

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

RESOLUTION NO. 17-19

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

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

WHEREAS, on June 14, 2016, in Resolution 16-64, the Board of Directors of the NET RMA authorized the Executive Director to execute the Permittee-Responsible Mitigation Purchase Agreement with Wildwood Environmental Credit Company, LLC ("Wildwood") in order to acquire stream mitigation units for the Project as required under Section 404 of the Clean Water Act; and

WHEREAS, the Executive Director recommends the purchase of additional stream mitigation units from Wildwood; and

WHEREAS, the need for additional stream mitigation credits was previously anticipated in the Project budget and will not require additional revenue; and

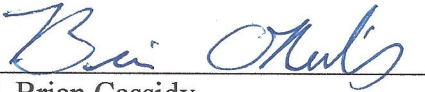
WHEREAS, the Executive Director recommends entering into the First Amendment to the Permittee-Responsible Mitigation Purchase Agreement with Wildwood, in the form or substantially the same form attached hereto as Attachment "A".

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of the NET RMA hereby authorizes the Executive Director to execute the First Amendment to the Permittee-Responsible Mitigation Purchase Agreement with the Wildwood Environmental Credit Company, LLC, in the form or substantially the same form attached hereto as Attachment "A".

Adopted by the Board of Directors of the North East Texas Regional Mobility Authority on the 11th day of April, 2017.

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 04/11/17

**FIRST AMENDMENT TO
PERMITTEE-RESPONSIBLE MITIGATION
PURCHASE AGREEMENT AND ACKNOWLEDGEMENT
BETWEEN
NORTH EAST TEXAS REGIONAL MOBILITY AUTHORITY
AND
WILDWOOD ENVIRONMENTAL CREDIT COMPANY, LLC**

This First Amendment to the Permittee-Responsible Mitigation Agreement and Acknowledgement between North East Texas Regional Mobility Authority ("NET RMA" or "Purchaser") and Wildwood Environmental Credit Company, LLC ("Wildwood") (hereinafter, the "First Amendment") is made for the purpose of amending the Permittee-Responsible Mitigation Agreement and Acknowledgement between NET RMA and Wildwood effective as of August 4, 2016.

Pursuant to action of the NET RMA Board of Directors on April 11, 2017, reflected in Resolution No. 17-19, the Agreement is amended as described below effective as of the ____ day of _____, 2017.

NET RMA agrees to purchase from Wildwood and Wildwood agrees to provide to NET RMA, an additional 108 Perennial TXRAM 2.0 Units through additional development and implementation of the Mitigation Plan. NET RMA shall pay to Wildwood eighty six thousand four hundred dollars (\$86,400) within seven (7) Business Days following the USACE's approval of the Mitigation Plan for the 108 additional Perennial TXRAM 2.0 Units, provided that no amount will be due (and no units purchased) if USACE fails to approve the Mitigation Plan.

Except as amended by this First Amendment, all terms and conditions in the Agreement shall remain unchanged and remain in full force and effect.

This First Amendment may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, NET RMA and Wildwood have caused this First Amendment to be executed by their duly authorized representatives as of the date set forth above.


NORTH EAST TEXAS REGIONAL
MOBILITY AUTHORITY

WILDWOOD ENVIRONMENTAL
CREDIT COMPANY LLC



Chris Miller
Executive Director

Date: 4-11-17



Cliff J. Sunda
Managing Member

Date: _____

**FIRST AMENDMENT TO
PERMITTEE-RESPONSIBLE MITIGATION
PURCHASE AGREEMENT AND ACKNOWLEDGEMENT
BETWEEN
NORTH EAST TEXAS REGIONAL MOBILITY AUTHORITY
AND
WILDWOOD ENVIRONMENTAL CREDIT COMPANY, LLC**

This First Amendment to the Permittee-Responsible Mitigation Agreement and Acknowledgement between North East Texas Regional Mobility Authority ("NET RMA" or "Purchaser") and Wildwood Environmental Credit Company, LLC ("Wildwood") (hereinafter, the "First Amendment") is made for the purpose of amending the Permittee-Responsible Mitigation Agreement and Acknowledgement between NET RMA and Wildwood effective as of August 4, 2016.

Pursuant to action of the NET RMA Board of Directors on April 11, 2017, reflected in Resolution No. 17-19, the Agreement is amended as described below effective as of the 3 day of Apr. 1, 2017.


NET RMA agrees to purchase from Wildwood and Wildwood agrees to provide to NET RMA, an additional 108 Perennial TXRAM 2.0 Units through additional development and implementation of the Mitigation Plan. NET RMA shall pay to Wildwood eighty six thousand four hundred dollars (\$86,400) within seven (7) Business Days following the USACE's approval of the Mitigation Plan for the 108 additional Perennial TXRAM 2.0 Units, provided that no amount will be due (and no units purchased) if USACE fails to approve the Mitigation Plan.

Except as amended by this First Amendment, all terms and conditions in the Agreement shall remain unchanged and remain in full force and effect.


This First Amendment may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, NET RMA and Wildwood have caused this First Amendment to be executed by their duly authorized representatives as of the date set forth above.

NORTH EAST TEXAS REGIONAL
MOBILITY AUTHORITY


Chris Miller
Executive Director
Date 4-11-17

WILDWOOD ENVIRONMENTAL
CREDIT COMPANY LLC


Cliff J. Sunda
Managing Member
Date: 4/20/17