

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

RESOLUTION NO. 12-21

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

WHEREAS, prudent management and fiscal oversight are overriding objectives of the NET RMA Board of Directors; and

WHEREAS, §370.182 of the Transportation Code requires that a certified public accountant audit the Authority’s books and accounts at least annually; and

WHEREAS, on April 4, 2006, the Board of Directors authorized the issuance of a Request for Qualifications from firms interested in providing auditing services to the NET RMA; and

WHEREAS, in Resolution 06-04, dated August 1, 2006, the Board approved the retention of Prothro, Wilhelmi & Company, PLLC to provide auditing services to the NET RMA; and

WHEREAS, Prothro, Wilhelmi & Company, PLLC has completed its audit of the NET RMA for the 2011 fiscal year, a summary of which has been presented to the Board; and

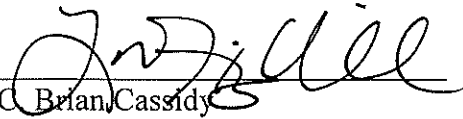
WHEREAS, the NET RMA Audit Committee has reviewed the audit in detail and recommends its acceptance.

NOW THEREFORE, BE IT RESOLVED, that the NET RMA Board of Directors accepts the audit for the 2011 fiscal year; and

BE IT FURTHER RESOLVED, that the recommendations contained in the audit report be implemented expeditiously.

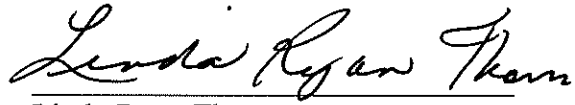
Adopted by the Board of Directors of the North East Texas Regional Mobility Authority on the 10th day of July, 2012.

Submitted and reviewed by:



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

Approved:



Linda Ryan Thomas
Chair, Board of Directors
Resolution Number 12-21
Date Passed: 07/10/12