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, SH 130 was designated 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, SH 45 N was designated as a toll project and a controlled access state highway from west of US 183 to SH 130/SH 45 North interchange (SH 45 N) as part of the system.

By Minute Order 108896, dated May 30, 2002, Loop 1 was designated 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 SH 45 Southeast was designated 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 outstanding $2,402,352,411 in aggregate principal amount of system obligations (including First Tier Revenue Bonds, Series 2002-A; First Tier Revenue Refunding Bonds Series 2012-A, First Tier Revenue Refunding Put Bonds, Series 2015-A, First Tier Revenue Refunding Bonds, Series 2015-B and Second Tier Revenue Refunding Bonds, Series 2015-C (collectively, the system obligations) issued to finance or refinance a portion of the costs of the system, composed of the SH 130, SH 45 N, Loop 1 and SH 45 SE project elements, described above, pursuant to an indenture and seven supplemental indentures. Any terms not otherwise defined in this order have the meaning given in the indenture.

The commission is authorized pursuant to Chapters 1207 and 1371, Texas Government Code, as amended, and Chapter 228, Texas Transportation Code, as amended, to refund, refinance and restructure outstanding toll revenue obligations such as the system obligations and the Texas Department of Transportation (department) is reviewing all outstanding system obligations 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 indenture to refund all or any portion of the outstanding system obligations and the indenture authorizes the issuance of additional obligations to refund all or any portion of the outstanding system obligations upon compliance with certain conditions as set forth in the indenture.

The indenture, together with the "Eighth Supplemental Indenture of Trust" (eighth supplement), prescribes the terms, provisions and covenants related to the proposed issuance of refunding obligations in one or more series with such name, series designation and other terms and provisions as provided in the eighth supplement and each related award certificate so long as the issuance of such refunding obligations results in any of the following: (i) a net present value debt service savings of not less than 3% of the obligations refunded; (ii) provides long-term fixed rates for

refunded variable rate obligations; (iii) other variable rate financing for refunded variable rate obligations; or (iv) any combination thereof.

Under the eighth supplement, a chief financial officer, as defined in the eighth supplement, includes the chief financial officer of the department and the innovative financing/debt management officer of the department who is authorized to determine the method of sale for each series of refunding obligations as well as the price, lien status and other terms of each series of the refunding obligations as prescribed in each award certificate.

The commission understands that a preliminary official statement and final official statement will be distributed in connection with the public offering of one or more series of the refunding obligations.

Under the eighth supplement, a chief financial officer is authorized to price all or a portion of one or more series of the refunding obligations with various interest rate and other structures including variable rate bonds, put bonds, index bonds and others, which may require the use of liquidity provider(s), tender agents, remarketing agents and other entities performing various functions in connection with any such interest rate structures.

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 obligations and such other documents and certificates to carry out the intent of this order and a chief financial officer, on behalf of the commission, is authorized and directed to execute and deliver the eighth supplement, each bond purchase agreement, as applicable, escrow agreement, if necessary, paying agent agreement, award certificate and similar agreements necessary for any series of the refunding obligations (collectively, program documents), in the form approved by a chief financial officer or in substantially the form previously approved by the commission in connection with the outstanding system obligations, as applicable, with such changes as a chief financial officer, 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 a chief financial officer, on behalf of the commission, is authorized and directed to execute and deliver any remarketing agreement, liquidity agreement, tender agent agreement and other agreements necessary for any variable rate refunding obligations (collectively, variable rate documents), and the variable rate documents and similar agreements in connection with any variable rate refunding obligations are authorized in such form approved by a chief financial officer executing the same may approve, such approval to be conclusively evidenced by execution of the variable rate documents.

IT IS FURTHER ORDERED by the commission that any necessary ancillary documents in connection with the issuance of the refunding obligations, the program documents, the variable rate documents, if any, are hereby approved, and a chief financial officer, on behalf of the commission, is authorized and directed to execute and deliver such documents.

IT IS FURTHER ORDERED by the commission that the preliminary official statement and the official statement are approved for distribution in connection with the public offering and sale of each series of refunding obligations in such form as a chief financial officer, on behalf of the commission, executing the same may approve, such approval to be conclusively evidenced by execution of such official statement. The chief financial officer, on behalf of the commission, is

authorized to deem any 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.

IT IS FURTHER ORDERED by the commission that each member of the commission, each chief financial officer, the executive director of the department and general counsel of the department are authorized and directed to perform all such acts and execute such documents and notices, including execution of certifications to any underwriters or purchasers, the attorney general, the 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 system, the program documents and the variable rate documents, if any.

Submitted and reviewed by:

Interim Chief Financial Officer

Recommended by:

Executive Director

114475 JAN 28 16

Minute Number Date Passed