

These are the minutes of the regular meeting of the Texas Transportation Commission held on January 31, 2013, Austin, Texas. The meeting was called to order at 9:00 am by Chairman Houghton 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 3:29 p.m. on January 23, 2013, 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 Occupational Safety Division Director Jerral Wyer.

ITEM 2. Approval of Minutes of the December 13, 2012, meeting of the Texas Transportation Commission

Commissioner Austin made a motion, which was seconded, and the commission approved the following minute order by a vote of 5 – 0.

ITEM 3. Appointments

a. Freight Advisory Committee

Create the Freight Advisory Committee and appoint members of the committee (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 Director of Planning Marc Williams.

TPP

directs the Secretary of Transportation to encourage states to establish freight advisory committees to facilitate effective planning for freight transportation.

Transportation Code, §201.117, provides that the Texas Transportation Commission (commission) may establish, as it considers necessary, advisory committees on any of the matters under its jurisdiction. The commission shall determine the purpose, duties and membership of each advisory committee.

The purpose of the Freight Advisory Committee (committee) is to serve as a forum for discussion regarding transportation decisions affecting freight mobility and promote the sharing of information between the private and public sectors on freight issues. The committee's advice and recommendations will provide the Texas Department of Transportation (department) with a broad perspective regarding freight transportation matters and assist in identifying potential freight transportation facilities that are critical to the state's economic growth and global competitiveness. Specifically, the committee shall: (1) provide advice regarding freight-related priorities, issues, projects and funding needs; (2) make recommendations regarding the creation of statewide freight transportation policies and performance measures; (3) make recommendations regarding the development of a comprehensive and multimodal statewide freight transportation plan; and (4) communicate and coordinate regional priorities with other organizations as requested by the department.

The individuals identified in Exhibit A represent a cross-section of public and private sector freight stakeholders, as contemplated by MAP-21. The proposed committee membership reflects the diverse nature of the freight industry and provides an opportunity for the department to collaboratively address critical freight transportation issues.

IT IS THEREFORE ORDERED by the commission that the Freight Advisory Committee is created and the individuals identified in Exhibit A are appointed as members of the committee.

IT IS FURTHER ORDERED that the committee shall report its advice and recommendations to the executive director or a department employee designated by the executive director and shall make reports to the commission as requested.

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

b. I-69 Corridor Advisory Committee

Appoint members to the I-69 Corridor Advisory Committee (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 Director of Planning Marc Williams.

113422
TPP

Pursuant to 43 TAC §1.86 and Minute Order 111294, dated March 27, 2008, the Texas Transportation Commission (commission) created an advisory committee to assist the Texas Department of Transportation (department) in the transportation planning process for the corridor planned as part of Interstate 69 (I-69).

The purpose of the I-69 Corridor Advisory Committee (committee) is to facilitate and achieve support and consensus from affected communities, governmental

entities, and other interested parties in the planning of transportation improvements in the I-69 corridor and in the establishment of development plans for that corridor. The committee's advice and recommendations will provide the department with an enhanced understanding of public, business, and private concerns about the I-69 corridor, facilitating the department's communications and project development objectives and resulting in greater cooperation between the department and all affected parties during project planning and development.

In Minute Order 112527, dated December 16, 2010, the commission appointed new members to the committee. Two members have asked to be removed from the committee and will be replaced by new members. In addition, one new member from the Laredo area will be added to the committee.

Under 43 TAC §1.86, the commission may appoint members of an advisory committee from the following groups as deemed appropriate by the commission: affected property owners and owners of business establishments; technical experts; representatives of local governmental entities; members of the general public; economic development officials; chambers of commerce officials; members of the environmental community; department staff; and professional consultants representing the department.

The individuals identified in Exhibit A as new members of the committee have been selected because they will ensure the committee represents a geographic distribution across the corridor area and reflects a diverse cross-section of the widely varying stakeholder groups needed to help the department identify and reach consensus on corridor needs and potential transportation solutions.

IT IS THEREFORE ORDERED by the commission that the individuals identified in Exhibit A are appointed as members of the I-69 Corridor Advisory Committee.

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

c. Lone Star Rail District

Appoint a public member to the board of directors of the Lone Star Rail District (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 Rail Division Director Bill Glavin.

113423
RRD

The Lone Star Rail District (District) was created pursuant to Transportation Code §173.051 and is governed by a board of directors (board). The board is responsible for management, operation and control of the District. Board members of the District serve two-year terms.

Transportation Code §173.102 provides that the Texas Transportation Commission (commission) will appoint two public directors to the board of the District.

The commission, by Minute Order 109121 dated December 19, 2002, originally appointed Mariano Camarillo of Austin to the board of the District based on his experience with and knowledge of commuter rail transportation. The commission reappointed Mr. Camarillo to a second two-year term by Minute Order 109929 dated January 27, 2005, a third two-year term by Minute Order 110814 dated January 25,

2007, a fourth two-year term by Minute Order 111681 dated January 29, 2009, and a fifth two-year term by Minute Order 112551 dated January 27, 2011.

The commission has determined that it is in the best interest of the citizens of Central Texas for Mr. Camarillo to be reappointed for a sixth two-year term as a member of the board due to his exemplary service and the need for the District to continue uninterrupted in their current efforts to bring commuter rail to the region.

IT IS THEREFORD ORDERED by the commission that Mariano Camarillo be reappointed as a member of the board of directors of the Lone Star Rail District for a sixth term beginning on February 1, 2013 and expiring on January 31, 2015.

d. Port Authority Advisory Committee

Appoint one member to the Port Authority Advisory Committee (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 Maritime Division Director Herman Deutsch.

113424
MRD

Transportation Code, Section 55.006, requires the Texas Transportation Commission (commission) to appoint a seven-member Port Authority Advisory Committee (committee) to advise the commission and the Texas Department of Transportation (department) on maritime port issues and to provide a forum for exchange of information between the commission, the department and committee members representing the maritime port industry in Texas and others who have an interest in maritime ports.

The department's administrative rules governing advisory committees, Title 43, Texas Administrative Code, Section 1.84, provide that the committee members serve staggered three-year terms, unless removed sooner at the discretion of the commission.

The commission has determined that the individual listed below fulfills the statutory requirements to serve as a member of the committee for a three-year term expiring on January 31, 2016.

Glenn Carlson Director Port of Freeport – Upper Coast

IT IS THEREFORE ORDERED by the commission that Glenn Carlson is appointed as a member of the Port Authority Advisory Committee for the term specified.

ITEM 4. Aviation

Various Counties - Award federal and state grant funding for airport improvement projects at various locations (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 Aviation Division Deputy Director Jay Joseph.

113425
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, December 6, 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 \$6,607,644.

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

ITEM 5. Public Transportation

Various Counties - Award federal §5310 funds, Formula Grants for the Enhanced Mobility of Seniors and Individuals with Disabilities Program, and award transportation development credits for FY 2013 (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 Public Transportation Division Director Eric Gleason.

113426
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 for the Enhanced Mobility of Seniors and Individuals with Disabilities" (49 U.S.C. §5310), in a letter dated October 4, 2005; and further acknowledges that federal program regulations require the Texas Department of Transportation (department) to ensure that grant funds are distributed fairly and equitably within the state.

The United States Congress has passed the Continuing Appropriations Resolution, 2013, for a six-month period; the FTA has available funds for this period. As soon as appropriation covering the remainder of the fiscal year or a portion of it has been enacted, the additional funds will be made available.

Awards to transit operators are calculated in accordance with the formula in Title 43, Texas Administrative Code, §31.31. Projects are selected at the district office level following a consultation process with all local parties, including any existing Metropolitan Planning Organizations, and a local planning, and development process. Projects also meet the requirements of inclusion in a coordinated transportation plan as

required 49 U.S.C. §5310 and administered through the provisions of Transportation Code, Chapter 461. Project recipients recommended for award are described in Exhibit A which includes funding for transit vehicles, information technology, preventive maintenance and purchase of service

Title 43, Texas Administrative Code, §5.73 establishes the process for which Transportation Development Credits (TDC) may be awarded at the discretion of the commission. The commission finds that TDC investments in:

- Transit vehicles will improve air quality by replacing older vehicles with newer models which meet current emission standards; and increase the value of the transportation assets by investing into the replacement of depreciated rolling stock;
- Information technology increase the value of the transportation assets by investing in new technology which complies with federal standards and provides better record keeping for reporting to various state and federal agencies;
- Preventive maintenance improves air quality by regularly maintaining vehicles at manufacturer scheduled intervals and increasing the value of the transportation assets by preserving the condition of existing fleet; and
- Purchase of service will provide mobility options for elderly and disabled individuals seeking employment, training, and other essential services thus expanding economic opportunities.

The commission finds that the revised projects in Exhibit A are eligible for funding and awards a total of \$3,177,045 in federal funds and 432,172 in TDC.

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, submit the necessary state application to FTA, and enter into the necessary contracts for the FY 2013 program of projects.

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

ITEM 6. Comprehensive Development Agreement

Tarrant and Dallas Counties - Authorize the executive director of the department to issue a request for qualifications for the development, design, construction, financing, maintenance and operation of all or part of the SH 183 Managed Lanes Project, comprised of improvements to SH 183 from SH 121 to I-35E, and additional facilities necessary for connectivity and financing purposes, subject to the enactment of legislation authorizing the department to enter into a comprehensive development agreement for those additional connecting facilities, and subject to the North Texas Tollway Authority's (NTTA) election to waive or decline to exercise its option to develop, finance, construct, and operate those additional connecting facilities (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 Strategic Projects Division Director Ed Pensock.

113427
SPD

Subchapter E, Chapter 223, Transportation Code prescribes the process by which the Texas Department of Transportation (department) may enter into a comprehensive development agreement (CDA) with a private entity that provides for the design, development, financing, construction, maintenance, repair, operation, extension, or expansion of an eligible project.

The State Highway 183 corridor in the western portion of Dallas County and the eastern portion of Tarrant County is one of the most highly congested and mobility constrained corridors in the region. It has retained its basic configuration for through-lanes since the late 1970's, and although adjacent development has increased, the roadway's capacity has remained unchanged. The highway corridors that connect to the SH 183 corridor are also congested, and there is a need to address operational and capacity deficiencies in those corridors.

There exists the potential for expediting the development and completion of managed lane improvements to all or part of SH 183 from State Highway 121 to Interstate 35E and connecting facilities (SH 183 Managed Lanes Project) through the use of a CDA, and the employment of innovative methods for the development and financing of projects that are available with a CDA. Development of the SH 183 Managed Lanes Project is a crucial element to responding to traffic congestion throughout the Dallas/Fort Worth Metroplex. The inclusion of connecting facilities in the SH 183 Managed Lanes Project would greatly enhance the achievement of these project objectives.

The department is authorized to enter into a CDA for the portion of the project comprised of SH 183 from SH 121 to I-35E. The use of a CDA to deliver the improvements to the connecting facilities is subject to the enactment of legislation authorizing the department to enter into a CDA for those connecting facilities.

The SH 183 Managed Lanes Project will replace functionally obsolete, deteriorating infrastructure, as well as add capacity to these congested corridors. The inclusion of facilities connecting to the SH 183 corridor in the SH 183 Managed Lanes Project would improve mobility in the area by meeting future travel demand stemming from projected population growth and benefit the overall operation and financing of the project. Improvements to these corridors are critical to the region's continued mobility and economic vitality.

By Resolution 12-25, adopted on March 1, 2012, the North Texas Tollway Authority (NTTA) waived and declined to exercise the NTTA's option to develop, finance, construct, and operate a portion of the SH 183 Managed Lanes Project from SH 161 to I-35E pursuant to Transportation Code, §373.055, as described, and only upon the terms, in the resolution. In Minute Order 113045, dated March 29, 2012, the Texas Transportation Commission (commission) approved the department's determination to exercise its option to develop, finance, construct, and operate that portion of the SH 183 Managed Lanes Project. Transportation Code, §373.002 exempts the portion of the

project from SH 121 to SH 161 from the requirement that the NTTA waive or decline to exercise its option.

Transportation Code, §223.203 prescribes requirements for a CDA procurement and requires the department to publish a notice advertising a request for qualifications in the Texas Register and in one or more newspapers of general circulation that includes the criteria that will be used to evaluate any qualification submittals, the relative weight given to the criteria, and a deadline by which qualification submittals must be received.

The planned improvements will increase the capacity of the corridors, relieve congestion, reduce travel time, improve air quality, and provide social and economic benefits in the region. The SH 183 Managed Lanes Project will also provide a transportation system that will meet the travel needs of people, goods, and services safely, efficiently and economically.

IT IS THEREFORE ORDERED by the commission that the department is authorized to publish in the Texas Register and in one or more newspapers of general circulation a request for qualifications to develop, design, construct, finance, maintain, and operate all or part of the SH 183 Managed Lanes Project comprised of improvements to SH 183 from SH 121 to I-35E and any additional connecting facilities that are necessary for connectivity and financing purposes.

IT IS FURTHER ORDERED that the issuance of a request for qualifications that include the additional connecting facilities is subject to the enactment of legislation authorizing the department to enter into a CDA for any such connecting facility.

IT IS FURTHER ORDERED that the project scope described in the request for qualifications may only include the additional connecting facilities if the NTTA has elected to waive or decline to exercise its option to develop, finance, construct, and operate the connecting facilities.

ITEM 7. Pass Through Toll Program

Montgomery County - Approve an amendment to the original pass-through toll agreement with Montgomery County that reduces the county's obligation to reinvest a minimum of \$76 million in pass-through toll reimbursements into future transportation projects (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 Financial Officer James Bass.

113428
ADM

The Texas Transportation Commission (commission) by Minute Order 109965, dated February 24, 2005, approved execution of a pass-through toll agreement with Montgomery County (county) for the construction of improvements to Farm to Market 1484, Farm to Market 1485, Farm to Market 1488, and Farm to Market 1314, and direct connectors from State Highway 242 and State Highway 105 to Interstate 45. The minute order also required that a minimum of \$76 million of the total reimbursement of \$174,473,000 in department pass-through toll payments be reinvested by the county into future transportation projects.

A Pass-Through Toll Agreement (agreement) between the county and the Texas Department of Transportation (department) for development of the identified projects was executed by the parties and became effective on September 16, 2005. The agreement provided that all sums in excess of \$98 million would be placed into an escrow account to be used for future transportation projects in the county. On November 20, 2012, the county received bids for its final project: the construction of direct connectors from SH 242 and SH 105 to I-45. The amount of the low bid was approximately 20% higher than the design engineer's estimate. Because of this increase, the county needs use of an additional \$20 million in pass-through toll reimbursement payments to complete the project and requests that the reimbursements allocated to escrow be reduced by that amount. The department proposes that the agreement be amended to increase from \$98 million to \$118 million the amount of pass-through toll reimbursement payments that the county can use for the identified projects. The total reimbursements, reimbursement rate, and minimum and maximum amounts to be reimbursed in any year for payment of pass-through tolls by the department under the agreement will remain the same.

The commission finds that the agreement between the county and the department, as amended by the proposed terms, is in the best interest of the state.

IT IS THEREFORE ORDERED that the executive director or his designee is authorized to execute an amendment to the Pass-Through Toll Agreement with Montgomery County in accordance with the proposal described in this minute order and such other terms the department determines are necessary.

ITEM 8. Toll Roads

a. Various Counties - Consider the approval of the department's determination to exercise its option to develop, construct, finance and operate the portion of SH 99 (Grand Parkway) in Liberty County, authorize Segments H, I-1, and I-2 of Grand Parkway, in Harris, Montgomery, Liberty, and Chambers Counties, with DEVELOP authority; and authorize the Grand Parkway Transportation Corporation (GPTC) to finance any pre-development costs up to \$300 million and enter into or assume any agreements related to the pre-development costs being financed on any future segments (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 Strategic Projects Division Director Ed Pensock.

113429
SPD

In accordance with the requirements of Transportation Code, §228.0111(g), on September 22, 2009, Liberty County (county) elected to exercise its option to develop, construct, and operate the portion of the Grand Parkway located within the county.

The Texas Legislature, in Senate Bill 19, 82nd Legislature, 2011, which became effective on June 17, 2011, enacted Transportation Code, Chapter 373, establishing a new streamlined primacy determination process that replaces the market valuation and primacy determination process established in Transportation Code, §228.0111.

On December 18, 2012, the Liberty County Commissioners Court elected to rescind the County's previous exercise of its option to develop, construct, and operate the portion of the Grand Parkway located within the county. To provide certainty for the procurement and contracting process for this portion of Grand Parkway, the Liberty County Commissioners Court further elected, pursuant to Transportation Code, §373.055, to waive and decline to exercise the county's option to develop, construct, finance, and operate the portion of the Grand Parkway project located in the county.

Transportation Code, §373.053 provides that if a local toll project entity fails or declines to exercise its option to develop, finance, construct, and operate a toll project, the department has 60 days after that date to decide whether it will exercise its option to develop, finance, construct, and operate that project. The department has determined that its option to develop, finance, construct, and operate the portion of the Grand Parkway located within the county should be exercised.

The department has further determined that the portion of the Grand Parkway in the county should be developed as a part of an authorization to develop Segments H, I-1 and I-2 of the Grand Parkway, in Harris, Montgomery, Liberty and Chambers counties as a project (project).

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.

The department has determined that selection of a delivery model for the project that will be most beneficial for the state should be made after further environmental and engineering studies have been performed, costs and revenue analyses have been conducted and a portion of the pre-development costs of the project have been paid.

Grand Parkway Transportation Corporation, a transportation corporation formed by the commission pursuant to Chapter 431 of the Transportation Code to assist and act on behalf of the commission to develop, design, construct, finance, expand, reconstruct,

operate and/or maintain the Grand Parkway, has determined that it has the capacity to finance up to \$300 million of the pre-development costs associated with the development of future segments of the Grand Parkway from the proceeds of its Grand Parkway System toll revenue bonds in the process of issuance.

IT IS THEREFORE ORDERED by the commission that the department's determination to exercise its option to develop, finance, construct, and operate the portion of State Highway 99 (Grand Parkway) in Liberty County, pursuant to Transportation Code, §373.053, is approved, and the project consisting of all or a portion of Segments H, I-1 and I-2 of Grand Parkway in Harris, Montgomery, Liberty and Chambers counties is authorized with DEVELOP authority.

IT IS FURTHER ORDERED by the commission that the executive director, on behalf of the commission is authorized and directed to perform all such acts and execute such documents necessary to carry out the intent of this minute order.

IT IS FURTHER ORDERED by the commission that Grand Parkway Transportation Corporation is authorized to finance any pre-development costs of future segments of the Grand Parkway up to \$300 million, with priority given to pre-development costs of Segments H, I-1, and I-2; to enter into or assume any agreements related to the pre-development costs being financed; and to perform all such acts and execute such documents necessary to carry out the intent of this minute order.

b. **Travis County** - Authorize the department to enter into an agreement with the Central Texas Regional Mobility Authority for the development, construction, operation, and maintenance of the MoPac Improvement Project, an 11.2 mile project to add one express, variable tolled lane in each direction between FM 734 (Parmer Lane) and Cesar Chavez Street in Travis County, and approve the connection of the MoPac Improvement Project with a segment of the state highway system (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 Director of Planning Marc Williams. The Central Texas Regional Mobility Authority Executive Director Michael Heiligenstein registered not speaking but as a resource witness.

113430
TPP

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 Farm to Market 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. On September 13, 2012, pursuant to the authority granted by the Texas Transportation Commission (commission) in Minute Order 113252, dated August 30, 2012, the department and the CTRMA entered into an agreement under which financial assistance in the amount of \$197.6 million will be made available to the CTRMA to pay for the costs of constructing the MoPac Improvement Project, including utility relocation, construction of sound walls, installation of tolling equipment, and construction of 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.

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.

Transportation Code, §370.187 provides that a regional mobility authority may not begin construction of a transportation project that will connect to the state highway system or to a department rail facility without the approval of the commission. Title 43, Texas Administrative Code, §26.31 et seq. prescribe the conditions for that approval. Title 43, Texas Administrative Code, §11.58 provides that the commission must approve a public or private entity's connection of a regionally significant highway to the state highway system.

In accordance with 43 TAC §26.31 and 43 TAC §11.58, the CTRMA has submitted a request to the executive director to connect the MoPac Improvement Project to the state highway system in connection with the CTRMA's development and construction of the project, from FM 734 (Parmer Lane) to Cesar Chavez Street.

Pursuant to 43 TAC 26.31, the CTRMA has committed to comply with the applicable requirements of 43 TAC §26.33. Pursuant to 43 TAC §11.58(c), the CTRMA agrees to design and construct the portion of the MoPac Improvement Project that comprises the connection to the state highway system in compliance with the standards prescribed in 43 TAC §11.58(d). Pursuant to 43 TAC §26.34, the department and the CTRMA have negotiated a project development agreement for the development, construction, operation, and maintenance of the MoPac Improvement 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 may be effectively integrated into the state's 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.

IT IS THEREFORE ORDERED by the commission that the executive director of the department is authorized to enter into a project development agreement with the Central Texas Regional Mobility Authority for the development, construction, operation, and maintenance of the MoPac Improvement Project, an 11.2 mile project to add one express, variable tolled lane in each direction located in Travis County between FM 734 (Parmer Lane) and Cesar Chavez Street.

IT IS FURTHER ORDERED that the connection of the MoPac Improvement Project with a segment of the state highway system is approved.

c. Travis and Williamson Counties - Establish temporary toll rate tables on SH 130, Segments 1-4 and SH 45 Southeast to charge the two-axle rate for all vehicles, regardless of classification (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 Toll Operations Division Director Doug Woodall.

113431
TOD

Title 43, Texas Administrative Code, §27.82(d) provides that the Texas Transportation Commission (commission) will establish toll rates for the use of a toll project on the state highway system. In setting toll rates, the commission is required to consider: (1) the results of traffic and revenue studies and any schedule of toll rates established in a traffic and revenue report; (2) the requirements of project bond covenants; and (3) vehicle classification, type and location of the facility, and similar criteria that apply to a specific project.

SH 130 is a four-lane, controlled-access toll road extending 49 miles from I-35 north of Georgetown to US 183 south of the Austin-Bergstrom Airport, and is an element of the Central Texas Turnpike System 2002 Project (2002 Project). SH 45 Southeast is a four-lane, controlled-access toll road extending 7.4 miles from I-35 to US 183/SH 130 in Travis County, which was recently incorporated in the Central Texas Turnpike System.

The Texas Department of Transportation (department) desires to establish temporary toll rate tables on SH 130 Segments 1-4 and SH 45 Southeast for the period of February 4, 2013, to March 3, 2013, to charge the current two-axle toll rate for all vehicles, regardless of classification. The intent of this temporary change is to encourage greater truck usage on the toll roads during the winter season. The toll rates would revert back to the previously-approved rates, as described in Minute Order 113244, on March 4, 2013.

In accordance with Section 502 of the Indenture of Trust for the 2002 Project (indenture), any change in classification that results in a reduced toll or any new classification shall be subject to a traffic consultant approving the same before it is

implemented unless the same is temporary. In all events, the commission shall not make a change in classification or any new classification unless the commission determines that such change is not expected to result in the receipt of revenues in amounts less than that contemplated by the rate covenant.

The department's traffic consultant has provided a certification indicating that the cost of the temporary changes in the main lane and ramp toll rates will represent less than a 1% change in annual revenue and will not adversely affect the ability of the commission to comply with its rate covenants in Section 501 of the indenture.

IT IS THEREFORE ORDERED and determined by the commission that the change in classification is not expected to result in the receipt of revenues in amounts less than that contemplated by the rate covenant and the department is authorized to charge tolls on SH 130 Segments 1-4 and SH 45 Southeast in the amounts stated in Exhibit A from February 4, 2013, to March 3, 2013.

IT IS FURTHER ORDERED that the toll rates will revert back to the previously-approved rates, as described as in Minute Order 113244, on March 4, 2013.

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

ITEM 9. Promulgation of Administrative Rules Under Title 43, Texas Administrative Code, and the Administrative Procedure Act, Government Code, Chapter 2001:

a. Final Adoption

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

Repeal of §§9.30-9.43, and New §§9.30-9.39 (Contracting for Architectural, Engineering, and Surveying Services)

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 Design Division Director Mark Marek.

113432
DES

The Texas Transportation Commission (commission) finds it necessary to adopt the repeal of §§9.30-9.43 and adopt new §§9.30-9.39, all relating to contracting for architectural, engineering, and surveying services to be codified under Title 43, Texas Administrative Code, Part 1.

The preamble and the adopted repeals and new sections, attached to this minute order as Exhibits A - C, 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 §§9.30-9.43 and new §§9.30-9.39 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 - C are on file with the minute order clerk.

(2) Chapter 12 - Public Donation and Participation Program (MO)
New Subchapter K, Acknowledgment Program, New §§12.351-12.355

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 Maintenance Division Director Howard Holland.

113433

The Texas Transportation Commission (commission) finds it necessary to adopt new §§12.351-12.355, relating to Acknowledgment Program, 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 §§12.351-12.355 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 minute order clerk.

b. Proposed Adoption

(1) Chapter 1 - Management (MO)

Amendments to §1.85, Department Advisory Committees (Advisory Committees)

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 Director of Planning Marc Williams.

113434
TPP

The Texas Transportation Commission (commission) finds it necessary to propose amendments to §1.85, relating to department advisory committees, 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 §1.85 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.

(2) Chapter 2 - Environmental Review of Transportation Projects (MO)
Amendments to §2.12, Project Coordination (General Provisions) and §2.103, Public Participation for an Environmental Impact Statement or Supplemental Environmental Impact Statement (Public Participation)

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 General Counsel Jeff Graham.

113435
OGC

The Texas Transportation Commission (commission) finds it necessary to propose amendments to §2.12 and §2.103, both relating to environmental review of transportation projects, 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 - C, 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 §§2.12 and 2.103 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 - C are on file with the minute order clerk.

(3) Chapter 2 - Environmental Review of Transportation Project (MO)
Repeal of §2.21, Purpose, and §2.22, Memorandum of Understanding with the Texas Parks and Wildlife Department; and New Subchapter G, Memorandum of Understanding with the Texas Parks and Wildlife Department, New §§2.201-2.214

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 Environmental Affairs Division Director Carlos Swonke.

113436
ENV

The Texas Transportation Commission (commission) finds it necessary to propose the repeal of §2.21 and §2.22, and the simultaneous replacement of the repealed sections with new Subchapter G, Memorandum of Understanding with the Texas Parks and Wildlife Department, §§2.201-2.214, relating to coordination of environmental review of transportation projects by the Texas Parks and Wildlife Department, to be codified under Title 43, Texas Administrative Code, Part 1.

The preamble and the proposed repeals and new sections, attached to this minute order as Exhibits A - C, 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 §2.21 and §2.22 and new §§2.201-2.214 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 - C are on file with the minute order clerk.

(4) Chapter 2 - Environmental Review of Transportation Project (MO)

Repeal of §2.24, Memorandum of Understanding with the Texas Historical Commission; and New Subchapter H, Memorandum of Understanding with the Texas Historical Commission, New §§2.251-2.278

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 Environmental Affairs Division Director Carlos Swonke.

113437
ENV

The Texas Transportation Commission (commission) finds it necessary to propose the repeal of §2.24, and the simultaneous replacement of the repealed sections with new Subchapter H, Memorandum of Understanding with the Texas Historical Commission, §§2.251-2.278, relating to coordination of environmental review of transportation projects by the Texas Historical Commission, to be codified under Title 43, Texas Administrative Code, Part 1.

The preamble and the proposed repeals and new sections, attached to this minute order as Exhibits A - C, 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 §2.24 and new §§2.251-2.278 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 - C are on file with the minute order clerk.

(5) Chapter 2 - Environmental Review of Transportation Project (MO)

Repeal of §2.23, Memorandum of Understanding with the Texas Natural

Resource Conservation Commission; and New Subchapter I, Memorandum of Understanding with the Texas Commission on Environmental Quality, New §§2.301-2.308

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 Environmental Affairs Division Director Carlos Swonke.

113438
ENV

The Texas Transportation Commission (commission) finds it necessary to propose the repeal of §2.23 and new Subchapter I, §§2.301-2.308 all relating to a Memorandum of Understanding with the Texas Commission on Environmental Quality to be codified under Title 43, Texas Administrative Code, Part 1.

The preamble and the proposed repeal and new sections, attached to this minute order as Exhibits A - C, 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 §2.23 and new §§2.301-2.308 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 - C are on file with the minute order clerk.

(6) Chapter 7 - Railroad Facilities (MO)
Amendments to §7.31, Safety Requirements (Rail Safety)

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 General Counsel Jeff Graham.

113439
OGC

The Texas Transportation Commission (commission) finds it necessary to propose amendments to §7.31, relating to Safety Requirements, 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 §7.31 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.

c. Rule Review

In accordance with Government Code, §2001.039, Readoption of Title 43 Texas Administrative Code Chapter 2, Environmental Review of Transportation Projects, and Chapter 7, Rail Facilities (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 General Counsel Jeff Graham.

113440
OGC

Government Code, §2001.039 requires state agencies to readopt their rules every four years and, prior to readopting, to consider whether the reason for adopting each rule continues to exist.

During July 2008, the Texas Department of Transportation reviewed Title 43 Texas Administrative Code, Part 1, Chapter 2, Environmental Review of Transportation Projects, and Chapter 7, Rail Facilities. The Notice of Intent to review was published in the Texas Register on December 7, 2012 (37 TexReg 9660).

No comments were received regarding this rule review. However, during the rule review process the Rail Division's staff identified text in §7.31, Safety Requirements, that needed to be revised. Those revisions are being proposed simultaneously with this order. Additionally, the memoranda of understanding with Natural Resource Agencies, which are contained in Chapter 2, Subchapter B, are being updated as required by statute. Those updates are also being proposed simultaneously with this order.

The Texas Transportation Commission (commission) finds that the reasons for adopting these rules continue to exist.

IT IS THEREFORE ORDERED by the commission that the reviewed rules are readopted, subject to the changes to Chapter 2 relating to the memoranda of understanding with Natural Resource Agencies and to §7.31 being proposed simultaneously with this order, and that the executive director provide for filing with the Office of the Secretary of State, Texas Register Division, a notice readopting these rules.

ITEM 10. Office of Compliance and Ethics Report

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

ITEM 11. Finance

a. Central Texas Turnpike System Revenue Bonds

Approve the Seventh Supplemental Indenture authorizing the issuance of one or

more series of Central Texas Turnpike System (CTTS) Revenue Refunding Bonds to refund all or any portion of outstanding bonds to achieve a net present value debt service savings of at least 3 percent of the CTTS Revenue Bonds being refunded; approve the official statement, bond purchase contract, escrow agreement and other documents relating to any issuance of refunding bonds and authorize the chief financial officer and other designated department representatives to take all actions necessary to effectuate any refunding and to deliver one or more series of CTTS Revenue Refunding Bonds; and approve application to the Texas Bond Review Board for exemption from approval or approval to issue such refunding bonds (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 Innovative Financing / Debt Management Office Director Benjamin Asher.

113441
DMO

Transportation Code Section 228.051 provides that the Texas Transportation Commission (commission) by order may designate one or more lanes of a segment of the state highway system as a toll project or system.

By Minute Order 108873, dated April 25, 2002, State Highway 130 (SH 130) was designated as a toll project and a controlled access state highway from Interstate 35 (I-35) north of Georgetown to United States 183 (US 183) and SH 130 as part of the Central Texas Turnpike System (System).

By Minute Order 108896, dated May 30, 2002, State Highway 45 North interchange (SH 45 N) was designated as a toll project and a controlled access state highway from west of US 183 to SH 130/SH 45 N interchange as part of the System.

By Minute Order 108896, dated May 30, 2002, Loop 1 was designated as a toll project and a controlled access state highway from the existing Loop 1 and Farm to Market 734 to the Loop 1/SH 45 N interchange as part of the System.

By Minute Order 109729 dated July 29, 2004 State Highway 45 Southeast (SH 45 SE) was designated as a toll project and a controlled access state highway from I-35 at Farm to Market 1327 south of Austin to the SH 130/US 183 interchange . By Minute Order 113243 dated August 30, 2012 SH 45 SE was designated as part of the System.

The commission has outstanding \$2,149,548,462.80 in aggregate principal amount of obligations (including \$439,218,462.80 original aggregate principal amount First Tier Revenue Bonds, Series 2002-A (2002-A Bonds); \$900,000,000 original aggregate principal amount TIFIA Loan Agreement and 2002 TIFIA Bond; \$585,330,000 First Tier Revenue Refunding Bonds Series 2012-A and \$225,000,000 First Tier Revenue Refunding Put Bonds, Series 2012-B (collectively, the System obligations) to finance or refinance a portion of the costs of the System, composed of the SH 130, SH 45 N, Loop 1 and SH 45 SE project elements, described above, pursuant to an Indenture of Trust (indenture) and six supplemental indentures. Any terms not otherwise defined in this order have the meaning given in the indenture.

The commission is authorized pursuant to Chapters 1207 and 1371, Texas Government Code, as amended, and Chapter 228, Texas Transportation Code, as amended, to refund, refinance and restructure outstanding toll revenue obligations such as the System obligations and the Texas Department of Transportation (department) is

reviewing all outstanding System obligations for refunding opportunities to achieve debt service savings.

The commission has determined it to be in the best interest of the state and the System to issue additional obligations pursuant to the indenture to refund all or any portion of the System obligations for debt service savings and the indenture authorizes the issuance of additional obligations to refund all or any portion of the System obligations upon compliance with certain conditions as set forth in the indenture.

The indenture, together with the "Seventh Supplemental Indenture of Trust" (seventh supplement), prescribes the terms, provisions and covenants related to the proposed issuance of refunding obligations in one or more series with such name, series designation and other terms and provisions as provided in the seventh supplement and each related award certificate so long as the issuance of such refunding obligations results in a net present value debt service savings of at least 3% of the obligations refunded.

Government Code Section 1231.041 provides that a state agency may not issue a state security unless the issuance is approved by the Texas Bond Review Board (board) or exempted under law, including by board rule, from review by the board.

Under the seventh supplement, a chief financial officer, as defined in the seventh supplement, includes the chief financial officer of the department, the innovative financing/debt management officer and the deputy director, innovative financing/debt management office, who is authorized to determine the method of sale for each series of refunding obligations as well as the price, lien status and other terms of each series of the refunding obligations as prescribed in each award certificate.

The commission understands that the underwriters in connection with any refunding obligations intend to distribute a preliminary official statement (POS) and final official statement (Official Statement) in substantially the form provided to the commission with such changes as approved by a chief financial officer, on behalf of the commission, in connection with the public offering and sale of one or more series of the refunding obligations.

Under the seventh supplement, a chief financial Officer is authorized to price one or more series of the refunding obligations with various interest rate and other structures including variable rate bonds, put bonds, index bonds and others, which may require the use of liquidity provider(s), tender agents, remarketing agents and other entities performing various functions in connection with any such interest rate structures.

IT IS THEREFORE ORDERED by the commission that the chairman and executive director are authorized and directed to execute and deliver each series of the refunding obligations and such other documents and certificates to carry out the intent of this order and a chief financial officer, on behalf of the commission, is authorized and directed to execute and deliver the seventh supplement, each bond purchase agreement, as applicable, escrow agreement, if necessary, paying agent agreement, award certificate and similar agreements necessary for any series of the refunding obligations (collectively, program documents), in the form approved by a chief financial officer or in substantially the form previously approved by the commission in connection with the outstanding System obligations, as applicable, with such changes as

a chief financial officer, on behalf of the commission, executing the same may approve, such approval to be conclusively evidenced by execution of the program documents.

IT IS FURTHER ORDERED by the commission that a chief financial officer, on behalf of the commission, is authorized and directed to execute and deliver any remarketing agreement, liquidity agreement, tender agent agreement and other agreements necessary for any variable rate refunding obligations (collectively, variable rate documents), and the variable rate documents and similar agreements in connection with any variable rate refunding obligations are authorized in such form approved by a chief financial officer executing the same may approve, such approval to be conclusively evidenced by execution of the variable rate documents.

IT IS FURTHER ORDERED by the commission that any necessary ancillary documents in connection with the issuance of the refunding obligations, the program documents, the variable rate documents, if any, are hereby approved, and a chief financial officer, on behalf of the commission, is authorized and directed to execute and deliver such documents, including the application and submission to the board, as necessary.

IT IS FURTHER ORDERED by the commission that any POS and Official Statement are approved for distribution with such changes as a chief financial officer, on behalf of the commission, executing the same may approve, such approval to be conclusively evidenced by execution of such remarketing memorandum, POS and Official Statement, and a chief financial officer, on behalf of the commission, is authorized to deem any POS and Official Statement final for purposes of Rule 15c2-12 of the Securities and Exchange Commission (rule) with such omissions as permitted by the rule.

IF IS FURTHER ORDERED by the commission that a chief financial officer, on behalf of the commission, is authorized and directed to file with the board an application for approval or exemption, as applicable, and necessary in connection with the issuance of each series of refunding obligations.

IT IS FURTHER ORDERED by the commission that each member of the commission, each chief financial officer, the executive director and general counsel are authorized and directed to perform all such acts and execute such documents and notices, including execution of certifications to any underwriters or purchasers, the attorney general, the comptroller of public accounts, the board and other parties, as may be necessary to carry out the intent of this order and other orders of the commission relating to the System, the program documents and the variable rate documents.

b. State Highway Fund Revenue Bonds

Approve an amended and restated Sixth Supplemental Resolution authorizing the issuance of new money and refunding obligations of the State Highway Fund in one or more series; approve documents relating to the issuance of such obligations and the refunding of certain outstanding State Highway Fund revenue bonds, including official statements, bond purchase contracts, and escrow agreements; designating certain department officials to take all action necessary to deliver the obligations; and approve application to the Texas Bond Review Board for authority to issue such obligations
(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 Innovative Financing / Debt Management Office Director Benjamin Asher.

113442
DMO

Minute Order 113052 adopted by the Texas Transportation Commission (commission) on March 29, 2012, authorized, among other matters, the execution and delivery of additional senior obligations (additional senior obligations) pursuant to the master resolution, as amended (master resolution), establishing a financing program for bonds, other public securities and credit agreements secured by and payable from revenue deposited to the credit of the State Highway Fund, as supplemented by the sixth supplemental resolution (original supplemental resolution) to the master resolution. Any terms not otherwise defined herein have the meanings given in Minute Order 113052 and the master resolution.

The original supplemental resolution authorized the issuance of additional senior obligations, in one or more series, to fund state highway improvement projects (new money bonds) and to refund certain outstanding senior obligations (refunding bonds) and prescribed certain terms, provisions and covenants related to the additional senior obligations.

The commission has determined that it is in the best interest of the state to amend and restate the original supplemental resolution (as amended and restated, supplemental resolution) for the purpose of extending the expiration date of the original supplemental resolution, amending and modifying certain terms and provisions of the original supplemental resolution, and, in addition to refunding bonds issued for savings, authorizing the refinancing of certain outstanding variable rate senior obligations through the issuance of refunding bonds, in one or more series, provided that the aggregate principal amount of new money bonds shall not exceed \$1,400,667,126.36, which is not more than \$1.5 billion of new money bonds issued in any fiscal year, and the aggregate principal amount of refunding bonds shall not exceed \$1.7 billion, as reflected in the supplemental resolution.

Government Code, §1231.041 provides that a state agency may not issue a state security, including a bond, unless the issuance is approved by the Texas Bond Review Board (board) or exempted from review by the board, and Texas Department of Transportation (department) staff is further reviewing whether any projects expected to be financed through the issuance of taxable new money bonds may be eligible for tax-exempt financing with an allocation of state volume cap through the board's private activity bond program.

Under the supplemental resolution, the department representative, defined in the supplemental resolution to include the chief financial officer of the department, the innovative financing/debt management officer and the deputy director, innovative financing/debt management office, is authorized to determine the method of sale for each series of additional senior obligations as well as the price and other terms of each series of additional senior obligations as prescribed in each award certificate for the additional senior obligations.

The commission understands that an official statement in preliminary and final form (collectively, official statement) will be distributed in connection with the public offering and sale of each series of additional senior obligations, which official statement will include a description of the revenues deposited to the credit of the highway fund and other security and payment provisions related to the additional senior obligations.

IT IS THEREFORE ORDERED by the commission that the chairman and executive director are authorized and directed to execute and deliver additional senior obligations, as provided by the supplemental resolution, and the department representative is authorized and directed to execute and deliver the supplemental resolution, each bond purchase contract, if applicable, paying agent/registrars agreement and escrow agreement (collectively, financing documents), in the form approved by the department representative or in substantially the form previously approved by the commission in connection with outstanding senior obligations, as applicable, with such changes as the department representative executing each such document may approve, such approval to be conclusively evidenced by execution of such financing document; and, the department representative is authorized and directed to take any and all actions necessary or appropriate to effect the delivery of the additional senior obligations in accordance with the terms and conditions of the financing documents.

IT IS FURTHER ORDERED by the commission that the department representative is authorized and directed to execute and deliver any remarketing agreement, tender agent agreement, liquidity agreement or similar agreement necessary for any variable rate bonds (collectively, supporting documents), in the form approved by the department representative or in substantially the form previously approved by the commission in connection with outstanding senior obligations, as applicable, with such changes as the department representative executing each such document may approve, such approval to be conclusively evidenced by execution of such supporting document.

IT IS FURTHER ORDERED by the commission that the department representative is authorized to direct the Comptroller of Public Accounts (comptroller) to withdraw amounts from the highway fund and forward such amounts as are necessary to permit the timely payment of obligations issued or incurred pursuant to the supplemental resolution or the cash defeasance or redemption of a portion of the outstanding senior obligations; and, the department representative is authorized to execute and deliver such management agreements or instructions as are deemed necessary or appropriate to evidence such direction and to provide for the management and administration of the highway fund and any other funds and accounts established and maintained in connection with or related to such obligations.

IT IS FURTHER ORDERED by the commission that any other agreements or ancillary documents necessary or desirable in connection with the issuance of the additional senior obligations and the performance of the terms and conditions of any financing documents and the supporting documents are hereby approved; and, the department representative is authorized and directed to execute and deliver such documents.

IT IS FURTHER ORDERED by the commission that the department representative is authorized and directed to file with the board an application for

approval, exemption or state volume cap, as applicable and necessary, in connection with the issuance of each series of additional senior obligations.

IT IS FURTHER ORDERED by the commission that an official statement is approved for distribution in connection with the public offering and sale of each series of additional senior obligations in such form as a department representative may approve, such approval to be conclusively evidenced by the execution of the official statement. The department representative is authorized to deem final the preliminary form of the official statement for any additional senior obligations for purposes of Rule 15c2-12 of the Securities and Exchange Commission (rule) with such omissions as are permitted by the rule.

IT IS FURTHER ORDERED by the commission that each member of the commission, each department representative and the general counsel are authorized and directed to perform all such acts and execute such documents, notices and other instruments, including execution of certifications to the underwriters or purchasers, any counterparties, the attorney general, the comptroller, the board and other parties, as may be necessary or desirable to carry out the intent and purposes of this order and other orders of the commission relating to the State Highway Fund revenue financing program, the financing documents, any supporting documents and any credit agreements.

c. Texas Mobility Fund Obligations

Approve an amended and restated Ninth Supplemental Resolution authorizing the issuance of new money and refunding obligations of the Texas Mobility Fund in one or more series; approve documents relating to the issuance of such obligations and the refunding of certain outstanding Texas Mobility Fund revenue bonds, including official statements, purchase contracts, and escrow agreements; designating certain department officials to take all action necessary to deliver the bonds; and approve application to the Texas Bond Review Board, if necessary, for authority to issue such bonds (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 Innovative Financing / Debt Management Office Director Benjamin Asher.

113443
DMO

Pursuant to Minute Order 110081, dated May 4, 2005, the Texas Transportation Commission (commission) approved a Master Resolution Establishing the Texas Transportation Commission Mobility Fund Revenue Financing Program, as subsequently amended by the First Amendment and Second Amendment (Master Resolution), to establish a revenue financing program (Mobility Fund Revenue Financing Program) pursuant to which the commission may issue obligations including bonds, notes and other public securities and execute credit agreements secured by and payable from a pledge of and lien on all or part of the moneys in the Texas Mobility Fund (Fund). Under such Master Resolution, the commission approved eight supplemental resolutions to the Master Resolution which authorized the issuance of eight series of Texas Transportation Commission State of Texas General Obligation Mobility Fund Bonds (i.e., Series 2005-A, Series 2005-B, Series 2006, Series 2006-A,

Series 2006-B, Series 2007, Series 2008 and Taxable Series 2009A (Build America Bonds - Direct Payment)) (collectively, the "Outstanding Parity Debt"). Any capitalized terms not otherwise defined herein have the meaning given in the Ninth Supplement, as hereinafter defined.

Section 49-k, Article III of the Texas Constitution (Constitutional Provision) and Transportation Code, Chapter 201, Subchapter M, and other applicable law, including Government Code, Chapters 1207 and 1371, authorize the commission to issue bonds and other obligations secured by all or part of the money in the Fund to 1) pay all or part of the costs of constructing, reconstructing, acquiring, and expanding state highways; 2) provide participation by the State in the payment of part of the costs of constructing and providing publicly owned toll roads and other public transportation projects; 3) create debt service accounts; 4) pay interest on obligations for a period of not longer than two years; 5) refund or cancel outstanding obligations; and 6) pay the commission's costs of issuance (collectively, projects) and the Texas Department of Transportation (department) is reviewing all the Outstanding Parity Debt for refunding and cash defeasance opportunities to achieve debt service savings and create additional capacity for the issuance of new money obligations.

Transportation Code, Chapter 201, Subchapter M, provides that the commission may guarantee on behalf of the State the payment of any obligations and credit agreements secured by the fund by pledging the full faith and credit of the State to the payment of the obligations and credit agreements in the event the revenue and money dedicated to the fund and on deposit in the fund under the constitutional provision, are insufficient for that purpose.

Transportation Code, §201.947 provides that the commission may not issue obligations before the department has developed a strategic plan that outlines how the proceeds of obligations will be used and the benefit the State will derive from use of money in the fund and pursuant to Minute Order 109800, dated September 30, 2004, the Texas Mobility Fund Strategic Plan as developed by the department was adopted and has not been amended.

The commission has determined it to be in the best interest of the state and Fund to issue additional obligations, on parity with the previously issued Outstanding Parity Debt, secured by revenues and money dedicated to the Fund and on deposit in the Fund under the Constitutional Provision and by a pledge of the full faith and credit of the state for additional projects including to refund all or part of the Outstanding Parity Debt for debt service savings.

The Master Resolution, together with the "Amended and Restated Ninth Supplemental Resolution to the Master Resolution Establishing the Texas Transportation Commission Mobility Fund Revenue Financing Program" (Ninth Supplement), prescribes the terms, provisions and covenants related to the issuance of additional bonds in one or more series of State of Texas General Obligation Mobility Fund Obligations (Obligations) with such title and series designation as set forth in the Ninth Supplement and any series of Obligations issued for refunding purposes results in a net present value debt service savings of not less than 3% of the Outstanding Parity Debt refunded, provides long-term fixed rate or other variable rate financing for refunded variable rate bonds or any combination thereof.

Government Code, §1231.041 provides that a state agency may not issue a state security, including a bond, unless the issuance is approved by the Texas Bond Review Board (board) or exempted under law, including by board rule, from review by the board and department staff is further reviewing whether any new money projects include private business use or other issues that may require the issuance of taxable bonds or obtaining State volume cap through application to the board's private activity bond program.

Under the Ninth Supplement, the department representative, as defined in the Ninth Supplement, includes the chief financial officer of the department, the innovative financing/debt management officer and the deputy director, innovative financing/debt management office, is authorized to determine the method of sale for each series of Obligations as well as the price and other terms of each series of the Obligations as prescribed in each award certificate.

The commission understands that a preliminary official statement (POS) and final official statement (Official Statement) in substantially the form provided to the commission with such changes as approved by the department representative, on behalf of the commission, in connection with the sale of the Obligations, which POS and Official Statement will include a description of the general obligation pledge of the state's full faith and credit in the event the revenue and money dedicated to and on deposit in the fund are insufficient for payments due on the Obligations and any related credit agreements.

IT IS THEREFORE ORDERED by the commission that the chairman and executive director are authorized and directed to execute and deliver each series of the Obligations and such other documents and certificates to carry out the intent of this order and the Department Representative, on behalf of the commission, is authorized and directed to execute and deliver the Ninth Supplement, each Purchase Contract, if applicable, Paying Agent/Registrar Agreement and Escrow Agreement and similar agreements necessary for any series of the Obligations and any cash defeasance (collectively, Program Documents), in the form approved by the department representative or in substantially the form previously approved by the commission in connection with the Outstanding Parity Debt, as applicable, with such changes as the department representative, on behalf of the commission, executing the same may approve, such approval to be conclusively evidenced by execution of the Program Documents.

IT IS FURTHER ORDERED by the commission that any necessary ancillary documents in connection with the issuance of a series of the Obligations and the Program Documents are hereby approved, and the department representative, on behalf of the commission, is authorized and directed to execute and deliver such documents.

IT IS FURTHER ORDERED by the commission that the POS and the Official Statement are approved for distribution with such changes as the department representative, on behalf of the commission, executing the same may approve, such approval to be conclusively evidenced by execution of the POS and the Official Statement, and the department representative, on behalf of the commission, is authorized to deem the POS and Official Statement final for purposes of Rule 15c2-12

of the Securities and Exchange Commission (rule) with such omissions as permitted by the rule.

IF IS FURTHER ORDERED by the commission that the department representative, on behalf of the commission, is authorized and directed to file with the board an application for approval, exemption or State volume cap, as applicable, and necessary in connection with the issuance of each series of Obligations.

IT IS FURTHER ORDERED by the commission that the department representative, on behalf of the commission, is authorized to use all or any portion of lawfully available moneys in the Fund to cash defease and redeem a portion of Outstanding Parity Debt to create additional capacity for the issuance of additional new money obligations.

IT IS FURTHER ORDERED by the commission that a pledge of the full faith and credit of the State be utilized in connection with each series of the Obligations and the payment obligations of the commission under the Swap Agreements.

IT IS FURTHER ORDERED by the commission that each member of the commission, each department representative, the executive director and general counsel are authorized and directed to perform all such acts and execute such documents and notices, including execution of certifications to the underwriters or purchasers, the Attorney General, the Comptroller of Public Accounts, the board and other parties, as may be necessary to carry out the intent of this order and other orders of the commission relating to the Mobility Fund Revenue Financing Program and the Program Documents.

ITEM 12. Unified Transportation Program (UTP)

Approve updates to the 2013 UTP (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 Director of Planning Marc Williams.

113444
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 2013 UTP was approved by the commission on April 26, 2012, in Minute Order 113074 and revisions to the 2013 UTP were approved by the commission on June 28, 2012, in Minute Order 113162; August 30, 2012, in Minute Order 113250; October 25, 2012, in Minute Order 113319; and December 13, 2012, in Minute Order 113401.

On December 12, 2012 the department conducted public video-teleconferences across the state, and a public hearing was held on January 8, 2013 to receive comments and testimony concerning the proposed updates to the 2013 UTP.

The updates to the 2013 UTP, as shown in Exhibit A, include revised funding allocations based on funds transfer requests and the allocation of fiscal year 2013 federal funds. In addition, this minute order updates project specific program lists, provides programming authority for recent increases in the Strategy 111 Consultant budget, incorporates information regarding transportation development credits, and includes minor revisions and technical corrections.

IT IS THEREFORE ORDERED by the commission that the updates to the 2013 UTP, as shown in Exhibit A, are hereby approved.

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

ITEM 13. Contracts

Award or reject contracts for maintenance, highway and building construction

a. Highway Maintenance and Department Building Construction

(see attached itemized list) (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 Construction Division Director John Obr.

113445
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 January 8 and 9, 2013.

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
(see attached itemized list) (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 Construction Division Director John Obr.

113446
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 January 8 and 9, 2013, and the further deferral of Ft. Worth District, Tarrant County, Job Number 3201, Project Number HP 2008(345), deferred at the December 13, 2012, Commission meeting 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 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 14. 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 Right of Way Division Director John Campbell.

113447
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, C, E, G – H, and J - S. 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 - 13, 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>
Collin	FM 2786	7	3392-01-010	9
Collin	US 75	1	0047-14-071	2
Collin	US 75	9	0047-14-071	22
Dallas	SH 289	4	0091-06-055	1
Harris	US 290	5	0050-09-084	663
Harris	US 290	2	0050-09-084	665
McLennan	FM 1637	11	0833-03-040	16
McLennan	FM 1637	8	0833-03-040	48
McLennan	FM 1637	10	0833-03-040	15
McLennan	FM 1637	12	0833-03-040	33
McLennan	FM 1637	13	0833-03-040	34,34E
Red River	SH 37	6	0189-01-008	1
Wise	US 380	3	0134-08-038	27

CONTROLLED ACCESS

<u>COUNTY</u>	<u>HIGHWAY</u>	<u>EXHIBIT</u>	<u>ROW CSJ NO.</u>	<u>PARCEL</u>
Bell	IH 35	R	0015-04-083	120
Bell	IH 35	S	0015-04-084	4,4AC
Bell	IH 35	N	0015-04-084	14
Bell	IH 35	O	0015-04-084	17,17AC,17E
Bell	IH 35	Q	0015-04-084	19
Bell	IH 35	J	0015-14-123	117
Bell	IH 35	L	0015-14-124	7
Bell	IH 35	P	0015-14-124	6

Bell	IH 35	M	0015-14-124	18
Bell	IH 35	K	0015-14-124	22
Dallas	SH 121	H	0364-02-020	27,27AC
Harris	Beltway 8	E	3256-01-101	1505
Harris	Beltway 8	C	3256-01-101	1507
Harris	US 290	A	0050-09-083	617
Harris	US 290	G	0050-09-083	616

Note: Exhibits A, C, E, G – H, and J – S and 1-13 are on file with the minute order clerk.

ITEM 15. 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) Traffic Operations Division - Consider a donation from the American Traffic Safety Services Association (ATSSA) for department employee’s travel expenses to attend the 42nd Annual Convention and Traffic Expo in San Diego, California on February 23 - 26, 2013 (MO)

113448
CSO

This minute order considers a donation from the American Traffic Safety Services Association (ATSSA) for Texas Department of Transportation (department) employee’s travel expenses to attend the 42nd Annual Convention and Traffic Expo in San Diego, California on February 23 – 26, 2013. Participation at the convention will allow the department the opportunity to discuss traffic safety issues and solutions with other state department of transportation representatives. The amount is estimated to be \$3,000.

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 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 also finds that the donor is not subject to department regulation or oversight, and that this donation will not influence or reasonably appear to influence the department in the performance of its duties.

The commission also finds that the donor is not interested in or likely to become interested in any contract, purchase, payment, or claim with or against the department.

IT IS THEREFORE ORDERED by the commission that the donation from the American Traffic Safety Services Association (ATSSA) estimated at \$3,000 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 acceptance of the donation.

(2) Abilene District - Consider a donation from Walmart, for the design and construction of road modifications to create a thru-lane through intersection at SH 350 and Cogdell Boulevard and curb for a right-turn construction as part of the proposed Walmart in Snyder, Texas (MO)

113449
CSO

This minute order considers a donation from Walmart Real Estate Business Trust, for the design and construction of road modifications to create a thru-lane through intersection at State Highway 350 and Cogdell Boulevard and curb for a right-turn construction as part of the proposed Walmart in Snyder, Texas. All design and construction work will be provided by the donor, its consultant or its contractor. In addition, the donor will pay the state's direct and indirect costs to review, monitor and inspect the work that is on the state right of way. The estimated value of the donation, including direct and indirect costs is \$26,023.

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 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 Walmart Real Estate Business Trust, estimated at \$26,023 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) Austin District - Consider a donation from Walmart Stores, Inc., for the design and installation of a traffic signal on RM 1431 at Market Street for the proposed new Walmart Store in Cedar Park (MO)

113450
CSO

This minute order considers a donation from Walmart Stores, Inc., for the design and installation of a traffic signal on Ranch to Market Road 1431 at Market Street for the proposed new Walmart store in Cedar Park. All design and construction work will be provided by the donor, its consultant or contractor. In addition, the donor will pay the state's direct and indirect costs to review, monitor and inspect the work that is on the state right of way. The estimated value of the donation, including direct and indirect costs is \$325,000.

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 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 Walmart Stores, Inc., estimated at \$325,000 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.

(4) **Beaumont District** - Consider a donation from First Baptist Church of Beaumont, for the ROW, design and construction of a proposed access driveway located on the west right of way abutting FM 364 approximately 447 feet South of Folsom Drive and drainage improvements within the department's roadside ditch on the north side of FM 364 near Folsom Drive in Beaumont at the future development of the donor (MO)

113451
CSO

This minute order considers a donation from First Baptist Church of Beaumont, for the ROW, design and construction of a proposed access driveway located on the west right-of-way abutting FM 364 approximately 447 feet South of Folsom Drive and drainage improvements within the department's roadside ditch on the north side of FM 364 near Folsom Drive. The donation will address access issues and drainage concerns related to the donor's site development located on FM 364 near Folsom Drive. The work will primarily consist of drainage improvements and sufficient access to the donor's property for the safety of the traveling public. All design, construction work and necessary right-of-way will be provided by the donor, its consultant or its contractor. In addition, the donor will pay for all of the departments direct and indirect costs associated with the review and oversight of this work. The estimated value of the donation is \$215,000.

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 First Baptist Church of Beaumont, estimated at \$215,000 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.

(5) Beaumont District - Consider a donation from Eastland Ventures, LLC, for the design and construction of a crossover, an acceleration merge lane and a deceleration turn lane centered at the access point of the donor's facility between the ROW of SH 124 and SH 73 in Jefferson County (MO)

113452
CSO

This minute order considers a donation from Eastland Ventures, LLC, for the design and construction of a crossover, an acceleration merge lane, and a deceleration turn lane centered at the access point of the donor's facility between the ROW of State Highway 124 (SH 124) and State Highway 73 (SH 73), in Jefferson County. The proposed access driveway will be located on the highway right of way abutting

highway SH 73 approximately 500 yards east of the intersection on SH 124 with SH 73. All design and construction work will be provided by the donor, its consultant or contractor, and will conform to the Texas Department of Transportation's (department) design standards. In addition, the donor will pay the department's direct and indirect costs associated with the review and oversight of this work. The estimated value of the donation is \$250,000.

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 Eastland Ventures, LLC, estimated at \$250,000 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.

(6) **Bryan District** - Consider a donation from Brazos Texas Land Development, LLC for the design and construction of right turn deceleration lanes and raised islands from the SH 6 southbound frontage road and from eastbound SH 40 to the proposed entrances to the Caprock Crossing development (MO)

113453
CSO

This minute order considers a donation from Brazos Texas Land Development, LLC, for the design and construction of right turn deceleration lanes and raised islands from the State Highway 6 southbound frontage road and from eastbound State Highway 40 to the proposed entrances to the Caprock Crossing development. All design and construction work will be provided by the donor, its consultant or contractor. In addition, the donor will pay the Texas Department of Transportation's (department) direct and indirect costs associated with the review and oversight of this work. The estimated value of the donation is \$178,200.

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 Brazos Texas Land Development, LLC, estimated at \$178,200 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.

(7) **Houston District** - Consider a donation from HEB Grocery Company, LP, for the design and construction of a widening of SL 336 to four lanes, including a continuous

left turn lane along SL 336 to the donor's facility at the White Oak Market Commercial site development in Harris County (MO)

This item was deferred.

(8) San Antonio District - Consider a donation from Casey Development, LTD, for the design, construction and installation of a north to south median turnaround and traffic signal on US 281 in San Antonio, Texas (MO)

113454
CSO

This minute order considers a donation from Casey Development, LTD, for the design, construction and installation of a north to south median turnaround and traffic signal on US 281 in San Antonio, Texas. The donation will facilitate safe and orderly access of traffic to and from the donor's development. All design and construction work will be provided by the donor, its consultant or contractor. The estimated value of the donation is \$300,000.

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 Casey Development, LTD, estimated at \$300,000 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.

(9) San Antonio District - Consider a donation from Estates at Stone Crossing, Ltd., a Texas Limited Partnership, for the design and construction of a left turn lane, right turn lane, and traffic signals on LP 337 in Comal County for a new mixed use development (MO)

113455
CSO

This minute order considers a donation from the Estates at Stone Crossing, Ltd., a Texas Limited Partnership, for the design and construction of a left turn lane, right turn lane, and traffic signals on Loop 337 in Comal County for a new mixed use development. All design and construction work will be provided by the donor, its consultant or contractor. The estimated value of the donation is \$300,000.

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 the Estates at Stone Crossing, Ltd., a Texas Limited Partnership, estimated at \$300,000 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.

(10) San Antonio District - Consider a donation from Davis Equity, Inc., for the design and construction of left turn lanes, right turn lanes, and traffic signals on SH 46 in Kendall County for a new mixed use development (MO)

113456
CSO

This minute order considers a donation from Davis Equity, Inc., for the design and construction of left turn lanes, right turn lanes, and traffic signals on State Highway 46 in Kendall County for a new mixed use development. All design and construction work will be provided by the donor, its consultant or contractor. The estimated value of the donation is \$210,000.

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 Davis Equity, Inc., estimated at \$210,000 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.

(11) San Antonio District - Consider a donation from HK LaVernia Associates, Ltd., for the design and construction of right turn lanes at various locations on US 87 and FM 1346 in Wilson County for a new commercial development (MO)

113457
CSO

This minute order considers a donation from HK LaVernia Associates, Ltd., for the design and construction of right turn lanes at various locations on US 87 and Farm to Market 1346 in Wilson County for a new commercial development. All design and construction work will be provided by the donor, its consultant or contractor. The estimated value of the donation is \$125,000.

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 HK LaVernia Associates, Ltd., estimated at \$125,000 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.

(12) San Antonio District - Consider a donation from Hughes Family Farms, Ltd., for the design and construction of right turn lane on US 181 in Wilson County for a new commercial development (MO)

113458
CSO

This minute order considers a donation from Hughes Family Farms, LTD, for the design and construction of a right turn on US 181 in Wilson County for a new commercial development. All design and construction work will be provided by the donor, its consultant or contractor. The estimated value of the donation is \$20,800.

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 Hughes Family Farms, LTD, estimated at \$20,800 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.

(13) **San Antonio District** - Consider a donation from Newcombe Development, LLC, for the design and construction of left turn and right turn lanes on FM 1863 in Comal County for a new residential subdivision development (MO)

113459
CSO

This minute order considers a donation from Newcombe Development, LLC, for the design and construction of left turn and right turn lanes on Farm to Market 1863 in Comal County for a new residential subdivision development. All design and construction work will be provided by the donor, its consultant or contractor. The estimated value of the donation is \$50,000.

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 Newcombe Development, LLC, estimated at \$50,000 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.

(14) San Antonio District - Consider a donation from Saint Joseph's Catholic Church, for the design and construction of a left turn lane on SH 46 in Comal County for a new Church development (MO)

113460
CSO

This minute order considers a donation from Saint Joseph's Catholic Church, for the design and construction of a left turn lane on State Highway 46 in Comal County for a new church development. All design and construction work will be provided by the donor, its consultant or contractor. The estimated value of the donation is \$109,000.

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 Saint Joseph's Catholic Church, estimated at \$109,000 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.

(15) Yoakum District - Consider a donation from Walmart Real Estate Business Trust, for the design, construction and a set of construction plans to improve the safety associated with two (2) proposed signal installation on BUS 71 at the intersection of FM 609 and the proposed Walmart driveway in LaGrange, Texas within the department's right-of-way (MO)

113461
CSO

This minute order considers a donation from Walmart Real Estate Business Trust, for the design, construction and a set of construction plans, to improve the safety associated with two proposed signal installations on Business 71 at the intersection of Farm to Market 609 and the proposed Walmart driveway in LaGrange, Texas within the Texas Department of Transportation's (department) right of way. All design and construction work will be provided by the donor, its consultant or contractor. Upon completion, the department will assume operation and maintenance of the signals. The estimated value of the donation is \$342,000.

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 Walmart Real Estate Business Trust, estimated at \$342,000 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) Bexar County - I-37 at Market Street in San Antonio - Consider the transfer of surplus right of way to the city (MO)

113462
ROW

In the city of San Antonio, BEXAR COUNTY, on INTERSTATE-37, the state of Texas acquired certain land for highway purposes by various instruments recorded in the Deed Records of Bexar County, Texas.

The land (surplus land), described in Exhibit A, is no longer needed for state highway purposes.

In accordance with V.T.C.A., Transportation Code, Chapter 202, Subchapter B, the Texas Transportation Commission (commission) may recommend the transfer of highway right of way to a governmental entity that will assume jurisdiction, control and maintenance of the right of way for public road purposes.

The city of San Antonio will assume jurisdiction, control and maintenance of the right of way for public road purposes.

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 the city of San Antonio, Texas; 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. If the surplus land ceases to be used for public road purposes, the surplus land shall immediately and automatically revert to the state.

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

(2) Burnet County - RM 2342 at FM 1431 east of Kingsland - Consider the sale of a surplus drainage easement (MO)

113463
ROW

In BURNET COUNTY, on RANCH TO MARKET ROAD 2342, the state of Texas acquired an easement interest for highway drainage purposes by instrument recorded in Volume 116, Page 365, Deed Records of Burnet County, Texas.

A portion of the easement (surplus easement), 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 easements.

Highline SW Kingsland, Ltd., a Texas limited partnership, is the underlying fee owner and has requested that the surplus easement be sold to the partnership for \$9,812.

The commission finds \$9,812 to be a fair and reasonable value for the state's rights and interest in the surplus easement.

NOW, THEREFORE, in accordance with V.T.C.A., Transportation Code, Chapter 202, Subchapter B, the commission finds that the surplus easement is no longer needed for a state highway purpose and that the value of the surplus easement is less than \$10,000 and authorizes the executive director to execute a proper instrument partially releasing the state's rights and interest in the surplus easement to Highline SW Kingsland, Ltd., a Texas limited partnership, for \$9,812.

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

(3) Calhoun County - SH 35 east of Point Comfort - Consider the sale of a surplus easement (MO)

113464
ROW

In CALHOUN COUNTY, on STATE HIGHWAY 35, the state of Texas acquired an easement interest in certain land needed for highway purposes by instrument recorded in Volume 94, Page 236, Deed Records of Calhoun County, Texas.

The easement (surplus easement), 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 easements.

Formosa Plastics Corporation, Texas, is the underlying fee owner and has requested that the surplus easement be sold to the company for \$4,050.

The commission finds \$4,050 to be a fair and reasonable value for the state's rights and interest in the surplus easement.

NOW, THEREFORE, in accordance with V.T.C.A., Transportation Code, Chapter 202, Subchapter B, the commission finds that the surplus easement is no longer needed for a state highway purpose and that the value of the surplus easement is less than \$10,000 and authorizes the executive director to execute a proper instrument releasing all of the state's rights and interest in the surplus easement to Formosa Plastics Corporation, Texas, for \$4,050.

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

(4) Dallas County - I-20 at Honeysuckle Lane in Dallas - Consider the sale of surplus right of way to the abutting landowner (MO)

113465
ROW

In the city of Dallas, DALLAS COUNTY, on INTERSTATE 20, the state of Texas acquired certain land needed for highway purposes by instruments recorded in Volume 68249, Page 1686, and Volume 834, Page 1506, Deed Records of Dallas 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.

William David Anderson is the abutting landowner and has requested to purchase the surplus land for \$9,500.

The commission finds \$9,500 to be a fair and reasonable value for 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 of the surplus land is less than \$10,000 and authorizes the executive director to execute a proper instrument conveying all of the state's rights, title and interest in the surplus land to William David Anderson for \$9,500.

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

(5) Lubbock County - I-27 at 19th Street in Lubbock - Consider the sale of surplus right of way to the abutting landowner (MO)

113466
ROW

In the city of Lubbock, LUBBOCK COUNTY, on INTERSTATE 27, the state of Texas acquired certain land for highway purposes by instrument recorded under County Clerk File No. 201144070, Official Public Records of Lubbock 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.

High Impact Properties, Inc., a Texas corporation, is the abutting landowner and has requested to purchase the surplus land for \$7,500.

The commission finds \$7,500 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 High Impact Properties, Inc., a Texas corporation, for \$7,500; 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.

c. Release of Access Rights

(1) Harris County - I-10, immediately east of Fox Lake Drive in Houston - Consider the designation of two locations on the highway at which access will be permitted to the abutting property (MO)

113467
DES

In HARRIS COUNTY, on INTERSTATE HIGHWAY 10, a designated controlled-access highway, the state of Texas acquired certain land for highway purposes by instrument recorded in the Harris County Clerk’s File Numbers P019476 and X271320 of Harris County, Texas, with denial of access to the abutting remainder property as described in the instrument.

George Joseph Assets, LLC, the current owner of the abutting property, has requested access to and from the westbound frontage road of I-10 be permitted along their south property line at two new access points, described in Exhibit A.

Transportation Code, §201.103, empowers the Texas Transportation Commission (commission) to plan and make policies for the location, construction, and maintenance of a comprehensive system of state highways and public roads.

Transportation Code, §203.002, authorizes the commission to lay out, construct, maintain, and operate a modern state highway system, with an emphasis on the construction of controlled access highways.

Transportation Code, §203.031, authorizes the commission to designate locations on a controlled-access highway at which access to or from the highway is permitted and determine the type and extent of access permitted at each location.

NOW, THEREFORE, the commission finds that the two new access points will not compromise the mobility, safety or operation of the existing state highway facility, and designates the two new access points as locations where ingress and egress are permitted to and from the westbound frontage road of I-10.

IT IS FURTHER ORDERED by the commission that the executive director or his designee is hereby authorized to execute any necessary documents containing terms consistent with the provisions of this order.

(2) Harris County - I-10, immediately east of Houston Chronicle Boulevard in Houston - Consider the designation of two locations on the highway at which access will be permitted to the abutting property (MO)

113468
DES

In HARRIS COUNTY, on INTERSTATE HIGHWAY 10, a designated controlled-access highway, the state of Texas acquired certain land for highway purposes by instrument recorded in the Harris County Clerk’s File Numbers P019476 and X066746 of Harris County, Texas, with denial of access to the abutting remainder property as described in the instrument.

Westgate-RE, LP, the current owner of the abutting property, has requested that access to and from the westbound frontage road of I-10 be permitted along their south property line at two new access points, described in Exhibit A.

Transportation Code, §201.103, empowers the Texas Transportation Commission (commission) to plan and make policies for the location, construction, and maintenance of a comprehensive system of state highways and public roads.

Transportation Code, §203.002, authorizes the commission to lay out, construct,

maintain, and operate a modern state highway system, with an emphasis on the construction of controlled access highways.

Transportation Code, §203.031, authorizes the commission to designate locations on a controlled-access highway at which access to or from the highway is permitted and determine the type and extent of access permitted at each location.

NOW, THEREFORE, the commission finds that the two new access points will not compromise the mobility, safety or operation of the existing state highway facility, and designates the two new access points as locations where ingress and egress are permitted to and from the westbound frontage road of I-10.

IT IS FURTHER ORDERED by the commission that the executive director or his designee is hereby authorized to execute any necessary documents containing terms consistent with the provisions of this order.

d. Finance

(1) Accept the Quarterly Investment Report (MO)

113469
DMO

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, the Innovative Financing/Debt Management Officer or the Deputy Director of Innovative Financing/Debt Management Office 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 113271, dated August 30, 2012.

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 November 30, 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.

(2) Travis and Williamson Counties - Accept the audited financial statements of the Central Texas Turnpike System (CTTS), as required by the CTTS Indenture of Trust (MO)

113470
FIN

Transportation Code, Chapter 228 and other applicable law authorizes the Texas Transportation Commission (commission) to issue toll project revenue bonds, bond anticipation notes, and other obligations to finance toll 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 issued toll project revenue bonds and other obligations to finance a portion of the costs of the Central Texas Turnpike System (system), a toll project composed initially of SH 130 (Segments 1 through 4), SH 45 North, and Loop 1 project elements (2002 Project). The commission also authorized the execution of an indenture of trust and five supplemental indentures to secure revenue bonds and other obligations issued for the 2002 Project. The Indenture of Trust dated July 15, 2002 (indenture) prescribes the terms, provisions and covenants related to the issuance of toll project revenue bonds and obligations to finance a portion of the costs of the 2002 Project.

Under Section 712 of the indenture, the commission covenants to prepare, or cause to be prepared, no more than 120 days after the last day of each fiscal year, a financial report of the results of operations of the system for such fiscal year. The financial report is required to be certified by a certified public accountant and to contain an audited balance sheet, an audited statement of operations, and an audited statement of cash flows for such fiscal year. Audited financial statements, contained in the attached Exhibit A, have been prepared for the fiscal year ended August 31, 2012.

IT IS THEREFORE ORDERED by the commission that the audited financial statements of the system, attached as Exhibit A, is accepted.

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

(3) Accept the audited financial statements of the Texas Mobility Fund (TMF) as required by the governing master resolution (MO)

113471
FIN

Article III, Section 49-k of the Texas Constitution created the Texas Mobility Fund (Mobility Fund) within the treasury of the State of Texas (state) to be administered by the Texas Transportation Commission (commission) as a revolving fund to (i) provide a method of financing the construction, reconstruction, acquisition, and expansion of state highways, including costs of any necessary design and costs of acquisition of rights of way, as determined by the commission in accordance with standards and procedures established by law and (ii) 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.

Transportation Code, Chapter 201 and other applicable law authorizes the commission to issue obligations secured by and payable from a pledge of and lien on all or part of the moneys in the Mobility Fund in the name and on behalf of the state and the Texas Department of Transportation (department) in multiple series and issues from time to time for one or more of the following purposes: (i) to pay all or part of the costs of constructing, reconstructing, acquiring, and expanding state highways, including any necessary design and acquisition of rights of way, in the manner and locations determined by the commission that, according to conclusive findings of the commission, have an expected useful life, without material repair, of not less than 10 years; (ii) to provide participation by the state in the payment of part of the costs of constructing and providing publicly owned toll roads and other public transportation projects that are determined by the commission to be in the best interests of the state in its major goal of improving the mobility of the residents of the state; (iii) to create debt service reserve accounts; (iv) to pay interest on obligations for a period of not longer than two years; (v) to refund or cancel outstanding obligations; and (vi) to pay the commission's costs of issuance. The commission also authorized the execution of a Master Resolution, an amendment to the Master Resolution and eight supplemental Resolutions (Resolutions) to authorize bonds for the Mobility Fund Revenue Financing Program. The Resolutions pledge a variety of dedicated statutory fees and other revenues as security and sources of payment for the Mobility Fund bonds and additionally pledge the general revenue of the state. The Resolutions also prescribe the terms, provisions and covenants related to the general obligation Mobility Fund bonds.

Under Section 5 (j) of the Resolution, the commission covenants to prepare, or cause to be prepared, no more than 120 days after the last day of each fiscal year, a financial report of the Mobility Fund. The financial report is required to be prepared in accordance with generally accepted accounting principles and certified by a certified public accountant. Audited financial statements, contained in the attached Exhibit A, have been prepared for the year ended August 31, 2012.

IT IS THEREFORE ORDERED by the commission that the audited financial statements of the Mobility Fund, attached as Exhibit A, are accepted.

(4) Obligation Limit Report

Quarterly status report on the FY 2013 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

(5) Quarterly report on FY 2012 State Highway Fund 6 cash status

e. 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)

113472
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; Minute Order 113103, dated April 26, 2012; Minute Order 113221, dated July 26, 2012; Minute Order 113275, dated August 30, 2012; and Minute Order 113343, dated October 25, 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. The costs of department staff incurred in the development, procurement, and construction of on-system projects to be funded from the SH 161 payments subaccounts will not themselves be funded from the SH 161 payments subaccount. Funds from the SH 161 payments subaccounts that were used to reimburse the costs of department staff will be returned to the subaccounts without interest at least quarterly.

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)

113473
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 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; Minute Order 113102, dated April 26, 2012; Minute Order 113222, dated July 26, 2012; Minute Order 113276, dated August 30, 2012; and Minute Order 113344, dated October 25, 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. The costs of department staff incurred in the development, procurement, and construction of on-system projects to be funded from the SH 121 payments subaccounts will not themselves be funded from the SH 121 payments subaccount. Funds from the SH 121 payments subaccounts that were used to reimburse the costs of department staff will be returned to the subaccounts without interest at least quarterly.

f. Speed Zones

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

113474
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 minute order clerk.

16. 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

b. Section 551.074 – Discussion regarding the evaluation of the performance of the executive director.

The commission recessed at 10:14 a.m. and entered executive session.

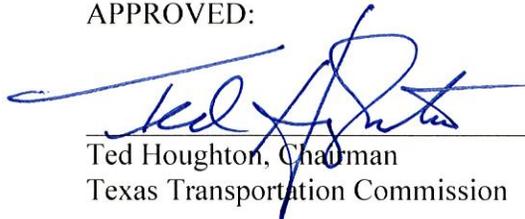
The commission reconvened the open meeting at 11:09 a.m.

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.

The commission did not receive any comments during the open comment period.

The regular meeting of the Texas Transportation Commission was adjourned at 11:10 a.m.

APPROVED:



Ted Houghton, Chairman
Texas Transportation Commission

xxx

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 January 31, 2103, in Austin, Texas.



Kristen Webb, Chief Minute Order Clerk
Texas Department of Transportation