

These are the minutes of the regular meeting of the Texas Transportation Commission held on October 31, 2013 in Austin, Texas. The meeting was called to order at 9:00 a.m. by Chairman Houghton with the following commissioners present:

Texas Transportation Commission:

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

Commissioner Victor Vandergriff was not in attendance.

Administrative Staff:

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

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

A public notice of this meeting containing all items on the proposed agenda was filed in the Office of the Secretary of State at 3:53 p.m. on October 23, 2013, as required by Government Code, Chapter 551, referred to as “The Open Meetings Act.”

ITEM 1. Safety Briefing

This item was presented by Deputy Executive Director John Barton.

ITEM 2. Approval of Minutes of the September 26, 2013, meeting of the Texas Transportation Commission

Commissioner Austin made a motion, which was seconded, and the commission approved the minutes of the September 26, 2013 regular meeting by a vote of 4 - 0.

ITEM 3. Discussion Item

Travis County I-35 Capital Area Improvement Program - Update on the recommendations of the Rider 42 - Central Texas Working Group and the anticipated future program phases and milestones for potential improvements to I-35

This item was presented by Director of Planning Marc Williams. The commission also received comments from the Director of the city of Austin’s Transportation Department, Robert Spillar and from Heyden Walker, Planner with Reconnect Austin. In addition, Sinclair Black, Architect, registered support for the item, but did not speak.

ITEM 4. Advisory Committee Appointments**Reappoint Members 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 4 - 0. This item was presented by Maritime Division Director Dan Harmon.

113726
MRD

Transportation Code, §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.

Pursuant to Title 43, Texas Administrative Code, §1.84(c), committee members serve staggered three-year terms, unless removed sooner at the discretion of the commission.

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

John LaRue, Executive Director, Port of Corpus Christi - Lower Coast
John Roby, Director of Customer Service, Port of Beaumont - Upper Coast

IT IS THEREFORE ORDERED by the commission that John LaRue and John Roby are reappointed as members of the Port Authority Advisory Committee for the term specified.

ITEM 5. 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 4 - 0. This item was presented by Aviation Division Director Dave Fulton.

113727
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, September 19, 2013 a public hearing was held. No comments were received.

IT IS THEREFORE ORDERED by the Texas Transportation Commission that the executive director, or the director's designee, is authorized to enter into any necessary agreements to fund, through the Aviation Facilities Grant Program, the projects described in Exhibit A at an estimated cost of \$5,637,346.

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

ITEM 6. Public Transportation

Various Counties - Rescind Minute Order 113674, dated August 29, 2013, and award transportation development credits to various transit agencies for public transportation projects (MO)

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

113728
PTN

The Texas Transportation Commission (commission) desires to award 3,825,255 Transportation Development Credits (TDC) to various transit providers to be used as local match for federally funded capital and operating projects.

Title 43, Texas Administrative Code (TAC), §5.111 allows any MPO to transfer TDC allocated to it under §5.105 of the subchapter to the commission. The Houston-Galveston Area Council (H-GAC) has requested the transfer of 3,158,845 previously allocated TDC back to the commission to award to transit projects as identified by H-GAC's Transportation Policy Committee as critical and time sensitive.

The commission recognizes that state and federal law permits the substitution of TDC as the required non-federal match for projects. Title 43, Texas Administrative Code (TAC), §5.109 establishes a process by which TDC may be awarded at the discretion of the commission.

In August 2013, the commission awarded TDC to various agencies. Subsequent to the awards, information from H-GAC has indicated their project listing incorrectly identified some project awards. To clarify public record, the commission rescinds and withdraws Minute Order 113674 dated August 29, 2013.

In making this award, the commission has considered the potential of the projects to expand the availability of funding for public transportation projects and finds that the projects meet the established program goals set forth in 43 TAC §5.102 to maximize the use of available federal funds, particularly in situations in which federal funds otherwise would be unused because of the inability to provide the non-federal share; and to support public transit.

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

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

IT IS THEREFORE ORDERED by the commission that the executive director or the directors designee is directed to proceed with the awards as described in Exhibit

A, and enter into the necessary contracts in accordance with the priorities established in this minute order.

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

ITEM 7. Transportation Planning

Various Counties - Approve revisions to the San Antonio-Bexar County Metropolitan Planning Organization (SA-BC MPO) metropolitan planning area boundary (MO)

Commissioner Moseley made a motion, which was seconded, and the commission approved the following minute order by a vote of 4 - 0. This item was presented by Director of Planning Marc Williams. The commission also received comments from Councilman Jeff Haberstroh, City of Boerne and Bexar County Commissioner, Precinct 3, Kevin Wolff.

113729
TPP

Pursuant to Title 43, Texas Administrative Code, §16.51(c), the governor or the Texas Transportation Commission (commission), if the approval authority has been delegated to the commission, must approve the boundaries of a designated metropolitan planning area and any revision of those boundaries. The metropolitan planning organization must provide the governor and the Texas Department of Transportation with appropriate documentation and the rationale supporting any recommended boundary change.

In accordance with 23 U.S.C. §134 and 23 C.F.R. §450.312, a metropolitan planning area boundary shall, at a minimum, encompass the entire existing urbanized area and the contiguous area expected to become urbanized within a 20-year forecast period for the metropolitan transportation plan. The metropolitan planning area boundary may be further expanded to encompass the entire metropolitan statistical area or combined statistical area.

On October 4, 2005, Governor Rick Perry delegated authority to the commission to approve metropolitan planning area boundary changes.

On September 31, 2013, the San Antonio-Bexar County Metropolitan Planning Organization (SA-BC MPO) Policy Board approved a resolution recommending the expansion of the metropolitan planning area boundary to include Comal and Guadalupe Counties and a portion of Kendall County. The boundary expansion includes the Cities of Boerne, Fair Oaks Ranch, New Braunfels, and Seguin.

The commission has reviewed and accepted the documentation and rationale supporting the metropolitan planning area boundary changes provided by SA-BC MPO.

IT IS THEREFORE ORDERED by the commission that the proposed SA-BC MPO metropolitan planning area boundary changes, as shown in Exhibit A, are hereby approved.

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

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

Chapter 2001:

a. Final Adoption

(1) Chapter 28 - Oversize and Overweight Vehicles and Loads (MO)**New §§28.80-28.88, New Subchapter G, Analyses of Routes for Superheavy Permitted Loads**

Commissioner Moseley made a motion, which was seconded, and the commission approved the following minute order by a vote of 4 - 0. This item was presented by Bridge Division Director Gregg Freeby.

113730
BRG

The Texas Transportation Commission (commission) finds it necessary to adopt new §§28.80-28.88, new Subchapter G, Analyses of Routes for Superheavy Permitted Loads to be codified under Title 43, Texas Administrative Code, Part 1.

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

IT IS THEREFORE ORDERED by the commission that new §§28.80-28.88 are adopted and are authorized for filing with the Office of the Secretary of State.

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

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

(2) Chapter 31 - Public Transportation**Amendments to §31.3 (General), §31.11, and §31.13 (State Programs); Amendments to §§31.16 - 31.18, §31.21, §31.22, §31.26, §31.36, and §31.37, New §31.30 and §31.31, and Repeal of §31.31 (Federal Programs); New §31.38, §31.40, and §31.42, Amendments to §§31.43 - 31.45, §31.48, and §31.49, and Repeal of §31.40 and §31.42 (Program Administration); New §31.51 and Amendments to §31.57 (Property Management Standards) (MO)**

Commissioner Underwood made a motion, which was seconded, and the commission approved the following minute order by a vote of 4 - 0. This item was presented by Public Transportation Division Director Eric Gleason. The commission also received comments from Brad Underwood, CEO of TAPS Public Transit.

113731
PTN

The Texas Transportation Commission (commission) finds it necessary to adopt amendments to §§31.3, 31.11, 31.13, 31.16 - 31.18, 31.21, 31.22, 31.26, 31.36, 31.37, 31.43 - 31.45, 31.48, 31.49, and 31.57, the repeal of §§31.31, 31.40, and 31.42, and new §§31.30, 31.31, 31.38, 31.40, 31.42, and 31.51, all concerning public transportation, to be codified under Title 43, Texas Administrative Code, Part 1.

The preamble and the adopted amendments, repeals, and new sections attached to this minute order as Exhibits A - G, 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 §§31.3, 31.11, 31.13, 31.16 - 31.18, 31.21, 31.22, 31.26, 31.36, 31.37, 31.43 - 31.45, 31.48, 31.49, and 31.57, the repeal of §§31.31, 31.40, and 31.42, and new §§31.30, 31.31, 31.38, 31.40, 31.42, and 31.51, 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 - G are on file with the assistant chief clerk.

b. Proposed Adoption

(1) Chapter 1 - Management (MO)

Amendments to §1.503, Acceptance, and §1.504, Donation Agreement (Donations)

Commissioner Austin made a motion, which was seconded, and the commission approved the following minute order by a vote of 4 - 0. This item was presented by General Counsel Jeff Graham.

113732
OGC

The Texas Transportation Commission (commission) finds it necessary to propose amendments to §1.503 relating to donations 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 §1.503 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: Exhibit A and B are on file with the assistant chief clerk.

(2) Chapter 1 - Management; Chapter 3 - Public Information; and Chapter 10 Ethical Conduct of Entities doing Business with the Department (MO)

Amendments to §1.2, (Texas Department of Transportation); §§3.11-3.13 (Access to Official Records) and §3.26 (Complaint Resolution); and §10.6 (General Provisions)

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

113733
ADM

The Texas Transportation Commission (commission) finds it necessary to propose amendments to §1.2, §§3.11-3.13, §3.26, and §10.6, all relating to references to the Texas Department of Transportation's regional model, 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 - G, 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 §1.2, §§3.11-3.13, §3.26, and §10.6 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 - G are on file with the assistant chief clerk.

(3) Chapter 12 - Public Donation and Participation Program (MO)
Amendments to §§12.351-12.355 (Acknowledgment Program)

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

113734
MNT

The Texas Transportation Commission (commission) finds it necessary to propose amendments to §§12.351-12.355, relating to the acknowledgement program to be codified under Title 43, Texas Administrative Code, Part 1.

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

IT IS THEREFORE ORDERED by the commission that the amendments to §§12.351-12.355 are proposed for adoption and are authorized for publication in the Texas Register for the purpose of receiving public comments.

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

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

(4) Chapter 27 - Toll Projects (MO)
Amendments to §27.2, §27.4, and §27.10 (Comprehensive Development Agreements);
Amendments to §27.11 and Repeal of §27.14 (Transfer of Department Toll Projects and Conversion of Non-Toll State Highways)

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

113735
SPD

The Texas Transportation Commission (commission) finds it necessary to propose amendments to §27.2, §27.4, and §27.10, relating to comprehensive development agreements, and amendments to §27.11 and the repeal of §27.14, relating to the transfer of department toll projects and conversion of non-toll state highways, 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 - E, 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 §27.2, §27.4, and §27.10, and the amendments to §27.11 and the repeal of §27.14, 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 - E are on file with the assistant chief clerk.

ITEM 9. Office of Compliance and Ethics
Office of Compliance and Ethics Report

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

ITEM 10. Toll Roads

a. Various Counties - Concur in the election of a chair and vice-chair of the committee formed pursuant to Transportation Code, §228.013 to make certain determinations concerning the distribution of financial risk, the method of financing, and the tolling structure and methodology for the SH 99 (Grand Parkway) Project Segments H, I-1, and I-2 (MO)

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

113736
SPD

The Texas Department of Transportation (department) and local stakeholders are currently analyzing options for the financing and delivery of the State Highway 99

(Grand Parkway) Project Segments H, I-1, and I-2 in Chambers, Harris, Liberty, and Montgomery Counties that includes the design and construction of tolled lanes and discontinuous frontage roads.

For certain toll projects of the department in which a private entity has a financial interest in the project's performance, Senate Bill 1420, 82nd Legislature, Regular Session, 2011, added Transportation Code, §228.013 requiring that the distribution of the project's financial risk; the method of financing for the project; and the tolling structure and methodology must be determined by a committee comprised of representatives from the department; any local toll project entity for the area in which the project is located; the applicable metropolitan planning organization; and each municipality or county that has provided revenue or right of way for the project (SB 1420 Committee).

The Texas Transportation Commission (commission) has adopted 43 TAC §§27.90-27.92 to implement Section 228.013 and define the process for the issuance of these determinations by an SB 1420 Committee (committee rules).

Under Section 27.92(a) of the committee rules, the requirement to form an SB 1420 Committee for the purpose of issuing a report containing the committee's determinations applies to department toll projects that will be developed under a concession agreement. As the department and local stakeholders are analyzing options for the financing and delivery of the Grand Parkway Project Segments H, I-1, and I-2 that include the development, design, construction, and potential finance, maintenance, and operation of the Grand Parkway Project Segments H, I-1, and I-2 under a concession agreement, a SB 1420 Committee for the project was formed.

On September 6, 2013, the SB 1420 Committee for the Grand Parkway Project Segments H, I-1, and I-2 Project met and elected Commissioner Craig Doyal, representing the Montgomery County Toll Road Authority, as chair of the committee and Liberty County Commissioner Norman Brown, representing the Houston-Galveston Area Council, as vice chair of the committee. Under Section 27.92(c) of the committee rules, an SB 1420 Committee's election of a chair and vice-chair is subject to the concurrence of the commission.

IT IS THEREFORE ORDERED that the Texas Transportation Commission hereby concurs with the election of Commissioner Craig Doyal as chair and Commissioner Norman Brown as vice chair of the Grand Parkway Project Segments H, I-1 and I-2 SB 1420 Committee.

b. Harris County - Designate the SH 288 Toll Lanes Project in Harris County from US 59 to a terminus at approximately the county line between Harris and Brazoria Counties (Project) as a toll project on the state highway system; authorize the department to issue a request for proposals for the development, design, construction, financing, maintenance, and operation of the Project; and approve a stipulated stipend amount for the payment for work product of responsive, but unsuccessful proposers (MO)

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

113737
SPD

In HARRIS COUNTY, on STATE HIGHWAY 288 (SH 288), a controlled access facility from US 59 to a terminus at approximately the county line between Harris and Brazoria Counties, a distance of approximately 10.3 miles, is currently planned for redevelopment. The SH 288 Toll Lanes Project in Harris County (project) will add four tolled lanes (two lanes in each direction) within the existing median and add up to eight new tolled direct connectors at Beltway 8 and may include a tolled connector to the Texas Medical Center (TMC connector) and reconstruction of the interchange at I-610. Additional main lanes may be included in the project in the future. Improvements to this corridor are critical to the region's continued mobility and economic vitality. The goals of the project are to add capacity to an extremely congested corridor and utilize tolls as a pricing mechanism to operate and fund parts of the project.

Transportation Code, § 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.

The Federal Highway Administration (FHWA) issued a Finding of No Significant Impact on May 23, 2013. Environmental clearance to permit the TMC connector to be included in the initial project is expected by the end of 2013.

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.

Transportation Code, § 223.203, prescribes requirements for a solicited proposal and requires the department to publish a request for qualifications (RFQ) in the Texas Register that includes the criteria that will be used to evaluate any received qualifications statements, the relative weight given to the criteria, and a deadline by which qualifications statements must be received.

On April 26, 2012, by Minute Order 113075, the Texas Transportation Commission (commission) authorized the department to issue an RFQ for the development of the SH 288 Toll Lanes Project in Harris County from US 59 to a terminus at approximately the county line between Harris and Brazoria Counties (Project). The department issued the RFQ on May 3, 2013, and subsequently determined that three teams submitting qualifications statements in response to the RFQ were best qualified to be on the short list of teams that will be requested to submit detailed proposals to develop, design, construct, finance, maintain, and operate the project.

Transportation Code, § 223.203 and 43 TAC § 27.4 provide that, if authorized by the commission, the department will issue a request for proposals (RFP) from all private entities qualified for the short list. The department intends to issue an RFP for

the SH 288 Toll Lanes Project in Harris County and request detailed proposals from the three short-listed teams to develop, design, construct, finance, maintain, and operate the project.

Transportation Code, § 223.203(m) and 43 TAC § 27.4(f) authorize the department to pay an unsuccessful private entity who submits a detailed proposal that is responsive to the requirements of the RFP a stipulated amount in exchange for the work product contained in that proposal. The stipulated amount must be stated in the RFP and may not exceed the value of any work product contained in the proposal that can, as determined by the department, be used by the department in the performance of its functions. Payment for this work product would allow the department to use the work product for the benefit of the SH 288 Toll Lanes Project in Harris County or other department projects without further payment to the unsuccessful proposer.

IT IS THEREFORE ORDERED by the commission that the SH 288 Toll Lanes Project in Harris County from US 59 to a terminus at approximately the county line between Harris and Brazoria Counties, and all appropriate connections, are designated as a toll project on the state highway system.

IT IS FURTHER ORDERED that the department is authorized and directed to issue an RFP to develop, design, construct, finance, maintain and operate the SH 288 Toll Lanes Project in Harris County from US 59 to a terminus at approximately the county line between Harris and Brazoria Counties.

IT IS FURTHER ORDERED that the department is authorized to pay each proposer who submits a responsive, but unsuccessful, proposal for the SH 288 Toll Lanes Project in Harris County an amount based upon the value of the work product provided in the proposal that can, as determined by the department, be used by the department in the performance of its functions, up to a maximum amount per proposer of \$950,000.

IT IS FURTHER ORDERED that payment for work product may only be paid to the extent that the work product submitted meets the minimum criteria and other conditions of payment identified by the department in the SH 288 Toll Lanes Project in Harris County procurement documents.

c. Tarrant County - Establish toll rates for DFW Connector Project along SH 114, WOODALL from SH 26 to 0.5 miles east of International Parkway in Tarrant County (MO)

Commissioner Moseley made a motion, which was seconded, and the commission approved the following minute order by a vote of 4 - 0. This item was presented by Toll Operations Division Director Doug Woodall.

113738
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, if applicable; and (3) vehicle classifications, type and location of the facility, and similar criteria that apply to a specific project.

In Minute Order 111815, dated May 28, 2009, the commission designated facilities along SH 114 from SH 114L Business to east of International Parkway and SH 121 from FM 2499 to SH 360, including tolled, managed lanes along SH 114 (DFW Connector Project) as a toll project on the state highway system. The DFW Connector Project includes two tolled managed lanes in each direction extending 4.1 miles along SH 114 from SH 26 to 0.5 miles east of International Parkway. The DFW Connector Project is an all-electronic, open road tolling facility. It will have a closed ramp system of toll collection. The tolling configuration consists of one mainlane toll gantry in each direction.

The Tolled Managed Lane Policy adopted by the Regional Transportation Council (RTC) on June 13, 2013 provides that a fixed pricing schedule will be applied during the first six months of operation, and a dynamic pricing schedule will be applied thereafter. The Texas Department of Transportation (department) desires to establish toll rate tables for the DFW Connector Project, in accordance with the RTC Tolled Managed Lane Policy, at each tolling point as set forth in Exhibit A.

IT IS THEREFORE ORDERED that the department is authorized to charge tolls on the DFW Connector Project along SH 114 from SH 26 to 0.5 miles east of International Parkway, based on a fixed pricing schedule, in the amounts stated in Exhibit A, beginning on January 1, 2014 or at such time thereafter when the Tolling Services Agreement with the North Texas Tollway Authority is in place and all toll systems have been tested and are functioning.

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

ITEM 11. Design-Build Agreements

a. Travis County - Consider the approval of a project development agreement with the Central Texas Regional Mobility Authority (CTRMA) pursuant to which the CTRMA will operate, maintain, and collect tolls from the SH 71 Express Toll Lanes Project in Travis County, and will reimburse a portion of the costs incurred by the department in the development and construction of the project (MO)

Commissioner Austin made a motion, which was seconded, and the commission approved the following minute order by a vote of 4 - 0. This item was presented by Strategic Projects Division Deputy Director Katie Nees. The commission also received comments from Ray Wilkerson, Chair, Central Texas Regional Mobility Authority, and Mike Heiligenstein, Executive Director, Central Texas Regional Mobility Authority.

113739
SPD

Pursuant to Transportation Code section 373.052, the Central Texas Regional Mobility Authority (CTRMA) has the first option to develop, finance, construct, and operate a toll project located in its territory, including Travis County. The SH 71 Toll Lanes Project (the Project) is a planned project in Travis County that will add toll lanes to SH 71 from Presidential Boulevard to just east of SH 130, and will include the realignment of FM 973 from just south of the Colorado River to a point approximately 0.5 miles south of the current SH 71/FM 973 intersection. The CTRMA waived and

declined to exercise its option to develop, finance, and construct the SH 71 Toll Lanes Project, but retained and did not waive its option to operate the toll lanes on the Project, and to retain the revenues generated therefrom.

The department thereafter determined to exercise its option to develop, finance and construct the Project, which determination was approved by the commission in Minute Order No. 113494. In that same Minute Order, the commission authorized and directed the executive director to negotiate a project development agreement with CTRMA for the development, construction, and financing of the Project.

The department and CTRMA thereafter negotiated a project development agreement pursuant to which the department will develop, finance and construct the Project, and CTRMA will operate, maintain, and retain the revenues generated from the toll lanes on the Project. The project development agreement sets forth the roles, responsibilities and obligations of the parties in the design, development, construction, operation, maintenance and financing of the SH 71 Toll Lanes Project and adjacent facilities. In particular, CTRMA will reimburse the department for up to \$60 million of the costs, plus interest, incurred by the department in designing and constructing the Project, which is based on a total project cost of \$140 million, which amount may be increased in the event that CTRMA requests changes which cause an increase in the project costs. The amount of the CTRMA reimbursement will be reduced dollar for dollar by the amount the total project cost is below \$140 million. In addition to those project costs and interest, the department will lend CTRMA up to \$5 million for toll system costs and development and consultant costs incurred by CTRMA, which will be repaid, plus interest, by CTRMA. The terms and conditions for the repayment by CTRMA of the department's design and construction costs, as provided for in the project development agreement, and for the repayment by CTRMA of the \$5 million loan for toll system costs and development and construction costs, will be included in the project development agreement.

IT IS THEREFORE ORDERED by the commission that the project development agreement is approved substantially in the form of Exhibit A attached hereto, and the executive director of the department is authorized and directed to execute the project development agreement with the Central Texas Regional Mobility Authority prescribing the terms and conditions for the development, construction, financing, operation and maintenance of the SH 71 Toll Lanes Project in Travis County.

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

b. Travis County - Authorize the department to issue a request for qualifications for the development, design, and construction of the SH 71 Express Toll Lanes Project in Travis County, providing for the addition of express toll lanes from Presidential Boulevard to just east of SH 130, along with the realignment of FM 973 from just south of the Colorado River to a point approximately 0.5 miles south of the current SH 71/FM 973 intersection (MO)

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

113740
SPD

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

State Highway 71 is a major thoroughfare for commuters traveling from downtown Austin to the Austin Bergstrom International Airport and for central Texas motorists traveling to Houston. Due to an increase in traffic and demand, there is a need to address operational and capacity deficiencies in this mobility constrained corridor. Upgrades to SH 71 would improve mobility in the area and meet future travel demand stemming from projected population growth.

The SH 71 Express Toll Lanes Project (Project) in Travis County provides for the addition of express toll lanes from Presidential Boulevard to just east of SH 130, along with the realignment of Farm to Market 973 from just south of the Colorado River to a point approximately 0.5 miles south of the current SH 71/FM 973 intersection. The estimated total cost of the Project is approximately \$140 million.

The delivery of the Project can be expedited through the employment of innovative methods for development and construction typically available in a design-build contract. Completion of the Project is a crucial element to responding to traffic congestion throughout the Austin and Travis County area and is critical to the region's continued mobility and economic vitality.

Transportation Code, §223.245 prescribes requirements for the procurement of a project to be developed under a design-build contract, and requires the department to publish a notice advertising the issuance of a request for qualifications in the Texas Register and on the department's internet website that includes the criteria that will be used to evaluate qualification statements, the relative weight given to the criteria, and the deadline by which qualification statements must be received.

IT IS THEREFORE ORDERED by the Texas Transportation Commission (commission) that the department is authorized to publish in the Texas Register and to post on the department's internet website, a request for qualifications to develop, design and construct the SH 71 Express Toll Lanes Project.

c. **El Paso County** - Designate that portion of the Loop 375 Border Highway West Extension Project in El Paso County, from Racetrack Drive to the terminus of the existing Loop 375 near Santa Fe Street in the City of El Paso, as a toll project on the state highway system, with tolls supporting the project by offsetting operations and maintenance costs, and potentially some capital costs; authorize the department to issue a request for proposals for the development, design, construction and, potentially, maintenance of the Loop 375 Border Highway West Extension Project from Racetrack Drive near Doniphan Road and New Mexico 273 (west of downtown) to US 54 (east of downtown) in the City of El Paso; and approve a stipulated stipend amount for the payment for work product of responsive, unsuccessful proposers (MO)

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

113741
SPD

Transportation Code, Chapter 223, Subchapter E 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 highway project.

On June 27, 2013, by Minute Order 113618, the Texas Transportation Commission (commission) authorized the department to issue an RFQ for the development of the Loop 375 Border Highway West Extension Project (Loop 375 BHW Project) from Racetrack Drive near Doniphan Road and New Mexico 273 (west to downtown) to US 54 (east of downtown), a distance of approximately 9 miles, in the City of El Paso.

The Loop 375 BHW Project will add capacity through the construction of two toll lanes in each direction from Racetrack Drive to the terminus of the existing Loop 375, in the vicinity of Santa Fe Street, a distance of approximately 7 miles. The Project will also include a two mile section at the eastern end of this facility that will incorporate several improvements to the existing segment of Loop 375 from Santa Fe Street to US 54. This project would improve safety and mobility, enhance system continuity, and accommodate projected growth throughout this southwest section of El Paso.

The Texas Department of Transportation received final environmental clearance and a Record of Decision on June 7, 2013.

The department issued the RFQ on July 26, 2013. Transportation Code, § 223.203 and 43 TAC § 27.4 provide that, if authorized by the commission, the department will issue a request for proposals (RFP) from all private entities qualified for the short list. The department intends to issue an RFP for the Loop 375 BHW Project and request detailed proposals from the four short-listed teams to develop, design, construct, and, potentially, maintain the project.

Transportation Code, § 223.203(m) and 43 TAC § 27.4(f) authorize the department to pay an unsuccessful private entity that submits a detailed proposal that is responsive to the requirements of the RFP a stipulated amount in exchange for the work product contained in that proposal. The stipulated amount must be stated in the RFP and may not exceed the value of any work product contained in the proposal that can, as determined by the department, be used by the department in the performance of its functions. Payment for this work product would allow the department to use the work product for the benefit of the Loop 375 BHW Project or other department projects without further payment to the unsuccessful proposer.

Transportation Code, § 228.051 provides that the commission, by order, may designate one or more lanes of a segment of the state highway system as a toll project or system.

IT IS THEREFORE ORDERED that the department is authorized to issue an RFP to develop, design, construct, and maintain the Loop 375 BHW Project.

IT IS FURTHER ORDERED that the department is authorized to pay each proposer that submits a responsive, but unsuccessful, proposal for the Loop 375 BHW Project an amount based upon the value of the work product provided in the proposal that can, as determined by the department, be used by the department in the performance of its functions, up to a maximum amount per proposer of \$950,000.

IT IS FURTHER ORDERED that payment for work product may only be paid to the extent that the work product submitted meets the minimum criteria and other conditions of payment identified by the department in the Loop 375 BHW Project procurement documents.

IT IS FURTHER ORDERED that the portion of the Loop 375 BHW Project from Racetrack Drive to the terminus of the existing Loop 375, in the vicinity of Santa Fe Street, in the City of El Paso is designated a toll project with tolls supporting the project by offsetting operations, maintenance and, potentially, some capital costs.

ITEM 12. Finance

a. Cameron County - Consider the preliminary approval of a request for additional financial assistance in the form of a second loan to the Cameron County Regional Mobility Authority (CCRMA) to pay certain costs for environmental studies, design, legal services and preliminary development of the second causeway project which consists of a controlled access facility over Laguna Madre connecting SH 100 on the mainland to Park Road 100 on South Padre Island (MO)

Commissioner Moseley made a motion, which was seconded, and the commission approved the following minute order by a vote of 4 - 0. This item was presented by Innovative Financing and Debt Management Officer Benjamin Asher. The commission also received comments from David Alex, Chairman, Cameron County Regional Mobility Authority.

113742
DMO

In Minute Order 109788, dated September 30, 2004, the Texas Transportation Commission (commission) authorized the creation of the Cameron County Regional Mobility Authority (CCRMA), with the boundaries of the CCRMA to be the entire geographic area of Cameron County. In Minute Order 110568, dated June 29, 2006, the commission granted final approval to provide initial financial assistance to the CCRMA for two distinct projects. That initial assistance consisted of a loan in the amount of \$12.4 million to develop the West Loop project, a proposed 7.25-mile toll road from US 77/83 to Palm Boulevard and a second loan in the amount of \$9.2 million to develop the Second Causeway project (Second Causeway project) which includes toll roads with termini at SH 100 on the mainland and Park Road 100 on South Padre Island.

Due to a decline in public support, the Brownsville Metropolitan Planning Organization (MPO) voted to remove the West Loop project from the MPO Plan in March, 2012. Consequently, the CCRMA and the department have terminated the West Loop project.

The Second Causeway project consists of three major components: the mainland roadway, the Laguna Madre crossing bridge and the island roadway. The points of origination and terminus have been identified as Park Road 100 on the island and SH 100 on the mainland. Alternative configurations and routes between these points are under review as part of the CCRMA's predevelopment studies. Currently, the route under consideration includes a mainland roadway component consisting of a four-lane road within a 150-foot right-of-way from Park Road 100 north, crossing southwest across Laguna Madre, a Gulf Intracoastal Waterway, with approximately 8 miles of tolled lanes, and extending west to intersect with Buena Vista Drive with a terminus at SH 100 approximately 9.1 miles west of Port Isabel. The total length of the Second Causeway project is approximately 17.6 miles.

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

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

In accordance with Section 27.53 of the toll equity rules, the CCRMA has submitted a request for an additional \$5.1 million that would be used to continue the study and development of the Second Causeway project (Second Causeway project). In addition to enhancing the local and regional mobility, decreasing congestion, increasing economic development opportunities, and improving access for emergency response, the Second Causeway project would also provide a much needed alternate evacuation route from the island in the event of a hurricane.

This additional financial assistance is intended to contribute toward the continued development of the Second Causeway project's environmental studies, traffic and revenue studies, design and engineering services, legal and financial advisory services, marketing, and public education and outreach related activities. The assistance would also include any direct or indirect costs directly associated with these activities.

Because the Second Causeway project includes a bridge crossing a Gulf Intracoastal Waterway - the Laguna Madre - significant feedback has been received on the draft environmental impact study, published in May, 2012, cooperatively produced by the CCRMA and the department. This assistance will allow the department and the CCRMA to address the concerns regarding the environmental impact study and continue the preliminary development toward final environmental clearance. If the CCRMA cannot secure financing to continue this work, the Second Causeway project may be delayed or canceled, which would adversely affect safety.

The department recommends that a total amount of up to \$5.1 million in financial assistance, in the form of a loan, be preliminarily approved, to be used for the

purposes described by the CCRMA. This financial assistance would come from the department's preliminary engineering funds allocated to the Pharr District.

Information and data required by Section 27.53(b) is either contained in the request for financing or in the petition for authorization to form the CCRMA filed with the department on September 27, 2013. Because the Second Causeway project is still in the early phases of development, certain supplemental information and data required by Section 27.53(c) is not available. However, the department's executive director has granted a waiver for this information, which is authorized by Section 27.53(c).

As provided in Minute Order 109788, the authority will benefit the state and the traveling public and will improve the efficiency of the state's transportation system by constructing needed roadway projects, such as this Second Causeway project, which will enhance mobility and safety within the regional transportation system, and through the development and financing of additional projects in the future.

The proposed Second Causeway project and work by the CCRMA is consistent with the approved Texas Transportation Plan and is included, as applicable, in the approved plan of the Metropolitan Planning Organization.

As the CCRMA has indicated that it may fund a portion of the costs of developing the proposed Second Causeway project with bond proceeds and other funding provided by the CCRMA, along with the requested financial assistance, the Second Causeway project will expand the availability of funding for transportation projects or will reduce direct state costs.

NOW, THEREFORE, IT IS DETERMINED that the request for financial assistance submitted by the CCRMA meets the requirements of 43 TAC §27.53 and §27.54(a) and, in accordance with those provisions, the commission grants preliminary approval of the request for financing in the amount of up to \$5.1 million, in the form of a loan, for the Second Causeway project, and directs the executive director to implement the actions authorized and required by those provisions.

b. Cameron County - Consider the preliminary approval of a request for financial assistance in the form of a loan to the Cameron County Regional Mobility Authority (CCRMA) to pay certain costs for environmental studies, design, legal services and preliminary development of the first phase of the Outer Parkway project consisting of a controlled access facility from I-69 East to FM 106 (General Brant Road) in the vicinity of FM 1847 (MO)

Commissioner Moseley made a motion, which was seconded, and the commission approved the following minute order by a vote of 4 - 0. This item was presented by Innovative Financing and Debt Management Officer Benjamin Asher. The commission also received comments from David Alex, Chairman, Cameron County Regional Mobility Authority.

113743
DMO

In Minute Order 109788, dated September 30, 2004, the Texas Transportation Commission (commission) authorized the creation of the Cameron County Regional Mobility Authority (CCRMA), with the boundaries of the CCRMA to be the entire geographic area of Cameron County.

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

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

In accordance with Section 27.53 of the toll equity rules, the CCRMA has submitted a financial assistance request for \$5.0 million that would be used for predevelopment environmental studies, design, legal services, and other qualified development costs for the Outer Parkway project (project). As a toll facility, the project would ultimately consist of two tolled lanes in each direction, separated by a wide center median reserved for future transportation use.

Because the project is in the early stages of pre-development, the route has not been fully defined. However, currently, the CCRMA has identified a preferred alternative which includes a new facility north of existing FM 106 (General Brant Road) that would extend approximately 21.5 miles from I-69 East and US 77/83, north of Harlingen, and east to General Brant Road. This route provides significant options for effective connection with I-69 East, is generally undeveloped, and would provide potential for greater economic development. Further, environmentally, this alternative crosses fewer floodplains and wetlands and the CCRMA expects little to no impact to National Wildlife Refuge lands.

In addition to enhancing the local and regional mobility, decreasing congestion, increasing economic development opportunities, and improving access for emergency response, the project would also provide a much needed alternate evacuation route from South Padre Island in the event of a hurricane.

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, decreasing congestion, increasing safety, increasing economic development opportunities, decreasing travel time and improved access for emergency response, and enhancing operational efficiency and quality of life in the project corridor and the regional transportation system. The project, when used in conjunction with existing roadways, would significantly improve hurricane evacuation by providing an additional east-west roadway to funnel traffic to I-69 East and away from coastal areas.

If the CCRMA cannot secure financing to provide for continued pre-development costs including environmental studies, finalizing the route, and achieving environmental clearance, the project may be delayed or canceled, which would adversely affect safety.

The department recommends a total of up to \$5.0 million in financial assistance, in the form of a loan, be preliminarily approved, to be used for the purposes described

by the CCRMA. This financial assistance would come from the department's preliminary engineering funds allocated to the Pharr District.

Information and data required by Section 27.53(b) is either contained in the request for financing or in the petition for authorization to form the CCRMA filed with the department on September 27, 2013. Because the project is still in the early phases of development, certain supplemental information and data required by Section 27.53(c) is not available. However, the department's executive director has granted a waiver for this information, as authorized by Section 27.53(c).

As provided in Minute Order 109788, the CCRMA will benefit the state and the traveling public and will improve the efficiency of the state's transportation system by constructing needed roadway projects, such as this project, which will enhance mobility and safety within the regional transportation system, and through the development and financing of additional projects in the future.

The proposed project and work by the CCRMA is consistent with the approved Texas Transportation Plan and is included, as applicable, in the approved plan of the Metropolitan Planning Organization.

As the CCRMA has indicated that it may fund a portion of the costs of developing the proposed projects with bond proceeds and other funding provided by the CCRMA, along with the requested financial assistance, the projects will expand the availability of funding for transportation projects or will reduce direct state costs.

NOW, THEREFORE, IT IS DETERMINED that the request for financial assistance submitted by the CCRMA meets the requirements of 43 TAC §27.53 and §27.54(a) and, in accordance with those provisions, the commission grants preliminary approval of the request for financing in the amount of up to \$5.0 million, in the form of a loan, for the Outer Parkway project, and directs the executive director to implement the actions authorized and required by those provisions.

c. **Dallas and Denton Counties** - Approve the submission of an application to the United States Department of Transportation (USDOT), subject to receipt of an invitation from USDOT, for a loan to the commission pursuant to the Transportation Infrastructure Finance and Innovation Act of 1998 (TIFIA loan) to pay a portion of the eligible project costs of the I-35E Managed Lanes Project (project) comprising the redevelopment of approximately 28 miles of I-35E between I-635 and US 380; the submission of an application to the Texas Bond Review Board for approval of the TIFIA loan promissory note; and the negotiation and execution of TIFIA loan documents and a trust agreement by the executive director of the department relating to the TIFIA loan and potential future financing of expansions of the project (MO)

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

(commission) to issue toll revenue bonds, notes, or other obligations to finance toll projects or systems on the state highway system, and to enter into trust agreements governing matters relating to the issuance of such obligations.

In Dallas and Denton counties, pursuant to Minute Order 113398, dated December 13, 2012, the commission authorized a managed lanes toll project on I-35E from I-635 to US 380 (I-35E Managed Lanes Project).

On May 17, 2013, the department executed a Design-Build Agreement with AGL Constructors in connection with the construction of the I-35E Managed Lanes Project.

It is anticipated that the commission will be invited by the U.S. Department of Transportation (USDOT) to apply for a loan in an aggregate principal amount not to exceed \$300,000,000 pursuant to the Transportation Infrastructure Finance and Innovation Act of 1998 (TIFIA Loan) to pay a portion of the eligible project costs of the I-35E Managed Lanes Project. It is further anticipated that, subject to approval by the appropriate credit council in USDOT, the loan will be made to the commission pursuant to a TIFIA loan agreement (TIFIA Loan Agreement) in the aggregate principal amount not to exceed \$300,000,000.

The trust agreement between a qualified trustee bank (trustee) and the commission (trust agreement) prescribes the terms, provisions, and covenants related to the issuance of toll revenue bonds, notes, or other obligations to finance a portion of the costs of the I-35E Managed Lanes Project.

Subject to the application for and approval of the TIFIA Loan by the USDOT, the trust agreement, together with the First Supplemental Agreement (first supplemental agreement) prescribes the terms, provisions, and covenants related to the TIFIA Loan and the issuance of a note in the aggregate principal amount not to exceed \$300,000,000 (TIFIA Note), which shall be delivered to the USDOT in connection with the TIFIA Loan.

The TIFIA Loan Agreement and the TIFIA Note do not constitute debts of the state or a pledge of the faith and credit of the state and are special, limited obligations of the commission secured by and payable solely from the trust estate as defined in the trust agreement and the first supplemental agreement.

Government Code, §1231.041 provides that a state agency may not issue a state security, including a note, 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.

IT IS THEREFORE ORDERED by the commission that a commission representative, as defined in the trust agreement, is authorized to select the trustee from among the entities submitting responses to the invitation for bids, based upon a determination of which entity best meets the requirements of the specifications of the solicitation, using the evaluation criteria set out in the specifications, and which entity is expected to provide the best value to the department.

IT IS FURTHER ORDERED by the commission that a commission representative is authorized and directed to execute and deliver the trust agreement and the first supplemental agreement, subject to the approval of the TIFIA Loan by USDOT, and such documents are approved with such changes as a commission

representative executing the same may approve, such approval to be conclusively evidenced by execution of the agreements.

IT IS FURTHER ORDERED by the commission that a commission representative is designated the authorized borrower representative for purposes of the TIFIA Loan Agreement and, subject to the approval of the TIFIA Loan by USDOT, is authorized and directed to execute and deliver the TIFIA Loan Agreement, and the TIFIA Loan Agreement is approved with such changes as the authorized borrower representative executing the same may approve, such approval to be conclusively evidenced by execution of the TIFIA Loan Agreement.

IT IS FURTHER ORDERED by the commission that any necessary ancillary documents in connection with the execution of the TIFIA Loan Agreement and the issuance of the TIFIA Note are hereby approved.

IT IS FURTHER ORDERED by the commission that a commission representative is hereby authorized, appointed, and designated to act on behalf of the commission in establishing the terms and delivering the TIFIA Note in accordance with the parameters and provisions prescribed in the trust agreement, as supplemented by the first supplemental agreement.

IT IS FURTHER ORDERED by the commission that the chairman of the commission, each member of the commission, the executive director of the department, general counsel, and each commission representative is authorized and directed to perform all such acts and execute such documents, including the Texas Attorney General, the Texas Bond Review 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 financing of the I-35E Managed Lanes Project.

ITEM 13. Traffic Operations

McLennan County - Approve proposed lane use restriction for trucks on I-35 in McLennan County (MO)

Commissioner Underwood made a motion, which was seconded, and the commission approved the following minute order by a vote of 4 - 0. This item was presented by Traffic Operations Division Director Carol Rawson.

113745
TRF

In accordance with Transportation Code §545.0651 and 43 Texas Administrative Code (TAC) §§25.601-25.604, the Texas Department of Transportation (department) is proposing a lane restriction applicable to trucks with three or more axles, and to truck tractors, regardless of whether the truck tractor is drawing another vehicle or trailer as defined in Transportation Code, §541.201. The proposed lane restriction prohibits those vehicles from using any traffic lane, other than the second and third controlled access lanes on each side of INTERSTATE HIGHWAY 35 as counted from the center (inside left lane) of the highway from approximately 0.5 miles south of FM 2417 (Crest Drive) in Lacy-Lakeview through McLennan County to approximately 0.75 miles north of FM 2063 (Sun Valley Boulevard) in Hewitt.

Transportation Code, §545.0651, authorizes the department to restrict through traffic, by class of vehicle, to two or more designated lanes of traffic on certain portions

of the designated state highway system, and requires the Texas Transportation Commission (commission) to adopt rules. The commission adopted these rules, 43 TAC §§25.601-25.604 that became effective on January 8, 2004.

In accordance with TAC §25.604(e)(3), the department conducted a traffic study to evaluate the impact of the lane restriction. In accordance with §25.604(d), the department published a notice in the Texas Register for a 30 day comment period on August 16, 2013 and held a public hearing on the proposed restriction on August 29, 2013. The proposed lane restriction would be in effect 24 hours a day, 7 days a week, and would allow the operation of those vehicles in a prohibited traffic lane for the purposes of passing another vehicle or entering or exiting the highway.

In accordance with 43 TAC §25.604(h)(2), the executive director may temporarily suspend the lane restriction in an emergency.

The commission, having evaluated the truck lane restriction proposal based on the safety of the traveling public and the factors listed in 43 TAC §25.604(f), finds that the proposed lane restriction should be approved.

IT IS THEREFORE ORDERED by the commission that the proposed lane restriction in McLennan County is approved and shall become effective upon placement of all necessary traffic control devices.

ITEM 14. Contracts

Award or reject contracts for maintenance, highway and building construction

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

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

113746
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 October 8 and 9, 2013, as shown on Exhibit A.

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

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

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

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

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

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

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

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

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

113747
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 October 8 and 9, 2013, as shown on Exhibit A.

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

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

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

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

If a contractual requirement of award is not satisfied within the prescribed time limit, including any extension of time allowed by the executive director or the director's designee, by reason of the action or inaction of the successful low bidder on any contract, including, but not limited to, disadvantaged business/historically underutilized business participation, the contract is automatically in default and the executive director is authorized and directed to retain and deposit the related contract proposal guaranty to

the credit of the State Highway Fund and to readvertise that project for competitive bids at the earliest practical subsequent date.

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

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

ITEM 15. 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 Austin, and Commissioner Moseley (a vote of 4 - 0). This item was presented by Right of Way Division Director John Campbell.

113748
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 - JJ. Where there is adjoining real property remaining after acquisition of a parcel with respect to the highway facilities to be constructed or improved on the parcels identified as listed below under "NON-CONTROLLED ACCESS," roads are to be constructed or improved as a part of the highway facility with the right of ingress and egress to or from the remaining real property adjoining the highway facility to be permitted or denied, as designated and set forth on each of the attached Exhibits 1 - 27, in accordance with Transportation Code, Sections 203.002 and 203.003.

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

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

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

NON-CONTROLLED ACCESS

<u>COUNTY</u>	<u>HIGHWAY</u>	<u>EXHIBIT</u>	<u>ROW CSJ NO.</u>	<u>PARCEL</u>
Collin	US 75	1	0047-14-071	41
Denton	US 377	15	0081-04-036	12E
Denton	US 377	16	0081-04-036	19
Denton	US 377	17	0081-04-036	22
El Paso	SS 1966	8	3628-01-002	3
Harris	SH 99	18	3510-06-005	140
Harris	SH 99	23	3510-06-006	218
Harris	SH 99	25	3510-06-006	225
Harris	SH 99	20	3510-06-006	201
Harris	SH 99	21	3510-06-006	318
Harris	SH 99	22	3510-06-006	227
Harris	SH 99	24	3510-06-006	383
Harris	SH 99	19	3510-06-011	514
Harris	US 290	13	0050-08-090	802
Harris	US 290	14	0050-08-090	809
Howard	US 87	3	0908-12-020	15
Howard	US 87	2	0908-12-020	11
Howard	US 87	4	0908-12-020	17
Rockwall	FM 740	7	1014-03-058	20E
Tarrant	FM 3029	27	3125-01-021	1

Travis	FM 973	6	1200-03-049	67
Travis	FM 973	5	1200-03-049	44
Travis	FM 973	10	1200-03-049	47
Travis	FM 973	11	1200-03-049	69
Travis	FM 973	9	1200-03-049	42
Travis	FM 973	26	1200-03-049	52
Travis	FM 973	12	1200-03-049	70

CONTROLLED ACCESS

COUNTY	HIGHWAY	EXHIBIT	ROW CSJ NO.	PARCEL
Dallas	IH 635	E	2374-01-151	13
Dallas	SH 121	II	0364-02-020	15,15AC
Harris	SH 99	Z	3510-06-005	124
Harris	SH 99	EE	3510-06-005	119,119TE
Harris	SH 99	AA	3510-06-005	116
Harris	SH 99	BB	3510-06-005	130
Harris	SH 99	FF	3510-06-006	375A
Harris	SH 99	JJ	3510-06-006	367
Harris	SH 99	Y	3510-06-006	373
Harris	SH 99	X	3510-06-006	376
Harris	SH 99	CC	3510-06-006	247
Harris	SH 99	DD	3510-06-011	501
Harris	US 290	U	0050-08-096	741
Harris	US 290	R	0050-08-096	703
Harris	US 290	T	0050-08-096	732
Harris	US 290	S	0050-09-087	510
Howard	US 87	C	0908-12-020	52
Howard	US 87	B	0908-12-020	23
Howard	US 87	A	0908-12-020	54
McLennan	IH 35	HH	0015-01-220	57AC
McLennan	IH 35	GG	0015-02-058	53AC
Rockwall	IH 30	K	0009-12-077	18,18AC
Rockwall	IH 30	L	0009-12-077	17
Travis	FM 973	O	1200-03-049	55
Travis	FM 973	D	1200-03-049	48
Travis	FM 973	F	1200-03-049	33
Travis	FM 973	G	1200-03-049	35
Travis	FM 973	H	1200-03-049	31AC
Travis	FM 973	I	1200-03-049	46
Travis	FM 973	J	1200-03-049	53
Travis	FM 973	N	1200-03-049	64
Travis	FM 973	P	1200-03-049	27
Travis	FM 973	Q	1200-03-049	68
Travis	FM 973	V	1200-03-049	49

Travis	FM 973	W	1200-03-049	50
Travis	FM 973	M	1200-03-049	32

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

ITEM 16. Routine Minute Orders

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

a. Donations to the Department

Various Districts - Consider the acceptance of donations made to the department to include: (a) donations in any form, including realty, personalty, money, materials, or services, which are made to the department for the purpose of carrying out its functions and duties; and (b) donations from landowners, with land adjacent to a highway that is part of the state highway system, to construct an improvement on the highway right-of-way that is directly related to improving access to or from the owner’s land (See attached itemized list) (MO)

113749
CSO

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

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

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

The commission finds that the donations further the department’s responsibilities and that none of the donors are a party to a contested case before the

department nor have been a party to a contested case before the department during the last 30 days.

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

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

The department has determined that acceptance of the donations are in the best interest and welfare of the traveling public and will provide a significant public benefit.

IT IS THEREFORE ORDERED by the commission that the donations identified on the attached Exhibit A are approved for acceptance. The executive director or the executive director's designee is authorized to execute all necessary documents under 43 TAC §1.504 to effect the acknowledgement of the donations.

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

b. Right of Way Dispositions and Donations

(1) Burnet County - SH 29, roadside park in Bertram - Consider the transfer of surplus land to the city (MO)

113750
ROW

In the city of Bertram, BURNET COUNTY, on STATE HIGHWAY 29, the state of Texas acquired certain land by instrument recorded in Volume 2, Page 508, Deed Records of Burnet County, Texas.

A portion of 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, Section 202.021, the Texas Transportation Commission (commission) may waive payment for real property transferred to a governmental entity with the authority to condemn the property, if the estimated cost of future maintenance on the property equals or exceeds the fair value of the property.

The appraised value of the surplus land is \$170,000. The Austin District has advised that maintenance of the surplus land for 27 years is estimated to cost the state \$172,962, which exceeds the value of the surplus land. The city of Bertram has requested that the surplus land be transferred to the city in consideration of the estimated savings to the state of future maintenance costs.

The commission finds \$170,000 to be a fair and reasonable value for the state's right, title and interest in the surplus land, and it is the opinion of the commission that it is proper and correct that the state transfer to the city all of its right, title and interest in the surplus land in consideration of the estimated savings to the state of future maintenance costs, which exceed the value of the surplus land.

NOW, THEREFORE, the commission finds that the surplus land is no longer needed for a state highway purpose and recommends, subject to approval by the attorney general, that the governor of Texas execute a proper instrument transferring all of the state's right, title and interest in the surplus land to the city of Bertram, Texas, in consideration of the estimated savings to the state of future maintenance costs; SAVE

AND EXCEPT, however, there is excepted and reserved herefrom all of the state's rights, titles and interests, if any, in and to all of the oil, gas, sulphur and other minerals, of every kind and character, in, on, under and that may be produced from the surplus land.

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

(2) Cass County - SH 43 between SH 77 and US 59 in Atlanta - Consider the removal from the system and disposal of surplus right of way (MO)

113751
ROW

In the city of Atlanta, CASS COUNTY, on STATE HIGHWAY 43, the state of Texas acquired certain land for highway purposes by various instruments recorded in the Deed Records of Cass County, Texas, and the state used certain land acquired in the county's name and land to which there is no record title.

Pursuant to Texas Transportation Code, §§201.103 and 221.001, the executive director has recommended, as shown in Exhibit A, the removal from the state highway system of a segment of SH 43 from SH 77, north to US 59, a distance of 2.3 miles, and the transfer of control, jurisdiction and maintenance to the city of Atlanta. Portions of the land (surplus land), described in Exhibits B, C and D, are 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: 1) recommend the quitclaim to the county of any interest that might have accrued to the state in property acquired and held by a county in its own name for use by the state; 2) recommend the quitclaim to the city of any interest that might have accrued to the state in property to which there is no record title; and 3) waive payment for real property transferred to a governmental entity if the property is a highway right of way and the governmental entity assumes jurisdiction, control and maintenance of the right of way for public road purposes.

The city of Atlanta will assume control, jurisdiction and maintenance of a segment of SH 43 for public road purposes and has requested the transfer of the state-owned surplus land to the city.

IT IS THEREFORE ORDERED by the commission that: 1) SH 43 is removed from the state highway system from the intersection with SH 77, north to US 59, a distance of approximately 2.3 miles; and 2) control, jurisdiction and maintenance is transferred to the city of Atlanta.

FURTHER, the commission finds that the surplus land is no longer needed for a state highway purpose and recommends, subject to approval by the attorney general, that the governor of Texas execute proper instruments, as follows:

- 1) quitclaiming to Cass County, Texas, any interest in the surplus land described in Exhibit B that might have accrued to the state by use of the property;
- 2) quitclaiming to the city of Atlanta, Texas, the state's right, title and interest in the surplus land described in Exhibits C and D and any interest that might have accrued to the state in the no-title land;

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 described in Exhibits C and D.

IN ADDITION, if the surplus land described in Exhibits C and D ceases to be used for public road purposes, it shall immediately and automatically revert to the state.

Note: Exhibits A - D are on file with the assistant chief clerk.

(3) Chambers County - FM 3180, east side south of FM 565 - Consider the sale of a surplus drainage easement (MO)

113752
ROW

In CHAMBERS COUNTY, on FARM TO MARKET ROAD 3180, the state of Texas acquired an easement interest in certain land for highway drainage purposes by instrument recorded in Volume 96, Page 272, Deed Records of Chambers 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.

Dutton Lake, LLC, is the underlying fee owner and has requested to purchase the surplus easement for \$18,798.

The commission finds \$18,798 to be a fair and reasonable value for the state's rights and interest in the surplus easement.

NOW, THEREFORE, the commission finds that the surplus easement is no longer needed for a state highway purpose and recommends, subject to approval of the attorney general, that the governor of Texas execute a proper instrument releasing the state's right and interest in the surplus easement to Dutton Lake, LLC, for \$18,798.

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

(4) Clay County - US 287 at SS 510 south of Henrietta - Consider the quitclaim of surplus right of way to the abutting landowners (MO)

113753
ROW

In CLAY COUNTY, on US 287, the state of Texas used certain land to which there is no record title in the name of the state or county.

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

In accordance with V.T.C.A., Transportation Code, Chapter 202, Subchapter B, the Texas Transportation Commission (commission) may recommend the quitclaim of property to which there is no record title to abutting property owners at the request of the county or municipality.

Jeff Fitts and wife, Sharon Fitts, are the abutting landowners and have requested that the surplus land be quitclaimed to them.

The county has requested that the surplus land be quitclaimed to the abutting landowners.

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

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

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

(5) Guadalupe County - US 90, south side near Kingsbury - Consider the sale of surplus right of way to abutting landowners (MO)

113754
ROW

In GUADALUPE COUNTY, on US 90, the state of Texas acquired certain land for highway purposes by instrument recorded in Volume 159, Page 550, Deed Records of Guadalupe County, Texas.

The land (surplus land), shown on 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 sale of surplus land to the abutting landowners.

Brian Lane Dahl and Stephen E. Johnson are abutting landowners and have requested that the surplus land be sold to them for \$11,670.

The commission finds \$11,670 to be a fair and reasonable value of the state's right, title and interest in the surplus land.

NOW, THEREFORE, the commission finds that the surplus land is no longer needed for a state highway purpose and recommends, subject to approval by the attorney general, that the governor of Texas execute a proper instrument conveying all of the state's right, title and interest in the surplus land to Brian Lane Dahl and Stephen E. Johnson for \$11,670; 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 assistant chief clerk.

(6) Haskell County - US 277, former railroad right of way in Weinert - Consider the sales of surplus land to the abutting landowners (Two MO's)

113755
ROW

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

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

John A. Winder and Marion E. Winder, husband and wife, are the abutting landowners and have requested to purchase the surplus land for \$2,129.

The commission finds \$2,129 to be a fair and reasonable value of the state's right, 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 right, title and interest in the surplus land to John A. Winder and Marion E. Winder, husband and wife, for \$2,129; 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 assistant chief clerk.

(6) Haskell County - US 277, former railroad right of way in Weinert - Consider the sales of surplus land to the abutting landowners (Two MO's)

113756
ROW

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

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

Jerry Floyd Hester is the abutting landowner and has requested to purchase the surplus land for \$4,258.

The commission finds \$4,258 to be a fair and reasonable value of the state's right, 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 right, title and interest in the surplus land to Jerry Floyd Hester for \$4,258; 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 assistant chief clerk.

d. Finance**(3) Accept the Quarterly Investment Report (MO)**113757
FIN

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 113700, dated August 29, 2013.

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 August 31, 2013, 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 assistant chief clerk.

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

113758
TRF

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

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

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

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

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

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

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

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

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

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

The commission received comments from Christina Valerino and Hisham Eid, both from the University of Texas, San Antonio Institute for Economic Development, and from Junous Jordan, President, Texas Municipal League.

ITEM 17. 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 551.072 - Deliberation regarding the purchase or value of real property to be acquired for the Border Highway West project located in the city of El Paso.

The commission recessed at 11:13 a.m. and entered executive session.
The commission reconvened the open meeting at 11:31 a.m.

The regular meeting of the Texas Transportation Commission was adjourned at 11:31 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 October 31, 2013, in Austin, Texas.



Robin Carter, Assistant Chief Clerk
Texas Department of Transportation