

These are the minutes of the regular meeting of the Texas Transportation Commission held on January 31, 2019, in Austin, Texas. The meeting was called to order at 9:00 a.m. by Chairman Bugg with the following commissioners present:

Texas Transportation Commission:

J. Bruce Bugg, Jr.	Chairman
Jeff Austin, III	Commissioner
Laura Ryan	Commissioner
Alvin New	Commissioner

Administrative Staff:

James Bass, Executive Director
 Jeff Graham, General Counsel
 Robin Carter, 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 2:21 p.m. on January 23, 2019, as required by Government Code, Chapter 551, referred to as “The Open Meetings Act.”

ITEM 1. Safety Briefing

This item was presented by Occupational Safety Specialist Becky King.

Chairman Bugg recognized State Senator Kirk Watson, Representative Celia Israel, and Austin Mayor Steve Adler all of whom spoke in favor of Agenda Item 6, US 183N. Representative Celia Israel also recognized and thanked Representative Joe Pickett. Chairman Bugg recognized Representative Ed Thompson who spoke in favor of the advancement of Grand Parkway, Segment B.

ITEM 2. Special Presentations

a. Resolution recognizing recently retired State Representative Joseph C. Pickett, in honor of his decades of service and support of Texas transportation

This item was presented by Executive Director James Bass. Former Representative Joe Pickett came to the podium. Director Bass and the commission congratulated Representative Pickett on his many successes and thanked him for his leadership and support of transportation. Representative Pickett thanked Director Bass and the commission. Photographs were taken.

b. I-69 Alliance - Polk County Judge Sydney Murphy

Chairman Bugg introduced Judge Murphy who spoke to the commission.

ITEM 3. Consider the approval of the Minutes of the December 13, 2018, regular meeting of the Texas Transportation Commission

Commissioner Austin made a motion, which was seconded by Commissioner New, and the commission approved the minutes of the December 13, 2018, regular meeting by a vote of 4 - 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 Gina Gallegos. Commissioner Austin made a motion, which was seconded by Commissioner Ryan, and the commission approved the following minute order by a vote of 4 - 0.

115403
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 January 8 and 9, 2019; 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 Gina Gallegos. Commissioner Austin made a motion, which was seconded by Commissioner New, and the commission approved the following minute order by a vote of 4 - 0.

115404
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 January 8 and 9, 2019; 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 Project Development Branch Manager Warren Rose. Commissioner Ryan made a motion, which was seconded by Commissioner Austin, and the commission approved the following minute order by a vote of 4 - 0.

115405
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 opened and read on January 8, 2019, 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 or rejected 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

Development of 2020 Unified Transportation Program (UTP) planning targets (Presentation)

This discussion was led by Transportation Planning and Programming Division Director Peter Smith. The commission asked questions and discussed the topic.

ITEM 6. US 183N

Travis and Williamson Counties - Consider (i) authorizing the Central Texas Regional Mobility Authority (CTRMA) to use state-owned right of way to develop, construct, and operate two tolled managed lanes in each direction and related facilities along US 183 from SH 45 North/RM 620 to Loop 1 in Travis and Williamson Counties (the Managed Lanes Improvements); (ii) approving the connection of the Managed Lanes Improvements with a segment of the state highway system; (iii) authorizing

CTRMA to develop, design, and construct as an improvement to the state highway system a fourth non-tolled general purpose lane in each direction and other non-tolled improvements to US 183 (the US 183 Improvements) along the same corridor; (iv) authorizing the department to reimburse the costs of the non-tolled US 183 Improvements with 100% federal funds while ensuring no funds from state funding, including sources commonly known as Proposition 1 and Proposition 7, are utilized, subject to public involvement and an update to the Unified Transportation Program allocating funds for the US 183 Improvements; (v) authorizing the executive director to enter into agreements and take all actions necessary to carry out the provisions of the minute order, while ensuring that funding from sources commonly known as Proposition 1 or Proposition 7 will not be used on either the Managed Lanes Improvements or the US 183 Improvements; and (vi) rescinding Minute Order 115078 adopted by the Texas Transportation Commission on October 26, 2017 (MO) (Presentation)

This item was presented by Project Finance, Debt & Strategic Contracts Division Director Ben Asher. In addition to Senator Watson, Representative Israel, and Mayor Adler, who all spoke at the beginning of the meeting, Austin Area Research Organization representative Pete Winstead, Greater Austin Chamber of Commerce representative Bobby Jenkins, Capital Metro Board Chairman Wade Cooper, and Real Estate Council of Austin Chief Executive Officer Dianne Bangle, all spoke in support of the item. Letters in support of the item were received from Representative John Bucy, Austin City Council members Jimmy Flannigan, Alison Alter, Ann Kitchen, and Austin Mayor Pro Tem Delia Garza. The commission also heard comments from private citizen and engineer Don Dixon, who does not support tolling. Commissioner Austin made a motion, which was seconded by Commissioner Ryan, and the commission approved the following minute order by a vote of 4 - 0.

115406
PFD

On October 26, 2017, the Texas Transportation Commission (commission) adopted Minute Order 115078, which, among other things, authorized the Texas Department of Transportation (department) to issue a request for qualifications to design, develop, construct, and potentially maintain improvements within the US 183 corridor between SH 45 North/RM 620 in Williamson County and Loop 1 in Travis County that comprise the 183 North Mobility Project.

The Capital Area Metropolitan Planning Organization (CAMPO) included the 183 North Mobility Project in the CAMPO 2040 Plan adopted on May 11, 2015. On May 8, 2017, CAMPO adopted amendments to the FY 2017-2020 Transportation Improvement Program, which included the 183 North Mobility Project.

Subsequent to the commission's adoption of Minute Order 115078, the Central Texas Regional Mobility Authority (CTRMA) requested that it, rather than the department, procure, fund, develop, and construct the 183 North Mobility Project. The 183 North Mobility Project is comprised of two elements to be constructed and funded under a single design-build contract by CTRMA: (1) the 183 North Managed Lanes Improvements (Managed Lanes Improvements), and (2) the US 183 Improvements (US 183 Improvements). The Managed Lanes Improvements are tolled managed lanes and

will be owned and operated by CTRMA. The US 183 Improvements are non-tolled general purpose lanes and other non-tolled improvements and will be owned and operated by the department.

The non-tolled US 183 Improvements includes the non-tolled general purpose lanes, a shared use path, sidewalks, and bicycle/pedestrian facilities. These additional general purpose lanes would be constructed southbound from approximately Lake Creek Parkway to the entrance ramp from SH 45 North, southbound from north of McNeil Drive/Spicewood Springs Road to Loop 1, and northbound between Braker Lane and McNeil Drive/Spicewood Springs Road. The bicycle and pedestrian improvements include two shared-use path segments, new sidewalks, and cross-street connections for bicycles and pedestrians. The existing US 183 will be reconstructed and expanded through the non-tolled US 183 Improvements to provide an equivalent or greater number of non-tolled lanes than currently exists exclusive of the frontage road lanes.

The Managed Lanes Improvements includes two tolled managed lanes in each direction, transitions along US 183 north of SH 45 North/RM 620 and south of Loop 1, and direct connectors to and from Loop 1 managed lanes with transitions along Loop 1 to RM 2222.

The department and CTRMA have developed a methodology for allocating responsibility for the costs incurred by CTRMA for the 183 North Mobility Project between the Managed Lanes Improvements and the non-tolled US 183 Improvements. The methodology recognizes that the cost of the identifiable Managed Lanes Improvements element is the responsibility of CTRMA, the cost of the identifiable non-tolled US 183 Improvements element is the responsibility of the department, and responsibility for the cost of the remaining elements is allocated between CTRMA and the department based upon the ratio of the pavement area of the Managed Lanes Improvements to the pavement area of the non-tolled US 183 Improvements. Using that methodology, CTRMA and the department determined that 20.8% of the costs of the 183 North Mobility Project is allocable to the non-tolled US 183 Improvements.

The Managed Lanes Improvements is subject to the primacy requirements of Transportation Code, Chapter 373. Pursuant to Transportation Code § 373.052, CTRMA has exercised its option to develop, finance, construct, and operate the Managed Lanes Improvements. Pursuant to Transportation Code § 370.301(e), the Managed Lanes Improvements will not be on the state highway system. The non-tolled US 183 Improvements will remain on the state highway system as US 183.

Pursuant to Transportation Code, Chapter 373, Subchapter C, the department shall allow a local toll project entity, including a regional mobility authority, to use state highway right-of-way and to access the state highway system as necessary to construct and operate a toll project. Transportation Code § 373.103 provides that a local toll project entity and the department shall enter into an agreement to protect the interests of the commission and the department for any toll project for which the entity has exercised its option to develop, finance, construct, and operate a project and for which the entity intends to use state highway right-of-way.

Transportation Code § 370.187 provides that a regional mobility authority may not begin construction of a transportation project that will connect to the state highway

system or a department rail facility without the approval of the commission. Title 43, Texas Administrative Code § 26.31, et seq. prescribe the conditions for that approval, and require that a regional mobility authority obtain approval after completing the environmental review required by Transportation Code § 370.188 and federal law and before construction of the project begins. The environmental review of the Managed Lanes Improvements has been completed. Title 43, Texas Administrative Code § 11.58 provides that the commission must approve a public or private entity's connection of a regionally significant highway to the state highway system, and provides the criteria for that approval.

Pursuant to 43 Texas Administrative Code §§ 26.31 and 11.58, the CTRMA has submitted a request to the executive director to connect the Managed Lanes Improvements to the state highway system. Pursuant to 43 Texas Administrative Code § 26.32, the commission has determined that the Managed Lanes Improvements may be effectively integrated into the state's transportation system. Further, the commission has determined that all other criteria and conditions for connection of the Managed Lanes Improvements to the state highway system have been met or satisfied.

Under 43 Texas Administrative Code Chapter 26, Subchapter D, the department and the CTRMA are required to execute a project development agreement (PDA) governing the development of a CTRMA project that will connect to the state highway system. The PDA negotiated by the department and the CTRMA will govern the CTRMA's development, design, construction, operation, and maintenance of the Managed Lanes Improvements. The PDA may also govern CTRMA's development, design, and construction of improvements to the state highway system in connection with the funding, design and construction of the non-tolled US 183 Improvements.

The commission has determined that it is in the public interest to allow the 183 North Mobility Project to be developed as described above. In order to accomplish the above purposes, it is necessary to rescind Minute Order 115078.

IT IS THEREFORE ORDERED by the commission that CTRMA is permitted to use state highway right-of-way as necessary to develop, construct, operate, and maintain the Managed Lanes Improvements from SH 45 North/RM 620 to Loop 1, subject to terms that the executive director may include in a PDA that are in furtherance of the state's interests and are consistent with this minute order and applicable law.

IT IS FURTHER ORDERED that pursuant to Transportation Code § 370.187, and 43 Texas Administrative Code §§ 11.58 and 26.32, the connection of the Managed Lanes Improvements with a segment of the state highway system is approved, subject to terms that the executive director may include in a PDA that are in furtherance of the state's interests and are consistent with this minute order and applicable law.

IT IS FURTHER ORDERED that CTRMA is authorized to develop, design, and construct improvements to the state highway system in connection with the funding, design, and construction of the non-tolled US 183 Improvements, subject to terms that the executive director may include in a PDA that are in furtherance of the state's interests and are consistent with this minute order and applicable law.

IT IS FURTHER ORDERED that, conditioned upon CTRMA's demonstration to the department's satisfaction that CTRMA has fully funded the costs of the 183 North Mobility Project, the department is authorized to reimburse the portion of

CTRMA's payments to its design-build contractor and other third parties for the costs of the development, design, and construction of the 183 North Mobility Project that are allocated to the non-tolled US 183 Improvements, with 100% federal funds while ensuring no funds from sources commonly known as Proposition 1 and Proposition 7 are utilized, subject to public involvement and an update to the Unified Transportation Program allocating funds for the non-tolled US 183 Improvements, as follows:

1. CTRMA Payments for project costs excluding change orders: Starting on the first day of the month after CTRMA executes a contract with its design-build contractor and continuing not more frequently than monthly until closeout of the 183 North Mobility Project, CTRMA may submit a request for reimbursement to the department, in the form of an invoice, showing the total amount of costs paid in that period and the amount that is allocable to the non-tolled US 183 Improvements. The invoice shall include information necessary to determine the amount of CTRMA's payments to third parties for the costs of the development, design, and construction of the 183 North Mobility Project paid after the date of this minute order, excluding payments for change orders and other agreed changes, that is allocable to the non-tolled US 183 Improvements, using the same methodology used to arrive at the 20.8% allocation described herein. The department shall have the right to dispute invoiced amounts, and may require CTRMA or its general engineering contractor to submit additional information necessary to support the percentage of CTRMA's payments allocated to the non-tolled US 183 Improvements. The department shall reimburse CTRMA for the undisputed invoiced amounts, provided that the department shall not be required to reimburse any amounts that will cause the cumulative amount of reimbursements to exceed 20.8% of the cumulative amount paid by CTRMA for the 183 North Mobility Project. The aggregate amount of reimbursements paid by the department under this Section 1 shall not exceed \$104,175,000.

2. CTRMA Payments for Change Orders: If there are any change orders that are not the result of an act, omission, failure, or breach of the DB Agreement by CTRMA or other agreed changes that increase the cost of the 183 North Mobility Project, the department's executive director or his designee is authorized to negotiate and agree to the allocation of CTRMA's payments for those additional costs, and the department shall reimburse to CTRMA the agreed upon percentage of CTRMA payments for change orders or other contract changes that are allocated to the non-tolled US 183 Improvements.

3. Audited CTRMA Payments: Upon completion of the 183 North Mobility Project and settlement of all claims, CTRMA shall provide a final accounting of all actual costs. CTRMA will contract with an independent auditor to perform an audit of the actual costs of the 183 North Mobility Project. Following the audit, the parties will agree to a final allocation of the final costs to the Managed Lanes Improvements and the non-tolled US 183 Improvements. If the total amount of CTRMA payments for the non-tolled US 183 Improvements is higher than the amount that was previously reimbursed by the department, the department shall promptly reimburse additional amounts, up to the amounts described in Sections 1 and 2 above. If the total amount of CTRMA payments for the non-tolled US 183 Improvements is lower than the amount

that was previously reimbursed by the department, CTRMA shall promptly pay the difference to the department.

4. **Maximum Amount of Payments Eligible to be Reimbursed by the Department:** The aggregate amount of reimbursements by the department under Sections 1, 2, and 3 herein shall not exceed \$120,000,000.

IT IS FURTHER ORDERED that any PDA between the department and CTRMA governing the use of state owned right-of-way and CTRMA's development, design, construction, operation, and maintenance of the Managed Lanes Improvements, pursuant to Transportation Code § 373.103 and 43 Texas Administrative Code Chapter 26, Subchapter D, shall include any provisions necessary to carry out the purposes of this minute order, including provisions relating to the construction of the non-tolled US 183 Improvements by CTRMA and for allocating project costs between the tolled and non-tolled improvements associated with the 183 North Mobility Project.

IT IS FURTHER ORDERED that the executive director is authorized to take all actions necessary to carry out the purposes of this minute order, while ensuring that funding from sources designated for non-tolled purposes will not be used on either the Managed Lanes Improvements or the non-tolled US 183 Improvements.

IT IS FURTHER ORDERED that Minute Order 115078 is rescinded.

ITEM 7. Transportation Planning

a. Various Counties - Concurrence with the Regional Transportation Council of the North Central Texas Council of Governments' funding of construction and other project development costs of projects to be advanced through the use of payments received from the North Texas Tollway Authority in accordance with the SH 121 Toll Project Agreement (MO)

This item was presented by Project Planning and Development Director Brian Barth. Commissioner Austin made a motion, which was seconded by Commissioner New, and the commission approved the following minute order by a vote of 4 - 0.

115407
TPP

Transportation Code, §228.012 requires the Texas Department of Transportation (department) to create a separate account in the state highway fund to hold payments received by the department under a comprehensive development agreement (CDA) and the surplus revenue of a toll project or system.

The department is required to create subaccounts in the account for each project, system, or region, and to hold money in a subaccount in trust for the benefit of the region in which the project or system is located. Interest earned on money in a subaccount shall be deposited to the credit of that subaccount. The department may assign the responsibility for allocating money in a subaccount to the metropolitan planning organization (MPO) in which the region is located.

The department has created subaccounts in the state highway fund to hold the payments received from the North Texas Tollway Authority (NTTA) for the right to develop, finance, design, construct, operate, and maintain the SH 121 toll project from Business SH 121 in Denton County to US 75 in Collin County (SH 121 payments).

Pursuant to Transportation Code, §228.012, the SH 121 payments may be used to pay the costs of a transportation project, highway project, or air-quality project within a region in which any part of the SH 121 toll project is located. Money must be allocated to projects authorized by Transportation Code, §228.0055 or §228.006, as applicable. An air-quality project is a project or program of the department or another governmental entity that the Texas Transportation Commission (commission) determines will mitigate or prevent air pollution caused by the construction, maintenance, or use of public roads.

In Minute Order 110727, dated October 26, 2006, the commission approved, and authorized the department's executive director to enter into, a memorandum of understanding (MOU) with the Regional Transportation Council (RTC), the transportation policy council of the North Central Texas Council of Governments (NCTCOG), a federally designated MPO, concerning the administration, sharing, and use of surplus toll revenue and CDA concession payments in the region served by the NCTCOG. The SH 121 toll project is located in the region served by the NCTCOG.

Responsibility for allocating the SH 121 payments has been assigned to the RTC under the MOU. The MOU provides that the selection of projects to be financed using those funds shall be made by the RTC, subject to commission concurrence. The projects are to be selected through a process which considers the desires of the cities and counties in which the project is located. The RTC has developed a plan for regional sharing of surplus toll revenue and CDA concession payments, based on the location of the toll project from which these revenues are derived and the residential location of toll users in the region served by the NCTCOG.

In Minute Order 112015, dated October 29, 2009, the commission clarified that commission concurrence in projects selected by the RTC to be financed with surplus toll revenue and CDA concession payments is limited to ensuring the funds are allocated to projects authorized by Transportation Code, §228.0055 or §228.006. The minute order requires the department to disburse such funds in accordance with directions from the RTC to pay the costs of qualified projects.

The department has established a work program to account for and track projects and project costs in the NCTCOG Metropolitan Planning Area (MPA) boundary funded with the SH 121 payments. In previous minute orders, the commission concurred with certain projects identified by the RTC to be funded with those payments, and approved the placement of those projects in the work program. The RTC, through an extensive public involvement process, has identified additional project costs in the NCTCOG MPA boundary to be funded with the SH 121 payments, as shown in Exhibit A. The list of previously-approved projects is shown in Exhibit B and a summary of funds associated with the SH 121 work program is set forth in Exhibit C. Both Exhibit B and Exhibit C are included for informational purposes only.

IT IS THEREFORE ORDERED by the commission that, pursuant to the MOU and Minute Order 112015, it concurs with the projects shown in Exhibit A that have been selected by the RTC to be funded with the SH 121 payments, and approves the placement of the projects in the work program with CONSTRUCT authority, to be developed consistent with applicable state and federal laws, regulations, and procedures. Pursuant to the finding of the RTC, the commission determines that the

projects shown in Exhibit A are transportation or highway projects, or air-quality projects that will mitigate or prevent air pollution caused by the construction, maintenance, or use of public roads, and are therefore eligible to be funded with the SH 121 payments.

IT IS FURTHER ORDERED that, unless otherwise approved by the commission, all direct costs associated with the projects for which federal and state funds have not been allocated shall be charged to this work program, including the costs of right of way acquisition, preliminary engineering, and construction engineering. The costs of department staff incurred in the development, procurement, and construction of on-system projects to be funded from the SH 121 payments subaccounts will not themselves be funded from the SH 121 payments subaccounts. Funds from the SH 121 payments subaccounts that were used to reimburse the costs of department staff will be returned to the subaccounts without interest at least quarterly.

Note: Exhibits A - C are on file with the commission chief clerk.

b. Various Counties - Concurrence with the Regional Transportation Council of the North Central Texas Council of Governments' funding of construction and other project development costs of projects to be advanced through the use of payments received from the North Texas Tollway Authority in accordance with the SH 161 Toll Project Agreement (MO)

This item was presented by Project Planning and Development Director Brian Barth. Commissioner Austin made a motion, which was seconded by Commissioner Ryan, and the commission approved the following minute order by a vote of 4 - 0.

115408
TPP

Transportation Code, §228.012 requires the Texas Department of Transportation (department) to create a separate account in the state highway fund to hold payments received by the department under a comprehensive development agreement (CDA) and the surplus revenue of a toll project or system.

The department is required to create subaccounts in the account for each project, system, or region, and to hold money in a subaccount in trust for the benefit of the region in which the project or system is located. Interest earned on money in a subaccount shall be deposited to the credit of that subaccount. The department may assign the responsibility for allocating money in a subaccount to the metropolitan planning organization (MPO) in which the region is located.

The department has created subaccounts in the state highway fund to hold the payments received from the North Texas Tollway Authority (NTTA) for the right to develop, finance, design, construct, operate, and maintain the SH 161 toll project from I-20 to SH 183 in Dallas County (SH 161 payments).

Pursuant to Transportation Code, §228.012, the SH 161 payments may be used to pay the costs of a transportation project, highway project, or air-quality project within a region in which any part of the SH 161 toll project is located. Money must be allocated to projects authorized by Transportation Code, §228.0055 or §228.006, as applicable. An air-quality project is a project or program of the department or another governmental entity that the Texas Transportation Commission (commission)

determines will mitigate or prevent air pollution caused by the construction, maintenance, or use of public roads.

In Minute Order 110727, dated October 26, 2006, the commission approved, and authorized the department's executive director to enter into, a memorandum of understanding (MOU) with the Regional Transportation Council (RTC), the transportation policy council of the North Central Texas Council of Governments (NCTCOG), a federally designated MPO, concerning the administration, sharing, and use of surplus toll revenue and CDA concession payments in the region served by the NCTCOG. The SH 161 toll project is located in the region served by the NCTCOG.

Responsibility for allocating the SH 161 payments has been assigned to the RTC under the MOU. The MOU provides that the selection of projects to be financed using those funds shall be made by the RTC, subject to commission concurrence. The projects are to be selected through a process which considers the desires of the cities and counties in which the project is located. The RTC has developed a plan for regional sharing of surplus toll revenue and CDA concession payments, based on the location of the toll project from which these revenues are derived and the residential location of toll users in the region served by the NCTCOG.

In Minute Order 112015, dated October 29, 2009, the commission clarified that commission concurrence in projects selected by the RTC to be financed with surplus toll revenue and CDA concession payments is limited to ensuring the funds are allocated to projects authorized by Transportation Code, §228.0055 or §228.006. The minute order requires the department to disburse such funds in accordance with directions from the RTC to pay the costs of qualified projects.

The department has established a work program to account for and track projects and project costs in the NCTCOG Metropolitan Planning Area (MPA) boundary funded with the SH 161 payments. In previous minute orders, the commission concurred with certain projects identified by the RTC to be funded with those payments, and approved the placement of those projects in the work program. The RTC, through an extensive public involvement process, has identified additional project costs in the NCTCOG MPA boundary to be funded with the SH 161 payments, as shown in Exhibit A. The list of previously-approved projects is shown in Exhibit B and a summary of funds associated with the SH 161 work program is set forth in Exhibit C. Both Exhibit B and Exhibit C are included for informational purposes only.

IT IS THEREFORE ORDERED by the commission that, pursuant to the MOU and Minute Order 112015, it concurs with the project shown in Exhibit A that has been selected by the RTC to be funded with the SH 161 payments, and approves the placement of the project in the work program with CONSTRUCT authority, to be developed consistent with applicable state and federal laws, regulations, and procedures. Pursuant to the finding of the RTC, the commission determines that the project shown in Exhibit A is a transportation or highway project, or air-quality project that will mitigate or prevent air pollution caused by the construction, maintenance, or use of public roads, and is therefore eligible to be funded with the SH 161 payments.

IT IS FURTHER ORDERED that, unless otherwise approved by the commission, all direct costs associated with the projects for which federal and state funds have not been allocated shall be charged to this work program, including the costs

of right-of-way acquisition, preliminary engineering, and construction engineering. The costs of department staff incurred in the development, procurement, and construction of on-system projects to be funded from the SH 161 payments subaccounts will not themselves be funded from the SH 161 payments subaccounts. Funds from the SH 161 payments subaccounts that were used to reimburse the costs of department staff will be returned to the subaccounts without interest at least quarterly.

Note: Exhibits A - C are 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:

a. Proposed Adoption

Chapter 9 - Contract and Grant Management
Amendments to §9.34, Comprehensive Process (MO)

This item was presented by Professional Engineering Procurement Division Director Martin Rodin. Commissioner New made a motion, which was seconded by Commissioner Austin, and the commission approved the following minute order by a vote of 4 - 0.

115409
PEPS

The Texas Transportation Commission (commission) finds it necessary to propose amendments to §9.34 relating to Comprehensive Process 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 §9.34 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.

b. Rule Review

Consider the re-adoption of Title 43, Texas Administrative Code, Chapter 10, Ethical Conduct by Entities Doing Business with the Department, and Chapter 16, Planning and Development of Transportation Projects, in accordance with Government Code, §2001.039 (MO)

This item was presented by Associate General Counsel Angie Parker. Commissioner Austin made a motion, which was seconded by Commissioner Ryan, and the commission approved the following minute order by a vote of 4 - 0.

115410
GCD

Government Code, §2001.039 requires state agencies to readopt their rules every four years and, prior to readopting, to consider whether the reason for adopting each rule continues to exist.

During October and November 2018, the Texas Department of Transportation reviewed Title 43 Texas Administrative Code, Part 1, Chapter 10, Ethical Conduct by Entities Doing Business with the Department, and Chapter 16, Planning and Development of Transportation Projects. The Notice of Intent to review was published in the Texas Register on October 12, 2018 (43 TexReg 6853).

No comments were received regarding this rule review.

The Texas Transportation Commission (commission) finds that the reasons for adopting these rules continue to exist.

IT IS THEREFORE ORDERED by the commission that the reviewed rules are readopted and that the executive director provide for filing with the Office of the Secretary of State, Texas Register Division, a notice readopting these rules.

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 Deputy Director Kyle Madsen. Commissioner New 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 Austin and the following minute order was approved by Chairman Bugg, Commissioner Austin, Commissioner Ryan, and Commissioner New (a vote of 4 - 0).

115411
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 - S. 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 - 93, 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:

CONTROLLED ACCESS

<u>COUNTY</u>	<u>HIGHWAY</u>	<u>EXHIBIT</u>	<u>ROW CSJ NO.</u>	<u>PARCEL</u>
Angelina	US 59	O	0176-03-116	31A
Bexar	IH 410	K	0521-06-140	5
Bexar	IH 410	G	0521-06-140	10
Bexar	IH 410	S	0521-06-140	25
Bexar	IH 410	Q	0521-06-140	28
Bexar	IH 410	R	0521-06-140	29
Bexar	IH 410	J	0521-06-140	32
Bexar	IH 410	N	0521-06-140	34
Bexar	IH 410	M	0521-06-140	36
Dallas	SH 183	P	0094-07-037	46AC
Glasscock	SH 158	A	0463-04-027	1
Glasscock	SH 158	B	0463-04-027	2
Glasscock	SH 158	C	0463-04-027	3
Glasscock	SH 158	D	0463-04-027	4

CONTROLLED ACCESS

<u>COUNTY</u>	<u>HIGHWAY</u>	<u>EXHIBIT</u>	<u>ROW CSJ NO.</u>	<u>PARCEL</u>
Glasscock	SH 158	E	0463-04-027	5
Glasscock	SH 158	F	0463-04-027	6
Nacogdoches	US 59	L	0176-01-110	42
Nueces	US 181	I	0101-06-109	224
Nueces	US 181	H	0101-06-109	225

NON-CONTROLLED ACCESS

<u>COUNTY</u>	<u>HIGHWAY</u>	<u>EXHIBIT</u>	<u>ROW CSJ NO.</u>	<u>PARCEL</u>
Angelina	US 59	86	0176-03-116	1A
Brazoria	SH 36	80	0188-03-020	104B
Brazoria	SH 36	40	0188-03-020	366
Brazoria	SH 36	30	0188-04-041	80
Collin	SH 5	35	0047-04-026	1
Collin	SH 5	58	0047-04-026	7
Collin	SH 5	22	0047-04-026	9
Collin	SH 5	38	0047-04-026	12
Collin	SH 5	39	0047-04-026	13
Collin	SH 5	33	0047-04-026	14
Collin	SH 5	78	0047-04-026	15
Collin	SH 5	34	0047-04-026	16
Collin	SH 5	41	0047-04-026	17
Collin	SH 5	79	0047-04-026	18
Collin	SH 5	81	0047-04-026	23
Collin	SH 5	76	0047-04-026	25
Collin	SH 5	43	0047-04-026	35
Collin	SH 5	44	0047-04-026	36
Collin	SH 5	42	0047-04-026	41
Collin	SH 5	45	0047-04-026	42
Collin	SH 5	46	0047-04-026	43
Collin	SH 5	47	0047-04-026	45
Collin	SH 5	50	0047-04-026	46
Collin	SH 5	83	0047-04-026	47
Collin	SH 5	48	0047-04-026	67
Collin	SH 5	74	0047-04-026	73
Collin	SH 5	49	0047-04-026	75
Collin	SH 5	71	0047-04-026	77
Collin	SH 5	72	0047-04-026	79
Collin	SH 5	59	0047-04-026	94E
Collin	SH 5	73	0047-04-026	96
Collin	SH 5	60	0047-04-026	131
Collin	SH 5	61	0047-04-026	132
Collin	SH 5	62	0047-04-026	134
Collin	SH 5	77	0047-04-026	139

NON-CONTROLLED ACCESS

<u>COUNTY</u>	<u>HIGHWAY</u>	<u>EXHIBIT</u>	<u>ROW CSJ NO.</u>	<u>PARCEL</u>
Collin	SH 5	85	0047-04-026	142
Collin	SH 5	70	0047-04-026	144
Denton	US 380	36	0135-10-059	27
Denton	US 380	7	0135-10-059	31
Denton	US 380	8	0135-10-059	32
Denton	US 380	6	0135-10-059	78
Denton	US 380	9	0135-10-059	85
Denton	US 377	1	0135-10-060	1
Denton	US 377	90	0135-10-060	9
Denton	US 377	17	0135-10-060	11
Fannin	SH 121	68	0549-02-029	1,1E
Fannin	SH 121	69	0549-02-029	2
Fannin	SH 121	67	0549-02-029	3,3E
Fort Bend	SH 36	19	0188-02-038	100
Fort Bend	SH 36	55	0188-02-039	42A
Grimes	SH 249	20	3635-02-003	319X
Harris	US 290	93	0050-08-090	831
Harris	US 290	92	0050-08-090	832
Harris	FM 1960	29	1685-03-097	116
Harris	FM 1960	54	1685-03-097	117
Harris	FM 1960	66	1685-03-097	118
Harris	FM 1960	84	1685-03-097	136
Harris	FM 1960	82	1685-03-097	137
Harris	FM 1960	87	1685-03-097	159
Harris	FM 1960	28	1685-03-097	180
Harris	FM 1960	13	1685-03-101	216
Harris	FM 1960	75	1685-03-101	233
Harris	FM 1960	88	1685-03-101	237
Harris	FM 1960	26	1685-03-101	254
Harris	FM 1960	21	1685-03-101	260
Harris	FM 1960	52	1685-03-101	270
Hidalgo	FM 494	32	0864-01-073	18
Hidalgo	FM 494	16	0864-01-073	44
Kaufman	US 80	23	0095-04-071	1
Kaufman	US 80	24	0095-04-071	2
Kaufman	US 80	25	0095-04-071	4
Kaufman	US 80	51	0095-04-071	7
Kaufman	US 80	56	0095-04-071	8
Kaufman	US 80	31	0095-04-071	9
Kaufman	US 80	57	0095-04-071	10
Lubbock	FM 1585	5	1502-01-035	239B
Lubbock	FM 1585	10	1502-01-035	251,251E
Lubbock	FM 1585	4	1502-01-036	218

NON-CONTROLLED ACCESS

<u>COUNTY</u>	<u>HIGHWAY</u>	<u>EXHIBIT</u>	<u>ROW CSJ NO.</u>	<u>PARCEL</u>
Lubbock	FM 1585	3	1502-01-036	222
Lubbock	FM 1585	2	1502-01-036	223
Lubbock	FM 1585	91	1502-01-036	226
Lubbock	FM 1585	15	1502-01-037	279
Lubbock	FM 1585	12	1502-01-037	310
Lubbock	FM 1585	11	1502-01-037	347
Lubbock	FM 1585	37	1502-01-037	360
Montgomery	FM 1488	65	0523-08-010	42
Montgomery	FM 1488	64	0523-09-017	109
Montgomery	FM 1488	63	0523-09-017	125
Montgomery	SH 99	27	3510-07-008	842
Montgomery	SH 99	89	3510-07-008	869
Montgomery	SH 99	53	3510-07-008	871
Tarrant	FM 156	18	0718-02-050	8
Wharton	US 59	14	0089-08-102	26

Note: Exhibits A - S and 1 - 93 are on file with the commission chief clerk.

ITEM 10. Routine Minute Orders and Reports

This item was presented by Executive Director James Bass. Commissioner Ryan requested changes to the Construction Speed Zones, Exhibit A, of Agenda Item 10.e. District Engineer Terry McCoy and Traffic Safety Division Director Michael Chacon answered questions. Changes were made to decrease specific proposed speed zone areas on I-35 during construction. Commissioner Ryan made a motion, which was seconded by Commissioner Austin, and the commission approved the following minute orders by a vote of 4 - 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)

115412
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 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 B 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 and B.

<u>Donor</u>	<u>Dist</u>	<u>County</u>	<u>Donation Description</u>
American Legion Rowold-Mays Post No. 87	TRF	Wharton	Fixed amount to design, fabricate, and install two memorial highway designation signs on the portion of SH 71 between FM 2765 and the Wharton/Colorado County line, designated as the Roy P. Benavidez Memorial Highway within Wharton County.
Association of Modified Asphalt Producers	MTD	N/A	Registration fee and travel expenses to include airfare, meals, lodging, and parking, for Gerald Peterson to attend and present at the Association of Modified Asphalt Producers 20th Anniversary Conference and Workshop, scheduled for February 5-7, 2019 in Fort Lauderdale, FL.

Donations to the Department

<u>Donor</u>	<u>Dist</u>	<u>County</u>	<u>Donation Description</u>
Century Land of Texas, LLC	HOU	Fort Bend	Design and construction of a traffic signal at FM 1093 and driveway 2, a right turn lane from eastbound FM 359 into driveway 1, a left turn lane from westbound FM 359 into drive 1, a right turn lane from westbound FM 1093 into drive way 2, and a left turn lane from eastbound FM 1093 into driveway 2 into the donor's development in Fulshear.
Community Health 1st Realty, LLC	HOU	Harris	Design and construction of a left turn lane from southbound East Blvd. into the Community Health 1st Realty, LLC development in Deer Park.
ConocoPhillips Company	ODA	Reeves	Fixed amount towards the State's cost to design, construct and let highway improvements to improve the intersection of US 285 and County Road 452 in Orla.
Costco Wholesale Corporation	HOU	Harris	Design and construction of a deceleration lane from westbound Highway 290 frontage road into the donor's development in Cypress.
Dunham Pointe Development LLC	HOU	Harris	Design and construction of a street tie-in and railroad crossing at Mason Road from eastbound US Highway 290 frontage into the donor's development in Cypress.
Karlin McCallen Pass, LLC	AUS	Travis	Funds sufficient to cover the State's cost to construct an additional westbound right turn lane at the intersection of Parmer Lane (FM 734) and Harris Ridge Blvd in Austin.
KB Home Lone Star Inc.	SAT	Comal	Design and construction of a right turn lane for Unit 1 subdivision entrance on FM 1101 in New Braunfels.
KB Home Lone Star Inc.	SAT	Comal	Design and construction of a right turn lane for Unit 8 subdivision entrance on FM 1101 in New Braunfels.
KB Home Lone Star Inc.	SAT	Guadalupe	Design and construction of a left turn lane at the main entrance and a secondary entrance with right-in/out only channelization on FM 20 in Seguin.
Lennar Homes of Texas Land and Construction, Ltd.	SAT	Comal	Design and construction of dual U-turn lanes, removal of existing median cross-overs, traffic signals, drainage improvements and regrading on US 281 and Casey Road in Bulverde.
Lone Star NGL Pipeline LP	ODA	Martin	Design, construction and construction engineering inspections of highway improvements to include the reconstruction of highway to increase pavement structure, widening of the roadway for shoulders, turn lanes, construct surface drainage improvements and installation of small roadside warning signs along I 20 frontage road in Martin County.
National Oilwell Varco, L.P.	BRY	Grimes	Design and construction of a left turn lane and additional signage on State Highway 105 in Grimes County.
OPOC, LLC	AUS	Williamson	Design and construction of an east bound right turn lane and acceleration lane, from .94 mi southwest of FM 2843 to 1.22 mi southwest of FM 2843 on FM 487 in Williamson County.
Priefert Mfg. Co., Inc.	ATL	Titus	Excavating of the embankment from State ROW along US 271 in Titus County to perform some grading work into the donor's property as part of the donor's facility upgrade.
Pulte Homes of Texas, L.P.	SAT	Comal	Design and construction for right and left turn lanes for a new subdivision entrance on FM 1101 in New Braunfels.

Donations to the Department

<u>Donor</u>	<u>Dist</u>	<u>County</u>	<u>Donation Description</u>
Pulte Homes of Texas, L.P.	SAT	Bexar	Design and construction for widening of a section of LP 1604 approximately 0.3 miles south of FM 143 to accommodate a right turn and left turn deceleration lane into the Westlakes development in San Antonio.
QuikTrip Corporation	AUS	Bastrop	Design and construction of a right turn lane and a "No Right on Red" sign on TxDOT right of way. The limits for the project are from SH 95 to 210' of East of SH 95 on US 290 in Elgin.
QuikTrip Corporation	AUS	Williamson	Design and construction of a right turn deceleration lane improvement on RM 1431 east of Mayfield Ranch Rd. in Cedar Park.
Rafik Bhandari	AUS	Williamson	Design and construction of a right turn lane and auxiliary lane along IH 35 SB SR at County Road 327 from station 1+00 to 10+13, in Williamson County.
Safa Trading Establishment, Inc.	AUS	Bastrop	Design and construction of a pedestrian sidewalk along FM 535 (Pearce Lane) 520 feet East of Wolf Lane to 830 feet East of Wolf Lane in Cedar Creek.
SLF III -- Onion Creek, L.P.	AUS	Travis	Design and construction of two deceleration lanes on IH 35 south bound frontage road at Camino Vaquero in Austin.
Sorrell Plus, LLC	HOU	Brazoria	Design and construction of a right turn deceleration lane from southbound FM 523 into the Sorrell Sand Pit development in Angleton.
The Crow Group, Series LLC	AUS	Williamson	Design and construction of right turn lane on IH 35 NBFR from 1890' south of Round Rock Avenue to 400' north of McNeil Road in Round Rock.
The Institute of Internal Auditors	ADM	N/A	Registration fees and lodging, for Benito Ybarra to attend and participate at the American Society of Association Executives Conference in Aventura, FL on January 13-15, 2019.
Velma Development, LLC	SAT	Bexar	Design and construction of the conversion of flashing beacon assembly into full traffic signal at Loop 1604 and Graytown Road in Bexar County.
Watco Companies, L.L.C.	ODA	Winkler	Fixed amount towards the State's cost to design, construct and let highway improvements to improve access to the donor's property on SH 18 at CR 404 in Winkler County by change order for CSJ 0292-02-040.
Escuela Hispanoamericana de Texas	AUS	Travis	Revenue generation through the Sponsor a Highway Program.
Freda's Seafood Grille	AUS	Travis	Revenue generation through the Sponsor a Highway Program.
Elephant Insurance Services, LLC	AUS	Travis	Revenue generation through the Sponsor a Highway Program.
Elephant Insurance Services, LLC	AUS	Williamson	Revenue generation through the Sponsor a Highway Program.
Juan In A Million	AUS	Travis	Revenue generation through the Sponsor a Highway Program.
Dallas Basketball Limited dba Dallas Mavericks	DAL	Dallas	Litter pick-up throughout a corridor on the State's right of way through the Sponsor a Highway Program.

Donations to the Department

<u>Donor</u>	<u>Dist</u>	<u>County</u>	<u>Donation Description</u>
FW River Plaza LP	FTW	Tarrant	Litter pick-up throughout a corridor on the State's right of way through the Sponsor a Highway Program.
Fifty7 Wing Co, LLC	HOU	Montgomery	Litter pick-up throughout a corridor on the State's right of way through the Sponsor a Highway Program.
Kaye Enterprises (on behalf of) Bell Dental	HOU	Brazoria	Litter pick-up throughout a corridor on the State's right of way through the Sponsor a Highway Program.
First Choice ER	HOU	Harris	Litter pick-up throughout a corridor on the State's right of way through the Sponsor a Highway Program.
Zeus Mortgage, LTD Db a ZeusLending.com	HOU	Harris	Litter pick-up throughout a corridor on the State's right of way through the Sponsor a Highway Program.
Texas Quality Drywall & Painting	SAT	Bexar	Litter pick-up throughout a corridor on the State's right of way through the Sponsor a Highway Program.

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

b. Real Estate Dispositions

(1) Lamar County - SL 286, .54 miles east of FM 195 in Paris - Consider rescinding and replacing Minute Order 115358, dated October 25, 2018, to correct exhibits

115413
ROW

In the city of Paris, Lamar County, on SL 286, the State of Texas acquired certain land by instruments recorded in Volume 361, Page 535, and Volume 524, Page 838, Deed Records of Lamar County, Texas.

A portion of the land (surplus land), described in Exhibit A, is no longer needed for a state highway purpose.

In accordance with Texas Transportation Code, Chapter 202, Subchapter B, the Texas Transportation Commission (commission) may recommend the exchange of surplus land as partial or full consideration for other land needed for a state highway purpose.

David and Brenda Robinson, (the Robinsons) have conveyed to the state land needed for a state highway purpose (new land), described in Exhibit B. The Robinsons have requested that the surplus land be conveyed to the Robinsons in exchange and as consideration for the new land.

This minute order contains provisions similar to those of Minute Order 115358, adopted by the commission on October 25, 2018, except that Exhibit A of this minute order corrects the description of the surplus land that is recommended for exchange.

IT IS THEREFORE ORDERED by the commission that it is proper and correct that the state convey the surplus land to the Robinsons in exchange and as consideration for the conveyance of the new land to the state.

FURTHER, IT IS THEREFORE ORDERED by the commission that the surplus land is no longer needed for a state highway purpose and recommends, subject to approval by the attorney general, that the governor of Texas execute a proper instrument conveying all of the state's rights, title, and interest in the surplus land to David and Brenda Robinson, in exchange and as consideration for the conveyance of the new land to the state; SAVE AND EXCEPT, however, there is excepted and

reserved here from all of the state's rights, titles, and interest, if any, in and to all of the oil, gas, sulphur, and other minerals, of every kind and character, in, on, under, and that may be produced from the surplus land.

FURTHER, IT IS THEREFORE ORDERED by the commission that Minute Order 115358 is rescinded and replaced by this order.

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

(2) Tarrant County - I-30 and Riverside Drive in Fort Worth - Consider the sale of right of way to an abutting landowner (MO)

115414
ROW

In the city of Paris, Lamar County, on SL 286, the State of Texas acquired certain land by instruments recorded in Volume 361, Page 535, and Volume 524, Page 838, Deed Records of Lamar County, Texas.

A portion of the land (surplus land), described in Exhibit A, is no longer needed for a state highway purpose.

In accordance with Texas Transportation Code, Chapter 202, Subchapter B, the Texas Transportation Commission (commission) may recommend the exchange of surplus land as partial or full consideration for other land needed for a state highway purpose.

David and Brenda Robinson, (the Robinsons) have conveyed to the state land needed for a state highway purpose (new land), described in Exhibit B. The Robinsons have requested that the surplus land be conveyed to the Robinsons in exchange and as consideration for the new land.

This minute order contains provisions similar to those of Minute Order 115358, adopted by the commission on October 25, 2018, except that Exhibit A of this minute order corrects the description of the surplus land that is recommended for exchange.

IT IS THEREFORE ORDERED by the commission that it is proper and correct that the state convey the surplus land to the Robinsons in exchange and as consideration for the conveyance of the new land to the state.

FURTHER, IT IS THEREFORE ORDERED by the commission that the surplus land is no longer needed for a state highway purpose and recommends, subject to approval by the attorney general, that the governor of Texas execute a proper instrument conveying all of the state's rights, title, and interest in the surplus land to David and Brenda Robinson, in exchange and as consideration for the conveyance of the new land to the state; SAVE AND EXCEPT, however, there is excepted and reserved here from all of the state's rights, titles, and interest, if any, in and to all of the oil, gas, sulphur, and other minerals, of every kind and character, in, on, under, and that may be produced from the surplus land.

FURTHER, IT IS THEREFORE ORDERED by the commission that Minute Order 115358 is rescinded and replaced by this order.

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

(3) Tarrant County - SH 183 and Fuller in Euless - Consider the sale of right of way to the City of Euless (MO)

115415
ROW

Near Fort Worth, Tarrant County, on Interstate Highway 30, the state of Texas acquired certain land for highway purposes by instrument recorded in Volume 2965, Page 144, Deed Records of Tarrant County, Texas.

A portion of the land (Tract), RCSJ 1068-02-151, described in Exhibit A, is no longer needed for a state highway purpose.

In accordance with V.T.C.A., Transportation Code, Chapter 202, Subchapter B, the Texas Transportation Commission (commission) may recommend the sale to abutting landowners of any interest in real property acquired and no longer needed for a state highway purpose.

Pet Comfort of Texas LLC is the abutting landowner and has requested to purchase the Tract for \$14,180.

The commission finds \$14,180 to be a fair and reasonable value of the state's right, title, and interest in the Tract.

IT IS THEREFORE ORDERED by the commission that the Tract 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 Tract to Pet Comfort of Texas LLC for \$14,180; SAVE AND EXCEPT, however, there is excepted and reserved herefrom all of the state's right, title, and interest, if any, in and to all of the oil, gas, sulphur, and other minerals, of every kind and character, in, on, under, and that may be produced from the land.

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

(4) Williamson County - SL 332, a bypass of State Highway 29 in Liberty Hill - Consider the removal from the system and transfer of control, jurisdiction, and maintenance, and quitclaim of right of way to the City of Liberty Hill (MO)

115416
ROW

In Liberty Hill, Williamson County, on State Highway 29, the state of Texas used certain land for highway purposes to which there is no record title in the state's name.

Pursuant to Texas Transportation Code, §§201.103 and 221.001, the executive director has recommended, as shown on Exhibit A, that SL 332, a bypass of SH 29 be removed from the state highway system, a distance of 2.0 mile, and that control, jurisdiction, and maintenance be quitclaimed to the City of Liberty Hill (city).

The land (SL 332), RCSJ 151-08-009, shown on Exhibit A as SL 332 a bypass of State Highway 29, is no longer needed for a state highway purpose.

In accordance with V.T.C.A., Transportation Code, Chapter 202, Subchapter B, the Texas Transportation Commission (commission) may recommend the quitclaim to the city of any interest that might have accrued to the state by use of property.

The city will assume control, jurisdiction, and maintenance of SL 332 and has requested the quitclaim to the city.

IT IS THEREFORE ORDERED by the commission that a segment of SL 332 is removed from the state highway system from SH 29 north of Leander to Burnet County Line, a distance of 2.0 miles, and control, jurisdiction and maintenance are transferred to the City of Liberty Hill.

FURTHER, IT IS THEREFORE ORDERED by the commission that SL 332 is no longer needed for a state highway purpose and recommends, subject to approval by the attorney general, that the governor of Texas execute a proper instrument quitclaiming the state's right and interest in SL 332 to the City of Liberty Hill, Texas.

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

c. Reports

(1) Compliance Division report

Note: Confidential report to commission.

(2) Letting Allocation Status report

Quarterly status report on the FY 2018 letting allocation, the actual allocation utilized through the current month, and proposed remaining highway maintenance and construction contract letting for the fiscal year (Report)

Note: The Report is on file with the commission chief clerk.

(3) Quarterly report on FY 2018 State Highway Fund 6 cash status (Report)

Note: The Report is on file with the commission chief clerk.

(4) Texas Department of Transportation Annual Financial Report (With Independent Auditor's Report) for the Fiscal Year Ended August 31, 2018 (Report)

Note: The Report is on file with the commission chief clerk.

d. Finance

(1) Quarterly Investment Report

Consider the acceptance of the Quarterly Investment Report (MO)

115417
PFD

Government Code, Chapter 2256 (Public Funds Investment Act) authorizes the Texas Transportation Commission (commission) to purchase, sell, and invest its funds and funds under its control in investments that are in compliance with investment policies approved by the commission.

Government Code §2256.005 requires the commission to adopt a written investment policy regarding the investment of its funds and funds under its control, including a separate written investment strategy for each of the funds or group of funds under its control, and to designate one or more officers or employees of the Texas Department of Transportation (department) as investment officer to be responsible for the investment of funds consistent with the investment policy.

In Minute Order 108970, dated July 25, 2002, the commission approved and adopted a written investment policy and investment strategy applicable to funds of the commission relating to the Central Texas Turnpike System held by Bank One, N.A., (in such capacity with its successors, currently Bank of New York Mellon), as Trustee

under the Indenture of Trust dated July 15, 2002, between the commission and the trustee. Pursuant to Government Code §2256.005(e) and Section 20 of the investment policy, the investment policy and investment strategies of the commission have been reviewed and revised annually by minute order since 2003. In Minute Order 114360, dated August 27, 2015, the commission approved and adopted a written investment policy that added an investment strategy applicable to funds in the prepaid TxTag custodial account under the Master Lockbox and Custodial Account Agreement by and between the Bank of New York Mellon Trust Company, N.A., as custodian, and the department. In Minute Order 114706, dated August 25, 2016, the commission approved and adopted a written investment policy that added an investment strategy applicable to funds related to obligations issued for the IH 35E Project under a Trust Agreement by and between Amegy Bank, a Division of ZB, National Association, as trustee, and the department. In Minute Order 115393, dated December 13, 2018, the commission approved an investment strategy for the SH 249 System and authorized it to be included as part of the commission's investment policy.

The commission has designated the department's chief financial officer and the director, Project Finance, Debt & Strategic Contracts Division as investment officers. The chief financial officer is primarily responsible for the execution of investment strategy and activities on a daily basis. However, in his/her absence, the director, Project Finance, Debt & Strategic Contracts Division, or a designee of any of the investment officers (as evidenced in a delegation memorandum) shall perform these duties and responsibilities.

Government Code §2256.023 requires the designated investment officer to prepare and submit to the commission and the executive director, not less than quarterly, a written report of investment transactions for all funds covered by the Public Funds Investment Act for the preceding reporting period. The report must describe in detail the investment position of the department on the date of the report, and must be prepared jointly and signed by each investment officer.

Section 9.0 of the investment policy requires the investment officer to prepare and submit to each member of the commission and the executive director of the department an investment report on no less than a quarterly basis. The report must be prepared in accordance with the requirements of that section, including containing sufficient information to provide for a comprehensive review of investment activity and current investment instruments and performance for the reporting period. A quarterly investment report for the department for the period ending November 30, 2018, attached as Exhibit A, has been prepared in accordance with Government Code §2256.023 and Section 9.0 of the investment policy.

IT IS THEREFORE ORDERED by the commission that the quarterly investment report attached as Exhibit A is accepted.

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

(2) Consider the acceptance of the audited financial statements of the Texas Mobility Fund as required by the governing master resolution (MO)

115418
FIN

Article III, Section 49-k of the Texas Constitution created the Texas Mobility Fund (Mobility Fund) within the treasury of the State of Texas (state) to be administered by the Texas Transportation Commission (commission) as a revolving fund to: (i) provide a method of financing the construction, reconstruction, acquisition, and expansion of state highways, including costs of any necessary design and costs of acquisition of rights of way, as determined by the commission in accordance with standards and procedures established by law; and (ii) provide participation by the state in the payment of a portion of the costs of constructing and providing publicly-owned toll roads and other public transportation projects in accordance with the procedures, standards, and limitations established by law.

Transportation Code, Chapter 201 and other applicable law authorized the commission to issue obligations secured by and payable from a pledge of and lien on all or part of the moneys in the Mobility Fund in the name and on behalf of the state and the Texas Department of Transportation (department) in multiple series and issues from time to time for one or more of the following purposes: (i) to pay all or part of the costs of constructing, reconstructing, acquiring, and expanding state highways, including any necessary design and acquisition of rights of way, in the manner and locations determined by the commission that, according to conclusive findings of the commission, have an expected useful life, without material repair, of not less than 10 years; (ii) to provide participation by the state in the payment of part of the costs of constructing and providing publicly owned toll roads and other public transportation projects that are determined by the commission to be in the best interests of the state in its major goal of improving the mobility of the residents of the state; (iii) to create debt service reserve accounts; (iv) to pay interest on obligations for a period of not longer than two years; (v) to refund or cancel outstanding obligations; and (vi) to pay the commission's costs of issuance. The commission also authorized the execution of a master resolution (Resolution), amendments to the Resolution and supplemental resolutions (resolutions) to authorize bonds for the Mobility Fund revenue financing program. The resolutions pledge a variety of dedicated statutory fees and other revenues as security and sources of payment for the Mobility Fund bonds and additionally pledge the general revenue of the state. The resolutions also prescribe the terms, provisions and covenants related to the general obligation Mobility Fund bonds.

Under Section 5 (j) of the Resolution, the commission covenants to prepare, or cause to be prepared, no more than 120 days after the last day of each fiscal year, a financial report of the Mobility Fund. The financial report is required to be prepared in accordance with generally accepted accounting principles and certified by a certified public accountant. Audited financial statements, contained in the attached Exhibit A, have been prepared for the fiscal year ended August 31, 2018.

IT IS THEREFORE ORDERED by the commission that the audited financial statements of the Mobility Fund, attached as Exhibit A, are accepted.

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

(3) Travis and Williamson Counties - Consider the acceptance of the audited financial statements of the Central Texas Turnpike System (CTTS), as required by the CTTS Indenture of Trust (MO)

115419
FIN

Transportation Code, Chapter 228 and other applicable law authorizes the Texas Transportation Commission (commission) to issue toll project revenue bonds, bond anticipation notes, and other obligations to finance toll projects on the state highway system, and to enter into trust agreements and indentures of trust governing matters relating to the issuance of such obligations.

The commission issued toll project revenue bonds and other obligations to finance a portion of the costs of the Central Texas Turnpike System (System), a turnpike project composed of the State Highway 130 (Segments 1 through 4), State Highway 45 North, State Highway 45 SE and Loop 1 project elements. The commission has also authorized the execution of an indenture of trust and eight supplemental indentures to secure revenue bonds and other obligations issued for the System. The Indenture of Trust dated July 15, 2002, as supplemented by the Amended and Restated Seventh Supplemental Indenture of Trust, dated as of January 1, 2015 (Indenture), prescribes the terms, provisions and covenants related to the issuance of revenue bonds and obligations to finance a portion of the costs of the System.

Under Section 712 of the indenture, the commission covenants to prepare, or cause to be prepared, no more than 120 days after the last day of each fiscal year, a financial report of the results of operations of the system for such fiscal year. The financial report is required to be certified by a certified public accountant and to contain an audited balance sheet, an audited statement of operations, and an audited statement of cash flows for such fiscal year. Audited financial statements, contained in the attached Exhibit A, have been prepared for the fiscal year ended August 31, 2018.

IT IS THEREFORE ORDERED by the commission that the audited financial statements of the system, attached as Exhibit A, are accepted.

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

(4) Travis and Williamson Counties - Consider the acceptance of the Quarterly Report of Actual Traffic and Toll Revenue for the Central Texas Turnpike System (MO)

115420
PFD

Transportation Code, Chapter 228 and other applicable law authorizes the Texas Transportation Commission (commission) to issue toll revenue bonds, bond anticipation notes, and other obligations to finance turnpike projects on the state highway system, and to enter into trust agreements and indentures of trust governing matters relating to the issuance of such obligations.

In 2002 the commission issued \$2, 199,993,782 in obligations to finance a portion of the costs of the Central Texas Turnpike System (system), a toll project composed initially of the SH 130, SH 45, and Loop I project elements (2002 Project), pursuant to an Indenture of Trust, dated July 15, 2002 (indenture), and four supplemental indentures. The indenture prescribes the terms, provisions and covenants related to the issuance of toll revenue bonds and obligations to finance a portion of the costs of the 2002 Project. Subsequent refunding bonds were issued in 2009, 2012 and 2015, pursuant to the indenture and three additional supplemental indentures. Pursuant to Section 702 of the indenture, the commission has covenanted that on or before

August 31 in each fiscal year, it will adopt annual operating, maintenance and capital budgets for the system for the ensuing fiscal year and provide copies of such budgets to the Trustee and the U.S. Department of Transportation.

Section 501 (c) of the indenture covenants that for the first five full years of operation of the system, the commission will provide to the trustee a report showing the traffic and revenue of the system for the previous quarter.

Pursuant to Minute Order 111081, dated September 27, 2007, the system was declared substantially complete as defined within the indenture.

Section 501 (c) of the indenture covenants that at the conclusion of the five year period, the commission may discontinue such reports if the revenues for the previous two years have been sufficient to meet the rate covenant. The revenues for the previous two years have been sufficient to meet the rate covenant; however, the commission has not exercised its option to discontinue the reports.

A report of actual traffic and revenue, attached as Exhibit A, has been prepared consistent with the reports previously filed pursuant to Section 501(c) of the indenture.

IT IS THEREFORE ORDERED by the commission that the report of actual traffic and revenue attached as Exhibit A is accepted.

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

e. Speed Zones

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

115421
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 Exhibits C and D are canceled.

Note: Exhibits A - D are on file with the commission chief clerk.

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.

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 Cooper McGough concerning End the Streak; Representative Ed Thompson, Alvin Mayor Paul Horn, who also provided a letter of support with City of Alvin Resolution 19-R-3 and other attachments, Brazoria County Commissioner Stacy Adams, and Director of Local and Community Relations, Memorial Herman Health System, and representative for multiple chambers of commerce and economic development organizations Ashlea Quinonez, all concerning advancement of Grand Parkway (SH 99), Segment B; and Waco MPO Director Chris Evilia concerning I-35 construction funding through Waco.

Commissioner New motioned adjournment and Commissioner Austin seconded the motion. The commission voted 4 - 0 to adjourn. The regular meeting of the Texas Transportation Commission was adjourned at 11:23 a.m.

APPROVED by the Texas Transportation Commission on February 28, 2019:



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 January 31, 2019, in Austin, Texas.



Robin Carter, Commission Chief Clerk
Texas Department of Transportation