

These are the minutes of the regular meeting of the Texas Transportation Commission held on July 30, 2020. Due to COVID-19 and the Governor's Proclamation of March 13, 2020, declaring a state of disaster for all counties in Texas, the meeting was conducted with the commissioners at the dais and the public accessing the meeting via [www.txdot.gov](http://www.txdot.gov) and a toll free telephone line. The meeting was called to order at 12:22 p.m. by Chairman Bugg.

**Texas Transportation Commission:**

J. Bruce Bugg, Jr.	Chairman
Laura Ryan	Commissioner
Alvin New	Commissioner
Robert C. Vaughn	Commissioner

**Administrative Staff:**

James Bass, Executive Director  
 Jeff Graham, General Counsel  
 Robin Carter, 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 11:25 a.m. on July 22, 2020, as required by Government Code, Chapter 551, referred to as "The Open Meetings Act."

**ITEM 1. Meeting Guidelines**

Executive Director James Bass provided guidance and instruction for the meeting. The public was invited to watch and listen to the meeting through the Texas Department of Transportation website, [www.txdot.gov](http://www.txdot.gov). In addition, for those members of the public who wanted to make a comment on an agenda item or comment during the open comment period of the meeting a toll free number was provided on the agenda and the callers were assisted by operators on the call.

**ITEM 2. Consider the approval of the Minutes of the June 25, 2020, regular meeting of the Texas Transportation Commission**

Commissioner Ryan made a motion, which was seconded by Commissioner Vaughn, and the commission approved the minutes of the June 25, 2020, regular meeting by a vote of 4 - 0.

**ITEM 3. Acknowledgment of Service**

**a. Recognize by resolution Lufkin District Engineer Cheryl P. Flood, P.E., for 38 years of service to the department.**

This resolution was presented by Chief Engineer Bill Hale. The commissioners thanked District Engineer Flood and made additional remarks. District Engineer Flood thanked the commission and her colleagues and mentors.

b. Recognize by resolution Design Division Director Camille Thomason, P.E., for 20 years of service to the department.

This resolution was presented by Chief Engineer Bill Hale. The commissioners thanked Director Thomason and made additional remarks. Director Thomason thanked the commission and her colleagues and mentors.

**ITEM 4. Contracts**

Consider the award or rejection of contracts for highway construction and maintenance, and construction and rehabilitation of buildings (Presentation)

**a. Highway Improvement and Other Transportation Facilities (MO)**

This item was presented by Executive Director James Bass. Commissioner New made a motion, which was seconded by Commissioner Ryan, and the commission approved the following minute order by a vote of 4 - 0.

115788  
CST

Pursuant to Transportation Code, Chapter 223, Subchapter A, and Title 43, Texas Administrative Code, Chapter 9, Subchapter B, the Texas Department of Transportation (department) solicited and received sealed competitive bid proposals for improvement of the State Highway System, which were publicly opened and read on July 8 and 9, 2020, as shown on Exhibit A.

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

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

The department recommends that the Texas Transportation Commission (commission) respectively consider the award to the lowest bidder, reject or defer, 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 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.

**b. Routine Maintenance (MO)**

This item was presented by Executive Director James Bass. Commissioner Vaughn made a motion, which was seconded by Commissioner Ryan, and the commission approved the following minute order by a vote of 4 - 0.

115789  
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 July 8 and 9, 2020, 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 consider the award to the lowest bidder, reject or defer, as indicated, those highway maintenance and department 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 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. Construction and Rehabilitation of Buildings (MO)**

This item was presented by Executive Director James Bass. Commissioner New made a motion, which was seconded by Commissioner Vaughn, and the commission approved the following minute order by a vote of 4 - 0.

115790  
SSD

Pursuant to Transportation Code, Chapter 223, Subchapter A, and Title 43, Texas Administrative Code, Chapter 9, Subchapter B, the Texas Department of Transportation (department) solicited and received sealed competitive bid proposals for improvement of the State Highway System, which were publicly opened and read on July 7, 2020, 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, reject or defer, as indicated, those highway improvement and department 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 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 re-advertise 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 5. Discussion Item**

##### **Legislative Appropriations Request (LAR)**

**Discuss the Texas Department of Transportation's proposed Fiscal Year 2022-2023 Legislative Appropriations Request (LAR) (Presentation)**

This discussion was led by Financial Management Division Director Stephen Stewart. The commission asked questions and discussed the topic.

#### **ITEM 6. Aviation**

**Various Counties - Consider the award of federal non-primary entitlement grant funding, federal apportionment grant funding, and state grant funding for airport improvement projects at various locations (MO) (Presentation)**

This item was presented by Executive Director James Bass. Commissioner New made a motion, which was seconded by Commissioner Vaughn, and the commission approved the following minute order by a vote of 4 - 0.

115791  
AVN

The Texas Department of Transportation (department) is authorized under Title 49, United States Code, Chapter 471, and Texas Transportation Code, Chapter 21, 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 non-primary entitlement grant funds, federal apportionment grant funds, and state grant funds for the improvements.

On July 2, 2020, 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, subject to applicable federal and state requirements, is authorized to enter into any necessary agreements to fund, through the Aviation Facilities Grant Program, the projects described in Exhibit A.

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

**ITEM 7. Public Transportation**

**Various Counties - Consider the award of state funds and federal §5304 Statewide and Non-metropolitan Transportation Planning Program funds to designated lead agencies (MO)**

This item was presented by Executive Director James Bass. Commissioner Ryan made a motion, which was seconded by Commissioner Vaughn, and the commission approved the following minute order by a vote of 4 - 0.

115792  
PTN

The Texas Transportation Commission (commission) desires to award up to \$2,111,094 in state and Federal Transit Administration (FTA) §5304 Statewide and Nonmetropolitan Transportation Planning program funds to support regional planning in 22 planning regions for FY 2021 and FY 2022.

Under Title 49, §5304 of the United States Code, the FTA provides funds to be used for planning and coordination projects. Title 43, Texas Administrative Code, §31.22 establishes a process by which funds are distributed. An award up to \$2,111,094 of federal §5304 and state funds is shown in Exhibit A and has been determined to be in accordance with §31.22.

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

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

Transportation Code, Chapter 461 mandates regionally coordinated public transportation planning.

IT IS THEREFORE ORDERED by the commission that the executive director or the director's designee is directed to proceed with the awards in Exhibit A, submit the necessary state applications to the FTA, and enter into the necessary contracts.

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

**ITEM 8. Design Build Contract**

**Dallas County - I-35E Phase 2 Project - Consider authorizing the department to issue a request for proposals to design, construct and maintain the I-35E Phase 2 Project, consisting of the full reconstruction and widening of the I-35E corridor from I-635 to the Denton County line in Dallas County, and "grandfathering" the existing two reversible toll managed lanes with no new toll lanes; and consider approving stipulated amounts as payment for the work product of unsuccessful proposers. The project includes the addition of one general purpose lane and one frontage road lane in each direction. The project will not include funding from either Proposition 1 or Proposition 7. (MO) (Presentation)**

This item was presented by Executive Director James Bass. Commissioner Vaughn made a motion, which was seconded by Commissioner New, and the commission approved the following minute order by a vote of 4 - 0.

115793  
PFD

Transportation Code, Chapter 223, Subchapter F prescribes the process by which the Texas Department of Transportation (department) may enter into a design-build contract with a

private entity that provides for the design, construction, expansion, extension, related capital maintenance, rehabilitation, alteration, or repair of a highway project. Transportation Code, § 223.242 authorizes the department to enter into, in each state fiscal biennium, up to six design-build contracts for highway projects with estimated construction costs of \$150 million or more.

On April 30, 2020, by Minute Order 115724, the Texas Transportation Commission (commission) authorized the department to issue a request for qualifications (RFQ) to design, construct, and maintain a project to reconstruct and widen Interstate Highway 35E from

I-635 to the Denton County line in the cities of Dallas, Farmers Branch, and Carrollton in Dallas County (I-35E Phase 2 Project). The I-35E Phase 2 Project consists of the full reconstruction and widening of this segment of the I-35E corridor and includes the addition of one general purpose lane in each direction and full reconstruction and “grandfathering” of the existing two reversible tolled managed lanes, for a total of 10 general purpose and tolled managed lanes, along with the reconstruction of continuous frontage roads and numerous intersection improvements.

The department issued the RFQ on May 20, 2020. Four proposer teams responded to the RFQ. Following the department’s evaluation of the qualifications statements, the best qualified teams will be short-listed and requested to submit detailed proposals to design, construct, and maintain the project.

Transportation Code § 223.246 and 43 TAC § 9.153(d) provide that, if authorized by the commission, the department will issue a request for proposals (RFP) from all private entities qualified for the short list. The department intends to issue an RFP for the I-35E Phase 2 Project and to request detailed proposals from the short-listed teams to design, construct, and maintain the I-35E Phase 2 Project.

Transportation Code § 223.249(a) and 43 TAC § 9.153(f) requires 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 the proposal. The stipend must be a minimum of twenty-five hundredths of one percent of the contract amount, the stipulated amount must be stated in the RFP, and it 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 I-35E Phase 2 Project or other department projects without further payment to the unsuccessful proposer.

Transportation Code § 223.249(b) and 43 TAC § 9.153(f) require the department to pay a partial stipend in the event that a procurement is terminated before the execution of a design-build contract.

**IT IS THEREFORE ORDERED** by the commission that the department is authorized to issue an RFP to design, construct, and maintain the I-35E Phase 2 Project in Dallas County.

**IT IS FURTHER ORDERED** that, after consideration of the criteria in 43 TAC § 9.153(f), the department is authorized to pay each proposer that submits a responsive, but unsuccessful, proposal for the I-35E Phase 2 Project an amount based upon the value of the work product provided in the proposal that can, as determined by the department, be used by the department in the performance of its functions, up to a maximum amount per proposer of 0.25% of the successful proposer’s price for all work under the design-build contract.

**IT IS FURTHER ORDERED** that in the event the procurement is terminated prior to the execution of the design-build contract, and after consideration of the criteria in 43 TAC § 9.153(f), the department is authorized to pay each proposer a partial stipend based upon the value of the work product 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 \$1,500,000.

IT IS FURTHER ORDERED that payment for work product may only be paid to the extent that the work product submitted meets the minimum criteria and the proposer satisfies the conditions for payment identified by the department in the I-35E Phase 2 Project procurement documents.

**ITEM 9. Debt Management**

Consider authorizing certain commission representatives, including the chief financial officer and the director of the Project Finance, Debt and Strategic Contracts Division, to act on behalf of the commission to make all disclosure filings and submit reports, including disclosure reports, in relation to the commission's outstanding debt obligations (MO)

This item was presented by Executive Director James Bass. Commissioner Ryan made a motion, which was seconded by Commissioner Vaughn, and the commission approved the following minute order by a vote of 4 - 0.

115794  
PFD

Pursuant to Minute Order 108947, dated June 27, 2002, the Texas Transportation Commission (commission) approved an "Indenture of Trust" dated as of July 15, 2002, and supplemental indentures, securing the commission's toll revenue bonds to finance and refinance a portion of the costs of the Central Texas Turnpike System pursuant to which Indenture of Trust and supplemental indentures the commission authorized a "Chief Financial Officer," including the chief financial officer and the director of project finance, debt and strategic contracts division of the department, to take actions on behalf of the commission in the issuance of bonds and other obligations.

Pursuant to Minute Order 110081, dated May 4, 2005, the commission approved a "Master Resolution Establishing the Texas Transportation Commission Mobility Fund Revenue Financing Program," as subsequently amended by the first amendment, second amendment and third amendment (master resolution), to establish a revenue financing program pursuant to which master resolution and supplemental resolutions the commission authorized certain "Department Representatives," including the chief financial officer and the director of project finance, debt and strategic contracts division of the department, to take actions on behalf of the commission in the issuance of bonds and other obligations.

Pursuant to Minute Order 110472, dated March 30, 2006, the commission approved a "Master Resolution Establishing a Financing Program for Bonds, Other Public Securities and Credit Agreements Secured by and Payable from Revenue Deposited to the Credit of the State Highway Fund," as subsequently amended and restated (master resolution), to establish a revenue financing program pursuant to which master resolution and supplemental resolutions the commission authorized certain "Department Representatives," including the chief financial officer and the director of project finance, debt and strategic contracts division of the department, to take actions on behalf of the commission in the issuance of bonds and other obligations.

Pursuant to Minute Order 112100, dated January 28, 2010, the commission approved a "Master Resolution Establishing the Texas Transportation Commission Highway Improvement General Obligation Financing Program" (master resolution) to establish a general obligation financing program pursuant to which master resolution and supplemental resolutions the commission authorized certain "Department Representatives," including the chief financial officer and the director of project finance, debt and strategic contracts division of the department, to take actions on behalf of the commission in the issuance of bonds and other obligations.

Pursuant to Minute Order 114424, dated November 19, 2015, the commission approved a “Trust Agreement” dated as of November 1, 2016, and “First Supplemental Agreement securing the TIFIA Loan Agreement Between Texas Transportation Commission and the United States Department of Transportation” and Note to finance a portion of the costs of the I-35E Managed Lanes Project, pursuant to which Trust Agreement and First Supplemental Agreement the commission authorized certain “Department Representatives,” including the chief financial officer and the director of project finance, debt and strategic contracts division of the department, to take actions on behalf of the commission in the issuance of bonds and other obligations.

Pursuant to Minute Order 115393, dated December 13, 2018, the commission approved a “Master Trust Agreement” dated February 1, 2019, and First Supplemental Agreement (trust agreement) to finance a portion of the cost of the construction, operation and maintenance of the SH 249 Toll Revenue System, pursuant to which the commission authorized certain “Department Representatives,” including the chief financial officer and the director of project finance, debt and strategic contracts division of the department, to take actions on behalf of the commission in the issuance of bonds and other obligations.

Pursuant to the commission’s trust agreements, master resolutions and supplements thereto listed above, the commission is required to make disclosure filings, provide audited financial statements, and from time to time to file various reports including continuing disclosure reports which are time sensitive due to market and other considerations.

The commission wishes to delegate authority to the “Department Representatives” and “Chief Financial Officers,” respectively, as designated in each of the commission’s various trust agreements, master resolutions and supplements thereto listed above, to act on behalf of the commission to make all disclosure filings and submit reports in relation to the commission’s outstanding debt obligations, including, as applicable, periodic construction reports; inspection reports; traffic, revenue, and operating reports; and continuing disclosure reports.

IT IS THEREFORE ORDERED by the commission that it delegates authority to the “Department Representatives” and “Chief Financial Officers” designated in each of the commission’s various trust agreements, master resolutions and supplements thereto listed above, to act on behalf of the commission to make all disclosure filings and submit reports in relation to the commission’s outstanding debt obligations, including periodic construction reports; inspection reports; traffic, revenue, and operating reports; and continuing disclosure reports, without further action by the commission.

#### **ITEM 10. Eminent Domain Proceedings**

**Various Counties - Consider the authorization of the filing of condemnation proceedings to acquire real property by eminent domain for non-controlled and controlled access highways (MO)**

This item was presented by Executive Director James Bass. Commissioner Vaughn 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 Ryan and the following minute order was approved by Chairman Bugg, Commissioner Ryan, Commissioner New, and Commissioner Vaughn (a vote of 4 - 0).

115795  
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-DD. 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 1-60 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:

**CONTROLLED ACCESS**

<u>COUNTY</u>	<u>HIGHWAY</u>	<u>EXHIBIT</u>	<u>ROW CSJ NO.</u>	<u>PARCEL</u>
Dallas	IH 35E	S	0196-03-248	9
Dallas	IH 35E	AA	0196-03-248	12
Dallas	IH 35E	BB	0196-03-248	112
Denton	IH 35	B	0195-02-079	14
Denton	IH 35	C	0195-02-079	33
Denton	IH 35	V	0195-02-079	42
Denton	IH 35	P	0195-02-079	46
Denton	IH 35	D	0195-02-079	50

**CONTROLLED ACCESS**

<u>COUNTY</u>	<u>HIGHWAY</u>	<u>EXHIBIT</u>	<u>ROW CSJ NO.</u>	<u>PARCEL</u>
Denton	IH 35	F	0195-02-079	60,60E
Denton	IH 35	E	0195-02-079	53
Denton	IH 35	Q	0195-02-079	61
Denton	IH 35	R	0195-02-079	63
Denton	IH 35	G	0195-02-079	66
Denton	IH 35	H	0195-02-079	69
Denton	IH 35	I	0195-02-079	73
Denton	IH 35	O	0195-02-079	N164,N164E
Denton	IH 35	L	0195-02-079	N168B,N168BE
Denton	IH 35	M	0195-02-079	N175,N175E
Denton	IH 35	N	0195-02-079	S147
Denton	IH 35	J	0195-02-079	S149
Denton	IH 35	K	0195-02-079	S150
Denton	IH 35	U	0195-03-091	27
Galveston	IH 45	A	0500-04-139	530
Galveston	IH 45	Z	0500-04-139	533 OAS
Tarrant	IH 35W	CC	0081-12-049	224
Tarrant	IH 35W	Y	0081-12-049	236
Tarrant	IH 35W	X	0081-12-049	237
Tarrant	IH 35W	T	0081-12-049	238
Tarrant	IH 35W	DD	0081-12-049	271
Tarrant	IH 35W	W	0081-12-049	274

**NON-CONTROLLED ACCESS**

<u>COUNTY</u>	<u>HIGHWAY</u>	<u>EXHIBIT</u>	<u>ROW CSJ NO.</u>	<u>PARCEL</u>
Bastrop	SH 71	27	0265-03-046	47
Bexar	FM 1516	6	1477-01-044	25
Brazoria	SH 36	16	0188-04-040	123
Cherokee	US 175	25	0198-04-034	126
Cherokee	US 175	26	0198-04-034	129
Comal	SH 46	36	0215-01-052	87
Fort Bend	FM 1463	30	0188-10-038	231B
Galveston	SH 146	59	0389-07-036	18
Harris	US 90U	58	0028-01-093	202
Harris	US 90U	8	0028-01-093	205
Harris	FM 1960	60	1685-03-097	168A
Hidalgo	FM 676	40	1064-01-038	38
Hidalgo	FM 676	7	1064-01-038	39
Hidalgo	FM 676	33	1064-01-038	40
Hidalgo	FM 676	41	1064-01-038	70
Hidalgo	FM 676	5	1064-01-038	79
Kaufman	SH 205	4	0451-02-030	20
Kaufman	SH 205	3	0451-02-030	21
Kaufman	SH 205	2	0451-02-030	29,29E
Lubbock	FM 1585	1	1502-01-039	154
Madison	US 190	29	0117-04-044	601

**NON-CONTROLLED ACCESS**

<u>COUNTY</u>	<u>HIGHWAY</u>	<u>EXHIBIT</u>	<u>ROW CSJ NO.</u>	<u>PARCEL</u>
Montgomery	SH 105	35	0338-04-073	203
Montgomery	SH 105	39	0338-04-073	205
Montgomery	SH 105	48	0338-04-073	206
Montgomery	SH 105	14	0338-04-073	207
Montgomery	SH 105	31	0338-04-073	210
Montgomery	SH 105	32	0338-04-073	213
Montgomery	SH 105	38	0338-04-073	215
Montgomery	SH 105	24	0338-04-073	216
Montgomery	SH 105	37	0338-04-073	217
Montgomery	SH 105	28	0338-04-073	219
Montgomery	SH 105	42	0338-04-073	221
Montgomery	SH 105	23	0338-04-073	222
Montgomery	SH 105	56	0338-04-073	223
Montgomery	SH 105	22	0338-04-073	224
Montgomery	SH 105	21	0338-04-073	226
Montgomery	SH 105	34	0338-04-073	227
Montgomery	SH 105	43	0338-04-073	228
Montgomery	SH 105	20	0338-04-073	231
Montgomery	SH 105	19	0338-04-073	232
Montgomery	SH 105	44	0338-04-073	233
Montgomery	SH 105	49	0338-04-073	234
Montgomery	SH 105	57	0338-04-073	235
Montgomery	SH 105	45	0338-04-073	237
Montgomery	SH 105	50	0338-04-073	238
Montgomery	SH 105	18	0338-04-073	245
Montgomery	SH 105	51	0338-04-073	249
Montgomery	SH 105	17	0338-04-073	250
Montgomery	SH 105	52	0338-04-073	253
Montgomery	SH 105	53	0338-04-073	254
Montgomery	SH 105	46	0338-04-073	256
Montgomery	SH 105	54	0338-04-073	259
Montgomery	SH 105	55	0338-04-073	260
Montgomery	SH 105	15	0338-04-073	261
Montgomery	SH 105	47	0338-04-073	262
Smith	FM 2493	10	0191-03-087	33
Smith	FM 2493	9	0191-03-087	34
Smith	FM 2493	12	0191-03-087	62
Smith	FM 2493	13	0191-03-087	68
Smith	FM 2493	11	0191-03-087	70

Note: Exhibits A - DD and 1 - 60 are on file with the commission chief clerk.

**ITEM 11. Routine Minute Orders and Reports**

This item was presented by Executive Director James Bass. Commissioner New made a motion, which was seconded by Commissioner Ryan, and the commission approved the following minute orders by a vote of 4 - 0.

**a. Donations to the Department**

**Various Districts** - Consider the acknowledgment of donations with a value of \$500 or more, including donations of money, materials, services, or real property, that are made to the department for the purpose of assisting the department in carrying out its functions and duties or for improving access to or from a highway on the state highway system (see attached itemized list) (MO)

115796  
CSD

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.

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.

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. Exhibit A lists donations resulting from a contract executed by the department under Transportation Code, §223.049 and other donations accepted under Transportation Code, §201.206.

The commission established the Sponsorship Acknowledgement Program under 43 TAC Chapter 12, Subchapter K. The program, which is authorized by the Federal Highway Administration in FHWA Order 5610.1A, allows the department to place signs acknowledging donations made to the department to fund transportation related services. Exhibit B lists donations made to the department under the Sponsorship Acknowledgement Program.

The executive director has determined that the donations identified in the attached Exhibits comply with the applicable provisions of 43 TAC §§1.500-1.506, 43 TAC §12.353, Government Code, Chapter 575 and Transportation Code, §201.206, §223.049 and §224.001, and has approved acceptance of those donations. All required donation agreements have been executed under 43 TAC §1.504 and §1.506, as applicable.

IT IS THEREFORE ORDERED by the commission that it acknowledges the acceptance of the donations identified in the attached Exhibits A and B.

**Donations to the Department**

<u>Donor</u>	<u>District</u>	<u>County</u>	<u>Donation Description</u>
706 Development Corporation	AUS	Travis	Design and construction of traffic signal modifications and pavement widening for the addition of turn lanes at the intersection of FM 973 (Lexington Street) and Parsons Street; 2) traffic signal modifications and pavement widening for the addition of turn lanes at the intersection of FM 973 (Lexington Street) and Brenham Street in Manor, Travis County, Texas.
Ahmed Realty V LTD	LFK	San Jacinto	Design and construction of a right turn deceleration lane from southbound US 59 into the Shepherd Travel Center in San Jacinto County.
Betenbough Homes, LLC	ODA	Ector	Design, construction and construction engineering inspections of highway improvements along SH Loop 338 and 100th Street in Ector County.
Black Mountain Sand LLC	ODA	Winkler	Funds towards the state's costs to design and construct highway improvements to improve access to donor's properties on SH 302 in Winkler County.
Conroe Logistics Center, LLC	HOU	Harris	Design and construction of North Porter Road and SH 105 pavement widening with medians from northbound FM1314 into the donor's development in Conroe.
Continental Homes of Texas, L.P.	BRY	Washington	Design and construction of a left turn lane and associated widening and striping on FM 577 into the donor's property located in Brenham.
Continental Homes of Texas, L.P.	AUS	Williamson	Design and construction of right and left turn lanes, to include relocating driveways, drainage improvements and ditch regrading along FM 1660 in Hutto.
G1R Clear Lake, LLC	HOU	Harris	Design and construction of a deceleration lane from southbound Gulf Freeway IH 45 into the donor's development in Houston.
KB Home Lone Star, Inc.	SAT	Bexar	Design and construction for widening of a section of SH 16 approximately 0.25 miles south of IH 410 to accommodate a right and left turn deceleration lane into Palo Alto development in San Antonio.

**Donations to the Department**

<u>Donor</u>	<u>District</u>	<u>County</u>	<u>Donation Description</u>
Lazy Oaks Ranch, LP	AUS	Hays	Design and construction of intersection improvements at Old Ranch Road 12 and RM 12, and traffic signal at La Cima entrance on RM 12 in San Marcos.
LGI Homes-Texas, LLC	HOU	Harris	Design and construction of a right turn lane and acceleration lane from westbound FM 2920 into the donor's development in Houston.
Meritage Home of Texas, LLC	SAT	Bexar	Design and construction of widening a section of FM 1518 approximately 1.5 miles S of IH 35 to accommodate a left turn deceleration lane into Orchard Park subdivision in San Antonio.
RB TP Tech Ridge LLC	AUS	Travis	Funds towards the state's cost to design and construct a driveway, pavement, curb ramps, and drainage along north IH 35 frontage road into Tech Ridge Shopping Center in Austin.
Tribute Ranch, LLC	BRY	Walker	Design and construction of a pavement widening to accommodate a left turn lane on FM 577 into the donor's property located in Walker County.
Vantage at Tomball, LLC	HOU	Harris	Design and construction of a widened shoulder, restriping and signage to accommodate right turn movements from westbound FM 2920 into the donor's development in Harris County.
A+ Federal Credit Union	AUS	Williamson	Revenue generation through the Sponsor a Highway Program. This is a new contract on an existing sign location.
Kidd Roofing	AUS	Williamson	Revenue generation through the Sponsor a Highway Program. This is a new contract on an existing sign location.
Total Men's Primary Care	DAL	Collin	Litter pick-up throughout a corridor on the State's right of way through the Sponsor a Highway Program.
B&T Best Tow, LLC - DBA Milner Wrecker	FTW	Tarrant	Litter pick-up throughout a corridor on the State's right of way through the Sponsor a Highway Program.
AMCAP Mortgage, LTD.	HOU	Fort Bend	Litter pick-up throughout a corridor on the State's right of way through the Sponsor a Highway Program.

**Donations to the Department**

<u>Donor</u>	<u>District</u>	<u>County</u>	<u>Donation Description</u>
Nationwide Specialty Finance, Inc (dba) Drive Away	HOU	Harris	Litter pick-up throughout a corridor on the State's right of way through the Sponsor a Highway Program.
Merlin 21, LLC dba Blackjack Speed Shop	SAT	Bexar	Litter pick-up throughout a corridor on the State's right of way through the Sponsor a Highway Program.
Will-Luc Enterprises, LLC dba Junk King San Antonio	SAT	Bexar	Litter pick-up throughout a corridor on the State's right of way through the Sponsor a Highway Program.
Merlin 21, LLC dba Blackjack Speed Shop	SAT	Comal	Litter pick-up throughout a corridor on the State's right of way through the Sponsor a Highway Program.

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

**b. Real Estate Dispositions**

**(1) Burnet County - FM 1431 - Consider an easement release to the underlying fee owner (MO)**

115797  
ROW

In the town of Kingsland, Burnet County, on FM 1431, the State of Texas acquired multiple easement interests in certain lands by an instrument recorded in Volume 118, at Page 621, Deed Records of Burnet County, Texas.

One of the easement interests, encumbering the real property, described in Exhibit A (the tract), 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 (the commission) may release an easement interest no longer needed for a state highway purpose to the owner of the fee in the property.

The University of Houston is the owner of the fee interest in the property and has requested to purchase the easement interest for \$4,050.

The commission finds \$4,050 to be a fair and reasonable value of the state's right, title, and interest in the easement interest.

IT IS THEREFORE ORDERED by the commission that the easement interest encumbering the tract, described in Exhibit A, is no longer needed for a state highway purpose. The commission authorizes the executive director of the department to execute a proper instrument conveying all of the state's right, title, and interest in the easement interest to the University of Houston for \$4,050.

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

**(2) Burnet County - FM 1431 - Consider an easement release to the underlying fee owner (MO)**

115798  
ROW

In the town of Kingsland, Burnet County, on FM 1431, the State of Texas acquired multiple easement interests in certain lands by an instrument recorded in Volume 118, at Page 621, Deed Records of Burnet County, Texas.

One of the easement interests, encumbering the real property, described in Exhibit A (the tract), 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 (the commission) may release an easement interest no longer needed for a state highway purpose to the owner of the fee in the property.

The University of Houston is the owner of the fee interest in the property and has requested to purchase the easement interest for \$2,250.

The commission finds \$2,250 to be a fair and reasonable value of the state's right, title, and interest in the easement interest.

IT IS THEREFORE ORDERED by the commission that the easement interest encumbering the tract, described in Exhibit A, is no longer needed for a state highway purpose. The commission authorizes the executive director of the department to execute a proper instrument conveying all of the state's right, title, and interest in the easement interest to the University of Houston for \$2,250.

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

**(3) Harris County - US 59 - Consider the sale of right of way to an abutting landowner (MO)**

115799  
ROW

In the City of Houston, Harris County, on US 59, the State of Texas acquired certain land for highway purposes by an instrument recorded in Volume 6640, at Page 462, Deed Records of Harris County, Texas.

A portion of the land acquired, described in Exhibit A (the tract), 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 (the commission) may recommend the sale of any interest in right of way no longer needed for a state highway purpose to abutting and adjoining landowners.

6750 Bender Road, Ltd. is an abutting landowner and has requested to purchase the tract for \$575,000.

The commission finds \$575,000 to be a fair and reasonable value of the state's right, title, and interest in the tract.

IT IS THEREFORE ORDERED by the commission that the tract 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 the tract to 6750 Bender Road, Ltd. for \$575,000; SAVE AND EXCEPT, however, there is to be excepted and reserved therefrom 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: Exhibit A is on file with the commission chief clerk.

**(4) Harris County - US 90 - Consider the sale of right of way to an abutting landowner (MO)**

115800  
ROW

In the City of Houston, Harris County, on US 90, the State of Texas acquired certain land for highway purposes by an instrument recorded in Volume 8312, at Page 410, Deed Records of Harris County, Texas.

A portion of the land acquired, described in Exhibit A (the tract), 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 (the commission) may recommend the sale of any interest in

right of way no longer needed for a state highway purpose to abutting and adjoining landowners.

Stamps Investments, LLC is an abutting landowner and has requested to purchase the tract for \$156,642.

The commission finds \$156,642 to be a fair and reasonable value of the state's right, title, and interest in the tract.

IT IS THEREFORE ORDERED by the commission that the tract 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 the tract to Stamps Investments, LLC for \$156,642; SAVE AND EXCEPT, however, there is to be excepted and reserved therefrom 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: Exhibit A is on file with the commission chief clerk.

**(5) Harris County - I-10 - Consider an exchange of real property (MO)**

115801  
ROW

In the City of Houston, Harris County, on I-10, the state of Texas acquired certain land for highway purposes by a Deed recorded in Volume 2154, at Page 185, and a Deed - Controlled Access Highway Facility recorded in Volume 5682, at Page 11, of the Deed Records of Harris County, Texas.

In accordance with V.T.C.A., Transportation Code, Chapter 202, Subchapter B, the Texas Transportation Commission (the commission) may recommend the exchange of an interest in real property acquired but not needed for a highway purpose as whole or partial consideration for another interest in real property needed for a state highway purpose.

The State of Texas, acting by and through the Texas Department of Transportation, and Silver Eagle Beverages, LLC have entered into an exchange agreement.

In accordance with the executed exchange agreement, certain land needed for a state highway purpose, described in Exhibit A (the parcel), is to be conveyed to the state by Silver Eagle Beverages, LLC, and a certain tract not needed for a state highway purpose, described in Exhibit B (the tract), is to be conveyed to Silver Eagle Beverages, LLC by the state.

It is the opinion of the commission that it is proper and correct that the state conveys the tract to Silver Eagle Beverages, LLC in exchange for the parcel and the payment of \$66,440.

IT IS THEREFORE ORDERED by the commission that the tract is not 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 the tract to Silver Eagle Beverages, LLC in exchange and as consideration for the parcel and the payment of \$66,440; 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 tract described in Exhibit B.

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

**(6) Reeves County - FM 761 - Consider the removal from the system, transfer of jurisdiction, control, and maintenance, and transfer of right of way to the Town of Pecos City (MO)**

115802  
ROW

In the Town of Pecos City, Reeves County, on FM 761, the State of Texas acquired certain land for highway purposes.

All of the land comprising the right of way of FM 761 south of the line described in Exhibit A and all of the land comprising the right of way of FM 761 east of the line described in Exhibit B (the tracts) are 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 (the commission) may recommend the transfer of highway right of way to a governmental entity that is assuming or has assumed jurisdiction, control, and maintenance of the right of way for public road purposes. If, in the future, the tracts are no longer used for public road purposes, the tracts shall immediately and automatically revert to the State of Texas.

The Town of Pecos City, Texas, is assuming or has assumed jurisdiction, control, and maintenance and has requested that the tracts be transferred to the Town of Pecos City, Texas.

IT IS THEREFORE ORDERED by the commission that the tracts, comprising the right of way of FM 761 south of the line described in Exhibit A and comprising the right of way of FM 761 east of the line described in Exhibit B, are removed from the state highway system.

IT IS FURTHER ORDERED by the commission that the tracts are 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 the tracts to the Town of Pecos City, Texas; SAVE AND EXCEPT, however, there is to be excepted and reserved therefrom 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.

IT IS FURTHER ORDERED that, if the tracts cease to be used for public road purposes, they shall immediately and automatically revert to the state.

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

### **c. Reports**

#### **(1) Compliance Division report**

Note: Confidential report to commission.

#### **(2) Letting allocation status report**

**Consider the acceptance of the quarterly status report on the FY 2020 letting allocation, the actual allocation utilized through the current month, proposed remaining highway maintenance and construction contract letting for the fiscal year (Report)**

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

#### **(3) State Highway Fund 6**

**Consider the acceptance of the quarterly report on FY 2020 State Highway Fund 6 cash status (Report)**

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

#### **(4) Quarterly Investment Report**

**Consider the acceptance of the Quarterly Investment Report for all of the funds invested at the direction of the commission (Report)**

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

**d. Finance****(1) State Highway Fund Bonds**

Consider approving the Tenth Supplemental Resolution authorizing the issuance of State Highway Fund revenue refunding bonds in one or more series, the documents relating to the issuance of such bonds, the refinancing of certain outstanding State Highway Fund revenue bonds without incurring additional debt and without extending the final maturity, if financial market conditions are favorable for refinancing, and the designation of department officials to take all actions necessary to deliver the bonds (MO)

115803  
PFD

Pursuant to Minute Order 110472, dated March 30, 2006, the Texas Transportation Commission (commission) approved a “Master Resolution Establishing a Financing Program for Bonds, Other Public Securities and Credit Agreements Secured by and Payable from Revenue Deposited to the Credit of the State Highway Fund,” as subsequently amended and restated (master resolution), to establish a revenue financing program (state highway fund revenue financing program) pursuant to which the commission may issue bonds, notes and other public securities and execute credit agreements secured by and payable from a pledge of and lien on revenues deposited to the credit of the State Highway Fund (highway fund). Any terms not otherwise defined herein have the meaning given in the tenth supplement, as hereinafter defined.

Section 49-n, Article III, of the Texas Constitution (constitutional provision), Transportation Code Section 222.003 (enabling act), and other applicable law, including Government Code Chapters 1207 and 1371, authorize the commission to issue bonds and other public securities and enter into bond enhancement agreements that are payable from revenue deposited to the credit of the highway fund to fund state highway improvement projects. The constitutional provision further provides for the appropriation of amounts from highway fund revenues that are sufficient to pay the principal of and interest on such bonds or other public securities and any cost related to the bonds and other public securities, including payments under bond enhancement agreements.

The enabling act authorizes the commission to issue bonds and other public securities secured by a pledge of and payable from revenue deposited to the credit of the highway fund (bonds). The enabling act further provides that the Texas Comptroller of Public Accounts shall withdraw from the highway fund amounts determined by the commission to permit timely payment of the principal of and interest on the bonds and other public securities and any cost related to the bonds and other public securities, including payments under credit agreements.

The commission has determined it to be in the best interest of the state and the highway fund to issue additional bonds, on parity with previously issued obligations (parity debt), secured by and payable from a pledge of and lien on revenues deposited to the credit of the highway fund under the constitutional provision to refund all or part of the outstanding parity debt to provide: (i) savings to the state, (ii) long-term fixed rates for refunded variable rate bonds, (iii) alternative variable rate financing for refunded variable rate bonds, or (iv) any combination thereof.

The master resolution, together with the “Tenth Supplemental Resolution to the Master Resolution Establishing a Financing Program for Bonds, Other Public Securities and Credit Agreements Secured by and Payable from Revenue Deposited to the Credit of the State Highway Fund” (tenth supplement) prescribes the terms, provisions and covenants related to the issuance of refunding bonds in one or more series, from time to time, with such title and series designation as set forth in the tenth supplement so long as the issuance of such refunding bonds provides any of the following: (i) net present value debt service savings of not less than 3% of the principal amount of the refunded parity debt, (ii) long-term fixed rates for refunded variable

rate bonds, (iii) alternative variable rate financing for refunded variable rate bonds, or (iv) any combination thereof.

Under the tenth supplement, the department representative, as defined in the tenth supplement, includes the chief financial officer of the Texas Department of Transportation (department) and the director, project finance, debt and strategic contracts division of the department, and is authorized to determine the method of sale of the bonds and shall further determine the price, interest rate or rates, and such terms of the bonds as prescribed in each award certificate in accordance with the tenth supplement.

Under the tenth supplement, each department representative is authorized to price all or a portion of the bonds with various interest rate and other structures including variable rate bonds, put bonds, index bonds and others, which may require the use of liquidity providers, tender agents, remarketing agents, calculation agents and other entities performing various functions in connection with any such interest rate structures.

The commission has determined that it is in the best interest of the state to authorize the department representative to enter into any memoranda and agreements (collectively, management agreements) as are deemed necessary or appropriate by the department representative to permit timely payment of obligations issued or incurred pursuant to the master resolution and the tenth supplement and to provide for the management and administration of the highway fund and any other funds and accounts established and maintained in connection with or related to such obligations.

The commission understands that official statements, remarketing memoranda or other offering documents (collectively, official statements) will be distributed in connection with the public offering of the bonds or remarketed variable rate bonds, which official statement will include a description of the revenues deposited to the credit of the highway fund and other security and payment provisions related to the bonds or remarketed variable rate bonds.

Pursuant to the master resolution and the supplements thereto, the commission is required to make disclosure filings and from time to time file various reports including continuing disclosure reports which are time sensitive due to market and other considerations and the commission wishes to delegate authority to each department representative to act on behalf of the commission to make all disclosure filings and submit reports relating to the bonds without further action by the commission.

**IT IS THEREFORE ORDERED** by the commission that the chairman of the commission and the executive director of the department are authorized and directed to execute and deliver each series of bonds and such other documents and certificates as are necessary or appropriate to carry out the intent of this order and each department representative, on behalf of the commission, is authorized and directed to execute and deliver the tenth supplement, any bond purchase contract (including any forward or delayed delivery bond purchase contract), award certificate, paying agent/registrars agreement, escrow agreement and similar or other agreements necessary or appropriate for any series of the bonds (collectively, program documents), in the form approved by the department representative or in substantially the form previously approved by the commission in connection with the parity debt, as applicable, with such changes as the department representative, on behalf of the commission, executing the same may approve, such approval to be conclusively evidenced by execution of the program documents.

**IT IS FURTHER ORDERED** by the commission that each department representative, on behalf of the commission, is authorized and directed to execute and deliver any remarketing agreements, liquidity agreements, continuing covenant agreements, purchase agreements, tender agent agreements, calculation agent agreements, and similar or other agreements necessary or appropriate for any variable rate bonds (collectively, variable rate documents), and

the variable rate documents in the form approved by the department representative or in substantially the form previously approved by the commission in connection with the parity debt are approved, with such changes as the department representative executing the same may approve, such approval to be conclusively evidenced by execution of the variable rate documents.

IT IS FURTHER ORDERED by the commission that the chief financial officer of the department and the director, project finance, debt and strategic contracts division are hereby designated as authorized representatives for purposes of the master resolution.

IT IS FURTHER ORDERED by the commission that the department representative is authorized to execute and deliver such management agreements as are deemed necessary or appropriate to permit timely payment of bonds issued or incurred pursuant to the tenth supplement or the cash defeasance or redemption of a portion of the outstanding parity debt and to provide for the management and administration of the highway fund and any other funds and accounts established and maintained in connection with or related to such bonds.

IT IS FURTHER ORDERED by the commission that official statements are approved for distribution in connection with the public offering and sale of each series of bonds or remarketed variable rate bonds in such form as a department representative, on behalf of the commission, executing the same may approve, such approval to be conclusively evidenced by execution of such official statements. Each department representative, on behalf of the commission, is authorized to execute the official statement for each series of bonds or remarketed variable rate bonds and to deem final the preliminary form of each official statement for purposes of Rule 15c2-12 of the Securities and Exchange Commission (rule) with such omissions as permitted by the rule.

IT IS FURTHER ORDERED by the commission that it delegates authority to each department representative to act on behalf of the commission to make all disclosure filings and submit reports relating to the bonds, including continuing disclosure reports, without further action by the commission.

IT IS FURTHER ORDERED by the commission that any other agreements, instruments or ancillary documents necessary or appropriate in connection with the issuance of each series of the bonds, the conversion or remarketing of outstanding parity debt issued as variable rate bonds, and the performance of the terms and conditions of any program document or variable rate document are hereby approved, and each member of the commission, each department representative, the executive director of the department and general counsel of the department, on behalf of the commission, are authorized and directed to perform all such acts and execute such documents, certificates, notices and applications, including any applications and submissions to the Bond Review Board, if necessary, and execution of certifications to the underwriters, the Attorney General, the Texas Comptroller of Public Accounts, the Bond Review Board and other parties, as may be necessary or appropriate to carry out the intent of this order and other orders of the commission relating to the state highway fund revenue financing program established by the master resolution, the program documents and the variable rate documents, if any.

#### (2) Texas Mobility Fund Bonds

Consider approving the Fourteenth Supplemental Resolution authorizing the issuance of Texas Mobility Fund refunding bonds in one or more series, the documents relating to the issuance of such bonds, the refinancing of certain outstanding Texas Mobility Fund bonds without incurring additional debt and without extending the final maturity, if financial market conditions are favorable for refinancing, and the designation of department officials to take all actions necessary to deliver the bonds (MO)

115804  
PFD

Pursuant to Minute Order 110081, dated May 4, 2005, the Texas Transportation Commission (commission) approved a "Master Resolution Establishing the Texas Transportation Commission Mobility Fund Revenue Financing Program," as subsequently amended by the first amendment, second amendment and third amendment (master resolution), to establish a revenue financing program (mobility fund revenue financing program) pursuant to which the commission may issue bonds, notes and other public securities and execute credit agreements secured by and payable from a pledge of and lien on all or part of the moneys in the Texas Mobility Fund (fund). Any terms not otherwise defined herein have the meaning given in the fourteenth supplement, as hereinafter defined.

Section 49-k, Article III of the Texas Constitution (constitutional provision), Transportation Code, Subchapter M of Chapter 201 and other applicable law, including Government Code Chapters 1207 and 1371, authorize the commission to issue bonds, notes and other public securities secured by all or part of the money in the fund (bonds or obligations) to: 1) pay all or part of the costs of constructing, reconstructing, acquiring, and expanding state highways; 2) provide participation by the state in the payment of part of the costs of constructing and providing publicly owned toll roads and other public transportation projects that are determined by the commission to be in the best interests of the state; 3) create debt service accounts; 4) pay interest on obligations for a period of no longer than two years; 5) refund or cancel outstanding obligations; and 6) pay the costs or expense of the issuance of the bonds.

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

The commission has determined it to be in the best interest of the state and the fund to issue additional obligations, on parity with the previously issued outstanding parity debt, secured by revenues and money dedicated to the fund and on deposit in the fund under the constitutional provision and by a pledge of the full faith and credit of the state to refund all or part of the outstanding parity debt: (i) for savings to the state, (ii) to refund outstanding variable rate obligations, and/or (iii) to renew or replace credit agreements relating to variable rate obligations.

The master resolution, together with the "Fourteenth Supplemental Resolution to the Master Resolution Establishing the Texas Transportation Commission Mobility Fund Revenue Financing Program" (fourteenth supplement), prescribes the terms, provisions and covenants related to the issuance of additional bonds in one or more series with such title and series designation as set forth in the fourteenth supplement so long as the issuance of such refunding bonds results in any of the following: (i) provides a net present value debt service savings of not less than 3% of the outstanding parity debt refunded, (ii) provides long-term fixed rates for refunded variable rate bonds, (iii) other variable rate financing for refunded variable rate bonds or (iv) any combination thereof.

Under the fourteenth supplement, the department representative, as defined in the fourteenth supplement, includes the chief financial officer of the Texas Department of Transportation (department) and the director, project finance, debt and strategic contracts division of the department, is authorized to conduct a tender offer for outstanding and defeased bonds as well as determine the method of sale of each series of the obligations and shall further determine the price, interest rate or rates and such terms of the refunding obligations and any

tender offer of outstanding and defeased bonds, as prescribed in each award certificate in accordance with the fourteenth supplement.

Under the fourteenth supplement, each department representative is authorized to conduct a tender offer for outstanding and defeased bonds as well as price all or a portion of the bonds with various interest rate and other structures including variable rate bonds, put bonds, index bonds and others, which may require the use of liquidity providers, tender agents, remarking agents, calculation agents and other entities performing various functions in connection with any such interest rate structures or tender offers.

The commission understands that preliminary official statements and final official statements will be distributed in connection with the public offering of the bonds, which preliminary official statements and official statements will include a description of the general obligation pledge of the state's full faith and credit in the event the revenue and money dedicated to and on deposit in the fund are insufficient for payments due on the bonds and any related credit agreements. The commission further understands that additional disclosure and tender documents may be distributed in connection with any tender offer related to outstanding and defeased bonds.

Pursuant to the master resolution, the commission is required to provide audited financial statements for the fund but once outstanding parity debt is defeased, paid or any combination thereof, the commission wants to provide efficiencies in financial reporting by amending the master resolution to permit the financial report of the fund to be contained as a discrete account or fund within the audited department annual financial report as further set forth in the fourteenth supplement.

Pursuant to the master resolution and the supplements thereto, the commission is required to make disclosure filings and from time to time to file various reports including continuing disclosure reports which are time sensitive due to market and other considerations and the commission wishes to delegate authority to each department representative to act on behalf of the commission to make all disclosure filings and submit reports in relation to the commissions outstanding parity debt including continuing disclosure reports.

IT IS THEREFORE ORDERED by the commission that the chairman of the commission and the executive director of the department are authorized and directed to execute and deliver each series of the bonds and such other documents and certificates necessary to carry out the intent of this order and each department representative, on behalf of the commission, is authorized and directed to execute and deliver the fourteenth supplement, any bond purchase contract (including any forward or delayed delivery purchase contract), award certificates, paying agent/registrar agreements, tender offer agreements and escrow agreements and similar agreements necessary for any series of the refunding bonds (collectively, program documents), in the form approved by the department representative or in substantially the form previously approved by the commission in connection with the outstanding parity debt, as applicable, with such changes as the department representative, on behalf of the commission, executing the same may approve, such approval to be conclusively evidenced by execution of the program documents.

IT IS FURTHER ORDERED by the commission that each department representative, on behalf of the commission, is authorized and directed to execute and deliver any remarketing agreements, liquidity agreements, tender agent agreements and similar agreements, including any extensions of any existing agreements, as necessary for any variable rate bonds (collectively, variable rate documents), and the variable rate documents and similar agreements in connection with any variable rate bonds are approved in substantially the form previously approved by the commission in connection with the outstanding parity debt, as defined in the fourteenth supplement, with such changes as the department representative executing the same

may approve, such approval to be conclusively evidenced by execution of the variable rate documents.

IT IS FURTHER ORDERED by the commission that the chief financial officer of the department and the director, project finance, debt and strategic contracts division are hereby designated as authorized representatives for purposes of the master resolution.

IT IS FURTHER ORDERED by the commission that a pledge of the full faith and credit of the state be utilized in connection with the bonds and the payment obligations of the commission under any credit agreements.

IT IS FURTHER ORDERED by the commission that preliminary official statements and official statements are approved for distribution in connection with the public offering and sale of each series of refunding obligations in such form as a department representative, on behalf of the commission, executing the same may approve, such approval to be conclusively evidenced by execution of such official statements. Each department representative, on behalf of the commission, is authorized to deem each preliminary official statement and official statement final for purposes of rule 15c2-12 of the Securities and Exchange Commission (rule) with such omissions as permitted by the rule. Disclosure documents are approved for distribution in connection with any tender offer program for outstanding and defeased bonds in such form as a department representative, on behalf of the commission, executing the same may approve.

IT IS FURTHER ORDERED by the commission that once certain outstanding parity debt is defeased, paid or any combination thereof, the master resolution will be amended to permit the financial report of the fund to be contained as a discrete account or fund within the audited department annual financial report as further set forth in the fourteenth supplement.

IT IS FURTHER ORDERED by the commission that it delegates authority to each department representative to act on behalf of the commission to make all disclosure filings and submit reports, including continuing disclosure reports, in relation to the commission's outstanding parity debt, without further action by the commission.

IT IS FURTHER ORDERED by the commission that any necessary ancillary documents in connection with the issuance of each series of the bonds and any tender offer, the program documents and the variable rate documents, if any, are hereby approved, and each member of the commission, each department representative, the executive director of the department and general counsel of the department, on behalf of the commission, are authorized and directed to perform all such acts and execute such documents, certificates, notices and applications, including any applications and submissions to the Bond Review Board, if necessary, and execution of certifications to the underwriters, the Attorney General, the Texas Comptroller of Public Accounts, the 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 general obligation financing program established by the master resolution, the fourteenth supplement, the program documents and the variable rate documents, if any.

### (3) Highway Improvement General Obligation Bonds

Consider approving the Sixth Supplemental Resolution authorizing the issuance of Highway Improvement General Obligation (HIGO) refunding bonds in one or more series, the documents relating to the issuance of such bonds, the refinancing of certain outstanding HIGO bonds without incurring additional debt and without extending the final maturity, if financial market conditions are favorable for refinancing, and the designation of department officials to take all actions necessary to deliver the bonds (MO)

115805  
PFD

Pursuant to Minute Order 112100, dated January 28, 2010, the Texas Transportation Commission (commission) approved a "Master Resolution Establishing the Texas Transportation Commission Highway Improvement General Obligation Financing Program" (master resolution) to establish a general obligation financing program in an aggregate principal amount not to exceed \$5 billion pursuant to which the commission may issue bonds and execute credit agreements secured by and payable from the general revenues of the state pursuant to the constitutional provision and Transportation Code Section 222.004. Any terms not otherwise defined herein have the meaning given in the sixth supplement, as hereinafter defined.

Section 49-p, Article III of the Texas Constitution (constitutional provision), Section 222.004, Transportation Code and other applicable law, including Government Code Chapters 1207 and 1371, authorize the commission to issue Highway Improvement General Obligation bonds, notes and other public securities (general obligation bonds) and to enter into credit agreements. The commission may issue general obligation bonds for one or more of the following purposes: 1) to pay, or reimburse the State Highway Fund for payment of, all or part of the costs of highway improvement projects including loans for highway improvement projects; 2) to pay (a) the costs of administering projects authorized under Section 222.004, Transportation Code, (b) the costs or expense of the issuance of the bonds or (c) all or part of a payment owed or to be owed under a credit agreement; and 3) to refund outstanding bonds.

All new money general obligation bonds authorized pursuant to the constitutional provision have been issued; however, employees of the Texas Department of Transportation (department) continue to review all outstanding general obligation bonds for refunding opportunities.

The master resolution, together with the "Sixth Supplemental Resolution to the Master Resolution Establishing the Texas Transportation Commission Highway Improvement General Obligation Financing Program" (sixth supplement), prescribes the terms, provision and covenants related to the issuance of general obligation refunding bonds in one or more series with such title and series designation as set forth in the sixth supplement so long as the issuance of such refunding bonds results in a net present value debt service savings of not less than 3% of the outstanding bonds refunded.

Under the sixth supplement, the "department representative," as defined in the sixth supplement, includes the chief financial officer of the department and the director of the project finance, debt and strategic contracts division of the department. The department representative is authorized to determine the method of sale for the bonds, and shall further determine such price, interest rate or rates, such terms of the bonds and any tender offer of outstanding and defeased bonds, as prescribed in each award certificate in accordance with the sixth supplement.

Under the sixth supplement, each department representative is authorized to conduct a tender offer for outstanding and defeased bonds as well as price all or a portion of the bonds with various interest rate and other structures including variable rate bonds, put bonds, index bonds and others, which may require the use of liquidity providers, tender agents, remarking agents, calculation agents and other entities performing various functions in connection with any such interest rate structures or tender offers.

The commission understands that preliminary official statements and final official statements will be distributed in connection with the public offering of one or more series of the bonds, which preliminary official statements and official statements will include a description of the general obligation pledge of the state's full faith and credit. The commission further understands that additional disclosure and tender documents may be distributed in connection with any tender offer related to outstanding and defeased bonds.

Pursuant to the master resolution and the supplements thereto, the commission is required to make disclosure filings and from time to time file various reports including

continuing disclosure reports which are time sensitive due to market and other considerations and the commission wishes to delegate authority to each department representative to act on behalf of the commission to make all disclosure filings and submit reports in relation to the commission's outstanding general obligation bonds including continuing disclosure reports.

IT IS THEREFORE ORDERED by the commission that the chairman of the commission and the executive director of the department are authorized and directed to execute and deliver each series of bonds and such other documents and certificates necessary to carry out the intent of this order and each department representative, on behalf of the commission, is authorized and directed to execute and deliver the sixth supplement, any bond purchase contract (including any forward or delayed delivery purchase contract), award certificate, tender offer agreements, paying agent/registrar agreement and escrow agreement, and similar agreements necessary for any series of the bonds (collectively, program documents), in the form approved by the department representative or in substantially the form previously approved by the commission in connection with the outstanding parity debt, as applicable, with such changes as the department representative, on behalf of the commission, executing the same may approve, such approval to be conclusively evidenced by execution of the program documents.

IT IS FURTHER ORDERED by the commission that the department representative, on behalf of the commission, is authorized and directed to execute and deliver any remarketing agreements, liquidity agreements, tender agent agreements and similar agreements necessary for any variable rate bonds (collectively, variable rate documents), and the variable rate documents and similar agreements in connection with any variable rate bonds are approved in substantially the form previously approved by the commission in connection with the Texas Mobility Fund debt with such changes as the department representative executing the same may approve, such approval to be conclusively evidenced by execution of the variable rate documents, if any.

IT IS FURTHER ORDERED by the commission that preliminary official statements and official statements are approved for distribution in connection with the public offering and sale of each series of refunding bonds in such form as a department representative, on behalf of the commission, executing the same may approve, such approval to be conclusively evidenced by execution of such official statements. Each department representative, on behalf of the commission, is authorized to deem each preliminary official statement and official statement final for purposes of rule 15c2-12 of the Securities and Exchange Commission (rule) with such omissions as permitted by the rule. Disclosure documents are approved for distribution in connection with any tender offer program for outstanding and defeased bonds in such form as a department representative, on behalf of the commission, executing the same may approve, such approval to be conclusively evidence by execution thereof.

IT IS FURTHER ORDERED by the commission that it delegates to each department representative to act on behalf of the commission to make all disclosure filings and submit reports, including continuing disclosure reports, in relation to the commission's outstanding general obligation bonds, without further action by the commission.

IT IS FURTHER ORDERED by the commission that any necessary ancillary documents in connection with the issuance of each series of the bonds, the program documents, and the variable rate documents, if any, are hereby approved, and each member of the commission, each department representative, the executive director of the department, and general counsel of the department, on behalf of the commission, are authorized and directed to perform all such acts and execute such documents, certificates, notices and applications, including any applications and submissions to the Bond Review Board, if necessary, and execution of certifications to the underwriters, the Attorney General, the Texas Comptroller of Public Accounts, the 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 general obligation financing program established by the master resolution, the sixth supplement, the program documents, and the variable rate documents, if any.

(4) Central Texas Turnpike System Bonds

Consider approving the Ninth Supplemental Indenture authorizing the issuance of one or more series of Central Texas Turnpike System (CTTS) revenue refunding bonds to refund all or any portion of the outstanding CTTS bonds, the documents relating to such bonds, the refinancing or remarketing of certain outstanding CTTS bonds without incurring additional debt and without extending the final maturity, if financial market conditions are favorable for refinancing, and the designation of department officials to take all actions necessary to deliver the bonds (MO)

115806  
PFD

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

By Minute Order 108873, dated April 25, 2002, SH 130 was designated as a toll project and a controlled access state highway from I-35 north of Georgetown to the intersection of US 183 and SH 130 at SH 45 Southeast (SH 130) as part of the Central Texas Turnpike System (system).

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

By Minute Order 108896, dated May 30, 2002, Loop 1 was designated as a toll project and a controlled access state highway from the existing Loop 1 and FM 734 (Parmer Lane) to the Loop 1/SH 45 N interchange (Loop 1) as part of the system.

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

The commission has issued toll revenue obligations to finance and refinance a portion of the costs of the system (system bonds), composed of the SH 130, SH 45 N, Loop 1, and SH 45 SE project elements, described above, pursuant to an "Indenture of Trust" dated July 15, 2002 (master indenture) and eight supplemental indentures. Any terms not otherwise defined in this order have the meaning given in the master indenture as supplemented by the ninth supplement, defined below.

The commission is authorized pursuant to Chapters 1207 and 1371, Texas Government Code, and Chapter 228, Texas Transportation Code, to refund, refinance and restructure outstanding toll revenue obligations, such as the system bonds, and the Texas Department of Transportation (department) is reviewing all outstanding system bonds for refunding opportunities.

The commission has determined it to be in the best interest of the state and the system to issue additional obligations pursuant to the master indenture to refund all or any portion of the outstanding system bonds (refunding bonds), and the master indenture authorizes the issuance of such refunding bonds to refund all or any portion of the outstanding system bonds upon compliance with certain conditions as set forth in the master indenture, as supplemented by the ninth supplement.

The master indenture, together with the "Ninth Supplemental Indenture of Trust" (ninth supplement), prescribes the terms, provisions and covenants related to the proposed issuance of

refunding bonds in one or more series with such name, series designation and other terms and provisions as provided in the ninth supplement and each related award certificate so long as the issuance of such refunding bonds results in any of the following: (i) a net present value debt service savings of not less than 3% of the system bonds refunded, (ii) provides long-term fixed rates for refunded variable rate obligations, (iii) other variable rate financing for refunded variable rate obligations, (iv) variable rate refinancing of fixed rate obligations or (iv) any combination thereof.

Under the ninth supplement, a chief financial officer, as defined in the ninth supplement, includes the chief financial officer of the department and the director of the project finance, debt and strategic contracts division of the department who is authorized to conduct a tender offer for outstanding and defeased bonds as well as determine the method of sale for each series of refunding bonds as well as the price, lien status, other terms of each series of the refunding bonds and any tender offer of outstanding and defeased bonds, as prescribed in each award certificate in accordance with the ninth supplement.

The commission understands that preliminary official statements and final official statements will be distributed in connection with the public offering of one or more series of the refunding bonds, which preliminary official statements and official statements. The commission further understands that additional disclosure and tender documents may be distributed in connection with any tender offer related to outstanding and defeased bonds.

Under the ninth supplement, a chief financial officer, on behalf of the commission, is authorized to conduct a tender offer for outstanding and defeased bonds as well as price all or a portion of the refunding bonds with various interest rate and other structures including variable rate bonds, put bonds, index bonds and others, which may require the use of liquidity providers, tender agents, remarketing agents and other entities performing various functions in connection with any such interest rate structures or tender offers.

Pursuant to the master indenture and the supplements thereto, the commission is required to make disclosure filings and from time to time to file various reports including continuing disclosure reports which are time sensitive due to market and other considerations and the commission wishes to delegate authority to each chief financial officer to act on behalf of the commission to make all disclosure filings and submit reports in relation to the commission's outstanding system bonds including periodic construction reports; inspection reports; traffic, revenue and operating reports; and continuing disclosure reports.

In accordance with the master indenture and each supplemental indenture, a chief financial officer, on behalf of the commission, is authorized to designate the trustee for each series of bonds and the ninth supplement further authorizes a chief financial officer to remove and replace the trustee in compliance with the requirements of the master indenture if such change is determined by such chief financial officer to be in the best interest of the system.

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

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

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

IT IS FURTHER ORDERED by the commission that any necessary notices and ancillary documents in connection with the issuance of each series of the refunding bonds, any tender offer, any change in trustee, the program documents, the variable rate documents, if any, are hereby approved, and a chief financial officer, on behalf of the commission, is authorized and directed to execute and deliver such documents.

IT IS FURTHER ORDERED by the commission that preliminary official statements and official statements are approved for distribution in connection with the public offering and sale of each series of refunding bonds in such form as a chief financial officer, on behalf of the commission, executing the same may approve, such approval to be conclusively evidenced by execution of such official statements. The chief financial officer, on behalf of the commission, is authorized to deem each preliminary official statement and official statement final for purposes of rule 15c2-12 of the Securities and Exchange Commission (rule) with such omissions as permitted by the rule. Disclosure documents are approved for distribution in connection with any tender offer program for outstanding and defeased bonds in such form as a chief financial officer, on behalf of the commission, executing the same may approve.

IT IS FURTHER ORDERED by the commission that it delegates authority to each chief financial officer to act on behalf of the commission to make all disclosure filings and submit reports in relation to the commission's outstanding system bonds, including periodic construction reports; inspection reports; traffic, revenue, and operating reports; and continuing disclosure reports, without further action by the commission.

IT IS FURTHER ORDERED by the commission that any necessary ancillary documents in connection with the issuance of each series of the system bonds, any tender offer, change in trustee, the program documents and the variable rate documents, if any, are hereby approved, and each member of the commission, each chief financial officer, the executive director of the department and general counsel of the department, on behalf of the commission, are authorized and directed to perform all such acts and execute such agreements, documents, certificates, notices and applications, including any applications and submissions to the Bond Review Board, if necessary, and execution of certifications to any underwriters, the Attorney General, the Texas Comptroller of Public Accounts, the 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 system, the ninth supplement, the program documents and the variable rate documents, if any.

(5) Central Texas Turnpike System

Travis and Williamson Counties - Consider the acceptance of the Quarterly Report of Actual Traffic and Toll Revenue for the Central Texas Turnpike System (MO)

and other obligations to finance turnpike projects on the state highway system, and to enter into trust agreements and indentures of trust governing matters relating to the issuance of such obligations.

In 2002 the commission issued \$2,199,993,782 in obligations to finance a portion of the costs of the Central Texas Turnpike System (system), a toll project composed initially of the SH 130, SH 45, and Loop 1 project elements (2002 Project), pursuant to an Indenture of Trust, dated July 15, 2002 (indenture), and four supplemental indentures. The indenture prescribes the terms, provisions and covenants related to the issuance of toll revenue bonds and obligations to finance a portion of the costs of the 2002 Project. Subsequent refunding bonds were issued in 2009, 2012, and 2015, pursuant to the indenture and three additional supplemental indentures. Pursuant to Section 702 of the indenture, the commission has covenanted that on or before August 31 in each fiscal year, it will adopt annual operating, maintenance and capital budgets for the system for the ensuing fiscal year and provide copies of such budgets to the trustee and the U.S. Department of Transportation.

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

Pursuant to Minute Order 111081, dated September 27, 2007, the system was declared substantially complete as defined within the indenture.

Section 501 (c) of the indenture covenants that at the conclusion of the five year period, the commission may discontinue such reports if the revenues for the previous two years have been sufficient to meet the rate covenant. The revenues for the previous two years have been sufficient to meet the rate covenant; however, the commission has not exercised its option to discontinue the reports.

A report of actual traffic and revenue, attached as Exhibit A, has been prepared consistent with the reports previously filed pursuant to Section 501(c) of the indenture.

IT IS THEREFORE ORDERED by the commission that the Voluntary Quarterly Report of Actual Traffic and Toll Revenue attached as Exhibit A is accepted.

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

#### e. Speed Zones

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

115808  
TRF

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

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

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

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

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

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

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

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

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

**ITEM 12. Executive Session Pursuant to Government Code, Chapter 551 Section 551.071 - Consultation with and advice from legal counsel regarding any item on this agenda, pending or contemplated litigation, or other legal matters.**

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 no further comments.

Commissioner Ryan motioned adjournment and Commissioner New seconded the motion. The commission voted 4 - 0 to adjourn. The regular meeting of the Texas Transportation Commission was adjourned at 2:04 p.m.

APPROVED by the Texas Transportation Commission on August 27, 2020:



J. Bruce Bugg, Jr., 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 July 30, 2020.



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Robin Carter, Commission Chief Clerk  
Texas Department of Transportation

