

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

RESOLUTION NO. 16-62

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 change orders agreed upon by the NET RMA and Kapsch; and

WHEREAS, the NET RMA and Kapsch have agreed to a change order to provide for toll system implementation support on Segment 4 of Toll 49; and

WHEREAS, Kapsch has developed a proposed scope of services and a budget of \$1,440,026.69 for toll system implementation support on Segment 4 of Toll 49; and

WHEREAS, a copy of that proposed scope of services and budget is contained in Change Order No. 10, attached hereto as Attachment “A”; and

WHEREAS, the Board of Directors must approve Change Order No. 10 before Kapsch may proceed to work thereunder; and

WHEREAS, Kapsch has represented to the Board of Directors that the work reflected in Change Order No. 10 is necessary and appropriate.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves Change Order No. 10 in the form attached hereto as Attachment "A", for an amount not to exceed \$1,440,026.69; and

BE IT FURTHER RESOLVED, that all work performed under Change Order No. 10 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 14th day of June, 2016.

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 06/14/16

APPENDIX D

WORK AUTHORIZATION

WORK AUTHORIZATION NO. 10

This Work Authorization is made as of this 14th day of June, 2016 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:

Toll System Implementation support to the NETRMA during the construction of the Toll 49 Segment 4 Project.

Section A. - Scope of Services

A.1. Kapsch 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, Kapsch shall provide the following submittals/deliverables (Documents) to the Authority:

Deliverables are defined in the Segment 4 Scope of Work.

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 based on the pricing in Segment 4 Scope of

Work Schedule 4. Compensation shall be in accordance with the milestone payment schedule in the Agreement.

C.2. Compensation for Additional Services (if any) shall be paid by the Authority to 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 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 all toll system implementation related documents and activities.

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: Everett Owen

By: Alfredo Escriba Michael Hofer

Signature: [Signature]

Signature: [Signature] [Signature]

Title: Interims Exec. Director

Title: President CFO

Date: 6/14/16

Date: June 27, 2016