

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

**RESOLUTION NO. 16-19**

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 of the NET RMA previously determined that underwriting services are essential to the operations of the NET RMA and the financing of NET RMA projects; and

WHEREAS, in Resolution No. 16-11, dated February 9, 2016, the Board of Directors designated a pool of firms available to provide underwriting services to the NET RMA as needed; and

WHEREAS, the selection of firms from the pool to provide underwriting services for specific NET RMA financings is subject to approval by the NET RMA Board of Directors; and

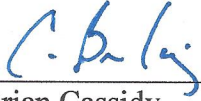
WHEREAS, in Resolution No. 16-12, dated February 9, 2016, the Board of Directors selected Bank of America Merrill Lynch as the Lead Senior Manager to provide underwriting services for the financing of Segment 4 of Toll 49; and

WHEREAS, the Board of Directors now desires to designate additional firms to provide underwriting services as co-managers for the financing of Segment 4 of Toll 49, including: Citi, Estrada Hinojosa, Jeffries, Raymond James, and RBC Capital.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors designates Citi, Estrada Hinojosa, Jeffries, Raymond James, and RBC Capital as co-managers to provide underwriting services for the financing of Segment 4 of Toll 49.

Adopted by the Board of Directors of the North East Texas Regional Mobility Authority on the 1st day of March, 2016.

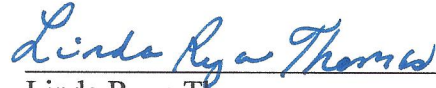
Submitted and reviewed by:



---

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

Approved:



---

Linda Ryan Thomas  
Chair, Board of Directors  
Resolution Number 16-19  
Date Passed 03/01/16