Highway System as I-69. During its Spring 2012 meeting, the AASHTO Special Committee on US Route Numbering approved the application for the US 59 segment described above.

The Administrator of the Federal Highway Administration approved the inclusion of this segment of US 59 on the Interstate Highway System on June 21, 2012.

Pursuant to Texas Transportation Code, §§201.103 and 221.001, the executive director of the Texas Department of Transportation has recommended the concurrent designation of I-69 with US 59 on the state highway system.

The Texas Transportation Commission (commission) finds that the designation will facilitate the flow of traffic, promote public safety, and maintain continuity of the state highway system and is necessary for the proper development and operation of the system.

IT IS THEREFORE ORDERED by the commission that I-69 is designated on the state highway system concurrent with US 59 from approximately 0.2 mile north of the Liberty County line to I-610 N in Houston, a total distance of approximately 35 miles.

Note: Exhibit A is on file with minute order clerk.

b. El Paso and Maverick Counties - Change the designation of State Spur 276 in the city of El Paso to State Spur 16 and redesignate State Spur 16, in the city of Eagle Pass to State Spur 216 (MO)

Commissioner Underwood made a motion, which was seconded, and the commission approved the following minute order by a vote of 5 – 0. This item was presented by Deputy Executive Director John Barton.

113187
TPP

In MAVERICK COUNTY, officials have requested the redesignation of State Highway Spur 16 (SS 16) in the city of Eagle Pass from US 277 to US 57 as State Highway Spur 216 (SS 216), as shown in Exhibit A.

In EL PASO COUNTY officials have requested the redesignation of State Highway Spur 276 (SS 276) in the city of El Paso from SH 20 to SL 375 west of I-10 as SS 16, as shown in Exhibit B.

Pursuant to Texas Transportation Code, §§201.103 and 221.001, the executive director has recommended the redesignation of SS 16 in the city of Eagle Pass as SS 216, and the redesignation of SS 276 in the city of El Paso as SS 16.

The Texas Transportation Commission (commission) finds that these redesignations will facilitate the flow of traffic, promote public safety, and maintain continuity of the state highway system and are necessary for the proper development and operation of the system.

IT IS THEREFORE ORDERED by the commission that SS 16 in Eagle Pass is redesignated as SS 216 from US 277 to US 57, approximately 0.9 mile; and SS 276 in El Paso is redesignated as SS 16 from SH 20 to SL 375, approximately 1.2 miles.

ITEM 5. Design Build Projects

Nueces and Kleberg Counties - Authorize the department to issue a request for proposals for the development, design, construction, and, potentially maintenance of the US 77 from Kingsville to Driscoll Project, upgrading US 77 from the north portion of Kingsville in Kleberg County, and continuing north along the existing US 77 facility to south of the city of Driscoll in Nueces County, and approve a stipulated amount as payment for the work product of unsuccessful proposers (MO)

Commissioner Underwood made a motion, which was seconded, and the commission approved the following minute order by a vote of 5 – 0. This item was presented by Chief Planning and Project Officer Russell Zapalac. The commission also received comments from Cameron County Commissioner David Garza and Cameron County Regional Mobility Authority Chair David Allex.

113188
SPD

Transportation Code, Chapter 223, Subchapter F prescribes the process by which the Texas Department of Transportation (department) may enter into a design-build contract with a private entity that provides for the design, construction, expansion, extension, related capital maintenance, rehabilitation, alteration, or repair of a highway project.

On May 31, 2012, by Minute Order 113115, the Texas Transportation Commission (commission) authorized the department to issue a request for qualifications (RFQ) to develop, design, construct, and, potentially, maintain the U.S. 77 Project between E. Corral Avenue in Kingsville to south of Driscoll to interstate standards. The department issued the RFQ on

June 1, 2012. Six proposer teams responded to the RFQ. On July 12, 2012, following the department's evaluation of those submissions, four proposer teams were determined to be qualified to be on the short list of proposer teams that will be requested to submit detailed proposals to develop, design, construct, and, potentially, maintain the project.

Transportation Code, §223.246 and 43 TAC §9.153(d) provide that, if authorized by the commission, the department will issue a request for proposals (RFP) from all private entities qualified for the short list. The department intends to issue an RFP for the U.S. 77 Project and request detailed proposals from the four short-listed teams to develop, design, construct, and, potentially, maintain the project.

Transportation Code, §223.249 and 43 TAC §9.153(f) require the department to pay an unsuccessful private entity that submits a detailed proposal that is responsive to the requirements of the RFP a stipulated amount in exchange for the work product contained in that proposal. The stipulated amount must be stated in the RFP and may not exceed the value of any work product contained in the proposal that can, as determined by the department, be used by the department in the performance of its functions. Payment for this work product would allow the department to use the work product for the benefit of the U.S. 77 Project or other department projects without further payment to the unsuccessful proposer. Transportation Code, § 223.249 and 43 TAC §9.153(f) require the department to pay a partial stipend in the event that a procurement is terminated before the execution of a design-build contract.

IT IS THEREFORE ORDERED that the department is authorized to issue a request for proposals to develop, design, construct, and maintain the U.S. 77 Project between E. Corral Avenue in Kingsville to south of Driscoll to interstate standards.

IT IS FURTHER ORDERED that, after consideration of the criteria in 43 TAC §9.153(f), the department is authorized to pay each proposer that submits a responsive, but unsuccessful, proposal for the U.S. 77 Project an amount based upon the value of the work product provided in the proposal that can, as determined by the department, be used by the department in the performance of its functions, up to a maximum amount per proposer of 0.25% of the successful proposer's price for all work under the design-build agreement.

IT IS FURTHER ORDERED that in the event the procurement is terminated prior to the execution of the design-build agreement, and after consideration of the criteria in 43 TAC §9.153(f), the department is authorized to pay each proposer a partial stipend based upon the value of the work product provided in the proposal that can, as

determined by the department, be used by the department in the performance of its functions, up to a maximum amount per proposer of \$125,000.

IT IS FURTHER ORDERED that payment for work product may only be paid to the extent that the work product submitted meets the minimum criteria and the proposer satisfies the conditions for payment identified by the department in the U.S. 77 Project procurement documents.

ITEM 6. Aviation

Various Counties - Award federal and state grant funding for airport improvement projects at various locations (MO)

Commissioner Austin made a motion, which was seconded, and the commission approved the following minute order by a vote of 5 – 0. This item was presented by Chief Administrative and Strategy Officer Scott Leonard.

113189
AVN

The Texas Department of Transportation (department) is authorized under the federal Airport and Airway Improvement Act and the state Aviation Facilities Development and Financial Assistance Act to award federal and state funding for capital improvement projects and to assist in the development and establishment of airports in the state of Texas.

The airports listed in Exhibit A are currently in need of improvements to preserve the airports or to meet standards. The department recommends the award of federal and state grant funds for the improvements.

On Thursday, June 21, 2012, a public hearing was held. No comments were received.

IT IS THEREFORE ORDERED by the Texas Transportation Commission that the executive director, or the director's designee, is authorized to enter into any necessary agreements to fund, through the Aviation Facilities Grant Program, the projects described in Exhibit A at an estimated cost of \$4,273,500.

Note: Exhibit A is on file with the minute order clerk.

ITEM 7. Public Transportation

a. Various Counties - Award federal and state funds to designated lead agencies GLEASON and fiscal agents to support continuation of coordinated regional public transportation planning for FY 2013 (MO)

Commissioner Underwood made a motion, which was seconded, and the commission approved the following minute order by a vote of 5 – 0. This item was presented by Chief Administrative and Strategy Officer Scott Leonard.

113190
PTN

The Texas Transportation Commission (commission) was designated by the governor as the administering agency for the Federal Transit Administration (FTA) grant program, Statewide Transportation Planning Program (49 U.S.C. §5304) in a letter dated October 4, 2005, and is required to ensure that these grant funds are distributed and utilized in accordance with guidance from FTA.

Under §5304, FTA provides the department with funds to be used for planning and coordination projects.

The commission desires to award §5304 program funds to support the continued development of coordinated regional planning in public transportation.

Transportation Code, Chapter 455 assigns a broad spectrum of public transportation roles and missions to the Texas Department of Transportation (department).

Transportation Code, Chapter 456 authorizes the commission to administer funds appropriated for public transportation.

IT IS THEREFORE ORDERED by the commission that the executive director or the director's designee is authorized to distribute funds as described in Exhibit A, to lead agencies responsible for regionally coordinated transportation planning, submit the necessary state application to the FTA, and enter into the necessary contracts in accordance with the priorities established in this minute order.

Note: Exhibit A is on file with minute order clerk.

b. Various Counties - Award §5311(f) federal funds to Kerrville Bus Company Inc. (MO)

Commissioner Meadows made a motion, which was seconded, and the commission approved the following minute order by a vote of 5 – 0. This item was presented by Chief Administrative and Strategy Officer Scott Leonard.

113191
PTN

Transportation Code, Chapter 455 assigns a broad spectrum of public transportation roles and missions to the Texas Department of Transportation.

Transportation Code, Chapter 456 authorizes the Texas Transportation Commission (commission) to administer public transportation programs.

Under Chapter 11 bankruptcy reorganization, CUSA KBC, LLC dba Kerrville Bus Company no longer serves as the agent in the projects previously awarded by the commission and its grant agreements have been terminated. Kerrville Bus Company, Inc. will become the project sponsor and subrecipient for the remaining funds.

IT IS THEREFORE ORDERED by the commission that the executive director, or the director's designee, is hereby authorized to proceed with the awards not to exceed the balance amount as shown in Exhibit A to Kerrville Bus Company, Inc. and enter into the necessary contracts.

Note: Exhibit A is on file with minute order clerk.

ITEM 8. Promulgation of Administrative Rules Under Title 43, Texas Administrative Code, and the Administrative Procedure Act, Government Code, Chapter 2001:

a. Final Adoption

(1) Chapter 15 - Financing and Construction of Transportation Projects

(MO)

Amendments to §15.90, Reports and Audits (Transportation Corporations)

Commissioner Meadows made a motion, which was seconded, and the commission approved the following minute order by a vote of 5 – 0. This item was presented by Chief Financial Officer James Bass.

113192
FIN

The Texas Transportation Commission (commission) finds it necessary to adopt amendments to §15.90, Reports and Audits, relating to Transportation Corporations, to be codified under Title 43, Texas Administrative Code, Part 1.

The preamble and the adopted amendments, attached to this minute order as Exhibits A and B, are incorporated by reference as though set forth verbatim in this minute order, except that they are subject to technical corrections and revisions, approved by the General Counsel, necessary for compliance with state or federal law or for acceptance by the Secretary of State for filing and publication in the Texas Register.

IT IS THEREFORE ORDERED by the commission that the amendments to §15.90 are adopted and are authorized for filing with the Office of the Secretary of State.

The executive director is directed to take the necessary steps to implement the actions as ordered in this minute order, pursuant to the requirements of the Administrative Procedure Act, Government Code, Chapter 2001.

Note: Exhibits A and B are on file with minute order clerk.

(2) Chapter 28 - Oversize and Overweight Vehicles and Loads (MO)

New §28.1, Purpose, §28.2, Definitions, and §28.3, Delegation Authority (General); the Repeal of §§28.80-28.82 (Highway Crossings by Oversize and Overweight Vehicles and Loads), §§28.90-28.92 (Port of Brownsville Port Authority Permits), and §§28.100-28.102 (Chambers County Permits); and New §§28.10-28.12 (Highway Crossings by Oversize and Overweight Vehicles and Loads), §§28.20-28.22 (Port of Brownsville Port Authority Permits), and §§28.30-28.32 (Chambers County Permits)

Commissioner Austin made a motion, which was seconded, and the commission approved the following minute order by a vote of 5 – 0. This item was presented by Deputy Executive Director John A. Barton.

113193
MNT

The Texas Transportation Commission (commission) finds it necessary to adopt the repeal of §§28.80 - 28.82, §§28.90 - 28.92, and §§28.100 - 28.102 and simultaneously adopt new

§§28.1 - 28.3, §§28.10 - 28.12, §§28.20 - 28.22, and §§28.30 - 28.32, all relating to Oversize and Overweight Vehicles and Loads to be codified under Title 43, Texas Administrative Code, Part 1.

The preamble, repeals, and new sections, attached to this minute order as Exhibits A - F, are incorporated by reference as though set forth verbatim in this minute order, except that they are subject to technical corrections and revisions, approved by the General Counsel, necessary for compliance with state or federal law or for acceptance by the Secretary of State for filing and publication in the Texas Register.

IT IS THEREFORE ORDERED by the commission that the repeal of §§28.80 - 28.82,

§§28.90 - 28.92, and §§28.100 - 28.102 and new §§28.1 - 28.3, §§28.10 - 28.12, §§28.20 - 28.22,

§§28.30 - 28.32, are adopted and are authorized for filing with the Office of the Secretary of State.

The executive director is directed to take the necessary steps to implement the actions as ordered in this minute order, pursuant to the requirements of the Administrative Procedure Act, Government Code, Chapter 2001.

Note: Exhibits A - F are on file with minute order clerk.

b. Proposed Adoption

(1) Chapter 1 - Management (MO)

New §§1.101 - 1.108, Alternative Dispute Resolution (Alternative Dispute Resolution)

Commissioner Underwood made a motion, which was seconded, and the commission approved the following minute order by a vote of 5 – 0. This item was presented by TxDOT Attorney Rich O’Connell.

113194
OGC

The Texas Transportation Commission (commission) finds it necessary to propose new §§1.101 - 1.108, relating to Alternative Dispute Resolution, to be codified under Title 43, Texas Administrative Code, Part 1.

The preamble and the proposed new sections, attached to this minute order as Exhibits A and B, are incorporated by reference as though set forth verbatim in this minute order, except that they are subject to technical corrections and revisions, approved by the General Counsel, necessary for compliance with state or federal law or for acceptance by the Secretary of State for filing and publication in the Texas Register.

IT IS THEREFORE ORDERED by the commission that new §§1.101 - 1.108 are proposed for adoption and are authorized for publication in the Texas Register for the purpose of receiving public comments.

The executive director is directed to take the necessary steps to implement the actions as ordered in this minute order, pursuant to the requirements of the Administrative Procedure Act, Government Code, Chapter 2001.

Note: Exhibits A and B are on file with minute order clerk.

(2) Chapter 9 - Contract and Grant Management (MO)

Amendments to §9.1, Claims for Purchase Contracts and New §9.7, Protest of Contract Practices or Procedures (General)

Commissioner Austin made a motion, which was seconded, and the commission approved the following minute order by a vote of 5 – 0. This item was presented by TxDOT Attorney Rich O’Connell.

113195

The Texas Transportation Commission (commission) finds it necessary to

OGC

propose amendments to §9.1 Claims for Purchase Contracts, and new §9.7, Protest of Contract Practices or Procedures, to be codified under Title 43, Texas Administrative Code, Part 1.

The preamble and the proposed amendments and new section, attached to this minute order as Exhibits A and B, are incorporated by reference as though set forth verbatim in this minute order, except that they are subject to technical corrections and revisions, approved by the General Counsel, necessary for compliance with state or federal law or for acceptance by the Secretary of State for filing and publication in the Texas Register.

IT IS THEREFORE ORDERED by the commission that the amendments to §9.1 and new §9.7 are proposed for adoption and are authorized for publication in the Texas Register for the purpose of receiving public comments.

The executive director is directed to take the necessary steps to implement the actions as ordered in this minute order, pursuant to the requirements of the Administrative Procedure Act, Government Code, Chapter 2001.

Note: Exhibits A and B are on file with the minute order clerk.

ITEM 9. Office of Compliance and Ethics Report

This item was presented by Office of Compliance and Ethics Director Suzanne Mann Latimer.

ITEM 10. Transportation Planning

a. Various Counties - Award Transportation Development Credits (TDC) to provide the non-federal match of federal metropolitan planning funds and statewide planning and research funds (MO)

Commissioner Underwood made a motion, which was seconded, and the commission approved the following minute order by a vote of 5 – 0. This item was presented by Chief Planning and Project Officer Russell Zapalac.

113196
TPP

Title 23 U.S.C. §134 establishes a metropolitan planning program for each state. The 25 participating metropolitan planning organizations (MPOs) in Texas receive federal metropolitan planning funds to carry out the provisions of the metropolitan planning program. The federal funds must be matched by non-federal share funds.

Title 23 U.S.C. §505 reserves a portion of federal apportionments for activities related to statewide planning and research activities. The federal funds must be matched by non-federal share funds.

Title 23 U.S.C. §120 permits a state to use certain toll revenue expenditures, called transportation development credits (TDC), as credit toward the non-federal share of certain programs authorized by Title 23 U.S.C. and Chapter 53 of Title 49 U.S.C.

In the past, the Texas Department of Transportation (department) provided the non-federal share match for the metropolitan planning program allowing MPOs to receive federal funds without having to provide a local match. In addition, the department also provided the non-federal share match for the State Planning and

Research (SPR) Work Program. Due to current financial constraints, the department desires to substitute the non-federal match with TDC. It is estimated that 4.5 million in TDC is required to provide for the non-federal match of unexpended metropolitan planning program reimbursements and 9.8 million in TDC is required for the SPR Work Program through Fiscal Year 2013.

Title 43, Texas Administrative Code, §5.73 establishes a process by which TDC may be awarded at the discretion of the Texas Transportation Commission (commission). In accordance with §5.73(b), the commission will consider the expressed opinion, if any, of MPOs regarding projects within their boundaries.

The commission finds that distribution of TDC to provide for the non-federal share match of metropolitan planning and SPR funds serves to meet department needs after considering the potential of this award to expand the availability of funding for transportation projects, reduce congestion, expand economic opportunity, enhance safety, improve air quality, and increase the value of transportation assets.

IT IS THEREFORE ORDERED by the commission that the executive director or the director's designee is authorized to utilize TDC in support of the metropolitan planning program and the SPR Work Program in an amount not to exceed 14.3 million credits.

b. Various Counties - Appoint one member to the Grand Parkway Association Board of Directors (MO)

Commissioner Moseley made a motion, which was seconded, and the commission approved the following minute order by a vote of 5 – 0. This item was presented by Chief Planning and Project Officer Russell Zapalac.

113197
TPP

The Texas Transportation Commission (commission) by Minute Order 110582, dated June 29, 2006, appointed Lori Klein Quinn to serve a six-year term on the Board of Directors (board) of the Grand Parkway Association, a transportation corporation created by the commission under Transportation Code, Chapter 431.

Ms. Quinn's term expired on June 29, 2012.

Pursuant to Title 43, Texas Administrative Code (TAC), §15.85, the board has nominated

Ms. Quinn for a third term and has submitted the prescribed documentation for commission review.

The board published an appropriate notice of the nomination and its proposed consideration by the commission at least 20 days prior to the date of this order, and has furnished the commission with the requisite publisher's affidavit.

Based upon the review and consideration of all relevant information as documented and filed with the commission, as well as the board's recommendation, it appears to the commission that the nominee is fully eligible and qualified to serve as a member of the board in accordance with Transportation Code, Chapter 431, and 43 TAC, Chapter 15, Subchapter H.

IT IS THEREFORE ORDERED by the commission that effective on the date of this order, Lori Klein Quinn is hereby re-appointed to serve as a member on the board for the Grand Parkway Association, with a term expiring July 26, 2018.

c. **Hays County** - Award transportation development credits to Texas State University to provide the non-federal match to the federal funds associated with the Aquarena Springs/Post Road Bikeway Project (MO)

Commissioner Austin made a motion, which was seconded, and the commission approved the following minute order by a vote of 5 – 0. This item was presented by Chief Planning and Project Officer Russell Zapalac.

113198
TPP

Title 23 U.S.C. §120 permits a state to use certain toll revenue expenditures, called transportation development credits (TDC), as credit toward the non-federal share of certain programs authorized by Title 23 U.S.C. and Chapter 53 of Title 49 U.S.C.

Title 43, Texas Administrative Code, §5.73 establishes a process by which TDC may be awarded at the discretion of the Texas Transportation Commission (commission). In accordance with §5.73(b), the commission will consider the expressed opinion of the metropolitan planning organization with respect to a project within its boundaries.

The Capital Area Metropolitan Planning Organization (CAMPO) authorized \$1,888,535 of its federal Surface Transportation Program Metropolitan Mobility funds to construct an off-road bikeway and pedestrian facility that would connect the Texas State University campus to the Aquarena Springs and Post Road Bikeway. This project will provide safer travel for students and commuters as well as reduce vehicular traffic and emissions in the campus area.

The Austin District (district) has requested the use of TDC as the non-federal match for the development of this bikeway project. The department received a letter from Texas State University supporting the award. The total amount of TDC requested by the district is 376,707.

The commission finds that distribution of TDC for this project serves to meet department needs after considering the potential of this award to expand the availability of funding for transportation projects, reduce congestion, expand economic opportunity, enhance safety, improve air quality, and increase the value of transportation assets.

IT IS THEREFORE ORDERED by the commission that the executive director or the director's designee is authorized to utilize TDC in support of the Aquarena Springs/Post Road Bikeway Project, in an amount not to exceed 376,707 credits.

ITEM 11. Trade Corridor Connector Project

Hidalgo County - Consider amending Minute Order 112250, dated April 29, 2010, to extend the project limits for designating the proposed Trade Corridor Connector Project as SH 365 and change the deadline date to begin construction from April 28, 2013 to August 31, 2016 (MO)

Commissioner Underwood made a motion, which was seconded, and the commission approved the following minute order by a vote of 5 – 0. This item was presented by Deputy Executive Director John A. Barton. The commission also heard comments from Hidalgo County Judge Ramon Garcia and Hidalgo County Regional Mobility Authority Chair Dennis Burleson.

113199
TPP

The Texas Transportation Commission (commission), by Minute Order 112250, dated April 29, 2010, designated the proposed Trade Corridor Connector Project as STATE HIGHWAY 365 in HIDALGO COUNTY along a new location from Farm to Market 1016, 1.7 miles south of US 83, eastward to FM 3072, 0.9 mile west of FM 2557, a distance of approximately 12.73 miles. The minute order also provided that the designation shall become null and void if construction of the Trade Corridor Connector Project does not begin within 36 months of the date of the minute order.

Subsequent to the April 29, 2010 minute order, the Hidalgo County Regional Mobility Authority (HCRMA) procured the services of a general engineering consultant, conducted traffic and revenue studies, and procured services for environmental studies, surveying and preliminary engineering for development of the Trade Corridor Connector Project. Although HCRMA is committed to expediting and completing development of the project, it is a complex endeavor and will not likely be ready to receive construction bids until fiscal year 2016. HCRMA's strategic plan for development of its overall system of projects also seeks to extend the limits of the project southward to US 281 (Military Highway). Accordingly, HCRMA and the department are recommending that Minute Order 112250 be amended.

The commission finds that amendment of Minute Order 112250 to extend the project limits and the deadline for beginning construction will facilitate the Trade Corridor Connector project, serves the public interest and is in the best interest of the state, is compatible with existing and planned transportation facilities, and serves to further state, regional and local transportation plans and goals.

IT IS THEREFORE ORDERED by the commission that SH 365 be designated along a new location from FM 1016, 1.7 miles south of US 83, eastward to FM 3072, approximately 0.9 mile west of FM 2557, and then southward to US 281 (Military Highway), a distance of approximately 14.31 miles. In the event construction of the Trade Corridor Connector Project (SH365) does not begin by August 31, 2016, the order shall become null and void.

IT IS FURTHER ORDERED that if the project is developed by an entity other than the Texas Department of Transportation (department), the maintenance, control, and jurisdiction of the project will remain with the developing entity until the highway is opened to traffic as approved by the department.

ITEM 12. Pass-Through Toll Agreement

Hidalgo County - Consider termination of two pass-through toll agreements between the Hidalgo County Regional Mobility Authority (HCRMA) and the department: PT2010-014-01 dated January 11, 2011, approved in Minute Order 112437, that provided for the reconstruction and widening of US 281 (Military Highway); and PT2010-010-01 dated January 11, 2011, approved in Minute Order 112391, that

provided for the construction of a two-lane toll facility and other improvements for SH 365 (MO)

Commissioner Underwood made a motion, which was seconded, and the commission approved the following minute order by a vote of 5 – 0. This item was presented by Chief Financial Officer James Bass. The commission also received comments from Hidalgo County Judge Ramon Garcia.

113200
FIN

The Texas Transportation Commission (commission), by Minute Orders 112391 and 112437, dated August 26, 2010 and September 30, 2010 respectively, authorized and directed the executive director of the Texas Department of Transportation (department) to negotiate and execute pass-through toll agreements (PTT Agreements) with Hidalgo County Regional Mobility Authority (HCRMA) in accordance with 43 TAC Chapter 5, Subchapter E. Both PTT Agreements were executed on January 11, 2011. The agreement authorized by Minute Order 112391 provided for the construction of a two-lane toll facility with additional passing lanes, overpasses, and an underpass on SH 365 from FM 1016 (Conway Avenue) to FM 3072 (Dicker Road). The agreement authorized by Minute Order 112437 provided for the reconstruction and widening of US 281 (Military Highway) from 0.45 mile east of SP 600 to FM 2557 (Stewart Road) with a new overpass at San Juan Road.

HCRMA recently adopted its 2012-2017 Strategic Plan (Plan) that consolidates its transportation development activities and funding options. The Plan removed construction of a separate US 281 project by HCRMA to focus and combine its resources on an expanded SH 365 (Trade Corridor Connector) project. The Trade Corridor Connector project will include construction of an overpass at the SH 365 / US 281 intersection. Alternative funding has been identified to develop the revised projects without using pass-through toll financing. Accordingly, HCRMA and the department are recommending that the two PTT Agreements be terminated.

The commission finds that termination of the two PTT Agreements will facilitate the Trade Corridor Connector project, serves the public interest and is in the best interest of the state, is compatible with existing and planned transportation facilities, and serves to further state, regional and local transportation plans and goals.

IT IS THEREFORE ORDERED by the commission that termination of the two PTT Agreements is approved and the executive director or his designee is authorized and directed to execute a termination agreement with HCRMA.

ITEM 13. Finance

a. State Infrastructure Bank

Kaufman County - Consider granting final approval of an application from Kaufman County to borrow up to \$2,700,000 from the state infrastructure bank (SIB) to pay for costs of right-of-way acquisition relating to the realignment of State Highway 34 approximately 1.5 miles to the east of its current location, from 1.375 miles southwest of FM 13888 to State Highway 243 (project) (MO)

Commissioner Underwood made a motion, which was seconded, and the commission approved the following minute order by a vote of 5 – 0. This item was presented by Chief Financial Officer James Bass.

113201
FIN

Kaufman County (county) submitted an application to the department for financial assistance to borrow up to \$2.7 million from the state infrastructure bank (SIB) to pay for the acquisition of right-of-way relating to the realignment of State Highway 34 approximately 1.5 miles to the east of its current location, from 1.375 miles southwest of Farm to Market 1388 to State Highway 243 (project). The revised SIB rules, approved by the commission by Minute Order 113110 on May 31, 2012 and effective June 21, 2012 (rules), allow for final approval by the commission of any SIB loan in the principal amount of \$10 million or less, without first going through the preliminary approval process described in the rules.

The executive director or his designee implemented actions authorized and required by the rules for final approval, and also hereby determines that the requirement to submit any information or data that was not submitted by the county is waived as permitted by the rules either because the information or data is not relevant or the department already possesses the information or data. The executive director affirms that the necessary social, economic, and environmental impact studies have been completed, and that the Texas Department of Transportation has approved those studies. The executive director recommends that the commission grant final approval of the SIB application for financial assistance.

The commission finds that: (1) the project is consistent with the Statewide Long-Range Transportation Plan and, as the project is in a Clean Air Act non-attainment area, the project is consistent with the Statewide Transportation Improvement Program and with the State Implementation Plan; (2) the project will improve the efficiency of the state's transportation systems; (3) the project will expand the availability of funding for transportation projects or reduce direct state costs; and (4) the application shows that the project and the applicant are likely to have sufficient revenues to assure repayment of the financial assistance.

The commission finds that providing financial assistance will protect the public safety and prudently provide for the protection of public funds, while furthering the purposes of the SIB; and that the project will provide for all reasonable and feasible measures to avoid, minimize, or mitigate for adverse environmental impacts.

IT IS THEREFORE ORDERED that the application for SIB financial assistance submitted by Kaufman County to borrow up to \$2.7 million from the State Infrastructure Bank is granted final approval. The executive director or his designee is directed and authorized to enter into the financial assistance agreement as negotiated with the county. The loan will be repaid over a period of no more than 11 years at 2.64 percent interest per annum. A deferral of repayment is authorized up to and including October 1, 2013. The final maturity date will be October 1, 2022.

b. SH 99 (Grand Parkway) Toll Project

Various Counties - Consider the preliminary approval of a request for financing from the Grand Parkway Transportation Corporation (GPTC) to pay for eligible costs

associated with the development, design, construction, operation, and maintenance of Segments F1, F2, and G of the SH 99 (Grand Parkway) toll project, from US 290 in Harris County to east of US 59 North in Montgomery County, operation and maintenance costs of Segment E and the portion of Segment D in Harris County, and pre-development costs of other portions of the Grand Parkway, subject to GPTC establishing the project's feasibility, and authorize the executive director to negotiate the terms of a toll equity loan agreement with the GPTC and negotiate and enter into a project agreement with the GPTC for the Grand Parkway toll project (MO)

Commissioner Moseley made a motion, which was seconded, and the commission approved the following minute order by a vote of 5 – 0. This item was presented by Deputy Executive Director John A. Barton.

113202
FIN

The Texas Department of Transportation (department) and the seven counties in the Houston area in which SH 99 (Grand Parkway) is located have been proceeding with the development of the Grand Parkway from SH 146 in Galveston County to SH 146 in Chambers County.

In accordance with the requirements of Transportation Code §228.0111 and the policies included in Minute Order 111410, the department and the seven counties entered into a Market Valuation Waiver Agreement, effective March 25, 2009, in which the parties agreed on the terms and conditions for the development, construction, and operation of the Grand Parkway, agreed to waive the development of a market valuation of the Grand Parkway, and agreed to certain other provisions applicable to the development, construction, and operation of the Grand Parkway. Each of the counties subsequently elected to exercise its option to develop, construct, and operate the portion of the Grand Parkway located within the territory of the county.

By resolution and order adopted on July 13, 2010, Chambers County withdrew its previous election to exercise that option, effectively choosing to not exercise its option, and providing for the reversion to the department of the right to develop, construct, and operate that portion of the Grand Parkway. In Minute Order 112528, the Texas Transportation Commission (commission) approved the department's determination to exercise its option to develop, finance, construct, and operate the portion of the Grand Parkway in Chambers County.

On January 11, 2011, the Harris County Commissioners Court rescinded its September 15, 2009 action to exercise the county's option, effectively choosing to not exercise its option, and providing for the reversion to the department of the right to develop, construct, and operate that portion of the Grand Parkway. In Minute Order 112558, the commission approved the department's determination to exercise its option to develop, finance, construct, and operate the portion of the Grand Parkway in Harris County.

On June 20, 2011, the Montgomery County Commissioners Court rescinded its September 14, 2009, action to exercise the county's option, effectively choosing to not exercise its option, and providing for the reversion to the department of the right to develop, construct, and operate that portion of the Grand Parkway. In Minute Order 112725, the commission approved the department's determination to exercise its option

to develop, finance, construct, and operate the portion of the Grand Parkway in Montgomery County.

In Harris and Montgomery counties, the department has been proceeding with the development of a toll project that will extend Grand Parkway from east of US 290 in Harris County to west of US 59 in Montgomery County, identified as Segments F1, F2, and G (2012 project), using a design-build comprehensive development agreement (CDA) in accordance with Subchapter E, Chapter 223, Transportation Code prescribing the process by which the department may enter into a CDA with a private entity that provides for the design, construction, maintenance or operation of a toll project on the state highway system.

The department has issued a request for proposals for the 2012 project and other facilities to the extent necessary for connectivity, mobility, safety, and financing from all private entities qualified for a short list, as authorized and directed by the commission on April 26, 2012, pursuant to Minute Order 113077.

In Minute Order 113046, dated March 29, 2012, the commission adopted a resolution creating the Grand Parkway Transportation Corporation (GPTC), approving its certificate of formation and bylaws and appointing the initial directors.

GPTC is authorized to assist and act on behalf of the commission in the development, financing, design, construction, reconstruction, expansion, operation and/or maintenance of the Grand Parkway toll project in fulfillment of the purposes of Chapter 431, including promoting and developing public transportation facilities and systems by new and alternative means, reducing burdens and demands on the limited funds available to the commission, and increasing the effectiveness and efficiency of the commission.

The department and the GPTC have been working together to identify an approach to provide for the funding and development of the 2012 project and other portions of the Grand Parkway that the commission is authorized to develop in Harris County (Segments D and E) and to provide funding for Grand Parkway pre-development costs of undeveloped segments in other counties.

The department and the GPTC are working to define (1) the responsibilities of GPTC to pay the costs of (a) operating and maintaining the Grand Parkway segments developed using the CDA and Segments D and E in Harris County and (b) funding certain pre-development costs of other portions of the Grand Parkway, and (2) the assistance to be provided to the GPTC by the department in the form of (a) personnel, consultant advice and contractual support, (b) assignment of revenues from completed segments of the Grand Parkway, and (c) financial assistance.

The allocation of responsibilities between GPTC and the department and the assistance to be provided to the GPTC by the department, other than financial assistance under Transportation Code, §222.103, will be reflected in a project agreement to be negotiated between the parties.

Transportation Code §222.103 authorizes the department to participate, by spending money from any available source in the acquisition, construction, maintenance, or operation of a toll facility of a public or private entity on terms and conditions established by the commission.

Pursuant to Transportation Code, §222.103, the commission adopted Title 43, Texas Administrative Code, §27.50 – 27.58 to prescribe conditions for the commission's financing of a public or private entity (toll equity rules).

On July 10, 2012, the GPTC's board of directors authorized the submission of an application for financial assistance under Transportation Code §222.103 and the toll equity rules for the costs of design, construction, acquisition of right of way, operation and maintenance and major maintenance of the 2012 project segments, costs of operation and maintenance of the portions of Segments D and E in Harris County, and pre-development costs of other portions of the Grand Parkway.

The GPTC plan of finance described in the application for financial assistance contemplates that the commission will assign to GPTC the toll revenues from operation of Segments F1, F2, and G of the Grand Parkway, and the portions of Segments D and E in Harris County, subject to satisfaction by the GPTC of all requirements for final approval of financial assistance by the commission and the project agreement having been executed by the parties.

In accordance with 43 TAC §27.53, the GPTC has submitted a request for financial assistance in an aggregate amount in nominal dollars no greater than the facility costs associated with Segments F1, F2, and G of the Grand Parkway and the maintenance, operation and major maintenance costs of Segments F1, F2, and G of the Grand Parkway, together with operation and maintenance costs of Segments D and E in Harris County, incurred or reasonably expected to be incurred over 52 years, under mutually approved projections and including a commercially reasonable contingency for design and construction cost overruns, eligible to be paid from the State Highway Fund under applicable law, and which may only include costs for (1) design and construction, including costs of acquiring right of way, and the identified and permitted pre-development costs of other portions of the Grand Parkway, (2) operations and maintenance costs of the 2012 project segments and Segments D and E in Harris County, and (3) major maintenance. Based on estimates of facility costs, the maximum amount of the loan commitment could be up to approximately \$8,500,000,000.

Information and data required by Section 27.53(b) is contained in the request for financial assistance. Supplemental information and data required by Section 27.53(c) is contained in the request for financial assistance or has already been provided to the department.

Section 27.53(d) authorizes the executive director of the department to waive submission of individual items of information or data required by Section 27.53(c) if: (1) the information or data required by this section is not relevant to the project or the financial assistance requested; or (2) the department already possesses information or data in a format that may be substituted for the required information or data.

The department previously conducted environmental studies and analyses of the 2012 project, and has secured environmental clearance in the form of Re-evaluations of the Final Environmental Impact Statements for each of Segments F1, F2, and G, all of which were approved by the Federal Highway Administration on May 22, 2012. Information and data relating to any known environmental, social, economic, or cultural resource issue is contained in the environmental documents prepared by the department.

The timely extension of Segments F1, F2 and G of the Grand Parkway and other segments of the Grand Parkway is a crucial element in the development of Harris and Montgomery counties, and the surrounding region. Development of the Grand Parkway toll project will benefit the region by reducing congestion and improving air quality in those areas.

The financial assistance for the 2012 project and other segments of the Grand Parkway is critical to the GPTC's overall plan of finance. The successful funding of the Grand Parkway toll project will benefit the state and the traveling public and improve the efficiency of the state's transportation system by providing for the timely completion of the 2012 project and advancement of the development of other portions of the Grand Parkway, which will enhance mobility and operational efficiency, decrease congestion, increase safety, increase economic development opportunities, decrease travel time, decrease air pollution, and enhance quality of life in the Grand Parkway corridor. Without the department's assistance, the timeline to complete the 2012 project for the Grand Parkway and realize those benefits could be delayed.

The financial assistance for the 2012 project and other segments of the Grand Parkway should lower the GPTC's capital costs, which will increase the ability of GPTC to finance the entirety of the 2012 project and at a lower rate of interest and should eliminate the need for an upfront cash public subsidy. The Grand Parkway toll project will expand the availability of funding for transportation projects or reduce direct state costs through the GPTC's issuance of toll revenue bonds to finance all project costs of Segments F1, F2 and G of the Grand Parkway and significant pre-development costs of other segments. The revenues anticipated to be assigned by the commission from Grand Parkway Segments F1, F2 and G, augmented by revenues from the Harris County portions of Segments D and E, are likely to be sufficient to assure repayment of any loan from the department.

Segments F1, F2 and G of the Grand Parkway and Segments D and E in Harris County are consistent with the approved Statewide Transportation Plan, the approved metropolitan transportation plan, the 2013-2016 transportation improvement program and transportation conformity determination of the Houston-Galveston Area Council, the metropolitan planning organization for the Houston region, and will be consistent with the Statewide Transportation Improvement Program.

NOW, THEREFORE, IT IS DETERMINED that the request for financial assistance submitted by the Grand Parkway Transportation Corporation meets the requirements of 43 TAC §27.53 and §27.54(a) and, in accordance with those provisions, the commission grants preliminary approval of financial assistance composed of an aggregate amount in nominal dollars no greater than the facility costs associated with Segments F1, F2, and G of the Grand Parkway and the maintenance, operation and major maintenance costs of Segments F1, F2, and G of the Grand Parkway, together with operation and maintenance costs of Segments D and E in Harris County, incurred or reasonably expected to be incurred over 52 years, and identified and permitted pre-development costs of other portions of the Grand Parkway, under mutually approved projections and including a commercially reasonable contingency for design and construction cost overruns, eligible to be paid from the state highway fund under applicable law, and which may only include costs for (1) design and

construction, including acquisition of right of way, (2) operations and maintenance, and (3) major maintenance. The executive director is directed to implement the actions authorized and required by 43 TAC §27.54.

IT IS FURTHER ORDERED that the executive director of the department is authorized to negotiate the terms of a toll equity loan agreement with Grand Parkway Transportation Corporation.

IT IS FURTHER ORDERED by the commission that the executive director, on behalf of the commission, is authorized to negotiate and enter into a project agreement with the Grand Parkway Transportation Corporation for the Grand Parkway toll project.

c. **Travis County** - Consider the preliminary approval of a request for financial assistance in the amount of \$197.6 million from the Central Texas Regional Mobility Authority to pay for the construction of the MoPac Improvement Project, an 11.2 mile project to add one express, variable-priced tolled lane in each direction on Loop 1 between FM 734 (Parmer Lane) and Cesar Chavez Street (MO)

Commissioner Austin made a motion, which was seconded, and the commission approved the following minute order by a vote of 5 – 0. This item was presented by Chief Financial Officer James Bass. The commission also received comments from Central Texas Regional Mobility Authority Executive Director Mike Heiligenstein.

113203
FIN

The Texas Department of Transportation (department) and the Central Texas Regional Mobility Authority (CTRMA) developed a “CTRMA/TxDOT Regional Implementation Program” that provides for the funding and development of certain transportation system improvements within the jurisdictional limits of the CTRMA.

On October 8, 2007, the Capital Area Metropolitan Planning Organization (CAMPO) Transportation Policy Board approved amendments to CAMPO’s 2030 Transportation Plan and the FY 2008-FY 2011 Transportation Improvement Program (TIP), amending previous authorizations for the development of certain highway projects of the department that are located within the boundaries of CAMPO as toll projects, including the MoPac Improvement Project, an 11.2 mile project to add one express, variable-priced tolled lane in each direction on Loop 1 between FM 734 (Parmer Lane) and Cesar Chavez Street. On May 24, 2010, CAMPO approved the 2035 Transportation Plan. The MoPac Improvement Project is included in this plan.

Pursuant to former Section 228.0111 of the Transportation Code, the CTRMA exercised its option to develop, construct, and operate the MoPac Improvement Project. The MoPac Improvement Project includes the construction of sound walls and grade separated ramps providing access to and from downtown Austin. The tolled lanes will be located in the median of the corridor separated from the existing general purpose lanes by a buffer zone.

Transportation Code, §370.301 authorizes the department to provide for or contribute to the payment of costs of the design, financing, construction, operation, or maintenance of a turnpike project by a regional mobility authority (RMA) on terms agreed to by the department and the RMA. Transportation Code, §222.103 authorizes the department to participate, by spending money from any available source, in the

acquisition, construction, maintenance, or operation of a toll facility of a public or private entity on terms and conditions established by the Texas Transportation Commission (commission).

Pursuant to Transportation Code, §222.103, the commission adopted Title 43, Texas Administrative Code, §§27.50-27.58 (toll equity rules) to prescribe conditions for the commission's financing of a toll facility of a public or private entity.

In accordance with Section 27.53 of the toll equity rules, the CTRMA has submitted a request for financing in the amount of \$197.6 million to pay for the costs of constructing the MoPac Improvement Project, including the costs of utility relocation, construction of sound walls, installation of tolling equipment, and construction of grade separated ramps providing access to and from downtown Austin. The financial assistance would be comprised of funding previously allocated by CAMPO to the project. The request is for the financial assistance to be in the form of a grant.

As required by Section 27.53(a)(3), on November 18, 2009, the CTRMA Board of Directors passed a resolution to amend the CTRMA Employee Handbook to include an internal ethics and compliance program that satisfies the requirements of that paragraph.

Section 27.53(d) authorizes the executive director of the department to waive submission of individual items of information or data required by Section 27.53(c) if: (1) the information or data required by this section is not relevant to the project or the financial assistance requested; (2) the department already possesses information or data in a format that may be substituted for the required information or data; or (3) the past performance of the requestor on previous projects developed in collaboration with the department indicates that the requestor will adequately and prudently address the issues and impacts described in the requested information or data.

Information and data required by Section 27.53(b) is either contained in the request for financing or is already in the department's possession. Supplemental information and data required by Section 27.53(c) is contained in the request for financial assistance, is already in the department's possession, or is waived under Section 27.53(d).

The CTRMA has committed that the project will comply with all applicable environmental laws, and has committed that the CTRMA will assume responsibility for identifying and securing all federal and state environmental permits, issues, and approvals necessary for the development of the project.

The completion of the project will benefit the state and the traveling public and improve the efficiency of the state's transportation system by enhancing local and regional mobility, managing congestion, increasing capacity for traffic, providing reliable travel speeds for users, including transit, increasing safety, enhancing air quality, and enhancing operational efficiency in the project corridor and the regional transportation system.

The project is consistent with the approved Statewide Long-Range Transportation Plan and the Metropolitan Transportation Plan of the Capital Area Metropolitan Planning Organization, and is included in CAMPO's FY 2011-2014 Transportation Improvement Program and in the FY 2013-2016 Transportation Improvement Program.

The CTRMA and CAMPO have entered into an interlocal agreement concerning the Mopac Improvement Project. Under the interlocal agreement, CTRMA has agreed, in exchange for the allocation by CAMPO of \$130 million in funding to the project (in addition to the previous allocation of \$67.6 million), to establish a Regional Infrastructure Fund (RIF) and to deposit surplus revenues of the Mopac Improvement Project in the RIF, to be used to fund other eligible transportation projects in the region.

Along with the requested financial assistance, the project has the potential to expand the availability of funding for transportation projects or reduce direct state costs. The financial assistance will enhance the ability of the project to go forward as a toll facility, improving the efficiency of the state transportation system. Without the financial assistance, the timeline to complete the project and realize the benefits described above could be significantly delayed.

NOW, THEREFORE, IT IS DETERMINED that the request for financial assistance submitted by the Central Texas Regional Mobility Authority meets the applicable requirements of 43 TAC §27.53 and §27.54(a) and, in accordance with those provisions, the commission grants preliminary approval of the request for financing in the amount of \$197.6 million, in the form of a grant, to be used for the purposes described herein, and directs the executive director to implement the actions authorized and required by those and other applicable toll equity rule provisions.

d. El Paso Toll Equity

El Paso County - Consider the preliminary approval of a request for financial assistance in the amount of \$1.3 million from the Camino Real Regional Mobility Authority to pay for the costs of preparing environmental documents and preliminary engineering services for the Loop 375 - Americas Managed Lanes Project, an approximately 6.3 mile project to add one express, managed tolled lane in each direction on Loop 375 between Zaragoza Road and Pellicano Drive in the city of El Paso (MO)

Commissioner Underwood made a motion, which was seconded, and the commission approved the following minute order by a vote of 5 – 0. This item was presented by Chief Financial Officer James Bass.

113204
FIN

The Texas Department of Transportation (department) and the Camino Real Regional Mobility Authority (CRRMA) have been proceeding with the preliminary development of the Loop 375 – Americas Managed Lanes Project, an approximately 6.3 mile project to add one express, managed tolled lane in each direction on Loop 375 between Zaragoza Road and Pellicano Drive in the city of El Paso (Project).

The Project is one segment of a proposed regional network of toll facilities that are part of the 2008 Comprehensive Mobility Plan for the El Paso area (2008 CMP). The 2008 CMP contemplates that the Project will be developed by the CRRMA. The managed lanes to be constructed as part of the Project would be located in the median of the corridor. The Project also includes the construction of new structures over a number of major arterials and Union Pacific rail facilities.

Transportation Code, §370.301 authorizes the department to provide for or contribute to the payment of costs of the design, financing, construction, operation, or maintenance of a turnpike project by a regional mobility authority (RMA) on terms agreed to by the department and the RMA. Transportation Code, §222.103 authorizes the department to participate, by spending money from any available source, in the acquisition, construction, maintenance, or operation of a toll facility of a public or private entity on terms and conditions established by the Texas Transportation Commission (commission).

Pursuant to Transportation Code, §222.103, the commission adopted Title 43, Texas Administrative Code, §§27.50-27.58 (toll equity rules) to prescribe conditions for the commission's financing of a toll facility of a public or private entity.

In accordance with Section 27.53 of the toll equity rules, the CRRMA has submitted a request for financing in the amount of \$1.3 million to pay for the costs of preparing environmental documents and preliminary engineering services for the approximately 6.3 miles of managed lanes to be added to Loop 375 by the Project. The financial assistance would be comprised of funding previously allocated by the El Paso Metropolitan Planning Organization to the project. The request is for the financial assistance to be in the form of a grant.

As required by Section 27.53(a)(3), on December 16, 2009, the CRRMA Board of Directors passed a resolution adopting the CRRMA Ethics and Compliance Policy, which includes an internal ethics and compliance program that satisfies the requirements of that paragraph.

Section 27.53(d) authorizes the executive director of the department to waive submission of individual items of information or data required by Section 27.53(c) if: (1) the information or data required by this section is not relevant to the project or the financial assistance requested; (2) the department already possesses information or data in a format that may be substituted for the required information or data; or (3) the past performance of the requestor on previous projects developed in collaboration with the department indicates that the requestor will adequately and prudently address the issues and impacts described in the requested information or data.

Information and data required by Section 27.53(b) is either contained in the request for financing or is already in the department's possession. Supplemental information and data required by Section 27.53(c) is contained in the request for financial assistance, is already in the department's possession, or is waived under Section 27.53(d).

The CRRMA has committed to implementing the Project in compliance with all applicable local, state and federal environmental laws, regulations and requirements, and has committed to implement all environmental permits, issues, and commitments (EPIC).

The completion of the Project will benefit the state and the traveling public and improve the efficiency of the state's transportation system by enhancing local and regional mobility, managing congestion, increasing capacity for traffic, providing reliable travel speeds for users, increasing safety, enhancing air quality, and enhancing operational efficiency in the project corridor and the regional transportation system. The completion of the Project will increase mobility and improve safety and reliability

in El Paso and the region by increasing capacity on Loop 375, thereby adding to the viability of Loop 375 as an alternative to I-10.

The Project will expand the availability of funding for transportation projects or reduce direct state costs. The financial assistance will enhance the ability of the Project to go forward as a toll facility, improving the efficiency of the state transportation system. Without the financial assistance, the timeline to complete the Project and realize the benefits resulting from the Project could be indefinitely delayed.

The Project is consistent with the approved Statewide Long-Range Transportation Plan and is included as a toll project in the conforming metropolitan transportation plan (MTP) of the El Paso Metropolitan Planning Organization (MPO), and is included in the MPO's FY 2013-2016 Transportation Improvement Program, which will be incorporated into the FY 2013-2016 Statewide Transportation Improvement Program.

NOW, THEREFORE, IT IS DETERMINED that the request for financial assistance submitted by the Camino Real Regional Mobility Authority meets the applicable requirements of 43 TAC §27.53 and §27.54(a) and, in accordance with those provisions, the commission grants preliminary approval of the request for financing in the amount of \$1.3 million, in the form of a grant, to be used for the purposes described herein, and directs the executive director to implement the actions authorized and required by those and other applicable toll equity rule provisions.

ITEM 14. Texas Mobility Fund

Various Counties - Lone Star Rail District - Consider granting approval of a request from Lone Star Rail District for state participation in the amount of \$2.5 million for environmental and development studies relating to the provision of passenger rail services with funding from the proceeds of Texas Mobility Fund general obligation bonds issued under Transportation Code, Chapter 201, Subchapter M (MO)

Commissioner Meadows made a motion, which was seconded, and the commission approved the following minute order by a vote of 5 – 0. This item was presented by Chief Financial Officer James Bass.

113205
FIN

Article III, Section 49-k of the Texas constitution (constitutional provision) created the Texas Mobility Fund (fund) in the state treasury and provides that the fund shall be administered by the Texas Transportation Commission (commission) as a revolving fund to provide a method of financing the construction, reconstruction, acquisition, and expansion of state highways and to provide participation by the state in the payment of a portion of the costs of constructing and providing publicly-owned toll roads and other public transportation projects, in accordance with the procedures, standards and limitations established by law.

The Texas Legislature implemented the authority granted by this constitutional provision in Transportation Code, Chapter 201, Subchapter M (enabling act). Transportation Code §201.943 provides that the commission, by order, may issue obligations, including Texas Mobility Fund general obligation bonds (bonds), secured by and payable from a pledge of and lien on all or part of the money in the fund.

In Minute Order 109800, dated September 30, 2004, the commission adopted the Texas Mobility Fund Strategic Plan (plan) in accordance with Transportation Code §201.947 describing how the proceeds of obligations will be used and the benefit the state will derive from use of money in the fund.

Lone Star Rail District has submitted a request to the Texas Department of Transportation (department) for state participation in the form of a grant of Texas Mobility Fund bond proceeds to pay a portion of the cost of constructing other public transportation projects, specifically passenger rail services in Central and South Texas, adding much-needed capacity in the I-35 corridor (project).

The project will provide intercity passenger rail service on existing freight lines that parallel I-35 between Round Rock and San Antonio.

The grant of money in the fund will be used by Lone Star Rail District for environmental work, feasibility study, relocation work for existing freight lines and public outreach/information necessary in connection with certain required federal approvals for the project.

The grant of money in the fund for the project is consistent with the uses of the fund set forth in the plan.

NOW, THEREFORE, IT IS DETERMINED that the request for a grant from the fund submitted by the Lone Star Rail District meets the eligibility requirements of the constitutional provision, enabling act, and the plan, and the commission approves the request for funding from the proceeds of the bonds in the amount of \$2.5 million, in the form of a grant, to be used for the purposes described herein, and directs the executive director to implement the actions necessary to effect the purposes of this minute order and further directs the chief financial officer, as an authorized representative pursuant to the master resolution and the applicable supplemental resolution for the fund, to ensure compliance with the permitted uses of the fund and the federal income tax laws applicable to the bonds including execution of any necessary agreements or certificates.

ITEM 15. Contracts

Award or reject contracts for maintenance, highway and building construction

a. Highway Maintenance and Department Building Construction

Commissioner Austin made a motion, which was seconded, and the commission approved the following minute order by a vote of 5 – 0. This item was presented by Deputy Executive Director John A. Barton.

113206
CST

Pursuant to Transportation Code, Chapter 223, Subchapter A, and Title 43, Texas Administrative Code, Chapter 9, Subchapter B, the Texas Department of Transportation (department) solicited and received sealed competitive bid proposals for maintenance of the State Highway System, which were publicly opened and read on July 10 and 11, 2012.

Pursuant to cited code provisions highway maintenance contract bids on a project may be accepted or rejected, but if accepted must be awarded to the lowest bidder.

An award is conditional in the event it is subject to Federal Highway Administration concurrence, third party funding or concurrence, and other conditions listed in the contract or an exhibit to this order.

The department recommends that the Texas Transportation Commission (commission) respectively award to the lowest bidder or reject, as indicated, those highway maintenance and department building construction contracts, with an engineer's estimated cost of \$300,000 or more, identified on attached Exhibit A to this order.

IT IS THEREFORE ORDERED by the commission that the contracts described in Exhibit A be and are hereby respectively awarded to the lowest bidder or rejected as indicated therein.

If a contractual requirement of award is not satisfied within the prescribed time limit, including any extension of time allowed by the executive director or the director's designee, by reason of the action or inaction of the successful low bidder on any contract, including, but not limited to, disadvantaged business/historically underutilized business participation, the contract is automatically in default and the executive director is authorized and directed to retain and deposit the related contract proposal guaranty to the credit of the State Highway Fund and to readvertise that project for competitive bids at the earliest practical subsequent date.

If a condition of award is not satisfied, including, but not limited to, reason of nonconcurrence of the Federal Highway Administration, the failure of a third party to fund or concur, or failure to meet other conditions in the contract or an exhibit to this order, the respective award is voided and the department will return the bid guaranty.

Note: Exhibit A is on file with the minute order clerk.

b. Highway and Transportation Enhancement Building Construction

Commissioner Meadows made a motion, which was seconded, and the commission approved the following minute order by a vote of 5 – 0. This item was presented by Deputy Executive Director John A. Barton.

113207
CST

Pursuant to Transportation Code, Chapter 223, Subchapter A, and Title 43, Texas Administrative Code, Chapter 9, Subchapter B, the Texas Department of Transportation (department) solicited and received sealed competitive bid proposals for improvement of the State Highway System, which were publicly opened and read on July 10 and 11, 2012.

Pursuant to cited code provisions highway improvement contract bids on a project may be accepted or rejected, but if accepted must be awarded to the lowest bidder.

An award is conditional in the event it is subject to Federal Highway Administration concurrence, third party funding or concurrence, and other conditions listed in the contract or an exhibit to this order.

The department recommends that the commission respectively award to the lowest bidder or reject, as indicated, those highway and transportation enhancement building construction contracts identified on attached Exhibit A to this order.

IT IS THEREFORE ORDERED by the commission that the contracts described in Exhibit A be and are hereby respectively awarded to the lowest bidder or rejected as indicated therein.

If a contractual requirement of award is not satisfied within the prescribed time limit, including any extension of time allowed by the executive director or the director's designee, by reason of the action or inaction of the successful low bidder on any contract, including, but not limited to, disadvantaged business/historically underutilized business participation, the contract is automatically in default and the executive director is authorized and directed to retain and deposit the related contract proposal guaranty to the credit of the State Highway Fund and to readvertise that project for competitive bids at the earliest practical subsequent date.

If a condition of award is not satisfied, including, but not limited to, reason of nonconcurrence of the Federal Highway Administration, the failure of a third party to fund or concur, or failure to meet other conditions in the contract or an exhibit to this order, the respective award is voided and the department will return the bid guaranty.

Note: Exhibit A is on file with the minute order clerk.

ITEM 16. Eminent Domain Proceedings

Various Counties - Authorize the filing of condemnation proceedings to acquire real property by eminent domain for non-controlled and controlled access highways (see attached list) (MO)

Commissioner Moseley made a motion that the Texas Transportation Commission authorize the Texas Department of Transportation to use the power of eminent domain to acquire the properties described in the minute order set forth in the agenda for the current month for construction, reconstruction, maintenance, widening, straightening, or extending the highway facilities listed in the minute order as a part of the state highway system, and that the first record vote applies to all units of property to be condemned. The motion was seconded and the following minute order was approved by Commissioner Houghton, Commissioner Underwood, Commissioner Meadows, Commissioner Austin and Commissioner Moseley (a vote of 5 – 0). This item was presented by Deputy Executive Director John A. Barton.

113208
ROW

To facilitate the safety and movement of traffic and to preserve the financial investment of the public in its highways, the Texas Transportation Commission (commission) finds that public necessity requires the laying out, opening, constructing, reconstructing, maintaining, widening, straightening, extending, and operating of the highway facilities listed below as a part of the State Highway System (highway system).

As provided for by Transportation Code, Chapter 203, Subchapter D, including Sections 203.051, 203.052, and 203.054, the commission finds and determines that each of the parcels of land listed below, and more particularly described in the attached Exhibits (parcels), are necessary or convenient as a part of the highway system to be constructed, reconstructed, maintained, widened, straightened, or extended (constructed

or improved) and it is necessary to acquire fee simple title in the parcels or such lesser property interests as set forth in the attached Exhibits.

The commission finds and determines that the highway facilities to be constructed or improved on the parcels identified and listed below under "CONTROLLED ACCESS" are designated as a Controlled-Access Highway in accordance with Transportation Code, Section 203.031; and where there is adjoining real property remaining after acquisition of a parcel, the roads are to be constructed or improved as a part of the highway facility with the right of ingress and egress to or from the remaining real property adjoining the highway facility to be permitted or denied, as designated and set forth on each of the attached Exhibits A - HH. Where there is adjoining real property remaining after acquisition of a parcel with respect to the highway facilities to be constructed or improved on the parcels identified as listed below under "NON-CONTROLLED ACCESS," roads are to be constructed or improved as a part of the highway facility with the right of ingress and egress to or from the remaining real property adjoining the highway facility to be permitted or denied, as designated and set forth on each of the attached Exhibits 1 - 7, in accordance with Transportation Code, Sections 203.002 and 203.003.

The commission finds and determines that condemnation of the parcels is required.

IT IS THEREFORE ORDERED that the initiation of condemnation proceedings for the parcels is adopted and authorized by a single order for the parcels, and this first vote by the commission applies to all of the parcels.

IT IS FURTHER ORDERED that the executive director is hereby authorized to proceed to condemnation on the parcels and directed to transmit or cause to be transmitted this request of the commission to the Office of the Attorney General to file or cause to be filed against all owners, lienholders, and any owners of any other interests in the parcels, proceedings in condemnation to acquire in the name of and on behalf of the state, fee simple title to each parcel or such lesser estates or property interests as are more fully described in each of the attached Exhibits, save and excepting oil, gas, and sulphur, as provided by law, as follows:

NON-CONTROLLED ACCESS

COUNTY	HIGHWAY	EXHIBIT	ROW CSJ NO.	PARCEL
Collin	FM 455	5	0816-04-046	40
Denton	FM 2181	6	2054-02-017	32E
Denton	FM 720	2	1567-01-034	43
Denton	FM 720	3	1567-01-034	44
Denton	FM 720	4	1567-01-034	45
Tarrant	SH 26	7	0363-01-126	100
Upshur	US 271	1	0248-05-059	1

CONTROLLED ACCESS

COUNTY	HIGHWAY	EXHIBIT	ROW CSJ NO.	PARCEL
Bell	IH 35	T	0015-04-083	20

Bell	IH 35	V	0015-04-083	37,37E
Bell	IH 35	W	0015-07-078	17
Bell	IH 35	D	0015-14-123	29
Bell	IH 35	H	0015-14-123	23
Bell	IH 35	E	0015-14-123	86E,86AC
Bell	IH 35	O	0015-14-123	77
Bell	IH 35	M	0015-14-123	106
Bell	IH 35	L	0015-14-123	61
Bell	IH 35	K	0015-14-123	49
Bell	IH 35	F	0015-14-123	39
Bell	IH 35	Q	0015-14-123	38
Bell	IH 35	P	0015-14-123	84
Bell	IH 35	G	0015-14-124	24
Bell	IH 35	R	0015-14-124	43
Dallas	IH 35E	S	0196-03-243	46A
Dallas	SH 121	J	0364-02-020	28
Denton	IH 35E	A	0196-01-097	10
Denton	IH 35E	B	0196-01-097	21
Denton	IH 35E	C	0196-01-097	22
Harris	IH 610	N	0271-14-221	217
McLennan	IH 35	U	0015-01-221	126
Rockwall	IH 30	I	0009-12-077	8
Tarrant	IH 35W	DD	0014-16-267	782
Tarrant	IH 35W	FF	0014-16-267	788
Tarrant	IH 35W	Z	0014-16-267	754,754E
Tarrant	IH 35W	EE	0014-16-267	786
Tarrant	IH 35W	CC	0014-16-267	776
Tarrant	IH 35W	BB	0014-16-267	775
Tarrant	IH 35W	AA	0014-16-267	755
Tarrant	IH 35W	Y	0014-16-267	752,752E
Tarrant	IH 35W	X	0014-16-267	751
Tarrant	IH 35W	HH	0014-16-267	792
Tarrant	IH 35W	GG	0014-16-267	791

Note: Exhibits A-HH and 1-7 are on file with minute order clerk.

ITEM 17. Routine Minute Orders

Commissioner Austin made a motion, which was seconded, and the commission approved the following minute order by a vote of 5 – 0. This item was presented by Executive Director Phil Wilson.

a. Donations to the Department

(1) Administration - Consider a donation through a non-profit entity of professional services to be provided by McKinsey and Company and to be used to reduce the cost and increase the effectiveness of the department's maintenance processes (MO)

ADM

services to be provided by McKinsey and Company and to be used to reduce the cost and increase the effectiveness of the department's maintenance processes. The estimated value of the donation is up to \$2,000,000.

The department has determined that acceptance of the donation is in the best interest and welfare of the traveling public and provides a significant public benefit.

Transportation Code, §201.206, authorizes the department to accept a donation in any form, including realty, personalty, money, materials, and services, for the purpose of carrying out its functions and duties. Government Code, Chapter 575, requires the governing board of a state agency to acknowledge the acceptance of a donation valued at \$500 or more by majority vote at an open meeting, not later than the 60th day after the date the donation is accepted. It also prohibits a state agency from accepting a donation from a person who is a party to a contested case before the agency until the 30th day after the date the decision in the case becomes final.

The Texas Transportation Commission (commission) has adopted 43 TAC §§1.500-1.506, which relate to the department's acceptance of donations. Section 1.503 prohibits acceptance of a gift or donation when the donor is subject to department regulation or oversight or when the donor is interested in or likely to become interested in any contract, purchase, payment, or claim with or against the department, except as provided by that section. It also provides that the commission may approve the acceptance of a donation, notwithstanding the foregoing proscriptions in the rules, if it determines that acceptance would provide a significant public benefit and would not influence or reasonably appear to influence the department in the performance of its duties.

The commission finds that the donation furthers the department's responsibilities and that McKinsey and Company is not a party to a contested case before the department and has not been a party to a contested case before the department during the last 30 days. The non-profit entity will be an organization that is not a party to a contested case before the department and has not been a party to a contested case before the department during the last 30 days.

The commission also finds that the McKinsey and Company is not subject to department regulation or oversight and is not interested in any contract, purchase, payment, or claim with or against the department. McKinsey and Company may become interested in a contract with the department in the future. The non-profit entity will be an organization that is not subject to department regulation or oversight and is not interested or likely to become interested in any contract, purchase, payment, or claim with or against the department.

The commission finds that this donation will provide a significant public benefit and will not influence or reasonably appear to influence the department in the performance of its duties.

IT IS THEREFORE ORDERED by the commission that the donation with an estimated value of \$2,000,000 by McKinsey and Company is accepted. The executive director or the executive director's designee is authorized to execute all necessary documents under 43 TAC §1.504 to effect the acknowledgement of the donation.

(2) Bryan District - Consider a donation from Highpoint development, LLC, for the design and construction of a raised curbed island and deceleration right-turn lane from the SH 6 northbound frontage road to the donor's new facility (MO)

113210
GSD

This minute order considers a donation from Highpoint Development, LLC, for the design and construction of a raised curbed island and deceleration right-turn lane from the STATE HIGHWAY 6 northbound frontage road to the new Value Place Hotel. All design and construction work will be provided by the donor, its consultant or its contractor. The donor will pay for all of the department's direct and indirect costs associated with the review and oversight of this work. The estimated value of the donation, including direct and indirect costs is \$105,000.

Transportation Code, §201.206, authorizes the department to accept a donation in any form, including realty, personalty, money, materials, and services, for the purpose of carrying out its functions and duties. Government Code, Chapter 575, requires the governing board of a state agency to acknowledge the acceptance of a donation valued at \$500 or more by majority vote at an open meeting, not later than the 60th day after the date the donation is accepted. It also prohibits a state agency from accepting a donation from a person who is a party to a contested case before the agency until the 30th day after the date the decision in the case becomes final.

Transportation Code, §223.049 authorizes the department to contract with an owner of land adjacent to a highway that is part of the state highway system to construct an improvement on the highway right of way that is directly related to improving access to or from the owner's land.

The Texas Transportation Commission (commission) has adopted 43 TAC §§1.500-1.506, which relate to the department's acceptance of donations. Section 1.503 prohibits acceptance of a gift or donation when the donor is subject to department regulation or oversight or when the donor is interested in or likely to become interested in any contract, purchase, payment, or claim with or against the department, except as provided by that section. It also provides that the commission may approve the acceptance of a donation, notwithstanding the foregoing proscriptions in the rules, if it determines that acceptance would provide a significant public benefit and would not influence or reasonably appear to influence the department in the performance of its duties.

The commission finds that the donation furthers the department's responsibilities and that the donor is not a party to a contested case before the department and has not been a party to a contested case before the department during the last 30 days.

The commission finds that acceptance of the donation would provide a significant public benefit and would not influence or reasonably appear to influence the department in the performance of its duties.

IT IS THEREFORE ORDERED by the commission that the donation by Highpoint Development, LLC, estimated at \$105,000 is approved for acceptance. The executive director or the executive director's designee is authorized to execute all necessary documents under 43 TAC §1.504 to effect the acknowledgement of the donation.

(3) **Houston District** - Consider a donation from Shell Oil Company for the design and construction of right-turn lane from I-10 to the Shell Woodcreek Expansion Phase II development in Harris County (MO)

113211
GSD

This minute order considers a donation from Shell Oil Company for the design and construction of a right-turn lane from INTERSTATE-10 to the Shell Woodcreek Expansion Phase II development in Harris County. All design and construction work will be provided by the donor, its consultant or its contractor. The estimated value of the donation is \$150,000.

Transportation Code, §201.206, authorizes the department to accept a donation in any form, including realty, personalty, money, materials, and services, for the purpose of carrying out its functions and duties. Government Code, Chapter 575, requires the governing board of a state agency to acknowledge the acceptance of a donation valued at \$500 or more by majority vote at an open meeting, not later than the 60th day after the date the donation is accepted. It also prohibits a state agency from accepting a donation from a person who is a party to a contested case before the agency until the 30th day after the date the decision in the case becomes final.

Transportation Code, §223.049 authorizes the department to contract with an owner of land adjacent to a highway that is part of the state highway system to construct an improvement on the highway right of way that is directly related to improving access to or from the owner's land.

The Texas Transportation Commission (commission) has adopted 43 TAC §§1.500-1.506, which relate to the department's acceptance of donations. Section 1.503 prohibits acceptance of a gift or donation when the donor is subject to department regulation or oversight or when the donor is interested in or likely to become interested in any contract, purchase, payment, or claim with or against the department, except as provided by that section. It also provides that the commission may approve the acceptance of a donation, notwithstanding the foregoing proscriptions in the rules, if it determines that acceptance would provide a significant public benefit and would not influence or reasonably appear to influence the department in the performance of its duties.

The commission finds that the donation furthers the department's responsibilities and that the donor is not a party to a contested case before the department and has not been a party to a contested case before the department during the last 30 days.

The commission finds that acceptance of the donation would provide a significant public benefit and would not influence or reasonably appear to influence the department in the performance of its duties.

IT IS THEREFORE ORDERED by the commission that the donation by Shell Oil Company estimated at \$150,000 is approved for acceptance. The executive director or the executive director's designee is authorized to execute all necessary documents under 43 TAC §1.504 to effect the acknowledgement of the donation.

b. Right of Way Dispositions and Donations

(1) Bell County - I-35, east side, south of Midway Road in Temple - Consider the transfer of surplus right of way to the City of Temple (MO)

113212
ROW

In the city of Temple, BELL COUNTY, on INTERSTATE-35, the State of Texas acquired certain land needed for highway purposes by instruments recorded in Volume 1232, Page 153; Volume 1239, Page173; and Volume 1233, Page 788, Deed Records, Bell County, Texas.

Portions of the land (surplus land), described in Exhibit A, are no longer needed for highway purposes.

In accordance with V.T.C.A., Transportation Code, Chapter 202, Subchapter B, the Texas Transportation Commission (commission) may waive payment for real property transferred to a governmental entity if the estimated cost of future maintenance on the property equals or exceeds the fair value of the property.

The fair value of the surplus land has been determined to be \$113,345, and the state's costs for maintenance over the next 20 years is estimated to be \$120,000.

The City of Temple (city) has requested that the surplus land be transferred to the city in consideration of the savings to the state of future maintenance costs, since the future maintenance costs exceed the value of the surplus land.

The commission finds \$113,345 to be a fair and reasonable value of the state's rights, title and interest in the surplus land.

NOW, THEREFORE, the commission finds that the surplus land is no longer needed for a state highway purpose and recommends, subject to approval by the attorney general, that the Governor of Texas execute a proper instrument transferring all of the state's rights, title and interest in the surplus land to the City of Temple, Texas, in consideration of the savings to the state of future maintenance costs; SAVE AND EXCEPT, however, there is excepted and reserved herefrom all of the state's rights, titles and interests, if any, in and to all of the oil, gas, sulphur and other minerals, of every kind and character, in, on, under and that may be produced from the surplus land.

Note: Exhibit A is on file with the minute order clerk.

(2) Burnet County - US 281 north of SH 71 - Consider the quitclaim of surplus right of way to the county (MO)

113213
ROW

In BURNET COUNTY, on US 281, the State of Texas used certain land acquired in the county's name for highway purposes.

Portions of the land (surplus land), described in Exhibit A, are no longer needed for highway purposes.

In accordance with V.T.C.A., Transportation Code, Chapter 202, Subchapter B, the Texas Transportation Commission (commission) may recommend the quitclaim to a county or municipality any interest in property acquired and held by the county or municipality in its own name for use by the state.

It is the opinion of the commission that it is proper and correct that the state quitclaim its rights and interest in the surplus land to the county.

NOW, THEREFORE, the commission finds that the surplus land is no longer needed for a state highway purpose and recommends, subject to approval by the attorney general, that the governor of Texas execute a proper instrument quitclaiming all of the state's rights and interest in the surplus land to Burnet County, Texas.

Note: Exhibit A is on file with the minute order clerk.

(3) El Paso County - I-10 at Resler Drive in El Paso - Consider the sale of surplus right of way to the abutting landowner (MO)

No action taken.

(4) Fort Bend County - FM 359 at Farmer Road northeast of Richmond - Consider the exchange of right of way and acceptance of a partial donation of land (MO)

113214
ROW

In FORT BEND COUNTY, on FARM TO MARKET ROAD 359, the State of Texas acquired an easement interest in certain land for highway purposes by instruments recorded in Volume 241, Page 380, and Volume 433, Page 152, Deed Records of Fort Bend County, Texas.

Portions of the easements (surplus easements), described in Exhibit A, are no longer needed for highway purposes.

Old South Plantation, Inc. (owner), has conveyed to the state land needed for highway purposes (new land), described in Exhibit B, and desires to make a partial donation to the state of the cash difference in value between the new land and the surplus land.

V.T.C.A., Transportation Code, Chapter 201, Subchapter D, authorizes the Texas Department of Transportation (department) to accept donations of real property for the purpose of carrying out its functions and duties.

V.T.C.A., Government Code, Chapter 575, requires the Texas Transportation Commission (commission) to accept by majority vote at an open meeting any gift or donation valued at over \$500, and the commission hereby finds that acceptance of the donation will provide a significant public benefit and will not influence or reasonably appear to influence the department in the performance of its duties.

An Agreement Concerning the Donation of Property to the Texas Department of Transportation (donation agreement) has been executed by the owner and tendered to the department for acceptance under the provisions of Title 43, Texas Administrative Code, Chapter 1, Subchapter G, since the exchange will result in donation to the state of \$8,364.

The owner has executed and delivered a conveyance document under the terms of the donation agreement to convey the new land to the state and has requested that the state's rights and interest in the surplus easements be released to the owner.

In accordance with V.T.C.A., Transportation Code, Chapter 202, Subchapter B, the commission may recommend the exchange of an interest in surplus land as partial or full consideration for other land needed for a state highway purpose.

It is the opinion of the commission that it is proper and correct that the state release its rights and interest in the surplus easements to the owner in exchange and as

consideration for the conveyance of the new land to the state and the partial cash donation.

IT IS THEREFORE ORDERED by the commission that the executive director is hereby authorized to accept the partial donation of the new land and that the executive director or the director's designee is authorized and directed to sign and execute a donation agreement with the owner, in accordance with Title 43, Texas Administrative Code, Chapter 1, Subchapter G.

FURTHER, in consideration of the foregoing premises and in accordance with V.T.C.A., Transportation Code, Chapter 202, Subchapter B, the commission finds that the surplus easements are no longer needed for a state highway purpose and recommends, subject to approval by the attorney general, that the governor of Texas execute a proper instrument releasing all of the state's rights and interest in the surplus easements to the owner in exchange and as consideration for the conveyance of the new land to the state and partial cash donation to the state of the difference in value.

Note: Exhibits A and B are on file with the minute order clerk.

(5) **Harris County** - I-10 at Mason Road in Katy - Consider the sale of surplus right of way to the abutting landowner (MO)

No action taken.

(6) **Haskell County** - US 277 north of Haskell - Consider the sale of surplus right of way to the abutting landowners (MO)

113215
ROW

In HASKELL COUNTY, on US 277, the State of Texas acquired certain land for highway purposes by instrument recorded in Volume 519, Page 912, Official Public Records of Haskell County, Texas.

A portion of the land (surplus land), described in Exhibit A, is no longer needed for highway purposes.

In accordance with V.T.C.A., Transportation Code, Chapter 202, Subchapter B, the Texas Transportation Commission (commission) may recommend the sale of surplus land to the abutting landowner.

David Frierson 4/8th, Jane Grindstaff 3/8th and Jeff Frierson 1/8th are the abutting landowners and have requested to purchase the surplus land for \$4,752.

The commission finds \$4,752 to be a fair and reasonable value of the state's rights, title and interest in the surplus land.

NOW, THEREFORE, in accordance with V.T.C.A., Transportation Code, Chapter 202, Subchapter B, the commission finds that the surplus land is no longer needed for a state highway purpose and that the value is less than \$10,000. The commission authorizes the executive director to execute a proper instrument conveying all of the state's rights, title and interest in the surplus land to David Frierson 4/8th, Jane Grindstaff 3/8th and Jeff Frierson 1/8th for \$4,752; **SAVE AND EXCEPT**, however, there is excepted and reserved herefrom all of the state's rights, titles and interests, if any, in and to all of the oil, gas, sulphur and other minerals, of every kind and character, in, on, under and that may be produced from the surplus land.

Note: Exhibit A is on file with the minute order clerk.

(7) Tarrant County - SH 183 at SH 199 in River Oaks - Consider the sale of surplus right of way to the abutting landowner (MO)

No action taken.

(8) Travis County - US 290 at Airport Boulevard in Austin - Consider the sale of surplus right of way to Austin Community College (ACC) (MO)

113216
ROW

In the city of Austin, TRAVIS COUNTY, on US 290, the State of Texas acquired certain land for highway purposes by instruments recorded in Volume 663, Pages 33, 37 and 48, Deed Records of Travis County, Texas.

Portions of the land (surplus land), described in Exhibit A, are no longer needed for highway purposes.

In accordance with V.T.C.A., Transportation Code, Chapter 202, Subchapter B, the Texas Transportation Commission (commission) may recommend the sale of surplus land to the abutting landowner.

Austin Community College is the abutting landowner and has requested to purchase the surplus land for \$201,150.

The commission finds \$201,150 to be a fair and reasonable value of the state's rights, title and interest in the surplus land.

NOW, THEREFORE, the commission finds that the surplus land is no longer needed for a state highway purpose and recommends, subject to approval by the attorney general, that the governor of Texas execute a proper instrument conveying all of the state's rights, title and interest in the surplus land to Austin Community College for \$201,150; SAVE AND EXCEPT, however, there is excepted and reserved herefrom all of the state's rights, titles and interests, if any, in and to all of the oil, gas, sulphur and other minerals, of every kind and character, in, on, under and that may be produced from the surplus land.

Note: Exhibit A is on file with the minute order clerk.

(9) Williamson County - US 183, old alignment at railroad crossing in Leander - Consider the sale and quitclaim of surplus right of way to the abutting landowner (MO)

113217
ROW

In the city of Leander, WILLIAMSON COUNTY, on US 183, the State of Texas acquired certain land for highway purposes by instruments recorded in Volume 259, Pages 561 and 36, Deed Records of Williamson County, Texas, and the state used other land for highway purposes to which there is no record title.

Portions of the land (surplus land), described in Exhibits A and B, are no longer needed for highway purposes.

In accordance with V.T.C.A., Transportation Code, Chapter 202, Subchapter B, the Texas Transportation Commission (commission) may recommend the sale of surplus land to the abutting landowner and may recommend, if there is no record title,

the quitclaim of any interest that might have accrued to the state to abutting landowners at the request of the county or municipality.

American Bank of Commerce is the abutting landowner and has requested that the surplus land shown in Exhibit A as Tracts 1 and 2 be sold to the bank for \$82,548.

The city has requested that the surplus land shown in Exhibit B as Tract 3 be quitclaimed to the abutting landowner.

The commission finds \$82,548 to be a fair and reasonable value of the state's rights, title and interest in Tracts 1 and 2.

NOW, THEREFORE, the commission finds that the surplus land is no longer needed for a state highway purpose and recommends, subject to approval by the attorney general, that the governor of Texas execute a proper instrument conveying all of the state's rights, title and interest in Tracts 1 and 2 to American Bank of Commerce for \$82,548, and that Tract 3 be quitclaimed to American Bank of Commerce; SAVE AND EXCEPT, however, there is excepted and reserved herefrom all of the state's rights, titles and interests, if any, in and to all of the oil, gas, sulphur and other minerals, of every kind and character, in, on, under and that may be produced from Tracts 1 and 2.

Exhibits A and B are on file with the minute order clerk.

c. Environmental Affairs

Galveston County - Authorize purchase of real property (cemetery plot) for purposes of re-interment of human remains recovered from right-of-way (MO)

113218
TPP

The department has determined that, in the interest of the safety of the travelling public, a grave and associated marker and surrounding structure should be removed from Farm to Market 481 right of way in Maverick County. The department has identified, located and contacted a descendent (son) of the decedent, and the descendant has provided written consent for the dis-interment and re-interment of the decedent. In consultation with the descendent, the department has determined that the decedent should be reinterred in the cemetery that contains the burials of several family members, the La Marque City Cemetery in Galveston County.

As provided for by Texas Transportation Code, Chapter 203, Subchapter D, Section 203.052, the commission finds and determines that it is necessary or convenient for the maintenance and operation of FM 418 to purchase fee simple title in one burial plot at the La Marque City Cemetery in Galveston County.

IT IS THEREFORE ORDERED that the executive director is hereby authorized to proceed to acquire fee simple title for one burial plot at the La Marque City Cemetery in Galveston County for purposes of re-interring the burial discovered in the FM 481 right of way in Maverick County.

d. Finance

(1) Obligation Limit Report

Quarterly status report on the FY 2012 Obligation Limit, the actual obligations utilized through the current month, proposed remaining highway maintenance and construction contract letting for the fiscal year and an update on motor fuel tax receipts

(2) Quarterly report on FY 2012 State Highway Fund 6 Cash Status

(3) Accept the Quarterly Investment Report (MO)

113219
FIN

Government Code, Chapter 2256 (Public Funds Investment Act) authorizes the Texas Transportation Commission (commission) to purchase, sell, and invest its funds and funds under its control in investments authorized under the Public Funds Investment Act, in accordance with investment policies approved by the commission.

Government Code, §2256.005 requires the commission to adopt a written investment policy regarding the investment of its funds and funds under its control, including a separate written investment strategy for each of the funds or group of funds under its control, and to designate one or more officers or employees of the Texas Department of Transportation (department) as investment officer to be responsible for the investment of funds consistent with the investment policy.

Pursuant to this legislation and documented in Minute Order 108970, dated July 25, 2002, the commission approved and adopted a written investment policy and investment strategy applicable to funds of the commission held under the Indenture of Trust dated July 15, 2002, securing the outstanding bonds, notes, and other obligations issued by the commission to finance a portion of the cost of the initial phase of the Central Texas Turnpike System, also known as the 2002 Project. The commission has designated the department's Chief Financial Officer as investment officer. In the absence of the Chief Financial Officer, Director of the Innovative Financing and Debt Management Office, the Director of Finance or the Deputy Director of Finance is authorized to act as investment officer.

Pursuant to Government Code §2256.005(e) and Section 20 of the investment policy, the investment policy and investment strategies of the commission have been reviewed and revised annually by minute order since 2003, most recently by Minute Order 112799, dated August 25, 2011.

Government Code, §2256.023 requires the designated investment officer to prepare and submit to the commission and the executive director, not less than quarterly, a written report of investment transactions for all funds covered by the Public Funds Investment Act for the preceding reporting period. The report must describe in detail the investment position of the department on the date of the report, and must be prepared jointly and signed by each investment officer.

Section 9.0 of the investment policy requires the investment officer to prepare and submit to each member of the commission and the executive director of the department an investment report on no less than a quarterly basis. The report must be prepared in accordance with the requirements of that section, including containing sufficient information to provide for a comprehensive review of investment activity and current investment instruments and performance for the reporting period. A quarterly investment report for the department for the period ending May 31, 2012, attached as Exhibit A, has been prepared in accordance with Government Code, §2256.023 and Section 9.0 of the investment policy.

IT IS THEREFORE ORDERED by the commission that the quarterly investment report attached as Exhibit A is accepted.

Note: Exhibit A is on file with the minute order clerk.

e. Speed Zones

Various Counties - Establish or alter regulatory and construction speed zones on various sections of highways in the state (MO)

113220
TRF

Transportation Code, §545.352 establishes prima facie reasonable and prudent speed limits for various categories of public roads, streets and highways.

Transportation Code, §545.353 empowers the Texas Transportation Commission (commission) to alter those prima facie limits on any part of the state highway system as determined from the results of an engineering and traffic investigation conducted according to the procedures adopted by the commission.

The Texas Department of Transportation (department) has conducted the prescribed engineering and traffic investigations to determine reasonable and safe prima facie maximum speed limits for those segments of the state highway system shown in Exhibits A and B.

Exhibit A lists construction speed zones in effect when signs are displayed within construction projects. The completion and/or acceptance of each project shall cancel the provision of this minute order applying to said project and any remaining construction speed zone signs shall be removed.

Exhibit B lists speed zones for sections of highways where engineering and traffic investigations justify the need to alter the speeds.

It has also been determined that the speed limit on a segment of the state highway system, previously established by the commission by minute order and listed in Exhibit C, is no longer necessary or has been incorporated by the city which has the authority to set the speed limit on this section of the highway.

IT IS THEREFORE ORDERED by the commission that the reasonable and safe prima facie maximum speed limits determined in accordance with the department's "Procedures for Establishing Speed Zones" and shown on the attached Exhibits A and B are declared as tabulated in those exhibits. The executive director is directed to implement this order for control and enforcement purposes by the erection of appropriate signs showing the prima facie maximum speed limits.

IT IS FURTHER ORDERED that a provision of any prior order by the commission which is in conflict with a provision of this order is superseded to the extent of that conflict, and that the portion of the minute order establishing the speed zone shown on the attached Exhibit C is canceled.

Note: Exhibits A - C are on file with the minute order clerk.

f. Transportation Planning

(1) Various Counties - Concurrence with the Regional Transportation Council of the North Central Texas Council of Governments' funding of construction and other project development costs of projects to be advanced through the use of payments received from the North Texas Tollway Authority for the right to develop, finance, design, construct, operate and maintain the SH 161 toll project from I-20 to SH 183 in Dallas County (MO)

113221
TPP

Transportation Code, §228.012 requires the Texas Department of Transportation (department) to create a separate account in the State Highway Fund to hold payments received by the department under a comprehensive development agreement (CDA) and the surplus revenue of a toll project or system.

The department is required to create subaccounts in the account for each project, system, or region, and to hold money in a subaccount in trust for the benefit of the region in which the project or system is located. Interest earned on money in a subaccount shall be deposited to the credit of that subaccount. The department may assign the responsibility for allocating money in a subaccount to the metropolitan planning organization (MPO) in which the region is located.

The department has created subaccounts in the State Highway Fund to hold the payments received from the North Texas Tollway Authority (NTTA) for the right to develop, finance, design, construct, operate, and maintain the SH 161 toll project from I-20 to SH 183 in Dallas County (SH 161 payments).

Pursuant to Transportation Code, §228.012, the SH 161 payments may be used to pay the costs of a transportation project, highway project, or air-quality project within a region in which any part of the SH 161 toll project is located. Money must be allocated to projects authorized by Transportation Code, §228.0055 or §228.006, as applicable. An air-quality project is a project or program of the department or another governmental entity that the commission determines will mitigate or prevent air pollution caused by the construction, maintenance, or use of public roads.

In Minute Order 110727, dated October 26, 2006, the Texas Transportation Commission (commission) approved, and authorized the department's executive director to enter into a memorandum of understanding (MOU) with the Regional Transportation Council (RTC), the transportation policy council of the North Central Texas Council of Governments (NCTCOG), a federally designated MPO, concerning the administration, sharing, and use of surplus toll revenue and CDA concession payments in the region served by the NCTCOG. The SH 161 toll project is located in the region served by the NCTCOG.

Responsibility for allocating the SH 161 payments has been assigned to the RTC under the MOU. The MOU provides that the selection of projects to be financed using those funds shall be made by the RTC, subject to commission concurrence. The projects are to be selected through a process which considers the desires of the cities and counties in which the project is located. The RTC has developed a plan for regional sharing of surplus toll revenue and CDA concession payments, based on the location of the toll project from which these revenues are derived and the residential location of toll users in the region served by the NCTCOG.

In Minute Order 112015, dated October 29, 2009 the commission clarified that commission concurrence in projects selected by the RTC to be financed with surplus toll revenue and CDA concession payments is limited to ensuring the funds are allocated to projects authorized by Transportation Code, §228.0055 or §228.006. The minute order requires the department to disburse such funds in accordance with directions from the RTC to pay the costs of qualified projects.

The department has established a work program to account for and track projects and project costs in the NCTCOG Metropolitan Planning Area (MPA)

boundary funded with the SH 161 payments. In Minute Order 112759, dated July 28, 2011; Minute Order 112845, dated September 29, 2011; Minute Order 112977, dated January 26, 2012, and Minute Order 113103, dated April 26, 2012; the commission concurred with certain projects identified by the RTC to be funded with those payments, and approved the placement of those projects in the work program. The RTC, through an extensive public involvement process, has identified additional project costs in the NCTCOG MPA boundary to be funded with the SH 161 payments.

IT IS THEREFORE ORDERED by the commission that, pursuant to the MOU and Minute Order 112015, it concurs with the projects as shown in Exhibit A that have been selected by the RTC to be funded with the SH 161 payments, and approves the placement of the projects in the work program with CONSTRUCT authority, to be developed consistent with applicable state and federal laws, regulations, and procedures. Pursuant to the finding of the RTC, the commission determines that the projects shown in Exhibit A are transportation or highway projects, or air-quality projects that will mitigate or prevent air pollution caused by the construction, maintenance, or use of public roads, and are therefore eligible to be funded with the SH 161 payments.

IT IS FURTHER ORDERED that, unless otherwise approved by the commission, all direct costs associated with the projects for which federal and state funds have not been allocated shall be charged to this work program, including the costs of right-of-way acquisition, preliminary engineering, and construction engineering, and the costs of department staff incurred in the development, procurement, and construction of the projects.

Note: Exhibit A is on file with the minute order clerk.

(2) Various Counties - Concurrence with the Regional Transportation Council of the North Central Texas Council of Governments' funding of construction and other project development costs of projects to be advanced through the use of payments received from the North Texas Tollway Authority for the right to develop, finance, design, construct, operate and maintain the SH 121 toll project from Business SH 121 in Denton County to US 75 in Collin County (MO)

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Transportation Code, §228.012 requires the Texas Department of Transportation (department) to create a separate account in the State Highway Fund to hold payments received by the department under a comprehensive development agreement (CDA) and the surplus revenue of a toll project or system.

The department is required to create subaccounts in the account for each project, system, or region, and to hold money in a subaccount in trust for the benefit of the region in which the project or system is located. Interest earned on money in a subaccount shall be deposited to the credit of that subaccount. The department may assign the responsibility for allocating money in a subaccount to the metropolitan planning organization (MPO) in which the region is located.

The department has created subaccounts in the State Highway Fund to hold the payments received from the North Texas Tollway Authority (NTTA) for the right to

develop, finance, design, construct, operate, and maintain the SH 121 toll project from Business SH 121 in Denton County to US 75 in Collin County (SH 121 payments).

Pursuant to Transportation Code, §228.012, the SH 121 payments may be used to pay the costs of a transportation project, highway project, or air-quality project within a region in which any part of the SH 121 toll project is located. Money must be allocated to projects authorized by Transportation Code, §228.0055 or §228.006, as applicable. An air-quality project is a project or program of the department or another governmental entity that the commission determines will mitigate or prevent air pollution caused by the construction, maintenance, or use of public roads.

In Minute Order 110727, dated October 26, 2006, the Texas Transportation Commission (commission) approved, and authorized the department's executive director to enter into, a memorandum of understanding (MOU) with the Regional Transportation Council (RTC), the transportation policy council of the North Central Texas Council of Governments (NCTCOG), a federally designated MPO, concerning the administration, sharing, and use of surplus toll revenue and CDA concession payments in the region served by the NCTCOG. The SH 121 toll project is located in the region served by the NCTCOG.

Responsibility for allocating the SH 121 payments has been assigned to the RTC under the MOU. The MOU provides that the selection of projects to be financed using those funds shall be made by the RTC, subject to commission concurrence. The projects are to be selected through a process which considers the desires of the cities and counties in which the project is located. The RTC has developed a plan for regional sharing of surplus toll revenue and CDA concession payments, based on the location of the toll project from which these revenues are derived and the residential location of toll users in the region served by the NCTCOG.

In Minute Order 112015, dated October 29, 2009, the commission clarified that commission concurrence in projects selected by the RTC to be financed with surplus toll revenue and CDA concession payments is limited to ensuring the funds are allocated to projects authorized by Transportation Code, §228.0055 or §228.006. The minute order requires the department to disburse such funds in accordance with directions from the RTC to pay the costs of qualified projects.

The department has established a work program to account for and track projects and project costs in the NCTCOG Metropolitan Planning Area (MPA) boundary funded with the SH 121 payments. In Minute Order 111215, dated January 31, 2008; Minute Order 111439, dated July 31, 2008; Minute Order 111528, dated September 25, 2008; Minute Order 111553, dated October 30, 2008; Minute Order 111822, dated May 28, 2009; Minute Order 111854, dated June 25, 2009; Minute Order 111928, dated August 27, 2009; Minute Order 112047, dated November 19, 2009; Minute Order 112121, dated January 28, 2010; Minute Order 112273, dated May 27, 2010; Minute Order 112568, dated January 27, 2011; Minute Order 112603, dated February 24, 2011; Minute Order 112758, dated July 28, 2011; Minute Order 112844, dated September 29, 2011; Minute Order 112976, dated January 26, 2012, and Minute Order 113102, dated April 26, 2012; the commission concurred with certain projects identified by the RTC to be funded with those payments, and approved the placement of those projects in the work program. The RTC, through an extensive public involvement

process, has identified additional project costs in the NCTCOG MPA boundary to be funded with the SH 121 payments.

IT IS THEREFORE ORDERED by the commission that, pursuant to the MOU and Minute Order 112015, it concurs with the projects as shown in Exhibit A that have been selected by the RTC to be funded with the SH 121 payments, and approves the placement of the projects in the work program with CONSTRUCT authority, to be developed consistent with applicable state and federal laws, regulations, and procedures. Pursuant to the finding of the RTC, the commission determines that the projects shown in Exhibit A are transportation or highway projects, or air-quality projects that will mitigate or prevent air pollution caused by the construction, maintenance, or use of public roads, and are therefore eligible to be funded with the SH 121 payments.

IT IS FURTHER ORDERED that, unless otherwise approved by the commission, all direct costs associated with the projects for which federal and state funds have not been allocated shall be charged to this work program, including the costs of right-of-way acquisition, preliminary engineering, and construction engineering, and the costs of department staff incurred in the development, procurement, and construction of the projects.

Note: Exhibit A is on file with the minute order clerk.

OPEN COMMENT PERIOD - At the conclusion of all other agenda items, the commission will allow an open comment period, not to exceed one hour, to receive public comment on any other matter that is under the jurisdiction of the commission. No action will be taken. Each speaker will be allowed a maximum of three minutes. Speakers must be signed up prior to the beginning of the open comment period.

There were no comments in the Open Comment Period.

ITEM 17. Executive Session Pursuant to Government Code, Chapter 551 Section 551.071 - Consultation with and advice from legal counsel regarding any item on this agenda

The commission did not meet in executive session.

The regular meeting of the Texas Transportation Commission was adjourned at 11:11 a.m.

APPROVED:

Ted Houghton, Chairman
Texas Transportation Commission

process, has identified additional project costs in the NCTCOG MPA boundary to be funded with the SH 121 payments.

IT IS THEREFORE ORDERED by the commission that, pursuant to the MOU and Minute Order 112015, it concurs with the projects as shown in Exhibit A that have been selected by the RTC to be funded with the SH 121 payments, and approves the placement of the projects in the work program with CONSTRUCT authority, to be developed consistent with applicable state and federal laws, regulations, and procedures. Pursuant to the finding of the RTC, the commission determines that the projects shown in Exhibit A are transportation or highway projects, or air-quality projects that will mitigate or prevent air pollution caused by the construction, maintenance, or use of public roads, and are therefore eligible to be funded with the SH 121 payments.

IT IS FURTHER ORDERED that, unless otherwise approved by the commission, all direct costs associated with the projects for which federal and state funds have not been allocated shall be charged to this work program, including the costs of right-of-way acquisition, preliminary engineering, and construction engineering, and the costs of department staff incurred in the development, procurement, and construction of the projects.

Note: Exhibit A is on file with the minute order clerk.

OPEN COMMENT PERIOD - At the conclusion of all other agenda items, the commission will allow an open comment period, not to exceed one hour, to receive public comment on any other matter that is under the jurisdiction of the commission. No action will be taken. Each speaker will be allowed a maximum of three minutes. Speakers must be signed up prior to the beginning of the open comment period.

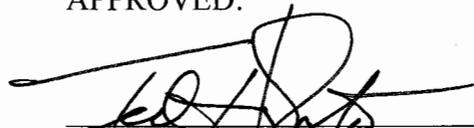
There were no comments in the Open Comment Period.

ITEM 17. Executive Session Pursuant to Government Code, Chapter 551 Section 551.071 - Consultation with and advice from legal counsel regarding any item on this agenda

The commission did not meet in executive session.

The regular meeting of the Texas Transportation Commission was adjourned at 11:11 a.m.

APPROVED:



Ted Houghton, Chairman
Texas Transportation Commission

I hereby certify that the above and foregoing pages constitute the full, true and correct record of all proceedings and official records of the Texas Transportation Commission at its regular meeting on June 28, 2012, in Austin, Texas.

Kristen Webb

Kristen Webb, Chief Minute Order Clerk
Texas Department of Transportation