

These are the minutes of the regular meeting of the Texas Transportation Commission held on June 25, 2015, in Austin, Texas. The meeting was called to order at 9:02 a.m. by Chairman Lewis with the following commissioners present:

Texas Transportation Commission:

Tryon D. Lewis	Chairman
Jeff Austin, III	Commissioner
Jeff Moseley	Commissioner
Victor Vandergriff	Commissioner
J. Bruce Bugg	Commissioner

Administrative Staff:

LtGen. Joe Weber, Executive Director
 Jeff Graham, General Counsel
 Robin Carter, Commission Chief Clerk

Registration sheets listing others in attendance are on file with the Texas Department of Transportation, Commission 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 2:51 p.m. on June 17, 2015, as required by Government Code, Chapter 551, referred to as "The Open Meetings Act."

ITEM 1. Safety Briefing

This item was presented by Occupational Safety Specialist Mike Pettibon.

ITEM 2. Approval of Minutes of the May 27, 2015 workshop meeting and the May 28, 2015 regular meeting of the Texas Transportation Commission

Commissioner Bugg made a motion, which was seconded by Commissioner Moseley, and the commission approved the minutes of the May 27, 2015 workshop meeting and the May 28, 2015 regular meeting by a vote of 5 - 0.

ITEM 3. Public Transportation

a. Various Counties - Award state funds to public transportation providers for FY 2016 as appropriated by the 84th Texas Legislature (MO)

Commissioner Austin made a motion, which was seconded by Commissioner Vandergriff, and the commission approved the following minute order by a vote of 5 - 0. This item was presented by Director of Public Transportation Eric Gleason. The commission also heard from Chairman of the Public Transportation Advisory Committee Rob Stephens and President of the Texas Transit Association and General Manager of the Waco Transit System John Hendrickson.

114282
PTN

Of the amounts appropriated to the Texas Department of Transportation (department) by the General Appropriations Act of the 84th Texas Legislature, Regular Session, \$54,482,135 was appropriated for small urban and rural public transportation systems for the 2016-2017 biennium. The Legislature appropriated an additional \$3,200,000 to mitigate the impact of the 2010 census changes on formula allocations.

The Texas Transportation Commission (commission) desires to award \$29,722,935 for FY 2016.

Title 43, Texas Administrative Code, §31.11 establishes a formula by which public transportation funds shall be distributed to the small urban and rural areas of the state. The FY 2016 awards are shown in Exhibit A and have been calculated in accordance with the provisions of §31.11.

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

Transportation Code, Chapter 456 authorizes the commission to administer public transportation programs.

IT IS THEREFORE ORDERED by the commission that the executive director or the director's designee is hereby authorized to proceed with the awards as shown in Exhibit A and to enter into the necessary contracts for the FY 2016 program of projects upon completion of all application requirements by the local public transportation operators.

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

b. Various Counties - Award federal funds to McLennan County Rural Transit District (MO)

Commissioner Bugg made a motion, which was seconded by Commissioner Austin, and the commission approved the following minute order by a vote of 5 - 0. This item was presented by Director of Public Transportation Eric Gleason.

114283
PTN

The Texas Transportation Commission (commission) desires to award \$40,000 in federal funds previously awarded to Heart of Texas Council of Governments (HOTCOG) to McLennan County Rural Transit District (MCRTD).

On January 29, 2015, the McLennan County Commissioners Court adopted a resolution creating and establishing MCRTD as the rural transit district (RTD) for McLennan County. MCRTD will assume responsibility for public transportation service effective July 1, 2015.

The commission previously approved an award of funds to HOTCOG based on the inclusion of McLennan County in its service area.

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

Transportation Code, Chapter 456 authorizes the commission to administer public transportation programs.

IT IS THEREFORE ORDERED by the commission that the executive director or the director's designee is hereby authorized to proceed with the award as described, and enter into any necessary contracts and agreements with MCRTD.

IT IS FURTHER ORDERED by the commission that the executive director or the director's designee is hereby authorized to direct the transfer of HOTCOG assets funded by the department and retitle assets as appropriate to MCRTD with a department-secured interest. The executive director or the director's designee is also authorized to notify the recipients in writing and enter into any necessary contracts and agreements with the local recipients.

c. Various Counties - Award federal and state funds and transportation development credits to Rural Economic Assistance League, Inc. and Lower Rio Grande Valley Development Council rural transit districts (MO)

Commissioner Moseley made a motion, which was seconded by Commissioner Austin, and the commission approved the following minute order by a vote of 5 - 0. This item was presented by Director of Public Transportation Eric Gleason.

114284
PTN

The Texas Transportation Commission (commission) desires to award funds and transportation development credits previously awarded to Community Action Council of South Texas (CACST) as identified in Exhibit A to Rural Economic Assistance League, Inc. (REAL) and Lower Rio Grande Valley Development Council (LRGVDC). The commission also desires to award state funds necessary to transition the provision of transit service from CACST to REAL and LRGVDC.

The board of directors of CACST, a former rural transit district, passed a resolution on March 31, 2015 discontinuing transit service effective May 31, 2015, thus discontinuing service to Duval, Jim Hogg, Starr, and Zapata counties. The board of directors of REAL resolved to serve as the transit district for Duval and Jim Hogg counties, and the board of directors of LRGVDC resolved to serve as the rural transit district for Starr and Zapata counties.

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

Transportation Code, Chapter 456 authorizes the commission to administer public transportation programs.

IT IS THEREFORE ORDERED by the commission that the executive director or the director's designee is hereby authorized to proceed with the awards not to exceed the balance amounts as shown in Exhibit A to REAL and LRGVDC and to enter into the necessary contracts.

IT IS FURTHER ORDERED by the commission that the executive director or the director's designee is hereby authorized to direct the transfer of CACST assets funded by the department and to retitle those assets to have a department-secured

interest with the appropriate rural transit district (REAL or LRGVDC). The executive director or the director's designee is also authorized to notify the recipients in writing and enter into any necessary contracts and agreements with the local recipients.

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

ITEM 4. Promulgation of Administrative Rules Under Title 43, Texas Administrative Code, and the Administrative Procedure Act, Government Code, Chapter 2001:

a. Final Adoption

(1) Chapter 7 - Rail Facilities (MO)

Amendments to §7.30, Definitions, §7.32, Filing Requirements, §7.33, Reports of Accidents/Incidents, §7.34, Hazardous Materials -- Telephonic Reports of Incidents, §7.38, Wayside Detector Map, List, or Chart, and §7.42, Administrative Review (Rail Safety)

Commissioner Vandergriff made a motion, which was seconded by Commissioner Bugg, and the commission approved the following minute order by a vote of 5 - 0. This item was presented by Traffic Operations Director Carol Rawson.

114285
TRF

The Texas Transportation Commission (commission) finds it necessary to adopt amendments to §§7.30, 7.32, 7.33, 7.34, 7.38, and 7.42 relating to Rail Safety to be codified under Title 43, Texas Administrative Code, Part 1.

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

IT IS THEREFORE ORDERED by the commission that the amendments to §§7.30, 7.32, 7.33, 7.34, 7.38, and 7.42 are adopted and are authorized for filing with the Office of 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 commission chief clerk.

ITEM 5. Compliance Office

This item was presented by Director of the Office of Compliance Kristin Alexander. No commission action was taken.

ITEM 6. State Infrastructure Bank

Wharton County - City of El Campo - Consider granting final approval of an application from the City of El Campo to borrow up to \$8,000,000 from the State Infrastructure Bank (SIB) to pay for upgrading US 59 to Interstate standards by adding frontage roads and improving main lane alignment or grades when necessary (MO)

Commissioner Bugg made a motion, which was seconded by Commissioner Austin, and the commission approved the following minute order by a vote of 5 - 0. This item was presented by Innovative Finance and Debt Management Officer Ben Asher.

114286
DMO

El Campo (City) applied to the Texas Transportation Commission (commission) for a \$8,000,000 State Infrastructure Bank (SIB) loan to upgrade US 59 to interstate standards by adding frontage roads and improving mainland alignment or grades when necessary. The two sections are: (1) approximately 1.5 mile improvement on US 59 from BU 59 South of El Campo to FM 1163; and (2) 0.725 mile improvement on US 59 from SH 71 to FM 1163 (Project).

The City proposed that the SIB loan will be secured by a pledge of Transportation Reinvestment Zone (TRZ) revenues and ad valorem tax revenues.

The commission's rules regarding the SIB at 43 Texas Administrative Code (TAC) §6.32 allow for final approval by the commission of any SIB loan in the principal amount of \$10 million or less, without first going through the preliminary approval process described in the rules.

The executive director or his designee implemented actions authorized and required by the rules for final approval, and also hereby determines that the requirement to submit any information or data that was not submitted by the City is waived as permitted by the rules either because the information or data is not relevant or the department already possesses the information or data. The executive director affirms that the necessary social, economic, and environmental impact studies have been completed and approved by the department, resulting in the issuance of a Finding of No Significant Impact on June 2, 2015. The executive director recommends that the commission grant final approval of the SIB application for financial assistance with the condition that the City must honor all environmental commitments made in the environmental assessment and FONSI documents.

In accordance with 43 TAC §6.32(c)(2), the commission finds that: (1) the Project is consistent with the Statewide Long-Range Transportation Plan and the metropolitan transportation plan developed by the applicable metropolitan planning organization; (2) the Project is not in a Clean Air Act non-attainment area; (3) the Project will improve the efficiency of the state's transportation systems; (4) the Project will expand the availability of funding for transportation projects or reduce direct state costs; and (5) the application shows that the Project and the City are likely to have sufficient revenues to assure repayment of the financial assistance.

In accordance with 43 TAC §6.32(e), the commission has determined that providing financial assistance for the Project will protect the public safety and prudently

provide for the protection of public funds, while furthering the purposes of the SIB, and that the Project will provide for all reasonable and feasible measures to avoid, minimize, or mitigate for adverse environmental impacts.

IT IS THEREFORE ORDERED that the application for SIB financial assistance submitted by the City to borrow up to \$8,000,000 from the State Infrastructure Bank is granted final approval. The executive director or his designee is directed and authorized to enter into the financial assistance agreement as negotiated with the City. The loan will be repaid over a period of no more than 24 years at 2.08 percent interest per annum.

ITEM 7. Toll Equity and State Infrastructure Bank

Travis County - Central Texas Regional Mobility Authority - Consider granting preliminary approval of applications for financial assistance from the Central Texas Regional Mobility Authority (CTRMA) to receive: 1) a State Infrastructure Bank loan of up to \$30,000,000; 2) a toll equity loan of up to \$30,000,000; and 3) a toll equity grant in the amount of up to \$143,444,248 from the State Highway Fund plus the value of right of way which has been requested to be transferred from the Texas Department of Transportation to CTRMA, all to pay the costs of constructing US 183 South - Bergstrom Expressway (MO)

Commissioner Austin made a motion, which was seconded by Commissioner Moseley, and the commission approved the following minute order by a vote of 5 - 0. This item was presented by Innovative Finance and Debt Management Officer Ben Asher. Associate General Counsel Rebecca Bronson also answered questions from the commission. Central Texas Regional Mobility Authority Executive Director Mike Heiligenstein and BikeTexas Office and Communications Manager Susan Wilcox also spoke to the commission.

114287
DMO

The Texas Department of Transportation (department) and the Central Texas Regional Mobility Authority (CTRMA) have been proceeding with the development of the US 183 South - Bergstrom Expressway facility in Travis County, a project under the jurisdictional limits of the CTRMA (project).

The project is approximately 8 miles in length and would include three new toll lanes and three improved non-tolled general purpose lanes in each direction between US 290 and SH 71 with direct connectors at US 183 and SH 71, and improvements on SH 71 adjacent to US 183. The project also includes a proposed sidewalk and shared-use path within the right of way adjacent to the roadway and an outside bike lane. The project is located within the boundaries of the CTRMA, and is subject to the primacy requirements of Transportation Code, Chapter 373. Pursuant to Transportation Code §373.052, the CTRMA has exercised its option to develop, finance, construct, and operate the project.

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

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

The Unified Transportation Program (UTP) allocates \$100,000,000 of Category 2 funds for the project. The commission previously granted \$4,400,000 of the Category 2 funds to CTRMA for the project in the form of a toll equity grant under a financial assistance agreement dated February 9, 2011, authorized by Minute Order 112443, dated September 30, 2010, leaving a total of \$95,600,000 available under this UTP allocation (the Category 2 Funds).

The UTP allocates \$21,794,248 in Category 7 funds for the project. The department and the CTRMA entered into an advance funding agreement on February 6, 2014, amended as of August 15, 2014, which provided for Federal Participation of \$20,230,000 and State Participation of in-kind services of \$1,564,248, for a total of \$21,794,248 (the Category 7 Funds).

The UTP allocates \$26,050,000 in Category 12 funds for the project (the Category 12 Funds).

Transportation Code §373.101 requires the commission and the department to assist a local toll project entity in the development, financing, construction, and operation of a toll project for which the local toll project entity has exercised its option to develop, finance, construct, and operate the project by allowing the local toll project entity to use state highway right-of-way and to access the state highway system as necessary to construct and operate the toll project. Pursuant to Section 373.101, and subject to commission approval, the CTRMA has requested that the right-of-way associated with the project's tolled mainlanes and direct connectors (the Right-Of-Way) be removed from the state highway system and transferred to the CTRMA.

Transportation Code §373.102 requires the CTRMA to reimburse the department for the department's costs to acquire right-of-way transferred to the local toll project entity, but authorizes the commission or department to waive the requirement of reimbursement. CTRMA has requested that the commission waive the requirement of reimbursement for the Right-Of-Way that is expected to be transferred to the CTRMA after the scope of the Right-Of-Way is determined and the commission approves the transfer, to be designated as a toll equity grant of the value of the Right-Of-Way once it is transferred.

Pursuant to Transportation Code §222.103, the commission adopted Title 43 Texas Administrative Code (TAC) §§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. Pursuant to Transportation Code, Chapter 222, Subchapter D, the commission adopted Title 43 TAC §§6.1-6.45 (SIB rules) to prescribe conditions for the commission's financial assistance from the State Infrastructure Bank.

In accordance with the SIB rules and the toll equity rules, the CTRMA has submitted a request to receive: (1) a State Infrastructure Bank loan of up to \$30,000,000; (2) a toll equity loan of up to \$30,000,000; and (3) a toll equity grant in the amount of \$143,444,248 from the State Highway Fund in the form of the Category 2 Funds, Category 7 Funds, and Category 12 Funds, plus the value of the

Right-Of-Way which has been requested to be transferred from the department to CTRMA, all to be used for construction of US 183 South - Bergstrom Expressway. The CTRMA has requested that the obligation to reimburse the department for its costs to acquire the Right-Of-Way be waived through approval of the request for a toll equity grant.

The information and data required by the toll equity rules is either contained in the request for financing, is already in the department's possession, or may be waived.

On February 24, 2011, the commission adopted Minute Order 112605, directing that if financial assistance is provided to a public entity under Transportation Code §222.103 from a statewide funding source: (1) that assistance shall be repaid, or (2) the department shall require the entity to which the assistance is provided to agree to share project revenue with the department, in such amounts and for such period of time as is approved by the commission. These requirements do not apply to financial assistance provided from funds allocated to metropolitan planning organizations and department districts.

The SIB rules provide for both preliminary and final approval by the commission of any SIB loan in the principal amount of more than \$10 million, unless the commission waives the preliminary approval requirement for that application. The intended use of the financial assistance conforms to the purposes of the SIB. The present and projected financial condition of the SIB is sufficient to cover the requested financial assistance for the project. Under the SIB rules, the executive director or his designee determined that the requirement to submit any information or data that was not submitted by CTRMA is waived as permitted by the rules either because the information or data is not relevant or the department already possesses the information or data. Pursuant to the commission's rules at 43 TAC §6.32(d), the executive director affirms that the necessary social, economic, and environmental impact studies for the project have been completed and approved by the department, resulting in the issuance of a Finding of No Significant Impact on March 6, 2015. The executive director recommends that the commission grant preliminary approval of the SIB application for financial assistance.

In accordance with 43 TAC §6.32(c)(2) and 43 TAC §27.54(a)(2), the commission finds that: (1) the project is consistent with the Statewide Long-Range Transportation Plan and the metropolitan transportation plan developed by the applicable metropolitan planning organization; (2) the project is not in a Clean Air Act non-attainment area; (3) the project will improve the efficiency of the state's transportation systems; (4) the project will expand the availability of funding for transportation projects or reduce direct state costs; and (5) the application shows that the project and the CTRMA are likely to have sufficient revenues to assure repayment of the financial assistance.

In accordance with 43 TAC §6.32(e), the commission has determined that providing financial assistance for the project will protect the public safety and prudently provide for the protection of public funds, while furthering the purposes of the SIB, and that the project will provide for all reasonable and feasible measures to avoid, minimize, or mitigate for adverse environmental impacts.

IT IS THEREFORE DETERMINED that the requests submitted by the Central Texas Regional Mobility Authority for: (1) a State Infrastructure Bank Loan of up to \$30,000,000; (2) a Toll Equity Loan of up to \$30,000,000; and (3) a toll equity grant in the amount of up to \$143,444,248 from the State Highway Fund in the form of the Category 2 Funds, Category 7 Funds, and Category 12 Funds, plus the value of the Right-Of-Way which has been requested to be transferred from the department to CTRMA, all to be used for construction of US 183 South - Bergstrom Expressway, meet the applicable requirements of 43 TAC §§6.23, 6.31, 27.53 and 27.54(a) and, in accordance with those provisions, and as an exception to the requirements of Minute Order 112605, the commission grants preliminary approval of the requests for financing, and directs the executive director to commence negotiations and other actions authorized and required by its rules.

ITEM 8. Toll Equity

Hidalgo County - Hidalgo County Regional Mobility Authority - Consider final approval of a request from the Hidalgo County Regional Mobility Authority for financial assistance in the amount of \$127,935,862 in the form of a toll equity grant to pay for costs of constructing Segments 1 and 2 of the SH 365 (Trade Corridor Connector) project (MO)

Commissioner Austin made a motion, which was seconded by Commissioner Bugg, and the commission approved the following minute order by a vote of 5 - 0. This item was presented by Innovative Finance and Debt Management Officer Ben Asher. Deputy Executive Director John Barton also spoke to the commission. The commission also heard remarks from Senator Juan Hinojosa; Hidalgo County Regional Mobility Authority Chairman Randy Sweeten; and Hidalgo County Regional Mobility Authority Director David Guerra.

114288
DMO

The Texas Department of Transportation (department) and the Hidalgo County Regional Mobility Authority (HCRMA) have been proceeding with the development of the State Highway 365 project along a new location in Hidalgo County, with the initial limits of the project from FM 1016, 1.7 miles south of US 83, eastward to FM 3072, 0.9 miles west of FM 2557, a distance of approximately 12.73 miles (project).

On June 24, 2010, the Texas Transportation Commission (commission) passed Minute Order 112305, authorizing the Executive Director of the department to negotiate the financial terms of a pass-through toll agreement with the HCRMA for the construction of the project.

The department and the HCRMA, pursuant to former Transportation Code §228.0111, agreed on market valuation business terms for the project, and the HCRMA, in Board Resolution No. 2010-38, adopted on July 27, 2010, exercised its option to develop the project.

The department and the HCRMA entered into a Pass-Through Agreement for Payment of Pass-Through Tolls with respect to the project, effective as of January 11, 2011 (PTT Agreement), providing that the PTT Agreement may be terminated at any time with the mutual consent of the parties.

On July 26, 2012, the commission passed Minute Order 113199, extending the limits of the project southward to US 281 (Military Highway), for a total project distance of approximately 14.31 miles. At the same meeting, the commission passed Minute Order No. 113200, authorizing and directing the termination of the PTT Agreement.

The HCRMA is proceeding with plans to construct Segments 1 and 2 of the project, consisting of the construction of a four lane controlled access toll facility from west of FM 396 (Anzalduas Highway) and extending east and south to US 281. In a separate project, HCRMA is reconstructing and widening US 281 as a non-tolled facility from 0.45 mile east of SP 600 to FM 2557 (Stewart Road).

The commission has previously approved updates to the Unified Transportation Program and Statewide Transportation Improvement Program that include an allocation of Category 10 Demonstration funds, Category 10 High Priority funds, Category 12 Commission Discretionary funds, and Category 12 Vehicle Registration Fee Matching funds to Segments 1 and 2 of the project, in the total amount of \$127,935,862.

Transportation Code §370.301 authorizes the department to provide for or contribute to the payment of costs of the design, financing, construction, operation, or maintenance of a turnpike project by a regional mobility authority (RMA) on terms agreed to by the department and the RMA. Transportation Code §222.103 authorizes the department to participate, by spending money from any available source, in the acquisition, construction, maintenance, or operation of a toll facility of a public or private entity on terms and conditions established by the 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 HCRMA has submitted a request for \$127,935,862 in financial assistance, in the form of a grant, to cover certain costs of constructing Segments 1 and 2 of the State Highway 365 project. The HCRMA proposes to expend its own funds to pay actual eligible expenses and seek reimbursement from the department from the financial assistance within 30 days of payment being made by the HCRMA. The information and data required by Section 27.53 is either contained in the request for financing, is already in the department's possession, or may be waived.

On February 24, 2011, the commission adopted Minute Order 112605, directing that if financial assistance is provided to a public entity under Transportation Code, §222.103 from a statewide funding source: (1) that assistance shall be repaid, or (2) the department shall require the entity to which the assistance is provided to agree to share project revenue with the department, in such amounts and for such period of time as is approved by the commission. These requirements do not apply to financial assistance provided from funds allocated to metropolitan planning organizations and department districts.

In accordance with Sections 27.53 and 27.54(a) of the toll equity rules, the commission, in Minute Order 114266 dated May 28, 2015, granted preliminary approval of financial assistance in the amount of \$127,935,862, in the form of a grant,

to pay for the costs of constructing Segments 1 and 2 of the SH 365 (Trade Corridor Connector) project.

The commission finds that: (1) providing financial assistance will prudently provide for the protection of public funds; and (2) the project will provide for all reasonable and feasible measures to avoid, minimize, or mitigate adverse environmental impacts.

IT IS THEREFORE DETERMINED that the request for financial assistance in the form of a grant submitted by the Hidalgo County Regional Mobility Authority meets the applicable requirements of Sections 27.53 and 27.54(a) of the toll equity rules and, in accordance with those provisions, and as an exception to the requirements of Minute Order 112605, the commission grants final approval of the request for a grant in an amount not to exceed \$127,935,862, to cover certain costs of constructing Segments 1 and 2 of the State Highway 365 project, from west of FM 396 (Anzalduas Highway) and extending east and south to US 281 (Military Highway) in Hidalgo County.

ITEM 9. Texas Mobility Fund

Bexar County - VIA Metropolitan Transit - Approve a request from VIA Metropolitan Transit (VIA) for two grants with funding from the Texas Mobility Fund established pursuant to Section 49-k, Article III, Texas Constitution in the total amount of \$9 million for two projects in Bexar County, Texas, as follows: 1) a \$7 million grant for capital costs relating to capital improvements for the Northeast Park and Ride facilities in and/or along the I-35 NE corridor; and 2) a \$2 million grant for capital costs relating to capital improvements to reopen New Braunfels Avenue through the Fort Sam Houston military base (MO)

Commissioner Bugg made a motion, which was seconded by Commissioner Austin, and the commission approved the following minute order by a vote of 5 - 0. This item was presented by Innovative Finance and Debt Management Officer Ben Asher. VIA Chairwoman Hope Andrade addressed the commission.

114289
DMO

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

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

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

VIA Metropolitan Transit (VIA) has submitted a request to the Texas Department of Transportation (department) for state participation in the form of two grants of funds from the TMF in the total amount of \$9 million for two projects in Bexar County, Texas, as follows: (1) a \$7 million grant for capital costs relating to capital improvements for park and ride facilities in multiple locations, including a location on Loop 1604 near FM 2252 and the Union Pacific Railroad, as well as a location along the I-35 NE corridor (NE Park & Ride Project); and (2) a \$2 million grant for capital costs relating to capital improvements to reopen New Braunfels Avenue through the Fort Sam Houston military base, including the following options: elevated bridge and roadway improvements, depressed or tunnel roadway improvements, and realignment of the existing roadway (New Braunfels Avenue Partnership Project).

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

By Minute Order No. 114264 dated May 28, 2015, the commission updated the Unified Transportation Plan (UTP) and authorized the department to participate in the projects with Category 3-TMF funds. The UTP approves participation in a total of five VIA projects that are allocated a total of \$35,000,000, consisting of \$14,480,000 in Category 3-TMF funds, and \$20,520,000 in Category 9-Flex Transfer to the Federal Transit Authority.

The department now recommends that the state participation in the development and delivery of the projects be provided in the form of two grants to VIA from the TMF, and recommends that the commission authorize VIA to use excess funds from either of the two projects for the other project.

NOW, THEREFORE, IT IS DETERMINED that the request submitted by the VIA Metropolitan Transit meets the eligibility requirements of the constitutional provision, enabling act, and the plan, and the commission approves the request for two grants from the TMF in the total amount of \$9 million, to be used for the purposes described herein, and directs the executive director to implement the actions necessary to effect the purposes of this minute order and further directs the chief financial officer, as an authorized representative pursuant to the master resolution for TMF obligations, to ensure compliance with the permitted uses of the TMF including execution of any necessary agreements or certificates.

ITEM 10. Surface Transportation Corporation

Various Counties - Authorize the Grand Parkway Transportation Corporation (GPTC) to act on behalf of the commission in connection with the development, financing, refinancing, design, construction, reconstruction, expansion, operation and maintenance of Segments H, I-1, and I-2 of SH 99 (Grand Parkway) in Harris, Montgomery, Liberty, and Chambers counties; establish the date on which GPTC will become responsible for the operation and maintenance of portions of Segment I-2 of SH 99 that are open to traffic, from I-10 East to FM 1405; authorize amendments to the toll rate agreement between the commission and GPTC to include Segments H, I-1, and I-2 of SH 99; authorize the executive director of the department to execute an amended and restated project agreement with GPTC to provide for the allocation of responsibilities relating to the inclusion of Segments H, I-1, and I-2 of SH 99 into the Grand Parkway System of GPTC and the assistance to be provided by the department to GPTC; authorize GPTC to enter into, assign and assume all contracts relating to all segments of SH 99 within the Grand Parkway System and perform any function necessary to the exercise of powers delegated to GPTC; and provide for the assignment of revenues of Segments H, I-1, and I-2 of SH 99 to GPTC (MO)

Commissioner Moseley made a motion, which was seconded by Commissioner Bugg, and the commission approved the following minute order by a vote of 5 - 0. This item was presented by Innovative Finance and Debt Management Officer Ben Asher. The commission also heard remarks from Estada Hinojosa Managing Director Paul Jack.

114290
DMO

Planning and development of State Highway 99 (Grand Parkway), a proposed outer circumferential highway traversing seven counties and serving the Houston area, have been underway since the 1980s. The Texas Department of Transportation (department) and the seven counties in the Houston area in which SH 99 (Grand Parkway) is located have been proceeding with the development of the Grand Parkway from SH 146 in Galveston County to SH 146 in Chambers County.

In accordance with the requirements of former Section 228.0111 of the Transportation Code and the policies included in Minute Order 111410 dated June 26, 2008, the department and the counties in which the Grand Parkway is located entered into a Market Valuation Waiver Agreement, effective March 25, 2009, in which the parties agreed on the terms and conditions for the development, construction, and operation of the Grand Parkway, agreed to waive the development of a market valuation of the Grand Parkway, and agreed to certain other provisions applicable to the development, construction, and operation of the Grand Parkway. Each of Harris, Montgomery, Liberty, and Chambers counties subsequently elected not to exercise its option to develop, construct, and operate the portion of the Grand Parkway located within the territory of the county. In a series of minute orders, the Texas Transportation Commission (commission) approved the department's determination to exercise its option to develop, construct, and operate the portions of the Grand Parkway in Harris, Montgomery, Liberty, and Chambers counties.

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

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

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

The department assigned its right, title, and interest in the design-build comprehensive development agreement (development agreement) with Zachry-Odebrecht Parkway Builders for the delivery of Segments F-1, F-2, and G to GPTC at the date of execution of the development agreement on March 22, 2013 and similarly assigned its interests in five design-bid-build contracts for the construction and delivery of Segments D and E in Harris County on August 1, 2013. All other contracts relating to the construction, equipping, and delivery of Segments D, E, F-1, F-2, and G have been entered into by, or assigned to and assumed by, GPTC.

By Minute Order 113279, dated September 27, 2012, the commission assigned all revenue from Grand Parkway Segments D (Harris County), E, F-1, F-2, and G to GPTC to enable GPTC to establish a toll revenue system that would support GPTC's project debt, with such assignment of revenue becoming effective upon the execution of a project agreement between GPTC and the department.

In Minute Order 113279, the commission also granted final approval to GPTC's request for financial assistance for GPTC's costs of project design, construction, and right-of-way, major maintenance costs, and operation and maintenance expenses associated with Segment D in Harris County and Segments E, F-1, F-2, and G of the Grand Parkway and identified and permitted pre-development costs of other portions of the Grand Parkway and authorized the executive director of the department to enter into a toll equity loan agreement (TELA) with GPTC. On January 30, 2014, pursuant to Minute Order 113828, the commission authorized the department to enter into certain

amendments to the TELA with GPTC to reallocate the amounts that could be borrowed by GPTC each year within the maximum permitted amount or commitment provided for in the TELA.

Pursuant to Minute Order 113399, dated December 13, 2012, the commission and GPTC entered into a toll rate agreement as of August 1, 2013 (toll rate agreement), in which the commission (1) pledged to the holders of GPTC's toll revenue obligations that it would establish toll rates at a level sufficient to satisfy the toll rate covenant contained in the toll rate agreement; and (2) established a free passage policy for the Grand Parkway System.

On August 1, 2013 and in February 2014, GPTC has issued and outstanding approximately \$2.9 billion in principal amount of toll revenue obligations payable from the revenues of GPTC's toll revenue system (Grand Parkway System), including a loan from the U.S. Department of Transportation through its Transportation Infrastructure Finance and Innovation Act (TIFIA) program. Certain of the bonds issued by GPTC were supported by the financial assistance provided by the TELA between the department and GPTC.

On June 26, 2014, by Minute Order 113979, the commission authorized the department to issue a request for qualifications for the development, design, construction, and maintenance of the Grand Parkway Segments H, I-1, and I-2 in Chambers, Harris, Liberty, and Montgomery counties (H&I project). On October 30, 2014, by Minute Order 114096, the commission authorized the department to issue a request for proposals for the H&I project, under the authority of the design-build statute. Maintenance of parts of Segment I-2A in Chambers County, extending from I-10 East to FM 1405, currently in operation by the department as a four-lane controlled-access toll facility, is also to be included in the procurement. The H&I project will increase capacity by providing a new two- to four-lane controlled-access toll facility as Segments H and I-1 from US 59 North to I-10 East, a new four-lane controlled access toll facility as Segment I-2B from FM 1405 to SH 146, and the addition of connection facilities to the existing Segment I-2A facility.

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. Minute Order 111167, dated December 13, 2007, previously designated Segment I-2A as a toll project on the state highway system. Minute Order 114096 designated Grand Parkway Segment H from US 59 North to US 90 East, Segment I-1 from US 90 East to I-10 East, and Segment I-2B from FM 1405 to SH 146 in Chambers, Harris, Liberty, and Chambers counties as a toll project on the state highway system.

The department and GPTC have been working together to identify an approach to provide for the funding and development of Segments H, I-1, and I-2 of the Grand Parkway. In furtherance of those efforts, the commission has determined that it is in the best interest of the state to authorize GPTC to assist and act on behalf of the commission in the development, financing, design, construction, reconstruction, expansion, operation and/or maintenance of Segments H, I-1 and I-2 of the Grand Parkway, and that such authorization will be in fulfillment of the purposes of chapter 431, including promoting and developing public transportation facilities and

systems by new and alternative means, reducing burdens and demands on the limited funds available to the commission, and increasing the effectiveness and efficiency of the commission.

Authorization by the commission to include Segments H, I-1, and I-2 within its delegation of responsibility to GPTC is subject to a determination by the board of directors of GPTC to accept the delegation. Upon such acceptance by the GPTC board of directors, Segments H, I-1, and I-2 will be made subject to the terms of the toll rate agreement and any amendments thereto to provide for the expansion of the Grand Parkway System.

The plan of finance for Segments H, I-1, and I-2 contemplates that the commission will assign the revenues from Segments H, I-1, and I-2 effective upon the opening of all of those segments currently under development to tolled traffic, and that the revenues from Segment I-2A currently in operation would be assigned to GPTC at the time the H&I project is opened to tolled traffic.

The department and GPTC have entered into a project agreement to define (1) the responsibilities of GPTC to pay the costs of (a) financing, constructing, operating and maintaining Grand Parkway Segments D through G, pursuant to the development agreement, the design-bid-build agreements and other contracts to construct, equip, deliver and maintain those segments and (b) the funding of certain pre-development costs of other portions of the Grand Parkway; and (2) the assistance to be provided to GPTC by the department in the form of (a) personnel, consultant advice and contractual support and (b) financial assistance. The allocation of responsibilities between GPTC and the department and the assistance to be provided to the GPTC by the department relating to Segments H, I-1, and I-2, other than financial assistance under Transportation Code, Section 222.103, is to be reflected in an amended and restated project agreement between the parties.

The plan of finance for Segments H, I-1, and I-2 contemplates that GPTC will become responsible for the operation and maintenance of existing Segment I-2A upon substantial completion of construction of Segments H, I-1, and I-2.

The timely extension of the Grand Parkway through the H&I project and other segments of the Grand Parkway is a crucial element in the development of Harris, Montgomery, Liberty and Chambers counties, and the surrounding region. Development of the additional segments of the Grand Parkway toll project will benefit the region by reducing congestion and improving air quality in those areas.

NOW, THEREFORE, IT IS ORDERED that Grand Parkway Transportation Corporation is authorized to act on behalf of the commission, and the commission confers all powers to Grand Parkway Transportation Corporation, in order for Grand Parkway Transportation Corporation to develop, finance, refinance, design, construct, reconstruct, expand, operate, and/or maintain Segments H, I-1, and I-2 of SH 99 (Grand Parkway), located in Harris, Montgomery, Liberty, and Chambers counties as a part of its Grand Parkway System.

IT IS FURTHER ORDERED that Grand Parkway Transportation Corporation is authorized to enter into, assign and assume all contracts relating to the development, design, construction, operation and maintenance of any and all segments of SH 99 (Grand Parkway) within the Grand Parkway System.

IT IS FURTHER ORDERED that the Grand Parkway Transportation Corporation perform any function authorized by Subchapters A-C of chapter 431 and perform any function not specified by chapter 431, but necessary to develop, finance, refinance, design, construct, reconstruct, expand, toll, operate and/or maintain the Grand Parkway including the issuance of one or more series of public securities; collecting and enforcing tolls or causing such; execution of any agreements with the department or any other parties necessary in connection with the plan of finance for Grand Parkway or other matters relating to tolling, and other agreements and loans with the department pursuant to Transportation Code, Section 222.103; and other matters related thereto.

IT IS FURTHER ORDERED that the chairman of the commission is authorized to execute amendments to the toll rate agreement with the Grand Parkway Transportation Corporation regarding the extension of covenants in that agreement relating to tolling rates and policies governing the Grand Parkway System to include Segments H, I-1, and I-2 of SH 99 (Grand Parkway).

IT IS FURTHER ORDERED that the executive director of the department is authorized to execute an amended and restated project agreement with the Grand Parkway Transportation Corporation to provide for the allocation of responsibilities and the support and assistance to be provided by the department relating to the inclusion of Segments H, I-1, and I-2 into the Grand Parkway System.

IT IS FURTHER ORDERED that the revenues of Segments H, I-1, and I-2 of SH 99 (Grand Parkway) under development are assigned to the Grand Parkway Transportation Corporation upon the opening of all of those segments to tolled traffic, and that the revenues from Segment I-2A currently in operation are assigned to the Grand Parkway Transportation Corporation, effective at the time the newly delivered facilities of Segments H, I-1, and I-2 are open to tolled traffic.

IT IS FURTHER ORDERED that Grand Parkway Transportation Corporation assume responsibility for the operation and maintenance of Segment I-2A, currently in operation by the department, upon substantial completion of all of Segments H, I-1, and I-2 to be constructed.

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

ITEM 11. Contracts

Award or reject contracts for maintenance, highway and building construction

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

Commissioner Moseley made a motion, which was seconded by Commissioner Austin, and the commission approved the following minute order by a vote of 5 - 0. This item was presented by Director of Construction John Obr.

114291
MNT

Pursuant to Transportation Code, Chapter 223, Subchapter A, and Title 43, Texas Administrative Code, Chapter 9, Subchapter B, the Texas Department of Transportation (department) solicited and received sealed competitive bid proposals for maintenance of the State Highway System, which were publicly opened and read on June 3 and 4, 2015, 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 commission chief clerk.

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

Commissioner Austin made a motion, which was seconded by Commissioner Bugg, and the commission approved the following minute order by a vote of 5 - 0. This item was presented by Director of Construction John Obr. General Counsel Jeff Graham answered questions from the commission. The commission also heard remarks from Foremost Paving, Inc., President Joe Forshage; Anderson Columbia General Counsel Zeb Cheshire; and James Construction President Mike Killgore.

114292
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 June 3 and 4, 2015, as shown on Exhibit A.

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

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

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

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

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

Commissioner Bugg made a motion, which was seconded by Commissioner Moseley, and the commission approved the following minute order by a vote of 4 - 0. Commission Austin voted against approval of this minute order. This item was presented by Director of Construction John Obr. The commission also heard remarks from OHL USA, Inc. Business Development Manager James Kuhr; Zachry Construction Corporation Chief Estimator Sam White; Knife River Regional President Bob Kober; and Ed Bell Construction Company President Steven Pridpy.

114293
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 May 5, 2015, as shown on Exhibit A, and deferred at the May 28, 2015, Commission Meeting.

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

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

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

IT IS THEREFORE ORDERED by the commission that the contracts described in Exhibit A, be and are hereby respectively awarded to the lowest bidder, rejected or deferred as indicated therein or if additional information is required to make a final decision, defer the award or rejection of the contract until the next regularly scheduled meeting.

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 commission chief clerk.

ITEM 12. Eminent Domain Proceedings

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

Commissioner Bugg 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 by Commissioner Vandergriff and the following minute order was approved by Chairman Lewis, Commissioner Austin, Commissioner Moseley, Commissioner Vandergriff, and Commissioner Bugg (a vote of 5 - 0). This item was presented by Right of Way Division Director John Campbell.

114294
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 - G. 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 - 18, 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>
Bastrop	SH 71	5	0265-05-077	14
Collin	FM 2514	16	2679-02-009	13
Collin	FM 2514	17	2679-02-009	18
Collin	FM 2514	15	2679-03-011	2
Collin	US 75	12	0047-14-075	54B
Collin	US 75	4	0047-14-072	41
Collin	US 75	10	0047-14-072	46
Denton	FM 156	1	0718-01-065	29
Ellis	FM 308	6	1393-01-016	3
Fort Bend	FM 2234	7	2105-01-036	22C
Fort Bend	FM 2234	8	2105-01-036	22D
Fort Bend	FM 2234	9	2105-01-036	22A
Harris	FM 865	2	0976-01-038	6
Lee	US 290	11	0114-07-070	43
Nueces	SH 358	13	0617-01-172	44
Nueces	SH 358	14	0617-01-172	55
Potter	SL 335	18	2635-04-030	2
Tarrant	SH 26	3	0363-01-123	64E

CONTROLLED ACCESS

<u>COUNTY</u>	<u>HIGHWAY</u>	<u>EXHIBIT</u>	<u>ROW CSJ NO.</u>	<u>PARCEL</u>
Harris	IH 10	F	0508-01-326	203B, 203B TE
Harris	IH 10	G	0508-01-326	203A, 203A TE
McLennan	IH 35	C	0015-01-234	80
McLennan	IH 35	D	0015-01-234	236
McLennan	IH 35	E	0015-01-234	229
Tarrant	SH 360	A	2266-02-129	76
Tarrant	IH 30	B	1068-02-123	13

Note: Exhibits A - G and 1 - 18 are on file with the commission chief clerk.

ITEM 13. Routine Minute Orders

Commissioner Vandergriff made a motion, which was seconded by Commissioner Moseley, and the commission approved the following minute orders by a vote of 5 - 0. This item was presented by Executive Director General Joe Weber.

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)

114295
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 90th 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 authorizes the executive director to approve acceptance of donations to the department and requires that donations valued at \$500 or more must be acknowledged by order of the commission not later than the 90th day after the date the donation is accepted by the department. It further 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 executive director may approve the acceptance of a donation, notwithstanding the foregoing proscriptions in the rules, if the executive director 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 executive director found that the donations identified on the attached Exhibit A were in compliance with the provisions of 43 TAC §§1.500-1.506, Government Code, Chapter 575, Transportation Code, §201.206, and Transportation Code, §223.049.

IT IS THEREFORE ORDERED by the commission that it acknowledges the acceptance of the donations identified on the attached Exhibit A.

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

b. Real Estate Donations

Various Districts - Consider for acknowledgement of the acquisition by gift/donation of required right of way accepted by the department for purposes of constructing, maintaining, widening, straightening, or extending the state highway system. (See attached itemized list) (MO)

114296
ROW

The Texas Department of Transportation (department) is acquiring the right of way for highway improvement projects by donations.

This minute order considers acknowledgement of acceptance of donations of real property to the State of Texas by the department. The department has determined that acceptance of these donations is in the best interest and welfare of the traveling public and will provide a significant public benefit.

Transportation Code, §201.206, authorizes the department to accept a donation in any form, including realty, personalty, money, materials, and services, for the purpose of carrying out its functions and duties. Government Code, Chapter 575, requires the governing board of a state agency to acknowledge the acceptance of a donation valued at \$500 or more by majority vote at an open meeting, not later than the 90th day after the date the donation is accepted. It also prohibits a state agency from accepting a donation from a person who is a party to a contested case before the agency until the 30th day after the date the decision in the case becomes final.

The Texas Transportation Commission (commission) has adopted 43 TAC §§1.500-1.506, which relate to the department's acceptance of donations. Section 1.503 authorizes the executive director to approve acceptance of donations to the department and requires that donations valued at \$500 or more must be acknowledged by order of the commission not later than the 90th day after the date the donation is accepted by the department. It further 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 executive director may approve the acceptance of a donation, notwithstanding the foregoing proscriptions in the rules, if the executive director 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 executive director found that the donations identified on the attached Exhibit A were in compliance with the provisions of 43 TAC §§1.500-1.506, Government Code, Chapter 575, Transportation Code, §201.206, §223.049, and §224.001. The donation agreement has been executed and accepted by the department under Title 43, Texas Administrative Code, §1.504.

IT IS THEREFORE ORDERED by the commission that it acknowledges the acceptance of the donations identified on the attached Exhibit A.

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

c. Real Estate Dispositions**(1) Fannin County - FM US 82, north side at County Road 2925 west of Bonham - Consider the sale of right of way to the abutting landowners (MO)**114297
ROW

In FANNIN COUNTY, on US 82, the state of Texas acquired certain land for state highway purposes by instruments recorded in Volume 691, Page 328; Volume 702, Page 781; and Volume 715, Page 744, Land Records of Fannin County, Texas. A portion of the land (Tract 1), 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 sale of highway right of way acquired and no longer needed for a state highway purpose to abutting landowners.

Gaylon G. Raiden and wife, A. Kay Raiden, are the abutting landowners and have requested to purchase Tract 1 for \$2,066.

The commission finds \$2,066 to be a fair and reasonable value for the state's right, title, and interest in Tract 1.

IT IS THEREFORE ORDERED by the commission that Tract 1 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 Tract 1 to Gaylon G. Raiden and wife, A. Kay Raiden, for \$2,066; 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 land.

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

(2) McLennan County - I-35, west side between 4th and 5th Streets in Waco - Consider the amendment of MO 114253 to correct the value of land approved to be sold to the abutting landowner (MO)114298
ROW

In the city of Waco, McLENNAN COUNTY, on INTERSTATE 35, the state of Texas acquired certain land for highway purposes by instruments recorded in Volume 907, Page 66; Volume 930, Page 228; and Volume 951, Page 333, Official Public Records of McLennan County, Texas.

In accordance with V.T.C.A., Transportation Code, Chapter 202, Subchapter B, the Texas Transportation Commission (commission) approved Minute Order 114253 on April 30, 2015, authorizing the sale of portions of the land (Tracts 2 and 3), described in Exhibit A. The value of the land was shown incorrectly.

DW 801 S. 4th Street, LP, is the abutting landowner and has agreed to pay \$56,853 to the state, which is the correct value of the land.

The commission finds \$56,853 to be a fair and reasonable value of the state's right, title and interest in Tracts 2 and 3.

IT IS THEREFORE ORDERED by the commission that Minute Order 114253 is amended only with respect to the value of Tracts 2 and 3, and all other provisions of Minute Order 114253 remain unchanged. The commission 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 Tracts 2 and 3 to DW 801 S. 4th Street, LP, for \$56,853; 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 land.

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

(3) Smith County - SH 31, northwest corner at SL 323 in Tyler - Consider the sale of right of way and drainage easement to the abutting landowner, who is also the owner of the fee underlying the easement (MO)

114299
ROW

In the city of Tyler, SMITH COUNTY, on STATE HIGHWAY 31, the state of Texas acquired an easement interest in certain land by instrument recorded in Volume 911, Page 28, and acquired certain land by instrument recorded in Volume 911, Page 30, Deed Records of Smith County, Texas.

All of the easement and all of the land (Tracts 1 and 2), described in Exhibit A, 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 recommend the sale of any interest in real property acquired and no longer needed for a state highway purpose. Texaplex Properties, LLC, is the owner of the fee in the property underlying Tract 1, the abutting landowner to Tract 2, and has requested to purchase Tracts 1 and 2 for \$7,340.

The commission finds \$7,340 to be a fair and reasonable value for the state's right, title, and interest in Tracts 1 and 2.

IT IS THEREFORE ORDERED by the commission that Tracts 1 and 2 are 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 proper instruments releasing and conveying all of the state's right, title, and interest in Tracts 1 and 2 to Texaplex Properties, LLC, for \$7,340; 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 Tract 2.

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

(4) Travis County - SL 360, northwest corner at S. Lamar/Ben White Boulevard in Austin - Consider the sale of right of way to the successful bidder (MO)

114300
ROW

In the city of Austin, TRAVIS COUNTY, on STATE LOOP 360, the state of Texas acquired certain land for highway purposes by instrument recorded in Volume 3263, Page 480, Deed Records of Travis County, Texas.

A portion of the land (Tract 2) 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 any interest in real property no longer needed for a state highway purpose to the general public.

Tract 2 was advertised for sale, and Journeyman Austin Holdings, Inc., submitted a bid of \$1.6 million.

The commission finds \$1.6 million to be a fair and reasonable value of the state's right, title, and interest in Tract 2.

IT IS THEREFORE ORDERED by the commission that Tract 2 is no longer needed for a state highway purpose. The commission 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 Tract 2 to Journeyman Austin Holdings, Inc., for \$1.6 million; SAVE AND EXCEPT, however, there is excepted and reserved herefrom all of the state's right, title, and interest, 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 land.

Note: The attached map is on file with the commission chief clerk.

d. Reports

(1) Report of Environmental Review of Projects - Semiannual report on projects being processed under the department's environmental review process (Report)

Note: The Report is on file with the commission chief clerk.

e. Highway Designation

Falls County - Near the community of Reagan, redesignate SH 6 as Business State Highway 6-P (MO)

114301
TPP

In Falls County, the Waco District has requested the redesignation of a segment of SH 6 as Business State Highway 6-P from 0.3 miles north of its northwestern intersection with FM 413 southward to 0.5 miles south of its southeastern intersection with FM 413, a distance of approximately 0.8 miles.

Pursuant to Texas Transportation Code, §§201.103 and 221.001, the executive director of the Texas Department of Transportation has recommended this action.

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

IT IS THEREFORE ORDERED by the commission that a segment of SH 6 is redesignated on the state highway system as Business State Highway 6-P from 0.3 miles north of its northwestern intersection with FM 413 southward to 0.5 miles south of its southeastern intersection with FM 413, a distance of approximately 0.8 miles, as shown in Exhibit A.

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

f. Designation of Access Control

(1) Dallas County - I-635, approximately 3800 feet east of Belt Line Road - Consider the designation of two locations on the frontage road at which access will be permitted to the abutting property (MO)

114302
DES

In DALLAS COUNTY, on Interstate 635, a designated controlled-access highway, the State of Texas acquired certain land for highway purposes by instrument recorded in Volume 75113, Page 124, Deed Records of Dallas County, Texas, with denial of access to the abutting remainder property as described in the instrument.

Stampede Crossing, Ltd., the current owner of the abutting property, has requested that access to and from the eastbound frontage road of I-635 be permitted along the northern property line at a new access point, described in Exhibit A, Tract 1, Part 1, and that access to the eastbound frontage road of I-635 be permitted along the northern property line at a new access point, described in Exhibit A, Tract 1, Part 2.

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

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

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

NOW, THEREFORE, the commission finds that the new access points will not compromise the mobility, safety or operation of the existing state highway facility, and designates the new access point described in Exhibit A, Tract 1, Part 1, as a location where ingress and egress are permitted to and from the eastbound frontage road of I-635, and designates the new access point described in Exhibit A, Tract 1, Part 2, as a location where egress only is permitted to the eastbound frontage road of I 635.

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

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

(2) Reeves County - I-20, approximately 600 feet east of SH 17 - Consider the designation of a location on the highway at which access will be permitted to the abutting property (MO)

114303
DES

In REEVES COUNTY, on INTERSTATE HIGHWAY 20, a designated controlled-access highway, the State of Texas acquired certain land for highway purposes by instrument recorded in Volume 230, Page 449 of the Reeves County, Texas, Deed Records with denial of access to the abutting remainder properties as described in the instrument.

The Town of Pecos City, the current owner of the abutting property, has requested that access to the south frontage road of I-20 be permitted along its north property line at a new access point described in Exhibit A.

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

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

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

NOW, THEREFORE, the commission finds that the new access point will not compromise the mobility, safety, or operation of the existing state highway facility, and designates the new access point as a location where ingress and egress is permitted to the south frontage road of I-20.

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

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

(3) Reeves County - I-20, approximately 4900 feet west of US 285 - Consider the designation of a location on the highway at which access will be permitted to the abutting property (MO)

114304
DES

In REEVES COUNTY, on INTERSTATE HIGHWAY 20, a designated controlled-access highway, the State of Texas acquired certain land for highway purposes by instrument recorded in Volume 230, Page 454 of the Reeves County, Texas, Deed Records with denial of access to the abutting remainder properties as described in the instrument.

CAI Pecos Hotel, the current owner of the abutting property, has requested that access to the north frontage road of I-20 be permitted along its south property line at a new access point described in Exhibit A.

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

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

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

NOW, THEREFORE, the commission finds that the new access point will not compromise the mobility, safety, or operation of the existing state highway facility, and

designates the new access point as a location where ingress and egress is permitted to the north frontage road of I-20.

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

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

g. Speed Zones

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

114305
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 the 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.

The department, in consultation with the Texas Commission on Environmental Quality, has also determined that the environmental speed limit on the segment of highway established by Minute Order 109064, dated October 31, 2002 and listed in Exhibit D, is no longer necessary.

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 portions of minute orders establishing speed zones shown on the attached Exhibits C and D are canceled.

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

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

a. Section 551.071 - Consultation with and advice from legal counsel regarding any item on this agenda or about pending or contemplated litigation

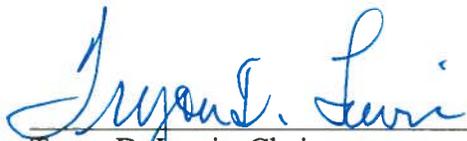
The commission did not meet in executive session.

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 Engineer Don Dixon.

The regular meeting of the Texas Transportation Commission was adjourned at 12:45 p.m.

APPROVED:



Tryon D. Lewis, Chairman
Texas Transportation Commission

I hereby certify that the above and foregoing pages constitute the full, true, and correct record of all proceedings and official records of the Texas Transportation Commission at its regular meeting on June 25, 2015, in Austin, Texas.



Robin Carter, Commission Chief Clerk
Texas Department of Transportation