

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

RESOLUTION NO. 12-27

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

WHEREAS, the NET RMA Board of Directors previously recognized the importance of procuring general consulting civil engineering services and, on October 12, 2005, authorized the issuance of a request for qualifications from firms interested in serving as the general engineering consultant ("GEC") to the NET RMA; and

WHEREAS, on February 7, 2006, the NET RMA Board of Directors approved the selection of PBS&J, now known as Atkins North America, Inc., to serve as the GEC to the NET RMA and authorized the Chairman to execute an agreement with PBS&J for the provision of general consulting civil engineering services; and

WHEREAS, effective May 2, 2006, the NET RMA executed an agreement with PBS&J for the provision of general consulting civil engineering services (the "Agreement") and, in Resolution 10-20, dated November 16, 2010, the NET RMA Board of Directors approved an amendment to the Agreement to extend the term an additional two years; and

WHEREAS, the GEC has developed a proposed scope of work and budget for GEC services for the 2012-2013 fiscal year, including work related to program planning and management activities, technical and financial studies, marketing and public information programs, and continued development and maintenance of the NET RMA and Toll 49 Segment 3B websites; and

WHEREAS, a copy of that proposed scope of work and budget is contained in Work Authorization No. 20, attached hereto as Attachment "A"; and

WHEREAS, the NET RMA Board of Directors must approve Work Authorization No. 20 before the GEC may proceed to work thereunder; and

WHEREAS, the GEC has represented to the Board of Directors that the work reflected in Work Authorization No. 20 is necessary and appropriate.

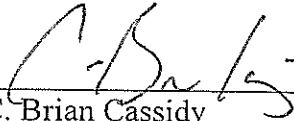
NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves Work Authorization No. 20 for GEC services for the 2012-2013 fiscal year in the form attached hereto as Attachment "A"; and

BE IT FURTHER RESOLVED, that all work performed under Work Authorization No. 20 shall be subject to the Agreement for General Consulting Civil Engineering Services between the NET RMA and the GEC and that no additional work may be undertaken without the specific approval of the Board of Directors.

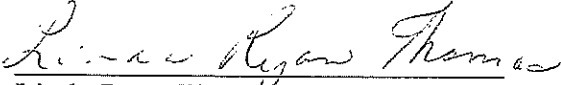
Adopted by the Board of Directors of the North East Texas Regional Mobility Authority on the 18th day of September, 2012.

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
Resolution Number 12-27
Date Passed: 09/18/12

WORK AUTHORIZATION

WORK AUTHORIZATION NO. 20.0

This Work Authorization is made as of this 18th day of September, 2012, under the terms and conditions established in the AGREEMENT FOR GENERAL CONSULTING ENGINEERING SERVICES, dated as of May 02, 2006 and amended November 16, 2010 (the "Agreement"), between the North East Texas Regional Mobility Authority ("Authority") and ATKINS North America, Inc. ("GEC"). This Work Authorization is made for the following purpose, consistent with the services defined in the Agreement:

NET RMA - FY 2012 GEC Services

Section A. - Scope of Services

A.1. GEC shall perform the following Services:

General GEC Services for FY 2013

(See Attachment A - Scope of Services)

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.

(none anticipated)

A.3. In conjunction with the performance of the foregoing Services, GEC shall provide the following submittals/deliverables (Documents) to the Authority:

(GEC shall provide professional and technical services as listed in Attachment A - Scope of Work)

Section B. - Schedule

GEC shall perform the Services and deliver the related Documents (if any) according to the following schedule:

Beginning on October 01, 2012 and continuing for approximately 12 months.

Section C. - Compensation

C.1. In return for the performance of the foregoing obligations, the Authority shall pay to the GEC the amount not to exceed \$ 350,000, based on the attached fee estimate. Compensation shall be in accordance with the Agreement.

See Attachment B - Fee Estimate

C.2. Compensation for Additional Services (if any) shall be paid by the Authority to the GEC 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 the GEC. Unless otherwise provided in this Work Authorization, the Authority shall bear all costs incident to compliance with the following:

Section E. - Other Provisions

The parties agree to the following provisions with respect to this specific Work Authorization:

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

GEC: ATKINS North America, Inc.

By: Linda Thomas

By: Linda R. Berkant

Signature: Linda Thomas

Signature: Linda R. Berkant

Title: Chair

Title: Vice President

Date: 9/24/2012

Date: 9-26-12

WORK AUTHORIZATION #20

NORTH EAST TEXAS REGIONAL MOBILITY AUTHORITY

ATTACHMENT A – SCOPE OF WORK

SERVICES TO BE PROVIDED BY THE GENERAL ENGINEERING CONSULTANT (GEC) - 2013

GENERAL PROJECT OVERVIEW

Program Management, Technical Studies, Public Involvement and Web Page Maintenance related to Toll 49 and other General Engineering support as requested. Effective date of this authorization is **October 01, 2012**.

The Scope of Services for this work authorization shall include engineering services for a period of approximately 12 months (365 days). Work tasks shall include program planning and management activities, conduct of technical and financial studies, implementation of marketing and public information programs, and continued limited development and maintenance of the www.netrma.org Web Page and the associated Toll 49 Segment 3B Web Page in support of the NET RMA. These tasks will be conducted for the successful project advancement of Toll 49, from US 69 above Lindale to SH 110 in southeast Tyler (a distance of approximately 32.5 miles), for the satisfactory daily operation and maintenance of Toll 49 during approximately the second six months of the year, for the advancement of the Toll 49 East Texas Hour Glass Project (a distance of approximately 78 miles), for other Priority Projects as defined by the NET RMA Board and for administrative and other general engineering support functions as necessary.

1) PROGRAM MANAGEMENT

This task will involve consulting and program management services for project advancement. The GEC management staff will hold meetings and coordinate activities with the NET RMA, TxDOT Tyler and Atlanta Districts, member counties, local planning agencies, and others as necessary for conduct of feasibility studies, preliminary engineering, design, construction, maintenance, and/or operations activities. The GEC management team will participate in project design conferences, evaluate project progress and remaining design needs, develop additional design guidelines and standards, and review and further develop toll concepts, program schedules, and program cost estimates. The GEC will prepare and post Board Meeting Notices, Agenda, Board Meeting Information Packets, Monthly Project Status Reports and Construction Progress Photographs so the Board can discuss progress regarding project advancement. The GEC management team will periodically attend Texas Transportation Commission meetings, TeamTx meetings, and other transportation-related meetings and conferences when requested by the NET RMA to promote the NET RMA, in order to secure continued funding and support of the NET RMA program. The GEC management team also will coordinate other planning and design activities with the NET RMA and their Project Director, Financial Consultants, Legal Consultants, the TxDOT Tyler and Atlanta Districts, TxDOT Texas Turnpike Authority Division (TTA), and other shareholders / agencies as requested by the NET RMA.

2) TECHNICAL STUDIES

This task will involve conduct of various engineering, financial and technical studies as required to evaluate alternative means and methods of project planning, design, construction, maintenance, and operation. Items to be conducted as part of this task would include, but would not be limited to: (1) preparation of schematic revisions and other roadway planning tasks to evaluate the feasibility, constructability, and costs of alternative roadway designs; (2) evaluation of the impact of using alternative construction materials and methods and their applicability; (3) preparation of drawings and cost estimates for alternative alignments, profiles, or cross-road interchanges; (4) preparation of various maintenance schedules and cost estimates to determine the feasibility of alternative maintenance programs; and (5) conduct of variable toll pricing studies, rate studies, financing programs, and other similar studies to determine optimal operational parameters. This task also will include cooperation and coordination with other individuals, consultants, and governmental agencies in the conduct of technical studies applicable to NET RMA.

3) PUBLIC INVOLVEMENT

This task will involve continued preparation, production, and distribution of public information brochures and pamphlets, radio spots, newspaper articles, press releases, and other similar items to further introduce NET RMA to the general public. It should be noted that no public information material will be finalized and distributed without NET RMA approval. This work task will involve coordination with the TxDOT Tyler and Atlanta District's Public Information Officers, the NET RMA Board, local Metropolitan Planning Organizations (MPOs), the East Texas Council of Governments (ETCOG) and other transportation and transit planning agencies in the NET RMA region. Work items will also include continued localized marketing of TxTags through coordination with TTA; coordination and support tasks for the NET RMA Public Outreach / Education Committee in the development and application of maps, brochures and other public education materials; and preparation of NET RMA Program-related materials and exhibits for use in Public Meetings and Public Hearings (additional project specific materials will be completed as part of other project-specific work authorizations).

4) WEB PAGE MAINTENANCE

This work task will involve the continued efforts of GEC personnel including program managers, engineers, IT professionals, public information specialists, and graphics design staff in providing guidance, technical materials, and electronic media to our Marketing Sub-Consultants, Business Direct Marketing and/or Cypress Interactive, for use in updating, expanding and maintaining the NET RMA Web Site and the associated Toll 49 Segment 3B Web Site, located at www.netrma.org. The GEC will develop, edit and/or format additional page layouts and content for use on the NET RMA Web Page on an as-needed basis. In addition, GEC staff will prepare, format and edit press releases, design project summaries, simplified project schedules, and other project or program-related items for NET RMA approval.

Attachment B - Fee Estimate

NET RMA / FY 2013 GEC SERVICES
 ATKINS - MANHOUR BREAKDOWN
 September 16, 2012

LABOR AND COST ESTIMATE

WORK AUTHORIZATION NO. 20.00

| TASK NO. | TASK DESCRIPTION | Labor Category: | | | | | | | | Total Hours |
|----------|--------------------------------------|------------------------------------|---------------------------------|-------------------------|------------------------------|---------------------|---|----------------------------|-------------------------------|-------------|
| | | 1 PIC / TECH ADV. \$95.00 | 2 SR PROJ. MGR \$80.00 | 3 SR. ENG \$56.00 | 4 STAFF ENG \$40.00 | 5 EIT \$25.00 | 6 INFORMATION SPECIALIST \$32.00 | 7 CADD / GIS \$28.00 | 8 ADMIN ASST \$28.00 | |
| | Task Hrs: | 80 | 120 | 120 | 48 | 38 | 110 | 40 | 40 | 596 |
| | Task Hrs: | 24 | 120 | 120 | 80 | 80 | 40 | 60 | 60 | 604 |
| | Task Hrs: | 12 | 76 | 40 | 60 | 50 | 220 | 40 | 40 | 536 |
| | Task Hrs: | 0 | 38 | 60 | 40 | 40 | 80 | 16 | 16 | 290 |
| | Task Hrs: | 24 | 40 | 80 | 60 | 40 | 60 | 16 | 20 | 340 |
| | Total Estimated Hours: | 140 | 394 | 420 | 288 | 258 | 510 | 180 | 176 | 2,366 |
| | Estimated Direct Labor Costs: | 13,300 | 31,520 | 23,520 | 11,520 | 6,450 | 16,320 | 5,040 | 4,928 | 112,598 |
| | Overhead Burden: | 22,619 | 53,606 | 40,000 | 19,592 | 10,970 | 27,755 | 8,572 | 8,381 | 191,495 |
| | Profit: | 4,310 | 10,215 | 7,622 | 3,733 | 2,090 | 5,289 | 1,633 | 1,597 | 36,491 |
| | Total Estimated Labor Fee: | 40,230 | 95,341 | 71,143 | 34,846 | 19,510 | 49,364 | 15,245 | 14,906 | 340,585 |
| | % of Total | 11.8% | 28.0% | 20.9% | 10.2% | 5.7% | 14.5% | 4.5% | 4.4% | 100.0% |

| DIRECT EXPENSES: | No. | Unit Cost | Totals |
|--------------------------------|--------|-----------|---------|
| Roll Paper Printing (B&W) | 28 @ | \$10 | \$280 |
| Roll Paper Printing (Color) | 20 @ | \$15 | \$300 |
| Airline Costs | 0 @ | \$800 | \$0 |
| Auto Mileage | 3200 @ | \$0.55 | \$1,760 |
| Hotel | 10 @ | \$85 | \$850 |
| Meals | 10 @ | \$46 | \$460 |
| Rental Car | 4 @ | \$50 | \$200 |
| Outside Printing (Board Books) | 6 @ | \$250 | \$1,500 |
| FedEx / Shipping | 30 @ | \$15 | \$450 |
| Total Direct Expenses: | | | \$5,800 |
| SUBCONSULTANTS: | | | \$3,600 |

TOTAL ESTIMATED WORK AUTHORIZATION COSTS: \$350,000