

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

RESOLUTION NO. 19-11

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

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

WHEREAS, on March 26, 2013, in Resolution 13-12, the NET RMA Board of Directors approved entry into an agreement with First Southwest Company, now known as Hilltop Securities, Inc. (the "Financial Advisor") to provide the NET RMA with financial advisory services; and

WHEREAS, the NET RMA and the Financial Advisor subsequently entered into an Agreement for Financial Advisory Services (the "Agreement"); and

WHEREAS, the Board of Directors desires to extend the term of the Agreement so that that the Financial Advisor may continue to provide services pursuant to the terms set forth therein.

NOW THEREFORE, BE IT RESOLVED, that the NET RMA Board of Directors approves an extension of the Agreement between First Southwest Company, now known as Hilltop Securities, Inc. and the NET RMA, in the form attached hereto as Attachment "A", to extend the term of the Agreement until December 31, 2021 and authorizes the Executive Director to execute such extension on behalf of the NET RMA; and

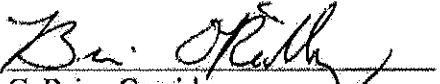
BE IT FURTHER RESOLVED, that all other terms and conditions of the Agreement remain in effect; and

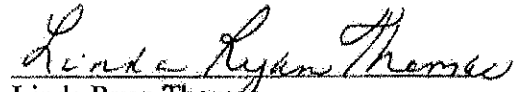
BE IT FURTHER RESOLVED, that the Agreement may be further amended or extended from time to time at the discretion of the Board of Directors.

Adopted by the Board of Directors of the North East Texas Regional Mobility Authority on the 9th day of April, 2019.

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: 04/09/19
Resolution Number 19-11

**EXTENSION OF
AGREEMENT FOR FINANCIAL ADVISORY SERVICES**

This Extension of the Agreement for Financial Advisory Services is entered into by and between the North East Texas Regional Mobility Authority, a political subdivision of the State of Texas ("NET RMA"), and First Southwest Company, now known as Hilltop Securities, Inc. ("Financial Advisor"), pursuant to the NET RMA's authority under the Texas Transportation Code, Chapter 370.

RECITALS

WHEREAS, the NET RMA previously selected Financial Advisor to provide financial advisory services, and the parties executed an Agreement for Financial Advisory Services effective as of January 1, 2014 (the "Agreement"); and

WHEREAS, Section III of the Agreement provides that the Agreement shall remain in effect until December 31, 2018 and that the term of the Agreement may be extended pursuant to the agreement of the parties and approval of the extension by the NET RMA Board of Directors; and

WHEREAS, it is the desire of the parties, pursuant to Section III of the Agreement, to extend the term for an additional three (3) year period beginning on December 31, 2018 and ending on December 31, 2021; and

WHEREAS, the NET RMA Board of Directors approved a three (3) year extension of the term of the Agreement on April 9, 2019, to be effective as of December 31, 2018.

NOW, THEREFORE, pursuant to the aforementioned recitals, and for other good and valuable consideration received, the parties agree that the term of the Agreement for Financial Advisory Services shall be extended until December 15, 2021, and that all other provisions of the Agreement shall remain in effect as previously set forth.

THIS AGREEMENT IS EXECUTED IN DUPLICATE ORIGINALS EACH OF WHICH HOLD FULL FORCE AND EFFECT OF AN ORIGINAL, EFFECTIVE AS OF THE 31st DAY OF DECEMBER, 2018.

**NORTH EAST TEXAS REGIONAL
MOBILITY AUTHORITY**

BY: 

Chris Miller
Executive Director

HILLTOP SECURITIES INC.

BY: 

Name: RICHARD M. RAMIREZ

Title: Regional Managing Director