

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

RESOLUTION NO. 16-75

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 competitive 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 is set to terminate on September 2, 2016; and

WHEREAS, Article 1.2 of the Agreement provides for an option to renew the Agreement, upon mutual consent of both parties for one additional three (3) year period upon the same terms and conditions set forth therein; and

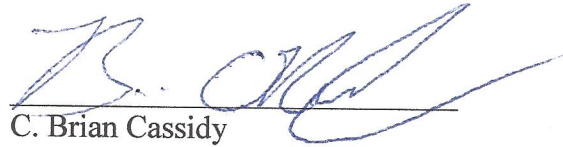
WHEREAS, the Board of Directors desires to exercise the option to renew the Agreement between Kapsch and the NET RMA for one additional three (3) year period so that that Kapsch may continue to serve as toll systems integrator to the NET RMA pursuant to the terms and conditions set forth therein.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves an amendment to the Agreement between Kapsch and the NET RMA, in the form or substantially the same form attached hereto as Attachment "A", to renew the Agreement for one additional three (3) year period and authorizes the Executive Director to execute such amendment on behalf of the Authority; and

BE IT FURTHER RESOLVED, that the Agreement may be further amended from time to time at the discretion of the Board of Directors.

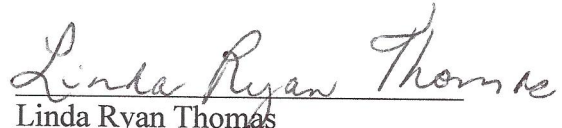
Adopted by the Board of Directors of the North East Texas Regional Mobility Authority on the 9th day of August, 2016.

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
Date Passed 08/09/16

**AMENDMENT TO
CONTRACT FOR TOLL SYSTEM IMPLEMENTATION AND MAINTENANCE
BETWEEN
NORTH EAST TEXAS REGIONAL MOBILITY AUTHORITY
AND
KAPSCH TRAFFICCOM TRANSPORTATION NA, INC.**

This Amendment to the Contract for Toll System Implementation and Maintenance between North East Texas Regional Mobility Authority ("NET RMA") and Telvent USA Corporation, now known as Kapsch Trafficcom Transportation NA INC. ("Kapsch") (hereinafter, the "Contract") is made for the purpose of amending Article 1.2 of the Contract. This Amendment shall be effective as of September 2, 2016 (the "Effective Date").

Pursuant to action of the NET RMA Board of Directors on August 9, 2016, Article 1.2 is amended to read as follows:

Term of Contract. The initial term of this Toll System Implementation and Maintenance Contract shall be for five (5) years (the "Initial Term"). At the end of the Initial Term, the Contract will be extended for an additional three (3) years, such that the Agreement will terminate on September 2, 2019, unless otherwise terminated pursuant to Section 1 of Attachment A.

By their signatures below, the parties to the Agreement evidence their agreement to the amendment set forth above.

NORTH EAST TEXAS REGIONAL
MOBILITY AUTHORITY

KAPSCH TRAFFICCOM
TRANSPORTATION NA, INC



Chris Miller
Executive Director

Date: 11/7/16



President



CFO

Date: 11/10/16

11/18/16