

TEXAS TRANSPORTATION COMMISSION

TRAVIS County

MINUTE ORDER

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AUSTIN District

The Texas Department of Transportation (department) and the Central Texas Regional Mobility Authority (CTRMA) have been proceeding with the development of projects at the interchange of SH 130 and CTRMA's toll facility in the US 290 East corridor (290 Toll) in Travis County. The projects are comprised of the construction of three additional direct connectors between SH 130 and 290 Toll in order to improve safety and operations (southbound SH 130 to westbound 290 Toll, northbound SH 130 to westbound 290 Toll, and eastbound 290 Toll to southbound SH 130), and are located within the boundaries of the CTRMA.

The projects are subject to the primacy determination process in Transportation Code, Chapter 373. Pursuant to Transportation Code §373.052, the CTRMA previously exercised its option to develop, finance, construct, and operate the three direct connectors by issuing Resolution No. 16-080, dated September 28, 2016.

The department has determined that revenues of the Central Texas Turnpike System (CTTS) are available to develop, finance, construct, and operate the eastbound 290 East to southbound SH 130 direct connector and associated improvements as an improvement to the state highway system, and is recommending that the Texas Transportation Commission (commission) approve the construction of the eastbound 290 Toll to southbound SH 130 direct connector and associated improvements as an expansion of the SH 130 element of the CTTS, to improve safety and mobility on SH 130, Segments 1-4.

The department recommends that the estimated \$41.1 million in development and construction costs of the eastbound 290 Toll to southbound SH 130 direct connector be paid from available CTTS revenues, and requested that CTRMA rescind its previous exercise of the option to develop, finance, construct, and operate that direct connector. In Resolution No. 17-028, dated May 31, 2017, the CTRMA Board of Directors approved the rescission of its previous exercise of its option, effective upon the commitment by the commission to pay for the actual costs of the development and construction of the eastbound 290 Toll to southbound SH 130 direct connector.

The CTRMA intends to develop, finance, construct, and operate the remaining two direct connectors that will connect to 290 Toll and associated improvements (Manor Expressway (290E) Phase III Project). The department has been working with CTRMA to include the construction of the eastbound 290 Toll to southbound SH 130 direct connector and associated improvements in CTRMA's construction contract. On October 17, 2016, the Capital Area Metropolitan Planning Organization (CAMPO) adopted amendments to the FY 2017-2020 Transportation Improvement Program (TIP) that added the CTRMA's Manor Expressway (290E) Phase III Project and the department's project to the TIP.

Pursuant to Section 501(a) of the CTTS Indenture of Trust (indenture), prior to adopting any change in the Toll Rate Schedule, which includes any proposed change in toll rates as well as any changes in design of the CTTS configuration and turnpike plans, the commission shall obtain and file with the trustee a certificate by the CTTS traffic and revenue consultant that, in the consultant's opinion, the adoption of such proposed changes will not adversely affect the ability of the commission to comply with its rate covenant in the indenture. The department has received such certification from the traffic and revenue consultant, shown in Exhibit A, and has filed it with the trustee.

Transportation Code, §373.053 provides that if a local toll project entity fails or declines to exercise its option to develop, finance, construct, and operate a toll project, the department has 60 days after that date to decide whether it will exercise its option to develop, finance, construct, and operate that project. The department has determined that its option to develop, finance, construct, and operate the

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eastbound 290 Toll to southbound SH 130 direct connector and associated improvements as an expansion of a portion of the SH 130 element of the CTTS should be exercised.

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

Pursuant to 43 TAC §26.31 and 43 TAC §11.58, the CTRMA has submitted a request to the executive director of the department for commission approval to construct the Manor Expressway (290E) Phase III Project, which will connect to the state highway system.

Pursuant to 43 TAC §11.58(c), the CTRMA has agreed to design and construct the portion of the Manor Expressway (290E) Phase III Project that comprises the connection to the state highway system in compliance with the standards prescribed in 43 TAC §11.58(d). The Manor Expressway (290E) Phase III Project is in a conforming transportation improvement program, and a categorical exclusion determination was made for the project on March 29, 2017.

Transportation Code, §370.033(f) authorizes a regional mobility authority to enter into an agreement with the department under which the regional mobility authority may plan, design, construct, maintain, repair, or operate a project within its boundaries on behalf of the department. A regional mobility authority is required to comply with applicable federal, state, and department requirements in making such improvements.

Pursuant to 43 TAC §26.32, the commission has determined that the Manor Expressway (290E) Phase III Project may be effectively integrated into the state's transportation system. The commission finds that the CTRMA is fully capable of awarding and managing the construction contract for the Manor Expressway (290E) Phase III Project and the department's project to improve the state highway system in a cost effective and timely manner, consistent with applicable federal and state laws and regulations. The construction of the projects will provide for the expeditious completion of critically needed improvements within the SH 130/290 Toll interchange that will provide needed connectivity between SH 130 and 290 Toll, provide for the safe operation of the interchange, relieve traffic congestion on the existing state highway system, and improve mobility in Travis County.

IT IS THEREFORE ORDERED that pursuant to Transportation Code, §370.187 and 43 TAC §11.58 and §26.32, the construction of the Central Texas Regional Mobility Authority's Manor Expressway (290E) Phase III Project, and its connection with a segment of the state highway system, is approved.

IT IS FURTHER ORDERED that the department's determination to exercise its option to develop, finance, construct, and operate the eastbound 290 Toll to southbound SH 130 direct connector and associated improvements as an expansion of a portion of the SH 130 element of the CTTS, pursuant to Transportation Code, §373.053, is approved.

IT IS FURTHER ORDERED that pursuant to Transportation Code, §370.033(f), the Central Texas Regional Mobility Authority is authorized to develop and construct improvements to the state

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highway system in connection with the design and construction of the eastbound 290 Toll to southbound SH 130 direct connector and associated improvements.

IT IS FURTHER ORDERED that the department is authorized to expend available CTTS revenues to pay for the actual costs of the development and construction of the eastbound 290 Toll to southbound SH 130 direct connector and associated improvements as an expansion of a portion of the SH 130 element of the CTTS, and a Texas Turnpike Authority (TTA) representative, as designated by the commission pursuant to the indenture, is authorized to take such actions necessary to comply with the CTTS indenture and to requisition or transfer available CTTS funds for that purpose.

IT IS FURTHER ORDERED that the executive director of the department or designee is authorized to enter into necessary agreements with the CTRMA for the development, construction, operation, and maintenance of the CTRMA's Manor Expressway (290E) Phase III Project, and for the improvement of the state highway system through the construction of the department's project to add the eastbound 290 Toll to southbound SH 130 direct connector and associated improvements as an expansion of a portion of the SH 130 element of the CTTS.

Submitted and reviewed by:



Director, Transportation Planning and Programming Division

Recommended by:



Executive Director

114958 JUN 29 '17

Minute Number

Date Passed

TRAFFIC CONSULTANT CERTIFICATION
(SH 130/US 290E Direct Connectors)

The undersigned is a duly authorized officer of Stantec Consulting Services Inc. serving as traffic consultant (the "Traffic Consultant") to the Texas Transportation Commission ("Commission") pursuant to the Indenture of Trust dated as of July 15, 2002, as amended, between the Commission and The Bank of New York Mellon Trust Company, National Association, as Trustee (successor in interest to JP Morgan Trust Company as successor to Bank One National Association) (the "Master Indenture") relating to the issuance of the Series 2002 Obligations. Any capitalized terms not otherwise defined herein have the meaning given in the Master Indenture.

1. In accordance with Section 501 of the Indenture, the Texas Department of Transportation has provided us the proposed change to the Toll Rate Schedule (as hereinafter defined) related to certain toll rate and other changes as set forth in Exhibit "A" attached hereto. In our opinion, the adoption of such proposed Toll Rate Schedule will not adversely affect the ability of the Commission to comply with its covenants in Section 501 of the Indenture. Toll Rate Schedule as used herein includes any proposed change in Toll rates as well as any changes in design of overall configuration and turnpike plans from that were included in the Central Texas Turnpike System 2002 Project Traffic and Revenue Forecast dated as of July 22, 2002.

2. Exhibit "B" presents Stantec's impact analysis of the direct connectors.

EXECUTED THIS 25th day of April, 2017

STANTEC CONSULTING SERVICES INC.

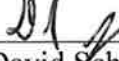
By: 
Name: David Schellinger, P.E.
Title: Principal

EXHIBIT A

SH 130 / Manor Expressway (290E) Interchange Direct Connector Ramp Improvements

Project Description

The project includes the construction of three new elevated direct connectors linking SH 130 and the 290 East Toll Road and revisions to several surface ramps that are impacted by the support structures of the new direct connectors. CTRMA will construct the three new direct connectors and has asserted primacy for the two direct connectors providing westbound traffic onto the 290 East Toll Road. These two direct connectors will be tolled, with revenue and all maintenance obligations being retained by CTRMA. It is assumed that CTRMA will rescind primacy on the third new direct connector that provides a connection for traffic destined to southbound SH 130, which is a CTTS roadway. This new connector will be added to the CTTS but will not be tolled and TxDOT will be responsible for maintenance of this new structure. The list of the elements of the project is provided as follows:

Construct New Direct Connector Ramps for following movements:

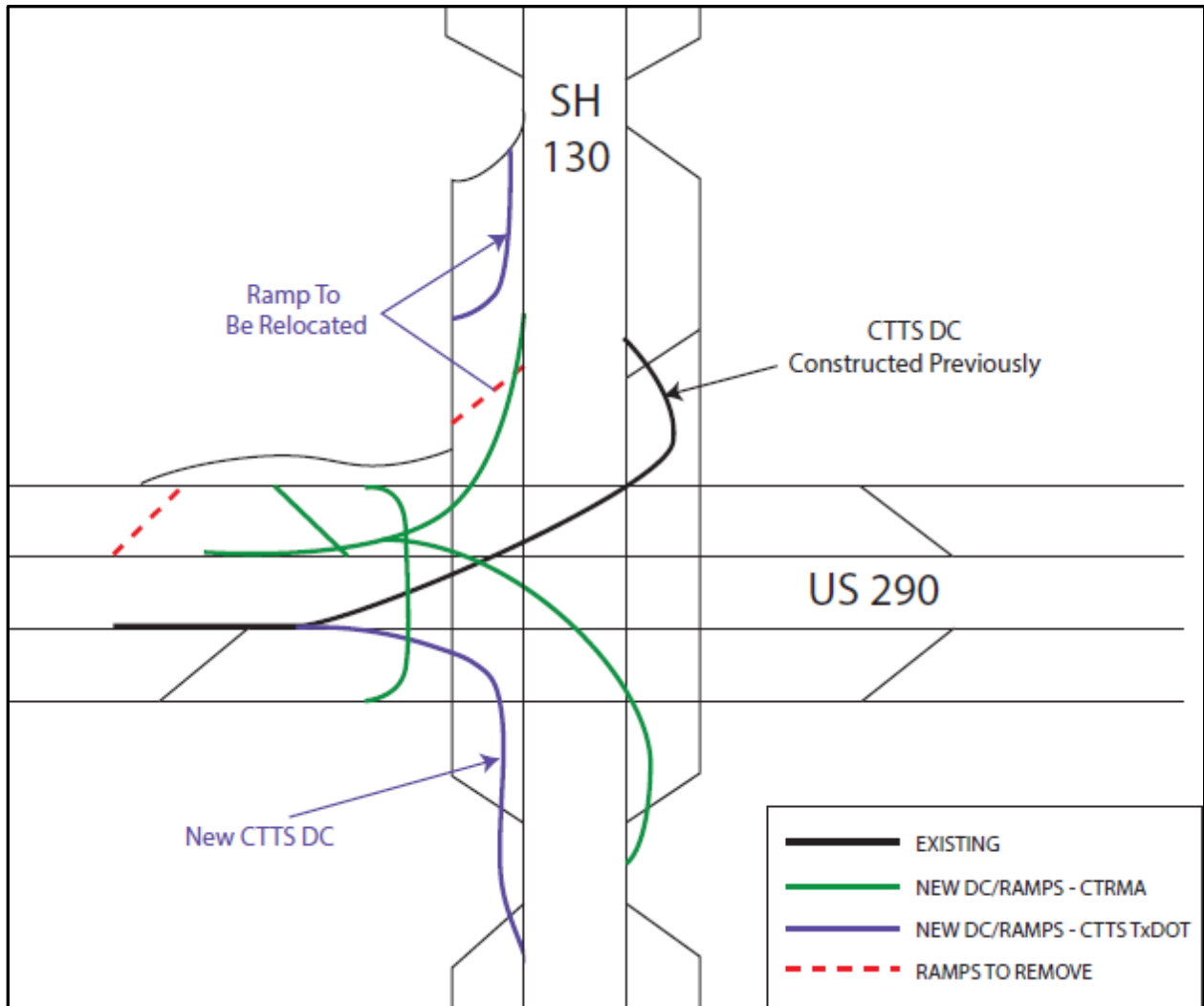
- Tolled DC - Southbound SH 130 to westbound 290E (owned/operated by CTRMA)
- Tolled DC - Northbound SH 130 to westbound 290E (owned/operated by CTRMA)
- Non-Tolled DC -Eastbound 290E to southbound SH 130 (owned/operated by TxDOT as part of the CTTS)

Revise At-Grade Ramps:

- Relocate CTTS southbound SH 130 off-ramp to southbound SH 130 frontage road.
- Remove CTRMA westbound US 290 frontage road on-ramp to westbound 290E Toll Road.
- Construct CTRMA westbound 290E Toll Road off-ramp to westbound US 290 frontage road.

A conceptual schematic diagram is provided on the following page. Note that all improvements under CTRMA's jurisdiction are shown in green, while the CTTS improvements under TxDOT's jurisdiction are shown in purple. For purposes analyzing the revenue impacts of this project, it is necessary to compare the revenue from the existing 'no-build' configuration with the revenue from the 'build' scenario. The build scenario is simply the incorporation of the project improvements described above into the no-build scenario.

Reference Schematic



Anticipated Construction Schedule

All improvements assumed to be completed by 2020.