



MEETING NOTICE

TO: North East Texas Regional Mobility Authority Board Members
FROM: Linda Thomas, Chair
DATE: Tuesday, May 8, 2018
SUBJECT: **May Board Meeting**

The next meeting of the NET RMA is scheduled as follows:

DATE: Tuesday, May 8, 2018
TIME: 1:30 PM
PLACE: Henderson Civic Center
1005 State Highway 64 W
Henderson, TX 75652
Rusk County

Enclosed please find the agenda and other pertinent information for your review prior to the meeting. Should you have any questions, please call Bianca Blattman at 903.630.7894.

NORTH EAST TEXAS REGIONAL MOBILITY AUTHORITY (NET RMA)
BOARD OF DIRECTORS REGULAR MEETING
Tuesday, May 8, 2018, 1:30 PM
Henderson Civic Center
1005 State Highway 64 W
Henderson, TX 75652
Rusk County

1. **CALL TO ORDER AND DECLARATION OF QUORUM**
Notice of this meeting was posted with the Secretary of State's Office and on the NET RMA website and office on Friday, May 4, 2018.
2. **INVOCATION**
3. **WELCOME & INTRODUCTION OF BOARD MEMBERS**
4. **REMARKS BY RUSK COUNTY JUDGE JOEL HALE**
5. **OPEN PUBLIC FORUM/COMMENT PERIOD**
6. **DISCUSSION, CONSIDERATION AND APPROVAL OF THE MINUTES FOR THE APRIL 10, 2018 BOARD MEETING**
Action Item
7. **CHAIR'S REPORT** Linda Thomas
8. **COMMITTEE REPORTS**
 - A. Executive Committee/Audit Committee Linda Thomas
 - B. Personnel Committee Jason Ray
 - C. Project Development & Implementation Committee Barham Fulmer
 - D. Long-Range Planning Committee John Cloutier
 - E. East Texas Hourglass Committee Dave Spurrier
 - F. Investment Committee Robert Messer
 - G. Facilities Committee Gary Halbrooks
 - H. Marketing/Community Relations Committee Andrea Williams-McCoy
9. **PARTNERSHIP UPDATES**
 - A. East Texas Corridor Council Bob Moore
 - B. I-69 Alliance Committee Linda Thomas
 - C. East Texas Council of Governments Linda Thomas
10. **REVIEW AND ACCEPTANCE OF NET RMA FINANCIAL STATEMENTS** Michelle Colburn
11. **REPORT ON TOLL 49 TOLLING TRANSACTIONS AND REVENUE** Chris Miller
12. **BANK OF AMERICA/MERRILL LYNCH BOND MARKET PRESENTATION** Mitchell Gold
13. **DISCUSSION, CONSIDERATION AND POSSIBLE ACTION TO APPROVE THE AWARD OF PRIORITY PROJECT GRANTS.**
(RESOLUTION 18-23) Action Item

14. REPORT ON TOLL 49 IMPROVEMENT PROJECT. Kate Wilder
15. DISCUSSION, CONSIDERATION AND POSSIBLE ACTION TO APPROVE CHANGE ORDER NO. 3.0 WITH IOC COMPANY, LLC FOR A REDUCTION OF METAL BEAM GUARD FENCE QUANTITIES, LUMINAIRE RELOCATION, AND FOG SEAL FOR THE TOLL 49 IMPROVEMENT PROJECT.
(RESOLUTION 18-24) Action Item
16. DISCUSSION, CONSIDERATION AND POSSIBLE ACTION TO APPROVE SUPPLEMENTAL WORK AUTHORIZATION NO. 17.1 WITH RS&H FOR A TIME EXTENSION OF CONSTRUCTION ENGINEERING AND INSPECTION SERVICES FOR THE TOLL 49 IMPROVEMENT PROJECT.
(RESOLUTION 18-25) Action Item
17. REPORT ON CONSTRUCTION OF SEGMENT 4 OF TOLL 49. Kate Wilder
18. REPORT ON CHANGE ORDERS APPROVED BY THE EXECUTIVE DIRECTOR SINCE PREVIOUS BOARD MEETING. Chris Miller
19. DISCUSSION, CONSIDERATION AND POSSIBLE ACTION TO APPROVE CHANGE ORDER NO. 22 WITH WEBBER FOR CONSTRUCTION OF CONCRETE PAVEMENT AT TOLL ZONES ON SEGMENT 4 OF TOLL 49.
(RESOLUTION 18-26) Action Item
20. DISCUSSION, CONSIDERATION AND POSSIBLE ACTION TO APPROVE CHANGE ORDER NO. 23 WITH WEBBER FOR STREAM REALIGNMENT ON SEGMENT 4 OF TOLL 49.
(RESOLUTION 18-27) Action Item
21. DISCUSSION, CONSIDERATION AND POSSIBLE ACTION TO APPROVE SUPPLEMENTAL WORK AUTHORIZATION 10.1 WITH KAPSCH TRAFFICOM TRANSPORTATION, NORTH AMERICA FOR LIGHTNING PROTECTION SYSTEM INSTALLATION ON SEGMENT 4 OF TOLL 49.
(RESOLUTION 18-28) Action Item
22. DISCUSSION, CONSIDERATION AND POSSIBLE ACTION TO APPROVE AN INTERLOCAL AGREEMENT WITH CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY FOR TOLL PROCESSING AND COLLECTION SERVICES.
(RESOLUTION 18-29) Action Item
23. DISCUSSION, CONSIDERATION AND POSSIBLE ACTION TO APPROVE AN INTERLOCAL AGREEMENT WITH UPSHUR COUNTY FOR DEVELOPMENT OF THE GILMER LOOP STUDY.
(RESOLUTION 18-30) Action Item
24. DISCUSSION, CONSIDERATION AND POSSIBLE ACTION TO APPROVE WORK AUTHORIZATION NO. 21 WITH ATKINS TO SUPPORT THE GILMER LOOP STUDY.
(RESOLUTION 18-31) Action Item
25. EXECUTIVE DIRECTOR'S REPORT Chris Miller
- A. Community Outreach Meetings
 - B. NET RMA Newsletter
 - C. Update on House Transportation Committee Interim Charges Hearing
 - D. Department Reports
 - 1. Maintenance Department
 - 2. Finance Department

3. Marketing/Public Relations/Human Resources Department
4. Toll Operations/Customer Service Department

26. ADJOURNMENT

EXECUTIVE SESSION - PURSUANT TO CHAPTER 551, SUBCHAPTER D, TEXAS GOVERNMENT CODE, IF ANY

- At any time during the meeting of the NET RMA Board of Directors, the Board may meet in executive session for consultation concerning matters under Chapter 551 of the Texas Government Code, including:
 - A. Section 551.071. Consultation with Attorney—Consultation with and advice from legal counsel concerning pending/contemplated litigation, settlement offers and negotiations, ongoing disputes and potential disputes, and other legal issues, including pending litigation related to Cause No. 18-0744-B.
 - B. Section 551.072. Deliberation Regarding Real Property—Discussion of real property purchase, exchange, lease, license, gift, donation, and/or negotiated settlement, including property to be acquired for right-of-way.
 - C. Section 551.074. Personnel Matters—Deliberation concerning the appointment, employment, reassignment, evaluation, duties, discipline, and/or dismissal of personnel.

Tentatively Scheduled NET RMA Board Meetings:

June 12, 2018 – Terrell, TX
July 10, 2018 – Jacksonville, TX
August 14, 2018 – Tyler, TX

Non-Scheduled Meetings / Functions - Where a Quorum could be Present, but No RMA Business would be conducted:

May 24, 2018 – Texas Transportation Commission

PARTICIPATION BY TELEPHONE CONFERENCE CALL:

One or more members of the Board may participate in this meeting through a telephone conference call, as authorized by Section 370.262, Texas Transportation Code. Under that law, each part of the telephone conference call meeting that by law must be open to the public shall be audible to the public at the meeting location. During the meeting, the identification of each party shall be clearly stated prior to speaking, and the meeting shall be documented by written minutes. On conclusion of the meeting, the written minutes of the meeting will be made available to the public.

COURTESY RULES

Thank you for your presence. The NET RMA appreciates your interest. If you wish to address the RMA on any agenda item, Public Participation Forms will be available before the meeting. These forms must be filled out and turned in to the RMA Chair or Secretary *prior* to the time the agenda item in question is addressed by the RMA.

You must be recognized by the Chair. (NOTE: Items will not necessarily be presented in the order they are posted.)

OPEN COMMENT PERIOD

At the conclusion of all other agenda items, the Board 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 Board. Public comment that does not relate to a specific agenda item must be made during the open comment period.

Each speaker will be allowed a **maximum of three (3) minutes**. Speakers must be signed up prior to the beginning of the open comment period. For subjects that are not otherwise part of the agenda for the meeting, Board members may neither comment nor question speakers during the open comment period, but may request the Chair, or a recognized committee, to investigate the subject further. No action will be taken on matters that are not part of the agenda for the meeting.

NOTE

Enumerated agenda items are assigned for ease of reference only, and will not necessarily be considered by the Board in that particular order. The Chair may rearrange the order in which agenda items are considered.

Presenters with audiovisual needs are requested to contact NET RMA at 903.630.7894 at least two working days prior to the meeting.

ACCESSIBILITY STATEMENT FOR DISABLED PERSONS

This meeting site is accessible to disabled persons as follows: wheelchair ramp at the main entrance. If any special assistance or accommodations are needed in

order to attend this RMA meeting, please contact NET RMA at 903.630.7894 at least two working days prior to the meeting so that appropriate arrangements can be made.

Persons with disabilities who plan to attend this meeting and who may need auxiliary aids or services, such as interpreters for person who are deaf or hearing impaired, and readers of large print or Braille, are requested to contact NET RMA at 903.630.7894 at least two working days prior to the meeting so that appropriate arrangements can be made.



MEETING NOTICE

TO: North East Texas Regional Mobility Authority Board Members
FROM: Linda Thomas, Chair
DATE: Tuesday, April 10, 2018
SUBJECT: **April Board Meeting Minutes**

The next meeting of the NET RMA is scheduled as follows:

DATE: Tuesday, April 10, 2018
TIME: 1:30 PM
PLACE: Panola College
1109 W. Panola Street
Carthage, TX 75633
Panola County

Enclosed please find the agenda and other pertinent information for your review prior to the meeting. Should you have any questions, please call Bianca Blattman at 903.630.7894.

NORTH EAST TEXAS REGIONAL MOBILITY AUTHORITY (NET RMA)
BOARD OF DIRECTORS REGULAR MEETING
Tuesday, April 10, 2018, 1:30 PM
Panola College
1109 W. Panola Street
Carthage, TX 75633
Panola County

1. CALL TO ORDER AND DECLARATION OF QUORUM

Notice of this meeting was posted with the Secretary of State's Office and on the NET RMA website and office on Friday, April 6, 2018.

1:37 meeting was called to order.

2. INVOCATION

Dan Droege provided the invocation.

3. WELCOME & INTRODUCTION OF BOARD MEMBERS

Linda Thomas welcomed the board members: Belinda Andrus, Dan Droege, Dave Spurrier, Nate Priefert, Robert Messer, Barham Fulmer, Chris Miller, Linda Thomas, Gary Halbrooks, Jason Ray, James Harris, Larry Morse, Keith Honey, Bob Moore, Cory Floyd and Tim McCrae.

4. REMARKS BY PANOLA COUNTY JUDGE LEEANN JONES

Judge Jones welcomed the NET RMA to Panola County and thanked them for their service. She said all of East Texas is a great place to work and live but she has an affinity for Panola County. She thanked everyone for traveling to Panola County for this meeting.

5. SWEARING IN OF NEW AND REAPPOINTED BOARD MEMBERS

Judge Jones swore in Belinda Andrus and Tim McCrae.

6. OPEN PUBLIC FORUM/COMMENT PERIOD

DISCUSSION, CONSIDERATION AND APPROVAL OF THE MINUTES FOR THE March 20, 2018 BOARD MEETING

Motion: Gary Halbrooks, 2nd: Larry Morse; unanimously approved

7. CHAIR'S REPORT

Linda Thomas

Linda Thomas welcomed all to the meeting and thanked Panola County for hosting us. She advised it takes a special person to be on the NET RMA board and we are thrilled to have two more board members joining the agency. The Chair announced that a \$400K check was given to Gregg County since the last board meeting for their priority project. Linda advised the Long-Range planning committee will be meeting soon to award this year's priority projects.

8. COMMITTEE REPORTS

A. Executive Committee/Audit Committee

Linda Thomas

B. Personnel Committee

Jason Ray

C. Project Development & Implementation Committee

Barham Fulmer

Barham Fulmer stated there are no change orders. There is an issue for 3B, however, that will be addressed in Executive Session.

D. Long-Range Planning Committee

John Cloutier

John Cloutier stated there will be a long-range planning committee meeting on the 24th. We will send out the projects for the committee to review as soon as the deadline passes.

E. East Texas Hourglass Committee

Dave Spurrier

Dave Spurrier stated we had a good meeting since the last board meeting. We've been talking about the \$10M loan we've been pursuing and possibly funding with TxDOT. We don't even know if we'd be happy with the terms and conditions that TxDOT would require of us if we even were offered that route. We've met with a couple lenders to see if there is interest and

the viability of that option. Chris and Michelle will also be revisiting our 5-year cash flow. And Everett is going to prepare a cash-flow time line to see what we need each year. \$1M in year one. \$1.5M in year two. And \$4M the following year. We are coordinating a meeting on May 23 at 10AM for recommendation as to which course to follow. And we will come back to the board with a recommendation.

Barham asked there were board members that would fundraise in Tyler.

Dave said I think that should be explored. We talked about that. Once we find out about the main funding, we should go to our counterparts as to augment the main funding. Third part or self-funding will speed the project up. It would be 3 years of work once we get started. Dave advised he'd like to start working on it this summer.

Barham asked if the plan and design go on while the environmental is occurring or not?

Everett said the plan and design must happen after the environmental. You must get to the point of a preferred alternative. At some point, you can start ROW purchase, that is about a year, then you can start construction after you get enough right of way purchased. The work you do to build the road is exactly the same if you work with the local process (main difference is we review the main documents in lieu of TxDOT or FHWA doing it). Historically, that is where a considerable amount of time is given if you use TxDOT or FHWA. The time savings on this could be as short as 24 to 30 months for the local process. It would be 36 months if you utilize the federal process. He continued it shouldn't be any difference in timing of design or construction. But any time you deal with TxDOT or FHWA, things don't go as you would expect. The only thing you could count on is a delay with TxDOT.

Dave said we didn't determine any significant upside of using TxDOT versus moving forward without them. Everett said there is one potential question at some point for the construction. If we want to use a TIFIA loan, we wouldn't be eligible for a TIFIA loan (a vehicle of financing where we could save some money). We hope to have more answers to those questions in May.

F. Investment Committee

Robert Messer

We had a meeting this AM. We are looking at the several financial vehicles being at maturity in December.

G. Facilities Committee

Gary Halbrooks

H. Marketing/Community Relations Committee

Andrea Williams-McCoy

9. PARTNERSHIP UPDATES

A. East Texas Corridor Council

Bob Moore

B. I-69 Alliance Committee

Linda Thomas

C. East Texas Council of Governments

Linda Thomas

10. REVIEW AND ACCEPTANCE OF NET RMA FINANCIAL STATEMENTS

Michelle Colburn

Michelle said this month we are looking at the January financials. They are from Oct 31 to Jan 31. The agency had a \$1M of revenue in January. Revenue is down. We are attributing the revenue being down due to weather and construction. CDM Smith did a review of the same periods (Oct – Jan). It has been a seasonal event as transactions have been down during the same time periods in previous years. There is a \$110K difference in operating expenses due to auditing expenses, legal fees, salaries and expenses are up (there are more employees this year than we had last year). Toll 49 Operating expenses are under budget this year as compared to last year. Actual year to date versus budgeted year to date the revenues are down due to seasonality, construction and weather. Operating expenses vs. budget year to date, \$53K over budget from the audit and legal fees. We had a 10K risk management auditing expense among other things. Operating expenses YTD vs Budget YTD we are under \$57K. On the cash flow we are behind \$476K. Other expenses we are ahead of the plan. Assets (balance sheet) our archaeological site has been stagnant. \$396M on statement of Assets.

Motion: Larry Morse, 2nd: Dr. Harris; unanimously approved

11. REPORT ON TOLL 49 TOLLING TRANSACTIONS AND REVENUE

Chris Miller

Chris Miller presented our daily average transactions. Good Friday there was a good spike of traffic. The numbers are normalizing a bit. We are still lower than previous years. January and February were severely down. My position on it, there are three contributors, the construction with 3B, seasonality and the opening of Cumberland road. We had a conversation with our analysts

on the phone today, you will start to see the drop off last summer due to the pilot car supporting the construction. The second reason is seasonality, its winter and the numbers drop off. The third thing is the opening of Cumberland road. It is a nicely flowing road from Broadway to Old Jacksonville (it is an east-west road), that competes with the toll road. It is a reality that we have to deal with. A fourth reason is when 829 was under construction near I-20, people might have chosen other routes to get to Tyler and Lindale. We have been monitoring things.

12. DISCUSSION, CONSIDERATION AND POSSIBLE ACTION TO ACCEPT AN AMENDMENT TO THE 2016 NET RMA AUDIT REPORT.

(RESOLUTION 18-20)

Action Item

Chris advised this was as a result of the change to the audit, as presented at the last board meeting.

Motion: Barham Fulmer, 2nd: Robert Messer; unanimously approved

13. DISCUSSION, CONSIDERATION AND POSSIBLE ACTION TO APPROVE THE ISSUANCE OF A REQUEST FOR QUALIFICATIONS FOR FINANCIAL AUDITING SERVICES.

(RESOLUTION 18-21)

Action Item

Chris said we had talked about the need for going out for financial services about 18 months ago. The committee is recommending that we go out for bid for auditing service. We could go back with Wilhelmi, or not. It is part of the normal course of business to go out for procurement.

Brian Cassidy advised it is good business practice to go out for procurement for our auditing services at this point.

Motion: Larry Morse, 2nd: Dan Droege; unanimously approved

14. DISCUSSION, CONSIDERATION AND POSSIBLE ACTION TO APPROVE THE NET RMA ANNUAL COMPLIANCE REPORT. (RESOLUTION 18-22)

Action Item

This is a requirement from TxDOT. We just need acceptance of the report.

Motion: Dan Droege, 2nd: Keith Honey; unanimously approved

15. REPORT ON TOLL 49 IMPROVEMENT PROJECT.

Kate Wilder

- Kate advised this was a \$8.2M project at its inception. We have had \$658,000 worth of change orders to date. And this brings the total budget for the project to \$8.9M. To date we have paid the contractor \$5.7M. We are just under half way complete with the overlay. And we are 100 percent complete with the pavement. We issued notice to proceed in May of 2017. January of 2018, we suspended overlay activities. We anticipate the contractor will come back in the spring of 2018 to complete the work. While overlay activities have been on hold, we are putting in reflective markers at 3B and roadside sign installation continues.

16. REPORT ON CHANGE ORDERS APPROVED BY THE EXECUTIVE DIRECTOR SINCE PREVIOUS BOARD MEETING.

Chris Miller

There were none.

17. REPORT ON CONSTRUCTION OF SEGMENT 4 OF TOLL 49.

Kate Wilder

Kate said the project started in June of 2016.

- Barham asked when does traffic get on the road? Kate said at substantial completion, which is scheduled for February 2019. Rip rap is going in at Stevenson Branch. Pavement and asphalt placement is going on south of Stevenson branch. Top soil piles are beginning to be built, so drainage work can continue. The Contractor completed grading and has placed the flex base for the FM 849 tie ins. Once the prime coat and asphalt is placed, they can make the traffic switch to the final pavement. With major drainage structures complete, drainage activities include construction of concrete rip rap for ditches, rock rip rap at outfalls, and general ditch grading. Concrete flume construction in March included work at CD-16 and CD-17 (south side of the project between FM 849 and IH20) and near Stevenson Branch (north side of the project just south of CR 431). Cement treatment of subgrade: this is now complete everywhere except for:
 - 700 feet section at the former arch site where they are finishing embankment work.
 - The NB ramp south of IH 20 where they are finishing the embankment work
 - A short section at existing 849 that will be completed following the completion of the detour pavement and the excavation of old 849.
- Flex base: placed nearly everywhere we have already treated the subgrade. Places where the subgrade has already been treated that still need flex base:

- A half mile section between CR 4118 and CR 431.
- The SH 110 ramps (the first course is down, but they lack the second)

Major Asphalt work was done in March

- 4" of asphalt was placed from the Davis Branch Tributary bridge all the way to CD-8 (Note: CD-8 is essentially the mid point between FM 16 and CR 431; this means that they placed 4" of asphalt for approximately 2 miles of main lanes last month).
- For ramps, they placed the first 2" of asphalt for 3 of the 4 FM 16 ramps (lack the NB exit ramp).
- Note: This means that the mainlanes have the 4" asphalt base everywhere except
 - From CR 4118 down to CD-8, which is about a mile and a quarter.
 - And at Existing FM 849 that they cannot excavate until they make the traffic switch

The contractor is working to maintain existing erosion controls, repair damaged erosion controls, and trying to get slopes seeded to establish vegetation. Upcoming activities include SH 110 ramps and FM 849 tie-ins, luminaire work at I-20, embankment at former archeological site and south of I-20, concrete rip rap for drainage, subbase and pavement work between FM 16 and CR 4118 and erosion control/permanent seeding project wide.

18. DISCUSSION OF BACK OFFICE OPERATION AND PAY-BY-MAIL TRANSACTION PROCESSING. Chris Miller

Chris said Andrea has concerns about the back-office contract and why there is a relationship with CTRMA. An additional concern is why we continue to work with them. Chris advised the plan is to have a draft local agreement at the next board meeting if we decide to go with CTRMA. Everett said it really starts with the relationship with CTRMA. They have learned their 'lessons learned' with the other RMA's and all three of us participated in that first endeavor. MSB has been there for approximately 10 years. They've done a pretty good job. Before the road opened, there was a shift to go to all electronic tolling. There was an edict from TxDOT to go to all electronic tolling. The pay by mail option didn't even exist. It has been an evolving industry. When they started out they were a collection company that had a fairly good process in the tolling industry. MSB isn't perfect, Dave has experienced firsthand challenges with their system. An invoice is prepared, it is an account. The next 15 days you go through a toll, there is another new account. Then you go through again, and another new account is created. Customers had no idea they had multiple accounts. This made it hard for the customers to understand how much they owed all at once. Now, you have a license plate account. Your account is tied to the license plate. Everything is now associated to your plate. And we think this will greatly simplify things for customers and what they owe and how they owe it. One of the requirements was that all the vendors would initiate and give the option of a pre or post-paid account to associate with your license plate. CTRMA wasn't displeased with MSB. All vendors that responded needed improvements. 60% of the score was technical and 40% of the score was about the actual bid. The technical score was about their processes they were going to use. MSB had a very good understanding of what we were looking for. MSB's technical score was the highest. The cost of implementing their system was also the highest cost out of all of the bids. Everett said Cofiroute submitted the lowest and MSB was the highest. MSB ended up last in the scoring due to their costs. If we had a comparison between all of them, it was disappointing that MSB was scored lowest due to their very high pricing point. They would charge more than they are charging today. In our dealings with MSB, they dealt with us as if we were a direct customer. Cofiroute has expressed that they will treat us the same way that MSB has treated us. We won't be in the same position as CTRMA if we were to get into a legal battle, however, we benefit greatly from the relationship with them. We will bring back a new interlocal agreement that will describe the relationship between us and CTRMA and us and Cofiroute. Brian said right now we have an interlocal agreement with CTRMA regarding MSB. Our new contract would specifically mention NET RMA, it provides that Cofiroute will apply all services to CTRMA the same as NET RMA. We do have an acknowledgement in the contract that the services they will provide will be in partnership with CTRMA. But CTRMA has been very responsive when we have had any issues. In the early days, it was Everett, even the financials were provided by CTRMA. At this point, it still seems, from an economic perspective, a good stance or a good way to be at this juncture in time. Ron said one of the things that we are working on with Cofiroute are the fees. This will apply to the fees that are charged to the customers. On an unpaid bill that is a \$60 fee. \$5 of that comes to the RMA. What we've asked the new people to do, the contractor, was reward more if the customer didn't wait to pay the entire fee. We are doing an analysis to determine what the fee revenue should look like so that we have a similar fee structure. Brian said the Legislature has a capped \$45 total fee rule. CTRMA has advised that the legislature will also have a lowered cap for the RMAs as well. The RMAs would lose about 75% of their fee revenue if they went with the TxDOT fee restrictions. Once that is determined by CTRMA, NET RMA can charge a different fee structure if we choose. Dan asked how long it takes to get a bill. Ron said it is every 15 days. To get to collections, it takes 160 days. We give you a 30, 30, 30 days. Collections is a 90-day process. It might be lessened to a 45-day process. Everett said every 15 days they get a bill. There have been screw ups in the system that have caused bills to be delayed. Dave said service needs to be improved. Additionally, we don't want our fees to get reduced dramatically if CTRMA did something

crazy. There should be an incentive for these bills to get paid. Ron said there is something called a prefunded account. A customer doesn't have to sign up for the tag, you go through the road, get a bill, then you pay (and no sign up is required). Or you can pre-pay with a \$50 then it would bill you. Dave asked what percentage of our revenue is the pay by mail. Everett said the fees are there to help offset the people that don't pay. Dave asked have we analyzed what we are getting today? And how much that will decline if we get a more efficient system? Everett said I have two other points. One why aren't we party to the Cofiroute contract? It was just too unimaginable to do two different contracts under one procurement. So, we ended up having CTRMA do the contract and NET RMA will address it with the ILA. Keith asked why don't we go do our own thing. Everett advised it comes down to the cost of establishing the back office. Our understanding is the cost to establish the back office is multiple millions of dollars. That cost is in addition to the fees and so on that would cost several millions more. The other side of that is we would have to manage that contract ourselves. CTRMA has 7 or 8 people that manage that contract. I would estimate that we would need to hire or contract 3 more people out to do this ourselves. Barham asked do we get a volume discount? Everett said very much so, versus if we were trying to do this ourselves. Ron said we are in the planning process right now. NET RMA is even participating in the training. Dave asked when will we have the interlocal agreement ready to go?

19. EXECUTIVE DIRECTOR'S REPORT

Chris Miller

A. Community Outreach Meetings

Chris said one is scheduled with the city of Tyler tomorrow. We have the City of Henderson. Chris also said we were unable to meet with Cherokee County Commissioner's court. We are also trying to meet with the City as well.

B. NET RMA Newsletter

Chris said Please take a peek at our newsletter. It is filled with transportation information, take a look at if you've not already.

C. Kapsch TrafficCom Transportation NA, Inc. Agreement and Change Orders

Chris advised there was a big discussion about change order 12.1 at the last meeting. The question was brought up - was this work ever tied to 3B work on the outset? The answer is no. The second question was why was this not included in the work? The KAPSCH contract has nothing to do with the road-way work. It was never intended to be part of the process. Obviously, had we involved KAPSCH or asked IOC to be involved with this it would have been marked up significantly and you'd have had a higher rate. It never should have been part of the IOC work. This shouldn't be on the back of IOC. We have plenty of other issues to talk to them about. The issue became when the staff began to look at the work done by KAPSCH. There wasn't going to be any impact to the pavement. The 3B work was initially going to be a change order with R&K. Then this work that was going on was going on simultaneously, then the word came back that we need to do the same thing with Segment 4. CAPSCH and IOC aren't the same and I don't think we would have wanted to go back and change that in any way.

D. New Board Member and New County Information

Chris said please take a look at the packet that John Cloutier has put together for new board members and new counties. We hope to have this ready by the next board meeting.

Dave said we originally started out trying to recreate the wheel. This would be something every year when you went to visit judges you would give this to them. It is only a few pages, a condensed annual report. We need to word smith page 7 – so you can explain why you would want to serve on the NET RMA. In addition, we recommend staff takes this with the new board member stuff. We want the marketing committee to make a recommendation. This is short and sweet.

E. Department Reports

1. Maintenance Department
2. Finance Department
3. Marketing/Public Relations/Human Resources Department
4. Toll Operations/Customer Service Department

It was noted that board member's personal financial statements need to be filed at the end of the month.

Linda advised it is 3:17. We are going to recess for 5 minutes then come back for executive session. Executive Session adjourned at 4:10. Reconvened the open session at 4:12.

4:15 adjourned.

ADJOURNMENT

EXECUTIVE SESSION - PURSUANT TO CHAPTER 551, SUBCHAPTER D, TEXAS GOVERNMENT CODE, IF ANY

- At any time during the meeting of the NET RMA Board of Directors, the Board may meet in executive session for consultation concerning matters under Chapter 551 of the Texas Government Code, including:
 - A. Section 551.071. Consultation with Attorney—Consultation with and advice from legal counsel concerning pending/contemplated litigation, settlement offers and negotiations, ongoing disputes and potential disputes, and other legal issues, including pending litigation related to Cause No. 18-0744-B.
 - B. Section 551.072. Deliberation Regarding Real Property—Discussion of real property purchase, exchange, lease, license, gift, donation, and/or negotiated settlement, including property to be acquired for right-of-way.
 - C. Section 551.074. Personnel Matters—Deliberation concerning the appointment, employment, reassignment, evaluation, duties, discipline, and/or dismissal of personnel.

Tentatively Scheduled NET RMA Board

Meetings:

May 8, 2018 – Henderson, TX

June 12, 2018 – Terrell, TX

July 10, 2018 – Jacksonville, TX

Non-Scheduled Meetings / Functions - Where a Quorum could be Present, but No RMA Business would be conducted:

April 26, 2018 – Texas Transportation Commission

PARTICIPATION BY TELEPHONE CONFERENCE CALL:

One or more members of the Board may participate in this meeting through a telephone conference call, as authorized by Section 370.262, Texas Transportation Code. Under that law, each part of the telephone conference call meeting that by law must be open to the public shall be audible to the public at the meeting location. During the meeting, the identification of each party shall be clearly stated prior to speaking, and the meeting shall be documented by written minutes. On conclusion of the meeting, the written minutes of the meeting will be made available to the public.

COURTESY RULES

Thank you for your presence. The NET RMA appreciates your interest. If you wish to address the RMA on any agenda item, Public Participation Forms will be available before the meeting. These forms must be filled out and turned in to the RMA Chair or Secretary *prior* to the time the agenda item in question is addressed by the RMA.

You must be recognized by the Chair. (NOTE: Items will not necessarily be presented in the order they are posted.)

OPEN COMMENT PERIOD

At the conclusion of all other agenda items, the Board 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 Board. Public comment that does not relate to a specific agenda item must be made during the open comment period.

Each speaker will be allowed a **maximum of three (3) minutes**. Speakers must be signed up prior to the beginning of the open comment period. For subjects that are not otherwise part of the agenda for the meeting, Board members may neither

comment nor question speakers during the open comment period, but may request the Chair, or a recognized committee, to investigate the subject further. No action will be taken on matters that are not part of the agenda for the meeting.

NOTE

Enumerated agenda items are assigned for ease of reference only, and will not necessarily be considered by the Board in that particular order. The Chair may rearrange the order in which agenda items are considered.

Presenters with audiovisual needs are requested to contact NET RMA at 903.630.7894 at least two working days prior to the meeting.

ACCESSIBILITY STATEMENT FOR DISABLED PERSONS

This meeting site is accessible to disabled persons as follows: wheelchair ramp at the main entrance. If any special assistance or accommodations are needed in order to attend this RMA meeting, please contact NET RMA at 903.630.7894 at least two working days prior to the meeting so that appropriate arrangements can be made.

Persons with disabilities who plan to attend this meeting and who may need auxiliary aids or services, such as interpreters for person who are deaf or hearing impaired, and readers of large print or Braille, are requested to contact NET RMA at 903.630.7894 at least two working days prior to the meeting so that appropriate arrangements can be made.

Chair's Report

Committee Reports

Partnership Updates

NET RMA Financial Statements



North East Texas Regional Mobility Authority
Statement of Revenues and Expenses
Period Ending February 28, 2018

	02/28/2018	2/28/2017	Variance Amt
Operating Revenue			
Toll Revenue - Electronic	\$ 3,710,164	\$ 3,832,556	\$ (122,392)
Toll Revenue - Video	1,550,580	1,767,591	(217,011)
County Contributions	0	10,000	(10,000)
Total Operating Revenue	<u>5,260,744</u>	<u>5,610,148</u>	<u>(349,403)</u>
Operating Expenses			
Accounting Fees	5,465	23,590	(18,125)
Auditing Fees	68,461	33,294	35,168
Legal Fees	305,478	196,643	108,835
Employee Salaries and Benefits	270,309	198,866	71,442
Board and Staff Travel	6,299	7,229	(930)
Office and Related Expenses	17,950	13,380	4,570
Rent	17,773	12,871	4,903
Surety Bonds, Dues, and Trusted Fees	6,800	1,314	5,486
IT Support	16,020	22,152	(6,132)
Website Maintenance	4,420	6,101	(1,681)
Other General Expenses	30,251	45,585	(15,334)
Board Supplies and Expenses	3,566	-	3,566
NETRMA Marketing Expenses	5,835	-	5,835
Total Operating Expenses	<u>758,627</u>	<u>561,024</u>	<u>197,603</u>
Toll 49 Operating Expenses			
Project Director	64,668	82,757	(18,089)
General Engineering Consultants	323,840	213,951	109,889
Toll Processing Costs	301,866	355,015	(53,149)
Toll Maintenance Support	132,500	149,383	(16,883)
Toll Operating System Support	72,853	106,945	(34,092)
Roadway Maintenance	450,808	281,662	169,146
Insurance Expense	15,063	13,350	1,713
Total Toll 49 Operating Expenses	<u>1,361,597</u>	<u>1,203,063</u>	<u>158,534</u>
Operating Income (Loss)	<u>3,140,520</u>	<u>3,846,060</u>	<u>(705,540)</u>
Other Income (Expense)			
Interest Income	128,915	38,226	90,689
Income on Investments (Net of Fees)	226,099	188,618	37,482
Interest Expense	(3,204,802)	(3,204,503)	(299)
Depreciation Expense	(2,657,335)	(2,704,751)	47,416
Total Other Income (Expense)	<u>(2,849,788)</u>	<u>(2,977,659)</u>	<u>127,871</u>
Change in Net Position	<u>290,732</u>	<u>868,401</u>	<u>(577,669)</u>
Net Position - Beginning of Year	<u>180,902,713</u>	<u>184,892,517</u>	<u>(3,989,804)</u>
Net Position - End of Year	<u>\$ 181,193,445</u>	<u>\$ 185,760,918</u>	<u>\$ (4,567,473)</u>

North East Regional Mobility Authority
Revenues and Expenses - Budget to Actual Comparison
5 Month YTD Period Ended Feb 28, 2018

	Actual YTD	Budget YTD	Variance YTD
Toll revenue - electronic	\$ 3,710,164	\$ 4,285,833	\$ (575,669)
Toll revenue - video	1,550,580	1,865,833	(315,253)
County Contributions			-
Total	<u>5,260,744</u>	<u>6,151,667</u>	<u>(890,923)</u>
Operating Expenses:			
Accounting	5,465	11,333	(5,868)
Auditing	68,461	16,667	51,794
Legal fees	305,478	191,665	113,813
Employee salaries and benefits	270,309	276,808	(6,499)
Board and staff travel	6,299	13,339	(7,040)
Office and related expenses	17,950	14,493	3,457
Rent	17,773	27,955	(10,182)
Project development support			-
Surety bonds, dues and trustee funds	6,800	11,042	(4,242)
IT support	16,020	21,929	(5,909)
Website maintenance	4,420	8,858	(4,438)
Other general expenses	30,251	4,440	25,811
Board Supplies and Expenses	3,566	-	3,566
NETRMA Marketing Expenses	5,835	16,667	(10,832)
Software/Hardware	-	2,515	(2,515)
Economic Development Map Costs	-	6,250	(6,250)
Annual Report	-	5,000	(5,000)
Total Operating Expenses	<u>758,627</u>	<u>615,196</u>	<u>143,431</u>
Toll 49 Operating Expenses			
Project director	64,668	37,917	26,751
General engineering consultants	323,840	190,017	133,823
Toll processing costs	301,866	422,985	(121,119)
Toll maintenance support	132,500	166,667	(34,167)
Toll operating system support	72,853	126,777	(53,924)
Roadway maintenance	450,808	436,567	14,241
Insurance expense	15,063	13,333	1,730
Total toll 49 Operating Expenses	<u>1,361,598</u>	<u>1,394,263</u>	<u>(32,665)</u>
Operating Income (Loss)	3,140,519	4,142,208	(1,001,689)
+Depreciation expense	<u>2,657,335</u>	<u>2,716,667</u>	<u>(59,332)</u>
Net Operating Cash Flow	5,797,854	6,858,875	(1,061,021)
Other Expenses			
Interest income	128,915	26,901	102,014
Income on investments (net of fees)	226,099	130,833	95,266
Interest Expense	(3,204,802)	(3,778,125)	573,323
Total	<u>(2,849,788)</u>	<u>(3,620,391)</u>	<u>770,603</u>
Cash Flow after Interest Expense	<u>2,948,066</u>	<u>3,238,484</u>	<u>(290,418)</u>



North East Texas Regional Mobility Authority
Statement of Net Position
February 28, 2018

Assets

Current Assets		
Cash in Local Operating Fund	\$ 243,549	
Cash - Toll Revenue & Operating Funds	13,796,598	
Cash - Construction Fund	14,959,320	
Construction Fund Investments	35,612,256	
Toll Revenue and Fees Receivable	6,024,273	
Prepaid Insurance and Other	<u>27,740</u>	
Total Current Assets		\$ 70,663,737
Noncurrent Assets		
Cash - Debt Service Reserve Funds	19,910,325	19,910,325
Capitalized Interest Reclassed to Current	<u>(2,286,808)</u>	<u>(2,286,808)</u>
Capital Assets		
Toll 49 - Right of Way	39,798,777	
Toll 49 - Bridges	64,191,695	
Toll 49 - Highway	126,177,043	
Toll 49 - Gantries and Other	12,060,181	
Construction in Process	91,588,184	
Archeological	296,535	
Website and Office Equipment	179,665	
Truck	53,154	
Accumulated Depreciation	<u>(25,967,858)</u>	
Capital Assets Net of Depreciation		308,377,375
TOTAL ASSETS		<u>396,664,629</u>

Liabilities and Net Assets

Current Liabilities		
Accounts Payable - General Fund	51,945	
Accounts Payable - Operations and Maintenance Fund	336,834	
Accounts Payable - Construction Fund	8,200,611	
Accounts Payable - Other	71,166	
Accrued Interest Payable	<u>1,275,354</u>	
Total Current Liabilities		\$ 9,935,910
Long Term Liabilities		
Senior Lien Bonds Payable	124,735,000	
Subordinated Lien Bonds Payable	56,615,000	
Unamortized Bond Premiums	<u>26,842,609</u>	
Total		208,192,609
Net Assets		
Invested in Capital Assets	135,054,412	
Net Assets	42,581,699	
Board approved Priority Project Funding 2016	400,000	
Board approved Priority Project Funding 2017	500,000	
Total		178,536,111
TOTAL LIABILITIES AND NET ASSETS		<u>396,664,629</u>

NET RMA



Financial Statements

For the month ending February 28, 2018

Presented by: Michelle Colburn

Statement of Revenues & Expenses

Revenue Comparison YTD

	<i>02/28/2018</i>	<i>2/28/2017</i>	Variance Amt
Operating Revenue			
Toll Revenue - Electronic	\$ 3,710,164	\$ 3,832,556	\$ (122,392)
Toll Revenue - Video	1,550,580	1,767,591	(217,011)
County Contributions	0	10,000	(10,000)
Total Operating Revenue	5,260,744	5,610,148	(349,403)

Statement of Revenues & Expenses

Operating Expenses YTD

	<i>02/28/2018</i>	<i>2/28/2017</i>	Variance Amt
Operating Expenses			
Accounting Fees	5,465	23,590	(18,125)
Auditing Fees	68,461	33,294	35,168
Legal Fees	305,478	196,643	108,835
Employee Salaries and Benefits	270,309	198,866	71,442
Board and Staff Travel	6,299	7,229	(930)
Office and Related Expenses	17,950	13,380	4,570
Rent	17,773	12,871	4,903
Surety Bonds, Dues, and Trusted Fees	6,800	1,314	5,486
IT Support	16,020	22,152	(6,132)
Website Maintenance	4,420	6,101	(1,681)
Other General Expenses	30,251	45,585	(15,334)
Board Supplies and Expenses	3,566	-	3,566
NETRMA Marketing Expenses	5,835	-	5,835
Total Operating Expenses	758,627	561,024	197,603

Statement of Revenues & Expenses

Toll 49 Operating Expenses YTD

	<i>02/28/2018</i>	<i>2/28/2017</i>	Variance Amt
Toll 49 Operating Expenses			
Project Director	64,668	82,757	(18,089)
General Engineering Consultants	323,840	213,951	109,889
Toll Processing Costs	301,866	355,015	(53,149)
Toll Maintenance Support	132,500	149,383	(16,883)
Toll Operating System Support	72,853	106,945	(34,092)
Roadway Maintenance	450,808	281,662	169,146
Insurance Expense	15,063	13,350	1,713
Total Toll 49 Operating Expenses	1,361,597	1,203,063	158,534

Income Statement

Net Position

	<i>02/28/2018</i>	<i>2/28/2017</i>	Variance Amt
Operating Income (Loss)	3,140,520	3,846,060	(705,540)
Other Income (Expense)			
Interest Income	128,915	38,226	90,689
Income on Investments (Net of Fees)	226,099	188,618	37,482
Interest Expense	(3,204,802)	(3,204,503)	(299)
Depreciation Expense	(2,657,335)	(2,704,751)	47,416
Total Other Income (Expense)	(2,849,788)	(2,977,659)	127,871
Change in Net Position	290,732	868,401	(577,669)
Net Position - Beginning of Year	180,902,713	184,892,517	(3,989,804)
Net Position - End of Year	\$ 181,193,445	\$ 185,760,918	\$ (4,567,473)

Operating Revenues

10/1/2017 through 2/28/18

	Actual YTD	Budget YTD	Variance YTD
Toll revenue - electronic	\$ 3,710,164	\$ 4,285,833	\$ (575,669)
Toll revenue - video	1,550,580	1,865,833	(315,253)
County Contributions			-
Total	5,260,744	6,151,667	(890,923)

Operating Expenses YTD vs. Budget YTD

	Actual YTD	Budget YTD	Variance YTD
Operating Expenses:			
Accounting	5,465	11,333	(5,868)
Auditing	68,461	16,667	51,794
Legal fees	305,478	191,665	113,813
Employee salaries and benefits	270,309	276,808	(6,499)
Board and staff travel	6,299	13,339	(7,040)
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Project development support			-
Surety bonds, dues and trustee funds	6,800	11,042	(4,242)
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Website maintenance	4,420	8,858	(4,438)
Other general expenses	30,251	4,440	25,811
Board Supplies and Expenses	3,566	-	3,566
NETRMA Marketing Expenses	5,835	16,667	(10,832)
Total Operating Expenses	758,627	615,196	143,431

Toll 49 Operating Expenses YTD vs. Budget YTD

	Actual YTD	Budget YTD	Variance YTD
Toll 49 Operating Expenses			
Project director	64,668	37,917	26,751
General engineering consultants	323,840	190,017	133,823
Toll processing costs	301,866	422,985	(121,119)
Toll maintenance support	132,500	166,667	(34,167)
Toll operating system support	72,853	126,777	(53,924)
Roadway maintenance	450,808	436,567	14,241
Insurance expense	15,063	13,333	1,730
Total toll 49 Operating Expenses	1,361,598	1,394,263	(32,665)

Cash Flow

	Actual YTD	Budget YTD	Variance YTD
Operating Income (Loss)	3,140,519	4,142,208	(1,001,689)
+Depreciation expense	2,657,335	2,716,667	(59,332)
Net Operating Cash Flow	5,797,854	6,858,875	(1,061,021)
Other Expenses			
Interest income	128,915	26,901	102,014
Income on investments (net of fees)	226,099	130,833	95,266
Interest Expense	(3,204,802)	(3,778,125)	573,323
Total	(2,849,788)	(3,620,391)	770,603
Cash Flow after Interest Expense	2,948,066	3,238,484	(290,418)

Statement of Net Position - Assets

February 28, 2018

Current Assets		
Cash in Local Operating Fund	\$ 243,549	
Cash - Toll Revenue & Operating Funds	13,796,598	
Cash - Construction Fund	14,959,320	
Construction Fund Investments	35,612,256	
Toll Revenue and Fees Receivable	6,024,273	
Prepaid Insurance and Other	27,740	
Total Current Assets		\$ 70,663,737
Noncurrent Assets		
Cash - Debt Service Reserve Funds	19,910,325	19,910,325
Capitalized Interest Reclassed to Current	(2,286,808)	(2,286,808)
Capital Assets		
Toll 49 - Right of Way	39,798,777	
Toll 49 - Bridges	64,191,695	
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Construction in Process	91,588,184	
Archeological	296,535	
Website and Office Equipment	179,665	
Truck	53,154	
Accumulated Depreciation	(25,967,858)	
Capital Assets Net of Depreciation		308,377,375
TOTAL ASSETS		396,664,629

Statement of Net Position - Liabilities & Net Assets

February 28, 2018

Current Liabilities		
Accounts Payable - General Fund	51,945	
Accounts Payable - Operations and Maintenance Fund	336,834	
Accounts Payable - Construction Fund	8,200,611	
Accounts Payable - Other	71,166	
Accrued Interest Payable	1,275,354	
Total Current Liabilities		\$ 9,935,910
Long Term Liabilities		
Senior Lien Bonds Payable	124,735,000	
Subordinated Lien Bonds Payable	56,615,000	
Unamortized Bond Premiums	26,842,609	
Total		208,192,609
Net Assets		
Invested in Capital Assets	135,054,412	
Net Assets	42,581,699	
Board approved Priority Project Funding 2016	400,000	
Board approved Priority Project Funding 2017	500,000	
Total		178,536,111
TOTAL LIABILITIES AND NET ASSETS		396,664,629

Toll 49 Transactions and
Revenue Report

NET RMA TOLL 49

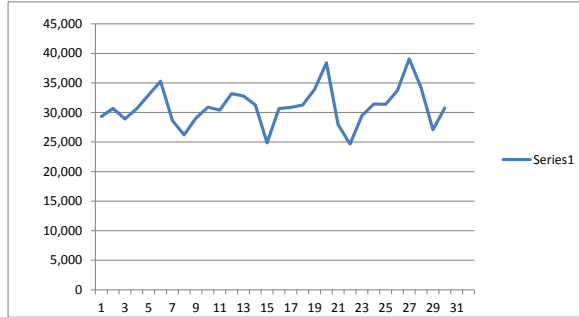
April 2018 DAILY Transactions

DAY	NUMBER
1	29,316
2	30,700
3	28,900
4	30,670
5	32,996
6	35,272
7	28,640
8	26,220
9	29,054
10	30,891
11	30,394
12	33,201
13	32,789
14	31,267
15	24,879
16	30,653
17	30,877
18	31,272
19	33,907
20	38,412
21	27,938
22	24,656
23	29,419
24	31,441
25	31,379
26	33,725
27	39,075
28	34,204
	27,082
	30,777

TOTAL 930,006
Per Day Average 33,214.50

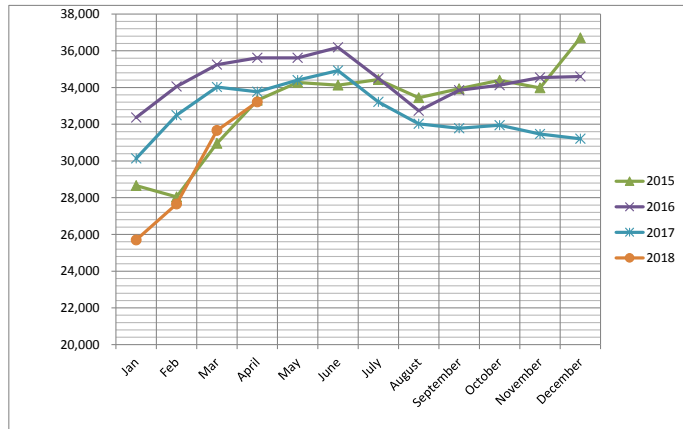
Monthly Averages	2015	2016	2017	2018
Jan	28,658	32,363	30,135	25,698
Feb	28,045	34,051	32,493	27,655
Mar	30,959	35,249	34,023	31,661
April	33,309	35,616	33,771	33,215
May	34,277	35,614	34,407	
June	34,129	36,184	34,922	
July	34,432	34,502	33,209	
August	33,440	32,733	32,026	
September	33,929	33,846	31,779	
October	34,397	34,130	31,950	
November	33,977	34,542	31,471	
December	36,706	34,598	31,209	
Yearly Average	33,022	34,452	32,616	

TRANSACTIONS BY DAY



Year	T&R Projections	Actual
2013	21,280	25,318
2014	23,185	28,712
2015	21,725	33,022
2016	33,500	34,452
2017	35,100	32,616
2018	35,700	

TRANSACTIONS DAILY AVERAGE BY MONTH



Bank of America/Merrill
Lynch Bond Market
Presentation



Board of Directors Meeting Executive Summary	
DATE:	5/8/2018
TYPE:	Board Approval
SUBJECT:	Awarding of Priority Projects for 2018.

RECOMMENDATION

- The Long-Range Planning Committee recommends awarding the 2018 Priority Projects to Bowie County in the amount of \$350,000 and Harrison County in the amount of \$150,000.

BACKGROUND

- The Long-Range Planning Committee received four submittals for the 2018 Priority Projects. These included Bowie County, Harrison County, Kaufman County, and Titus County. The committee met on April 7, 2018 to review the submittals and to recommend to the full board the winning county or counties. Based on this review, the committee recommends the selection of Bowie County in the amount of \$350,000 and Harrison County in the amount of \$150,000 for their respective submittals.

**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE NORTH EAST TEXAS
REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 18-23

WHEREAS, the North East Texas Regional Mobility Authority (“NET RMA”) was created pursuant to the request of Gregg and Smith Counties and in accordance with provisions of the Transportation Code and the petition and approval process established in 43 Tex. Admin. Code § 26.1, *et seq.* (the “RMA Rules”); and

WHEREAS, the Board of Directors of the NET RMA has been constituted in accordance with the Transportation Code and the RMA Rules; and

WHEREAS, subsequent to the initial formation of the NET RMA the Counties of Cherokee, Rusk, Harrison, Upshur, Bowie, Panola, Titus, Van Zandt, Wood, and Kaufman joined the Authority and are represented on the Board of Directors; and

WHEREAS, the Board of Directors recognizes the importance of coordinating planning efforts with officials of the NET RMA member counties; and

WHEREAS, on February 9, 2016, in Resolution No. 16-05, the Board of Directors approved a Project Priority Submittal Form and Project Evaluation Matrix to solicit input from member county officials and to evaluate proposed projects submitted as part of the NET RMA Priority Project Program (the “Program”); and

WHEREAS, the NET RMA currently has \$500,000.00 available from the NET RMA Operating Account to assist in the funding of the development of priority transportation projects selected under the Program (the “2018 Program Grant Funds”); and

WHEREAS, the Long Range Planning Committee has evaluated the projects submitted by member county officials as part of the Program and recommends the selection of the projects shown in Attachment “A” as recipients of the 2018 Program Grant Funds (the “Projects”) in the amounts indicated, which includes \$350,000.00 to Bowie County and \$150,000.00 Harrison County.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of the NET RMA hereby approves the selection of the Projects shown in Attachment “A” as the recipients of 2018 Program Grant Funds in the amounts indicated; and

BE IT FURTHER RESOLVED, that the Board of Directors authorizes the Executive Director or his designee to execute all necessary documents to make the 2018 Program Grant Funds available to the selected recipients for the development of the Projects on a reimbursement basis.

Adopted by the Board of Directors of the North East Texas Regional Mobility Authority on the 8th day of May, 2018.

Submitted and reviewed by:

Approved:

C. Brian Cassidy
General Counsel for the North East
Texas Regional Mobility Authority

Linda Ryan Thomas
Chair, Board of Directors
Date Passed 05/08/18
Resolution No. 18-23

Attachment "A"
Resolution 18-23

2018 Program Grant Fund Recipients

1. Bowie County – Feasibility Study for the proposed I-369 Western Spur - \$350,000
2. Harrison County – US 59/Interstate 369 Marshall Relief Route - \$150,000

Bowie County

Priority Project Submittal Form

Please answer all questions. If you need to attach additional pages, please do so.

1. Name of Project

Feasibility Study for the proposed I-369 Western Spur (new location) connecting existing I-369/US 59 to:

IH 30

US Hwy 82

US Hwy 67 (a designated oversize/overweight corridor)

2. County: Bowie

3. Description of Project:

The purpose of this study is to determine the preliminary feasibility of pursuing an I-369 Western Spur (new location) connecting an existing section of I-369/US 59 to IH 30, US Hwy 82, & US Hwy 67 (Project) that provides freight traffic relief for the Texarkana urban center as well as enhanced connectivity for Red River Army Depot (RRAD), TexAmericas Center (TAC), and the overall I-69 system. Subject to final corridor selection, the length of the proposed Project is estimated to be 10-13 miles. The objectives of the study are to:

- Establish project goals
- Provide a recommended corridor that includes an evaluation of whether the project should be pursued as a formal addition to the I-69/I-369 System
- Identify high-level environment factors
- Provide a traffic analysis that includes detailed freight activity
- Determine the level of public support for the project
- Develop a general cost estimate for the project
- Identify potential revenue sources

The cost of the feasibility study will be \$600,000 - \$800,000. The detail level of the study can be scaled commensurate with the final funding award. The scope of the study will be written to define the project deliverables with a "not to exceed" monetary amount. Local stakeholders will work in concert with the Texarkana Metropolitan Planning Organization (Texarkana MPO) and Texas Department of Transportation (TxDOT) on the details of the feasibility study. This feasibility study will provide local stakeholders and TxDOT with critical information necessary to make informed, data driven decisions. *(See Exhibit #1 – Source: Historical I-69 concept map with Western Spur or "Loop" detail developed from early segment committee meetings).*

4. Reason project is needed:

The proposed Project is needed in order to provide freight traffic relief for the Texarkana urban center, enhanced multi-modal connectivity for RRAD, TAC, and the overall I-69 System by providing increased connectivity between I-369/US 59, IH 30 as well as Hwy 82 and Hwy 67 at the northern most section, or “gateway” to the Texas I-69 System.

5. Describe the benefits of the project:

The I-69 System is a high priority corridor with international significance. Upon completion, it is slated to connect to Mexico, the United States and Canada. The development of the I-69 System in Texas is intended to enhance transportation system operations and safety to accommodate growth and economic development, maintain mobility, address emergency evacuation needs, and facilitate the efficient movement of freight. TxDOT added the entire I-69 System in Texas to the Texas Highway Freight Network in the 2017 Texas Freight Mobility Plan to address current and projected freight demand.

The proposed Project would enhance the overall goals of the I-69 System by ensuring that it directly connects and with key economic, military, and mobility features of the Texarkana region. The Project will help proactively address the anticipated increase in through commerce traffic in the Texarkana urban center which serves as the intersection point for numerous major highways. It will also provide critical support to military and defense missions as well as regional economic development. *(See Exhibit #2 – I-69 System Map, Source: I-69 Implementation Strategy Update Report, February 2018)*

6. Is the project a transportation project?

Yes. This is a transportation project with local, regional, state and federal significance.

7. Describe the regional significance of the project?

The I-69 System is slated to extend through 34 Texas counties located largely in the Eastern region of the state which contains about 1/3 of the Texas population. It will also provide important multi-modal connectivity to the following:

- Interstate highways on the state highway system: I-2, I-10, I-20, I-30, I-35, I-37, I-45
- 14 international border crossings: 4 in Laredo/10 in the Lower Rio Grande Valley
- 2 deep-draft seaports: improved access to interstate system/major markets
- 24 commercial airports: international, national and regional carriers
- Freight rail: Union Pacific Railroad, BNSF Railway, and Kansas City Southern;

numerous short- line railroads

The I-69 system within Texas will eventually extend along the following highways:

U.S. Highway (US) 59 from I-30 in Texarkana to Laredo

US 84 from the Louisiana border to US 59 in Timpson

US 77 from US 59 in Victoria to Brownsville

US 281 from US 59 in George West to I-2 in Pharr

State Highway (SH) 44 from SH 358 in Corpus Christi to US 59 in Freer

SH 550 (formerly Farm to Market Road [FM] 511) from I-69E to SH 48 at the Port of Brownsville

The I-69 System in Texas is being developed through a series of incremental upgrade and relief route projects to bring those highways up to interstate standards. Segment committees have played a key role in providing local stakeholders the opportunity for input into the specific details of the development of I-69 through their respective communities. To date, approximately 161 miles of the I-69 System in Texas have been designated as interstate. Almost 100 miles of the network of highways meet or are being constructed to meet interstate standards.

3.6 miles of US 59 in Texarkana has already been designated I-369 and the final route study for the segment from Texarkana to Queen City is currently underway. The major cities in Cass County have already submitted letters of support to TxDOT for I-69/I-369 route studies. The development of I-69/I-369 enjoys strong support from the local leaders and segment committees in Bowie and Cass Counties due to large part to their understanding of its potential benefit to key economic, military, and mobility features of the region. *(See Exhibit #3 –I-69 System Routes in Texas Map, Source: I-69 Implementation Strategy Update Report, February 2018)*

Key Regional Features

TexAmericas (TAC)

TAC is a 14,000-acre industrial park campus situated within 500 miles of the geographic and population centers of the United States, and within 200 miles of five major cities. TAC is at the crossroads of major highways and within 300 miles of the Gulf of Mexico. It is within three hours of an international airport with easy access to Texarkana's regional airport. TAC is also near the crossroads of several rail systems, including the Kansas City Southern, Union Pacific and Texas Northern and Northeast Railroads. TAC currently has 33 total miles of rail. TAC employs 348 non-government personnel and is home to 28 businesses. The total TAC footprint employs 1,006 personnel including both governmental and non-governmental.

The Riverbend Water Resources District (RWRD) assumed the wet utility operations for TAC and RRAD and has recently committed to \$20 million in water infrastructure improvements which will include a new raw water line to the industrial park that will supply 30 MGD by 2026 and an additional 60 MGD for a total of 90 MGD thereafter. RWRD is also slated to construct a new water treatment facility for the entire region.

TexAmericas Center anticipates significant traffic generators to locate on the property over the next several years and this Project will help move the traffic on and off the industrial park. Traffic generators include large manufacturing facilities, trans-load facilities, and many other industries that have a heavy volume of truck use.

TexAmericas Center property was recently placed in a census tract that is eligible for New Market Tax Credits and was designated by Governor Abbott as an Opportunity Zone. This will expedite the investment onto the property, thus increasing traffic.

Red River Army Depot (RRAD)

The Lone Star Army Ammunition Plant, closed due to previous Base Realignment and Closure (BRAC) processes, and the Red River Army Depot are adjacent Army installations located on nearly 40,000 acres in the heart of Bowie County, Texas. The land was acquired in the late 1930's and developed in the early 1940's as a military ordnance depot, evolving later into two installations serving munitions production/storage and military vehicle maintenance missions. The missions and workloads of RRAD have expanded and contracted throughout its existence in response to the demands of national defense. The Lone Star Plant, as a result of closure, is now part of TAC. However, the RRAD has and continues to rank as the #1 employer in the Metropolitan Statistical Area since recorded history. An annual breakdown of the most recent available data (2016) indicates that RRAD effectively employs approximately 14,549 people including direct and indirect, second and third order effect. Direct annual impact to the 4 states region is \$707.5 million. According to the Texas Comptroller economic standard of revenue, turnover is \$2.3 billion, total economic impact.

An annual breakdown of the most recent available data (2016) indicates that the Direct Economic Impact to the immediate local area is as follows: \$156.7 million in salaries (excluding fringe benefits), \$126.1 million in contracted services, \$352.4 million in supplies and equipment, \$9.0 million in utility charges, & 4.8 million in travel and transportation, & 7.5 million spent by visitors and \$0.51 million net proceeds of timber sales to Bowie County.

RRAD Industrial Defense Complex is made up of 14 tenants in addition to the depot proper. The largest of those tenants is Defense Logistics Agency (DLA) which provides supplies and military equipment to all camps and stations located within the central United States. In FY 2017 DLA received a \$45 million Military Construction Project for additional storage which currently under construction. DLA tries to provide one day service and the proposed Project would tremendously enhance that capability for our troops.

There are 1,426 buildings and structures located on RRAD which yields a total of 8,002,497 Square Feet. The primary purpose of those buildings is for maintenance of military equipment. There are 34.4 miles of railroads and 205 miles of roads that are necessary to carry

out the mission of RRAD. It is a thriving industrial complex that lies directly in the heart of Bowie County and in the Statistical Center of the United States.

RRAD just recently completed a \$54 million MILCON titled the Maneuver Systems Sustainment Center where all Wheeled vehicles needed for the Military Services and National Guards can be totally rebuilt and shipped to posts, camps and stations and overseas to areas of conflict.

RRAD has survived several BRAC processes which are predicated on the value of an installation to the Military. The proposed Project would greatly enhance the ability of the installation to put war material and supplies and personnel into the fight which is one of the major attributes in determining the overall Military Value of an installation

Increased Freight Traffic Capacity in the Texarkana Urban Center

US 59 has been the essential transportation route for the timber industry and others throughout the entire East Texas region for many years. Once converted to I-69/I-369, it will certainly continue to play this role considering that industries were recently successful in preserving the current state weight limits in federal statute.

The Texarkana urban center serves as the intersection point for several major highways including:

IH 30
IH 49
I-369
US 82
US 67
US 71
State Loop 151

Currently, the Average Daily Traffic (ADT) counts on sections of I-369 South of I-30 are almost to saturation peak volume for acceptable level of service for a 4-lane interstate facility (Note: Saturation peak is approximately 40,000 vehicles. *(See Exhibits #4 & #5 – Source: 2016 Atlanta TxDOT District Traffic Map with ADT data noted on Exhibit #5).*

Future connections to the I-69 System such as Toll 49 will only increase North/South through commerce and passenger traffic. This Project would provide a relief route for western bound traffic at this key northern gateway congestion point of I-369.

8. Describe the local community and political support for the project. Please attach any letters of support you might have.

The conceptual Project has enjoyed strong local support from stakeholders such as Bowie County, City of Texarkana, Texas, TAC, Texarkana Chamber of Commerce, and the Texarkana MPO. Please see attached letters of support from local stakeholders.

9. What local financial support is available for the project?

The City of Texarkana, TAC, and Bowie County have funds available in the current fiscal year to collectively fund a \$100,000 local match for the feasibility study, subject to grant approval and final approval of their governing bodies.

TAC and Bowie County can also provide a local in-kind match of \$10-12 million for the development of the Project through the donation of 4.3 miles of the county roadway named, Bowie Parkway, and 600 feet of right-of-way, (300 feet on either side of the roadway) located along the eastern side of the TAC campus.

10. What state/federal financial support likely would be available to develop the project?

Ar-Tex Council of Governments, Texas A&M-Texarkana, Bowie County Judge James Carlow, TxDOT and other local stakeholders in the Texarkana community met and reviewed the 2017 Infrastructure for Rebuilding America (INFRA) Grant. Due to time constraints and other local factors, a collective decision was made to refocus efforts toward applying for the INFRA in 2019. Subject to feasibility findings, funding for the proposed Project will be included in the 2019 grant request.

11. What economic development activities will the project promote?

The Project will promote continued development at TAC and communities along its route. It will ensure RRAD's long-term competitiveness as it competes in future BRAC processes, thus protecting its substantial \$2.3 billion annual economic impact for the entire region. The Project will also provide additional transportation infrastructure to allow the Texarkana urban area the opportunity to reach its full economic potential.

12. What is the current status of the project's development?

The proposed Project has been a part of conceptual plans for many years. TAC continues to consider it in future planning. However, the feasibility study is necessary in order to proceed to the next stage of development and to identify potential revenue sources. (*See Exhibit #6 – Source: TAC Site Map, November 2017*).

The local in-kind match of Bowie Parkway and 600 feet of right-of-way is ready and available.

13. Will the project directly produce revenue?

Subject to feasibility study findings, the project could directly produce revenue.

14. Who can be contacted if additional information is needed?

James Carlow, Bowie County Judge - c/o Administrative Assistant, Deborah Lann
Phone: 903-278-2665
Email: dlann@txkusa.org

Harrison County

Priority Project Submittal Form

1. Name of Project: **US 59/Interstate 369 Marshall Relief Route**, SL 390 (future I-369) from US 80 to IH 20
2. County: Harrison
3. Description of Project: Construct four-lane divided highway to interstate standards for future designation as I-369. Current estimated construction cost: \$154M (includes direct connectors to IH 20). Support and funding from the NETRMA is being sought for the next phase in project development. TxDOT has allocated funds for environmental clearance of the project.
4. Reason project is needed: Federal legislation has authorized the development of the I-69 System in Texas along specified routes, including US 59. US 59 north of Tenaha to I-30 in Texarkana is intended to function as an Interstate spur, I-369. As existing US 59 does not meet interstate standards in this area, a route study was performed for the upgrade of US 59 (future I-369) through Marshall/Harrison County. Through a working group committee, an alignment to the east of Marshall, utilizing much of existing SL 390, was selected as the recommended route to move forward with in development. This project is the first of several segments of the recommended route to be developed in phases. A relief route is needed to accommodate a fully-developed future interstate highway that will serve inter-regional traffic, provide safer travel options in the county, keep up with population and traffic growth, and offer options for emergency evacuation routes. It would also provide new economic development opportunities through access to improved transportation facilities.
5. Describe the benefits the project will produce: This future I-369 will relieve traffic congestion through Marshall, improve safety and mobility, provide for future traffic and freight needs, and support economic development.
6. Is the Project a transportation project? Yes
7. Describe the regional significance of the project. The Marshall Relief Route will be the initial keystone block in the I-69 system in the Northeast Texas segment stretching from Bowie County to Nacogdoches County. Because it will link to I-20 in Harrison County it will be eligible for addition to the Interstate Highway System as soon as it is completed. That will raise the priority funding status of projects to upgrade sections of US 59 in Northeast Texas, accelerating the day when the region is served by a completed north-south interstate highway. The development of the I-69 Corridor in Texas would relieve traffic congestion caused by a growing population, provide safer travel through the state, improve emergency evacuation routes, and support economic development. At present, there are twelve (12) stop lights on the U.S. 59 route through Marshall. Further, Marshall Senior and the new Marshall Junior High Schools are currently served by the over-burdened route through the city.
8. Describe the local community and political support for the project. A working group consisting of local elected leadership and community leaders was utilized to guide the year-long route study, decision-making and selection of the recommended route. A Joint Resolution was passed unanimously by all Counties in the Ark-Tex COG, ETCOG and DETCOG in support of the route through Harrison County. Also see letter of support from the Alliance for I-69 Texas.
9. What local financial support is available for the project? Harrison County will be able to participate in the future funding of right-of-way acquisition through Road and Bridge Fund.

Priority Project Submittal Form

10. What State and/or Federal financial support will likely be available to develop the project? The preliminary engineering costs for development of this project are currently being funded with state funds. Construction of the project will potentially utilize both State and Federal funding, depending on availability.
11. What economic development activities will the project promote? If frontage roads are constructed as part of this project, direct access will be provided to this currently undeveloped area for future development. High quality transportation is necessary for Texas and its communities to compete for new industry and jobs. Access to Interstate highways is a selection factor for businesses considering establishing operations in a community. I-369 will provide access to the Harrison County Airport, existing Industrial Parks and businesses. It will serve as a preferred route for businesses which generate high volumes of freight truck traffic.
12. What is the current status of the project's development? The extension of SL 390 from US 80 to IH 20 is the first segment to be developed as part of the future I-369 corridor in Harrison County. The project is currently in the schematic and environmental phase. A preliminary schematic has been developed and environmental studies are underway. Public meetings are anticipated to be held in late 2018. Upon environmental clearance, the project could move into the next phase of plan development and right of way acquisition. The Marshall Relief Route has been identified as the top priority by the I-69 Advisory Committee established by TxDOT to provide local input about project prioritization for funding from community leaders along the entire I-69 Texas route.
13. Will the project directly produce revenue and if so how? The local tax base will increase as development of business and industry increases along the route.
14. Who can be contacted if additional information is needed? Deanne Simmons, P.E., Director of Transportation Planning & Development, (903)799-1308. Judge Hugh Taylor, Harrison County Judge (903)935-8401 and Roger Beall, P.E. TxDOT (512)486-5154.

Report on Toll 49 Improvement
Project



Board of Directors Meeting Executive Summary	
DATE:	5/8/2018
TYPE:	Board Approval
SUBJECT:	Change Order No. 3 for the relocation of luminaire poles, the reduction of metal beam guard rail, and the addition of fog seal for the Toll 49 Improvement Project

RECOMMENDATION

- Change Order 3 in the amount of an \$116,501.90 reduction.

BACKGROUND

- This change order is necessary to relocate luminaire poles, reduce the amount of metal beam guard rail, and add fog seal.
 - Due to the pavement widening on Segment 3B as part of the project, the distance from the travel lanes to the existing luminaire poles providing roadway lighting was reduced.
 - To protect the traveling public from the poles, guardrail was included in the plans at these locations.
 - During construction, it was determined that the contractor's cost to relocated the luminaire poles was less than the bid received to install the guardrail.
 - In addition, it is recommended that fog seal be added to protect the rumble strips.
- Summary of work items included in change order:
 - Relocation of luminaire poles away from the pavement edge in Segment 3B where pavement widening was performed.
 - The elimination of the guardrail and associated work at these locations.
 - The addition of fog seal.
- This change will decrease the total not to exceed construction contract amount by \$166,501.90 to \$8,165,667.87.
- This change order is recommended by NET RMA staff.

**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE NORTH EAST TEXAS
REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 18-24

WHEREAS, the North East Texas Regional Mobility Authority (“NET RMA”) was created pursuant to the request of Gregg and Smith Counties and in accordance with provisions of the Transportation Code and the petition and approval process established in 43 Tex. Admin. Code § 26.1, *et seq.* (the “RMA Rules”); and

WHEREAS, the Board of Directors of the NET RMA has been constituted in accordance with the Transportation Code and the RMA Rules; and

WHEREAS, subsequent to the initial formation of the NET RMA the Counties of Cherokee, Rusk, Harrison, Upshur, Bowie, Panola, Titus, Van Zandt, Wood, and Kaufman joined the Authority and are represented on the Board of Directors; and

WHEREAS, the NET RMA is responsible for the operation of Toll 49; and

WHEREAS, on February 14, 2017, in Resolution 17-10, the NET RMA Board of Directors authorized the Executive Director to issue an Invitation to Bid for the construction of safety improvements (the “Toll 49 Improvement Project”) and authorized the Executive Director to enter into a contract with the lowest responsible bidder; and

WHEREAS, the Executive Director identified the lowest responsible bidder as IOC Company LLC (“IOC”) and executed the Agreement for the Toll 49 from IH 20 to SH 110 (Segments 1, 2, 3A, 3B, 5) Improvement Project (the “Agreement”) on March 17, 2017, for a price not to exceed \$7,805,960.46; and

WHEREAS, on October 10, 2017, in Resolution No. 17-58, the NET RMA Board of Directors approved Change Order No. 1.0 for an amount not to exceed \$212,693.11; and

WHEREAS, on November 14, 2017, in Resolution No. 17-61, the NET RMA Board of Directors approved Change Order No. 2.0 for an amount not to exceed \$313,516.20; and

WHEREAS, NET RMA consultants have determined that a reduction of metal beam guard fence quantities, luminaire relocation, and fog seal for the Toll 49 Improvement Project are necessary and recommend the approval of Change Order No. 3.0 to the Agreement, attached hereto as Attachment “A”, which reduces the overall authorized amount by \$166,501.90; and

WHEREAS, considering the Agreement, previously approved Change Order Nos. 1.0 and 2.0, and proposed Change Order No. 3.0, the maximum amount to be paid for services under the Agreement is \$8,165,667.87; and

WHEREAS, the NET RMA Board of Directors must approve Change Order No. 3.0 before IOC may proceed to work thereunder; and

WHEREAS, the NET RMA general engineering consultant, RS&H, has represented to the Board of Directors that the work reflected in Change Order No. 3.0 is necessary and appropriate.

BE IT FURTHER RESOLVED, that Board of Directors approves Change Order No. 3.0 in the form or substantially the same form attached hereto as Attachment "A", reducing the overall authorized amount by \$166,501.90; and

BE IT FURTHER RESOLVED, that all work performed under Change Order No. 3.0 shall be subject to the Agreement between the NET RMA and IOC and that no additional work may be undertaken without the specific approval of the Board of Directors.

Adopted by the Board of Directors of the North East Texas Regional Mobility Authority on the 8th day of May, 2018.

Submitted and reviewed by:

Approved:

C. Brian Cassidy
General Counsel for the North East
Texas Regional Mobility Authority

Linda Ryan Thomas
Chair, Board of Directors
Date Passed 05/08/18
Resolution No. 18-24



**Toll 49 Improvements (Segments 1, 2, 3A, 3B, 5)
CHANGE ORDER NO. 3**

Project Information

Project Name	Toll 49 Improvements (Segments 1, 2, 3A, 3B, 5)
Owner	North East Texas Regional Mobility Authority (NET RMA)
Contractor	IOC Company, LLC

Description and Reason for the Change Order

This change order is necessary to incorporate the following changes:

1. The Contractor shall relocate existing luminaires as outlined in the Luminaire Layout provided. Item 416-6029 DRILLED SHAFT LUM 30", Item 610-6004 RELOCATE RD IL ASM T_BASE, and Item 624-6028 REMOVE GROUND BOX are being added to the contract as indicated below.
2. Due to the relocation of the luminaires, added quantities for Item 0618-6023 CONDT (PVC) (SCH 40) (2"), Item 0618-6047 CONDT (PVC) (SCH 80) (2") (BORE), Item 0620-6007 ELEC CONDR (NO.8) BARE and Item 0620-6008 ELEC CONDR (NO.8) INSULATED are being added as indicated below.
3. The luminaire relocations cause a need for the metal beam guard fence (MBGF) shown in the plans in these areas to be modified. Item 540-6001 MTL W-BEAM GD FEN, Item 544-6001 GUARDRAIL END TREATMENT (INSTALL), and Item 432-6045 RIP RAP (MOW STRIP) quantities are being reduced as indicated below.
4. The Contractor shall place fog seal as directed by the NET RMA. Item 310-6006 FOG SEAL (CSS-1H) is added to the contract as indicated below.

SPEC	ITEM	DESCRIPTION	UOM	UNIT PRICE	QUANTITY	TOTAL
416	6029	DRILLED SHAFT LUM 30"	LF	\$259.70	210.00	\$54,537.00
610	6004	RELOCATE RD IL ASM T_BASE	EA	\$1,600.60	16.00	\$25,609.60
624	6028	REMOVE GROUND BOX	EA	\$196.10	5.00	\$980.50
0618	6023	CONDT (PVC) (SCH 40) (2")	LF	\$6.00	2,920.00	\$17,520.00
0618	6047	CONDT (PVC) (SCH 80) (2") (BORE)	LF	\$21.00	105.00	\$2,205.00
0620	6007	ELEC CONDR (NO.8) BARE	LF	\$1.70	3,302.00	\$5,613.40
0620	6008	ELEC CONDR (NO.8) INSULATED	LF	\$1.65	6,604.00	\$10,896.60
540	6001	MTL W-BEAM GD FEN	LF	\$20.00	(5,532.60)	(\$110,652.00)
544	6001	GUARDRAIL END TREATMENT (INSTALL)	EA	\$2,300.00	(20.00)	(\$46,000.00)
432	6045	RIP RAP (MOW STRIP)	CY	\$400.00	(377.18)	(\$150,872.00)
0310	6006	FOG SEAL (CSS-1H)	GAL	\$3.38	7,000.00	\$23,660.00
						(\$166,501.90)

**Toll 49 Improvements (Segments 1, 2, 3A, 3B, 5)
CHANGE ORDER NO. 3**

Price & Budget

The work associated with this change order will REDUCE the Contract Value by a lump sum amount of **(\$166,501.90)**.

Original Bid Amount:	\$7,805,960.46
Previously Approved Change Order Amount:	\$526,209.31
Change Order 3 Amount:	(\$166,501.90)
Contract Max Not to Exceed Amount:	\$8,165,667.87

This amount will not be exceeded without prior authorization from the NET RMA.

Project Schedule

No change in project schedule.

	<u>Substantial Completion</u>	<u>Final Acceptance</u>
	December 6, 2017	February 4, 2018
Change in Days:	0	0
Revised Dates:	n/a	n/a

Signatures

ACCEPTED: IOC Company, LLC	Signature: _____ <div style="text-align: center; margin-left: 100px;">Print Name:</div> Date: _____
ACCEPTED: NET RMA	Signature: _____ <div style="text-align: center; margin-left: 100px;">Chris Miller, Director</div> Date: _____



Board of Directors Meeting Executive Summary	
DATE:	5/8/2018
TYPE:	Board Approval
SUBJECT:	RS&H Supplemental Work Authorization 17.1 for continued CE&I work on the Toll 49 Improvement Project

RECOMMENDATION

- Supplemental Work Authorization 17.1 in the amount not to exceed \$128,263.10.

BACKGROUND

- This supplemental work authorization is necessary for continued CE&I oversight work on the Toll 49 Improvement Project.
 - The amount included in Work Authorization 17 included CE&I oversight services based on the work included in the plans and the proposed project schedule.
 - The original construction schedule anticipated completion of the Toll 49 Improvement Project in December of 2017.
 - Project delays caused an extension to the schedule.
 - The supplemental amount included in Work Authorization 17.1 will allow the CE&I team to continue oversight activities for the project through the end of June 2018.
- A summary of continued CE&I activities per the extended project schedule are as follows:
 - Project Management
(General management, reporting, and coordination)
 - Construction Contract Administration
(Document controls, change order & RFI reviews, schedule evaluations, and payment reviews)
 - Construction Materials Management
(Testing and acceptance of construction materials)
 - Field Observation and Inspection
(Inspection of construction work, environmental protections, and traffic control)
 - Project Close-Out
- This supplemental will increase the total not to exceed Work Authorization amount by \$128,263.10 to \$880,924.61.

**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE NORTH EAST TEXAS
REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 18-25

WHEREAS, the North East Texas Regional Mobility Authority (“NET RMA”) was created pursuant to the request of Gregg and Smith Counties and in accordance with provisions of the Transportation Code and the petition and approval process established in 43 Tex. Admin. Code § 26.1, *et seq.* (the “RMA Rules”); and

WHEREAS, the Board of Directors of the NET RMA has been constituted in accordance with the Transportation Code and the RMA Rules; and

WHEREAS, subsequent to the initial formation of the NET RMA the Counties of Cherokee, Rusk, Harrison, Upshur, Bowie, Panola, Titus, Van Zandt, Wood, and Kaufman joined the Authority and are represented on the Board of Directors; and

WHEREAS, on March 26, 2013, in Resolution No. 13-13, the NET RMA Board of Directors approved the selection of RS&H to serve as one of the general engineering consultants (“GEC”) to the NET RMA and authorized the Chairman to execute an agreement with RS&H for the provision of general consulting civil engineering services; and

WHEREAS, on March 17, 2017, the NET RMA identified the IOC Company as the lowest responsible bidder for the construction of safety improvements on Toll 49 from IH 20 to SH 110, Segments 1, 2, 3A, 3B, and 5 (the “Toll 49 Improvement Project”); and

WHEREAS, on April 11, 2017, in Resolution No. 17-18, the NET RMA Board of Directors approved a scope of services and a budget of \$752,661.51 for construction engineering and inspection services for the Toll 49 Improvement Project; and

WHEREAS, work on the Toll 49 Improvement Project has continued longer than the original estimated schedule; and

WHEREAS, RS&H has developed a proposed scope of services and a budget of \$128,263.10 for continued construction engineering and inspection services for the Toll 49 Improvement Project; and

WHEREAS, a copy of that proposed scope of services and budget is contained in Supplemental Work Authorization No. 17.1, attached hereto as Attachment “A”; and

WHEREAS, the Board of Directors must approve Supplemental Work Authorization No. 17.1 before RS&H may proceed to work thereunder; and

WHEREAS, RS&H has represented to the Board of Directors that the work reflected in Supplemental Work Authorization No. 17.1 is necessary and appropriate.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves Supplemental Work Authorization No. 17.1 in the form attached hereto as Attachment "A", for an amount not to exceed \$128,263.10; and

BE IT FURTHER RESOLVED, that all work performed under Supplemental Work Authorization No. 17.1 shall be subject to the Agreement for General Consulting Civil Engineering Services between the NET RMA and RS&H and that no additional work may be undertaken without the specific approval of the Board of Directors.

Adopted by the Board of Directors of the North East Texas Regional Mobility Authority on the 8th day of May, 2018.

Submitted and reviewed by:

Approved:

C. Brian Cassidy
General Counsel for the North East
Texas Regional Mobility Authority

Linda Ryan Thomas
Chair, Board of Directors
Date Passed 05/08/18
Resolution No. 18-25

APPENDIX D

WORK AUTHORIZATION

WORK AUTHORIZATION NO. 17.1

This Work Authorization is made as of this 8th day of May, 2018 under the terms and conditions established in the AGREEMENT FOR GENERAL CONSULTING ENGINEERING SERVICES, dated as of June 1, 2013 (the "Agreement"), between the North East Texas Regional Mobility Authority ("Authority") and RS&H, Inc. ("GEC"). This Work Authorization is made for the following purpose, consistent with the services defined in the Agreement:

Construction Engineering and Inspection for the Toll 49 IH 20 to SH 110 (Segments 1, 2, 3a, 3b, 5) Improvement Project.

Section A. - Scope of Services

A.1. GEC shall perform the following Services:

As described in Attachment A

A.2. the following Services are not included in this Work Authorization, but shall be provided as Additional Services if authorized or confirmed in writing by the Authority:

N/A

A.3. In conjunction with the performance of the foregoing Services, GEC shall provide the following submittals/deliverables (Documents) to the Authority:

Deliverables will be determined once the specific direction and assignments are made by the Executive Director.

Section B. - Schedule

GEC shall perform the Services and deliver the related Documents (if any) according to the following schedule:

To be determined once specific assignments are made.

Section C. - Compensation

C.1. In return for the performance of the foregoing obligations, the Authority shall pay to the GEC the amount not to exceed \$752,661.51 (previous work authorizations) + \$128,263.10 (WA#17.1) = \$880,924.61 based on the actual rates times the contract multiplier for the staff

utilized to perform the required tasks. Compensation shall be in accordance with the Agreement.

C.2. Compensation for Additional Services (if any) shall be paid by the Authority to the GEC according to the terms of a future Work Authorization.

Section D. - Authority's Responsibilities

The Authority shall perform and/or provide the following in a timely manner so as not to delay the Services of the GEC. Unless otherwise provided in this Work Authorization, the Authority shall bear all costs incident to compliance with the following:

To be determined once specific assignments are made under A.3.

Section E. - Other Provisions

The parties agree to the following provisions with respect to this specific Work Authorization:

N/A

Except to the extent expressly modified herein, all terms and conditions of the Agreement shall continue in full force and effect.

Authority: North East Texas Regional
Mobility Authority

GEC: RS&H, INC.

By: _____

By: _____

Signature: _____

Signature: _____

Title: _____

Title: _____

Date: _____

Date: _____

NORTH EAST TEXAS REGIONAL MOBILITY AUTHORITY

WORK AUTHORIZATION NO. 17.1

RS&H

ATTACHMENT A

SERVICES TO BE PROVIDED BY GEC

General

The work to be performed by the General Engineering Consultant (GEC) will include project management and Construction Engineering and Inspection (CEI) services necessary to continue overseeing the construction of the Toll 49 from IH20 to SH 110 Improvement Project per the extended construction schedule and supporting reporting efforts. The services will entail those professional services and associated deliverables required to complete the oversight activities associated with the management of the construction contract. Services include: Project Management, Construction Contract Administration, Construction Materials Management, Field Observation and Inspection, and Project Closeout Administration as described in Attachment A of Work Authorization 17.

The GEC will be the single point of contact between the NETRMA and Contractor, acting as an extension of NETRMA staff by providing qualified technical and professional personnel to perform the duties and responsibilities assigned under the terms of this Agreement. CEI services provided by the GEC will not relieve the Contractor of sole responsibility for the means and methods of construction, or for health or safety precautions in connection with the work under the construction contract. No negligence will be attributed to the GEC based upon any acts or omissions of the Contractor or its Sub-Contractor.

LIST OF ASSUMPTIONS

A. Project Scope

The services provided by the GEC as described in this Work Authorization are based upon the Project scope as defined in the proposal documents, specifications and Change Orders 1 through 3.

B. Project Schedule

The services provided by the GEC as described in this Work Authorization are based upon the Engineer's time determination schedule. Factors that affect the budget of this Work Authorization include:

- Construction completed by May 31, 2018
- 30 days for project close out

Attachment B – Fee Estimate

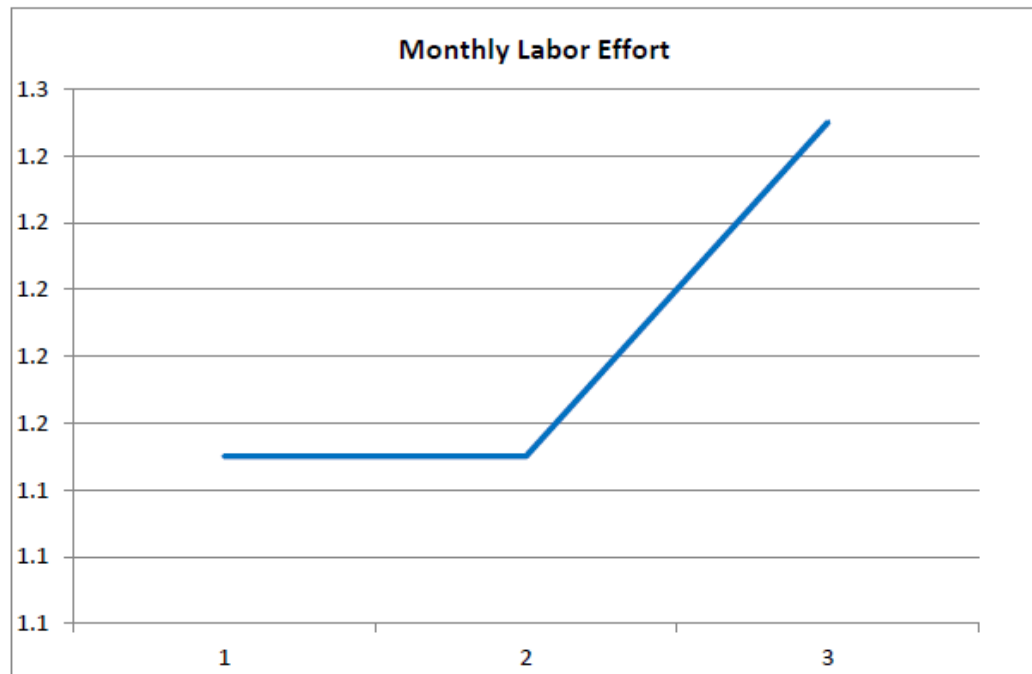
CE&I

NETRMA Toll 49 Improvements (Segments 1, 2, 3A, 3B and 5) SUPPLEMENTAL - WO 17.1						2019												Total Months	Total Hours	20% OT	Total Costs
						F	M	A	M	J	J	A	S	O	N	D					
Construction																					
Project Closeout																					
CEI Services																					
CEI Services																					
Position (Office)	Direct	OH	Profit	Multiplier	Effective Rate		1	3	4												
PM / Resident Engineer	\$ 85.58	1.17	0.12	2.43376	\$ 208.28		0.40	0.40	0.25									1.05	185	\$ 38,490.36	
Record Keeper / Office Engineer	\$ 51.21	1.17	0.12	2.43376	\$ 124.63		0.25	0.25	0.50									1.00	176	\$ 21,935.38	
																				\$ -	
Position (Office)	Direct	OH	Profit	Multiplier	Effective Rate		2	3	4												
Project Engineer	\$ 39.00	1.17	0.12	2.43376	\$ 94.92		0.5	0.5	0.5									1.5	264	\$ 25,057.99	
Chief Inspector	\$ 37.80	1.17	0.12	2.43376	\$ 92.00		1.0	1.0	1.0									3.0	528	\$ 58,288.75	
Subtotal					FTE	0.0	0.0	1.2	1.2	1.3	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	
																		1153		Total Labor	\$ 143,772.48
																				Direct Expense	\$ 9,000.00
																				Materials Testing*	\$ 60,000.00
																				Total	\$ 212,772.48

ASSUMPTIONS

- Construction completed by end of May 2018
- Project Closeout 30 days, (1 Months)
- 1 Man-Month = 176 Hrs

Estimate Breakdown		
RS&H	\$ 152,772.48	72%
ALLIANCE (Materials Test)	\$ 60,000.00	28%
Total	\$ 212,772.48	



WO 17 Budget	\$ 752,661.52
Invoice thru (03-31-2018)	\$ 668,152.14
WO 17 Remaining	\$ 84,509.38
TOTAL ESTIMATE	\$ 128,263.10

METHOD OF PAYMENT: OTHER DIRECT EXPENSES

PRIME PROVIDER NAME: RS&H, Inc.

PROJECT NAME/CSJ: NETRMA Toll 49 Improvements (Segment 1, 2, 3A, 3B and 5)

METHOD OF PAYMENT: OTHER DIRECT EXPENSES

OTHER DIRECT EXPENSES (RS&H, Inc.)	# OF UNITS	UNIT	Fixed	Total Cost
4x4 Construction Truck (Includes operation, and maintenance costs; Insurance costs will not be reimbursed) (2 trucks @ 3 months)	6	month	\$1,500.00	\$9,000.00
SUBTOTAL OTHER DIRECT EXPENSES				\$9,000.00

Report on Construction of
Segment 4 of Toll 49

Report on Change Orders
Approved by Executive
Director



Board of Directors Meeting Executive Summary	
DATE:	5/8/2018
TYPE:	Board Approval
SUBJECT:	Change Order No. 22 for additional compensation for the Toll 49 Segment 4 Project

RECOMMENDATION

- Change Order 22 in the amount not to exceed \$452,290.44.

BACKGROUND

- This change order is necessary to add the placement of concrete pavement sections at the gantry locations.
 - Treadles are sensors in the surface layers of pavement at toll gantries that provide axle counts for passing vehicles. When work is performed on the pavement, the treadles must be removed and replaced.
 - Concrete paving has a longer life cycle than asphalt, which needs overlay and/or once course surface treatment activities to maintain the riding surface.
 - Concrete paving at the toll gantries will eliminate the need for replacing treadles during future asphalt overlay and once course surface treatment activities.
 - Comparable treadle replacement costs for Segment 3B (one main lane gantry, two ramp gantries) are approximately \$115k (2016 costs).
- Summary of work items included in change order:
 - Concrete pavement will be 9”.
 - Asphalt in place will be removed where the concrete pavement will be placed along with an additional 10’ on either side to make sure adequate compaction is reached and lower lifts of asphalt can be properly tied into the concrete pavement.
 - The concrete pavement will serve as the riding surface.
- This change will increase the total not to exceed construction contract amount by \$452,290.44 to \$78,994,653.38.
- This change order is recommended by NET RMA staff due to long-term maintenance savings.

**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE NORTH EAST TEXAS
REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 18-26

WHEREAS, the North East Texas Regional Mobility Authority (“NET RMA”) was created pursuant to the request of Gregg and Smith Counties and in accordance with provisions of the Transportation Code and the petition and approval process established in 43 Tex. Admin. Code § 26.1, *et seq.* (the “RMA Rules”); and

WHEREAS, the Board of Directors of the NET RMA has been constituted in accordance with the Transportation Code and the RMA Rules; and

WHEREAS, subsequent to the initial formation of the NET RMA the Counties of Cherokee, Rusk, Harrison, Upshur, Bowie, Panola, Titus, Van Zandt, Wood, and Kaufman joined the Authority and are represented on the Board of Directors; and

WHEREAS, the NET RMA is currently pursuing the development of Segment 4 of Toll 49 (the “Project”); and

WHEREAS, on March 1, 2016, in Resolution No. 16-21, the Board of Directors authorized the Interim Executive Director to enter into a contract (the “Agreement”) for the construction of the Project with Webber, LLC (“Webber”) in the amount of \$68,760,000.00; and

WHEREAS, on June 14, 2016, in Resolution No. 16-63, the NET RMA Board of Directors approved Change Order No. 1.0 to the Agreement with no financial impact; and

WHEREAS, on October 11, 2016, in Resolution No. 16-91, the NET RMA Board of Directors approved Change Order No. 2.0 to the Agreement for an amount not to exceed \$26,247.38; and

WHEREAS, on October 11, 2016, in Resolution No. 16-92, the NET RMA Board of Directors approved Change Order No. 3.0 to the Agreement for an amount not to exceed \$17,257.93; and

WHEREAS, on October 11, 2016, in Resolution No. 16-93, the NET RMA Board of Directors approved Change Order No. 4.0 to the Agreement for an amount not to exceed \$156,926.00; and

WHEREAS, on February 14, 2017, in Resolution No. 17-12, the NET RMA Board of Directors approved Change Order No. 5.0 to the Agreement for an amount not to exceed \$100,000.00; and

WHEREAS, on June 13, 2017, in Resolution No. 17-31, the NET RMA Board of Directors ratified Change Order Nos. 6.0 through 8.0 to the Agreement for a total aggregate amount not to exceed \$42,229.88; and

WHEREAS, on August 8, 2017, in Resolution No. 17-38, the NET RMA Board of Directors approved Change Order No. 9.0 to the Agreement for an amount not to exceed \$304,851.40; and

WHEREAS, on August 8, 2017, in Resolution 17-39, the NET RMA Board of Directors approved Change Order No. 10.0 to the Agreement for an amount not to exceed \$200,000.00; and

WHEREAS, on August 8, 2017, in Resolution 17-40, the NET RMA Board of Directors approved Change Order No. 11.0 to the Agreement for an amount not to exceed \$4,389,160.65; and

WHEREAS, on September 13, 2017, in Resolution 17-50, the NET RMA Board of Directors approved Change Order No. 12.0 to the Agreement for an amount not to exceed \$1,078,075.83; and

WHEREAS, on September 13, 2017, in Resolution 17-51, the NET RMA Board of Directors approved Change Order No. 13.0 to the Agreement for an amount not to exceed \$493,609.77; and

WHEREAS, on January 9, 2018, in Resolution, 18-02, the NET RMA Board of Directors approved Change Order No. 14.0 to the Agreement for an amount not to exceed \$2,660,075.00; and

WHEREAS, on March 20, 2018, in Resolution 18-18, the NET RMA Board of Directors approved Change Order No. 19.0 to the Agreement for an amount not to exceed \$100,000.00; and

WHEREAS, on March 20, 2018, in Resolution 18-19, the NET RMA Board of Directors approved Change Order No. 20.0 to the Agreement for an amount not to exceed \$67,382.19; and

WHEREAS, Section 28 of the Bylaws of the North East Texas Regional Mobility Authority and Resolution No. 17-32, dated June 13, 2017, the NET RMA Executive Director may approve change orders under \$50,000.00, and pursuant to that authority the Executive Director has approved and executed Change Order Nos. 15.0, 16.0, 17.0, 18.0, and 21.0 for an aggregate amount not to exceed \$146,546.91; and

WHEREAS, the NET RMA general engineering consultant, RS&H, has recommended the approval of Change Order No. 22.0 to the Agreement, attached hereto as Attachment "A", to provide for construction of concrete pavement at toll zones on Segment 4 of Toll 49, for an amount not to exceed \$452,290.44; and

WHEREAS, considering the Agreement, previously approved Change Orders Nos. 1.0 through 21.0, and proposed Change Order No. 22.0, the maximum amount to be paid for services under the Agreement is \$78,994,653.38; and

WHEREAS, the NET RMA Board of Directors must approve Change Order No. 22.0 before Webber may proceed to work thereunder; and

WHEREAS, the NET RMA general engineering consultant, RS&H, has represented to the Board of Directors that the work reflected in Change Order No. 22.0 is necessary and appropriate.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves Change Order No. 22.0 in the form or substantially the same form attached hereto as Attachment "A", for an amount not to exceed \$452,290.44; and

BE IT FURTHER RESOLVED, that all work performed under Change Order No. 22.0 shall be subject to the Agreement between the NET RMA and Webber and that no additional work may be undertaken without the specific approval of the Board of Directors.

Adopted by the Board of Directors of the North East Texas Regional Mobility Authority on the 8th day of May, 2018.

Submitted and reviewed by:

Approved:

C. Brian Cassidy
General Counsel for the North East
Texas Regional Mobility Authority

Linda Ryan Thomas
Chair, Board of Directors
Date Passed 05/08/18
Resolution No. 18-26



TOLL 49 SEGMENT 4 IMPROVEMENTS

CHANGE ORDER NO. 22

Project Information	ISSUANCE DATE: 04/27/2018
Project Name	Toll 49 Segment 4 Improvements
CSJ	3487-01-017, 3487-01-018
Owner	North East Texas Regional Mobility Authority (NET RMA)
Description and Reason for the Change Order	

This change order is necessary to add the placement of concrete pavement sections at the gantry locations.

- Bar 'd' will be substituted with option #1 supplied by the GFRP manufacturer
- Both ends of the concrete pavement limits will include the angled sleeper slab as both ends of the concrete pavement will tie into asphalt. No sleeper slabs will be required.
- Concrete pavement will be 9" and the 1" asphalt bond breaker will be eliminated and replaced with 6 mil poly.
- Dowel baskets (non ferrous) that place dowels at a height of 5" to the center of the dowel can be used in the 9" concrete pavement
- GFRP deformed bar mat will be left 2-3" from each joint line
- Concrete panel length of 15' will be allowed with one short panel to make up the difference in length required by the drawing
- Asphalt in place will be removed where the concrete pavement will be placed along with an additional 10' on either side to make sure adequate compaction is reached and lower lifts of asphalt can be properly tied into the angled sleeper slab. This portion of asphalt in the two lower lifts will be placed by hand methods with the top lift being placed with a paver to tie into the concrete pavement. The concrete pavement will serve as the riding surface.
- GFRP reinforcing price is firm until 5/16/18. After that a new price will need to be figured.

Price & Budget

The work associated with this change order will increase the Contract Value by a maximum amount of **\$452,290.44**.

Original Bid Amount:	\$ 68,760,000.00
Previously Approved Change Orders:	\$9,782,362.94
<u>Change Order 22 Amount:</u>	<u>\$ 452,290.44</u>
Contract Max Not to Exceed Amount:	\$ 78,994,653.38

This amount will not be exceeded without prior authorization from the NET RMA.

TOLL 49 PAVEMENT REPAIRS and IMPROVEMENTS PROJECT

CHANGE ORDER NO. 22

For TxDOT/NET RMA/FHWA use only:	
Days FHWA Non-Participating: CO Portion FHWA Non-Participating:	n/a \$ 0.00
Project Schedule	
Substantial Completion Date: Final Acceptance Date:	02-06-2019 06-06-2019
Signatures	
ACCEPTED: Webber, LLC	Signature: _____ Josh Goyne, Vice President – North Texas Date: _____
APPROVED: NET RMA	Signature: _____ Chris Miller, Director Date: _____



Board of Directors Meeting Executive Summary	
DATE:	5/8/2018
TYPE:	Board Approval
SUBJECT:	Change Order No. 23 for additional compensation for the Toll 49 Segment 4 Project

RECOMMENDATION

- Change Order 23 in the amount not to exceed \$71,420.24.

BACKGROUND

- This change order is necessary to relocate a stream channel from CD-17 to CD-18 due to its proximity to one of the column footings for the Toll 49 mainline bridge over Interstate 20.
 - An existing stream has realigned itself and is now flowing towards a bridge footing.
 - The stream will eventually undermine the footing if the issue is not addressed.
 - Since this is a protected stream, we must follow USACE requirements in relocating the channels including special seeding and soil stabilization techniques.
 - The alternative to this relocation would be mitigation, which is very costly for stream beds.
- A summary of work items is as follows:
 - Reorient the stream per the plan drawings provided at the directed cross section
 - Seed the slopes and surrounding area with a Southern Riparian Mix
 - Install erosion control matting on the slopes of the stream to protect the slopes.
 - Install COIR erosion control logs for support at the toe of the streams banks.
 - Install sediment control fence at the top of the slope to prevent runoff from the surrounding area.
 - Reforest the stream banks with live stakes at a planting density of around 600 per acre.
- Approval of this change order is recommended to protect the footing of the bridge from the stream.
- This change will increase the total not to exceed construction contract amount by \$71,420.24 to \$79,066,073.62.

**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE NORTH EAST TEXAS
REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 18-27

WHEREAS, the North East Texas Regional Mobility Authority (“NET RMA”) was created pursuant to the request of Gregg and Smith Counties and in accordance with provisions of the Transportation Code and the petition and approval process established in 43 Tex. Admin. Code § 26.1, *et seq.* (the “RMA Rules”); and

WHEREAS, the Board of Directors of the NET RMA has been constituted in accordance with the Transportation Code and the RMA Rules; and

WHEREAS, subsequent to the initial formation of the NET RMA the Counties of Cherokee, Rusk, Harrison, Upshur, Bowie, Panola, Titus, Van Zandt, Wood, and Kaufman joined the Authority and are represented on the Board of Directors; and

WHEREAS, the NET RMA is currently pursuing the development of Segment 4 of Toll 49 (the “Project”); and

WHEREAS, on March 1, 2016, in Resolution No. 16-21, the Board of Directors authorized the Interim Executive Director to enter into a contract (the “Agreement”) for the construction of the Project with Webber, LLC (“Webber”) in the amount of \$68,760,000.00; and

WHEREAS, on June 14, 2016, in Resolution No. 16-63, the NET RMA Board of Directors approved Change Order No. 1.0 to the Agreement with no financial impact; and

WHEREAS, on October 11, 2016, in Resolution No. 16-91, the NET RMA Board of Directors approved Change Order No. 2.0 to the Agreement for an amount not to exceed \$26,247.38; and

WHEREAS, on October 11, 2016, in Resolution No. 16-92, the NET RMA Board of Directors approved Change Order No. 3.0 to the Agreement for an amount not to exceed \$17,257.93; and

WHEREAS, on October 11, 2016, in Resolution No. 16-93, the NET RMA Board of Directors approved Change Order No. 4.0 to the Agreement for an amount not to exceed \$156,926.00; and

WHEREAS, on February 14, 2017, in Resolution No. 17-12, the NET RMA Board of Directors approved Change Order No. 5.0 to the Agreement for an amount not to exceed \$100,000.00; and

WHEREAS, on June 13, 2017, in Resolution No. 17-31, the NET RMA Board of Directors ratified Change Order Nos. 6.0 through 8.0 to the Agreement for a total aggregate amount not to exceed \$42,229.88; and

WHEREAS, on August 8, 2017, in Resolution No. 17-38, the NET RMA Board of Directors approved Change Order No. 9.0 to the Agreement for an amount not to exceed \$304,851.40; and

WHEREAS, on August 8, 2017, in Resolution 17-39, the NET RMA Board of Directors approved Change Order No. 10.0 to the Agreement for an amount not to exceed \$200,000.00; and

WHEREAS, on August 8, 2017, in Resolution 17-40, the NET RMA Board of Directors approved Change Order No. 11.0 to the Agreement for an amount not to exceed \$4,389,160.65; and

WHEREAS, on September 13, 2017, in Resolution 17-50, the NET RMA Board of Directors approved Change Order No. 12.0 to the Agreement for an amount not to exceed \$1,078,075.83; and

WHEREAS, on September 13, 2017, in Resolution 17-51, the NET RMA Board of Directors approved Change Order No. 13.0 to the Agreement for an amount not to exceed \$493,609.77; and

WHEREAS, on January 9, 2018, in Resolution, 18-02, the NET RMA Board of Directors approved Change Order No. 14.0 to the Agreement for an amount not to exceed \$2,660,075.00; and

WHEREAS, on March 20, 2018, in Resolution 18-18, the NET RMA Board of Directors approved Change Order No. 19.0 to the Agreement for an amount not to exceed \$100,000.00; and

WHEREAS, on March 20, 2018, in Resolution 18-19, the NET RMA Board of Directors approved Change Order No. 20.0 to the Agreement for an amount not to exceed \$67,382.19; and

WHEREAS, on May 8, 2018, in Resolution 18-26, the NET RMA Board of Directors approved Change Order No. 22.0 to the Agreement for an amount not to exceed \$452,290.44; and

WHEREAS, Section 28 of the Bylaws of the North East Texas Regional Mobility Authority and Resolution No. 17-32, dated June 13, 2017, the NET RMA Executive Director may approve change orders under \$50,000.00, and pursuant to that authority the Executive Director has approved and executed Change Order Nos. 15.0, 16.0, 17.0, 18.0, and 21.0 for an aggregate amount not to exceed \$146,546.91; and

WHEREAS, the NET RMA general engineering consultant, RS&H, has recommended the approval of Change Order No. 23.0 to the Agreement, attached hereto as Attachment "A", to provide for realigning and relocating the stream channel on Segment 4 of Toll 49, for an amount not to exceed \$71,420.24; and

WHEREAS, considering the Agreement, previously approved Change Orders Nos. 1.0 through 22.0, and proposed Change Order No. 23.0, the maximum amount to be paid for services under the Agreement is \$79,066,073.62; and

WHEREAS, the NET RMA Board of Directors must approve Change Order No. 23.0 before Webber may proceed to work thereunder; and

WHEREAS, the NET RMA general engineering consultant, RS&H, has represented to the Board of Directors that the work reflected in Change Order No. 23.0 is necessary and appropriate.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves Change Order No. 23.0 in the form or substantially the same form attached hereto as Attachment "A", for an amount not to exceed \$71,420.24; and

BE IT FURTHER RESOLVED, that all work performed under Change Order No. 23.0 shall be subject to the Agreement between the NET RMA and Webber and that no additional work may be undertaken without the specific approval of the Board of Directors.

Adopted by the Board of Directors of the North East Texas Regional Mobility Authority on the 8th day of May, 2018.

Submitted and reviewed by:

Approved:

C. Brian Cassidy
General Counsel for the North East
Texas Regional Mobility Authority

Linda Ryan Thomas
Chair, Board of Directors
Date Passed 05/08/18
Resolution No. 18-27



TOLL 49 SEGMENT 4 IMPROVEMENTS

CHANGE ORDER NO. 23

Project Information	ISSUANCE DATE: 04/27/2018
Project Name	Toll 49 Segment 4 Improvements
CSJ	3487-01-017, 3487-01-018
Owner	North East Texas Regional Mobility Authority (NET RMA)
Description and Reason for the Change Order	

This change order is necessary to relocate the stream channel from CD-17 to CD-18 due to its proximity to one of the column footings for the Toll 49 mainline bridge that spans over Interstate 20. This work includes the following:

1. Orient the stream per the plan drawings provided at the directed cross section
2. Seed the slopes and surrounding area with a Southern Riparian Mix
3. Install erosion control matting on the slopes of the stream to protect. Mats will be of the COIR 700 variety
4. Install COIR erosion control logs for support at the toe of the streams banks.
5. Install sediment control fence at the top of the slope to prevent runoff from the surrounding area
6. Reforest the stream banks with live stakes at a planting density of around 600 per acre.

Price & Budget

The work associated with this change order will increase the Contract Value by a maximum amount of **\$71,420.24**.

Original Bid Amount:	\$ 68,760,000.00
Previously Approved Change Orders:	\$ 10,234,653.38
<u>Change Order 23 Amount:</u>	<u>\$ 71,420.24</u>
Contract Max Not to Exceed Amount:	\$ 79,066,073.62

This amount will not be exceeded without prior authorization from the NET RMA.

TOLL 49 PAVEMENT REPAIRS and IMPROVEMENTS PROJECT

CHANGE ORDER NO. 23

For TxDOT/NET RMA/FHWA use only:	
Days FHWA Non-Participating: CO Portion FHWA Non-Participating:	n/a \$ 71,420.24
Project Schedule	
Substantial Completion Date: Final Acceptance Date:	02-06-2019 06-06-2019
Signatures	
ACCEPTED: Webber, LLC	Signature: _____ Josh Goyne, Vice President – North Texas Date: _____
APPROVED: NET RMA	Signature: _____ Chris Miller, Director Date: _____



Board of Directors Meeting Executive Summary	
DATE:	5/8/2018
TYPE:	Board Approval
SUBJECT:	Approval of Supplemental Work Authorization 10.1 for Lightning Protection System Installation with Kapsch TrafficCom, North America

RECOMMENDATION

Approval of Supplemental Work Authorization 10.1 with Kapsch TrafficCom, North America for the installation of lightning protection systems at the toll zones on the Segment 4 Project in the amount of \$98,502.00.

BACKGROUND

- This work is required to shield sensitive toll equipment from severe weather in the region, including lightening associated with severe thunderstorms.
- The lightning protection system will not prevent a lightning strike, but is designed to provide some protection to the equipment should a strike occur.
- This work authorization includes the burial of lightning protection conductors, ground rods, and ground wells at the mainline toll gantry and northbound entrance and southbound exit ramp locations for SH 49, Segment 4.
- Installation will be installed prior to the toll collection system installation.
- Installation of the Lightning Protection System will be in accordance with NEC and NFPA 780
- Final clean-up will be conducted at the conclusion of the installation.
- The cost includes materials, equipment, and labor in the amount of \$98,502.00
- Costs for this installation are accounted for in overall project budget, under the toll integration category

**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE NORTH EAST TEXAS
REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 18-28

WHEREAS, the North East Texas Regional Mobility Authority (“NET RMA”) was created pursuant to the request of Gregg and Smith Counties and in accordance with provisions of the Transportation Code and the petition and approval process established in 43 Tex. Admin. Code § 26.1, *et seq.* (the “RMA Rules”); and

WHEREAS, the Board of Directors of the NET RMA has been constituted in accordance with the Transportation Code and the RMA Rules; and

WHEREAS, subsequent to the initial formation of the NET RMA the Counties of Cherokee, Rusk, Harrison, Upshur, Bowie, Panola, Titus, Van Zandt, Wood, and Kaufman joined the Authority and are represented on the Board of Directors; and

WHEREAS, in Resolution No. 11-05, dated February 28, 2011, following a thorough and fair procurement process, the NET RMA Board of Directors approved the selection of Telvent USA Corporation, now known as Kapsch Trafficcom Transportation, North America (“Kapsch”), as the best qualified firm to serve as toll systems integrator to the NET RMA and authorized the Chairman or his designee to negotiate and execute an agreement with Kapsch for the provision of such services (the “Agreement”); and

WHEREAS, the Agreement was subsequently executed effective September 2, 2011; and

WHEREAS, the Agreement may be amended from time to time through work authorizations agreed upon by the NET RMA and Kapsch; and

WHEREAS, on April 14, 2016, in Resolution No. 16-62, the NET RMA Board of Directors approved Work Authorization No. 10 to provide for toll system implementation support on Segment 4 of Toll 49 (the “Project”); and

WHEREAS, the NET RMA and Kapsch have agreed to a supplemental work authorization to provide for the installation of lightning protection systems at the toll zones on the Project; and

WHEREAS, Kapsch has developed a proposed scope of services and a budget of \$98,502.00 for the work; and

WHEREAS, a copy of that proposed scope of services and budget is contained in Supplemental Work Authorization No. 10.1, attached hereto as Attachment “A”; and

WHEREAS, the Board of Directors must approve Supplemental Work Authorization No. 10.1 before Kapsch may proceed to work thereunder; and

WHEREAS, Kapsch has represented to the Board of Directors that the work reflected in Supplemental Work Authorization No. 10.1 is necessary and appropriate.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves Supplemental Work Authorization No. 10.1 in the form attached hereto as Attachment "A", for an amount not to exceed \$98,502.00; and

BE IT FURTHER RESOLVED, that all work performed under Supplemental Work Authorization No. 10.1 shall be subject to the Agreement for Toll System Integration Services between the NET RMA and Kapsch and that no additional work may be undertaken without the specific approval of the Board of Directors.

Adopted by the Board of Directors of the North East Texas Regional Mobility Authority on the 8th day of May, 2018.

Submitted and reviewed by:

Approved:

C. Brian Cassidy
General Counsel for the North East
Texas Regional Mobility Authority

Linda Ryan Thomas
Chair, Board of Directors
Date Passed 05/08/18
Resolution No. 18-28

WORK AUTHORIZATION

WORK AUTHORIZATION NO. 10.1

This Work Authorization is made as of this 8th day of May, 2018 under the terms and conditions established in the AGREEMENT FOR TOLL SYSTEM IMPLEMENTATION AND MAINTENANCE, dated as of September 2, 2011, (the “Agreement”), between the North East Texas Regional Mobility Authority (“Authority”) and Kapsch TrafficCom Transportation, North America, (“Kapsch”). This Work Authorization is made for the following purpose, consistent with the services defined in the Agreement:

Lightning Protection System Installation for Mainline and Ramp locations for Toll 49, Segment 4.

Section A. - Scope of Services

A.1. Kapsch shall perform the following Services:

Installation of a lightning protection system including the burial of lightning protection conductors, ground rods, and ground wells at the mainline toll gantry and northbound entrance and southbound exit ramp locations for Toll 49, Segment 4 as described further in Attachment A.

A.2. the following Services are not included in this Work Authorization, but shall be provided as Additional Services if authorized or confirmed in writing by the Authority:

N/A

A.3. In conjunction with the performance of the foregoing Services, Kapsch shall provide the following submittals/deliverables (Documents) to the Authority:

N/A

Section B. - Schedule

Kapsch shall perform the Services and deliver the related Documents (if any) according to the following schedule:

The schedule will be finalized as part of project management to meet the finalization of the construction schedule.

Section C. - Compensation

C.1. In return for the performance of the foregoing obligations, the Authority shall pay to Kapsch the amount not to exceed \$1,440,026.69 (previous work authorizations) + \$98,502.00 (WA#10.1) = \$1,538,528.69 based on the pricing included in Attachment A. Compensation shall be in accordance with the Agreement.

C.2. Compensation for Additional Services (if any) shall be paid by the Authority to the Kapsch according to the terms of a future Work Authorization.

Section D. - Authority’s Responsibilities

The Authority shall perform and/or provide the following in a timely manner so as not to delay the Services of the Kapsch. Unless otherwise provided in this Work Authorization, the Authority shall bear all costs incident to compliance with the following:

Perform review and oversight of lightning protection system installation

Section E. - Other Provisions

The parties agree to the following provisions with respect to this specific Work Authorization:

N/A

Except to the extent expressly modified herein, all terms and conditions of the Agreement shall continue in full force and effect.

Authority: North East Texas Regional
Mobility Authority

Contractor: Kapsch TrafficCom Transportation, NA

By: _____

By: _____

Signature: _____

Signature: _____

Title: _____

Title: _____

Date: _____

Date: _____

Attachment A





Request for Quote

Version 1.1



NET RMA Toll 49 – Segment 4 Lightning Protection System Installation



April 17, 2018

	Request for Quote	
	NET RMA Toll 49 – Segment 4 Lightning Protection System Installation	

Change Request Description

Request ID	NET RMA RFQ-01
Request Date	
System Module	TCS
Change Type	Installation
Description	
Provide material and labor quote to install the Lightning Protection System on NETRMA Toll 49 – Segment 4. Lightning Protection System designed by others. Solution drawings provided by NET RMA.	
Affected Project	
<input checked="" type="checkbox"/> Segment 4 <input type="checkbox"/> Toll 49	
Affected Requirements	
N/A	
Affected System Processes:	
N/A	
Description of the Solution	
<p>The project in summary is to provide a Lightning Protection System for the Mainline and Ramps for the SH 49 segment 4 TCS installation.</p> <p>The Project proposes the following be conducted at the Mainline and Ramp Locations for SH 49 Segment 4:</p> <ul style="list-style-type: none"> Burial of Lightning Protection Conductors, Ground Rods, and Ground Wells. Installation of the Lightning Protection System in accordance with NEC and NFPA 780. Conduct Final Clean Up at the conclusion of the installation. 	
Impact	<input checked="" type="checkbox"/> High <input type="checkbox"/> Medium <input type="checkbox"/> Low
Total	
Quantity	1

	Task / Materials / Equipment / Labor	Price
1	Install Lightning Protection – Mainline Toll Gantry	
	<i>Material</i>	\$15,515.00
	<i>Labor</i>	\$9,668.00
	Total:	\$25,183.00
2	Install Grounding per provided design – Mainline	
	<i>Material</i>	\$7,403.00
	<i>Labor</i>	\$4,934.00
	Total:	\$12,338.00

	Request for Quote	
	NET RMA Toll 49 – Segment 4 Lightning Protection System Installation	



3	Install Lightning Protection – NB Exit Ramp Toll Gantry	
	<i>Material</i>	\$11,135.00
	<i>Labor</i>	\$7,017.00
	Total:	\$18,153.00
4	Install Grounding per provided design – NB Exit Ramp	
	<i>Material</i>	\$7,403.00
	<i>Labor</i>	\$4,934.00
	Total:	\$12,338.00
5	Install Lightning Protection – SB Entrance Ramp Toll Gantry	
	<i>Material</i>	\$11,135.00
	<i>Labor</i>	\$7,017.00
	Total:	\$18,153.00
6	Install Grounding per provided design – SB Entrance Ramp	
	<i>Material</i>	\$7,403.00
	<i>Labor</i>	\$4,934.00
	Total:	\$12,338.00
Total Price		\$98,502.00

Unit Price	\$98,502.00
Effort (hours)	
Budget Note	
Planned Date	This will be installed prior to Toll Collection System installation.
Responsible	KTC

Client Acceptance:	
Client name	
Date	
Signature	
Kapsch Acceptance	
Name	
Date	
Signature	

1 Reference Documents

Drawings provided by NETRMA/Atkins.

	Request for Quote	
	NET RMA Toll 49 – Segment 4 Lightning Protection System Installation	

2 Document Version History

Version	Created	Created by	Comments
1.1	04/17/2018	Randy Herrell	Initial Submission based on e-mail and drawings provided by NETRMA.



Board of Directors Meeting Executive Summary	
DATE:	5/8/2018
TYPE:	Board Approval
SUBJECT:	Interlocal Agreement with CTRMA for Toll Processing and Collection Services

RECOMMENDATION

- Approve an Interlocal Agreement with Central Texas Regional Mobility Authority ("CTRMA") for Toll Processing and Collection Services

BACKGROUND

- On November 6, 2012 in Resolution No. 12-34, the NET RMA Board of Directors approved the entry into an interlocal agreement with the CTRMA providing toll processing services to the NET RMA.
- On September 22, 2015, in Resolution No. 15-33, the NET RMA Board of Directors extended the interlocal agreement with CTRMA.
- The NET RMA Board of Directors believes that the NET RMA continues to benefit from the provision of toll processing services by the CTRMA and therefore desires to enter into a new interlocal agreement with the CTRMA providing that CTRMA, independently and by and through its consultants, provide toll processing services to the NET RMA under the terms reflected therein.

**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE NORTH EAST TEXAS
REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 18-29

WHEREAS, the North East Texas Regional Mobility Authority (“NET RMA”) was created pursuant to the request of Gregg and Smith Counties and in accordance with provisions of the Transportation Code and the petition and approval process established in 43 Tex. Admin. Code § 26.1, *et seq.* (the “RMA Rules”); and

WHEREAS, the Board of Directors of the NET RMA has been constituted in accordance with the Transportation Code and the RMA Rules; and

WHEREAS, subsequent to the initial formation of the NET RMA the Counties of Cherokee, Rusk, Harrison, Upshur, Bowie, Panola, Titus, Van Zandt, Wood, and Kaufman joined the Authority and are represented on the Board of Directors; and

WHEREAS, the Central Texas Regional Mobility Authority (“CTRMA”) was created pursuant to the request of Travis and Williamson Counties and in accordance with provisions of the Transportation Code and the petition and approval process established in the RMA Rules; and

WHEREAS, Chapter 791 of the Texas Government Code provides that any one or more public agencies may contract with each other for the performance of governmental functions or services in which the contracting parties are mutually interested; and

WHEREAS, Section 370.033 of the Transportation Code provides that regional mobility authorities may enter into interlocal agreements with other governmental entities; and

WHEREAS, on November 6, 2012 in Resolution No. 12-34, the NET RMA Board of Directors approved the entry into an interlocal agreement with the CTRMA providing toll processing services to the NET RMA; and

WHEREAS, on September 22, 2015, in Resolution No. 15-33, the NET RMA Board of Directors extended the interlocal agreement with CTRMA; and

WHEREAS, CTRMA has entered into a new agreement with a new consultant to provide toll processing and collection services (the “Consultant Contract”); and

WHEREAS, the NET RMA Board of Directors believes that the NET RMA continues to benefit from the provision of toll processing services by the CTRMA and therefore desires to enter into a new interlocal agreement with the CTRMA for toll processing and collection services, independently and by and through its Consultant Contract, to the NET RMA under the terms reflected therein; and

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves the entry into the Interlocal Agreement between the NET RMA and CTRMA, attached hereto as Attachment "A"; and

BE IT FURTHER RESOLVED, that the Executive Director is authorized to execute the Interlocal Agreement between the NET RMA and CTRMA on behalf of the NET RMA.

Adopted by the Board of Directors of the North East Texas Regional Mobility Authority on the 8th day of May, 2018.

Submitted and reviewed by:

Approved:

C. Brian Cassidy
General Counsel for the North East
Texas Regional Mobility Authority

Linda Ryan Thomas
Chair, Board of Directors
Date Passed: 05/08/18
Resolution No. 18-29



Board of Directors Meeting Executive Summary	
DATE:	5/8/2018
TYPE:	Board Approval
SUBJECT:	Interlocal Agreement with Upshur County for Gilmer Loop Study

RECOMMENDATION

- Authorize the Executive Director to negotiate and execute an interlocal agreement with Upshur County for project development related services of the Gilmer Loop Study utilizing the Priority Project Funds for an amount not to exceed \$250,000.00.

BACKGROUND

- On May 9, 2017, in Resolution No. 17-23, the NET RMA Board of Directors selected Upshur County as a recipient of \$250,000.00 of the 2017 Priority Project Program grant funds (the "Priority Project Funds"), with such funds to be used for a feasibility study of the Gilmer Loop (the "Gilmer Loop Study")
- Upshur County has requested that the NET RMA conduct the Gilmer Loop Study utilizing the Priority Project Funds
- Chapter 791 of the Texas Government Code and Section 370.033 of the RMA Act authorize the NET RMA and Upshur County to enter into an agreement for project development related services for the Gilmer Loop Study utilizing the Priority Project Funds

**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE NORTH EAST TEXAS
REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 18-30

WHEREAS, the North East Texas Regional Mobility Authority (“NET RMA”) was created pursuant to the request of Gregg and Smith Counties and in accordance with provisions of the Transportation Code and the petition and approval process established in 43 Tex. Admin. Code § 26.1, *et seq.* (the “RMA Rules”); and

WHEREAS, the Board of Directors of the NET RMA has been constituted in accordance with the Transportation Code and the RMA Rules; and

WHEREAS, subsequent to the initial formation of the NET RMA the Counties of Cherokee, Rusk, Harrison, Upshur, Bowie, Panola, Titus, Van Zandt, Wood, and Kaufman joined the Authority and are represented on the Board of Directors; and

WHEREAS, on May 9, 2017, in Resolution No. 17-23, the NET RMA Board of Directors selected Upshur County as a recipient of \$250,000.00 of the 2017 Priority Project Program grant funds (the “Priority Project Funds”), with such funds to be used for a feasibility study of the Gilmer Loop (the “Gilmer Loop Study”); and

WHEREAS, Upshur County has requested that the NET RMA conduct the Gilmer Loop Study utilizing the Priority Project Funds; and

WHEREAS, Chapter 791 of the Texas Government Code provides that any one or more public agencies may contract with each other for the performance of governmental functions or services in which the contracting parties are mutually interested; and

WHEREAS, Section 370.033 of the RMA Act provides that regional mobility authorities may enter into interlocal agreements with other governmental entities for project development related services; and

WHEREAS, the Board of Directors now desires to enter into an interlocal agreement with Upshur County to provide project development related services for the Gilmer Loop Study utilizing the Priority Project Funds.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of the NET RMA hereby authorizes the Executive Director to negotiate and execute an interlocal agreement with Upshur County for project development related services of the Gilmer Loop Study utilizing the Priority Project Funds for an amount not to exceed \$250,000.00.

Adopted by the Board of Directors of the North East Texas Regional Mobility Authority on the 8th day of May, 2018.

Submitted and reviewed by:

Approved:

C. Brian Cassidy
General Counsel for the North East
Texas Regional Mobility Authority

Linda Ryan Thomas
Chair, Board of Directors
Date Passed 05/08/18
Resolution No. 18-30



Board of Directors Meeting Executive Summary	
DATE:	5/8/2018
TYPE:	Board Approval
SUBJECT:	Approval of Atkins WA #21 for the Gilmer Loop Study

RECOMMENDATION

Approval of Work Authorization #21 with Atkins North America, Inc. to support the Gilmer Loop Study in an amount not to exceed \$250,000.

BACKGROUND

- Work Authorization #21 provides for the first phase of the US 271 Feasibility Study intended to determine transportation needs in the area, characterize the environmental setting within the segment limits, incorporate stakeholder input, and establish study area limits for the next phase of the feasibility study in the Gilmer area.
- This Work Authorization includes but is not limited to the following tasks:
 - Project Management activities to include providing a Project Management Plan and QA/QC Plans, all management of work activities, project schedules, maintaining a project file, and coordinating and attending project status and applicable Commissioners Court meetings;
 - Preparation of a Purpose and Need Technical Memorandum submitted to the NETRMA to include:
 - Data collection for all available work plans, airport data, historic planning data, projected traffic volumes, and crash data, signal timing plans, field investigation, and other relevant data;
 - Traffic analysis including review of traffic data and studies, coordination with MPOs for regional data, evaluation of existing traffic conditions and long-term transportation operations, and submitting a Traffic Technical Memorandum to the NETRMA;
 - Identifying social, economic, and environmental studies by collecting and processing relevant data and eliciting public involvement;
 - Establishing a study area for the next phase of the US 271 Feasibility Study

**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE NORTH EAST TEXAS
REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 18-31

WHEREAS, the North East Texas Regional Mobility Authority (“NET RMA”) was created pursuant to the request of Gregg and Smith Counties and in accordance with provisions of the Transportation Code and the petition and approval process established in 43 Tex. Admin. Code § 26.1, *et seq.* (the “RMA Rules”); and

WHEREAS, the Board of Directors of the NET RMA has been constituted in accordance with the Transportation Code and the RMA Rules; and

WHEREAS, subsequent to the initial formation of the NET RMA the Counties of Cherokee, Rusk, Harrison, Upshur, Bowie, Panola, Titus, Van Zandt, Wood, and Kaufman joined the Authority and are represented on the Board of Directors; and

WHEREAS, on March 26, 2013, in Resolution 13-13, the NET RMA Board of Directors approved the selection of Atkins North America (“Atkins”) to serve as one of the general engineering consultants (“GEC”) to the NET RMA and authorized the Chairman to execute an agreement with Atkins for the provision of general consulting civil engineering services; and

WHEREAS, Atkins has developed a proposed scope of services and a budget of \$250,000.00 for support of the Gilmer Loop Study; and

WHEREAS, a copy of that proposed scope of services and budget is contained in Work Authorization No. 21.0, attached hereto as Attachment “A”; and

WHEREAS, the Board of Directors must approve Work Authorization No. 21.0 before Atkins may proceed to work thereunder; and

WHEREAS, Atkins has represented to the Board of Directors that the work reflected in Work Authorization No. 21.0 is necessary and appropriate.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of the NET RMA hereby approves Work Authorization No. 21.0 in the form attached hereto as Attachment “A”, for an amount not to exceed \$250,000.00; and

BE IT FURTHER RESOLVED, that all work performed under Work Authorization No. 21.0 shall be subject to the Agreement for General Consulting Civil Engineering Services between the NET RMA and Atkins and that no additional work may be undertaken without the specific approval of the Board of Directors.

Adopted by the Board of Directors of the North East Texas Regional Mobility Authority on the 8th day of May, 2018.

Submitted and reviewed by:

Approved:

C. Brian Cassidy
General Counsel for the North East
Texas Regional Mobility Authority

Linda Ryan Thomas
Chair, Board of Directors
Date Passed 05/08/18
Resolution No. 18-31

WORK AUTHORIZATION

WORK AUTHORIZATION NO. 21

This Work Authorization is made as of this 8th day of May, 2018, under the terms and conditions established in the AGREEMENT FOR GENERAL CONSULTING ENGINEERING SERVICES, dated as of June 01, 2013 (the "Agreement"), between the North East Texas Regional Mobility Authority ("Authority") and **ATKINS NORTH AMERICA, INC.**, ("GEC"). This Work Authorization is made for the following purpose, consistent with the services defined in the Agreement:

US 271 Gilmer Feasibility Study

Section A. - Scope of Services

A.1. GEC shall perform the following Services:

See Exhibit B – Scope of Services.

A.2. The following Services are not included in this Work Authorization, but shall be provided as Additional Services if authorized or confirmed in writing by the Authority.

(none anticipated).

A.3. In conjunction with the performance of the foregoing Services, GEC shall provide the following submittals/deliverables (Documents) to the Authority:

GEC shall submit technical reports, studies, designs, schedules, cost estimates, meeting support documents, Board meeting presentations and other deliverables in printed and/or electronic format, as requested by the NET RMA.

Section B. - Schedule

GEC shall perform the Services and deliver the related Documents (if any) according to the following schedule:

This Work Authorization shall be effective from May 8, 2018 to December 30, 2018.

Section C. - Compensation

C.1. In return for the performance of the foregoing obligations, the Authority shall pay to the GEC the amount not to exceed \$ 250,000, based on the attached fee estimate.

See Exhibit D – Fee Schedule.

C.2. Compensation for Additional Services (if any) shall be paid by the Authority to the GEC according to the terms of a future Work Authorization.

Section D. - Authority's Responsibilities

The Authority shall perform and/or provide the following in a timely manner so as not to delay the Services of the GEC. Unless otherwise provided in this Work Authorization, the Authority shall bear all costs incident to compliance with the following:

Provision of support documents and prompt response to inquiries as requested by the GEC.

Section E. - Other Provisions

The parties agree to the following provisions with respect to this specific Work Authorization:

(none anticipated)

Except to the extent expressly modified herein, all terms and conditions of the Agreement shall continue in full force and effect.

Authority: North East Texas Regional
Mobility Authority
By: Chris Miller
Signature: _____
Title: Executive Director
Date: _____

GEC:
By: Thomas W. Lowe
Signature: _____
Title: VP, Division Manager
Date: _____

EXHIBIT A SERVICES TO BE PROVIDED BY THE NETRMA

The NETRMA will communicate with local, regional and other governmental agencies as required.

The NETRMA will be responsible for the following:

1. Identifying and inviting public officials and other potential stakeholders to participate in project related activities and informational briefing, as applicable;
2. Reviewing, approving, and providing the NETRMA stationary and signatures for all official correspondence with public officials and agencies;
3. Speaking to public officials and media representatives;
4. Reviewing and commenting on draft deliverables, and providing final approval of documents and other items as identified in Exhibit B.

Resource Information

1. Agencies.
 - AASHTO - American Association of State Highway and Transportation Officials
 - TxDOT - Texas Department of Transportation
2. Terms.
 - BRINSAP - Bridge Inventory, Inspection, and Appraisal Program
 - GEC – General Engineering Consultant
 - GIS - geographic information system
 - MPO - Metropolitan Planning Organization
 - NETRMA – Northeast Texas Regional Mobility Authority
 - PMP - Project Management Plan
 - QA/QC – Quality Assurance/Quality Control
 - SAM - Statewide Analysis Model
 - SH - State Highway
 - TDM - Travel Demand Model
 - US - United State Highway

EXHIBIT B
SERVICES TO BE PROVIDED BY THE GEC

US 271 Feasibility Study

The GEC shall conduct the first phase of a U.S. Highway 271 (US 271) Feasibility Study. This phase of study is intended to:

- Determine the transportation purpose and needs along US 271 in the Gilmer area from 3 miles south of the US 271/SH 155 south junction to 3 miles north of the US 271/SH 155 north junction, including transportation related problems, goals, and objectives.
- Characterize the environmental setting within the limits from 3 miles south of the US 271/SH 155 south junction to 3 miles north of the US 271/SH 155 north junction and 4 miles east and 4 miles west of US 271. The environmental features to be identified include sensitive and regulated environmental and community features including existing land use and planned developments, that could influence the development of potential transportation solutions.
- Incorporate stakeholder input to identify transportation related problems, goals, and objectives and sensitive environmental and community features, as well as current land use and future planned developments.
- Establish the study area limits for the next phase of the feasibility study that will involve developing and evaluation potential transportation solutions to address identified US 271 project purpose and need in the Gilmer area.

This project shall be developed in compliance with applicable Federal and State regulations.

Activities include the following TASKS:

Task 1: Project Management

The GEC shall manage all project activities and work. The GEC shall provide continuous project coordination and administration; preparation of progress reports, invoices and billings; meetings and coordination activities; preparation of meeting minutes; and other project management activities specified by the NETRMA. The GEC shall meet the deliverable expectations established by the work authorization and outlined in the approved Work Plan.

- 1.1 Project Management Plan (PMP) and QA/QC Plan (QA/QC Plan) – The GEC shall prepare a US 271 Feasibility Study PMP and QA/QC Plan for the first phase. Activities shall include:
 - Defining the team organization, roles and responsibilities, procedures, and processes.
 - Outlining coordination and communication procedures, deliverables, quality control processes, filing protocols, project close-out information, and other important operational information pertaining to GEC, NETRMA, TxDOT, and Federal collaboration.
- 1.2 Management of work activities – The GEC shall manage all project activities and work to assure they are in accordance with Federal and State statutes, regulations, guidelines and the State’s latest codes, practices, criteria, specifications, policies, procedures, and environmental toolkits as identified under each task as well as on schedule within project scope and budget. Activities shall include:
 - Scheduling project meetings, assisting the NETRMA in preparing correspondence with internal and external parties, organizing and maintaining project file and technical support data file.
- 1.3 Project schedule – The GEC shall maintain a project schedule for the duration of the project to focus on key milestones and critical path. It shall depict the order and interdependence of various tasks, subtasks, milestones, and deliverables. Progress will be reviewed by the NETRMA during coordination meetings

EXHIBIT B SERVICES TO BE PROVIDED BY THE GEC

and should reviews indicate a substantial change in progress, the schedule will be updated by the GEC as necessary. Any issues that need resolution or action items will be identified in the progress report.

- 1.4 Invoice preparation and submittal – The GEC shall prepare invoices and progress reports for the project, as required by and in a format acceptable to the NETRMA.
- 1.5 Coordination meetings – The GEC shall conduct up to four (4) on-line coordination meetings to review project status, including; development of meeting agenda with input from the NETRMA, documentation of meeting attendees and preparation and distribution of meeting minutes.
- 1.6 Project File – The GEC shall assemble and maintain the project file (electronic and hard copy). The project file and complete index shall be delivered to the NETRMA at project close out or as directed by the NETRMA.
- 1.7 Kick-off Meeting–The GEC shall meet with the NETRMA for a study kick-off meeting via conference call or Webex. Activities shall include:
 - a. Prepare meeting sign-in sheets, agenda, handouts, and exhibits (aerial map, etc.)
 - b. Develop draft meeting notes and submit to the NETRMA for review and comment. Address NETRMA comments and compile final meeting notes.
 - c. Develop action item list and reconcile progress made on action items at the follow-up conference call or Webex.
- 1.8 NETRMA Commissioner Court Meeting - The GEC shall attend the NETRMA Commissioner’s Court meeting on May 15, 2018 and make a formal presentation (Microsoft PowerPoint) to brief them on the project including:
 - a. Qualifications of the firm and staff working on the project
 - b. History of similar projects.
 - c. Scope of work to be conducted.

DELIVERABLES:

The GEC shall provide both original and processed data to the NETRMA on a compact disk or other approved medium. Deliverables applicable to this task are listed below.

- Invoices and monthly progress reports
- Project file with index

Task 2: Purpose and Need, Data Collection, Traffic Analysis and Documentation

The GEC shall conduct the first phase of a feasibility study that includes the collection of data and traffic analysis for US 271 at Gilmer, Texas. The GEC shall identify the project purpose and need and document the results in a Purpose and Need Technical Memorandum.

The GEC shall perform the following activities as part of this task:

2.1 Data Collection:

- a. The GEC will contact the Texas Department of Transportation (TxDOT) and other entities on behalf of the NETRMA to obtain the following:
 - All available work plans, mapping, geographic information system (GIS) files, as-built plans, Bridge Inventory, Inspection, and Appraisal Program (BRINSAP) data, DCIS data, studies,

EXHIBIT B SERVICES TO BE PROVIDED BY THE GEC

reports, plans, drawings, and other documents which are applicable as background information to be used in the performance of the work.

- Airport related data, as available.
 - City of Gilmer and Upshur County land use planning documents.
 - Historic traffic counts, Longview and Tyler Metropolitan Planning Organization (MPO) Travel Demand Models (TDM), most recent version of the Statewide Analysis Model (SAM).
 - Projected traffic volumes, and crash data, as needed, to supplement analyses and forecasting to be performed by the GEC.
 - Signal Timing Plans along the US 271 within the City of Gilmer
 - Any relevant transportation improvement plans and previous and ongoing studies for the City of Gilmer and Upshur County.
 - Any other available traffic data including turning movement counts, 24-hour counts, OD data, and truck data.
- b. The GEC will conduct a field investigation of the existing US 271 alignment and the surrounding area to determine field conditions including photographic record of notable existing features. This field investigation will be limited to accessible areas within the existing right-of-way. Inventoried features and conditions will be incorporated into the project Geographic Information Systems (GIS) database.

2.2 Traffic Analyses:

- a. Compile, review, and organize the collected traffic data and studies provided by the NETRMA or from other sources.
- b. Coordinate with appropriate MPOs to obtain the latest available regional TDMs and any other available data such as land use, socioeconomic, and roadway system for a defined study area.
- c. Examine and analyze the model and data received from the MPOs.
- d. Obtain and review supplemental data including (SAM, TxDOT traffic counts, and other data available) within a defined study area based on the most current available information.
- e. Evaluate existing traffic and safety conditions on US 271 and identify current mobility problems and areas with higher than average crash rates, including contributing factors. Consideration should be given to local, regional, and TxDOT plans as well as truck movements through and around the city. Consideration should also be given to known environmental constraints.
- f. Evaluate long-term transportation conditions and operations (i.e. congestion, travel time, truck and through traffic patterns, and local/regional access needs) in the study area based on travel and truck demand over a study horizon year. Consideration should be given to local, regional, and TxDOT plans. Consideration should also be given to known environmental constraints.
- g. Document all traffic analyses in a Traffic Technical Memorandum.
- h. Distribute draft technical memorandum to the NETRMA for internal review.
- i. Address comments and finalize the Traffic Technical Memorandum and submit electronic copy to the NETRMA.

2.3 Project Purpose and Need

- a. Review traffic analyses and assess the US 271 transportation conditions and operations as the basis for the identification and formulation of mobility, congestion, access, and safety problem statements.
- b. Submit draft problem statements to the NETRMA for internal review and address comments.
- c. Prepare for the presentation of the draft problem statements to stakeholders to receive input on the identified transportation problems as well as on any other potential transportation problems, goals, and objectives.
- d. Refine problem statements based on stakeholder input.
- e. Prepare draft Purpose and Need technical memorandum.

EXHIBIT B
SERVICES TO BE PROVIDED BY THE GEC

- f. Distribute draft Purpose and Need technical memorandum to the NETRMA for internal review.
- g. Address comments and finalize the Purpose and Need Technical Memorandum and submit electronic copy to the NETRMA.

DELIVERABLES:

The GEC shall provide both original and processed data to the NETRMA on a compact disk or other approved medium. Deliverables applicable to this task are listed below:

- Draft and Final Purpose and Need Technical Memorandum
- Draft and Final Traffic Technical Memorandum

Task 3: Social, Economic and Environmental Studies and Public Involvement

The GEC shall identify and map environmental features and other constraints to establish the environmental setting and conduct an informational briefing to solicit stakeholder input.

The GEC shall perform the following activities as part of this task:

- 3.1 Environmental, Community and Planning Features –The GEC shall collect and process environmental data. This effort will include the following:
 - a. Review of past study data.
 - b. Conduct windshield survey.
 - c. Collect secondary source environmental data including but not limited to land use, developed areas, property lines, floodplains, wetlands, utilities, oil and gas wells, and other features such as airport attributes that could influence the development of transportation solutions.
 - d. Prepare a draft environmental features map including secondary source data depicting the study area and environmental features that could influence the development of transportation solutions.
 - e. Prepare for the presentation of the draft environmental features map to stakeholders to receive input on the identified features including additional features, existing land use, and planned development.
 - f. Refine the environmental features map based on stakeholder input.
 - g. Prepare an Environmental Technical Memorandum to summarize all environmental feature findings in establishing the environmental setting for the project.
 - h. Distribute draft technical memorandum to the NETRMA for internal review.
 - i. Address comments and finalize the Environmental Technical Memorandum and submit electronic copy to the NETRMA.
- 3.2 Website Update Materials: - The GEC shall develop materials and create a webpage on the NETRMA website. The webpage will include information about the US 271 Feasibility Study activities and results.
- 3.3 Stakeholder Contact List –The GEC shall work closely with the NETRMA and TxDOT Atlanta District to create and maintain a stakeholder contact list for the US 271 Feasibility Study. This effort will include the following:
 - a. Creation and maintenance of a stakeholder contact list including:
 - Key stakeholders (elected and public officials, transportation organizations, Independent School Districts, City of Gilmer staff, Upshur County staff, etc.)
 - Other interested stakeholders

EXHIBIT B
SERVICES TO BE PROVIDED BY THE GEC

3.4 City of Gilmer and Upshur County Staff Meetings:

- a. The GEC shall conduct two (2) individual stakeholder meetings in the Gilmer area with (1) City of Gilmer staff and (2) with Upshur County staff. The purpose of the meetings is to discuss and gain advance information from attendees on:
 - Transportation related problems, goals, and objectives.
 - Traffic/travel patterns and access needs.
 - Sensitive environmental and community features, as well as current land use and future planned developments that could influence the development of transportation solutions.
 - Discuss traffic and travel patterns and access needs.
- b. The GEC shall:
 - Provide for meeting logistics and supplies.
 - Attend and conduct the meeting.
 - Develop meeting materials including but not limited to:
 - Sign-in sheets
 - Agenda
 - Exhibits/Display Boards (as applicable)
 - Handouts
 - Develop draft meeting notes and submit to the NETRMA for review and comment. Address NETRMA comments and compile final meeting notes.

3.5 Stakeholder Informational Briefing:

- a. The GEC shall conduct and attend an informational briefing in the Gilmer area with stakeholders and elected officials. The purpose of the briefing is to discuss and gain input from attendees on:
 - Transportation related problems, goals, and objectives.
 - Traffic/travel patterns and access needs.
 - The draft project need and purpose.
 - Sensitive environmental and community features, as well as current land use and future planned developments that could influence the development of transportation solutions.
- b. The GEC shall:
 - Provide review materials and goals and objectives questionnaire to stakeholders via mail or email in advance of the briefing.
 - Provide for meeting logistics and supplies.
 - Attend and conduct the meeting.
 - Develop briefing materials including but not limited to:
 - Sign-in sheets
 - Agenda
 - Presentation
 - Exhibits/Display Boards (as applicable)
 - Handouts
 - Develop draft meeting notes and submit to the NETRMA for review and comment. Address NETRMA comments and compile final meeting notes.

DELIVERABLES:

The GEC shall provide both original and processed data to the NETRMA on a compact disk or other approved medium. Deliverables applicable to this task are listed below.

- Draft and Final Environmental Technical Memorandum

EXHIBIT B
SERVICES TO BE PROVIDED BY THE GEC

Task 4: Establish Study Area for the Next Phase of the US 271 Feasibility Study

The GEC shall work closely with the NETRMA to establish the study area limits for the next phase of the feasibility study that will involve developing and evaluating potential transportation solutions to address the identified US 271 project purpose and need in the Gilmer area.

The GEC shall perform the following activities as part of this task:

4.1 Meet with NETRMA and TxDOT staff to discuss the range of potential solutions for which the aerial extent of the study area would need to cover. Consideration will be given to the purpose and need of the project and the environmental constraints identified on the environmental features map that may influence the type and locations of potential transportation solutions. The GEC shall:

- Provide for meeting logistics and supplies.
- Attend and conduct the meeting.
- Develop meeting materials including but not limited to:
 - Sign-in sheets
 - Agenda
 - Exhibits/Display Boards (as applicable)
 - Handouts
- Develop draft meeting notes and submit to the NETRMA for review and comment. Address NETRMA comments and compile final meeting notes.

4.2 Prepare electronic GIS files and pdf of the study area.

DELIVERABLES:

The GEC shall provide both original and processed data to the NETRMA on a compact disk or other approved medium. Deliverables applicable to this task are listed below.

- Study Area GIS Files and PDF

ATKINS

Atkins North America

Cost Proposal - By Task

WA 21: US 271 Feasibility Study
NET RMA

Exhibit D - P100056385

Submittal Date: May-08-2018

Task ID	Description	Price
10	Project Management	30,662.12
20	Purpose and Need, Data Collection, Traffic Analysis and Documentation	110,657.08
30	Social, Economic and Environmental Studies and Public Involvement	94,718.33
40	Establish Study Area for the Next Phase of the US 271 Feasibility Study	13,773.13
Total Extended Price		\$249,810.67

ATKINS

Atkins North America

Cost Proposal - Detail

WA 21: US 271 Feasibility Study
NET RMA

Exhibit D - P100056385

Submittal Date: May-08-2018

Task#	Resource Category	Description	O/H Pool	Rate	Unit	Qty	Extended Price
10	Project Management						

Labor

Project Director	Home	233.65	Hr	-	-	
Project Director	Home	248.61	Hr	-	-	
Sr Engineer IV	Home	253.99	Hr	42.0	10,667.74	
Technical Manager I	Home	171.39	Hr	24.0	4,113.42	
Sr Engineer III	Home	181.13	Hr	-	-	
Sr Planner I	Home	112.13	Hr	2.0	224.27	
Scientist I	Home	63.23	Hr	-	-	

Labor Total						187	30,285.12
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10	Project Management Total						30,662.12
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20	Purpose and Need, Data Collection, Traffic Analysis and Documentation						
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Labor

Project Director	Home	233.65	Hr	-	-	
Project Director	Home	248.61	Hr	-	-	
Sr Engineer IV	Home	253.99	Hr	26.0	6,603.84	
Technical Manager I	Home	171.39	Hr	140.0	23,994.92	
Sr Engineer III	Home	181.13	Hr	52.0	9,419.00	
Sr Planner I	Home	112.13	Hr	200.0	22,426.72	
Scientist I	Home	63.23	Hr	-	-	

Labor Total						800	109,614.08
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ODCs							-
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CADD & CADD Supplies		-	-	-	-	
Copies & Prints		-	-	-	-	
Shipping & Postage		-	-	-	-	

Travel							508.00
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Mileage		-	-	-	-	
Car Rental		65.0	-	-	-	
Meals		46.0	-	8.0	368.00	

ATKINS

Atkins North America

Cost Proposal - Detail

WA 21: US 271 Feasibility Study
NET RMA

Exhibit D - P100056385

Submittal Date: May-08-2018

Task#	Resource Category	Description	O/H Pool	Rate	Unit	Qty	Extended Price
		Gas		3.5	-	40.0	140.00
Subcontract and Expenses Total							1,043.00
20	Purpose and Need, Data Collection, Traffic Analysis and Documentation Total						110,657.08
30	Social, Economic and Environmental Studies and Public Involvement						
	Labor						
		Project Director	Home	233.65	Hr	-	-
		Project Director	Home	248.61	Hr	-	-
		Sr Engineer IV	Home	253.99	Hr	89.0	22,605.44
		Technical Manager I	Home	171.39	Hr	42.0	7,198.48
		Sr Engineer III	Home	181.13	Hr	-	-
		Sr Planner I	Home	112.13	Hr	-	-
		Sr Engineer I	Home	96.76	Hr	-	-
		Scientist I	Home	63.23	Hr	8.0	505.82
	Labor Total					691	94,015.33
30	Social, Economic and Environmental Studies and Public Involvement Total						94,718.33
40	Establish Study Area for the Next Phase of the US 271 Feasibility Study						
	Labor						
		Sr Engineer IV	Home	253.99	Hr	34.0	8,635.79
		Technical Manager I	Home	171.39	Hr	-	-
		Sr Engineer III	Home	181.13	Hr	-	-
		Sr Planner I	Home	112.13	Hr	-	-
		Scientist I	Home	63.23	Hr	-	-
	Labor Total					54	13,396.13
40	Establish Study Area for the Next Phase of the US 271 Feasibility Study Total						13,773.13
Total Extended Price							249,810.67

Executive Director's Report