

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

RESOLUTION NO. 13-40

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, Cass, Panola, Van Zandt, Wood and Titus joined the Authority and are represented on the Board of Directors; and

WHEREAS, on March 26, 2013, 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, in Resolution 12-09, dated January 18, 2012, the NET RMA Board of Directors approved entering into a memorandum of understanding (“MOU”) with the East Texas Council of Governments (“ETCOG”), NDMJ, Ltd. Transportation (“NDMJ”), and Smith County regarding the formation of the East Texas Regional Transportation Partners (“ETRTP”) and the roles and responsibilities of the parties; and

WHEREAS, in Resolution 13-06, dated January 22, 2013, the NET RMA Board of Directors authorized an amendment to the MOU which replaced ETCOG with Gregg County and provided that the NET RMA serves as the fiscal agent for the ETRTP; and

WHEREAS, pursuant to the terms of the MOU, as amended, the NET RMA is responsible for procuring the services of a Transit Oriented Regional Capital Projects Mobility Manager (the “Regional Mobility Manager”) on behalf of the ETRTP; and

WHEREAS, the MOU further provides that the services of the Regional Mobility Manager shall be paid for exclusively with grant funding awarded to the ETRTP, and the Regional Mobility Manager shall act as an independent consultant to the NET RMA; and

WHEREAS, the ETRTP has received three grants from the Federal Transit Administration to fund the services of the Regional Mobility Manager; and

WHEREAS, the NET RMA has determined that Atkins is qualified to serve as the Regional Mobility Manager for the ETRTP; and

WHEREAS, Atkins has developed a proposed scope of work and budget for the Regional Mobility Manager services; and

WHEREAS, a copy of that proposed scope of work and budget is contained in Work Authorization No. 6, attached hereto as Attachment "A"; and

WHEREAS, the NET RMA Board of Directors must approve Work Authorization No. 6 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. 6 is necessary and appropriate.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves Work Authorization No. 6 in the form attached hereto as Attachment "A"; and

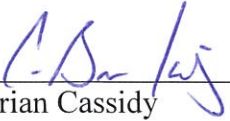
BE IT FURTHER RESOLVED, that all work performed under Work Authorization No. 6 shall be subject to the MOU, as amended, and the Agreement for General Consulting Civil Engineering Services between the NET RMA and Atkins and that no additional work may be undertaken without the specific approval of the Board of Directors; and

BE IT FURTHER RESOLVED, that the services of the Regional Mobility Manager shall be paid for exclusively with grant funding awarded to the ETRTP and that NET RMA funds shall not be used to pay for the services.

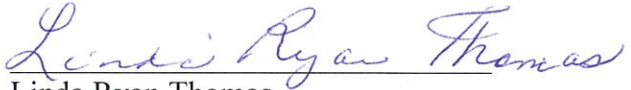
Adopted by the Board of Directors of the North East Texas Regional Mobility Authority on the 12th day of November, 2013.

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
Resolution Number 13-40
Date Passed: 11/12/13