

These are the minutes of the regular meeting of the Texas Transportation Commission held on December 19, 2013 in Austin, Texas. The meeting was called to order at 9:00 a.m. by Chairman Houghton with the following commissioners present:

Texas Transportation Commission:

Ted Houghton	Chairman
Jeff Austin III	Commissioner
Jeff Moseley	Commissioner
Victor Vandergriff	Commissioner

Commissioner Underwood was not in attendance.

Administrative Staff:

Phil Wilson, Executive Director
 Jeff Graham, General Counsel
 Rose Guajardo Walker, Chief Clerk
 Robin Carter, Assistant Chief Clerk

Registration sheets listing others in attendance are on file with the Texas Department of Transportation, Assistant Chief 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 4:24 p.m. on December 11, 2013, as required by Government Code, Chapter 551, referred to as "The Open Meetings Act."

ITEM 1. Safety Briefing

This item was presented by Director of Occupational Safety Jerral Wyer.

At the invitation of Chairman Houghton, Mr. Wilson presented the Texas Roadhand Award to former Commission Chairwoman Deirdre Delisi.

ITEM 2. Approval of Minutes of the October 31, 2013, meeting of the Texas Transportation Commission

Commissioner Austin made a motion, which was seconded, and the commission approved the minutes of the November 21, 2013 regular meeting by a vote of 4 - 0.

ITEM 3. Report

Grand Parkway Association Report - Annual report on the status of projects and activities undertaken during the preceding 12 months

The commission received a report from the Executive Director of the Grand Parkway Association, David Gornet.

Note: The Grand Parkway Association Report is on file with the assistant chief clerk.

ITEM 4. Transportation Planning

a. Discussion - Development of Supplemental Program Authority (Presentation)

The commission viewed a presentation concerning Supplemental Program Authority. This presentation was presented by Director of Planning Marc Williams.

Note: The PowerPoint presentation is on file with the assistant chief clerk.

b. Approve updates to the 2014 Unified Transportation Program (MO)

Commissioner Moseley made a motion, which was seconded, and the commission approved the following minute order by a vote of 4 - 0. This item was presented by Director of Planning Marc Williams. The commission also heard remarks from the Chairman of Houston Metro, Gilbert Garcia.

113791
TPP

Transportation Code, §201.991 provides that the Texas Department of Transportation (department) shall develop a Unified Transportation Program (UTP) covering a period of 10 years to guide the development of and authorize construction of transportation projects.

The Texas Transportation Commission (commission) has adopted rules in Title 43, Texas Administrative Code, Chapter 16, governing the planning and development of transportation projects. The rules include guidance regarding the development of the UTP and any updates to the program, as well as public involvement requirements.

The 2014 UTP was approved by the commission on August 29, 2013 in Minute Order 113675.

On November 7, 2013, the department conducted public meetings across the state via WebEx, and a public hearing was held on November 26, 2013 to receive comments and testimony concerning the proposed updates to the 2014 UTP.

The updates to the 2014 UTP, as shown in Exhibit A, include revised funding allocations based on funds transfer requests, including applied carry-over amounts from fiscal year 2013. The updates also address the reconciliation of Category 5 (Congestion Mitigation and Air Quality) and Category 7 (Metropolitan Mobility and Rehabilitation), and revised federal funding levels in fiscal year 2014. In addition, the December revision of the UTP updates project specific program lists, incorporates information regarding transportation development credits, and includes other minor revisions or technical corrections allowed under Administrative rule.

IT IS THEREFORE ORDERED by the commission that the updates to the 2014 UTP, as shown in Exhibit A, are hereby approved.

Note: Exhibit A is on file with the assistant chief clerk.

ITEM 5. 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 4 - 0. This item was presented by Director of Aviation David Fulton.

113792
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, November 14, 2013 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 \$18,493,905.

Note: Exhibit A is on file with the assistant chief clerk.

ITEM 6. Public Transportation**a. Various Counties - Award state funds to public transportation providers as appropriated by the 83rd Texas Legislature (MO)**

Commissioner Austin made a motion, which was seconded, and the commission approved the following minute order by a vote of 4 - 0. This item was presented by Director of Public Transportation Eric Gleason. The commission also received comments from Hill Country Transit District General Manager Carole Werlick, CART General Manager David March, and CARTS Board member from the City of San Marcos, Kim Porterfield.

113793
PTN

The General Appropriations Act enacted by the 83rd Texas Legislature, Regular Session, appropriated funds for public transportation grants for small urban and rural areas of the state. The appropriation also included funds to help mitigate formula allocation impacts when using the 2010 Census. This minute order awards a portion of the funds specifically targeted to census impacts.

Title 43, Texas Administrative Code, §31.11 establishes a formula by which public transportation funds shall be distributed to the small urban and rural areas of the state.

On June 27, 2013, under Minute Order 113613, the Texas Transportation Commission (commission) awarded FY 2014 state funds by formula, including funds to mitigate formula allocation impacts when using the 2010 Census data.

The Texas Department of Transportation (department) issued a call for projects on August 29, 2013, to address specific census impact circumstances which were not addressed by formula awards in June 2013. The commission now desires to award \$685,500 for FY 2014 and \$408,000 for FY 2015 for selected projects as shown in Exhibit A.

Transportation Code, Chapter 455 assigns a broad spectrum of public transportation roles and missions to the 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 directed to proceed with the awards as described in Exhibit A, and enter into the necessary contracts in accordance with the priorities established in this minute order.

Note: Exhibit A is on file with the assistant chief clerk.

b. Various Counties - Award federal §5311(b)(3), Rural Transportation Assistance Program funds to Texoma Area Paratransit System, Inc. (MO)

Commissioner Austin made a motion, which was seconded, and the commission approved the following minute order by a vote of 4 - 0. This item was presented by Director of Public Transportation Eric Gleason.

113794
PTN

The Texas Transportation Commission (commission) takes special note of its designation by the governor as the administering agency for the Federal Transit Administration (FTA) grant program, Formula Grants Program for Rural Areas (49 U.S.C. §5311), in a letter dated October 4, 2005; and further acknowledges that federal program regulations require the Texas Department of Transportation (department) to ensure that these grant funds are distributed fairly and equitably within the state. Title 43, Texas Administrative Code, Section §31.37 establishes a process by which funds are distributed and describes the program purpose to foster the development of state and local capacity to meet the training and technical assistance needs of rural public transportation systems.

The department received a request from Texoma Area Paratransit System, Inc. (TAPS) for technical assistance funds to research, capture, and produce a video series that promotes the positive socio-economic impact that public transit provides to a given region/community.

The commission finds that the project is eligible for funding and awards a total of \$40,000 in federal program funds for the purpose described above.

Transportation Code, Chapter 455 assigns a broad spectrum of public transportation roles and missions to the 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 directed to proceed with the award as described, submit the necessary state application to the FTA and enter into the necessary contracts.

Note: Exhibit A is on file with the assistant chief clerk.

ITEM 7. Promulgation of Administrative Rules Under Title 43, Texas Administrative Code, and the Administrative Procedure Act, Government Code, Chapter 2001:

a. Final Adoption

(1) Chapter 28 - Maintenance (MO)

New §§28.100-28.107 (Hidalgo County Regional Mobility Authority)

Commissioner Moseley made a motion, which was seconded, and the commission approved the following minute order by a vote of 4 - 0. This item was presented by Director of Maintenance Howard Holland.

113795
MNT

The Texas Transportation Commission (commission) finds it necessary to adopt new §§28.100-28.107 relating to Hidalgo County Regional Mobility Authority Permits to be codified under Title 43, Texas Administrative Code, Part 1.

The preamble and the adopted 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 §§28.100-28.107 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 the assistant chief clerk.

b. Proposed Adoption

(1) Chapter 5 - Finance (MO)

Amendments to §5.11, Charges for Dishonored Checks (Collection of Debts) and §5.43, Methods of Payment and Repeal of §5.44, Exceptions (Payment of Fees for Department Goods and Services)

Commissioner Moseley made a motion, which was seconded, and the commission approved the following minute order by a vote of 4 - 0. This item was presented by Director of Finance Brian Ragland.

113796
FIN

The Texas Transportation Commission (commission) finds it necessary to propose amendments to §5.11 and §5.43, and the repeal of §5.44, relating to the collection of certain debts and payment of fees for department goods and services, to be codified under Title 43, Texas Administrative Code, Part 1.

The preamble and the proposed amendments and repeals, attached to this minute order as Exhibits A - D, 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 §5.11 and §5.43, and the repeal of §5.44 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 - D are on file with the assistant chief clerk.

(2) Chapter 12 - Public Donation and Participation Program (MO)
Amendments to §12.5, Landscape Cost Sharing Program, and §12.7,
Landscape Partnership Program (Public Participation Programs)

Commissioner Austin made a motion, which was seconded, and the commission approved the following minute order by a vote of 4 - 0. This item was presented by Director of Design Mark Marek.

113797
DES

The Texas Transportation Commission (commission) finds it necessary to propose amendments to §12.5, Landscape Cost Sharing Program, and §12.7, Landscape Partnership Program, to be codified under Title 43, Texas Administrative Code, Part 1.

The preamble and the proposed 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 §12.5 and §12.7 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 assistant chief clerk.

(3) Chapter 21 - Right of Way (MO)
Amendments to §21.23, State Participation in Toll-Related Relocations
(Reimbursement of Utilities for Relocation of Utility Facilities)

Commissioner Austin made a motion, which was seconded, and the commission approved the following minute order by a vote of 4 - 0. This item was presented by Director of Right of Way John Campbell.

113798
ROW

The Texas Transportation Commission (commission) finds it necessary to propose amendments to §21.23 relating to utility adjustment, relocation or removal to be codified under Title 43, Texas Administrative Code, Part 1.

The preamble and the proposed 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 §21.23 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 assistant chief clerk.

(4) Chapter 28 - Oversize and Overweight Vehicles and Loads (MO)
Amendments to §§28.20-28.22 (Port of Brownsville Permits)

Commissioner Austin made a motion, which was seconded, and the commission approved the following minute order by a vote of 4 - 0. This item was presented by Director of Maintenance Howard Holland.

113799
MNT

The Texas Transportation Commission (commission) finds it necessary to propose amendments to §§28.20-28.22 relating to Port of Brownsville Permits to be codified under Title 43, Texas Administrative Code, Part 1.

The preamble and the proposed 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 §§28.20-28.22 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 assistant chief clerk.

ITEM 8. Office of Compliance and Ethics
Office of Compliance and Ethics Report

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

ITEM 9. Design-Build Agreements

a. Various Counties - Approve the selection of the developer who submitted the Best value proposal to design and construct the Energy Sector Roadway Repair Project, comprised of improvements to identified roadways in the Corpus Christi, Yoakum, Laredo, and San Antonio Districts of the department, authorize the executive director of the department to execute a Design-Build Contract with the selected proposer, and discuss the remaining House Bill 1025 funded projects (MO) (Presentation)

Commissioner Austin made a motion, which was seconded, and the commission approved the following minute order by a vote of 4 - 0. This item was presented by Director Strategic Projects Division Ed Pensock.

113800
SPD

Transportation Code, Chapter 223, Subchapter F, prescribes the process by which the Texas Department of Transportation (department) may enter into a design-build (DB) contract with a private entity that provides for the design, construction, expansion, extension, related capital maintenance, rehabilitation, alteration, or repair of a highway project. Transportation Code, § 223.242 authorizes the department to enter into, in each fiscal year, up to three DB contracts for highway projects with a construction cost estimate of \$50 million or more to the department.

The Energy Sector Roadway Repair Project (Project) will provide for the reconstruction, rehabilitation and/or repair of roadways and/or bridges within the state highway system damaged by oversize vehicles or overweight loads used in the development and production of energy or by above normal usage of roadways and/or bridges within the state highway system by vehicles used in the development and production of energy. The Project includes up to 31 identified roadways in the Corpus Christi, Yoakum, Laredo, and San Antonio Districts of the department; each of those identified roadways is referred to as a "Location." The total Project is approximately \$150 million.

On July 25, 2013, by Minute Order 113648, the Texas Transportation Commission (commission) authorized the department to issue a request for qualifications (RFQ) to design, construct, reconstruct, rehabilitate, and/or repair the Energy Sector Roadway Repair Project, which includes identified roadways in the Corpus Christi, Yoakum, Laredo, and San Antonio Districts of the department. The department issued the RFQ on August 2, 2013. Seven proposer teams responded to the RFQ. On September 23, 2013, following the department's evaluation of those submissions, four proposer teams were determined to be best qualified to design, construct, reconstruct, rehabilitate and/or repair 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. On September 26, 2013, by Minute Order 113709, the department was authorized to issue an RFP, and on September 27, 2013 the department issued an RFP for the Project.

On November 20, 2013 and December 4, 2013 technical and financial proposals, respectively, were received from Austin-Angel, JV, Hunter Anderson Joint Venture, Kiewit Infrastructure South Co., and Zachry-Parsons Eagle Ford Infrastructure

Partners. From November 21, 2013 until December 11, 2013, the department evaluated those proposals.

The proposals were evaluated in the following categories: (1) Pass/Fail and Responsiveness; (2) Technical Score; and (3) DB Price Score. The proposals were first evaluated on the basis of certain pass/fail and responsiveness criteria set forth in the RFP. Next, the preliminary project baseline schedules were evaluated on the basis described in the RFP. The technical proposals, including Project Development plans, were evaluated and assigned adjectival ratings and numerical scores for each evaluation subfactor. Points were assigned to the technical proposals based on those ratings and the weightings of the individual evaluation factors, with the sum of those points resulting in a total evaluation score, which was multiplied by a defined percentage to arrive at the Technical Score.

To arrive at the DB price score, points were assigned to the price proposals using a formula described in the RFP that is comprised of the combination of the base scope score, base price score, and total scope price score.

The Technical Score points assigned to the technical proposal were then added to the Price Score points to determine the total number of points received by each proposal. The responsive proposal with the highest score was determined to provide the apparent best value.

The evaluation and scoring of each proposal under the Technical Score and Price Score categories, as well as the Pass/Fail review, resulted in the proposals being ranked in descending order as follows: Austin-Angel, JV, Hunter Anderson Joint Venture, Kiewit Infrastructure South Co., and Zachry-Parsons Eagle Ford Infrastructure Partners. The proposal submitted by Austin-Angel, JV was accordingly determined to provide the apparent best value.

IT IS THEREFORE ORDERED by the commission that the determination that the proposal submitted by Austin-Angel, JV provides the apparent best value to the department is approved, and the department is authorized and directed to commence and complete negotiations with Austin-Angel, JV necessary to finalize the design-build contract to design, construct, reconstruct, rehabilitate, and/or repair the Energy Sector Roadway Repair Project, and to modify the DB contract as necessary as a result of such negotiations.

IT IS FURTHER ORDERED that the DB contract is awarded to Austin-Angel, JV subject to, and effective upon the occurrence of, all of the following: (1) the successful conclusion of negotiations; (2) the issuance of a Notice of Intent to Award by the department; and (3) the mutual execution and delivery of the DB contract, by the executive director of the department and the proposer.

IT IS FURTHER ORDERED that if the executive director determines that the negotiations with Austin-Angel, JV cannot be successfully completed, and that therefore the proposal submitted by Austin-Angel, JV will not provide the apparent best value, the department is authorized to commence and complete discussions and negotiations with Hunter Anderson Joint Venture, the next highest ranked proposer, with award to the next highest ranked proposer subject to the terms and conditions in the immediately preceding paragraph of this order.

b. Various Counties - Approval to exceed the contract term restrictions in 43 TAC §9.32(b)(1) for the procurement under indefinite deliverable contracts of general engineering consultant services, right-of-way acquisition services, and right-of-way lease procurement services for projects developed under comprehensive development agreements, design-build agreements, or other innovatively funded or developed methods (MO)

Commissioner Austin made a motion, which was seconded, and the commission approved the following minute order by a vote of 4 - 0. This item was presented by Chief Procurement and Deputy Administrative Officer Lauren Garduno.

113801
ADM

Title 43, Texas Administrative Code, §9.32(b)(1)(B) provides that for an indefinite deliverable engineering or land surveying services contract, the contract period in which initial work authorizations may be issued may not be longer than two years after the date of contract execution, unless approved by the Texas Transportation Commission (commission) prior to the solicitation posting date.

The Texas Department of Transportation (department) is currently in various stages of planning, procurement and negotiation with respect to multiple projects that would be developed under Public-Private Partnership (PPP) agreements, including comprehensive development agreements (CDAs), design-build agreements, competitive right of way (ROW) leases and other innovative delivery methods. In connection with these efforts, the department intends to enter into indefinite deliverable contracts for the services of roadway and other professional engineers, land surveyors and other professionals to perform various roles in the project development process, such as drafting technical provisions, assisting with ROW acquisition and utility relocation, and overseeing compliance with the terms and conditions of PPP agreements during implementation.

The department intends to issue requests for qualifications to solicit engineering and land surveying services under indefinite deliverable contracts, and to issue work authorizations to provide various services related to PPP agreements. More specifically, the department intends to enter into one indefinite deliverable contract for the provision of general engineering consultant (GEC) services; and one indefinite deliverable contract for the provision of program management consultant (PMC) services for statewide ROW acquisition oversight and ROW lease procurement services that include roadway engineering and land surveying. Longer potential terms for these contracts are essential to allow these professionals to oversee the various PPP projects efficiently.

IT IS THEREFORE ORDERED by the commission that the department is authorized to issue requests for qualifications for no more than two indefinite deliverable contracts for the provision of engineering and land surveying services by program management and general engineering consultant services PPP projects, with contract periods in which initial work authorizations may be issued of no longer than six years after a contract is executed, and each of the above-described contracts shall be for no more than \$25 million.

c. **Various Counties** - Consider the approval of the department's determination to exercise its option to develop, finance, and construct the SH 360 Project in Ellis, Tarrant and Johnson Counties, from just south of I-20 to US 287, and authorize the department to negotiate a final project agreement with the North Texas Tollway Authority (NTTA), and a financial backstop agreement with the NTTA and the North Central Texas Council of Governments (NCTCOG), based on the term sheet for the development, financing, construction, operation and maintenance of the SH 360 Project approved by the NTTA Board of Directors (MO)

Commissioner Austin made a motion, which was seconded, and the commission approved the following minute order by a vote of 3 - 0. Commissioner Vandergrift abstained from this vote. This item was presented by Deputy Director Strategic Projects Division Katie Nees.

113802
SPD

Pursuant to Chapter 366, Transportation Code, the North Texas Tollway Authority (NTTA) may construct, operate, maintain, expand, or extend a toll project in Collin, Dallas, Denton, and Tarrant Counties, and in counties contiguous to those four counties. Under Chapter 373, Transportation Code, the NTTA has primary rights and responsibility to develop, finance, construct and operate a toll project within its jurisdiction.

State Highway 360 is a planned 15 mile toll project in Tarrant, Ellis, and Johnson counties from just south of I-20 to US 67. The planned toll project has been divided into two sections,

Section 1, from just south of I-20 to US 287, and Section 2, from US 287 to US 67. The Texas Department of Transportation (department), the NTTA, and the North Central Texas Council of Governments (NCTCOG) have been evaluating the financing, design, construction, operation, and maintenance of Section 1 of the project (SH 360 Project), initially consisting of four main lanes from south of I-20 to Broad Street, and two main lanes from Broad Street to US 287.

On February 28, 2013, the Texas Transportation Commission (commission) approved a term sheet for the development, financing, construction, operation and maintenance of the SH 360 Project in Ellis and Tarrant Counties and possibly Johnson County. The department, the NTTA, and the NCTCOG have been negotiating revisions to the term sheet.

The term sheet contemplates that the department would assume primacy for the development, financing and construction of the SH 360 Project, and that the NTTA would retain primacy for operations and maintenance of the SH 360 Project upon completion of construction. The department has determined that its option to develop, finance, and construct the SH 360 Project should be exercised, subject to the NTTA's waiver of primacy for the development, financing and construction of the project.

The term sheet also contemplates that construction costs and other SH 360 Project costs funded by the department, including certain right of way costs, utility costs, and consultant costs, will be reimbursed by the NTTA from project revenues, and that if revenues are insufficient to repay the department in full, the Regional Transportation Council (RTC), the transportation policy body of the NCTCOG, will

repay unpaid amounts through the department's deduction of any shortfall from the region's Unified Transportation Program (UTP) allocation, or from other available funding. The terms of the repayment of any shortfall will be contained in a financial backstop agreement between the department, the NTTA, and the NCTCOG.

By a resolution, adopted on December 18, 2013, the NTTA Board of Directors (Board) waived the NTTA's option to develop, finance, and construct the SH 360 Project, approved the revised term sheet, and authorized the NTTA Executive Director to take all necessary and reasonable steps to finalize a project agreement and financial backstop agreement consistent with the term sheet and to present the project agreement and financial backstop agreement to the Board for its final approval.

IT IS THEREFORE ORDERED by the commission that the department's determination to exercise its option to develop, finance, and construct the SH 360 Project is approved, and the project is authorized with CONSTRUCT authority.

IT IS FURTHER ORDERED that the executive director of the department is authorized and directed to negotiate a project agreement with the NTTA, and to negotiate a financial backstop agreement with the NTTA and the NCTCOG, based on the term sheet for the development, financing, construction, operation and maintenance of the SH 360 Project approved by a resolution, adopted on December 18, 2013 by the NTTA Board, and to present the project agreement and the financial backstop agreement to the commission for approval.

Note: A copy of the NTTA Board resolution is on file with the assistant chief clerk.

ITEM 10. SH 99 (Grand Parkway) Toll Project

Various Counties - Consider authorizing the executive director to enter into an amendment to the toll equity loan agreement (TELA) for the Grand Parkway toll project between the department and the Grand Parkway Transportation Corporation (GPTC), dated July 17, 2013, to modify the maximum amount permitted to be made available to GPTC each year during the term of the TELA (MO)

Commissioner Austin made a motion, which was seconded, and the commission approved the following minute order by a vote of 4 - 0. This item was presented by Innovative Finance/Debt Management Officer Ben Asher.

113803
DMO

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, dated June 26, 2008, 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 Harris, Montgomery, Liberty and Chambers counties subsequently elected not to exercise its option to develop, construct, and operate the portion of the Grand Parkway located within the territory of the county.

In Minute Order 113046, dated March 29, 2012, the Texas Transportation Commission (commission) adopted a resolution creating the Grand Parkway Transportation Corporation (GPTC) pursuant to Title 43, Texas Administrative Code, §15.95, approving its certificate of formation and bylaws and appointing the initial directors. The commission adopted 43 TAC §15.95 to establish procedures applicable to toll project corporations created under Transportation Code, Chapter 431 (chapter 431) in entering into contracts with or on behalf of the commission in connection with the funding and development of toll projects.

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.

By Minute Order 113202 adopted by the commission on July 26, 2012, the commission requested GPTC to perform the functions authorized by chapter 431 and any other functions not specified by chapter 431 as necessary in the promotion and development of public transportation facilities and systems of the department by developing, financing, refinancing, designing, constructing, expanding, operating or maintaining some or all of the segments of the Grand Parkway toll project that are to be developed by the department, initially a portion of Segment D located in Harris County and Segments E, F-1, F-2, and G located in Harris and Montgomery counties.

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.

In Minute Order 113279, dated September 27, 2012, the commission granted final approval of a toll equity loan from the department to GPTC in an aggregate amount in nominal dollars not to exceed \$9,600,000,000, and authorized the executive director of the department to enter into the toll equity loan agreement (TELA) with GPTC for the facilities costs associated with Segments D (from north of Kingsland Boulevard to north of Colonial Parkway in Harris County), E, F-1, F-2, and G of the Grand Parkway and the maintenance, operation and major maintenance costs of Segment D in Harris County and Segments E, F-1, F-2 and G, and identified and permitted pre-development costs of other portions of the Grand Parkway.

The department and GPTC entered into the TELA, dated July 17, 2013, in connection with the sale and issuance of GPTC's \$2,920,074,856.15 Grand Parkway System Toll Revenue Bonds, Series 2013 (series 2013 bonds), of which \$2,720,074,856.15 in aggregate principal amount is supported by the TELA. The amounts that can be borrowed by GPTC each year may not exceed certain annual limits, including the maximum available annual amount set forth in a schedule to the

TELA and the maximum permitted amount defined in the TELA, not to exceed 100% of the projected toll revenue stream for that period in the mutually-approved investment grade traffic and revenue study. The borrowed funds may be used by GPTC for debt service payments on the TELA-supported bonds of the Grand Parkway System and for certain budgeted operations and maintenance expenses and budgeted capital expenditures if toll revenue, money in certain reserve funds and accounts, and other revenue derived from the project are insufficient to make those payments.

During the term of the TELA, the provisions of the agreement permit the TELA to be amended, subject to authorization by the commission, in order to adjust the maximum amount available annually for loans by the department to GPTC.

Pursuant to a resolution adopted December 13, 2013, the board of directors of GPTC has authorized the issuance of up to \$950,000,000 Grand Parkway System Toll Revenue Refunding Bonds, Series 2014, in one or more series (series 2014 bonds), which may be issued as TELA-supported bonds in order to refund certain GPTC series 2013 bonds subject to mandatory tender on February 15, 2014. The maximum aggregate amount of the toll equity loans that may be made by the department to GPTC under the TELA will not change as a consequence of the issuance of the series 2014 bonds. The new principal and interest payment requirements of the series 2014 bonds, as established in connection with the sale of the series 2014 bonds, will require an amendment of the TELA to provide for adjustments to be made in the schedule of maximum amounts available annually for loans to GPTC pursuant to the TELA.

NOW, THEREFORE, IT IS ORDERED that the executive director of the department is authorized to enter into an amendment to the toll equity loan agreement with the Grand Parkway Transportation Corporation for the Grand Parkway project as described above, the form of which is attached as Exhibit A to this order, with such changes as the executive director may approve.

IT IS FURTHER ORDERED that the executive director or his designee is authorized and directed to execute all ancillary agreements, instruments and certificates necessary to effect the delivery of the amendment to the toll equity loan agreement and the purposes of this order.

Note: Exhibit A is on file with the assistant chief clerk.

ITEM 11. Contracts

Award or reject contracts for maintenance, highway and building construction

(a) Highway Maintenance and Department Building Construction (MO)

Commissioner Moseley made a motion, which was seconded, and the commission approved the following minute order by a vote of 4 - 0. This item was presented by Director of Construction John Obr.

113804
MNT

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 December 3 and 4, 2013, as shown on Exhibit A.

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 assistant chief clerk.

(b) Highway and Transportation Enhancement Building Construction (MO)

Commissioner Moseley made a motion, which was seconded, and the commission approved the following minute order by a vote of 4 - 0. This item was presented by Director of Construction John Obr.

113805
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 December 3 and 4, 2013, as shown on Exhibit A.

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 Texas Transportation Commission (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 assistant chief clerk.

ITEM 12. 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 Vandergriff 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 Chairman Houghton, Commissioner Austin, Commissioner Vandergriff, and Commissioner Moseley (a vote of 4 - 0). This item was presented by Director of Right of Way John Campbell.

113806
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 - AA. 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 - 27, 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 sulfur, as provided by law, as follows:

NON-CONTROLLED ACCESS

<u>COUNTY</u>	<u>HIGHWAY</u>	<u>EXHIBIT</u>	<u>ROW CSJ NO.</u>	<u>PARCEL</u>
Denton	FM 720	10	1567-01-034	83
Eastland	FM 2214	1	1697-02-025	19
Harris	SH 99	5	3510-06-005	163
Harris	SH 99	15	3510-06-006	222
Harris	SH 99	8	3510-06-006	224
Harris	SH 99	12	3510-06-006	243E, 243TE
Harris	SH 99	7	3510-06-006	267
Harris	SH 99	16	3510-06-006	217
Harris	US 290	3	0050-08-090	827

<u>COUNTY</u>	<u>HIGHWAY</u>	<u>EXHIBIT</u>	<u>ROW CSJ NO.</u>	<u>PARCEL</u>
Harris	US 290	21	0050-08-096	738
Harris	US 290	11	0050-09-090	415
Nueces	SH 358	6	0617-01-172	32
Nueces	US 77	4	0102-02-100	6
Nueces	US 77	2	0102-03-084	5
Randall	SL 335	20	2635-02-027	8
Randall	SL 335	17	2635-02-027	1
Randall	SL 335	18	2635-02-027	2
Randall	SL 335	19	2635-02-027	5
Rockwall	FM 3097	25	3148-01-008	13
Rockwall	FM 3097	24	3148-01-008	19
Rockwall	FM 3097	23	3148-01-008	16
Rockwall	FM 3097	22	3148-01-008	6
Tarrant	SH 121	13	0364-01-129	77
Tarrant	SH 121	14	0364-01-129	79
Travis	FM 973	26	1200-03-049	40
Williamson	FM 487	9	1201-02-020	4

CONTROLLED ACCESS

<u>COUNTY</u>	<u>HIGHWAY</u>	<u>EXHIBIT</u>	<u>ROW CSJ NO.</u>	<u>PARCEL</u>
Harris	SH 99	I	3510-06-005	139
Harris	SH 99	G	3510-06-005	106
Harris	SH 99	U	3510-06-005	137B
Harris	SH 99	X	3510-06-005	137A
Harris	SH 99	Y	3510-06-005	137C
Harris	SH 99	H	3510-06-006	271
Harris	SH 99	J	3510-06-006	203
Harris	SH 99	B	3510-06-006	268
Harris	SH 99	K	3510-06-006	212
Harris	SH 99	D	3510-06-006	270
Harris	SH 99	V	3510-06-006	269
Harris	SH 99	Z	3510-06-006	238
Harris	SH 99	Q	3510-06-006	295,295TE
Harris	SH 99	W	3510-06-006	280
Harris	SH 99	L	3510-06-006	213A
Harris	SH 99	M	3510-06-006	254
Harris	SH 99	N	3510-06-011	502
Harris	US 290	F	0050-09-086	2057
Harris	US 290	E	0050-09-086	2027
Harris	US 290	C	0050-09-090	422
Harris	US 290	A	0050-09-090	442
McLennan	IH 35	P	0015-01-233	141
McLennan	IH 35	AA	0015-01-233	174
Montgomery	SH 99	R	3510-07-007	611AC

COUNTY	HIGHWAY	EXHIBIT	ROW CSJ NO.	PARCEL
Montgomery	SH 99	BB	3510-07-007	723
Montgomery	SH 99	O	3510-07-007	616
Montgomery	SH 99	T	3510-07-007	605
Tarrant	SH 121	S	0364-01-129	76C

Note: Exhibits A - BB and 1 - 27 are on file with the assistant chief clerk.

ITEM 13. Routine Minute Orders

Commissioner Austin made a motion, which was seconded, and the commission approved the following minute orders by a vote of 4 - 0. This item was presented by Executive Director Phil Wilson.

a. Donations to the Department

Various Districts - Consider the acceptance of donations made to the department to include: (a) donations in any form, including realty, personalty, money, materials, or services, which are made to the department for the purpose of carrying out its functions and duties; and (b) donations from landowners, with 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 (See attached itemized list) (MO)

113807
CSO

Transportation Code, §201.206, authorizes the Texas Department of Transportation Code, §201.206, authorizes the Texas Department of Transportation (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 donations further the department's responsibilities and that none of the donors are a party to a contested case before the department nor have been a party to a contested case before the department during the last 30 days.

The commission also finds that none of the donors are subject to department regulation or oversight, and that these donations will not influence or reasonably appear to influence the department in the performance of its duties.

The commission also finds that none of the donors are interested in or likely to become interested in any contract, purchase, payment, or claim with or against the department.

The department has determined that acceptance of the donations are in the best interest and welfare of the traveling public and will provide a significant public benefit. IT IS THEREFORE ORDERED by the commission that the donations identified on the attached Exhibit A are 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 donations.

Note: Exhibit A is on file with the assistant chief clerk.

b. Right of Way Dispositions and Donations

(1) Brazos County - Southbound BS-6R at FM 60 in College Station - Consider the acceptance of a donation of land for a highway improvement project. (MO)

113808
ROW

In BRAZOS COUNTY, on STATE HIGHWAY 6 Business at FARM TO MARKET ROAD 60, the Texas Department of Transportation (department) is acquiring the right of way for a highway improvement project.

V.T.C.A., Transportation Code, §201.206, authorizes the 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 a gift or donation valued at \$500 or more by majority vote at an open meeting.

Woodridge College Station I, LLC (owner) is the owner of the property described in Exhibit A, and wants to donate this property, estimated at \$336,330, to the department for construction of a highway improvement project.

The owner is not subject to department regulations or oversight, or interested in or likely to become interested in a contract, purchase, payment, or claim with or against the department.

A donation agreement has been executed by the owner and tendered to the department for acceptance under Title 43, Texas Administrative Code, §1.504.

IT IS THEREFORE ORDERED by the commission that (1) the commission has determined that acceptance of this donation would provide a significant public benefit, and would not influence or reasonably appear to influence the department in the performance of its duties, and (2) the executive director is hereby authorized to accept the donation of real property, as described in Exhibit A, and 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, TAC, §1.504.

Note: Exhibits A and B are on file with the assistant chief clerk.

(2) Collin County - FM 543 in McKinney - Consider a removal from the system, re-designation, and transfer of right of way

113809
ROW

In the city of McKinney, COLLIN COUNTY, on FARM TO MARKET ROAD 543, the state of Texas acquired certain land by various instruments recorded in the Deed Records of Collin County, Texas.

Pursuant to Texas Transportation Code, §§201.103 and 221.001, the executive director has recommended that a segment of FM 543 from US 75 to County Road 206, shown in Exhibit A, be removed from the state highway system and that control, jurisdiction, and maintenance be transferred to the city. The executive director has also recommended the re-designation of a segment as State Spur 195.

The surplus land, described in Exhibit B, is no longer needed for a state highway purpose.

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 \$305,000, and the state's costs for maintenance over the next 20 years are estimated to be more than \$1.3 million.

The city has requested that the surplus land be transferred to the city and that control, jurisdiction, and maintenance be transferred to the city.

The commission finds \$305,000 to be a fair and reasonable value of the state's right, title, and interest in the surplus land.

IT IS THEREFORE ORDERED by the commission that: 1) a segment of FM 543 from US 75 north to County Road 206 is removed from the system, a distance of 1.5 miles; 2) the remaining segment of FM 543 from CR 206 north to FM 455 is re-designated as SS 195, a distance of 7.6 miles.

FURTHER, 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 the state's right, title, and interest in the surplus land to the city of McKinney, 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: Exhibits A and B are on file with the assistant chief clerk.

(3) Galveston County - I-45 from 0.452 miles south of FM 518 to north of FM 517 - Consider the acceptance of a donation of land for a highway improvement project. (MO)

113810
ROW

In GALVESTON COUNTY, on Interstate Highway 45 from 0.452 miles south of FM 518 to north of FM 517, the Texas Department of Transportation (department) is acquiring the right of way for a highway improvement project.

V.T.C.A., Transportation Code, §201.206, authorizes the 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 a gift or donation valued at \$500 or more by majority vote at an open meeting.

Galveston County Management District No. 1 (owner) is the owner of the property described in Exhibits A and B, and wants to donate these properties, estimated at \$31,630 (\$13,022 and \$18,608), to the department for construction of a highway improvement project.

The owner is not subject to department regulations or oversight, or interested in or likely to become interested in a contract, purchase, payment, or claim with or against the department.

A donation agreement has been executed by the owner and tendered to the department for acceptance under Title 43, Texas Administrative Code, §1.504.

IT IS THEREFORE ORDERED by the commission that (1) the commission has determined that acceptance of this donation would provide a significant public benefit, and would not influence or reasonably appear to influence the department in the performance of its duties, and (2) the executive director is hereby authorized to accept the donation of real property, as described in Exhibits A and B, and 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, TAC, §1.504.

Note: Exhibits A and B are on file with the assistant chief clerk.

c. Reports

(1) Travis and Williamson Counties - Accept the Report of Actual Traffic and Revenue for the Central Texas Turnpike System (CTTS) (MO)

113811
TOD

Transportation Code, Chapter 228 and other applicable law authorizes the Texas Transportation Commission (commission) to issue toll revenue bonds, bond anticipation notes, and other obligations to finance turnpike projects on the state highway system, and to enter into trust agreements and indentures of trust governing matters relating to the issuance of such obligations.

The commission has previously issued bonds and obligations, with approximately \$2,149,548,463 outstanding, to finance or refinance a portion of the costs of the Central Texas Turnpike System (system), pursuant to an Indenture of Trust and six supplemental indentures. The Indenture of Trust dated July 15, 2002 (Indenture), prescribes the terms, provisions and covenants related to the issuance of

turnpike revenue bonds and obligations to finance a portion of the costs of the 2002 Project.

Section 501(c) of the Indenture covenants that for the first five full years of operation of the 2002 Project, the commission will provide to the Trustee a report showing the traffic and revenue of the system for the previous quarter.

Pursuant to Minute Order 111081, dated September 27, 2007, the 2002 Project was declared Substantially Complete as defined within the Indenture.

A report of actual traffic and revenue for the required period, attached as Exhibit A, has been prepared in accordance with Section 501(c) of the Indenture of Trust.

IT IS THEREFORE ORDERED by the commission that the report of actual traffic and revenue attached as Exhibit A is accepted.

Note: Exhibit A is on file with the assistant chief clerk.

(2) Report on Environmental Review of Projects

Note: The report is on file with the assistant chief clerk.

d. Highway Redesignation

Fort Bend County - Between the cities of Beasley and Needville, extend the designation of FM 360 from US 59 northwestward to State Loop 540 (MO)

113812
TPP

In FORT BEND COUNTY, the Houston District has requested that the designation of FARM TO MARKET ROAD 360 (FM 360) be extended from US Highway 59 northwestward to State Loop 540, a distance of approximately 0.1 mile.

Pursuant to Texas Transportation Code, §§201.103 and 221.001, the executive director of the Texas Department of Transportation has recommended extending the designation of FM 360 on the state highway system.

The Texas Transportation Commission (commission) finds that extending the designation of FM 360 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 the designation of FM 360 is extended from US 59 to State Loop 540 on the state highway system.

e. Speed Zones

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

113813
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 limits on various segments of the state highway system, previously established by the commission by minute order and listed in Exhibit C, are no longer necessary or have been incorporated by the city which has the authority to set the speed limits on these sections 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 zones shown on the attached Exhibit C are canceled.

Note: Exhibits A - C are on file with the assistant chief 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 department. 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.

The commission received no further comments.

ITEM 14. Executive Session Pursuant to Government Code, Chapter 551

a. Section 551.071 - Consultation with and advice from legal counsel regarding any item on this agenda

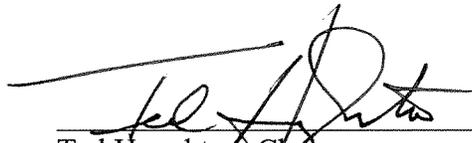
The commission did not meet in Executive Session.

December 19, 2013

420

The regular meeting of the Texas Transportation Commission was adjourned at 11:03 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 December 19, 2013, in Austin, Texas.



Robin Carter, Assistant Chief Clerk
Texas Department of Transportation