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DEFERRED

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

RESOLUTION NO. 11-02

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

WHEREAS, the NET RMA identified the proposed Toll 49 project (“Toll 49”) as its initial project in the petition filed under the RMA Rules; and

WHEREAS, on June 14, 2007, the Texas Transportation Commission (the “Commission”) approved Minute Order Number 110964 in which it identified a list of candidate projects, including Toll 49, for development, construction, and operation as toll projects and directed TxDOT staff to work with local toll project entities to develop market valuations for those projects; and

WHEREAS, TxDOT’s Tyler District and the NET RMA agreed on business terms and conditions for the Toll 49 market valuation as required by Section 228.0111 of the Texas Transportation Code, and, in Resolution No. 08-08, dated April 16, 2008, the NET RMA Board of Directors approved the business terms and conditions for the market valuation analysis for Toll 49; and

WHEREAS, in Resolution No. 08-12, dated June 18, 2008, the NET RMA exercised its option to be the entity to develop Toll 49; and

WHEREAS, the NET RMA identified Segment 3B of Toll 49 (the “Toll 49 Segment 3B Project”) as a project it intends to develop through a design/build comprehensive development agreement (“CDA”); and

WHEREAS, in Resolution No. 10-12, dated October 20, 2010, the Board of Directors approved entry into a design/build CDA for the development of the Toll 49 Segment 3B Project with

CH2M HILL Constructors, Inc. and, contingent upon the attorney general's determination that the CDA is legally sufficient, authorized the Chairman to execute the design/build CDA; and

WHEREAS, to facilitate development and construction of the Toll 49 Segment 3B Project and the eventual operations and maintenance of all of Toll 49, it is necessary for the NET RMA to enter into a Project Development Agreement with TxDOT specifying the extent and timing of review of project design submittals, clarifying the ownership and use of right-of-way, and addressing other project development issues; and

WHEREAS, NET RMA consultants have negotiated the terms of a Project Development Agreement with TxDOT, a copy of which is attached hereto as Attachment "A."

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of the NET RMA hereby approves the entry into a Project Development Agreement with TxDOT in the form, or substantially the same form, attached hereto as Attachment "A;" and

BE IT FURTHER RESOLVED, that the Chairman or his designee is authorized to execute such Agreement on behalf of the NET RMA.

Adopted by the Board of Directors of the North East Texas Regional Mobility Authority on the 28th day of February, 2011.

Submitted and reviewed by:

Approved:

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

Linda Ryan Thomas
Vice-Chair, Board of Directors
Resolution Number 11-02
Date Passed: 02/28/11