

These are the minutes of the regular meeting of the Texas Transportation Commission held on May 23, 2024, in Austin, Texas. The meeting was called to order at 10:01 a.m. by Chairman Bugg with the following commissioners present:

Texas Transportation Commission:

J. Bruce Bugg, Jr.	Chairman
Alvin New	Commissioner
Robert C. Vaughn	Commissioner
Alex Meade	Commissioner
Steven D. Alvis	Commissioner

Administrative Staff:

Marc Williams, Executive Director
Jeff Graham, General Counsel
Amanda Brown, Commission Chief Clerk

A public notice of this meeting containing all items on the proposed agenda was filed in the Office of the Secretary of State at 2:31 p.m. on May 15, 2024, as required by Government Code, Chapter 551, referred to as “The Open Meetings Act.”

ITEM 1. Safety Briefing

Executive Director Marc Williams directed that the Greer building safety video be shown on the screens in the Ric Williamson hearing room.

ITEM 2. Opening Comments from Commissioners and Executive Director

The commissioners made opening remarks.

ITEM 3. Consider the approval of the Minutes of the April 25, 2024, regular meeting of the Texas Transportation Commission

Commissioner Meade made a motion, which was seconded by Commissioner Alvis, and the commission approved the minutes of the April 25, 2024, regular meeting by a vote of 5-0.

ITEM 4. Contracts

Consider the award or rejection of contracts for highway construction and maintenance,

and construction and rehabilitation of buildings (Presentation)

a. Highway Improvement and Other Transportation Facilities (MO)

This item was presented by Construction Division Director Duane Milligan. Commissioner New made a motion, which was seconded by Commissioner Vaughn, and the commission approved the following minute order by a vote of 5-0.

116696
CST

Pursuant to Transportation Code, Chapter 223, Subchapter A, and Title 43, Texas Administrative Code, Chapter 9, Subchapter B, the Texas Department of Transportation (department) solicited and received sealed competitive bid proposals for improvement of the State Highway System, which were publicly opened and read on May 2 and 3, 2024, as shown on exhibit A.

Pursuant to cited code provisions highway improvement contract bids on a project may be accepted or rejected, but if accepted must be awarded to the lowest bidder.

An award is conditional in the event it is subject to Federal Highway Administration concurrence, third party funding or concurrence, and other conditions listed in the contract or an exhibit to this order.

The department recommends that the Texas Transportation Commission (commission) respectively consider the award to the lowest bidder, reject or defer, as indicated, those highway and transportation enhancement building construction contracts identified on attached exhibit A to this order.

IT IS THEREFORE ORDERED by the commission that the contracts described in exhibit A, be and are hereby respectively awarded to the lowest bidder or rejected or deferred as indicated therein.

If a contractual requirement of award is not satisfied within the prescribed time limit, including any extension of time allowed by the executive director or the director's designee, by reason of the action or inaction of the successful low bidder on any contract, including, but not limited to, disadvantaged business/historically underutilized business participation, the contract is automatically in default and the executive director is authorized and directed to retain and deposit the related contract proposal guaranty to the credit of the State Highway Fund and to readvertise that project for competitive bids at the earliest practical subsequent date.

If a condition of award is not satisfied, including, but not limited to, reason of nonconcurrence of the Federal Highway Administration, the failure of a third party to fund or concur, or failure to meet other conditions in the contract or an exhibit to this order, the respective award is voided, and the department will return the bid guaranty.

Note: Exhibit A is on file with the commission chief clerk.

b. Routine Maintenance (MO)

This item was presented by Construction Division Director Duane Milligan. Commissioner Vaughn made a motion, which was seconded by Commissioner Meade, and the commission approved the following minute order by a vote of 5-0.

116697
MNT

Pursuant to Transportation Code, Chapter 223, Subchapter A, and Title 43, Texas Administrative Code, Chapter 9, Subchapter B, the Texas Department of Transportation (department) solicited and received sealed competitive bid proposals for maintenance of the State Highway System, which were publicly opened and read on May 2 and 3, 2024, as shown on exhibit A.

Pursuant to cited code provisions highway maintenance contract bids on a project may be accepted or rejected, but if accepted must be awarded to the lowest bidder.

An award is conditional in the event it is subject to Federal Highway Administration concurrence, third party funding or concurrence, and other conditions listed in the contract or an exhibit to this order.

The department recommends that the Texas Transportation Commission (commission) respectively consider the award to the lowest bidder, reject or defer, as indicated, those highway maintenance and department building construction contracts, identified on attached exhibit A to this order.

IT IS THEREFORE ORDERED by the commission that the contracts described in exhibit A be and are hereby respectively awarded to the lowest bidder or rejected or deferred as indicated therein.

If a contractual requirement of award is not satisfied within the prescribed time limit, including any extension of time allowed by the executive director or the director's designee, by reason of the action or inaction of the successful low bidder on any contract, including, but not limited to, disadvantaged business/historically underutilized business participation, the contract is automatically in default and the executive director is authorized and directed to retain and deposit the related contract proposal guaranty to the credit of the State Highway Fund and to readvertise that project for competitive bids at the earliest practical subsequent date.

If a condition of award is not satisfied, including, but not limited to, reason of nonconcurrence of the Federal Highway Administration, the failure of a third party to fund or concur, or failure to meet other conditions in the contract or an exhibit to this order, the respective award is voided, and the department will return the bid guaranty.

Note: Exhibit A is on file with the commission chief clerk.

c. Construction and Rehabilitation of Buildings (MO)

This item was presented by Facilities Planning and Management Section Director Warren Rose. Commissioner Alvis made a motion, which was seconded by Commissioner Meade, and the commission approved the following minute order by a vote of 5-0.

116698
SSD

Pursuant to Transportation Code, Chapter 223, Subchapter A, and Title 43, Texas Administrative Code, Chapter 9, Subchapter B, the Texas Department of Transportation (department) solicited and received sealed competitive bid proposals for improvement of the State Highway System, which were publicly read on May 7 and 8, 2024, as shown on exhibit A.

Pursuant to cited code provisions highway improvement contract bids on a project may be accepted, rejected, or deferred, but if accepted must be awarded to the lowest bidder.

An award is conditional in the event it is subject to Federal Highway Administration concurrence, third party funding or concurrence, and other conditions listed in the contract or an exhibit to this order.

The department recommends that the Texas Transportation Commission (commission) respectively award to the lowest bidder, reject or defer, as indicated, those highway improvement and department building construction contracts identified on attached exhibit A to this order.

IT IS THEREFORE ORDERED by the commission that the contracts described in exhibit A, be awarded to the lowest bidder, rejected, or deferred as indicated therein.

If a contractual requirement of award is not satisfied within the prescribed time limit, including any extension of time allowed by the executive director or the director's designee, by reason of the action or inaction of the successful low bidder on any contract, including, but not limited to, disadvantaged business/historically underutilized business participation, the contract is automatically in default and the executive director is authorized and directed to retain and deposit the related contract proposal guaranty to the credit of the State Highway Fund and to re-advertise that project for competitive bids at the earliest practical subsequent date.

If a condition of award is not satisfied, including, but not limited to, reason of nonconcurrence of the Federal Highway Administration, the failure of a third party to fund or concur, or failure to meet other conditions in the contract or an exhibit to this order, the respective award is voided, and the department will return the bid guaranty.

Note: Exhibit A is on file with the commission chief clerk.

ITEM 5. Discussion Item**Legislative Appropriations Request (Presentation)**

This discussion was led by Financial Management Division Director Amanda Landry. The commission asked questions and discussed the topic. The commission received no further comments.

ITEM 6. Strategic Plan**Consider the adoption of the 2025-2029 Strategic Plan for submission to the Legislative Budget Board and the Office of the Governor (Presentation) (MO)**

This item was presented by Strategic Initiatives and Innovation Division Director Erika Kemp. The commission heard comments from Jason Scheppers. Commissioner New made a motion, which was seconded by Commissioner Meade, and the commission approved the following minute order by a vote of 5-1

116699
STR

Texas Government Code, Chapter 2056, requires that each state agency prepare a five-year strategic plan every biennium. The Office of the Governor (governor's office) and the Legislative Budget Board require certain items to be covered in the plan.

The strategic plan represents the commitment by the Texas Department of Transportation (department) to fulfill its mission to Connect you with Texas.

IT IS THEREFORE ORDERED by the Texas Transportation Commission that the document entitled Agency Strategic Plan for the Fiscal Years 2025-2029 Period (plan), as shown in exhibit A, is adopted and approved for submission to the governor's office, the Legislative Budget Board, and other required officials.

IT IS FURTHER ORDERED that the executive director or his designee is authorized to approve alterations to the plan as necessary to meet the requirements of the governor's office and the Legislative Budget Board.

IT IS FURTHER ORDERED that the executive director or his designee shall proceed with the publication of the strategic plan to the governor's office and the Legislative Budget Board.

ITEM 7. Aviation**Various Counties - Consider the award of federal non-primary entitlement grant funding, federal apportionment grant funding, Infrastructure and Investment Jobs Act grant funding, and state grant funding for airport improvement projects at various locations (MO)**

This item was presented by Aviation Division Director Dan Harmon. Commissioner Alvis made a motion, which was seconded by Commissioner Vaughn, and the commission approved the following minute order by a vote of 5-1

116700
AVN

The Texas Department of Transportation (department) is authorized under Title 49, United States Code, Chapter 471; Division J, Title VIII of the federal Infrastructure and Investment Job Act (IIJA); and Texas Transportation Code, Chapter 21, to award federal and state funding for capital improvement projects and to assist in the development and establishment of airports in the state of Texas.

Further, Texas Constitution, Article 3, §49-k(c) authorizes money in the Texas Mobility Fund (TMF) to be used to provide participation by the state in the payment of a portion of the costs of constructing and providing public transportation projects in accordance with the procedures, standards, and limitations established by law. Texas Transportation Code §201.943 provides that money in the TMF may be used in the payment of a portion of the costs for providing public transportation projects that are determined by the Texas Transportation Commission (commission) to be in the best interests of the state in its major goal of improving the mobility of the residents of the state.

The airports listed in exhibit A are currently in need of improvements to preserve the airports or to meet standards. The department recommends the award of federal non-primary entitlement grant funds, federal apportionment grant funds, federal IIJA grant funds, and state grant funds for the improvements.

On April 30, 2024, a public hearing was held. No comments were received.

Pursuant to Transportation Code §§201.943 and 201.946, the commission finds that the public transportation projects in exhibit A to be in the best interests of the state in its major goal of improving the mobility of the residents of the state and are eligible for TMF funds.

IT IS THEREFORE ORDERED by the commission that the executive director, or the director's designee, subject to applicable federal and state requirements, is authorized to enter into any necessary agreements to fund, through the Aviation Facilities Grant Program, the projects described in exhibit A.

Note: Exhibit A is on file with the commission chief clerk.

ITEM 8. Promulgation of Administrative Rules Under Title 43, Texas Administrative Code, and the Administrative Procedure Act, Government Code, Chapter 2001:

Rules Proposal

a. Chapter 27 - Toll Projects - Amendments to §27.80 (Definitions), §27.81 (Free Use of Turnpike Project by Military Vehicles), and §27.82 (Toll Operations) and repeal of §27.86 (Veteran Discount Program) (MO)

This item was presented by Project Finance & Debt Section Director Jennifer Wright. Commissioner Meade made a motion, which was seconded by Commissioner New, and the commission approved the following minute order by a vote of 5-0.

116701
PFD

The Texas Transportation Commission (commission) finds it necessary to propose amendments to §§27.80-27.82 and the repeal of §27.86 to be codified under Title 43, Texas Administrative Code, Part 1.

The preamble and the proposed amendments and repeal attached to this minute order as exhibits A, B, and C are incorporated by reference as though set forth verbatim in this minute order, except that they are subject to technical corrections and revisions, approved by the general counsel, necessary for compliance with state or federal law or for acceptance by the Secretary of State for filing and publication in the *Texas Register*.

IT IS THEREFORE ORDERED by the commission that the amendments to §§27.80-27.82 and the repeal of §27.86 are proposed for adoption and are authorized for publication in the *Texas Register* for the purpose of receiving public comments.

The executive director is directed to take the necessary steps to implement the actions as ordered in this minute order, pursuant to the requirements of the Administrative Procedure Act, Government Code, Chapter 2001.

Note: Exhibits A, B, and C are on file with the commission chief clerk.

b. Chapter 28 – Oversize and Overweight Vehicles and Loads - Amendments to §28.102 (Authority's Powers and Duties) (MO)

This item was presented by Engineering and Safety Operations Director Jessica Butler. Commissioner Meade made a motion, which was seconded by Commissioner Alvis, and the commission approved the following minute order by a vote of 5-0.

116702
MNT

The Texas Transportation Commission (commission) finds it necessary to propose amendments to §28.102, Authority's Powers and Duties, to be codified under Title 43, Texas Administrative Code, Part 1.

The preamble and the proposed amendments, attached to this minute order as exhibits A and B, are incorporated by reference as though set forth verbatim in this minute order, except that they are subject to technical corrections and revisions, approved by the general counsel, necessary for compliance with state or federal law or for acceptance by the Secretary of State for filing and publication in the *Texas Register*.

IT IS THEREFORE ORDERED by the commission that the amendments to §28.102, are proposed for adoption and are authorized for publication in the *Texas Register* for the purpose of receiving public comments.

The executive director is directed to take the necessary steps to implement the actions as ordered in this minute order, pursuant to the requirements of the Administrative Procedure Act, Government Code, Chapter 2001.

Note: Exhibits A and B are on file with the commission chief clerk.

ITEM 9. Eminent Domain Proceedings

Various Counties - Consider the authorization of the filing of condemnation proceedings to acquire real property by eminent domain for non-controlled and controlled access highways (MO)

This item was presented by Right of Way Division Director Kyle Madsen. Commissioner Alvis made a motion that the Texas Transportation Commission authorize the Texas Department of Transportation to use the power of eminent domain to acquire the properties described in the minute order set forth in the agenda for the current month for construction, reconstruction, maintenance, widening, straightening, or extending the highway facilities listed in the minute order as a part of the state highway system, and that the first record vote applies to all units of property to be condemned. The motion was seconded by Commissioner Meade and the following minute order was approved by Chairman Bugg, Commissioner New, Commissioner Vaughn, Commissioner Meade, and Commissioner Alvis (a vote of 5-0).

116703
ROW

To facilitate the safety and movement of traffic and to preserve the financial investment of the public in its highways, the Texas Transportation Commission (commission) finds that public necessity requires the laying out, opening, constructing, reconstructing, maintaining, widening, straightening, extending, and operating of the highway facilities listed below as a part of the State Highway System (highway system).

As provided for by Transportation Code, Chapter 203, Subchapter D, including Sections 203.051, 203.052, and 203.054, the commission finds and determines that each of the parcels of land listed below, and more particularly described in the attached exhibits (parcels), are necessary or convenient as a part of the highway system to be constructed, reconstructed, maintained, widened, straightened, or extended (constructed or improved) and it is necessary to acquire fee simple title in the parcels or such lesser property interests as set forth in the attached exhibits.

The commission finds and determines that the highway facilities to be constructed or improved on the parcels identified and listed below under "CONTROLLED ACCESS" are designated as a Controlled-Access Highway in accordance with Transportation Code, Section 203.031; and where there is adjoining real property remaining after acquisition of a parcel, the roads are to be constructed or improved as a part of the highway facility with the right of ingress and egress to or from the remaining real property adjoining the highway facility to be permitted or denied, as designated and set forth on each of the attached exhibits A-PP. Where there is adjoining real property remaining after acquisition of a parcel with respect to the highway facilities to be constructed or improved on the parcels identified as listed below under "NON-CONTROLLED ACCESS," roads are to be constructed or improved as a part of the highway facility with the right of ingress and egress to or from the remaining real property adjoining the highway facility to

be permitted or denied, as designated and set forth on each of the attached exhibits 1-184 in accordance with Transportation Code, Sections 203.002 and 203.003.

The commission finds and determines that condemnation of the parcels is required.

IT IS THEREFORE ORDERED that the initiation of condemnation proceedings for the parcels is adopted and authorized by a single order for the parcels, and this first vote by the commission applies to all of the parcels.

IT IS FURTHER ORDERED that the executive director is hereby authorized to proceed to condemnation on the parcels and directed to transmit or cause to be transmitted this request of the commission to the Office of the Attorney General to file or cause to be filed against all owners, lienholders, and any owners of any other interests in the parcels, proceedings in condemnation to acquire in the name of and on behalf of the state, fee simple title to each parcel or such lesser estates or property interests as are more fully described in each of the attached exhibits, save and excepting oil, gas, and sulfur, as provided by law, as follows:

NON-CONTROLLED ACCESS

<u>COUNTY</u>	<u>HIGHWAY</u>	<u>EXHIBIT</u>	<u>ROW CSJ NO.</u>	<u>PARCEL</u>
Angelina	US 69	29	0200-01-096	P00065668
Brazoria	SH 332	142	1524-01-058	101
Brazoria	SH 332	143	1524-01-058	110
Collin	SH 5	1	0047-05-056	P00084545
Collin	US 380	183	0135-15-003	P00068413.001
Collin	US 380	182	0135-15-003	P00074468
Collin	US 380	10	0135-15-003	P00074517
Collin	US 380	173	0135-15-003	P00068434.001
Denton	US 377	3	0081-06-043	P00024529
Denton	US 377	4	0081-06-043	P00024623
Denton	US 377	2	0081-06-043	P00075326
Denton	FM 1171	104	1311-01-059	P00061176.001
Denton	FM 1171	105	1311-01-059	P00061180
Denton	FM 1171	103	1311-01-059	P00061182.001
Denton	FM 1385	113	1315-01-031	P00057098
Denton	FM 1385	114	1315-01-031	P00057099
Denton	FM 1385	115	1315-01-031	P00057100
Denton	FM 1385	121	1315-01-031	P00057101
Denton	FM 1385	120	1315-01-031	P00057102
Denton	FM 1385	119	1315-01-031	P00057103
Denton	FM 1385	118	1315-01-031	P00057105
Denton	FM 1385	116	1315-01-031	P00057106
Denton	FM 1385	117	1315-01-031	P00057116
Denton	FM 1385	110	1315-01-031	P00057117
Denton	FM 1385	111	1315-01-031	P00057118
Denton	FM 1385	106	1315-01-031	P00057119
Denton	FM 1385	107	1315-01-031	P00057121

NON-CONTROLLED ACCESS (continued)

COUNTY	HIGHWAY	EXHIBIT	ROW CSJ NO.	PARCEL
Denton	FM 1385	108	1315-01-031	P00057123
Denton	FM 1385	109	1315-01-031	P00057124
Denton	FM 1385	112	1315-01-031	P00057125
Denton	FM 1385	122	1315-01-031	P00057128
Denton	FM 1385	123	1315-01-031	P00057129
Denton	FM 1385	124	1315-01-031	P00057130
Denton	FM 1385	125	1315-01-031	P00057131
Denton	FM 1385	171	1315-01-031	P00057132
Denton	FM 1385	126	1315-01-031	P00057133
Denton	FM 1385	127	1315-01-031	P00057134
Denton	FM 1385	128	1315-01-031	P00057136
Denton	FM 1385	129	1315-01-031	P00057137
Denton	FM 1385	130	1315-01-031	P00057138
Denton	FM 1385	131	1315-01-031	P00057139
Denton	FM 1385	132	1315-01-031	P00057141
Denton	FM 1385	133	1315-01-031	P00057142
Denton	FM 1385	134	1315-01-031	P00057143
Denton	FM 1385	135	1315-01-031	P00057144
Denton	FM 1385	136	1315-01-031	P00057154.001-.002
Denton	FM 1385	139	1315-01-031	P00057155
Denton	FM 1385	137	1315-01-031	P00057159
Denton	FM 1385	140	1315-01-031	P00057163
Denton	FM 1385	138	1315-01-031	P00057175
Denton	FM 1385	141	1315-01-031	P00058174
Denton	FM 2931	170	2979-01-012	P00055769.001
Denton	FM 2931	168	2979-01-012	P00084703.001
Denton	FM 2931	169	2979-01-012	P00084704.001
El Paso	US 62	49	0374-02-104	1
El Paso	US 62	50	0374-02-104	2
El Paso	US 62	51	0374-02-104	7
El Paso	US 62	59	0374-02-104	8
El Paso	US 62	52	0374-02-104	9
El Paso	US 62	60	0374-02-104	10
El Paso	US 62	61	0374-02-104	12
El Paso	US 62	62	0374-02-104	14
El Paso	US 62	53	0374-02-104	19
El Paso	US 62	54	0374-02-104	21
El Paso	US 62	55	0374-02-104	23
El Paso	US 62	56	0374-02-104	25
El Paso	US 62	37	0374-02-104	32
El Paso	US 62	57	0374-02-104	33
El Paso	US 62	48	0374-02-104	37
El Paso	US 62	40	0374-02-104	45

NON-CONTROLLED ACCESS (continued)

COUNTY	HIGHWAY	EXHIBIT	ROW CSJ NO.	PARCEL
El Paso	US 62	63	0374-02-104	48
El Paso	US 62	35	0374-02-104	49
El Paso	US 62	64	0374-02-104	50
El Paso	US 62	39	0374-02-104	51
El Paso	US 62	58	0374-02-104	53
El Paso	US 62	172	0374-02-104	56
El Paso	US 62	65	0374-02-104	57
El Paso	US 62	41	0374-02-104	60
El Paso	US 62	42	0374-02-104	61
El Paso	US 62	67	0374-02-104	63
El Paso	US 62	43	0374-02-104	65
El Paso	US 62	44	0374-02-104	66
El Paso	US 62	45	0374-02-104	68
El Paso	US 62	46	0374-02-104	69
El Paso	US 62	47	0374-02-104	71
El Paso	US 62	68	0374-02-104	73
El Paso	US 62	66	0374-02-104	75
El Paso	US 62	34	0374-02-104	P00053977
El Paso	US 62	33	0374-02-104	P00053979
El Paso	US 62	38	0374-02-104	P00053989
El Paso	US 62	36	0374-02-104	P000619125
Ellis	SL 9	5	0081-13-067	P00055432
Ellis	SL 9	174	2964-12-007	P00081885
Ellis	SL 9	159	2964-12-007	P00081884
Ellis	SL 9	155	2964-12-007	P00081886
Ellis	SL 9	152	2964-12-007	P00081887
Ellis	SL 9	154	2964-12-007	P00081888.001-.003
Ellis	SL 9	160	2964-12-007	P00081889
Ellis	SL 9	156	2964-12-007	P00081890
Ellis	SL 9	157	2964-12-007	P00081891
Ellis	SL 9	161	2964-12-007	P00081892
Ellis	SL 9	162	2964-12-007	P00081893
Ellis	SL 9	163	2964-12-007	P00081894.001-.002
Ellis	SL 9	164	2964-12-007	P00081896
Ellis	SL 9	165	2964-12-007	P00081897
Ellis	SL 9	166	2964-12-007	P00081898
Ellis	SL 9	167	2964-12-007	P00081899
Ellis	SL 9	158	2964-12-007	P00081922
Ellis	SL 9	180	2964-12-007	P00081933
Ellis	SL 9	179	2964-12-007	P00081934
Ellis	SL 9	175	2964-12-007	P00081944
Ellis	SL 9	176	2964-12-007	P00081947
Ellis	SL 9	153	2964-12-007	P00081948

NON-CONTROLLED ACCESS (continued)

COUNTY	HIGHWAY	EXHIBIT	ROW CSJ NO.	PARCEL
Ellis	SL 9	177	2964-12-007	P00081950
Ellis	SL 9	178	2964-12-007	P00081952
Galveston	FM 519	100	0979-01-028	100
Galveston	FM 519	101	0979-01-028	101
Galveston	FM 519	181	0979-01-028	102
Galveston	FM 519	102	0979-01-028	103
Harris	FM 646	99	0978-02-073	415
Hidalgo	FM 1925	148	1803-01-101	10
Hidalgo	FM 1925	144	1803-01-101	11
Hidalgo	FM 1925	145	1803-01-101	12
Hidalgo	FM 1925	149	1803-01-101	20
Hidalgo	FM 1925	146	1803-01-101	25
Hidalgo	FM 1925	150	1803-01-101	30
Hidalgo	FM 1925	151	1803-01-101	43
Hidalgo	FM 1925	147	1803-01-101	47
Johnson	FM 157	82	0747-05-045	61
Leon	US 79	31	0205-04-052	P00058854
Leon	US 79	30	0205-04-052	P00058859
Leon	US 79	32	0205-04-052	P00058911
Smith	FM 2493	24	0191-03-088	P00070528.001-.002
Smith	FM 2493	26	0191-03-088	P00070531
Smith	FM 2493	25	0191-03-088	P00070532
Smith	FM 2493	23	0191-03-088	P00070534
Smith	FM 2493	27	0191-03-088	P00070554
Smith	FM 2493	28	0191-03-088	P00070563
Smith	FM 2493	21	0191-03-088	P00070564
Smith	FM 2493	22	0191-03-088	P00070573
Smith	SH 31	79	0424-01-059	P00066923.001
Smith	SH 31	80	0424-01-059	P00066924.001
Smith	SH 31	78	0424-01-059	P00066939.001
Smith	SH 31	76	0424-01-059	P00066942.001
Smith	SH 31	75	0424-01-059	P00066952.001
Smith	SH 31	73	0424-01-059	P00066972.001
Smith	SH 31	74	0424-01-059	P00066977.001
Smith	SH 31	72	0424-01-059	P00066979.001
Smith	SH 31	69	0424-01-059	P00066994.001
Smith	SH 31	70	0424-01-059	P00066997.001
Smith	SH 31	71	0424-01-059	P00066998.001
Smith	SH 31	77	0424-01-060	P00067188.001
Smith	FM 756	81	0492-04-040	P00063743.001
Smith	FM 756	184	0492-04-040	P00063757.001-.002
Victoria	FM 236	83	0842-03-041	P00071223.001

NON-CONTROLLED ACCESS (continued)

COUNTY	HIGHWAY	EXHIBIT	ROW CSJ NO.	PARCEL
Victoria	FM 236	84	0842-03-041	P00071235.001-.002
Victoria	FM 236	85	0842-03-041	P00071237.001-.002
Victoria	FM 236	97	0842-03-041	P00071242.001
Victoria	FM 236	96	0842-03-041	P00071245.001
Victoria	FM 236	95	0842-03-041	P00071250.001
Victoria	FM 236	86	0842-03-041	P00071255.001
Victoria	FM 236	94	0842-03-041	P00071257.001
Victoria	FM 236	93	0842-03-041	P00071261.001
Victoria	FM 236	92	0842-03-041	P00071264.001
Victoria	FM 236	91	0842-03-041	P00071265.001
Victoria	FM 236	90	0842-03-041	P00071267.001
Victoria	FM 236	89	0842-03-041	P00071272.001
Victoria	FM 236	87	0842-03-041	P00071286.001
Victoria	FM 236	88	0842-03-041	P00071290.001
Washington	US 290	9	0114-09-096	P00075707
Washington	US 290	7	0114-09-096	P00075718
Washington	US 290	6	0114-09-096	P00075719
Washington	US 290	8	0114-09-096	P00075721
Washington	US 290	15	0186-06-094	P00065036
Washington	US 290	16	0186-06-094	P00065039
Washington	US 290	13	0186-06-094	P00065040
Washington	US 290	17	0186-06-094	P00065043
Washington	US 290	14	0186-06-094	P00065048
Washington	US 290	18	0186-06-094	P00065057
Washington	US 290	20	0186-09-094	P00065027
Washington	US 290	19	0186-09-094	P00065038
Wichita	US 82	12	0156-04-124	P00005502
Wichita	US 82	11	0156-04-124	P00005584
Willacy	FM 490	98	0860-02-019	P00081166.001

CONTROLLED ACCESS

COUNTY	HIGHWAY	EXHIBIT	ROW CSJ NO.	PARCEL
Ellis	I-45	O	0092-05-059	P00072625.001-.002E
Harris	I-69	N	0027-13-226	214
Harris	I-45	HH	0500-03-608	329
Harris	I-45	II	0500-03-608	427
Jack	US 281	LL	0249-07-076	2
Jack	US 281	OO	0249-07-076	4
Jack	US 281	PP	0249-07-076	9
Jack	US 281	EE	0249-07-076	P00010447
Jack	US 281	FF	0249-07-076	P00073690
Jack	US 281	GG	0249-07-076	P00081977.001-.002

CONTROLLED ACCESS (continued)

COUNTY	HIGHWAY	EXHIBIT	ROW CSJ NO.	PARCEL
Midland	I-20	A	0005-14-099	P00056479.001
Travis	I-35	B	0015-13-434	P00064450
Travis	I-35	F	0015-13-434	P00064467
Travis	I-35	C	0015-13-434	P00064508
Travis	I-35	D	0015-13-434	P00064509
Travis	I-35	MM	0015-13-434	P00066350
Travis	I-35	E	0015-13-434	P00066352
Travis	I-35	L	0015-13-435	P00064564
Travis	I-35	M	0015-13-435	P00064567
Travis	I-35	I	0015-13-435	P00064570
Travis	I-35	J	0015-13-435	P00064571
Travis	I-35	G	0015-13-435	P00064595
Travis	I-35	H	0015-13-435	P00066358
Travis	I-35	K	0015-13-435	P00066359
Travis	I-35	NN	0015-13-435	P00066418
Travis	I-35	KK	0015-13-443	P00074688
Walker	I-45	JJ	0675-06-111	37
Washington	US 290	P	0114-09-096	P00075697
Washington	US 290	Q	0114-09-096	P00075722
Washington	US 290	R	0186-06-094	P00065030
Washington	US 290	U	0186-06-094	P00065044
Washington	US 290	V	0186-06-094	P00065052
Washington	US 290	S	0186-06-094	P00065056
Washington	US 290	W	0186-06-094	P00065058
Washington	US 290	T	0186-06-094	P00065061
Washington	US 290	X	0186-06-094	P00073672
Washington	US 290	AA	0186-09-094	P00065020
Washington	US 290	CC	0186-09-094	P00065021
Washington	US 290	BB	0186-09-094	P00065022
Washington	US 290	Y	0186-09-094	P00065024
Washington	US 290	Z	0186-09-094	P00065026
Washington	US 290	DD	0186-09-094	P00065028

Note: Exhibits A-PP and 1-184 are on file with the commission chief clerk.

ITEM 10. Routine Minute Orders and Reports

This item was presented by Executive Director Marc Williams. Commissioner Meade made a motion, which was seconded by Commissioner New, and the commission approved the following minute orders by a vote of 5-0.

a. Donations to the Department

Various Districts - Consider the acknowledgment of donations with a value of \$500 or more, including donations of money, materials, services, or real property, that are made to the department for the purpose of assisting the department in carrying out its functions and duties or for improving access to or from a highway on the state highway system (see attached itemized list) (MO)

116704
CSD

Transportation Code, §201.206, authorizes the Texas Department of Transportation (department) to accept a donation in any form, including realty, personalty, money, materials, and services, for the purpose of carrying out its functions and duties. Government Code, Chapter 575, requires the governing board of a state agency to acknowledge the acceptance of a donation valued at \$500 or more by majority vote at an open meeting, not later than the 90th day after the date the donation is accepted. It also prohibits a state agency from accepting a donation from a person who is a party to a contested case before the agency until the 30th day after the date the decision in the case becomes final.

The Texas Transportation Commission (commission) has adopted 43 TAC §§1.500-1.506, which relate to the department's acceptance of donations. Section 1.503 authorizes the executive director to approve acceptance of donations to the department and requires that donations valued at \$500 or more must be acknowledged by order of the commission not later than the 90th day after the date the donation is accepted by the department. It further prohibits acceptance of a gift or donation when the donor is subject to department regulation or oversight or when the donor is interested in or likely to become interested in any contract, purchase, payment, or claim with or against the department, except as provided by that section. It also provides that the executive director may approve the acceptance of a donation, notwithstanding the foregoing proscriptions in the rules, if the executive director determines that acceptance would provide a significant public benefit and would not influence or reasonably appear to influence the department in the performance of its duties.

Transportation Code, §223.049 authorizes the department to contract with an owner of land adjacent to a highway that is part of the state highway system to construct an improvement on the highway right of way that is directly related to improving access to or from the owner's land. Exhibit A lists donations resulting from a contract executed by the department under Transportation Code, §223.049 and other donations accepted under Transportation Code, §201.206.

The department also acquires by donation land used for highway improvement projects. Exhibit B lists property donated to the department for that purpose. The department has determined that acceptance of these donations is in the best interest and welfare of the traveling public and will provide a significant public benefit.

The commission established the Sponsorship Acknowledgement Program under 43 TAC Chapter 12, Subchapter K. The program, which is authorized by the Federal Highway Administration in FHWA Order 5610.1A, allows the department to place signs acknowledging donations made to the department to fund

transportation related services. Exhibit C lists donations made to the department under the Sponsorship Acknowledgement Program.

The executive director has determined that the donations identified in the attached exhibits comply with the applicable provisions of 43 TAC §§1.500-1.506, 43 TAC §12.353, Government Code, Chapter 575 and Transportation Code, §201.206, §223.049 and §224.001, and has approved acceptance of those donations. All required donation agreements have been executed under 43 TAC §1.504 and §1.506, as applicable.

IT IS THEREFORE ORDERED by the commission that it acknowledges the acceptance of the donations identified in the attached exhibits A, B, and C.

DONATIONS TO THE DEPARTMENT

<u>DONOR</u>	<u>DD</u>	<u>COUNTY</u>	<u>DONATION DESCRIPTION</u>
3SR Capital, LLC	AUS	Llano	Design and construction of one left turn lane and two right turn lanes on SH 71 in Horseshoe Bay.
Alamo Lumber Company	LRD	Dimmit	Design and construction of traffic signal pole assembly, traffic signal modifications and pavement markings at US 83 and Loop 517 in Carrizo Springs.
Burton Truck Stop LLC	BRY	Washington	Design and construction of a left turn bay extension on US 290 adjacent to the donor's property located in Washington County.
Cheniere Foundation	BMT	Jefferson	Funds towards the state's cost to design and construct slope repairs with sheet piling and riprap stone for 1,000 feet along SH 82 and shipping channel to stabilize the slope in Port Arthur.
Chesmar Homes, LLC	SAT	Bexar	Design and construction for installation of right turn lane and left turn lane on FM 1346 located approximately 4,400 feet west of intersection of FM 1346 and Zigmont Road in San Antonio.

DONATIONS TO THE DEPARTMENT (continued)

<u>DONOR</u>	<u>DD</u>	<u>COUNTY</u>	<u>DONATION DESCRIPTION</u>
Chick-fil-A, Inc.	TYL	Smith	Design and construction of a right turn deceleration lane on South Broadway Avenue at new driveway location and additional left turn storage northbound on South Broadway Avenue at Chimney Rock Drive in Tyler.
Cleveland Vision Real Estate LLC	AUS	Bastrop	Design and construction of one right turn lane on FM 1209 from 0.38 miles north of SH 71 to 0.18 miles south of Blue Flame Road, and one median left turn lane on FM 1209 from 0.16 miles north of SH 71 to 0.17 miles south of Blue Flame Road in Bastrop.
Eddy Travel Center, LLC	WAC	Bell	Design and construction of two driveways for entry and exit of the proposed Ascent Travel Center located on the southbound frontage road 206 South I-35 Eddy.
Franklin Mountain San Marcos I, LP	AUS	Hays	Design and construction of roadway improvements to FM 110 that will serve Logistic Park in San Marcos.
H-E-B, LP	SAT	Bexar	Design and construction for the installation of a concrete traffic barrier, five right turn deceleration lanes, two left turn deceleration lanes, roadway widening, and a traffic signal on SH 211 in San Antonio.
Holt Texas, Ltd.	SAT	Bexar	Design and construction of roadway widening for left turn lane and right turn deceleration lanes on SH Loop 13 (W.W. White Road) located at 3510 South W.W. White Road in San Antonio.

DONATIONS TO THE DEPARTMENT (continued)

<u>DONOR</u>	<u>DD</u>	<u>COUNTY</u>	<u>DONATION DESCRIPTION</u>
KB HOME Lone Star Inc.	AUS	Travis	Design and construction of a two-way left turn lane from Empire Road to 765 feet north of Schmidt Lane, 600 feet southbound right turn lane at Arnhamn Lane, and a 600 feet southbound right turn lane at Schmidt Lane along FM 973 in Manor.
Lennar Homes of Texas Land and Construction, Ltd. and M/I Homes of Houston, LLC	HOU	Montgomery	Design and construction of a left turn lane from northbound SH 75 into the Moran Ranch Section 6 development in Willis.
Lockhart 130 North/South Ltd	AUS	Caldwell	Design and construction of a deceleration lane on SH 142 from 0.109 miles west of FM 2720, and a left turn lane on SH 142 from 0.125 miles east of FM 2720, and a deceleration lane on SH 130 from 0.025 miles south of SH 142 to 0.08 miles south of SH 142 in Lockhart.
Manor 290 OZ Real Estate, LP	AUS	Travis	Design and construction of modification to the existing traffic signal at the intersection of US 290 and Bois D Arc Lane in Manor.
Medina Revitalization Initiative, LLC	SAT	Bexar	Design and construction for installation of left turn deceleration lanes and right turn deceleration lanes on SH 211 located from Tamaron Valley Drive to 0.8 miles south of Tamaron Valley Drive and in San Antonio.
Monarch Ranch at Manor, LLC	AUS	Travis	Design and construction of the eastbound approach signal hardware at the site driveway/Tinajero Way and FM 973 in Manor.

DONATIONS TO THE DEPARTMENT (continued)

<u>DONOR</u>	<u>DD</u>	<u>COUNTY</u>	<u>DONATION DESCRIPTION</u>
New Waverly 2 Property LLC	BRY	Walker	Design and construction of a left turn extension on SH 150 and a new left turn lane on FM 1097 including all associated widening and striping adjacent to the donor's property in Walker County.
Odessa Development Corporation	ODA	Ector	Funds towards the state's cost of improvements of constructing a new interchange at the intersection of West Loop 338 and 8th Street in Odessa.
Shea Homes Houston, LLC	HOU	Montgomery	Design and construction of a street tie-in and right turn lane from northwest bound SH 242 into the Evergreen development in Conroe.
Texas DPS Troopers Foundation, Inc.	TRF	McCulloch	Funds to design, fabricate, and install two memorial highway designation signs on the portion of US 87 within the municipal limits of Brady, designated as the Ranger Stanley K. Guffey Memorial Highway within McCulloch County.
Waterstone Land Partners, Ltd.	AUS	Hays	Design and construction of drainage improvements to FM 110 that will serve the Waterstone Development in San Marcos.
WBW Land Investments, LP	WAC	Bell	Design and construction of a right turn deceleration lane on W Adams Avenue into a proposed multifamily addition named Cypress Creek at South Cedar located in Temple.

DONATIONS TO THE DEPARTMENT (continued)

<u>DONOR</u>	<u>DD</u>	<u>COUNTY</u>	<u>DONATION DESCRIPTION</u>
WSS-10 2920 at Cypress Rosehill, LLC	HOU	Harris	Design and construction of a right turn deceleration lane and roadside ditch from eastbound FM 2920 into the Cypress Rosehill development in Houston.
Z-Modular Austin, LLC., a Delaware Limited Liability Company		AUS	Travis Donation of 2.152 acres of land on FM 973. The property being donated will be utilized to install right-in and right-out turning lanes on FM 973 at Zekelman Blvd., in Travis County.
H-E-B, LP., a Texas Limited Partnership, formerly known as HEB Grocery Company LP., a Texas Limited Partnership	SAT	Bexar	Donation of 0.095 acres of land on FM 2252. The property being donated will be utilized for the design and construction of a traffic signal and turn lanes on FM 2252.
El Dorado Chevrolet & Mazda	DAL	Collin	Litter pick-up throughout a corridor on the State's right of way through the Sponsor a Highway Program.
Kidd Roofing	DAL	Collin	Litter pick-up throughout a corridor on the State's right of way through the Sponsor a Highway Program.
AMOCO Federal Credit Union	HOU	Galveston	Litter pick-up throughout a corridor on the State's right of way through the Sponsor a Highway Program.
DFS Corporate Services, LLC	HOU	Harris	Litter pick-up throughout a corridor on the State's right of way through the Sponsor a Highway Program.

DONATIONS TO THE DEPARTMENT (continued)

<u>DONOR</u>	<u>DD</u>	<u>COUNTY</u>	<u>DONATION DESCRIPTION</u>
Precedent Wealth Partners, LLC	HOU	Harris	Litter pick-up throughout a corridor on the State's right of way through the Sponsor a Highway Program.
Shell Federal Credit Union	HOU	Harris	Litter pick-up throughout a corridor on the State's right of way through the Sponsor a Highway Program.
Farah Law Group, PLLC	HOU	Montgomery	Litter pick-up throughout a corridor on the State's right of way through the Sponsor a Highway Program.
Farah Law Group, PLLC	ODA	Ector	Litter pick-up throughout a corridor on the State's right of way through the Sponsor a Highway Program.
DNOW L.P. dba Distributionnow	ODA	Midland	Litter pick-up throughout a corridor on the State's right of way through the Sponsor a Highway Program.
Farah Law Group, PLLC	ODA	Midland	Litter pick-up throughout a corridor on the State's right of way through the Sponsor a Highway Program.
J.D. Collision Express, LLC	SAT	Bexar	Litter pick-up throughout a corridor on the State's right of way through the Sponsor a Highway Program.

Note: Exhibits A, B, and C are on file with the commission chief clerk.

b. Real Estate Dispositions

(1) Dallas County - I- 20 - Consider the designation of one location on the I-20 eastbound frontage road at which access will be permitted to the adjoining private real property (MO)

116705
ROW

In the city of Dallas, Dallas County, on I-20, a designated controlled-access highway, the state of Texas acquired certain land for highway purposes with a denial of access to the adjoining private real property per Transportation Code, §203.031(a).

Narsi Group, LLC, a Texas limited liability company, the current owner of the adjoining private real property, has requested designated access to and from the I-20 eastbound frontage road for proposed access at one location along the property line at the new access point described in exhibit A.

Narsi Group, LLC, a Texas limited liability company, has committed to purchase the access for \$170,365.

Transportation Code, §201.103, empowers the Texas Transportation Commission (commission) to plan and make policies for the location, construction, and maintenance of a comprehensive system of state highways and public roads.

Transportation Code, §203.002 authorizes the commission to layout, construct, maintain, and operate a modern state highway system, with an emphasis on the construction of controlled-access highways.

Transportation Code, §203.031 authorizes the commission to designate locations on a controlled-access highway at which access to or from the highway is permitted and to determine the type and extent of access permitted at each location.

Transportation Code, Chapter 202, Subchapter B, authorizes the commission to recommend the sale of any interest in right of way no longer needed for a state highway purpose to abutting and adjoining landowners.

The commission finds that the new access point will not compromise the mobility, safety, or operation of the existing state highway facility.

The commission further finds, in accordance with the standard established by Transportation Code, §202.021(j), that \$170,365 is a fair and reasonable value of the state's right, title, and interest in the access.

IT IS THEREFORE ORDERED by the commission that the designated access, described in exhibit A, is no longer needed for a state highway purpose. The commission recommends, subject to approval by the attorney general, that the governor of Texas execute a proper instrument granting the access described in exhibit A to Narsi Group, LLC, a Texas limited liability company, for \$170,365.

Note: Exhibit A is on file with the commission chief clerk.

(2) Midland County - SH 191 - Consider the exchange of a drainage channel easement as part of a transaction to acquire a drainage channel easement needed for a state highway purpose (MO)

116706
ROW

In the city of Odessa, Midland County, on SH 191, the state of Texas acquired an easement interest in certain land by an instrument recorded in Volume 857, Page 122, and in Volume 753, Page 527, of the Deed Records of Ector and Midland Counties, Texas, respectively.

In accordance with V.T.C.A., Transportation Code, Chapter 202, Subchapter B, §202.024, the Texas Transportation Commission (commission) may recommend the exchange of an interest in real property acquired but not needed for a highway purpose as whole or partial consideration for another interest in real property needed for a state highway purpose.

The easement encumbering a portion of the land, described in exhibit A, (tract) is no longer needed for a state highway purpose. The value of the easement is \$1,470,000.

A drainage channel easement needed for a state highway purpose, encumbering the land described in exhibit B, (parcel) is to be conveyed to the state by ICA Development, LLC, a Texas limited liability company. The value of the easement encumbering the parcel and its associated improvements is \$1,650,000.

ICA Development, LLC is the owner of the fee interest in the tract and has requested that the easement encumbering the tract be released to it in exchange for an easement encumbering the parcel, and ICA Development, LLC will donate the \$180,000 difference in value between the easement encumbering the tract and the improved easement encumbering the parcel to the state, in accordance with an executed exchange agreement.

It is the opinion of the commission that it is proper and correct that the state release the easement encumbering the tract to ICA Development, LLC as partial consideration for the improved easement encumbering the parcel and accept the donation of \$180,000 value difference from ICA Development, LLC.

IT IS THEREFORE ORDERED by the commission that the easement interest encumbering the tract, described in exhibit A, is no longer needed for a state highway purpose. The commission recommends, subject to approval by the attorney general, that the governor of Texas execute a proper instrument conveying all of the state's right, title, and interest in the easement interest to ICA Development, LLC, a Texas limited liability company, in exchange and as partial consideration for the improved easement encumbering the parcel.

Note: Exhibits A and B are on file with the commission chief clerk.

c. Reports**(1) Compliance Division Report**

Note: Confidential report to commission.

(2) Central Texas Turnpike System**Travis and Williamson Counties - FY2024 Central Texas Turnpike System Annual Inspection Report (Report)**

Note: The Report will remain on file with the commission chief clerk for two years.

(3) Quarterly Investment Report**Quarterly Investment Report for all of the funds invested at the direction of the commission (Report)**

Note: The Report will remain on file with the commission chief clerk for two years.

(4) Grimes and Montgomery Counties - Quarterly Traffic and Operating Report for the State Highway 249 System (Report)

Note: The Report will remain on file with the commission chief clerk for two years.

(5) Travis and Williamson Counties - Voluntary Quarterly Report of Actual Traffic and Toll Revenue for the Central Texas Turnpike System (Report)

Note: The Report will remain on file with the commission chief clerk for two years.

d. Finance**(1) Central Texas Turnpike System Bonds**

Consider approving the Ninth Supplemental Indenture authorizing the issuance of one or more series of Central Texas Turnpike System (CTTS) revenue refunding bonds to refund all or any portion of the outstanding CTTS bonds, the documents relating to such bonds, and the refinancing or remarketing of certain outstanding CTTS bonds without incurring additional debt and without extending the final maturity if financial market conditions are favorable for refinancing; designating department officials to take all actions necessary to deliver the bonds; and designating commission representatives to execute a CTTS Supplemental Amending Indenture No. 2 dated August 1, 2024, related to the modernizing and streamlining the CTTS indenture (MO)

116707
PFD

Transportation Code Section 228.051 provides that the Texas Transportation Commission (commission) by order may designate one or more lanes of a segment of the state highway system as a toll project or system.

By Minute Order 108873, dated April 25, 2002, the commission designated SH 130 as a toll project and a controlled access state highway from I-35 north of Georgetown to the intersection of US 183 and SH 130 at SH 45 Southeast (SH 130) as part of the Central Texas Turnpike System (system).

By Minute Order 108896, dated May 30, 2002, the commission designated SH 45 North as a toll project and a controlled access state highway from west of US 183 to the SH 130/SH 45 North interchange (SH 45 N) as part of the system.

By Minute Order 108896, dated May 30, 2002, the commission designated Loop 1 as a toll project and a controlled access state highway from the existing Loop 1 and FM 734 (Parmer Lane) to the Loop 1/SH 45 N interchange (Loop 1) as part of the system.

By Minute Order 109729, dated July 29, 2004, the commission designated SH 45 Southeast as a toll project and a controlled access state highway from I-35 at FM 1327 south of Austin to the SH 130/US 183 interchange (SH 45 SE) and by Minute Order 113243 dated August 30, 2012, SH 45 SE was designated as part of the system.

The commission has issued toll revenue obligations to finance and refinance a portion of the costs of the system (system bonds), composed of the SH 130, SH 45 N, Loop 1, and SH 45 SE project elements, described above, pursuant to an "Indenture of Trust" dated July 15, 2002, as amended (master indenture) and eight supplemental indentures. Any terms not otherwise defined in this order have the meaning given in the master indenture as supplemented by the ninth supplement, defined below.

The commission is authorized pursuant to Chapters 1207 and 1371, Texas Government Code, and Chapter 228, Texas Transportation Code, to refund, refinance and restructure outstanding toll revenue obligations, such as the system bonds, and the Texas Department of Transportation (department) is reviewing all outstanding system bonds for refunding opportunities.

The commission has determined it to be in the best interest of the state and the system to issue additional obligations pursuant to the master indenture to refund all or any portion of the outstanding system bonds (refunding bonds), and the master indenture authorizes the issuance of such refunding bonds to refund all or any portion of the outstanding system bonds upon compliance with certain conditions as set forth in the master indenture, as supplemented by the ninth supplement.

The master indenture, together with the "Ninth Supplemental Indenture of Trust" (ninth supplement), prescribes the terms, provisions and covenants related to the proposed issuance of refunding bonds in one or more series with such name, series designation and other terms and provisions as provided in the ninth supplement and each related award certificate so long as the issuance of such refunding bonds results in any of the following: (i) a net present value debt service

savings of not less than 3% of the system bonds refunded, (ii) provides long-term fixed rates for refunded variable rate obligations, (iii) alternative variable rate financing for refunded variable rate obligations, (iv) variable rate refinancing of fixed rate obligations or (v) any combination thereof.

Under the ninth supplement, the commission representative, as defined in the ninth supplement, includes the chief financial officer of the department (or any successor thereto), the director, project finance, debt and strategic contracts division of the department (or any successor thereto) or such other officer or employee of the department or such other individual so designated by the foregoing individuals or by the commission to perform the duties of commission representative, who are each authorized to conduct a tender offer for outstanding and defeased bonds and to determine the method of sale for each series of refunding bonds as well as the terms of such refunding bonds to include the price, lien status and any tender offer of outstanding and defeased bonds, as prescribed in each award certificate in accordance with the ninth supplement.

The commission understands that preliminary official statements and final official statements will be distributed in connection with the public offering of one or more series of the refunding bonds. The commission further understands that additional disclosure and tender documents may be distributed in connection with any tender offer related to outstanding and defeased bonds.

Under the ninth supplement, each commission representative, on behalf of the commission, is authorized to conduct a tender offer for outstanding and defeased bonds as well as price all or a portion of the refunding bonds with structures including variable rate bonds, put bonds, index bonds and others, which may require the use of liquidity providers, credit providers, tender agents, information agents, remarketing agents, calculation agents and other entities performing various functions in connection with any such structures or tender offers. Under the ninth supplement, each commission representative, on behalf of the commission, is authorized to execute any additional supplemental indentures necessary to comply with the master indenture including designating certain system funds as current revenues.

In accordance with the master indenture and each supplemental indenture, each commission representative, on behalf of the commission, is authorized to designate the trustee for each series of bonds and is further authorized to remove and replace the trustee for outstanding system bonds in compliance with the requirements of the master indenture and each supplemental indenture if such change is determined by such commission representative to be in the best interest of the system.

The commission has also determined it to be in the best interest of the state to remarket or refund the commission's Central Texas Turnpike System First Tier Revenue Refunding Put Bonds, Taxable Series 2020-B (the "Series 2020-B Bonds") that are subject to mandatory tender on August 15, 2024.

In accordance with Article X of the master indenture, the commission is authorized to make amendments to the master indenture in accordance thereunder.

The department has determined that modernizing and streamlining the master indenture to reflect modern practices of enterprise functions is in the best interest of the commission and the system based upon the review of other enterprise functions.

IT IS THEREFORE ORDERED by the commission that the chairman of the commission and executive director of the department are authorized and directed to execute and deliver each series of the refunding bonds and such other documents and certificates necessary or appropriate to carry out the intent of this order and each commission representative, on behalf of the commission, is authorized and directed to execute and deliver the ninth supplement, any additional supplemental indentures, each bond purchase agreement (including any forward or delayed delivery bond purchase agreements), escrow agreements, tender offer agreements, dealer manager agreements, paying agent/registrar agreements, award certificates and similar or other agreements necessary or appropriate for each series of the refunding bonds (collectively, program documents), in the form approved by each commission representative or in substantially the form previously approved by the commission in connection with the outstanding system revenue bonds, as applicable, with such changes as each commission representative, on behalf of the commission, executing the same may approve, such approval to be conclusively evidenced by execution of the program documents.

IT IS FURTHER ORDERED by the commission that each commission representative, on behalf of the commission, is authorized and directed to execute and deliver any remarketing agreements, liquidity agreements, continuing covenant agreements, purchase agreements, tender agent agreements, calculation agent agreements and similar or other agreements necessary or appropriate for any variable rate refunding bonds (collectively, variable rate documents), and the variable rate documents in the form approved by each commission representative or in substantially the form previously approved by the commission in connection with outstanding system bonds are approved, as applicable, with such changes as each commission representative executing the same may approve, such approval to be conclusively evidenced by execution of the variable rate documents. Pursuant to the foregoing authority, each commission representative is authorized to approve specific terms of, execute and deliver, and terminate or amend, in accordance with its terms, variable rate documents in the form of a "credit agreement," as defined by Section 1371.001(1), Government Code; provided, however, that any variable rate document executed in the form of a credit agreement shall (i) be in a maximum aggregate principal amount not to exceed the outstanding aggregate principal amount of the bonds to which such credit agreement relates, (ii) be for a term that does not exceed the final maturity date of the bonds to which such credit agreement relates, (iii) provide that any payments thereunder shall not bear interest at a rate that exceeds the maximum rate allowed by law, (iv) be payable

from and secured by sources identified in the supplemental indenture that authorized the issuance of the bonds to which such credit agreement relates, (v) be executed with a counterparty whose credit is rated investment grade by a nationally recognized statistical rating organizations, and (vi) be executed and delivered before the first anniversary of the date of this order.

IT IS FURTHER ORDERED by the commission that any necessary notices and ancillary documents in connection with the issuance of each series of the refunding bonds, any tender offer, any remarketing, any additional supplemental indentures, any change in trustee, the program documents, the variable rate documents are hereby approved, and each commission representative, on behalf of the commission, is authorized and directed to execute and deliver such documents.

IT IS FURTHER ORDERED by the commission that preliminary official statements and official statements are approved for distribution in connection with the public offering and sale of each series of refunding bonds in such form as each commission representative, on behalf of the commission, may approve such approval to be conclusively evidenced by delivery of such official statements. Each commission representative, on behalf of the commission, is authorized to deem each preliminary official statement and official statement final for purposes of rule 15c2-12 of the Securities and Exchange Commission (rule) with such omissions as permitted by the rule. Disclosure documents are approved for distribution in connection with any tender offer program for outstanding and defeased bonds in such form as each commission representative, on behalf of the commission, may approve.

IT IS FURTHER ORDERED by the commission that any necessary ancillary documents in connection with the issuance of each series of the system refunding bonds, any tender offer, any supplemental indentures, change in trustee, the program documents and the variable rate documents, if any, are hereby approved, and each member of the commission, each commission representative, the executive director of the department and general counsel of the department, on behalf of the commission, are authorized and directed to perform all such acts and execute such agreements, documents, certificates, notices and applications, including any applications and submissions to the Bond Review Board, if necessary, and execution of certifications to any underwriters, the Attorney General, the Texas Comptroller of Public Accounts, the Bond Review Board and other parties, as may be necessary or appropriate to carry out the intent of this order and other orders of the commission relating to the system, the ninth supplement, the program documents and the variable rate documents.

IT IS FURTHER ORDERED by the commission that each commission representative is authorized and directed to provide any required notices and execute all necessary documents in connection with any remarketing of the Series 2020-B Bonds in the same or different interest rate modes or different subseries as authorized by the eighth supplement authorizing the Series 2020-B Bonds including any remarketing agreements, purchase agreements, tender agent agreements, calculation agent agreements and similar or other agreements

related to any such remarketing. Each commission representative, on behalf of the commission, is authorized to take all other actions necessary in connection with any remarketing of the Series 2020-B Bonds.

IT IS FURTHER ORDERED by the commission that the amendment of the master indenture to modernize and streamline it to reflect modern practices of enterprise functions is in the best interest of the commission, department and the system based upon the review by the department of other enterprise functions.

IT IS FURTHER ORDERED by the commission that each commission representative is authorized and directed to execute and deliver the Supplemental Amending Indenture of Trust No. 2 with such changes as each commission representative, on behalf of the commission, executing the same may approve as authorized under Article X of the master indenture, such approval to be conclusively evidenced by execution of the Supplemental Amending Indenture of Trust No. 2.

IT IS FURTHER ORDERED by the commission that any necessary ancillary documents in connection with the amendment of the master indenture, are hereby approved, and the commission representative, on behalf of the commission, is authorized and directed to execute and deliver such documents.

(2) Highway Improvement General Obligation Bonds

Consider approving the Seventh Supplemental Resolution authorizing the issuance of one or more series of Highway Improvement General Obligation (HIGO) refunding bonds, the documents relating to the issuance of such bonds, and the refinancing of certain outstanding HIGO bonds without incurring additional debt and without extending the final maturity if financial market conditions are favorable for refinancing; and designating department officials to take all actions necessary to deliver the bonds (MO)

116708
PFD

Pursuant to Minute Order 112100, dated January 28, 2010, the Texas Transportation Commission (commission) approved a "Master Resolution Establishing the Texas Transportation Commission Highway Improvement General Obligation Financing Program" (master resolution) to establish a general obligation financing program in an aggregate principal amount not to exceed \$5 billion pursuant to which the commission may issue bonds and execute credit agreements secured by and payable from the general revenues of the state pursuant to the constitutional provision and Transportation Code Section 222.004.

Any terms not otherwise defined herein have the meaning given in the seventh supplement, as hereinafter defined.

Section 49-p, Article III of the Texas Constitution (constitutional provision), Section 222.004, Transportation Code and other applicable law, including Government Code Chapters 1207 and 1371, authorize the commission to issue Highway Improvement General Obligation bonds, notes and other public securities (general obligation bonds) and to enter into credit agreements. The commission may issue general obligation bonds for one or more of the following

purposes to: 1) pay, or reimburse the State Highway Fund for payment of all or part of the costs of highway improvement projects including loans for highway improvement projects; 2) pay (a) the costs of administering projects authorized under Section 222.004, Transportation Code, (b) the costs or expense of the issuance of the bonds or (c) all or part of a payment owed or to be owed under a credit agreement; and 3) refund outstanding bonds.

All new money general obligation bonds authorized pursuant to the constitutional provision have been issued; however, employees of the Texas Department of Transportation (department) continue to review all outstanding general obligation bonds for refunding opportunities.

The master resolution, together with the "Seventh Supplemental Resolution to the Master Resolution Establishing the Texas Transportation Commission Highway Improvement General Obligation Financing Program" (seventh supplement), prescribes the terms, provision and covenants related to the issuance of general obligation refunding bonds in one or more series with such title and series designation as set forth in the seventh supplement so long as the issuance of such refunding bonds results in a net present value debt service savings of not less than 3% of the outstanding bonds refunded.

Under the seventh supplement, the "department representative," as defined in the seventh supplement, includes the chief financial officer of the department and the director of the project finance, debt and strategic contracts division of the department. Each department representative is authorized to determine the method of sale for the refunding bonds and shall further determine the terms of such refunding bonds to include the price, interest rate or rates and any tender offer of outstanding and defeased bonds, as prescribed in each award certificate in accordance with the seventh supplement.

Under the seventh supplement, each department representative is authorized to conduct a tender offer for outstanding and defeased bonds as well as price all or a portion of the bonds with structures including variable rate bonds, put bonds, index bonds and others, which may require the use of liquidity providers, credit providers, tender agents, information agents, remarking agents, calculation agents and other entities performing various functions in connection with any such structures or tender offers.

The commission understands that preliminary official statements and final official statements will be distributed in connection with the public offering of one or more series of the refunding bonds, which preliminary official statements and official statements will include a description of the general obligation pledge of the state's full faith and credit. The commission further understands that additional disclosure and tender documents may be distributed in connection with any tender offer related to outstanding and defeased bonds.

IT IS THEREFORE ORDERED by the commission that the chairman of the commission and the executive director of the department are authorized and directed to execute and deliver each series of bonds and such other documents and certificates necessary or appropriate to carry out the intent of this order and each department representative, on behalf of the commission, is authorized and

directed to execute and deliver the seventh supplement, any bond purchase contracts (including any forward or delayed delivery purchase contracts), award certificates, tender offer agreements, paying agent/registrars agreements and escrow agreements, and similar or other agreements necessary or appropriate for any series of the refunding bonds (collectively, program documents), and the program documents in the form approved by the department representative or in substantially the form previously approved by the commission in connection with the outstanding parity debt, are approved as applicable, with such changes as the department representative, on behalf of the commission, executing the same may approve, such approval to be conclusively evidenced by execution of the program documents.

IT IS FURTHER ORDERED by the commission that the department representative, on behalf of the commission, is authorized and directed to execute and deliver any remarketing agreements, liquidity agreements, continuing covenant agreements, purchase agreements, tender agent agreements, calculation agent agreements and similar or other agreements necessary or appropriate for any variable rate bonds (collectively, variable rate documents), and the variable rate documents in the form approved by the department representative or in substantially the form previously approved by the commission in connection with any series of bonds, are approved, as applicable, with such changes as the department representative executing the same may approve, such approval to be conclusively evidenced by execution of the variable rate documents. Pursuant to the foregoing authority, the department representative is authorized to approve specific terms of, execute and deliver, and terminate or amend, in accordance with its terms, variable rate documents in the form of a "credit agreement," as defined by Section 1371.001(1), Government Code; provided, however, that any variable rate document executed in the form of a credit agreement shall (i) be in a maximum aggregate principal amount not to exceed the outstanding aggregate principal amount of the bonds to which such credit agreement relates, (ii) be for a term that does not exceed the final maturity date of the bonds to which such credit agreement relates, (iii) provide that any payments there under shall not bear interest at a rate that exceeds the maximum rate allowed by law, (iv) be payable from and secured by sources identified in the supplemental resolution that authorized the issuance of the bonds to which such credit agreement relates, (v) be executed with a counterparty whose credit is rated investment grade by a nationally recognized statistical rating organizations, and (vi) be executed and delivered before the first anniversary of the date of this order.

IT IS FURTHER ORDERED by the commission that the chief financial officer of the department and the director of the project finance, debt and strategic contracts division are hereby designated as authorized representatives for purposes of the master resolution.

IT IS FURTHER ORDERED by the commission that preliminary official statements and official statements are approved for distribution in connection with the public offering and sale of each series of refunding bonds in such form as

each department representative, on behalf of the commission, may approve, such approval to be conclusively evidenced by delivery of such official statements. Each department representative, on behalf of the commission, is authorized to deem each preliminary official statement and official statement final for purposes of rule 15c2-12 of the Securities and Exchange Commission (rule) with such omissions as permitted by the rule. Disclosure documents are approved for distribution in connection with any tender offer program for outstanding and defeased bonds in such form as each department representative, on behalf of the commission, may approve, such approval to be conclusively evidenced by delivery thereof.

IT IS FURTHER ORDERED by the commission that any necessary ancillary documents in connection with the issuance of each series of the refunding bonds, the program documents, and the variable rate documents, if any, are hereby approved, and each member of the commission, each department representative, the executive director of the department, and general counsel of the department, on behalf of the commission, are authorized and directed to perform all such acts and execute such documents, certificates, notices and applications, including any applications and submissions to the Bond Review Board, if necessary, and execution of certifications to the underwriters, the Attorney General, the Texas Comptroller of Public Accounts, the Bond Review Board and other parties, as may be necessary or appropriate to carry out the intent of this order and other orders of the commission relating to the general obligation financing program established by the master resolution, the seventh supplement, the program documents, and the variable rate documents.

(3) State Highway Fund Bonds

Consider approving the Eleventh Supplemental Resolution authorizing the issuance of one or more series of State Highway Fund revenue refunding bonds, the documents relating to the issuance of such bonds, and the refinancing or remarketing of certain outstanding State Highway Fund revenue bonds without incurring additional debt and without extending the final maturity if financial market conditions are favorable for refinancing; and designating department officials to take all actions necessary to deliver the bonds (MO)

116709
PFD

Pursuant to Minute Order 110472, dated March 30, 2006, the Texas Transportation Commission (commission) approved a "Master Resolution Establishing a Financing Program for Bonds, Other Public Securities and Credit Agreements Secured by and Payable from Revenue Deposited to the Credit of the State Highway Fund," as subsequently amended and restated (master resolution), to establish a revenue financing program (state highway fund revenue financing program) pursuant to which the commission may issue bonds, notes and other public securities and execute credit agreements secured by and payable from a pledge of and lien on revenues deposited to the credit of the State Highway Fund (highway fund). Any terms not otherwise defined herein have the meaning given in the eleventh supplement, as hereinafter defined.

Section 49-n, Article III, of the Texas Constitution (constitutional provision), Transportation Code Section 222.003 (enabling act), and other applicable law, including Government Code Chapters 1207 and 1371, authorize the commission to issue bonds and other public securities and enter into bond enhancement agreements that are payable from revenue deposited to the credit of the highway fund to fund state highway improvement projects. The constitutional provision further provides for the appropriation of amounts from highway fund revenues that are sufficient to pay the principal of and interest on such bonds or other public securities and any cost related to the bonds and other public securities, including payments under bond enhancement agreements.

The enabling act authorizes the commission to issue bonds and other public securities secured by a pledge of and payable from revenue deposited to the credit of the highway fund (bonds). The enabling act further provides that the Texas Comptroller of Public Accounts shall withdraw from the highway fund amounts determined by the commission to permit timely payment of the principal of and interest on the bonds and other public securities and any cost related to the bonds and other public securities, including payments under credit agreements.

The commission has determined it to be in the best interest of the state of Texas (state) and the highway fund to issue additional bonds, on parity with previously issued obligations (parity debt), secured by and payable from a pledge of and lien on revenues deposited to the credit of the highway fund under the constitutional provision to refund all or part of the outstanding parity debt to provide: (i) savings to the state, (ii) long-term fixed rates for refunded variable rate bonds, (iii) alternative variable rate financing for refunded variable rate bonds, or (iv) any combination thereof.

The master resolution, together with the “Eleventh Supplemental Resolution to the Master Resolution Establishing a Financing Program for Bonds, Other Public Securities and Credit Agreements Secured by and Payable from Revenue Deposited to the Credit of the State Highway Fund” (eleventh supplement) prescribes the terms, provisions and covenants related to the issuance of refunding bonds in one or more series, from time to time, with such title and series designation as set forth in the eleventh supplement so long as the issuance of such refunding bonds provides any of the following: (i) net present value debt service savings of not less than 3% of the principal amount of the refunded parity debt, (ii) long-term fixed rates for refunded variable rate bonds, (iii) alternative variable rate financing for refunded variable rate bonds, or (iv) any combination thereof.

The department representative, as defined in the eleventh supplement, includes the chief financial officer of the Texas Department of Transportation (department) and the director of the project finance, debt and strategic contracts division of the department (each a “department representative”). Each department representative is authorized to determine the method of sale of each series of the bonds and shall further determine the price, interest rate or rates, and such other

terms of the bonds as prescribed in each award certificate in accordance with the eleventh supplement. Each department representative is further authorized to offer to purchase, solicit offers to sell and engage in such other activities as are deemed necessary or appropriate in connection with invitations to tender previously issued parity debt on such terms as shall be determined by the department representative and prescribed in each award certificate for bonds issued in connection with any such tender in accordance with the eleventh supplement.

Under the eleventh supplement, each department representative is authorized to price all or a portion of the bonds with structures including variable rate bonds, put bonds, index bonds and others, which may require the use of liquidity providers, tender agents, remarketing agents, calculation agents and other entities performing various functions in connection with any such structures.

The commission has determined that it is in the best interest of the state to authorize each department representative to enter into any memoranda and agreements (collectively, management agreements) as are deemed necessary or appropriate by each department representative to permit timely payment of obligations issued or incurred pursuant to the master resolution and the eleventh supplement and to provide for the management and administration of the highway fund and any other funds and accounts established and maintained in connection with or related to such obligations.

The commission has also determined that it is in the best interest of the state to authorize each department representative to take such actions as are determined to be necessary or appropriate in connection with the remarketing of previously issued variable rate bonds (remarketed variable rate bonds), from time to time, as contemplated by the supplemental resolution that authorized the issuance of such bonds, and price all or a portion of such remarketed variable rate bonds with various interest rate and other structures, including fixed or variable rate bonds, put bonds, index bonds and others, which may require the use of liquidity providers, tender agents, remarketing agents, calculation agents and other entities performing various functions in connection with any such interest rate structures.

The commission understands and intends that official statements, remarketing memoranda, invitations to tender, or other offering documents (collectively, official statements) will be distributed in connection with the public offering of the bonds, including remarketed variable rate bonds, and invitations to tender previously issued parity debt, which official statement will include a description of the revenues deposited to the credit of the highway fund and other security and payment provisions related to the bonds, including remarketed variable rate bonds.

IT IS THEREFORE ORDERED by the commission that the chairman of the commission and the executive director of the department are authorized and directed to execute and deliver each series of bonds and such other documents and certificates as are necessary or appropriate to carry out the intent of this order and each department representative, on behalf of the commission, is authorized and directed to execute and deliver the eleventh supplement, any

bond purchase contract (including any forward or delayed delivery bond purchase contract), award certificate, paying agent/registrars agreement, invitations to tender and related agreements, escrow agreement and similar or other agreements necessary or appropriate for any series of the bonds (collectively, program documents), in the form approved by each department representative or in substantially the form previously approved by the commission in connection with parity debt, as applicable, with such changes as each department representative, on behalf of the commission, executing the same may approve, such approval to be conclusively evidenced by execution of the program documents.

IT IS FURTHER ORDERED by the commission that each department representative, on behalf of the commission, is authorized and directed to execute and deliver any remarketing agreements, liquidity agreements, continuing covenant agreements, purchase agreements, tender agent agreements, calculation agent agreements, and similar or other agreements necessary or appropriate for any variable rate bonds (collectively, variable rate documents), and the variable rate documents in the form approved by each department representative or in substantially the form previously approved by the commission in connection with parity debt are approved, as applicable, with such changes as each department representative executing the same may approve, such approval to be conclusively evidenced by execution of the variable rate documents. Pursuant to the foregoing authority, each department representative is authorized to approve specific terms of, execute and deliver, and terminate or amend, in accordance with its terms, variable rate documents in the form of a "credit agreement," as defined by Section 1371.001(1), Government Code; provided, however, that any variable rate document executed in the form of a credit agreement shall (i) be in a maximum aggregate principal amount not to exceed the outstanding aggregate principal amount of the bonds to which such credit agreement relates, (ii) be for a term that does not exceed the final maturity date of the bonds to which such credit agreement relates, (iii) provide that any payments thereunder shall not bear interest at a rate that exceeds the maximum rate allowed by law, (iv) be payable from and secured by sources identified in the supplemental resolution that authorized the issuance of the bonds to which such credit agreement relates, (v) be executed with a counterparty whose credit is rated investment grade by a nationally recognized statistical rating organizations, and (vi) be executed and delivered before the first anniversary of the date of this order.

IT IS FURTHER ORDERED by the commission that the chief financial officer of the department and the director of the project finance, debt and strategic contracts division are hereby designated as authorized representatives for purposes of the master resolution.

IT IS FURTHER ORDERED by the commission that each department representative is authorized to execute and deliver such management agreements as are deemed necessary or appropriate to permit timely payment of bonds issued or incurred pursuant to the eleventh supplement or the

redemption of a portion of the outstanding parity debt and to provide for the management and administration of the highway fund and any other funds and accounts established and maintained in connection with or related to such bonds.

IT IS FURTHER ORDERED by the commission that official statements are approved for distribution in connection with the public offering and sale of each series of bonds, including remarketed variable rate bonds, in such form as each department representative, on behalf of the commission, executing the same may approve, such approval to be conclusively evidenced by delivery of such official statements. Each department representative, on behalf of the commission, is authorized to execute the official statement for each series of bonds, including remarketed variable rate bonds, and to deem final the preliminary form of each official statement for purposes of Rule 15c2-12 of the Securities and Exchange Commission (rule) with such omissions as permitted by the rule. Invitations to tender and related official statements are approved for distribution in connection with any invitation to tender previously issued parity debt in such form as each department representative, on behalf of the commission, may approve, such approval to be conclusively evidenced by delivery of such invitations to tender and related official statements.

IT IS FURTHER ORDERED by the commission that any other agreements, instruments or ancillary documents necessary or appropriate in connection with the issuance of each series of the bonds, any invitation to tender previously issued parity debt, the conversion or remarketing of outstanding parity debt issued as variable rate bonds, and the performance of the terms and conditions of any program document or variable rate document are hereby approved, and each member of the commission, each department representative, the executive director of the department and general counsel of the department, on behalf of the commission, are authorized and directed to perform all such acts and execute such documents, certificates, notices and applications, including any applications and submissions to the Texas Bond Review Board, if necessary, and execution of certifications to the underwriters, the Texas Attorney General, the Texas Comptroller of Public Accounts, the Texas Bond Review Board and other parties, as may be necessary or appropriate to carry out the intent of this order and other orders of the commission relating to the state highway fund revenue financing program established by the master resolution, the program documents and the variable rate documents, if any.

(4) Texas Mobility Fund Bonds

Consider approving the Fourteenth Supplemental Resolution authorizing the issuance of one or more series of Texas Mobility Fund refunding bonds, the documents relating to the issuance of such bonds, and the refinancing or remarketing of certain outstanding Texas Mobility Fund bonds without incurring additional debt and without extending the final maturity if financial market conditions are favorable for refinancing; and designating department officials to take all actions necessary to deliver the bonds (MO)

116710
PFD

Pursuant to Minute Order 110081, dated May 4, 2005, the Texas Transportation Commission (commission) approved a "Master Resolution Establishing the Texas Transportation Commission Mobility Fund Revenue Financing Program," as subsequently amended by the first amendment, second amendment and third amendment (master resolution), to establish a revenue financing program (mobility fund revenue financing program) pursuant to which the commission may issue bonds, notes and other public securities and execute credit agreements secured by and payable from a pledge of and lien on all or part of the moneys in the Texas Mobility Fund (fund). Any terms not otherwise defined herein have the meaning given in the fourteenth supplement, as hereinafter defined.

Section 49-k, Article III of the Texas Constitution (constitutional provision), Transportation Code, Subchapter M of Chapter 201 and other applicable law, including Government Code Chapters 1207 and 1371, authorize the commission to issue bonds, notes and other public securities (bonds or obligations) secured by all or part of the money in the fund to: 1) pay all or part of the costs of constructing, reconstructing, acquiring, and expanding state highways; 2) provide participation by the state in the payment of part of the costs of constructing and providing public transportation projects that are determined by the commission to be in the best interests of the state; 3) create debt service accounts; 4) pay interest on obligations for a period of no longer than two years; 5) refund or cancel outstanding obligations; and 6) pay the costs or expense of the issuance of the bonds.

Transportation Code, Chapter 201, Subchapter M, provides that the commission may guarantee on behalf of the state the payment of any obligations and credit agreements secured by the fund by pledging the full faith and credit of the state to the payment of the obligations and credit agreements in the event the revenue and money dedicated to the fund and on deposit in the fund under the constitutional provision, are insufficient for that purpose.

The commission has determined it to be in the best interest of the state and the fund to issue additional obligations, on parity with the previously issued outstanding parity debt, secured by revenues and money dedicated to the fund and on deposit in the fund under the constitutional provision and by a pledge of the full faith and credit of the state to refund all or part of the outstanding parity debt: (i) for savings to the state, (ii) to refund outstanding variable rate obligations, and/or (iii) to renew or replace credit agreements relating to variable rate obligations.

The master resolution, together with the "Fourteenth Supplemental Resolution to the Master Resolution Establishing the Texas Transportation Commission Mobility Fund Revenue Financing Program" (fourteenth supplement), prescribes the terms, provisions and covenants related to the issuance of additional bonds in one or more series with such title and series designation as set forth in the fourteenth supplement so long as the issuance of such refunding bonds results in any of the following: (i) provides a net present value debt service savings of not less than 3% of the outstanding parity debt refunded, (ii) provides long-term

fixed rates for refunded variable rate bonds, (iii) provides alternative variable rate financing for refunded variable rate bonds or (iv) any combination thereof.

Under the fourteenth supplement, the department representative, as defined in the fourteenth supplement, includes the chief financial officer of the Texas Department of Transportation (department) and the director of the project finance, debt and strategic contracts division of the department (each a "department representative"). Each department representative is authorized to conduct a tender offer for outstanding and defeased bonds as well as determine the method of sale of each series of the obligations and shall further determine the terms of such refunding obligations to include the price, interest rate or rates and any tender offer of outstanding and defeased bonds, as prescribed in each award certificate in accordance with the fourteenth supplement.

Under the fourteenth supplement, each department representative is authorized to conduct a tender offer for outstanding and defeased bonds as well as price all or a portion of the bonds with structures including variable rate bonds, put bonds, index bonds and others, which may require the use of liquidity providers, credit providers, tender agents, information agents, remarking agents, calculation agents and other entities performing various functions in connection with any such structures or tender offers.

The commission understands that preliminary official statements and final official statements will be distributed in connection with the public offering of the bonds, which preliminary official statements and official statements will include a description of the general obligation pledge of the state's full faith and credit in the event the revenue and money dedicated to and on deposit in the fund are insufficient for payments due on the bonds and any related credit agreements. The commission further understands that additional disclosure and tender documents may be distributed in connection with any tender offer related to outstanding and defeased bonds.

IT IS THEREFORE ORDERED by the commission that the chairman of the commission and the executive director of the department are authorized and directed to execute and deliver each series of the refunding bonds and such other documents and certificates necessary or appropriate to carry out the intent of this order and each department representative, on behalf of the commission, is authorized and directed to execute and deliver the fourteenth supplement, any bond purchase contracts (including any forward or delayed delivery purchase contracts), award certificates, paying agent/registrars agreements, tender offer agreements, escrow agreements and similar or other agreements necessary or appropriate for any series of the refunding bonds (collectively, program documents), and the program documents in the form approved by each department representative or in substantially the form previously approved by the commission in connection with the outstanding parity debt, are approved, as applicable, with such changes as each department representative, on behalf of the commission, executing the same may approve, such approval to be conclusively evidenced by execution of the program documents.

IT IS FURTHER ORDERED by the commission that each department representative, on behalf of the commission, is authorized and directed to execute and deliver any remarketing agreements, liquidity agreements, continuing covenant agreements, tender agent agreements, calculation agent agreements and similar or other agreements, including any extensions of any existing agreements, necessary or appropriate for any variable rate bonds (collectively, variable rate documents), and the variable rate documents in the form approved by each department representative or in substantially the form previously approved by the commission in connection with the outstanding parity debt, are approved, as applicable, with such changes as each department representative executing the same may approve, such approval to be conclusively evidenced by execution of the variable rate documents, if any. Pursuant to the foregoing authority, each department representative is authorized to approve specific terms of, execute and deliver, and terminate or amend, in accordance with its terms, variable rate documents in the form of a "credit agreement," as defined by Section 1371.001(1), Government Code; provided, however, that any variable rate document executed in the form of a credit agreement shall (i) be in a maximum aggregate principal amount not to exceed the outstanding aggregate principal amount of the bonds to which such credit agreement relates, (ii) be for a term that does not exceed the final maturity date of the bonds to which such credit agreement relates, (iii) provide that any payments there under shall not bear interest at a rate that exceeds the maximum rate allowed by law, (iv) be payable from and secured by sources identified in the supplemental resolution that authorized the issuance of the bonds to which such credit agreement relates, (v) be executed with a counterparty whose credit is rated investment grade by a nationally recognized statistical rating organizations, and (vi) be executed and delivered before the first anniversary of the date of this order.

IT IS FURTHER ORDERED by the commission that the chief financial officer of the department and the director of the project finance, debt and strategic contracts division are hereby designated as authorized representatives for purposes of the master resolution.

IT IS FURTHER ORDERED by the commission that a pledge of the full faith and credit of the state be utilized in connection with the refunding bonds and the payment obligations of the commission under any credit agreements.

IT IS FURTHER ORDERED by the commission that preliminary official statements and official statements are approved for distribution in connection with the public offering and sale of each series of refunding obligations in such form as each department representative, on behalf of the commission, may approve, such approval to be conclusively evidenced by delivery of such official statement. Each department representative, on behalf of the commission, is authorized to deem each preliminary official statement and official statement final for purposes of rule 15c2-12 of the Securities and Exchange Commission (rule) with such omissions as permitted by the rule. Disclosure documents are approved for distribution in connection with any tender offer program for outstanding and defeased bonds in such form as each department representative, on behalf of the commission, may approve, such approval to be conclusively evidenced by delivery thereof.

IT IS FURTHER ORDERED by the commission that any necessary ancillary documents in connection with the issuance of each series of the refunding bonds and any tender offer, the program documents and the variable rate documents, if any, are hereby approved, and each member of the commission, each department representative, the executive director of the department and general counsel of the department, on behalf of the commission, are authorized and directed to perform all such acts and execute such documents, certificates, notices and applications, including any applications and submissions to the Bond Review Board, if necessary, and execution of certifications to the underwriters, the Attorney General, the Texas Comptroller of Public Accounts, the Bond Review Board and other parties, as may be necessary to carry out the intent of this order and other orders of the commission relating to the mobility fund revenue financing program established by the master resolution, the fourteenth supplement, the program documents and the variable rate documents.

f. Speed Zones

Various Counties - Consider the establishment or alteration of regulatory and construction speed zones on various sections of highways in the state (MO)

116711
TRF

Transportation Code, §545.352 establishes prima facie reasonable and prudent speed limits for various categories of public roads, streets, and highways.

Transportation Code, §545.353 empowers the Texas Transportation Commission (commission) to alter those prima facie limits on any part of the state highway system as determined from the results of an engineering and traffic investigation conducted according to the procedures adopted by the commission.

The Texas Department of Transportation (department) has conducted the prescribed engineering and traffic investigations to determine reasonable and safe prima facie maximum speed limits for those segments of the state highway system shown in exhibits A and B.

Exhibit A lists construction speed zones in effect when signs are displayed within construction projects. The completion and/or acceptance of each project shall cancel the provision of this minute order applying to said project and any remaining construction speed zone signs shall be removed.

Exhibit B lists speed zones for sections of highways where engineering and traffic investigations justify the need to alter the speeds.

It has also been determined that the speed limits on the segments of the state highway system, previously established by the commission by minute order and listed in exhibit C, are no longer necessary or have been incorporated by the city which has the authority to set the speed limits on these sections of the highway.

The department, in consultation with the Texas Commission on Environmental Quality, has also determined that the environmental speed limit on the segment of highway established by Minute Order 109064, dated October 31, 2002, and listed in exhibit D, is no longer necessary.

IT IS THEREFORE ORDERED by the commission that the reasonable and safe prima facie maximum speed limits determined in accordance with the

department's "Procedures for Establishing Speed Zones" and shown on the attached exhibits A and B are declared as tabulated in those exhibits. The executive director is directed to implement this order for control and enforcement purposes by the erection of appropriate signs showing the prima facie maximum speed limits.

IT IS FURTHER ORDERED that a provision of any prior order by the commission which is in conflict with a provision of this order is superseded to the extent of that conflict, and that the portions of minute orders establishing speed zones shown on the attached exhibit C are canceled.

Note: Exhibits A, B, C, and D are on file with the commission chief clerk.

OPEN COMMENT PERIOD - At the conclusion of all other agenda items, the commission will allow an open comment period, not to exceed one hour, to receive public comment on any other matter that is under the jurisdiction of the department. No action will be taken. Each speaker will be allowed a maximum of three minutes. Speakers must be signed up prior to the beginning of the open comment period.

The commission received comments from Gina Torry discussing the new Texas Crosswalk Law; city of El Paso Representative, Metropolitan Planning Organization (MPO) Board Member, and mayoral candidate Cassandra Hernandez spoke about funding for El Paso and MPO items; city of El Paso Representative Art Fierro and El Paso Chamber chairwoman Elizabeth O'Hara spoke about the Downtown 10 project; and El Paso MPO Executive Director Eduard Calvo spoke about El Paso MPO items. The commission received no further comments.

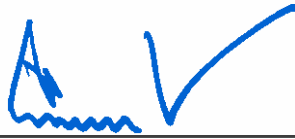
ITEM 11. Executive Session Pursuant to Government Code, Chapter 551 Section 551.071

Consultation with and advice from legal counsel regarding any item on this agenda, pending or contemplated litigation, or other legal matters.

The commission did not meet in executive session.

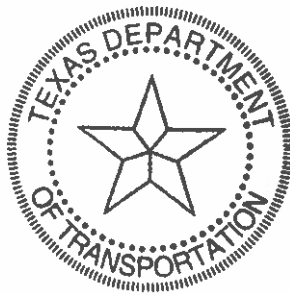
Commissioner Vaughn motioned adjournment and Commissioner Meade seconded the motion. The commission voted 5-0 to adjourn. The regular meeting of the Texas Transportation Commission was adjourned at 11:20 a.m.

APPROVED by the Texas Transportation Commission on May 23, 2024:



J. Bruce Bugg, Jr., Chairman
Texas Transportation Commission

I hereby certify that the above and foregoing pages constitute the full, true, and correct record of all proceedings and official records of the Texas Transportation Commission at its regular meeting on May 23, 2024, in Austin, Texas.



Amanda Brown, Commission Chief Clerk
Texas Department of Transportation